

Minnesota Statutes 1982, sections 206.01; 206.02; 206.025; 206.026; 206.03; 206.04; 206.05; 206.06; 206.07; 206.075; 206.08, subdivisions 1, 2, and 4; 206.095; 206.10; 206.12; 206.13; 206.14; 206.15; 206.16; 206.17; 206.18; 206.185; 206.19, subdivisions 2 and 3; 206.195; 206.20; 206.21, subdivisions 1, 2, 4, and 5; 206.211; and 206.23; Minnesota Statutes 1983 Supplement, sections 206.08, subdivision 3; 206.09; 206.11; 206.19, subdivision 1; and 206.21, subdivision 3 are repealed.

Sec. 33. **EFFECTIVE DATE.**

This act is effective January 1, 1985.

Approved April 23, 1984

CHAPTER 448 — H.F.No. 1058

An act relating to limited partnerships; providing for withdrawals of certain partners; providing for liabilities of partners; amending Minnesota Statutes 1982, sections 322A.27; and 322A.33.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

Section 1. Minnesota Statutes 1982, section 322A.27, is amended to read:

322A.27 PERSON ERRONEOUSLY BELIEVING HIMSELF LIMITED PARTNER.

(a) Except as provided in subsection (b), a person who makes a contribution to a business enterprise and erroneously but in good faith believes that he has become a limited partner in the enterprise is not a general partner in the enterprise and is not bound by its obligations by reason of making the contribution, receiving distributions from the enterprise, or exercising any rights of a limited partner, if, on ascertaining the mistake, he:

(1) causes an appropriate certificate of limited partnership or a certificate of amendment to be executed and filed; or

(2) withdraws from future equity participation in the enterprise by executing and filing in the office of the secretary of state a certificate declaring withdrawal under this section.

(b) A person who makes a contribution of the kind described in subsection (a) is liable as a general partner to any third party who transacts business with the enterprise (i) before the person withdraws and an appropriate certificate is filed to show withdrawal, or (ii) before an appropriate certificate is filed to show

Changes or additions are indicated by underline, deletions by ~~strikeout~~.

his status as a limited partner and, in the case of an amendment, after expiration of the 30-day period for filing an amendment relating to the person as a limited partner under section 322A.12, but in either case only if the third party actually believed in good faith that the person was a general partner at the time of the transaction.

Sec. 2. Minnesota Statutes 1982, section 322A.33, is amended to read:

322A.33 GENERAL POWERS AND LIABILITIES.

(a) Except as provided in sections 322A.01 to 322A.87 or in the partnership agreement, a general partner of a limited partnership has the rights and powers and is subject to the restrictions and liabilities of a partner in a partnership without limited partners.

(b) Except as provided in sections 322A.01 to 322A.87, a general partner of a limited partnership has the liabilities of a partner in a partnership without limited partners to persons other than the other partners and the partnership. Except as provided in sections 322A.01 to 322A.87 or in the partnership agreement, a general partner of a limited partnership has the liabilities of a partner in a partnership without limited partners to the partnership and to the other partners.

Approved April 23, 1984

CHAPTER 449 — H.F.No. 996

An act relating to energy; allowing port authorities to own and operate district heating systems; allowing certain cities to acquire district heating systems without election; authorizing counties to provide district heating services within cities under certain conditions; amending Minnesota Statutes 1982, section 465.74, by adding subdivisions.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

Section 1. Minnesota Statutes 1982, section 465.74, is amended by adding a subdivision to read:

Subd. 1a. CITIES WITH OVER 50,000 INHABITANTS. A city with over 50,000 inhabitants that is not a city of the first class is authorized to acquire, construct, improve, and operate a district heating system under the same terms and conditions as a city of the first class except as provided herein. Acquisition or construction and financing of a municipal district heating system is not subject to the election requirements of sections 452.11 and 452.12, however, a resolution for the acquisition or construction and financing must be approved by a two-thirds vote of the governing body of the city.

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