321.0204 SIGNING OF RECORDS.

- (a) Each record delivered to the secretary of state for filing pursuant to this chapter must be signed in the following manner:
- (1) An initial certificate of limited partnership must be signed by all general partners listed in the certificate
- (2) An amendment adding or deleting a statement that the limited partnership is a limited liability limited partnership must be signed by all general partners listed in the certificate.
- (3) An amendment designating as general partner a person admitted under section 321.0801(3)(B) following the dissociation of a limited partnership's last general partner must be signed by that person.
- (4) An amendment required by section 321.0803(c) following the appointment of a person to wind up the dissolved limited partnership's activities must be signed by that person.
 - (5) Any other amendment must be signed by:
 - (A) at least one general partner listed in the certificate;
 - (B) each other person designated in the amendment as a new general partner; and
 - (C) each person that the amendment indicates has dissociated as a general partner, unless:
- (i) the person is deceased or a guardian or general conservator has been appointed for the person and the amendment so states; or
- (ii) the person has previously delivered to the secretary of state for filing a statement of dissociation.
- (6) A restated certificate of limited partnership must be signed by at least one general partner listed in the certificate, and, to the extent the restated certificate effects a change under any other paragraph of this subsection, the certificate must be signed in a manner that satisfies that paragraph.
- (7) A statement of termination must be signed by all general partners listed in the certificate or, if the certificate of a dissolved limited partnership lists no general partners, by the person appointed pursuant to section 321.0803(c) or (d) to wind up the dissolved limited partnership's activities.
- (8) Articles of conversion must be signed by each general partner listed in the certificate of limited partnership.
 - (9) Articles of merger must be signed as provided in section 321.1108(a).

- (10) Any other record delivered on behalf of a limited partnership to the secretary of state for filing must be signed by at least one general partner listed in the certificate.
- (11) A statement by a person pursuant to section 321.0605(a)(4) stating that the person has dissociated as a general partner must be signed by that person.
- (12) A statement of withdrawal by a person pursuant to section 321.0306 must be signed by that person.
- (13) A record delivered on behalf of a foreign limited partnership to the secretary of state for filing must be signed by at least one general partner of the foreign limited partnership.
- (14) Any other record delivered on behalf of any person to the secretary of state for filing must be signed by that person.
 - (b) Any person may sign by an attorney-in-fact any record to be filed pursuant to this chapter.

History: 2004 c 199 art 2 s 22