321.0202

321.0202 AMENDMENT OR RESTATEMENT OF CERTIFICATE.

- (a) In order to amend its certificate of limited partnership, a limited partnership must deliver to the secretary of state for filing an amendment or, pursuant to article 11, articles of merger stating:
 - (1) the name of the limited partnership;

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- (2) the date of filing of its initial certificate; and
- (3) the changes the amendment makes to the certificate as most recently amended or restated.
- (b) A limited partnership shall promptly deliver to the secretary of state for filing an amendment to a certificate of limited partnership to reflect:
 - (1) the admission of a new general partner;
 - (2) the dissociation of a person as a general partner; or
- (3) the appointment of a person to wind up the limited partnership's activities under section 321.0803(c) or (d).
- (c) A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly:
 - (1) cause the certificate to be amended; or
- (2) if appropriate, deliver to the secretary of state for filing a statement of change pursuant to section 321.0115 or a statement of correction pursuant to section 321.0207.
- (d) A certificate of limited partnership may be amended at any time for any other proper purpose as determined by the limited partnership.
- (e) A restated certificate of limited partnership may be delivered to the secretary of state for filing in the same manner as an amendment.
- (f) Subject to section 321.0206(c), an amendment or restated certificate is effective when filed by the secretary of state.

History: 2004 c 199 art 2 s 20