322.25 REQUIREMENTS FOR AMENDMENT AND FOR CANCELLATION OF CERTIFICATE.

Subdivision 1. **Contents.** The writing to amend a certificate shall:

(1) conform to the requirements of section 322.02, clause (1)(a), as far as necessary to set forth clearly the change in the certificate which it is desired to make; and

(2) be signed and acknowledged or sworn to by all members, and an amendment substituting a limited partner or adding a limited or general partner shall be signed also by the member to be substituted or added, and when a limited partner is to be substituted the amendment shall also be signed by the assigning limited partner.

Subd. 2. **All members sign.** The writing to cancel a certificate shall be signed by all members.

Subd. 3. **Petition to court.** A person desiring the cancellation or amendment of a certificate, if any person designated in subdivisions 1 and 2 as a person who must execute the writing refuses to do so, may petition the district court to direct a cancellation or amendment thereof.

Subd. 4. **Decree of court.** If the court finds that the petitioner has a right to have the writing executed by a person who refuses to do so, it shall order the county recorder in the office where the certificate is recorded to record the cancellation or amendment of the certificate; and where the certificate is to be amended, the court shall also cause to be recorded in that office a certified copy of its decree setting forth the amendment.

Subd. 5. **When effective.** A certificate is amended or canceled when there is filed for record in the registry of deeds where the certificate is recorded:

(1) a writing in accordance with the provisions of subdivision 1 or subdivision 2; or

(2) a certified copy of the order of the court in accordance with the provisions of subdivision 4.

Subd. 6. **Amended certificate.** After the certificate is duly amended in accordance with this section, the amended certificate shall thereafter be, for all purposes, the certificate provided for by this chapter.

History: *(7377) 1919 c 498 s 25; 1951 c 214 s 1; 1961 c 724 s 2; 1976 c 181 s 2; 2005 c 4 s 59*