321.1119 RESTRICTIONS ON APPROVAL OF MERGERS, EXCHANGES, CONVERSIONS, AND DOMESTICATIONS.

Subdivision 1. **Personal liability of partner.** If a partner of a constituent, converting, or domesticating limited partnership will have personal liability with respect to a surviving, constituent, converted, or domesticated organization, approval or amendment of a plan of merger, exchange, conversion, or domestication is ineffective without the consent of the partner, unless:

(1) the organization's certificate of limited partnership or partnership agreement provides for approval of a merger, exchange, conversion, or domestication with the consent of fewer than all the partners; and

(2) the partner has consented to the provision of the certificate of limited partnership or the partnership agreement.

Subd. 2. **Consent.** A partner does not give the consent required by subdivision 1 merely by consenting to a provision of the partnership agreement that permits the partnership agreement to be amended with the consent of fewer than all the partners.

History: *2018 c 103 s 27*