

MICHIGAN REVISED UNIFORM LIMITED PARTNERSHIP ACT (EXCERPT)
Act 213 of 1982
Article 2

449.1201 Formation; certificate of limited partnership; contents; date of formation.

Sec. 201.

(a) In order to form a limited partnership 2 or more persons shall execute a certificate of limited partnership. The certificate shall be filed in the office of the administrator and set forth all of the following:

- (1) The name of the limited partnership.
 - (2) The general character of its business.
 - (3) The address of the office and the name and address of the agent for service of process required to be maintained by section 105(a).
 - (4) The name and the business or residence address of each partner, specifying separately the general partners and limited partners.
 - (5) The amount of cash and a description and statement of the agreed value of the other property or services contributed by each limited partner and which each limited partner has agreed to contribute in the future.
 - (6) The times at which or events on the happening of which any additional contributions agreed to be made by each limited partner are to be made.
 - (7) Any power of a limited partner to grant the right to become a limited partner to an assignee of any part of his or her partnership interest, and the terms and conditions of the power.
 - (8) If agreed upon, the time at which or the events on the happening of which a partner may terminate his or her membership in the limited partnership and, in the case of a limited partner, the amount of, or the method of determining, the distribution to which such limited partner may be entitled respecting his or her partnership interest, and the terms and conditions of the termination and distribution.
 - (9) Any right of a limited partner to receive distributions of property, including cash from the limited partnership.
 - (10) Any right of a limited partner to receive, or of a general partner to make to a limited partner, distributions which include a return of all or any part of the limited partner's contribution.
 - (11) Any time at which or events upon the happening of which the limited partnership is to be dissolved and its affairs wound up.
 - (12) Any right of the remaining general partners to continue the business on the happening of an event of withdrawal of a general partner.
 - (13) Any other matters the partners determine to include in the certificate of limited partnership.
- (b) A limited partnership is formed on the effective date of the certificate of limited partnership as provided in section 206.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1202 Certificate of limited partnership; amendment; contents of certificate of amendment; events necessitating amendment; liability; restated certificate of limited partnership; effective date of amendment.

Sec. 202.

(a) A certificate of limited partnership is amended by filing a certificate of amendment to the certificate of limited partnership in the office of the administrator. The certificate of amendment shall set forth all of the following:

- (1) The name of the limited partnership.
 - (2) The date of filing of its original certificate of limited partnership.
 - (3) The amendment or amendments to the certificate of limited partnership.
- (b) Within 60 days after the happening of any of the following events, an amendment to a certificate of limited partnership reflecting the occurrence of the event or events shall be filed:
- (1) A change in the amount or character of the contribution of any limited partner, or in any limited partner's obligation to make a contribution.
 - (2) The admission of a new partner.
 - (3) The withdrawal of a partner.
 - (4) The continuation of the business under section 801 after an event of withdrawal of a general partner.

(c) A general partner who becomes aware that any statement in a certificate of limited partnership was false when made or that any arrangements or other facts described have changed, making the certificate inaccurate in any respect, shall promptly amend the certificate. However, an amendment to show a change of address of a limited partner need be filed only once every 12 months.

(d) A certificate of limited partnership may be amended at any time for any other proper purpose the general partners determine.

(e) No person has any liability because an amendment to a certificate of limited partnership has not been filed to reflect the occurrence of any event referred to in subsection (b) if the amendment is filed within the 60-day period specified in subsection (b).

(f) The provisions of a limited partnership's certificate of limited partnership which are then in effect and operative, as theretofore amended, may be integrated into a single instrument, and at the same time its certificate of limited partnership may also be further amended by the execution and filing of a restated certificate of limited partnership. An amendment effected in connection with the restatement and integration of the certificate of limited partnership is subject to any other provision of this act, not inconsistent with this subsection, which would apply if a certificate of amendment were filed to effect such amendment. A restated certificate of limited partnership shall be specifically designated as such in the heading thereof and shall state, either in the heading or in an introductory paragraph, the limited partnership's present name, and, if it has been changed, all of its former names and the date of filing of its original certificate of limited partnership.

(g) The certificate of limited partnership is amended on the effective date of the certificate of amendment or restated certificate of limited partnership effecting an amendment as provided in section 206.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1203 Certificate of limited partnership; cancellation; contents of certificate of cancellation; effective date of cancellation.

Sec. 203.

(a) A certificate of limited partnership shall be canceled upon the dissolution and the commencement of winding up of the partnership or at any other time there are no limited partners. A certificate of cancellation shall be filed in the office of the administrator and shall set forth all of the following:

- (1) The name of the limited partnership.
- (2) The date of filing of its original certificate of limited partnership.
- (3) The reason for filing the certificate of cancellation.
- (4) Any other information the general partners filing the certificate determine.

(b) The certificate of limited partnership is canceled on the effective date of the certificate of cancellation as provided in section 206.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1204 Manner of executing certificates.

Sec. 204.

(a) Each certificate required by this article to be filed in the office of the administrator shall be executed in the following manner:

- (1) An original certificate of limited partnership shall be signed by all partners named in the certificate.

(2) A certificate of amendment or a restated certificate of limited partnership shall be signed by at least 1 general partner and by each other partner designated in the certificate as a new partner or whose contribution is described as having been increased.

- (3) A certificate of cancellation shall be signed by at least 1 general partner.

(b) Any person may sign any certificate required or permitted to be filed under this act by an attorney in fact.

(c) The execution of a certificate by a general partner constitutes an affirmation under the penalties of perjury that the facts stated in the certificate are true.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1205 Failure to execute certificate; circuit court proceedings; court-ordered certificate; assessment of court costs and attorney fees; effective date of court-ordered amendment or cancellation.

Sec. 205.

If a person required by section 204 to execute a certificate of amendment, a restated certificate of limited partnership, or a certificate of cancellation fails or refuses to do so, any other partner, and any assignee of a partnership interest, who is adversely affected by the failure or refusal, may petition the circuit court of the county in which the office referred to in section 105(a)(1) is located to direct the amendment, restatement, or cancellation. If the court finds that the amendment, restatement, or cancellation is proper and that any person so designated has failed or refused to execute the certificate, it shall order the administrator to record an appropriate certificate of amendment, restated certificate of limited partnership, or certificate of cancellation, and the court may require the person who has failed or refused to execute the certificate to pay to the petitioner the reasonable expenses, including court costs and fees of attorneys, incurred by him or her with respect to the proceedings. The certificate of limited partnership is amended on the effective date of the certificate of amendment or restated certificate of limited partnership effecting an amendment, and the certificate of limited partnership is canceled on the effective date of the certificate of cancellation, as provided in section 206.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1206 Documents; filing; submission; delivery; endorsement; return of copy or original; public inspection; records or files; effective date of documents; forms; fees.

Sec. 206.

(1) A document required or permitted to be filed under this act shall be submitted by delivering the document to the administrator together with the fees and accompanying documents required by law. A person who executes a certificate as an attorney in fact, agent, or fiduciary is not required to provide evidence of his or her authority as a prerequisite to filing. The administrator may establish a procedure for accepting delivery of a document submitted under this subsection by facsimile or other electronic transmission. However, by December 31, 2006, the administrator shall establish a procedure for accepting delivery of a document filed under this subsection by electronic mail or over the Internet. Beginning January 1, 2007, the administrator shall accept delivery of documents submitted by electronic mail or over the Internet.

(2) If a document submitted under subsection (1) substantially conforms to the requirements of this act, the administrator shall endorse upon it the word "filed" with his or her official title and the dates of receipt and of filing, and shall file and index the document or a reproduction of the document pursuant to the records reproduction act, 1992 PA 116, MCL 24.401 to 24.406, in his or her office. If requested at the time of the delivery of the document to his or her office, the administrator shall include the hour of filing in the endorsement on the document.

(3) The administrator shall return a copy of a document filed under subsection (1), or at his or her discretion the original, to the person who submitted the document for filing. The administrator shall mark the filing date on the copy or original before returning it or, if the document was submitted by electronic mail or over the Internet, may provide proof of the filing date to the person who submitted the document for filing in another manner determined by the administrator.

(4) The records and files of the administrator relating to limited partnerships shall be open to reasonable inspection by the public. The administrator may maintain records or files either in their original form or in the form of reproductions pursuant to the records reproduction act, 1992 PA 116, MCL 24.401 to 24.406.

(5) The administrator may make copies of any documents filed under this act, or any predecessor act, pursuant to the records reproduction act, 1992 PA 116, MCL 24.401 to 24.406, and may destroy the originals of the reproduced documents.

(6) A document filed under subsection (2) is effective at the time it is endorsed unless a subsequent effective time, not later than 90 days after the date of delivery, is set forth in the document.

(7) The administrator may require that a person submit a document described in subsection (1) on a form prescribed by the administrator.

(8) The administrator shall charge 1 of the following nonrefundable fees if expedited filing of a document by the administrator is requested and the administrator shall retain the revenue collected under this subsection and the department shall use it to carry out its duties required by law:

(a) For any filing that a person requests the administrator to complete within 1 hour on the same day as the day of the request, \$1,000.00. The department may establish a deadline by which a person must submit a request for filing under this subdivision.

(b) For any filing that a person requests the administrator to complete within 2 hours on the same day as the day of the request, \$500.00. The department may establish a deadline by which a person must submit a request for filing under this subdivision.

(c) Except for a filing request under subdivision (a) or (b), for the filing of any formation or qualification document that a person requests the administrator to complete on the same day as the day of the request, \$100.00. The department may establish a deadline by which a person must submit a request for filing under this subdivision.

(d) Except for a filing request under subdivision (a) or (b), for the filing of any other document concerning an existing domestic limited partnership or a qualified foreign limited partnership that a person requests the administrator to complete on the same day as the day of the request, \$200.00. The department may establish a deadline by which a person must submit a request for filing under this subdivision.

(e) For the filing of any formation or qualification document that a person requests the administrator to complete within 24 hours of the time the administrator receives the request, \$50.00.

(f) For the filing of any other document concerning an existing domestic limited partnership or a qualified foreign limited partnership that a person requests the administrator to complete within 24 hours of the time the administrator receives the request, \$100.00.

History: 1982, Act 213, Eff. Jan. 1, 1983 ;-- Am. 1992, Act 110, Imd. Eff. June 26, 1992 ;-- Am. 2005, Act 220, Eff. Jan. 1, 2006

449.1207 False statements in certificate; recovery of damages.

Sec. 207.

If any certificate of limited partnership, certificate of amendment, restated certificate of limited partnership, or certificate of cancellation contains a false statement, a person who suffers loss by reliance on the statement may recover damages for the loss from any of the following:

(1) Any person who executes the certificate, or causes another to execute it on his or her behalf, and knew the statement to be false at the time the certificate was executed.

(2) Any general partner who thereafter knows that any arrangement or other fact described in the certificate has changed, making the statement inaccurate in any respect within a sufficient time before the statement was relied upon reasonably to have enabled that general partner to cancel or amend the certificate, or to file a petition for its cancellation or amendment under section 205. However, the provisions of this subsection are subject in all respects to the provisions of section 202(e).

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1208 Certificate on file as notice of matters included therein.

Sec. 208.

The fact that a certificate of limited partnership is on file in the office of the administrator is notice that the partnership is a limited partnership and the persons designated therein as limited partners are limited partners, and is notice of the matters included therein that are specified in section 201(a)(1) to (12) or that are included therein pursuant to any other section of this act, but it is not notice of any other fact.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1209 Delivery of copy of certificate to limited partners upon return of certificate by administrator.

Sec. 209.

Upon the return by the administrator pursuant to section 206 of a true copy or original of a certificate of limited partnership, certificate of amendment, restated certificate of limited partnership, or certificate of cancellation, the general partners shall promptly deliver or mail a copy of the certificate to each limited partner unless the partnership agreement provides otherwise.

History: 1982, Act 213, Eff. Jan. 1, 1983

449.1210 Merger or consolidation of domestic limited partnerships; plan of merger or consolidation; certificate; applicable provisions; abandonment; merger or consolidation of domestic limited partnership with foreign limited partnership; surviving or new limited partnership; "business organization" and "entity" defined; merger or consolidation of domestic limited partnership with business organization.

Sec. 210.

(1) A domestic limited partnership may merge or consolidate with 1 or more other domestic limited partnerships under a plan of merger or consolidation as provided in subsection (2) and approved as provided in subsection (3).

(2) One or more general partners of each limited partnership that is a participant in the merger or consolidation shall propose a plan of merger or consolidation which includes all of the following:

(a) The name of the surviving or new limited partnership.

(b) The name of each other constituent limited partnership.

(c) The terms and conditions of the merger or consolidation, including the manner and basis of converting the partnership interests in each constituent limited partnership into partnership interests in the surviving or new limited partnership, into cash, other consideration, or a combination thereof.

(d) In the case of a merger, if any amendment to the certificate of limited partnership of the surviving limited partnership is required on account of the merger, a copy of a restated certificate of limited partnership of the surviving limited partnership reflecting the amendment and containing the information required by section 202(f). In the case of a consolidation, a copy of the certificate of limited partnership of the new limited partnership, containing the information required by section 201(a).

(e) Any other provisions considered necessary or desirable regarding the merger or consolidation.

(3) The plan of merger or consolidation shall be submitted to the partners of each constituent limited partnership for approval. Approval shall be by unanimous consent of the partners of each constituent limited partnership, unless the partnership agreement of a constituent limited partnership provides otherwise, in which event approval by the partners of that limited partnership shall be as provided in the partnership agreement.

(4) After a plan of merger or consolidation is approved by the partners of each constituent limited partnership, a certificate of merger or consolidation for each constituent limited partnership shall be filed by 1 or more general partners with the administrator. The certificate shall contain all of the following:

(a) The information required by subsection (2)(a) and (b).

(b) The original signed copy of the restated certificate of limited partnership or the certificate of limited partnership if required by subsection (2)(d).

(c) A statement that the plan of merger or consolidation has been approved by the partners of each constituent limited partnership as required by subsection (3).

(d) The effective date of the certificate of merger or consolidation.

(5) The merger or consolidation is effective on the effective date of the certificate of merger or consolidation as provided in section 206.

(6) All of the following apply to a merged or consolidated domestic limited partnership:

(a) The constituent limited partnerships become a single limited partnership, that in the case of a merger, is the limited partnership designated in the plan of merger as the surviving limited partnership and, in the case of a consolidation is the new limited partnership provided for in the plan of consolidation.

(b) Title to all real, personal, and other property, including all accounts and debts receivable, promises to make contributions, other choses in action, and any other right or interest of, owned by, belonging to, or due to each

constituent limited partnership is vested in the surviving or new limited partnership, without further act or deed and without reversion or impairment.

(c) Upon complying with section 104, the surviving or new limited partnership may use the name and the assumed names of any other constituent limited partnership.

(d) The surviving or new limited partnership has all liabilities of each constituent limited partnership.

(e) A proceeding pending against any constituent limited partnership may be continued as if the merger or consolidation had not occurred or the surviving or new limited partnership may be substituted in the proceeding for any constituent limited partnership.

(f) In the case of a merger, the certificate of limited partnership of the surviving limited partnership is amended by any restated certificate of limited partnership attached to the certificate of merger. In the case of a consolidation, the certificate of limited partnership of the new limited partnership shall be attached to the certificate of consolidation and a separate additional filing of a restated certificate of limited partnership is not required.

(g) The partnership interests in each constituent limited partnership are converted into partnership interests in the surviving or new limited partnership, into cash, other consideration, or a combination thereof as provided in the plan of merger or consolidation.

(h) A general partner of the surviving limited partnership in a merger or a general partner of the new limited partnership in a consolidation is not liable as a general partner for any obligations of any other constituent limited partnership unless the general partner was also a general partner of another constituent limited partnership, the general partner was liable for the obligations, and the obligations were outstanding on the effective date of the merger or consolidation or arise after the effective date of the merger or consolidation on account of acts or omissions before the effective date of the merger or consolidation.

(i) A general partner of a constituent limited partnership in a merger or consolidation shall continue to be liable as a general partner for all obligations of the constituent limited partnership outstanding on the effective date of the merger or consolidation or which arise after the effective date of the merger or consolidation on account of acts or omissions before the effective date of the merger or consolidation, to the extent that the general partner would have been liable for the obligations had the merger or consolidation not occurred.

(7) Before the effective date of the certificate of merger or consolidation, the merger or consolidation may be abandoned as provided in the plan of merger or consolidation or, if no provisions exist, by the unanimous consent of the partners of each constituent limited partnership. If the partnership agreement of a constituent limited partnership requires or permits a different abandonment procedure, the procedure required or permitted in the partnership agreement shall be followed. If the certificate of merger or consolidation has been filed, then in order for the abandonment to be effective, each constituent limited partnership shall file a certificate of abandonment within 10 days after the abandonment, but not later than the effective date of the certificate of merger or consolidation.

(8) One or more domestic limited partnerships may merge or consolidate with 1 or more foreign limited partnerships if all of the following requirements are satisfied:

(a) The merger or consolidation is permitted by the laws of the jurisdiction in which each constituent foreign limited partnership is organized, each constituent foreign limited partnership complies with those laws, each constituent foreign limited partnership complies with the laws of this state, and each constituent foreign limited partnership complies with subsection (4). If the surviving or new limited partnership is a foreign limited partnership, subsection (4)(b) does not apply. In the case of a merger, a copy of the certificate of limited partnership or similar document of the surviving foreign limited partnership shall be attached to the certificate of merger with any changes to the certificate of limited partnership or similar document has required on account of the merger. In the case of a consolidation, a copy of the certificate of limited partnership or similar document of the new foreign limited partnership containing the information required by the laws of the jurisdiction in which the foreign limited partnership is organized shall be attached to the certificate of consolidation. Each constituent foreign limited partnership shall attach to the plan of merger or consolidation a statement that the plan of merger or consolidation has been approved in accordance with the laws of the jurisdiction in which each constituent foreign limited partnership is organized.

(b) Each domestic limited partnership has complied with subsections (1) to (4). The merger or consolidation is effective on the effective date of the certificate of merger or consolidation as provided in section 206.

(9) If the surviving or new limited partnership is a domestic limited partnership, all of subsection (6) shall apply. If the surviving or new limited partnership is a foreign limited partnership, all of subsection (6), except subdivision (f), shall apply. In the case of a merger, if the certificate of merger contains a statement of changes to the surviving foreign limited partnership's certificate of limited partnership or similar document as provided in subsection (8)(a), the certificate of limited partnership or similar document shall be amended to reflect the changes in the manner provided under the laws of the jurisdiction in which the foreign limited partnership is organized. In the case of a consolidation, a copy of the certificate of limited partnership or similar document of the new foreign limited partnership shall be attached to the certificate of consolidation as provided in subsection (8)(a) and filed as provided under the laws of the jurisdiction in which the foreign limited partnership is organized.

(10) Before the effective date of the certificate of merger or consolidation, the merger or consolidation may be

abandoned as provided in the plan of merger or consolidation or, if no provisions exist, by the unanimous consent of the partners of each constituent limited partnership. If the partnership agreement of a constituent domestic limited partnership requires or permits a different abandonment procedure, the procedure required or permitted in the partnership agreement shall be followed. If the laws of the jurisdiction in which a constituent foreign limited partnership is organized require or permit a different abandonment procedure, the procedure required or permitted by the laws of the jurisdiction shall be followed. If the certificate of merger or consolidation has been filed, in order for the abandonment to be effective, each constituent domestic limited partnership and each constituent foreign limited partnership shall file a certificate of abandonment within 10 days after the abandonment, but not later than the effective date of the certificate of merger or consolidation.

(11) If the surviving or new limited partnership is a foreign limited partnership, it shall be subject to article 9 if it transacts business in this state and is subject to service of process in any proceeding in this state for the enforcement of any obligation of any constituent domestic limited partnership or any obligation of the surviving or new limited partnership arising from the merger or consolidation. The administrator is the agent for service of process in any proceeding.

(12) As used in subsections (13) to (17):

(a) "Business organization" means a domestic or foreign corporation, limited liability company, general partnership, registered limited liability partnership, or any other type of domestic or foreign business enterprise, incorporated or unincorporated, except a domestic or foreign limited partnership.

(b) "Entity" means a domestic limited partnership or a business organization.

(13) One or more domestic limited partnerships may merge or consolidate with 1 or more business organizations if all of the following requirements are satisfied:

(a) The merger or consolidation is permitted by the laws of this state and the laws of the jurisdiction in which each constituent foreign business organization is organized, each constituent business organization complies with those laws, each constituent foreign business organization transacting business in this state complies with the applicable laws of this state, and each domestic limited partnership complies with this section.

(b) One or more general partners of each domestic limited partnership that is a participant in the merger or consolidation, and the appropriate person or persons under applicable law with respect to each business organization that is a participant in the merger or consolidation, propose a plan of merger or consolidation which includes all of the following:

(i) The name of the surviving or new entity.

(ii) The name of each other constituent entity.

(iii) The terms and conditions of the merger or consolidation, including the manner and basis of converting the partnership interests, shares, membership interests, or other ownership interests in each constituent entity into partnership interests, shares, membership interests, or other interests in the surviving or new entity, into cash, other consideration, or a combination thereof.

(iv) In the case of a merger, if the surviving entity is to be a domestic limited partnership and if any amendment to the certificate of limited partnership of the surviving domestic limited partnership is required on account of the merger, a copy of a restated certificate of limited partnership of the surviving domestic limited partnership and containing the information required by section 202(f). If the surviving entity is to be a domestic business organization and if any changes to its articles of incorporation, articles of organization, or other organizing or governing documents are required on account of the merger, a statement of the changes. If the surviving entity is to be a foreign business organization, a copy of the articles or certificate of incorporation, articles of organization, or other organizing or governing documents of the surviving business organization, and a statement of any changes to the articles or certificate of incorporation, articles of organization, or other organizing or governing documents required on account of the merger.

(v) In the case of a consolidation, if the new entity is to be a domestic limited partnership, a copy of a certificate of limited partnership of the new domestic limited partnership, containing the information required by section 201(a), and if the new entity is to be a business organization, a copy of the articles or certificate of incorporation, articles of organization, or other organizing or governing documents of the new business organization, containing the information required by the laws of the jurisdiction in which the new business organization is organized.

(vi) Any other provisions considered necessary or desirable to the merger or consolidation.

(c) The plan of merger or consolidation is approved with respect to each constituent domestic limited partnership in accordance with subsection (3), and with respect to each constituent business organization in a manner provided by the laws of the jurisdiction in which the business organization is organized.

(d) After the plan of merger or consolidation is approved as provided in subdivision (c), a certificate of merger or consolidation is executed on behalf of each constituent domestic limited partnership by 1 or more general partners and on behalf of each constituent business organization by the appropriate person or persons under applicable law and filed in the office of the administrator. The certificate shall contain all of the following:

(i) The information required by subdivision (b)(i) and (ii).

(ii) The original signed copy of any restated certificate of limited partnership or certificate of limited partnership required by subdivision (b)(iv) or (v).

(iii) A copy of any articles or certificate of incorporation, articles of organization, or other applicable organizing or governing documents required by subdivision (b)(iv) or (v).

(iv) A statement of any changes to the articles or certificate of incorporation, articles of organization, or other applicable organizing or governing documents required by subdivision (b)(iv).

(v) A statement that the plan of merger or consolidation has been approved with respect to each constituent entity in accordance with subdivision (c).

(vi) The effective date of the certificate of merger or consolidation, if the effective date is to be later than the date on which the certificate is filed.

(14) The merger or consolidation is effective on the effective date of the certificate of merger or consolidation as provided in section 206.

(15) All of the following apply when a merger or consolidation of 1 or more domestic limited partnerships and 1 or more business organizations is effective:

(a) The constituent entities become a single entity, which, in the case of a merger, is the entity designated in the plan of merger as the surviving entity, and, in the case of a consolidation, is the new entity provided for in the plan of consolidation.

(b) Title to all real, personal, and other property, including all accounts and debts receivable, promises to make contributions, other choses in action, and every other right or interest of, owned by, belonging to, or due to each constituent entity, is vested in the surviving or new entity, without further act or deed and without reversion or impairment.

(c) Upon complying with applicable law, the surviving or new entity may use the name and the assumed names of any other constituent entity.

(d) The surviving or new entity has all liabilities of each constituent entity.

(e) A proceeding pending against any constituent entity may be continued as if the merger or consolidation had not occurred or the surviving or new entity may be substituted in the proceeding for any constituent entity.

(f) In the case of a merger if the surviving entity is a domestic limited partnership, the certificate of limited partnership of the surviving domestic limited partnership is amended by any restated certificate of limited partnership attached to the certificate of merger, and a separate additional filing of a restated certificate of limited partnership is not required. If the surviving entity is a business organization and if the certificate of merger contains a statement of changes to the surviving business organization's articles or certificate of incorporation, articles of organization, or other applicable organizing or governing documents as provided in subsection (13)(d)(iv), the documents shall be amended to reflect the changes in the manner provided under the laws of the jurisdiction in which the business organization is organized.

(g) In the case of a consolidation, if the new entity is a domestic limited partnership, the certificate of limited partnership of the new domestic limited partnership shall be the certificate of limited partnership attached to the certificate of consolidation, and a separate additional filing of a certificate of limited partnership is not required. If the new entity is a business organization, the articles or certificate of incorporation, articles of organization, or other organizing or governing documents of the new business organization, copies of which are attached to the certificate of consolidation as provided in subsection (13)(d)(iii), shall be filed or recorded as provided under the laws of the jurisdiction in which the new business organization is organized.

(h) The partnership interest, shares, membership interests, or other ownership interests in each constituent entity are converted into partnership interests, shares, membership interests, or other ownership interests in the surviving or new entity, into cash, other consideration, or a combination thereof as provided in the plan of merger or consolidation.

(i) As used in this subdivision and subdivision (j), "obligated person" means a general partner of a domestic limited partnership, a partner of a domestic or foreign general partnership or registered limited liability partnership, and any member of, owner of an ownership interest in, or participant in any other type of business enterprise who, under applicable law, is generally liable for the obligations of the business enterprise. An obligated person with respect to the surviving entity in a merger or an obligated person with respect to a new entity in a consolidation is not liable as an obligated person for any obligations of any other constituent entity, unless the obligated person was also an obligated person of the other constituent entity, the obligated person was liable for the obligations, and the obligations were outstanding on the effective date of the merger or consolidation or arise after the effective date of the merger or consolidation on account of acts or omissions before the effective date of the merger or consolidation.

(j) An obligated person with respect to a constituent entity in a merger or consolidation shall continue to be liable as an obligated person for all obligations of the constituent entity outstanding on the effective date of the merger or consolidation or which arise after the effective date of the merger or consolidation on account of acts or omissions before the effective date of the merger or consolidation, if the obligated person would have been liable for the obligations had the merger or consolidation not occurred.

(16) At any time before the effective date of the certificate of merger or consolidation, the merger or consolidation may be abandoned as provided in the plan of merger or consolidation or, if no provisions exist, by the unanimous consent of the partners of each constituent domestic limited partnership. If the partnership agreement of

a constituent domestic limited partnership requires or permits a different abandonment procedure, the procedure required or permitted in the partnership agreement shall be followed. Any abandonment procedure required or permitted by the laws of the jurisdiction under which a constituent business organization was organized shall be followed by that business organization. If a certificate of merger or consolidation of 1 or more domestic limited partnerships and 1 or more business organizations has been filed, in order for the abandonment to be effective, each constituent domestic limited partnership and each constituent business organization shall file a certificate of abandonment within 10 days after the abandonment, but not later than the effective date of the certificate of merger or consolidation.

(17) If the surviving or new entity is a foreign business organization, it shall be subject to the laws of this state if it transacts business in this state and is subject to service of process in any proceeding in this state for the enforcement of any obligation of any constituent domestic limited partnership or domestic business organization or any obligation of the surviving or new business organization arising from the merger or consolidation. The administrator is the agent for services of process in any proceeding.

History: Add. 1996, Act 528, Imd. Eff. Jan. 13, 1997