

**§1324. Signing of records**

**1. Required signatures.** Each record delivered to the Secretary of State for filing pursuant to this chapter must be signed in the following manner.

- A. An initial certificate of limited partnership must be signed by all general partners listed in the certificate. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- B. 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. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- C. An amendment designating as general partner a person admitted under section 1391, subsection 3, paragraph B following the dissociation of a limited partnership's last general partner must be signed by that person. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- D. An amendment required by section 1393, subsection 3 following the appointment of a person to wind up the dissolved limited partnership's activities must be signed by that person. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- E. Any other amendment must be signed by:
  - (1) At least one general partner listed in the certificate;
  - (2) Each other person designated in the amendment as a new general partner; and
  - (3) 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. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- F. 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. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- G. 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 1393, subsection 3 or 4 to wind up the dissolved limited partnership's activities. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- H. Articles of conversion must be signed by each general partner listed in the certificate of limited partnership. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- I. Articles of merger must be signed as provided in section 1438, subsection 1. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- J. 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. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- K. A statement by a person pursuant to section 1375, subsection 1, paragraph D stating that the person has dissociated as a general partner must be signed by that person. [PL 2005, c. 543, Pt. C, §2 (NEW).]
- L. A statement of withdrawal by a person pursuant to section 1346 must be signed by that person. [PL 2005, c. 543, Pt. C, §2 (NEW).]

M. 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. [PL 2005, c. 543, Pt. C, §2 (NEW).]

N. Any other record delivered on behalf of any person to the Secretary of State for filing must be signed by that person. [PL 2005, c. 543, Pt. C, §2 (NEW).]  
[PL 2005, c. 543, Pt. C, §2 (NEW).]

**2. Attorney-in-fact.** Any person may sign by an attorney-in-fact any record to be filed pursuant to this chapter.

[PL 2005, c. 543, Pt. C, §2 (NEW).]

#### SECTION HISTORY

PL 2005, c. 543, §C2 (NEW).

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