

**§1394. Power of general partner and person dissociated as general partner to bind partnership after dissolution**

**1. General partner's act after dissolution.** A limited partnership is bound by a general partner's act after dissolution that:

A. Is appropriate for winding up the limited partnership's activities; or [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. Would have bound the limited partnership under section 1352 before dissolution, if, at the time the other party enters into the transaction, the other party does not have notice of the dissolution. [PL 2005, c. 543, Pt. C, §2 (NEW).]

[PL 2005, c. 543, Pt. C, §2 (NEW).]

**2. Dissociated general partner's act after dissolution.** A person dissociated as a general partner binds a limited partnership through an act occurring after dissolution if:

A. At the time the other party enters into the transaction:

(1) Less than 2 years has passed since the dissociation; and

(2) The other party does not have notice of the dissociation and reasonably believes that the person is a general partner; and [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. The act:

(1) Is appropriate for winding up the limited partnership's activities; or

(2) Would have bound the limited partnership under section 1352 before dissolution and at the time the other party enters into the transaction the other party does not have notice of the dissolution. [PL 2005, c. 543, Pt. C, §2 (NEW).]

[PL 2005, c. 543, Pt. C, §2 (NEW).]

**SECTION HISTORY**

PL 2005, c. 543, §C2 (NEW).

The State of Maine claims a copyright in its codified statutes. If you intend to republish this material, we require that you include the following disclaimer in your publication:

*All copyrights and other rights to statutory text are reserved by the State of Maine. The text included in this publication reflects changes made through the First Special Session of the 132nd Maine Legislature and is current through October 1, 2025. The text is subject to change without notice. It is a version that has not been officially certified by the Secretary of State. Refer to the Maine Revised Statutes Annotated and supplements for certified text.*

The Office of the Revisor of Statutes also requests that you send us one copy of any statutory publication you may produce. Our goal is not to restrict publishing activity, but to keep track of who is publishing what, to identify any needless duplication and to preserve the State's copyright rights.

PLEASE NOTE: The Revisor's Office cannot perform research for or provide legal advice or interpretation of Maine law to the public. If you need legal assistance, please contact a qualified attorney.
--