

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

449.2105 Effect of act on existing limited partnerships.

Sec. 1105.

(a) A limited partnership formed under any other statute of this state and in existence on the effective date of this act shall not dissolve and its legal existence shall not cease as a result of the repeal of the statute under which it was formed or the enactment of this act. A limited partnership formed under any other statute of this state and in existence on the effective date of this act and the partners thereof shall be governed by the provisions of this act and an existing limited partnership and its partners shall have the same rights and be subject to the same limitations, restrictions, and liabilities as a limited partnership formed under this act and its partners, except as follows:

(1) The partners of an existing limited partnership shall not be required to execute and file a certificate of limited partnership under this act in order to maintain the continued existence of the limited partnership as a limited partnership under the laws of this state; and, as used in this act with respect to an existing limited partnership, unless the context otherwise requires, "certificate of limited partnership" means the certificate of limited partnership of the limited partnership executed and filed pursuant to and in accordance with the provisions of the statute under which such limited partnership was formed, and the certificate as amended or restated.

(2) An existing limited partnership shall not be subject to the provisions of section 102(1), (3), or (4) with respect to its name as set forth in its certificate of limited partnership on the effective date of this act, but it shall become subject to such provisions if, and at the time, any change in its name is made after the effective date of this act.

(3) An existing limited partnership may continue to transact its business under an assumed name or names with respect to which there is on file on the effective date of this act a certificate pursuant to Act No. 101 of the Public Acts of 1907, as amended, being sections 445.1 to 445.5 of the Michigan Compiled Laws, by the filing of the certificate referred to in section 104(a), provided that such assumed name or names are not precluded from use by section 102(2) or (5).

(4) An existing limited partnership shall not be subject to the provisions of section 105(a)(2) until the execution and filing of the restated certificate of limited partnership referred to in subdivision (5), at which time the general partners of an existing limited partnership shall have the obligation, and the right and power, to appoint and thereafter continuously maintain an agent for service of process as required by section 105(a)(2), anything contained in the partnership agreement to the contrary notwithstanding.

(5) The provisions of this act relating to the events requiring, and the method of effecting, an amendment or cancellation of a certificate of limited partnership shall apply to an existing limited partnership to the same extent and in the same way such provisions apply to a limited partnership formed under this act; provided, however, the first amendment of the certificate of limited partnership of an existing limited partnership made after the effective date of this act shall be effected by the execution and filing of a restated certificate of limited partnership setting forth all of the information specified in section 201(a), including, but not limited to, the name and address of the agent for service of process required to be maintained by section 105(a)(2), which information shall be current as of the date of the execution and filing of such restated certificate of limited partnership; and the execution and filing of such restated certificate of limited partnership shall not result in the dissolution, or in any way adversely affect the continued existence, of the existing limited partnership.

(6) The references in sections 202(a)(2), 202(f), and 203(a)(2) to the date of the filing of a limited partnership's original certificate of limited partnership mean, with respect to an existing limited partnership, the date on which the limited partnership's original certificate of limited partnership was filed pursuant to and in accordance with the provisions of the statute under which it was formed.

(7) A certificate of amendment, a restated certificate of limited partnership, and a certificate of cancellation with respect to an existing limited partnership, in addition to setting forth the information specified in sections 202(a), 202(f), and 203(a), shall state the place where the original certificate of limited partnership was filed.

(8) Sections 501, 502, and 608 apply only to contributions and distributions made after the effective date of this act.

(9) Section 704 applies only to assignments made after the effective date of this act.

(b) Within 30 days after the effective date of this act, the county clerk of each county shall certify and send to the administrator, for filing, the certificate of limited partnership, as amended or restated, of each existing limited partnership which is on file in the office of the county clerk on the effective date of this act. From and after the effective date of this act, (i) all amendments to and restatements of, and a cancellation of, the certificate of limited partnership of an existing limited partnership shall be filed with the administrator and shall be executed and filed in accordance with, and shall otherwise comply, with all of the requirements of this act, and (ii) no such amendment, restatement, or cancellation shall be filed in the office of the county clerk of any county of this state. At the time

that the county clerk of each county certifies and sends to the administrator, for filing, the certificate of limited partnership, as amended or restated, of each existing limited partnership which is on file in the office of the county clerk on the effective date of this act, the county clerk shall mail to the general partner of each limited partnership, at his or her address as set forth in the certificate of limited partnership of the limited partnership, as amended or restated, written notice that the certificate of limited partnership of the limited partnership, as amended or restated, has been sent to the administrator for filing, and that from and after the effective date of this act (i) all amendments to and restatements of, and a cancellation of, the certificate of limited partnership of the limited partnership must be filed with the administrator and comply with all of the requirements of this act, and (ii) no such amendment, restatement, or cancellation may be filed in the office of the county clerk.

(c) This act does not affect a cause of action, liability, penalty or action, or special proceeding, which on the effective date of this act is accrued, existing, incurred, or pending, but the same may be asserted, enforced, prosecuted, or defended as if this act had not been enacted.

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