

**Maine Revised Statutes**  
**Title 31: PARTNERSHIPS AND ASSOCIATIONS**  
**Chapter 19: UNIFORM LIMITED PARTNERSHIP ACT**

**§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. [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. [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. [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. [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. [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. [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. [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. [2005, c. 543, Pt. C, §2 (NEW).]
- I. Articles of merger must be signed as provided in section 1438, subsection 1. [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. [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. [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. [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. [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. [2005, c. 543, Pt. C, §2 (NEW).]

[ 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.

[ 2005, c. 543, Pt. C, §2 (NEW) .]

#### SECTION HISTORY

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 Second Special Session of the 128th Maine Legislature and is current through November 1, 2018. 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.
--