

**§823. Amendment to certificate**

**1. Certificate of amendment.** The certificate of limited liability partnership is amended by filing a certificate of amendment with the Secretary of State. The certificate of amendment must set forth:

A. The name of the registered limited liability partnership; and [PL 1995, c. 633, Pt. B, §1 (NEW).]

B. The amendment or amendments to the certificate. [PL 1995, c. 633, Pt. B, §1 (NEW).]  
[PL 1995, c. 633, Pt. B, §1 (NEW).]

**2. Inaccuracies.** A partner who becomes aware that a statement in the certificate of limited liability partnership or any certificate filed under this section has become inaccurate in any material respect as a result of subsequent events shall promptly amend the certificate.

[PL 1995, c. 633, Pt. B, §1 (NEW).]

**3. Amendment required.** An amendment to the certificate of limited liability partnership reflecting the event or events must be filed by a partner no later than 90 days after the following event or events occur:

A. A change in the name of the registered limited liability partnership; [PL 1995, c. 633, Pt. B, §1 (NEW).]

B. [PL 2007, c. 323, Pt. E, §12 (RP); PL 2007, c. 323, Pt. G, §4 (AFF).]

B-1. A change in the registered agent except as provided in Title 5, section 109 or 110 for a change in the current name, address or identity of the registered agent or as provided in Title 5, section 111 for the resignation of the registered agent; [PL 2007, c. 323, Pt. E, §13 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

C. A partner becomes aware that the certificate of limited liability partnership contains a false or an erroneous statement; or [PL 1995, c. 633, Pt. B, §1 (NEW).]

D. A change in the name or the address of the contact partner. [PL 1995, c. 633, Pt. B, §1 (NEW).]

[PL 2007, c. 323, Pt. E, §§12, 13 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

**4. Amendment not required.** An amendment to the certificate of limited liability partnership is not required as a result of a change in the number of partners of the registered limited liability partnership or in the business in which the registered limited liability partnership engages. To the extent that any partnership is terminated by any such change and a successor partnership comes into existence, that successor partnership is covered by the prior partnership's certificate of limited liability partnership and succeeds to the status of the prior partnership as a registered limited liability partnership.

[PL 1995, c. 633, Pt. B, §1 (NEW).]

**5. Right to amend at any time.** Except as otherwise provided in the certificate of limited liability partnership, a certificate of limited liability partnership may be amended at any time for any other purpose.

[PL 1995, c. 633, Pt. B, §1 (NEW).]

**6. Restated certificate of limited liability partnership.** A registered limited liability partnership may at any time file a restatement of its certificate of limited liability partnership that integrates into a single document the provisions of its certificate of limited liability partnership giving effect to all amendments previously adopted and, if authorized, further amendments. The restated certificate of limited liability partnership, either in the heading or in an introductory paragraph, must set forth:

A. That it is a restatement; [PL 1995, c. 633, Pt. B, §1 (NEW).]

B. The registered limited liability partnership's present name; [PL 1995, c. 633, Pt. B, §1 (NEW).]

C. If the name has been changed, the name under which it was originally filed; and [PL 1995, c. 633, Pt. B, §1 (NEW).]

D. The date of filing of the initial certificate of limited liability partnership. [PL 1995, c. 633, Pt. B, §1 (NEW).]

The restated certificate of limited liability partnership must be executed and filed in the manner provided for any other amendment to the certificate of limited liability partnership. Upon filing of the restated certificate of limited liability partnership by the Secretary of State, the restatement, including further amendments made as a result of the restatement, constitutes the certificate of the limited liability partnership pursuant to section 822.

[PL 1995, c. 633, Pt. B, §1 (NEW).]

#### SECTION HISTORY

PL 1995, c. 633, §B1 (NEW). PL 1999, c. 594, §28 (AMD). PL 2007, c. 323, Pt. E, §§12, 13 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF).

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