

**§1440. Restrictions on approval of conversions and mergers and on relinquishing limited liability limited partnership status**

**1. Consent for personal liability; exceptions.** If a partner of a converting or constituent limited partnership will have personal liability with respect to a converted or surviving organization, approval and amendment of a plan of conversion or merger are ineffective without the consent of the partner unless:

A. The limited partnership's partnership agreement provides for the approval of the conversion or merger with the consent of fewer than all the partners; and [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. The partner has consented to the provision of the partnership agreement. [PL 2005, c. 543, Pt. C, §2 (NEW).]

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**2. Consent required for amendment to certificate; exception.** An amendment to a certificate of limited partnership that deletes a statement that the limited partnership is a limited liability limited partnership is ineffective without the consent of each general partner unless:

A. The limited partnership's partnership agreement provides for the amendment with the consent of fewer than all the general partners; and [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. Each general partner that does not consent to the amendment has consented to the provision of the partnership agreement. [PL 2005, c. 543, Pt. C, §2 (NEW).]

[PL 2005, c. 543, Pt. C, §2 (NEW).]

**3. Insufficient consent.** A partner does not give the consent required by subsection 1 or 2 merely by consenting to a provision of the partnership agreement that permits the partnership agreement to be amended with the consent of fewer than all the partners.

[PL 2005, c. 543, Pt. C, §2 (NEW).]

**SECTION HISTORY**

PL 2005, c. 543, §C2 (NEW).

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