

362.417 Amendment to or restatement of certificate.

- (1) A certificate of limited partnership may be amended by filing a certificate of amendment that satisfies the requirements of KRS 14A.2-010 to 14A.2-150 with the Secretary of State. The certificate of amendment shall be in the form prescribed by the Secretary of State and shall set forth:
 - (a) The name of the limited partnership;
 - (b) The date of filing the certificate of limited partnership; and
 - (c) The amendment to the certificate of limited partnership.
- (2)
 - (a) Within thirty (30) days after the happening of any of the following events, an amendment to a certificate of limited partnership reflecting the occurrence of the event or events, shall be filed:
 1. The admission of a new general partner;
 2. The withdrawal of a general partner;
 3. The continuation of the business under KRS 362.487 after an event of withdrawal of a general partner; or
 4. A change in name of the limited partnership.
 - (b) A general partner who becomes aware that any statement in a certificate of limited partnership was false when made, or that any arrangements or other facts described in the certificate have changed, making the certificate inaccurate in any respect, shall promptly amend the certificate.
 - (c) A certificate may be amended at any time for any other proper purpose the general partners determine.
- (3) If an amendment to a certificate is filed within the thirty (30) day period referred to in subsection (2) of this section, no person shall be liable because the amendment was not filed earlier.
- (4) A certificate of amendment shall be effective as provided in KRS 14A.2-070.
- (5) A limited partnership may, if desired, integrate into a single instrument all of the provisions of its certificate of limited partnership which are then in effect and operative as a result of filing with the Secretary of State one (1) or more certificates of amendment and it may, at the same time, further amend its certificate of limited partnership.
- (6) If the restated certificate of limited partnership merely restates and integrates, but does not further amend the certificate of limited partnership as theretofore amended, it shall be specifically designated in its heading as a "restated certificate of limited partnership." If the restated certificate restates and integrates and also further amends in any respect the certificate of limited partnership as theretofore amended, it shall be specifically designated in its heading as an "amended and restated certificate of limited partnership". A restated, or amended and restated, certificate of limited partnership shall be executed and filed in the same manner as a certificate of amendment.
- (7) Upon the filing of a restated, or amended and restated, certificate of limited partnership with the Secretary of State, or upon its future effective date or time as

provided for therein, the initial certificate of limited partnership, as amended, shall be superseded. Thereafter, the restated certificate of limited partnership, including further amendments made thereto, shall be the certificate of limited partnership of the limited partnership.

Effective: January 1, 2011

History: Amended 2010 Ky. Acts ch. 151, sec. 111, effective January 1, 2011. -- Repeal the prior repeal contained in 2006 Ky. Acts ch. 149, sec. 239, which was to have been effective January 1, 2008, 2007 Ky. Acts ch. 137, sec. 180, effective June 26, 2007. -- Repealed 2006 Ky. Acts ch. 149, sec. 239, effective January 1, 2008. -- Amended 1994 Ky. Acts ch. 389, sec. 117, effective July 15, 1994. -- Created 1988 Ky. Acts ch. 284, sec. 9, effective July 15, 1988.