

362.2-204 Signing of records.

- (1) Each record delivered to the Secretary of State for filing pursuant to this subchapter shall be signed in the following manner:
 - (a) An initial certificate of limited partnership shall be signed by all general partners listed in the certificate.
 - (b) An amendment adding or deleting a statement that the limited partnership is a limited liability limited partnership shall be signed by all general partners listed in the certificate.
 - (c) An amendment designating as general partner a person admitted under KRS 362.2-803(3)(b) following the dissociation of a limited partnership's last general partner shall be signed by that person.
 - (d) An amendment required by KRS 362.2-803(3) following the appointment of a person to wind up the dissolved limited partnership's activities shall be signed by that person.
 - (e) Any other amendment shall be signed by:
 1. At least one (1) 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:
 - a. The person is deceased, or a guardian or general conservator has been appointed for the person and the amendment so states; or
 - b. The person has previously delivered to the Secretary of State for filing a statement of dissociation.
 - (f) A restated certificate of limited partnership shall be signed by at least one (1) 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 shall be signed in a manner that satisfies that paragraph.
 - (g) A statement of cancellation shall be signed by all general partners listed in the certificate or, if the certificate of a dissolved limited partnership lists no general partners, then by the person appointed pursuant to KRS 362.2-803(3) or (4) to wind up the dissolved limited partnership's activities.
 - (h) Articles of conversion shall be signed by each general partner listed in the certificate of limited partnership.
 - (i) Articles of merger shall be signed as provided in KRS 362.2-1108(1).
 - (j) Any other record delivered on behalf of a limited partnership to the Secretary of State for filing shall be signed by at least one (1) general partner listed in the certificate.
 - (k) A statement by a person pursuant to KRS 362.2-605(4) stating that the person has dissociated as a general partner shall be signed by that person.
 - (l) A statement of withdrawal by a person pursuant to KRS 362.2-306 shall be

signed by that person.

- (m) A record delivered on behalf of a foreign limited partnership to the Secretary of State for filing shall be signed by at least one (1) general partner of the foreign limited partnership.
 - (n) Any other record delivered on behalf of any person to the Secretary of State for filing shall be signed by that person.
- (2) Any person may sign by an attorney in fact any record to be filed pursuant to this subchapter.

Effective: July 12, 2006

History: Created 2006 Ky. Acts ch. 149, sec. 108, effective July 12, 2006.