

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Address

City

State

Zip Code

EFFECTIVE DATE:

↶ Document will be returned to the name and address you enter above. ↷
If left blank document will be mailed to the registered office.

RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

For use by Domestic Limited Partnerships

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 213, Public Acts of 1982, the undersigned person(s) execute the following Certificate:

A. The present name of the limited partnership is:

B. The limited partnership number assigned by the Bureau is:

C. The former name(s) of the limited partnership are:

D. The date the original Certificate of Limited Partnership was filed is:

E. The name and address of the office or agency with which the original Certificate of Limited Partnership was filed is:

The following Restated Certificate of Limited Partnership supersedes the original Certificate of Limited Partnership, as amended, and shall be the Certificate of Limited Partnership for the Limited Partnership:

Section 1

The name of the limited partnership is:

Section 2

The general character of its business is:

Section 3

- a. The address of the office at which the limited partnership records are kept is:

- b. The name of the agent for service of process is:

- c. The address of the agent for service of process is:

Section 4

The power of a limited partner to grant the right to become a limited partner to an assignee of any part of the partnership interest, and the terms and conditions of the power, are as follows:

Section 5

- a. Describe the times or events when a **general partner** may terminate membership in the limited partnership, and the terms and conditions of the termination.

- b. Describe the times or events when a **limited partner** may terminate membership in the limited partnership. Include the amount or method of determining any distribution the limited partner is entitled to receive upon termination of their membership.

Section 6

The right of the limited partner to receive distributions of property, including cash, from the limited partnership, other than indicated in 5(b), is:

Section 7

The right of the limited partner to receive, or a general partner to make to a limited partner, distributions of property, which include a return of all or any part of the limited partner's contribution, other than indicated in 5(b), is:

Section 8

The times or events at which the limited partnership is to be dissolved and its affairs wound up are:

Section 9

The right of the remaining general partner(s) to continue the business upon the event of withdrawal of a general partner is:

Section 10

Enter any other matters the partners may desire to include. If additional space is required attach a supplement. Attached are _____ page(s):

Section 11

Complete one section for each partner (general and limited). General partners must be listed first followed by limited partners.

Item 1 - The type of partner must be either general or limited.

Item 2 - Partner names of individuals must appear in the last name, first name, middle initial sequence. Partner names of trusts should be the trust name excluding the name of the trustee or trustees.

Item 3 - Indicate the business or residence address of the partner. The address should include the street number and name, city, state, and ZIP code.

ITEMS 4 & 5 - LIMITED PARTNERS ONLY - ONE OR BOTH MUST BE COMPLETED

Item 4 - If applicable, indicate the amount of cash previously contributed. If contributions have been made in the form of property or services, indicate the agreed dollar value of the contribution in the "other \$ _____" space and complete Item 6.

Item 5 - If applicable, indicate the amount of cash to be contributed in the future and complete Item 7. If there are future contributions in the form of property or services, indicate the agreed dollar value of the contribution in the "other \$ _____" space and complete Items 6 and 7.

Item 8 - This certificate must be signed and dated by a general partner, all new partners, and all limited partners whose contributions have increased. A partner may sign by attorney in fact.

Section 11

1. Type of Partner <input type="checkbox"/> General <input type="checkbox"/> Limited		2. Partner Name (Last, First, Middle Initial)	
3. Address (No., Street, City, State, ZIP Code)			
4. Contributions Previously Made (Limited Partners Only) Cash \$ _____ Other \$ _____		5. Future Contributions to be Made (Limited Partners Only) Cash \$ _____ Other \$ _____	
6. Description of Contributions Other than Cash: (Include all property or services contributed or to be contributed)			
7. Times or Events Requiring Future Contributions: (Cash, Property or Services)			
8. Signature			9. Date

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3. Address (No., Street, City, State, ZIP Code)			
4. Contributions Previously Made (Limited Partners Only) Cash \$ _____ Other \$ _____		5. Future Contributions to be Made (Limited Partners Only) Cash \$ _____ Other \$ _____	
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7. Times or Events Requiring Future Contributions: (Cash, Property or Services)			
8. Signature			9. Date

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3. Address (No., Street, City, State, ZIP Code)			
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6. Description of Contributions Other than Cash: (Include all property or services contributed or to be contributed)			
7. Times or Events Requiring Future Contributions: (Cash, Property or Services)			
8. Signature			9. Date

Section 11 Continued

1. Type of Partner <input type="checkbox"/> General <input type="checkbox"/> Limited		2. Partner Name (Last, First, Middle Initial)	
3. Address (No., Street, City, State, ZIP Code)			
4. Contributions Previously Made (Limited Partners Only) Cash \$ _____ Other \$ _____		5. Future Contributions to be Made (Limited Partners Only) Cash \$ _____ Other \$ _____	
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6. Description of Contributions Other than Cash: (Include all property or services contributed or to be contributed)			
7. Times or Events Requiring Future Contributions: (Cash, Property or Services)			
8. Signature		9. Date	

Preparer's name _____

Business telephone number () _____

INFORMATION AND INSTRUCTIONS

1. The Certificate of Limited Partnership cannot be restated until this form is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this Certificate.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This Certificate is to be used for the purpose of restating a domestic limited partnership's Certificate of Limited Partnership. Section 202(f) of Act 213, P.A. of 1982, provides that a limited partnership may integrate into a single instrument the provisions of its Certificate of Limited Partnership which are currently in effect by adopting a Restated Certificate. The Restated Certificate may also further amend the Certificate.
4. If additional space is required for any section, continue the section on a supplement. If one or more of section(s) 4 through 9 of this Certificate are not applicable, state "none".
5. Item B - Enter the limited partnership number previously assigned by the Bureau.
6. Item E - Complete this item only if the date in Item D is prior to January 1, 1983.
7. Section 1 - If the name of the limited partnership has changed, the name must contain, without abbreviation, the words "limited partnership". The name may not contain the name of a limited partner (unless the name is also the name of a general partner or the business of the limited partnership had been carried on under that name before the admission of that limited partner). The name may not contain any word or phrase indicating or implying that it is organized other than for a purpose described in section 2 of the Certificate.
8. Section 3(a) - The limited partnership must keep at the office required by Section 105(a)(1) of the Act (1) a current list of the full name and last known business or residence address of each partner, specifying separately the general partners and limited partners in alphabetical order within each category, (2) a copy of the Certificate of Limited Partnership and all Certificates of Amendment, Restated Certificates of Limited Partnership and Certificates of Assumed Name together with executed copies of any powers of attorney, (3) copies of the limited partnership's federal, state and local income tax returns and reports, if any, for the three most recent years, and (4) copies of any then effective written partnership agreement and financial statements for the three most recent years.

Section 3(b) - The agent must be an individual resident of Michigan, a domestic corporation, or a foreign corporation authorized to do business in Michigan.

Section 3(c) - The address of the agent must be a location; P.O. Box addresses are not acceptable.
9. Section 10 - This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery may be stated in this section.
10. Section 11 - This Certificate must be signed in ink by at least one general partner, all new partners (general and limited) and all partners whose present or future contribution has increased.
11. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include limited partnership name and identification number on check or money order. **\$10.00**

To submit by mail:
 Michigan Department of Labor & Economic Growth
 Bureau of Commercial Services
 Corporation Division

 P.O. Box 30054
 Lansing, MI 48909

To submit in person:
 2501 Woodlake Circle
 Okemos, MI
 Telephone: (517) 241-6470

 Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

 First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
 Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

New expedited services beginning January 1, 2006.

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The expedited service fees are in addition to the regular fees applicable to the specific document:

Please complete a separate BCS/CD-272 form for expedited service for each document via in person, mail and MICH-ELF.

24-hour service- \$50 for formation documents and applications for certificate of authority.

24-hour service-\$100 for any document concerning an existing entity.

Same day service

- **Same day- \$100 for formation documents and applications for certificate of authority.**

Same day- \$200 for any document concerning an existing entity

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST or EDT.

- **Two hour- \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST or EDT.

- **One hour- \$1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited must be received by 4 p.m. EST or EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. BCS/CD-901

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. BCS/CD-901