

**REVIEW PROCEDURES FOR C&S 403
CERTIFICATE OF AMENDMENT**

Act 213, P.A. 1982; MCLA 449.1202; MSA 20.1202

A certificate of limited partnership can be amended by filing a certificate of amendment or restated certificate of limited partnership as provided for in Section 202.

Section 1105(a)(5) provides that the first amendment after January 1, 1983 for any limited partnership in existence on that date must be in the form of a restated certificate of limited partnership. Therefore, if the partnership existed on January 1, 1983, it cannot file a certificate of amendment unless it has first filed a restated certificate of limited partnership.

Any provision which could be contained in the certificate of limited partnership can be contained in a certificate of amendment. Existing provisions can be changed and new provisions can be added by filing a certificate of amendment.

Section 202(b) requires a certificate of amendment to be filed within 60 days after any of the following happen:

1. a change in the amount or character of the contribution (cash, property or services) made or to be made in the future by any limited partner
2. the admission of a new partner (general or limited)
3. the withdrawal of a partner (general or limited)
4. the continuation of the business upon withdrawal of a general partner when all remaining partners agree to continue the business and appoint one or more additional general partners

Section 202(c) requires a certificate of amendment to be filed when

1. a general partner becomes aware that a statement in the certificate of limited partnership is false or has changed
2. a change in address of limited partners but these need be filed only once every 12 months.

Section 206(3) permits the administrator to require limited partnership documents to be on its forms. The Bureau has determined its forms, or documents following the outline of its forms, must be used.

Any number of amendments may be reflected in the same document.

The document must be reviewed to determine that it substantially complies with the Act. For example, it must conform to law and be consistent with attorney general opinions, guidelines and policies; it must be signed in ink; fees must be paid; etc.

Following are specific items to be considered in determining whether or not the Certificate of Amendment can be filed.

SPECIFIC DOCUMENT ITEMS	STATUTORY CITE
The document must be completed by using the Bureau's form or a form which follows the outline and sequence of the Bureau's form.	ULPA 206(3)
ITEM 1	
Must be completed with the name of the limited partnership. The name must be identical (spelling, abbreviations, and punctuation) to the name as it appears on the database.	ULPA 202(a)(1)

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<p align="center"><u>ITEM 2</u></p> <p>Must be completed with the identification number for the name in Item 1.</p>	
<p align="center"><u>ITEM 3</u></p> <p>Must reflect the address of the office at which the limited partnership's records are kept. This must be a Michigan address and must agree with the address on the database.</p>	
<p align="center"><u>ITEM 4</u></p> <p>Must be completed with the date the original certificate of limited partnership was filed. This should be verified on the database.</p>	ULPA 202(a)(2)
<p align="center"><u>ITEM 5</u></p> <p>If the certificate of limited partnership was filed prior to January 1, 1983, this item must be completed to reflect the name and address of the place where the original certificate was filed. This is usually the name and address of the county clerk of the county in which the certificate of limited partnership was filed. If this occurred in two or more counties, the name and address of each county clerk is required. This should be verified on the database.</p> <p>If the certificate of limited partnership was filed after January 1, 1983, this item may be blank.</p>	ULPA 1105(a)(7)
<p align="center"><u>ITEM 6</u></p> <p>Must be completed to identify the section or sections from the certificate of limited partnership being amended and the contents of these sections in their amended version. Since the contents of the certificate of amendment replace the section in the certificate of limited partnership, any section being amended must be set out in its entirety; reflecting only a sentence or paragraph being changed is not sufficient.</p> <p>If this Item is not large enough to reflect the entire section or sections being amended, a general description of the amendments should appear with Supplements O and P being added as appropriate. The number of pages of Supplements O and/or P attached should be reflected.</p>	ULPA 202(a)(3)
<p align="center"><u>EFFECTIVE DATE</u></p> <p>An effective date, not more than 90 days after the date of receipt is permitted. The desired effective date must be reflected in the body of the document. Inserting it in the "Bureau Use Only" area is not sufficient.</p>	ULPA 202(g) 206(2) 205 Policy Statement C-19

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<p style="text-align: center;"><u>SIGNATURE</u></p> <p>Must be signed in ink by a general partner, each new partner, and each limited partner whose contribution is increased. The signatures of the new partners and those whose contribution is increased should be affixed to Supplement P. If the partner is not an individual, the signature of the following is required:</p> <ul style="list-style-type: none">a) corporations: that of an officerb) partnerships: that of a partnerc) trusts: that of a trustee <p>A person may sign on behalf of a partner if he has a specific power-of-attorney to do so. An indication that the signature is that of an attorney-in-fact is not required.</p>	<p>ULPA 204(2)(a)</p> <p>ULPA 204(b) 206(1) Procedure re: Signatures</p>
<p style="text-align: center;"><u>FEES</u></p> <p>Filing Fee - \$10.00</p>	<p>ULPA 1107(a)(2) Policy Statement C-5 Policy Statement C-9 Policy Statement C-33</p>
<p style="text-align: center;"><u>MISCELLANEOUS</u></p> <p>The words "limited partnership" must be included in the name of all limited partnerships formed on or after January 1, 1983. Those in existence before that date need not include these words until the name is changed.</p>	<p>ULPA 1105(a)(2)</p>