

487.402 Events of withdrawal.

Except as approved by the specific written consent of all partners at the time, a person ceases to be a general partner of a limited partnership upon the happening of any of the following events:

1. The general partner withdraws from the limited partnership as provided in section 487.602.
2. The general partner ceases to be a member of the limited partnership as provided in section 487.702.
3. The general partner is removed as a general partner in accordance with the partnership agreement.
4. Unless otherwise provided in writing in the partnership agreement, the general partner does any of the following:
 - a. Makes an assignment for the benefit of creditors.
 - b. Files a voluntary petition in bankruptcy.
 - c. Is adjudicated a bankrupt or insolvent.
 - d. Files a petition or answer seeking for the general partner reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any statute, law, or regulation.
 - e. Files an answer or other pleading admitting or failing to contest material allegations of a petition filed against the general partner in a proceeding of a nature specified in paragraph "d".
 - f. Seeks, consents to, or acquiesces in the appointment of a trustee, receiver, or liquidator of the general partner or of all or a substantial part of the general partner's properties.
5. Unless otherwise provided in writing in the partnership agreement, upon the expiration of the following time periods:
 - a. One hundred twenty days after the commencement of a proceeding against the general partner seeking reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief, under any statute, law, or regulation, if the proceeding has not been dismissed within that time.
 - b. Ninety days after the appointment without the general partner's consent or acquiescence of a trustee, receiver, or liquidator of the general partner or of all or a substantial part of the general partner's properties, if the appointment is not vacated or stayed within that time.
 - c. If an appointment of the nature specified in paragraph "b" is stayed and if the appointment is not then vacated, ninety days after the expiration of the stay.
6. If the general partner is a natural person when either of the following occur:
 - a. The general partner dies.
 - b. The district court finds the general partner incapable of managing the general partner's person or property.
7. If the general partner is acting as a general partner by virtue of being a trustee of a trust, when the trust terminates. Substitution of a new trustee is not termination of the trust.
8. If the general partner is a separate partnership, the dissolution and commencement of winding up of the

separate partnership.

9. If the general partner is a corporation, the filing of a certificate of dissolution, or its equivalent, for the corporation or revocation of the corporation's charter.

10. If the general partner is a limited liability company, the filing of a certificate of dissolution, or its equivalent, for the limited liability company or revocation of the limited liability company's charter.

11. In the case of an estate, the distribution by the fiduciary of the estate's entire interest in the partnership.

[C24, 27, 31, 35, 39, § **9816**; C46, 50, 54, 58, 62, 66, 71, 73, 75, 77, 79, 81, § 545.11; 82 Acts, ch 1103, § 402]

C93, § 487.402

97 Acts, ch 188, § 28