

488.202 Amendment or restatement of certificate.

1. In order to amend its certificate of limited partnership, a limited partnership must deliver to the secretary of state for filing an amendment or, pursuant to [article 11](#), articles of merger stating all of the following:

- a. The name of the limited partnership.
- b. The date of filing of its initial certificate.
- c. The changes the amendment makes to the certificate as most recently amended or restated.

2. A limited partnership shall promptly deliver to the secretary of state for filing an amendment to a certificate of limited partnership to reflect any of the following:

- a. The admission of a new general partner.
- b. The dissociation of a person as a general partner.
- c. The appointment of a person to wind up the limited partnership's activities under [section 488.803, subsection 3](#) or 4.

3. A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly do at least one of the following:

- a. Cause the certificate to be amended.
- b. If appropriate, deliver to the secretary of state for filing a statement of change pursuant to [section 488.115](#) or a statement of correction pursuant to [section 488.207](#).

4. A certificate of limited partnership may be amended at any time for any other proper purpose as determined by the limited partnership.

5. A restated certificate of limited partnership may be delivered to the secretary of state for filing in the same manner as an amendment.

6. Subject to [section 488.206, subsection 3](#), an amendment or restated certificate is effective when filed by the secretary of state.

2004 Acts, ch 1021, §20, 118; 2004 Acts, ch 1175, §376

Referred to in [§488.208](#)