

**488.606 Power to bind — liability to limited partnership before dissolution of partnership of person dissociated as general partner.**

1. After a person is dissociated as a general partner and before the limited partnership is dissolved, converted under [article 11](#), or merged out of existence under [article 11](#), the limited partnership is bound by an act of the person only if all of the following apply:

a. The act would have bound the limited partnership under [section 488.402](#) before the dissociation.

b. At the time the other party enters into the transaction, all of the following apply:

(1) Less than two years have passed since the dissociation.

(2) The other party does not have notice of the dissociation and reasonably believes that the person is a general partner.

2. If a limited partnership is bound under [subsection 1](#), the person dissociated as a general partner which caused the limited partnership to be bound is liable to the following:

a. To the limited partnership for any damage caused to the limited partnership arising from the obligation incurred under [subsection 1](#).

b. If a general partner or another person dissociated as a general partner is liable for the obligation, to the general partner or other person for any damage caused to the general partner or other person arising from the liability.

[2004 Acts, ch 1021, §57, 118](#)