488.607 Liability to other persons of person dissociated as general partner.

- 1. A person's dissociation as a general partner does not of itself discharge the person's liability as a general partner for an obligation of the limited partnership incurred before dissociation. Except as otherwise provided in subsections 2 and 3, the person is not liable for a limited partnership's obligation incurred after dissociation.
- 2. A person whose dissociation as a general partner resulted in a dissolution and winding up of the limited partnership's activities is liable to the same extent as a general partner under section 488.404 on an obligation incurred by the limited partnership under section 488.804.
- 3. A person that has dissociated as a general partner but whose dissociation did not result in a dissolution and winding up of the limited partnership's activities is liable on a transaction entered into by the limited partnership after the dissociation only if all of the following apply:
 - a. A general partner would be liable on the transaction.
 - 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.
- 4. By agreement with a creditor of a limited partnership and the limited partnership, a person dissociated as a general partner may be released from liability for an obligation of the limited partnership.
- 5. A person dissociated as a general partner is released from liability for an obligation of the limited partnership if the limited partnership's creditor, with notice of the person's dissociation as a general partner but without the person's consent, agrees to a material alteration in the nature or time of payment of the obligation.

 $2004 \ Acts, \ ch \ 1021, \ \S 58, \ 118$ Referred to in $\S 488.812, \ \S 488.1111$