

subdivision (2)(g) of § 24 of the prior uniform law did require an amendment when the certificate contained a "false or erroneous statement".) Subsection (c) is much like previous § 10-124(e), except that it provides for an effective date other than the date of filing if so desired. Subsection (f) of previous § 10-124(f), which directed that "the amended certificate shall thereafter be for all purposes the certificate provided for in this title", was omitted as superfluous.

10-203. CANCELLATION OF CERTIFICATE.

(A) CONTENTS. A CERTIFICATE SHALL BE CANCELLED ON THE DISSOLUTION AND THE COMMENCEMENT OF WINDING UP OF THE PARTNERSHIP, OR AT ANY OTHER TIME THAT THERE ARE NO LIMITED PARTNERS. A CERTIFICATE OF CANCELLATION SHALL BE FILED WITH THE DEPARTMENT AND SET FORTH:

- (1) THE NAME OF THE LIMITED PARTNERSHIP;
- (2) THE DATE OF FILING OF THE INITIAL CERTIFICATE AND EACH AMENDMENT THERETO;
- (3) THE REASON FOR FILING THE CERTIFICATE OF CANCELLATION;
- (4) THE EFFECTIVE DATE (WHICH SHALL BE A DATE CERTAIN) OF CANCELLATION IF IT IS NOT TO BE EFFECTIVE ON THE FILING OF THE CERTIFICATE OF CANCELLATION, AND PROVIDED THAT ANY EFFECTIVE DATE OTHER THAN THE DATE OF FILING THE CERTIFICATE OF CANCELLATION MUST BE A DATE SUBSEQUENT TO THE FILING; AND
- (5) ANY OTHER INFORMATION THE GENERAL PARTNERS DETERMINE.

(B) EFFECTIVENESS. UNLESS OTHERWISE PROVIDED IN THIS TITLE OR IN THE CERTIFICATE, A CERTIFICATE OF CANCELLATION (OR A JUDICIAL DECREE OF CANCELLATION) IS EFFECTIVE WHEN ACCEPTED FOR FILING BY THE DEPARTMENT.

COMMENT

This section changes § 10-123(a) of the previous Limited Partnership Act (§ 24 of the prior uniform law) by making it clear that the certificate of cancellation should be filed upon the commencement of winding up of the limited partnership. § 10-123(a) of the previous Limited Partnership Act provided for cancellation "when the partnership is dissolved or all limited partners cease to be such". Subsection (b) is similar to § 10-124(e) of the previous Limited Partnership Act (subdivision (5) of § 25 of the prior uniform law), except that it provides for an effective date other than the date of filing if so desired.

10-204. EXECUTION OF CERTIFICATES.