

(A) SIGNATORIES. EACH CERTIFICATE REQUIRED BY THIS SUBTITLE TO BE FILED WITH THE DEPARTMENT SHALL BE EXECUTED IN THE FOLLOWING MANNER:

(1) THE CERTIFICATE UNDER § 10-201 MUST BE SIGNED BY ALL PARTNERS NAMED IN THE CERTIFICATE;

(2) A CERTIFICATE OF AMENDMENT MUST BE SIGNED BY AT LEAST ONE GENERAL PARTNER AND BY EACH OTHER PARTNER DESIGNATED IN THE CERTIFICATE OF AMENDMENT AS A NEW PARTNER OR WHOSE CONTRIBUTION IS DESCRIBED AS HAVING BEEN INCREASED; AND

(3) A CERTIFICATE OF CANCELLATION MUST BE SIGNED BY ALL GENERAL PARTNERS, OR, IF THERE IS NO GENERAL PARTNER, BY A MAJORITY OF THE LIMITED PARTNERS.

(B) POWER OF ATTORNEY. ANY PERSON MAY SIGN A CERTIFICATE BY AN ATTORNEY IN FACT, BUT A POWER OF ATTORNEY TO SIGN A CERTIFICATE RELATING TO THE ADMISSION, OR INCREASED CONTRIBUTION, OF A PARTNER MUST SPECIFICALLY DESCRIBE THE ADMISSION OR INCREASE.

(C) AFFIRMATION OF TRUTH. THE EXECUTION OF A CERTIFICATE BY A GENERAL PARTNER CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED THEREIN ARE TRUE.

COMMENT

This section collects in one place the formal requirements for the execution of certificates which were set forth in §§ 10-102 and 10-124 of the previous Limited Partnership Act (§§ 2 and 25 respectively of the prior uniform law). Those sections required that each certificate be signed by all partners, and there developed an unnecessarily cumbersome practice of having each limited partner sign powers of attorney to authorize the general partners to execute certificates of amendment on their behalf. This section insures that each partner must sign a certificate when he becomes a partner or when the certificates reflect any increase in his obligation to make contributions. It generally permits signatures by powers of attorney, but prohibits blanket powers of attorney for the execution of certificates in many cases, since those conditions under which a partner is required to sign have been narrowed to circumstances of special importance to that partner. The former requirement that all certificates be sworn, which was deleted from the previous Limited Partnership Act by revisors in recodification, has been confined here to an affirmation by a general partner, recognizing that the limited partner's role is a limited one (see revisor's note to § 10-102 of the previous Limited Partnership Act). Note that "certificate" is defined in subdivision (1) of § 10-101 to include both certificates of amendment and certificates of cancellation.