

10-205. AMENDMENT OR CANCELLATION BY JUDICIAL ACT.

IF A PERSON REQUIRED BY § 10-204 OF THIS SUBTITLE TO EXECUTE A CERTIFICATE OF AMENDMENT OR CANCELLATION FAILS OR REFUSES TO DO SO, ANY OTHER PARTNER, AND ANY ASSIGNEE OF A PARTNERSHIP INTEREST, WHO IS ADVERSELY AFFECTED BY THE FAILURE OR REFUSAL, MAY PETITION THE CIRCUIT COURT FOR THE JURISDICTION WHERE THE PRINCIPAL OFFICE OF THE PARTNERSHIP IS LOCATED TO DIRECT THE AMENDMENT OR CANCELLATION. IF THE COURT FINDS THAT THE AMENDMENT OR CANCELLATION IS PROPER AND THAT ANY PERSON SO DESIGNATED HAS FAILED OR REFUSED TO EXECUTE THE CERTIFICATE, THE COURT SHALL ORDER THE DEPARTMENT TO RECORD AN APPROPRIATE CERTIFICATE OF AMENDMENT OR CANCELLATION.

COMMENT

This section changes § 10-124(c) and (d) of the previous Limited Partnership Act (subdivisions (3) and (4) respectively of § 25 of the prior uniform law) by confining the persons who have standing to seek judicial intervention to partners and to those assignees who are adversely affected by the failure or refusal of the appropriate persons to file a certificate of amendment or cancellation.

10-206. FILING WITH THE DEPARTMENT.

(A) IN GENERAL. AN EXECUTED COPY OF EACH CERTIFICATE REQUIRED BY THIS SUBTITLE (OR OF ANY JUDICIAL DECREE OF AMENDMENT OR CANCELLATION) SHALL BE FILED WITH THE DEPARTMENT. HOWEVER, THE DEPARTMENT MAY NOT ACCEPT FOR RECORD ANY CERTIFICATE OR DECREE THAT DOES NOT MEET THE REQUIREMENTS OF THIS TITLE. A PERSON WHO EXECUTES A CERTIFICATE AS AN AGENT OR FIDUCIARY NEED NOT EXHIBIT EVIDENCE OF THAT PERSON'S AUTHORITY AS A PREREQUISITE TO FILING. THE DEPARTMENT MAY NOT ACCEPT FOR RECORD OR FILING ANY CERTIFICATE, DECREE, QUALIFICATION, REGISTRATION, CHANGE OF RESIDENT AGENT OR PRINCIPAL OFFICE, REPORT, SERVICE OF PROCESS OR NOTICE, OR OTHER DOCUMENT UNTIL ALL REQUIRED FEES HAVE BEEN PAID TO THE DEPARTMENT.

(B) DUTIES OF THE DEPARTMENT. WHEN THE DEPARTMENT ACCEPTS FOR RECORD ANY CERTIFICATE, THE DEPARTMENT SHALL:

- (1) ENDORSE ON THE DOCUMENT THE DATE AND TIME OF ITS ACCEPTANCE FOR RECORD;
- (2) RECORD PROMPTLY THE DOCUMENT;
- (3) TRANSMIT THE RECORDED DOCUMENT TO THE CLERK OF THE COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE PARTNERSHIP IS LOCATED; AND
- (4) ISSUE A CERTIFICATE WHICH STATES:

(1) THAT THE DOCUMENT WAS ACCEPTED FOR RECORD BY THE DEPARTMENT; AND