

(8) Any provisions required to be in the certificate under § 10-402(3) or (4) of this article, and if agreed upon, the time at which or the events on the happening of which a partner may withdraw from the limited partnership and the amount of, or the method of determining, the distribution to which the partner may be entitled respecting his partnership interest, and the terms and conditions of the withdrawal and distribution;

(9) Any right of a partner to receive distributions of property, including cash from the limited partnership;

(10) Any right of a limited partner to receive, or of a general partner to make, distributions to a limited partner which include a return of all or any part of the limited partner's contribution;

(11) Any time at which or events upon the happening of which the limited partnership is to be dissolved and its affairs wound up;

(12) Any right of the remaining general partners to continue the partnership on the happening of an event of withdrawal of a general partner; and

(13) Any other matters the partners determine to include.]

(A) ONE OR MORE GENERAL AND LIMITED PARTNERS MAY FORM A LIMITED PARTNERSHIP. TO DO SO ALL OF THE GENERAL PARTNERS MUST EXECUTE A CERTIFICATE OF LIMITED PARTNERSHIP. THE CERTIFICATE OF LIMITED PARTNERSHIP SHALL BE FILED WITH THE DEPARTMENT AND SET FORTH:

(1) THE NAME OF THE LIMITED PARTNERSHIP;

(2) THE ADDRESS OF ITS PRINCIPAL OFFICE IN THIS STATE AND THE NAME AND ADDRESS OF ITS RESIDENT AGENT;

(3) THE NAME AND THE BUSINESS, RESIDENCE, OR MAILING ADDRESS OF EACH GENERAL PARTNER;

(4) THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO DISSOLVE; AND

(5) ANY OTHER MATTERS THE PARTNERS DETERMINE TO INCLUDE IN THE CERTIFICATE OF LIMITED PARTNERSHIP.

10-203.

(a) A certificate shall be [cancelled] CANCELED on the dissolution and the [commencement] COMPLETION of winding up of the partnership, or at any other time that there are no limited partners. A CERTIFICATE NEED NOT BE CANCELED UPON A MERGER AS