

(9) In the case of a general partner that is an estate, the distribution by the fiduciary of the estate's entire interest in the partnership.

10-403.

(a) Except as provided in this title or in the partnership agreement, a general partner of a limited partnership has the rights and powers and is subject to the restrictions and liabilities of a partner in a partnership [ without limited partners].

(b) A general partner may not limit the general partner's liability in the partnership agreement to persons other than his partners or the LIMITED partnership.

10-607.

A partner may not receive a return of his contribution to a limited partnership to the extent that, after giving effect to the return of his contribution, all liabilities of the limited partnership, other than liabilities to partners for the return of their contributions, exceed the fair value of the LIMITED partnership assets.

10-608.

(a) (1) If a limited partner has received the return of any part of his contribution without violation of the certificate, partnership agreement, or this title, he is liable to the limited partnership for a period of 1 year thereafter for the amount of the returned contribution, but only to the extent necessary to discharge the limited partnership's liabilities to creditors who extended credit to the limited partnership during the period the contribution was held by the LIMITED partnership.

(2) If a limited partner has received the return of any part of his contribution in violation of the certificate, partnership agreement, or this title, he is liable to the limited partnership for a period of 6 years thereafter for the amount of the contribution wrongfully returned.

(b) A limited partner receives a return of his contribution to the extent that, after a distribution to him, his share of the fair value of the net assets of the limited partnership is less than the value of his total contribution as reflected in the certificate minus all distributions in return of his contribution made prior to the distribution.

10-912.

(a) If a foreign limited partnership that owns property, rights, privileges, franchises, or other assets located in this State is a party to a merger in which a foreign corporation, FOREIGN PARTNERSHIP, FOREIGN LIMITED LIABILITY COMPANY, or another foreign limited partnership is the successor, the transfer to, vesting in, or devolution on the successor of the property, rights, privileges, franchises, or other assets of the nonsurviving foreign limited partnership is effective as provided by the laws of the place that governs the merger.

(b) The successor shall file with the Department:

(1) A property certificate under § 3-112 or § 10-208(h) of this article, or both; and

(2) A certificate [of its general partners] that specifies: