

- (i) Each county in the State where a foreign limited partnership party to the merger, except the successor, owned an interest in land;
- (ii) The name of each party to the merger;
- (iii) The place under the laws of which each party was organized;
- (iv) The name of the successor; and
- (v) If the successor is a foreign limited partnership, OR FOREIGN PARTNERSHIP, the name and business, residence, or mailing address of each of the general partners of the successor.

(3) THE CERTIFICATE SHALL BE EXECUTED:

(I) IN THE CASE OF A PARTNERSHIP, IN THE MANNER REQUIRED IN § 9-903 OF THIS ARTICLE;

(II) IN THE CASE OF A LIMITED PARTNERSHIP, BY ALL OF THE GENERAL PARTNERS;

(III) IN THE CASE OF A LIMITED LIABILITY COMPANY IN THE MANNER REQUIRED IN § 4A-206 OF THIS ARTICLE; AND

(IV) IN THE CASE OF A CORPORATION OR BUSINESS TRUST, IN THE MANNER REQUIRED BY TITLE 1 OF THIS ARTICLE.

(c) If a copy of the document effecting the merger has not been filed with the Department as provided in Title 10 of this article, the successor shall file with the Department an officially certified copy of that document.

(d) When the Department receives the articles and any certificate of the successor, it shall prepare and file certificates of merger in the manner provided for Maryland limited partnerships. However, the certificate of merger need not state the principal office in the State of any [limited partnership] SUCCESSOR that does not have a principal office, and the certificate shall include the other information specified in the certificate filed by the successor.

10-1001.

A limited partner may bring a derivative action to enforce a right of a limited partnership to recover a judgment in its favor to the same extent that a stockholder may bring an action for a derivative suit under the corporation law of Maryland. Such an action may be brought if general partners with authority to do so have refused to bring the action or if an effort to cause those general partners to bring the action is not likely to succeed. The derivative action may not be maintained if it appears that the plaintiff does not fairly and adequately represent the interests of the limited partners in enforcing the right of the LIMITED partnership.