

48-2e-203 Signing of records to be delivered for filing to division.

- (1) A record delivered to the division for filing pursuant to this chapter must be signed as follows:
 - (a) An initial certificate of limited partnership must be signed by all general partners listed in the certificate of limited partnership.
 - (b) An amendment to the certificate of limited partnership adding or deleting a statement that the limited partnership is a limited liability limited partnership must be signed by all general partners listed in the certificate of limited partnership.
 - (c) An amendment to the certificate of limited partnership designating as general partner a person admitted under Subsection 48-2e-801(1)(c)(ii) following the dissociation of a limited partnership's last general partner must be signed by that person.
 - (d) An amendment to the certificate of limited partnership required by Subsection 48-2e-802(3) following the appointment of a person to wind up the dissolved limited partnership's activities and affairs must be signed by that person.
 - (e) Any other amendment to the certificate of limited partnership must be signed by:
 - (i) at least one general partner listed in the certificate of limited partnership;
 - (ii) each other person designated in the amendment as a new general partner; and
 - (iii) each person that the amendment indicates has dissociated as a general partner, unless:
 - (A) the person is deceased or a guardian or general conservator has been appointed for the person and the amendment so states; or
 - (B) the person has previously delivered to the division for filing a statement of dissociation.
 - (f) A restated certificate of limited partnership must be signed by at least one general partner listed in the certificate of limited partnership, and, to the extent the restated certificate of limited partnership effects a change under any other subsection of this section, the certificate of limited partnership must be signed in a manner that satisfies that subsection.
 - (g) A statement of termination must be signed by all general partners listed in the certificate of limited partnership or, if the certificate of a dissolved limited partnership lists no general partners, by the person appointed pursuant to Subsection 48-2e-802(3) or (4) to wind up the dissolved limited partnership's activities and affairs.
 - (h) Any other record delivered by a limited partnership to the division for filing must be signed by at least one general partner listed in the certificate of limited partnership.
 - (i) A statement by a person pursuant to Subsection 48-2e-605(1)(c) stating that the person has dissociated as a general partner must be signed by that person.
 - (j) A statement of negation by a person pursuant to Subsection 48-2e-306(1)(b) must be signed by that person.
 - (k) A record delivered on behalf of a foreign limited partnership to the division for filing must be signed by at least one general partner of the foreign limited partnership.
 - (l) Any other record delivered on behalf of any person to the division for filing must be signed by that person.
- (2) Any record filed under this chapter may be signed by an agent. Whenever this chapter requires a particular individual to sign a record and the individual is deceased or incompetent, the record may be signed by a legal representative of the individual.
- (3) A person that signs a record as an agent or legal representative thereby affirms as a fact that the person is authorized to sign the record.

Enacted by Chapter 412, 2013 General Session