

**48-2e-606 Power to bind and liability of person dissociated as general partner.**

- (1) After a person is dissociated as a general partner and before the limited partnership is merged out of existence, converted, or domesticated under Part 11, Merger, Interest Exchange, Conversion, and Domestication, or dissolved, the limited partnership is bound by an act of the person only if:
  - (a) the act would have bound the limited partnership under Section 48-2e-402 before the dissociation; and
  - (b) at the time the other party enters into the transaction:
    - (i) less than two years has passed since the dissociation; and
    - (ii) the other party does not know or have notice of the dissociation and reasonably believes that the person is a general partner.
- (2) If a limited partnership is bound under Subsection (1), the person dissociated as a general partner which caused the limited partnership to be bound is liable:
  - (a) to the limited partnership for any damage caused to the limited partnership arising from the obligation incurred under Subsection (1); and
  - (b) if a general partner or another person dissociated as a general partner is liable for the obligation, to the general partner or other person for any damage caused to the general partner or other person arising from the liability.

Enacted by Chapter 412, 2013 General Session