

54-2A-202. Amendment or restatement of certificate. (Effective July 1, 2009.)

A. In order to amend its certificate of limited partnership, a limited partnership shall deliver to the secretary of state for filing an amendment or, pursuant to Article 11 [54-2A-1101 NMSA 1978] of the Uniform Revised Limited Partnership Act, articles of merger stating:

- (1) the name of the limited partnership;
- (2) the date of filing of its initial certificate;
- (3) any identification number assigned by the secretary of state to the limited partnership or the initial certificate, or both; and
- (4) the changes the amendment makes to the certificate as most recently amended or restated.

B. A limited partnership shall promptly deliver to the secretary of state for filing an amendment to a certificate of limited partnership to reflect:

- (1) any change in the information stated in its certificate of limited partnership;
- (2) a change of name of the limited partnership, if its name does not comply with Section 108 [54-2A-108 NMSA 1978] of the Uniform Revised Limited Partnership Act;
- (3) any other additional or different information required to be stated in its limited partnership certificate by Section 201 of the Uniform Revised Limited Partnership Act that is not stated in the certificate; or
- (4) the appointment of a person to wind up the limited partnership's activities pursuant to Subsection C or D of Section 803 [54-2A-803 NMSA 1978] of the Uniform Revised Limited Partnership Act.

C. A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly:

- (1) cause the certificate to be amended; or
- (2) if appropriate, deliver to the secretary of state for filing a statement of correction pursuant to Section 207 [54-2A-207 NMSA 1978] of the Uniform Revised Limited Partnership Act.

D. A certificate of limited partnership may be amended at any time for any other proper purpose as determined by the limited partnership.

E. A restated certificate of limited partnership may be delivered to the secretary of state for filing in the same manner as an amendment.

F. Subject to Subsection C of Section 206 [54-2A-206 NMSA 1978] of the Uniform Revised Limited Partnership Act, an amendment or restated certificate is effective when filed by the secretary of state.