

54-2A-204. Signing of records. (Effective July 1, 2009.)

A. Each record delivered to the secretary of state for filing pursuant to the Uniform Revised Limited Partnership Act [54-2A-101 NMSA 1978] shall be signed in the following manner:

- (1) an initial certificate of limited partnership shall be signed by all general partners listed in the certificate;*
- (2) an amendment designating as general partner a person admitted pursuant to Paragraph (2) of Subsection C of Section 801 [54-2A-801 NMSA 1978] of the Uniform Revised Limited Partnership Act following the dissociation of a limited partnership's last general partner shall be signed by that person;*
- (3) an amendment required by Subsection C of Section 803 [54-2A-803 NMSA 1978] of the Uniform Revised Limited Partnership Act following the appointment of a person to wind up the dissolved limited partnership's activities shall be signed by that person;*
- (4) any other amendment shall be signed by:*
 - (a) at least one general partner listed in the certificate;*
 - (b) each other person designated in the amendment as a new general partner; and*
 - (c) each person that the amendment indicates has dissociated as a general partner, unless: 1) the person is deceased or a guardian or general conservator has been appointed for the person and the amendment so states; or 2) the person has previously delivered to the secretary of state for filing a statement of dissociation;*
- (5) a restated certificate of limited partnership shall be signed by at least one general partner listed in the certificate, and, to the extent the restated certificate effects a change pursuant to any other paragraph of this subsection, the certificate shall be signed in a manner that satisfies that paragraph;*
- (6) a statement of termination shall be signed by all general partners listed in the certificate or, if the certificate of a dissolved limited partnership lists no general partners, by the person appointed pursuant to Subsection C or D of Section 803 of the Uniform Revised Limited Partnership Act to wind up the dissolved limited partnership's activities;*
- (7) articles of conversion shall be signed by each general partner listed in the certificate of limited partnership;*
- (8) articles of merger shall be signed as provided in Subsection A of Section 1108 [54-2A-1108 NMSA 1978] of the Uniform Revised Limited Partnership Act;*
- (9) any other record delivered on behalf of a limited partnership to the secretary of state for filing shall be signed by at least one general partner listed in the certificate;*
- (10) a statement by a person pursuant to Paragraph (4) of Subsection A of Section 605 [54-2A-605 NMSA 1978] of the Uniform Revised Limited Partnership Act stating that the person has dissociated as a general partner shall be signed by that person;*
- (11) a statement of withdrawal by a person pursuant to Section 306 [54-2A-306 NMSA 1978] of the Uniform Revised Limited Partnership Act shall be signed by that person;*
- (12) a record delivered on behalf of a foreign limited partnership to the secretary of state for filing shall be signed by at least one general partner of the foreign limited partnership; and*
- (13) any other record delivered on behalf of any person to the secretary of state for filing shall be signed by that person.*

B. Any person may sign by an attorney in fact any record to be filed pursuant to the Uniform Revised Limited Partnership Act.