



Ohio Revised Code

Section 1782.11 Execution of certificate.

Effective: July 1, 1994

Legislation: Senate Bill 74 - 120th General Assembly

(A) A certificate required by this chapter to be filed with the secretary of state shall be executed in the following manner:

- (1) An original certificate of limited partnership shall be signed by all general partners;
- (2) A certificate of amendment shall be signed by at least one general partner and by each other general partner designated in the certificate as a new general partner;
- (3) A certificate of cancellation shall be signed by all general partners or, if the general partners are not winding up the affairs of the limited partnership, by all liquidating trustees, provided that if the limited partners are winding up the affairs of the limited partnership, a certificate of cancellation need be signed only by a majority in number of the limited partners.
- (4) An amendment to a certificate of cancellation under division (D) of section 1782.10 of the Revised Code shall be signed by all liquidating trustees who will serve after the filing of the amendment and by all liquidating trustees who are named in the amendment as ceasing to serve as liquidating trustees.
- (5) A certificate of disclaimer of general partner status under section 1782.20 of the Revised Code shall be signed by the limited partner who claims to have been inaccurately referred to as a general partner.
- (6) A certificate of cancellation of disclaimer of general partner status under section 1782.20 of the Revised Code shall be signed by the person identified, pursuant to division (B)(3)(c) of that section, on the certificate of disclaimer of general partner status that is to be canceled.

(B) Any person may sign a certificate by an attorney-in-fact. A power of attorney to sign a certificate relating to the admission of a general partner shall specifically describe the admission.



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