

# Instructions to Form LPA-73.12 – Certificate of Amendment of a Certificate of Limited Partnership

|   |  |                                     |                                 |                |  |               |                    |                         |  |
|---|--|-------------------------------------|---------------------------------|----------------|--|---------------|--------------------|-------------------------|--|
| <b>Filing Requirements</b>  |  |                                     |                                 |                |  |               |                    |                         |  |
| Pay all fees and penalties before submitting this application to the Commission. If the Commission issues the certificate of amendment on or before the annual registration fee due date, payment of the registration fee for the current year is not required. |  |                                     |                                 |                |  |               |                    |                         |  |
| <b>Required Fees</b>  | <b>Filing Fee: \$25.00</b>   |                                     |                                 |                |  |               |                    |                         |  |
| <b>File Online Today</b>  | <b>Paper Filing</b>  |                                     |                                 |                |  |               |                    |                         |  |
| Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file the certificate of amendment of a certificate of limited partnership in real time.  | Download from <a href="https://scc.virginia.gov/pages/Virginia-Limited-Partnerships">https://scc.virginia.gov/pages/Virginia-Limited-Partnerships</a> complete, print, and mail or deliver to below address:   |                                     |                                 |                |  |               |                    |                         |  |
| <b>Questions?</b><br>Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.                                     | <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;"><b>State Corporation Commission</b></td> <td style="width: 50%;"><b>Courier Delivery Address</b></td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1<sup>st</sup> floor</td> </tr> <tr> <td>P.O. Box 1197</td> <td>Richmond, VA 23219</td> </tr> <tr> <td>Richmond, VA 23218-1197</td> <td></td> </tr> </table> | <b>State Corporation Commission</b> | <b>Courier Delivery Address</b> | Clerk's Office | 1300 E. Main St, 1 <sup>st</sup> floor | P.O. Box 1197 | Richmond, VA 23219 | Richmond, VA 23218-1197 |  |
| <b>State Corporation Commission</b>   | <b>Courier Delivery Address</b>  |                                     |                                 |                |  |               |                    |                         |  |
| Clerk's Office  | 1300 E. Main St, 1 <sup>st</sup> floor   |                                     |                                 |                |  |               |                    |                         |  |
| P.O. Box 1197   | Richmond, VA 23219   |                                     |                                 |                |  |               |                    |                         |  |
| Richmond, VA 23218-1197   |  |                                     |                                 |                |  |               |                    |                         |  |
| Pay online with a credit card or eCheck. No additional processing fees apply for filing online.   | Include a check payable to State Corporation Commission.<br><b>DO NOT SEND CASH.</b>   |                                     |                                 |                |  |               |                    |                         |  |

**Specific Instructions** - This form is to be used by Virginia Limited Partnerships *Only*

## Name

If the name of the limited partnership has changed, it *must* contain one of the following words or abbreviations:

- Limited partnership
- A limited partnership
- LP
- L.P.

If the limited partnership is also applying for status as a registered limited liability partnership pursuant to § 50-73.132 of the Code of Virginia, the name must include *either*:

1. (A) the words "limited partnership" or "a limited partnership," or the abbreviation "L.P." or "LP" **and**  
 (B) the words "Registered Limited Liability Partnership" or "Limited Liability Partnership," the abbreviation "R.L.L.P." or "L.L.P." or the designation "RLLP" or "LLP,"

**OR**

2. the words "Registered Limited Liability Limited Partnership" or "Limited Liability Limited Partnership," the abbreviation "R.L.L.L.P." or "L.L.L.P." or the designation "RLLLP" or "LLLP."

The proposed name must be distinguishable from other entity names on record with the Commission. To check the availability of a proposed name, visit <https://cis.scc.virginia.gov>

## Registered Agent/Registered Office

The registered office and/or registered agent cannot be changed by filing an amendment to the certificate of limited partnership. This change must be accomplished by filing a statement of change of a registered office and/or registered agent on form LPA-73.5. This form can be filed online in real time by visiting our website at <https://cis.scc.virginia.gov>. The paper form can be requested at <https://scc.virginia.gov/pages/Online-Forms-Request>

## General Partners

For each withdrawing and/or new general partner that is a business entity, this certificate must include the jurisdiction under whose laws the general partner is incorporated, organized or formed, and, if the general partner is of record in the Clerk's Office of the Commission, the SCC ID number assigned to the general partner.

## Important Information

Complete this form in English, type or print legibly in black, and use solid white paper with no visible watermarks or background logos.

## Principal Office

The principal office is the office where the principal executive offices of the limited partnership are located. It is also a place of its business, at which is kept a current list of the full name and last known address of each general partner of the limited partnership, as well as the other limited partnership information and records specified in § 50-73.8 of the Code of Virginia. See §§ 50-73.1 and 50-73.4 of the Code of Virginia.

The principal office address must include a street and number if one is associated with the principal office's location. A rural route and box number may only be used if no street address is associated with the principal office's location. A post office box is not acceptable given the statutory provisions described in the preceding paragraph.

## Other Amendments

The latest date upon which the limited partnership is to be dissolved and its affairs wound up can be changed, or removed from the certificate of limited partnership, by setting forth an appropriate statement in paragraph 3 F.

## Signature(s) of Organizers

This certificate must be signed by at least one general partner and each new general partner, provided that if all general partners have withdrawn and all of the limited partners agree to continue the business of the limited partnership, the certificate of amendment shall be signed by each limited partner and each person designated as a new general partner. This form may include an attachment to provide for additional general partner listings and signatures. Each person signing this certificate must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a general partner that is a business entity should set forth the business entity's name, his or her printed name, and the capacity in which he or she is signing on behalf of the business entity. It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

**Do not include personally identifiable information**, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).



# Certificate of Amendment of a Certificate of Limited Partnership

The undersigned, on behalf of the limited partnership set forth below, pursuant to Title 50, Chapter 2.1 of the Code of Virginia, state(s) as follows:

1. The name of the Virginia limited partnership is \_\_\_\_\_.
2. The initial certificate of limited partnership was filed with the State Corporation Commission on \_\_\_\_\_.
3. The certificate of limited partnership is amended as follows (**complete appropriate subsection(s)**):

A. The name of the limited partnership has changed to \_\_\_\_\_.

B. The limited partnership's principal office address, including the street and number, if any, has changed to \_\_\_\_\_.

(number/street) (city or town) (state) (zip)

C. The name of each general partner that has **withdrawn** and, if it is a business entity, the jurisdiction under whose laws it is incorporated, organized or formed, and its SCC ID number, if assigned, are:

\_\_\_\_\_

(name of general partner) (SCC ID #, if assigned) (jurisdiction of organization)

D. **(Check if applicable)**  Notwithstanding the withdrawal of one or more general partners, the business of the limited partnership is to continue pursuant to § 50-73.49 of the Code of Virginia.

E. The name and post office address, including the street and number, if any, of each **new** general partner that has been **admitted** and, if it is a business entity, the jurisdiction under whose laws it is incorporated, organized or formed, and its SCC ID number, if assigned, are:

\_\_\_\_\_

(name of general partner) (SCC ID #, if assigned) (jurisdiction of organization)

\_\_\_\_\_

(number/street) (city or town) (state) (zip)

**Check and complete if applicable:**

Each of the following **new** general partners that is a business entity is serving, without more, as a general partner of the limited partnership and does not otherwise transact business in Virginia. See §§ 13.1 -757, 13.1-1059 and/or 50-73.61 of the Code of Virginia.

F. Other amendments: \_\_\_\_\_

Signature(s) of general partner(s):

\_\_\_\_\_

(signature)

\_\_\_\_\_

(date)

\_\_\_\_\_

(printed name and title)

\_\_\_\_\_

(telephone number (optional))

\_\_\_\_\_

(signature)

\_\_\_\_\_

(date)

\_\_\_\_\_

(printed name and title)

\_\_\_\_\_

(telephone number (optional))

\_\_\_\_\_

(limited partnership's SCC ID No.)