Instructions to Form LPA-73.54 – Application for a Certificate of Registration to Transact Business in Virginia as a Foreign Limited Partnership

Filing Requirements						
Submit with this Commission-prescribed application a certified or otherwise authenticated copy of the limited partnership's certificate of limited partnership or other constituent documents, and all amendments and mergers filed in the foreign limited partnership's state or other jurisdiction of formation, authenticated within the past 12 months by the Secretary of State or other public official with custody of company records. Certification must indicate that each document is a "true and correct copy" of the official records, or words to that effect.						
Required Fees	Filing Fee: \$100.00					
File Online Today		Paper Filing				
Visit <u>https://cis.scc.virginia.gov</u> to file the application for a certificate of registration to transact business in Virginia as a foreign limited partnership in real time.		Download from <u>https://scc.virginia.gov/pages/Foreign-Limited-</u> <u>Partnerships</u> complete, print, and mail or deliver to below address:				
Questions? Visit the CIS help page at <u>https://scc.virginia.gov/pages/CIS-Help</u> for how-to guides, answers to frequently asked questions, and helpful videos.		State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197	Courier Delivery Address 1300 E. Main St, 1 st floor Richmond, VA 23219			
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.		Include a check payable to State Corporation Commission. DO NOT SEND CASH .				

The limited partnership's name must be set forth in paragraph 1 exactly as it appears in its certificate of limited partnership, as amended, without alteration or abbreviation. If the name of the limited partnership does not contain the words "limited partnership" or "a limited partnership" or the abbreviation "L.P." or "LP," the limited partnership must add one of the foregoing to its name for use in Virginia. If the limited partnership's real name is unavailable, it must adopt a designated name for use in Virginia. State the designated "for use in Virginia" name in parentheses on the first line of the application, following the limited partnership's real name. See §§ 50-73.54 and 50-73.56 of the Code of Virginia. To check the availability of a limited partnership name, please visit https://cis.scc.virginia.gov.

The original date of formation refers to the original date of organization, formation or incorporation as an entity.

If the limited partnership was previously authorized or registered with the Commission to transact business in Virginia as a foreign corporation, limited liability company, business trust, limited partnership or registered limited liability partnership, with respect to every such prior authorization or registration, set forth, **on an attachment**, the name of the entity, the entity's type, the state or other jurisdiction of incorporation, organization or formation; and the identification number that was issued to the entity by the Commission.

The address of the principal office must include a street address. A rural route and box number may only be used if no street address is associated with the principal office's location. See § 50-73.54 of the Code of Virginia.

A limited partnership may not serve as its own registered agent.

The registered office address, which is identical to the registered agent's business office address, must include the street and number, if any. See § 50-73.54 of the Code of Virginia. A rural route and box number may only be used if no street address is associated with the location of the registered agent's business office. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the location of the registered agent's business office. Set forth the name of the county or independent city in which the office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

Use an attachment to set forth additional general partner names and addresses. If a general partner is a business entity, this application <u>must</u> 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 State Corporation Commission, the SCC ID number assigned to the general partner. See § 50-73.54 of the Code of Virginia.

The application must be signed in the name of the limited partnership by a general partner. Each person signing this application 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. Any person may sign the application by an attorney-in-fact. See § 50-73.15 B of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with the intent that the document be delivered to the Commission for filing. See § 50-73.15 C of the Code of Virginia.

Important Information

The application must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of any visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

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.



Application for a Certificate of Registration to Transact Business in Virginia as a Foreign Limited Partnership

The undersigned, on behalf of the foreign limited partnership set forth below, pursuant to Title 50, Chapter 2.1 of § 50-73.54 of the Code of Virginia, states as follows:

- 1. The name of the foreign limited partnership is (include, if required, a designated "for use in Virginia" name in parentheses):
- 2. The jurisdiction of formation: _____ Original date of formation: _____
- 3. (Mark if applicable:) □ The limited partnership was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) Set forth the additional required information on an attachment.
- 4. A. The name of the limited partnership's VIRGINIA registered agent is ______
 - B. The registered agent is (mark appropriate box):
 - (1) an INDIVIDUAL who is a resident of Virginia and
 - \Box a general partner of the limited partnership.
 - an officer or director of a corporation that is a general partner of the limited partnership.
 - a general partner of a general or limited partnership that is a general partner of the limited partnership.
 - a member or manager of a limited liability company that is a general partner of the limited partnership.
 - a trustee of a trust that is a general partner of the limited partnership.
 - \Box a member of the Virginia State Bar.

OR

- (2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.
- 5. A. The limited partnership's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

		, VA	
(number/street)	(city or town)	(zip)	
B. The registered office is physically locat	ed in the □ county or □ city of		

6. The name and post office address, including the street and number, if any, of each general partner 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)	
(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 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.
- 7. The Clerk of the Commission is irrevocably appointed the agent of the foreign limited partnership for service of process if the limited partnership fails to maintain a registered agent in Virginia as required by § 50-73.4 of the Code of Virginia, the registered agent's authority has been revoked, the registered agent has resigned, or the registered agent cannot be found or served with the exercise of reasonable diligence.

8. The post office address, including the street and number, if any, of the principal office of the foreign limited partnership, at which is kept a list of the names, addresses and capital contributions of the limited partners, together with an undertaking by the limited partnership to maintain those records until the cancellation or withdrawal of the foreign limited partnership's registration in Virginia, is

(number/street)	(city or town)	(state)	(zip)
Signature of general partner:			
(signature)		(date)	
(printed name and title)		(teleph	one number (optional))

Required Fee: \$100.00