



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LPA-73.54 APPLICATION FOR A CERTIFICATE OF REGISTRATION
(07/10) 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 limited partnership was formed under the laws of \_\_\_\_\_ (name of state or other jurisdiction)
on \_\_\_\_\_ (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

- [ ] 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.
[ ] 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 located 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.

[OVER]

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)		(telephone number (optional))	

**PRIVACY ADVISORY:** Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

**INSTRUCTIONS TO FORM LPA-73.54**

The application must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of 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.

You can download this form from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx).

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 contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

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 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 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.***

The **application must be submitted** to the Clerk of the Commission **with a certified or otherwise authenticated copy of the limited partnership's certificate of limited partnership** or other constituent documents, including all amendments and mergers, filed in the foreign limited partnership's state or other jurisdiction of formation, **authenticated within the past 12 months under the original signature and seal of the Secretary of State** or other official having custody of limited partnership records in the state or other jurisdiction under whose law it is formed. The certificate of the Secretary of State or other public official having custody of limited partnership records **must indicate that the attached documents are a "true and correct copy" of the official records, or words to that effect.** A Certificate of Existence/Fact/Good Standing is **not** sufficient or acceptable. See § 50-73.54 of the Code of Virginia.

Submit the original, signed application **and** the certified copy of the limited partnership's certificate, as amended, to the Clerk of the State Corporation Commission, P. O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1<sup>st</sup> floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$100.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.