



LPA-73.12
(07/13)

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C. The name of each general partner that has **withdrawn** and, if it is a business entity, the jurisdiction under whose laws it is incorporated, organized or formed, and its SCC ID number, if assigned, are: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

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk/index.aspx.

REVIEW THE INSTRUCTIONS THAT FOLLOW BEFORE SUBMITTING THIS FORM.

INSTRUCTIONS TO FORM LPA-73.12

This form is to be used by Virginia limited partnerships only.

The certificate must be in the English language, typewritten or printed in black, legible and reproducible, and presented on uniformly white, opaque paper, free of visible watermarks and background logos.

This form may include an attachment to provide for additional general partner listings and signatures.

This form can be downloaded from our website at www.scc.virginia.gov/clk/formfee.aspx.

If the name of the limited partnership is changed, it must contain the words "Limited Partnership" or "a Limited Partnership," or the abbreviation "L.P." or "LP." However, 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 "RLLLPP" or "LLLPP." See § 50-73.2 of the Code of Virginia.

A proposed new name for the limited partnership must be distinguishable upon the records of the State Corporation Commission. See § 50-73.2 of the Code of Virginia. To check the availability of a proposed name, contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551, or visit www.sccefile.scc.virginia.gov/NameAvailability.

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.

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.

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.

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. See § 50-73.15 A 2 of the Code of Virginia.

Each person signing this certificate must set forth his or her printed name next to or beneath his or her signature. An individual signing on behalf of a business entity that is a general partner of the limited partnership must set forth the business entity's name, the capacity in which the business entity is signing on behalf of the limited partnership (as general partner), the individual's printed name, and the capacity in which he or she is signing on behalf of the business entity. Any person may sign a certificate 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.

This certificate may not be filed with the Commission by a limited partnership until all fees and penalties to be collected by the Commission under Virginia's Revised Uniform Limited Partnership Act have been paid by or on behalf of the limited partnership; provided, however, that an assessed annual registration fee does not have to be paid if this certificate is **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 50-73.70 of the Code of Virginia.

Submit the signed certificate to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

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 completed and filed electronically through the Commission's SCC eFile portal at www.sccefile.scc.virginia.gov. The form can also be requested on the Commission's website at www.scc.virginia.gov/clk/ElectronicFormRequest.aspx, or by contacting the Clerk's Office at the telephone numbers listed above.