



UPA-134
(07/12)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
VIRGINIA OR FOREIGN
REGISTERED LIMITED LIABILITY PARTNERSHIP
2012 ANNUAL CONTINUATION REPORT

Filing Due Date:

July 1, 2012

Filing Fee: \$50

The undersigned, on behalf of the registered limited liability partnership set forth below, pursuant to Title 50, Chapter 2.2, Articles 9.1 of the Code of Virginia, states as follows:

MARK ONE: This annual continuation report is for a partnership OR a limited partnership.

1. The name of the **(mark one)** Virginia **OR** foreign registered limited liability partnership is:

_____.

2. The registered limited liability partnership's SCC ID # issued by the Commission is _____.

3. **(Foreign only)** The jurisdiction in which the foreign partnership or limited partnership is registered as a registered limited liability partnership is _____.
(state or other jurisdiction of formation)

4. The current address of the principal office, including the street and number, if any, is:

(number/street)

(city or town) (state) (zip code)

Signed on behalf of the registered limited liability partnership by the following partner, general partner, receiver or trustee:

(signature) (date)

(printed name) (telephone number (optional))

(title)

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 on the [Clerk's Office Home Page](#).

SEE INSTRUCTIONS ON THE REVERSE

INSTRUCTIONS TO FORM UPA-134 (ANNUAL CONTINUATION REPORT)

The annual continuation report must be in the English language, typewritten or printed in black, legible and reproducible, and it must be presented on uniformly white, opaque paper, free of visible watermarks and background logos. See § 50-73.83 of the Code of Virginia.

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

If the registered limited liability partnership is a (general) partnership, this report can be used to change its **principal office address** on the records of the Commission. If the registered limited liability partnership is a **limited partnership**, however, to change the principal office address on the records of the Commission it will need to submit, if it is a Virginia limited partnership, a certificate of amendment of a certificate of limited partnership (see form LPA-73.12), or, if it is a foreign limited partnership, an amended application for registration as a foreign limited partnership on form LPA-73.57. These forms can be downloaded from our website at www.scc.virginia.gov/clk/formfee.aspx

The principal office address, which may, but need not be, located in Virginia, 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. As the principal office is defined as the office where the chief executive offices of a registered limited liability partnership are located, a post office box is **not** acceptable. See § 50-73.79 of the Code of Virginia.

The annual continuation report must be signed on behalf of the registered limited liability partnership by a partner of a partnership or a general partner of a limited partnership, or by a receiver or trustee, if one has been appointed for the partnership or limited partnership.

The annual continuation report is to be **filed on or before July 1** of each year by each Virginia or foreign registered limited liability partnership of record with the Commission.

Pursuant to § 50-73.134 G of the Code of Virginia, the Commission cannot file with respect to any registered limited liability partnership any statement referred to in the Virginia Uniform Partnership Act until all annual continuation reports required to be filed with the Commission under the Act have been filed on behalf of such registered limited liability partnership.

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. See § 50-73.83 C of the Code of Virginia.

Submit the original, signed annual continuation report to State Corporation Commission, Office of the Clerk, 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 **\$50.00**, 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, 1-866-722-2551.

NOTES

Each Virginia limited partnership and each foreign limited partnership registered to transact business in Virginia is assessed an annual registration fee of \$50.00 as of July 1 of each year. See § 50-73.68 of the Code of Virginia. This assessment is unrelated and in addition to the \$50.00 filing fee needed to file the annual continuation report for a limited partnership that is registered as a registered limited liability partnership in Virginia.

A Virginia or foreign registered limited liability partnership is required to file an amendment to its statement of registration no later than 30 days after the partnership has changed its name or the partnership has knowledge that a material statement in the statement of registration was false or inaccurate when made or that any facts described therein have changed, making the statement of registration false in any material respect. See § 50-73.136 D of the Code of Virginia.

To change the registered agent and/or the registered office address, the registered limited liability partnership must file a certificate of change of registered agent/registered office on form UPA-135. This form can be requested by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above or visiting www.scc.virginia.gov/clk/ElectronicFormRequest.aspx.