

Instructions to Form LPA-73.11 – Certificate of Limited Partnership

Filing Requirements									
Required Fees	Filing Fee: \$100.00								
File Online Today	Paper Filing								
Visit https://cis.scc.virginia.gov to file the certificate of limited partnership in real time. Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	Download from https://scc.virginia.gov/pages/Virginia-Limited-Partnerships complete, print, and mail or deliver to below address: <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">State Corporation Commission</td> <td style="width: 50%;">Courier Delivery Address</td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1st 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>	State Corporation Commission	Courier Delivery Address	Clerk's Office	1300 E. Main St, 1 st floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
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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. DO NOT SEND CASH.								

Specific Instructions

Article I Name

The limited partnership's name *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 "RLLL" or "LLL."

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>

Article II Registered Agent

The registered agent's sole duty is to accept legal documents and notices on behalf of the company. The limited partnership may not serve as its own registered agent. The registered agent must be an individual or entity that meets one of the qualifications. Check the applicable box.

Article III Registered Office

The registered office location must be identical to the registered agent's business office.

- **Only use a rural route and box number if the registered office's location has no street address.**
- **Only use a post office box if (i) there is no street address or rural route and box number, or (ii) the town/city has a population of 2,000 or less.**

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- minimum 1.25" top margin and 0.75" all other sides
- size 8 1/2" x 11"
- no visible watermarks or background logos

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.

Provide the name of the county **or** independent city where the registered office is physically located.

Article IV General Partners

If a general partner 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 State Corporation Commission, the SCC ID number assigned to the general partner

Article V Principal Office

The principal office is the office, in or out of Virginia, 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.

The principal office address must be a complete post office address, including a street and number, if any. 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, as it cannot meet the foregoing requirements of a principal office.

Signature(s) of Organizers

This certificate must be signed by all of the general partners. This form may be modified 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.



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 limited partnership is _____.

2. A. The name of the limited partnership's initial 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.

3. A. The limited partnership's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

_____, VA _____.
(number/street) (city or town) (zip)

B. The registered office is physically located in the county **or** city of _____.

4. 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.

5. The limited partnership's principal office address, including the street and number, if any, is

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

Signature(s) of **all** general partner(s):

_____ (signature)	_____ (date)
_____ (printed name and title)	_____ (telephone number (optional))
_____ (signature)	_____ (date)
_____ (printed name and title)	_____ (telephone number (optional))