Instructions to Form LPA-73.11:3 – Certificate of Limited Partnership of a Virginia or Foreign Partnership Converting to a Virginia Limited Partnership

Filing Requirements

If the 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 SCC ID number that was assigned to the entity by the Commission.

Required Fees	Filing Fee: \$100.00				
File Online Today		Paper Filing			
Visit https://cis.scc.virginia.gov to file the certificate of limited		Download from https://scc.virginia.gov/pages/Virginia-Limited-			
partnership of a Virginia for foreign partnership converting to a		Partnerships or https://scc.virginia.gov/pages/Virginia-and-			
Virginia limited partnership in real time.		Foreign-Partnerships complete, print, and mail or deliver to			
		below address:			
Questions?		State Corporation Commission	Courier Delivery Address		
Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for		Clerk's Office	1300 E. Main St, 1st floor		
how-to guides, answers to	frequently asked questions, and helpful	P.O. Box 1197	Richmond, VA 23219		
videos.		Richmond, VA 23218-1197			
Pay online with a credit card or eCheck. No additional processing		Include a check payable to State Corporation Commission.			
fees apply for filing online.		DO NOT SEND CASH.			

Specific Instructions

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" <u>and</u>
 - (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.P." or the designation "RLLLP" or "LLLP."

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

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.

Provide the name of the county <u>or</u> independent city where the registered office is physically located.

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

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

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.

Additional Instructions

The conversion must be approved by the partners of the partnership in the manner provided in the partnership agreement for amendments to the partnership agreement or, if no such provision is made in the partnership agreement, by all of the partners

Signature(s) of Organizers

This certificate must be signed on behalf of the converting partnership and 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.

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.



Certificate of Limited Partnership of a Virginia or Foreign Partnership Converting to a Virginia Limited Partnership

The undersigned, on behalf of the 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 former partnership, the jurisdiction under whose law it was formed immediately prior to the filing of this certificate of limited partnership, and its SCC ID number, if assigned, are							
2.	(Mark this box only if applicable:) □ The former partnership is registered with the Commission as a registered limited liability partnership.							
3.	The partners have approved the conve of § 50-73.11:3 B of the Code of Virgin	partners have approved the conversion of the partnership to a limited partnership in accordance with the provisions 0-73.11:3 B of the Code of Virginia.						
4.	The name of the limited partnership is							
		(see instructions for name requirements)						
5.	(Mark if applicable:) The 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.							
6.	A. The name of the limited partnership	's initial registeredagent is						
	 □ a general partner of a gener □ a member or manager of a limit of a trustee of a trust that is a gener □ a member of the Virginia State 	ent of Virginia and ted partnership. rporation that is a general partner of the limite ral or limited partnership that is a general partnimited liability company that is a general partnigeneral partner of the limited partnership.	er of the er of the	limited partnership. limited partnership.				
7.	company authorized to transact business in Virginia. 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							
	(numb or/stroot)	(city or town)		VA				
	(number/street)	(city or town)		(ΖΙΡ)				
8 -	B. The registered office is physically located in the \square county or \square city of 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 assi	gned)	(jurisdiction of organization)				
	(number/street)	(city or town)	(state)	(zip)				
	(name of general partner)	(SCC ID #, if assi	gned)	(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 partnersh 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.							
9.	The limited partnership's principal office address, including the street and number, if any, is							
	(number/street)	(city or town)	(state)	(zip)				

Signed on behalf of the former partnership by the following partner:						
(signature)	(printed name)	(date)				
Signature(s) of all general partners of the resulting partnership:		(telephone number (optional))				
(signature)	(printed name and title	(date)				
(signature)	(printed name and title	(date)				