

Instructions to Form UPA-138 – Statement of Registration as a Foreign Registered Limited Liability Partnership

Filing Requirements									
The statement of registration must be accompanied by a duly authenticated certificate of status as a foreign registered limited liability partnership from the filing office in the jurisdiction in which the applicant is registered as a registered limited liability partnership.									
If the limited partnership has previously filed an application for registration to transact business in Virginia as a foreign limited partnership with the Commission, this statement must be accompanied by an Amended Application for Registration as a Foreign Limited Partnership (form LPA-73.57) that changes the limited partnership's name to that set forth in item 1 of this statement.									
Required Fees	Filing Fee: \$100.00								
File Online Today	Paper Filing								
Visit https://cis.scc.virginia.gov to file the statement of registration as a foreign registered limited liability partnership in real time.	Download from https://scc.virginia.gov/pages/Foreign-Registered-Limited-Liability-Partnerships complete, print, and mail or deliver to below address:								
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.	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%;">State Corporation Commission</td> <td style="width: 40%;">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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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.								

The person who files this statement must promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. See § 50-73.83 E of the Code of Virginia.

The registering partnership's name must be set forth in paragraph 1 exactly as the name appears in the its certificate of partnership, [(if any) or certificate of limited partnership] as amended, without alteration or abbreviation. If the name of the registering general partnership does not include 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," the registering general partnership must add one of the foregoing to its name for use in Virginia. See § 50-73.133 of the Code of Virginia. If the name of the registering limited partnership does not include either (1) (a) the words "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 "RLLLP" or "LLLP," the registering limited partnership must add one of the foregoing to its name for use in Virginia. See § 50-73.78 of the Code of Virginia.

If the registering partnership's real name is unavailable, it must adopt a designated name for use in Virginia. State the "for use in Virginia" name in parentheses in paragraph 1 of the application, following the registering partnership's real name. See § 50-73.138 of the Code of Virginia.

If the registering partnership was previously authorized or registered 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.

A limited partnership may not serve as its own registered agent.

The principal office address and the registered agent's business office address must include a street and number, if any. A rural route and box number may only be used if no street address is associated with the office location. 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 office location.

State the name of the county or independent city in which the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

Each person signing this statement must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a 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 execute a statement by an attorney-in-fact. See § 50-73.83 C of the Code of Virginia.

NOTE

LIMITED PARTNERSHIPS ONLY: The registered agent information must be identical to that which is presently on record with the Commission for the limited partnership. In order to change the registered agent and/or the registered agent's business address, a registered limited liability limited partnership must file a Statement of Change of Registered Office and/or Registered Agent on form LPA-73.5. This form can be completed and filed electronically through the Clerk's Information System <https://cis.scc.virginia.gov>. The form can also be requested on the Commission's website at <https://scc.virginia.gov/pages/Online-Forms-Request>.

Important Information

The statement 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

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.



Form
UPA-138
(Rev. 08/20)

State Corporation Commission

Statement of Registration as a Foreign Registered Limited Liability Partnership

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

MARK ONE: This statement of registration is for a partnership **OR** a limited partnership.

1. The name of the foreign registered limited liability partnership ("applicant") that hereby applies for status as a foreign registered limited liability partnership is (include, **if required**, any "for use in Virginia" name **in parentheses**)

_____.

2. A. The jurisdiction in which the applicant is registered as a limited liability partnership and the laws of which govern the agreement pursuant to which it was formed is _____.
(state or other jurisdiction)

B. The applicant's SCC ID number (if one has been previously issued) is _____.

C. **(Mark if applicable:)** The applicant was previously authorized or registered to transact business in Virginia as a foreign business entity. (See instructions.) **Set forth the additional required information on an attachment.**

3. The principal office address, including the street and number, if any, of the applicant is

_____.

(number/street)

(city or town)

(state)

(zip)

4. A. The name of the applicant'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 applicant.
- an officer or director of a corporate general partner of the applicant.
- a general partner of a general or limited partnership that is a general partner of the applicant.
- a member or manager of a limited liability company that is a general partner of the applicant.
- a trustee of a trust that is a general partner of the applicant.
- 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. The VIRGINIA registered office address, including the street and number, if any, which is the business office of the registered agent, is

_____.

(number/street)

(city or town)

(state)

(zip)

which is physically located in the county **or** city of _____.

Signatures of at least two partners of a partnership or one or more authorized general partners of a limited partnership:

(signature) (printed name) (title) (date)

(signature) (printed name) (title) (date)