

Natalie E. Tennant
Secretary of State
1900 Kanawha Blvd E.
Bldg 1, Suite 157-K
Charleston, WV 25305



Penney Barker, Manager
Corporations Division
Tel: (304)558-8000
Fax: (304)558-8381
www.wvsos.com

Hrs: 8:30 a.m. – 5:00 p.m. ET

FILE ONE ORIGINAL
(Two if you want a filed
stamped copy returned to you)
FEE: \$150.00

WEST VIRGINIA
STATEMENT OF REGISTRATION
OF FOREIGN
LIMITED PARTNERSHIP

Control # _____

****You must submit a current certificate of existence along with this application****

We, the undersigned, hereby register a foreign Limited Partnership to do business in West Virginia.

1. The **name** of the limited partnership in its home state is: _____

2. The **name** of the limited partnership to be used in WV (if different) is: _____

3. The limited partnership was formed under the laws of: State of: _____ Date: _____

4. The **address of office** required to be maintained in its home state, or, if not required, the **address of its principal office**: _____

5. The **name and mailing address** to whom **service of process** is to be sent, if any is: _____

6. The general character of the business in which the partnership engages is: _____

7. The name and the business address of each general partner is: (information is required for each general partner) Attach additional pages if necessary.

Name

Mailing Address

Name	Mailing Address
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

8. The address of the office at which is kept a list of names and addresses of the limited partners and their capital contributions is: _____

9. Business E-mail address where correspondence can be received: _____

10. **Contact and Signature Information:** (To be signed by one or more partners)

I, the undersigned, a general partner acting on behalf of the limited partnership, do hereby affirm that the partnership has determined to register as a foreign limited partnership under the provisions of West Virginia Code Chapter 47, Article 9, and that the information contained in this application is true, to the best of my knowledge.

Date	Name of Partner (Type or Print)	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Contact person to reach in case there is a problem with filing: _____

Phone #: _____

INFORMATION AND INSTRUCTIONS FOR FILING STATEMENT OF REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

The West Virginia Code Chapter 47, Article 9 governs the formation and operation of limited partnerships.

Are any types of businesses prevented from operating as limited partnerships?

West Virginia Code §47-9-6 precludes limited partnerships from carrying on the business of banking, brokerage or making insurance. Otherwise, they may engage in any business in which a partnership may engage.

What's the difference between a partnership and a limited partnership?

Registration - A “partnership” is “an association of two or more persons to carry on as co-owners of a business for profit” according to WV Code §47B-2-2. A general partnership can exist without any registration, and even without specific intent of the partners to form a partnership. A partnership may become a limited partnership, on the other hand, only by filing with the Secretary of State a “Certificate of Limited Partnership” (for in state companies) or a “Statement of Registration of Limited Partnership” (for out-of-state companies). A limited partnership consists of one or more general partners and one or more limited partners. The names of the general partners are required to be included in the certificate or statement, but the names of the limited partners are not.

Liability - In a general partnership, all partners are liable jointly and severally for all obligations of the partnership unless otherwise agreed by the claimant or provided by law. [§47B-3-6(a)] In a limited partnership, a limited partner is generally not liable for the obligations of the partnership unless “he is also a general partner or ... takes part in the control of the business...” or “knowingly permits his name to be used in the name of the limited partnership.” [§47-9-19]

What is necessary to form a limited partnership?

Partnership Agreement - Although a written agreement is not required by law, it can be the most important legal document partners have. Through the written agreement, partners can determine the partnership’s rules relating to admission of partners, voting, rights, and powers of partners, obligations for contributions, sharing of profits and losses, sharing of distributions, withdrawal or partners, events causing dissolution and other matters. Before filing the partnership certificate or registration, read the provisions of WV Code Chapter 47, Article 9 or obtain legal advice about this agreement. Once all your filings are made, the limited partnership is “in business” and only the law and your agreement will govern how issues can be resolved.

Filing with the Secretary of State - A limited partnership must file with the Secretary of State either on standard forms or in a document which contains all of the required information laid out in approximately the same order as the form. An in-state company files a “Certificate of Limited Partnership,” Form LP-1. An out-of-state limited partnership files a “Statement of Registration,” Form LP-2. The limited partnership will continue its existence in West Virginia until it is voluntarily dissolved or withdrawn through the proper filings.

What other filing requirements will there be?

Other Agencies - All forms of business must obtain a business franchise certificate from the Department of Tax & Revenue before doing business. Those with employees must register with Employment Security and Workers Compensation. Certain types of business require additional licenses or permits for certain activities.

Annual Report - Each limited partnership will be required to file an annual report with the Secretary of States office due by close of business June 30. Every domestic and foreign limited partnership must pay the \$25 annual report fee.

COMPLETING THE WEST VIRGINIA CERTIFICATE OF LIMITED PARTNERSHIP

1. Give the name of the limited partnership exactly as it is registered in its home state.
2. The name to be used in West Virginia may only be the same as the home state name if that name meets the requirements of West Virginia law and is available. The name may not:
 - a. contain the name of a limited partner unless the person or corporation is also a general partner, or unless the business has been carried on under the name before that limited partner was admitted.
 - b. may not be the same as and must be distinguishable from any other name which has been reserved or filed; and
 - c. may not include the word "engineer" or related words unless the purpose is to practice professional engineering and one or more of the partners is a registered professional engineer.
3. Enter the home state and date on which the organization of the limited partnership was filed in that state.
4. Please be sure the address includes any address necessary to receive mail.
5. A limited partnership may wish to maintain a person to which notice and process may be mailed. If the agent changes, you must notify the Secretary of State of such change.
6. Give a brief description of the type of business in which the partnership engages in the state.
7. The names and addresses of all general partners are required by law. Do not list limited partners here.
8. A limited partnership may maintain an office within the state, which need not be its place of business in which the partnership records are kept, such as lists of general and limited partners, copies of the certificate of limited partnership or amendment, any power of attorney, tax returns, partnership agreements, financial statements and other matters.
9. Business e-mail address where correspondence from our office may be received.
10. The signature of at least one general partner is required.

Filing with the Secretary of State

File the one completed application (two if you would like a filed stamped copy returned to you), along with the correct filing fee and a current certificate of existence. Make checks payable to the WV Secretary of State. Mail the application to the address on the top of the form.

Fee for filing Limited Partnership	\$150
Add \$15 per certified copy requested	+ _____
Amount Enclosed	_____