

INSTRUCTIONS – CERTIFICATE OF A LIMITED PARTNERSHIP RCW

25.10

General Instructions: Use dark ink only. Complete the entire form and enter all requested information in the fields provided. A fillable .pdf version of this form is available for download, or you can file online at www.sos.wa.gov/corps

Mail: Send the completed form and payment to the address listed above.

Payment: Make checks or money orders payable to “Secretary of State.” Checks cannot be backdated more than 60 days from the date the check is received.

Expedited Service: If expedited service is requested, include an *additional* \$50 fee and check the box indicating expedited service on page 1.

Fees: The filing fee for the Certificate of a Limited Partnership is \$180.00

Initial Report: An initial report is due within 120 days of the effective date of this formation per RCW 23.95.255. The report may be included with this formation at no additional fee. If the Initial Report is not submitted with this formation, a \$10 filing fee will apply.

ALL FILING FEES ARE NON-REFUNDABLE. ALL DOCUMENTS ARE PUBLIC RECORD

(1) Unified Business Identifier (UBI): If the entity has previously filed with another state agency such as the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department, the entity may already have a 9-digit UBI number that can be entered. Do not enter the UBI number of a Sole Proprietorship or General Partnership. If the entity does not have a UBI number, select “No” and continue with the filing. If “No” is selected, the entity will be issued a UBI number upon successful completion of the filing.

(2) Entity Name: In accordance with RCW 23.95.305, a Limited Partnership must contain the designation Limited Partnership or the abbreviation LP or L.P. The Limited Partnership name must be distinguishable upon the records of the Secretary of State from any other entity already registered with the Secretary of State’s Office. A Limited Partnership may elect to become a Limited Liability Limited Partnership by checking the designated box. If this entity will be an LLLP the name must include Limited Liability Limited Partnership or LLLP or L.L.L.P. in the name. If the designation is omitted, it will default to LP or if LLLP election is selected, it will default to LLLP when processed.

If a name has been reserved and a Name Reservation Number has been provided, enter the Number and Name in the appropriate section. If a Name Reservation has not been provided, select “no” and enter a name to submit for review.

(3) Period of Duration: This Company shall have a perpetual duration per RCW 25.10.021(3).

(4) Effective Date: Select the date this filing is to be effective. If “Date of Filing” is selected, the effective date will be the date the submission is completed by our office. A future effective date may be specified which may not be more than 90 days **after** the date of filing.

(5) Registered Agent: All entities must have a Registered Agent in Washington State per RCW 23.95.415. Select only **one** type of agent. The Consent of the Registered Agent **must** be signed, regardless of the type of Registered Agent. Print the name and title of the person signing and provide the date of signature.

- **Option 1:** Commercial Registered Agent is an entity or individual registered with the Office of the Secretary of State, whose nature of business it is to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the entity. A Commercial Registered Agent has a verified address on record with the Office of the Secretary of State.
 - Select “Yes” or “No.”
 - If “Yes,” provide the name of the Commercial Registered Agent. An address is not required.
 - If “No,” continue to Option 2: Noncommercial Registered Agent directions below.
- **Option 2:** Noncommercial Registered Agent is an entity or individual who agrees to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the entity.
 - Make **one** selection: Individual, Entity, or Office/Position, and fill out accordingly.
 - Individual: Write the individual’s first and last name.
 - Entity: Write the entity’s full name.
 - Office/Position: Write the office or position such as President, Secretary, or Member.
 - Provide the required **physical** street address of the Noncommercial Registered Agent. You may also provide the mailing address if needed. Addresses **must** be in Washington State.
 - Provide a contact phone number and email address (optional). This information will be used if there are any questions regarding the submission.

(6) Principal Office: Enter the principal office address. This is the place where the entity’s records are kept. This address must be a physical address. A PO Box or PMB will not be accepted. The address does not need to be in Washington State.

(7) Return Address for this Filing: This section is optional. This address will be sent document(s) regarding this specific filing in addition to the document(s) being sent to the Registered Agent's street/ mailing address.

(8) General Partners: List the name, address, and signature for each general partner. If necessary, you may attach additional names, addresses, and signatures. The original Certificate of Limited Partnership must be signed by all general partners named therein.

If you have questions, need assistance, or would like to provide feedback, visit the Corporations & Charities Division website at www.sos.wa.gov/corps or call 360-725-0377



Office of the Secretary of State

Corporations & Charities Division

This Box For Office Use Only

Physical/Overnight address

801 Capitol Way S
Olympia, WA 98501-1226
Tel: 360.725.0377

Mailing Address

PO Box 40234
Olympia, WA 98504-0234
www.sos.wa.gov/corps

- ☐ **Filing Fee \$180**
☐ **To Expedite Filing Add \$50**

Certificate of Limited Partnership

RCW 25.10

All fields required unless otherwise specified

(1) Do you already have a UBI Number? (Check one) ☐ Yes ☐ No If Yes, provide UBI # _____

If No, a new UBI# will be issued to you upon successful completion of the filing.

(2) ENTITY NAME: _____

If designation is not provided, it will be defaulted to LP

For name requirements review the following RCW(s): RCW 23.95.305

Is the Limited Partnership an LLLP? (Check one) ☐ Yes ☐ No

If Yes, the entity name must contain one of the following: "LLLP", "L.L.L.P.", "Limited Liability Limited Partnership"

If designation is not provided, it will be defaulted to LLLP

Does the entity have a name reserved? (Check one) ☐ Yes ☐ No

If Yes, provide the Name Reservation Number and Name If No, provide only the name

Reservation Number: _____

Name: _____

(3) PERIOD OF DURATION : This company shall have a Perpetual Duration per RCW 25.10.021 (3)

(4) EFFECTIVE DATE: Please check ONE of the following:

- ☐ Date of filing ☐ Specify a date _____ cannot be more than 90 days following received date

(5) REGISTERED AGENT:

Is the Registered Agent a Commercial Registered Agent? ☐ Yes ☐ No

If Yes, provide the name of the Commercial Registered Agent: _____

A Commercial Registered Agent is an entity or individual that is registered with the Office of the Secretary of State to receive legal documents on behalf of a corporation. A Commercial Registered Agent has the entities/individual's address on record with the office.

A Registered Agent consent is still required for a Commercial Registered Agent located below.

If No, please continue below

Please complete **ONE** type of Registered Agent below. Be sure to include the name below the checked box.
Then continue to provide the required street address. Mailing address if needed.

☐ **Individual**

First and last name of a Non-commercial
Registered Agent. (Any person not registered
as a Commercial Registered Agent.)

☐ **Entity**

Name of a Non-commercial Registered Agent.
(Any business not registered as a Commercial
Registered Agent.)

☐ **Office or Position**

List the Office or Position serves as agent. (Only
if using the specific office or position as the
registered agent, no matter who holds the
position like: Secretary, Member or Treasurer.)

Phone: _____

Email: _____

Registered Agent Street Address (required)
(Must be a physical address No PO Box or PMB)

Country: United States State: Washington

Address : _____

Zip: _____ City: _____

Registered Agent Mailing Address (optional)

☐ Check if mailing address is the same as street address

Country: United States State: Washington

Address : _____

Zip: _____ City: _____

CONSENT TO SERVE AS REGISTERED AGENT - REQUIRED FOR ALL TYPES

I hereby consent to serve as Registered Agent in the State of Washington for the named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Signature of Registered Agent

Printed Name/Title

Date

(6) PRINCIPAL OFFICE: *The place where the entity's records are kept

Principal Office Street Address
(Must be a physical address; No PO Box or PMB)

Address: _____

Zip: _____ City: _____

State: _____ Country: _____

Mailing Address (optional)

☐ Check if mailing address is the same as street address.

Address: _____

Zip: _____ City: _____

State: _____ Country: _____

Phone: (optional) _____ Email: (optional) _____

(7) RETURN ADDRESS FOR THIS FILING: (Optional)

This address will be sent document(s) regarding this specific filing in addition to document (s) being sent to the Registered Agent's street/ mailing address.

Attention to: _____ Email: _____

Address: _____

City _____ State _____ Zip _____

(8) GENERAL PARTNERS

Name, Mailing Address and Signature of Each General Partner required. Attach additional sheet if necessary.

I hereby certify, under penalty of law, that the above information is accurate and complies with the filing requirements of state law.

First Name: _____ Last Name: _____

Address: _____ City _____ State _____ Zip Code _____

Signature of Partner

Printed Name/Title

Date

First Name: _____ Last Name: _____

Address: _____ City _____ State _____ Zip Code _____

Signature of Partner

Printed Name/Title

Date