

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. At our website www.sos.wa.gov/corps a fillable .pdf version of this form is available or you can file online at www.cafs.sos.wa.gov

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.

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

Expedited Service: If expedited service is requested, an *additional* \$50 must be added to the filing fee. Check the box indicating expedited service on page one.

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

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

(1) Unified Business Identifier (UBI): If the business 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 business 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 business does not have a UBI number, select "No" and continue with the filing. If "No" is selected, the business will be issued a UBI number upon successful completion of the filing.

(2) Business Name: Provide the name for review. 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".

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 business already registered with the Secretary of State's Office. If the designation is omitted, it will default to LP when processed.

A Limited Partnership may elect to become a Limited Liability Limited Partnership by checking the designated box. If this business 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 and the election is selected, it will default to LLLP when processed.

(3) Period of Duration: This Company shall have a perpetual duration per [RCW 25.10.021\(3\)](http://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 businesses 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.

- **Commercial Registered Agent** is a business or individual registered with the Office of the Secretary of State, whose nature of business it is to receive legal documents, notices, or demands required or permitted by law to be served on behalf of the business. 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 Noncommercial Registered Agent.

- **Noncommercial Registered Agent** is a business or individual who agrees to receive legal documents, notice, or demand required or permitted by law to be served on behalf of the business.
 - Make **one** selection: Individual, Business, or Office/Position, and fill out accordingly.
 - Individual: Write the individual’s first and last name.
 - Business: Write the business’s full name.
 - Office/Position: Write the office or position such as President, Secretary, Treasurer, 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. 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 business’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: If provided, the confirmation regarding this specific filing will be sent to this address, in addition to the Registered Agent’s 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, please visit the Corporations Division website at sos.wa.gov/corps email corps@sos.wa.gov or call 360-725-0377.



Physical/Overnight address **Mailing Address**
 801 Capitol Way S PO Box 40234
 Olympia, WA 98501-1226 Olympia, WA 98504-0234
 Tel: 360.725.0377 www.sos.wa.gov/corps

This Box For Office Use Only

- 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 No.? (Check one) Yes No If Yes, provide UBI No.: _____

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

(2) BUSINESS NAME: _____

If designation is not provided, it will default 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 business name must contain one of the following: “LLLP”, “L.L.L.P.”, “Limited Liability Limited Partnership”

If designation is not provided, it will default to LLLP

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

If Yes, provide the Name Reservation Number and Name

Reservation Number: _____

Reserved Name: _____

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

(4) EFFECTIVE DATE: Check **ONE** of the following:

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

(5) REGISTERED AGENT:

COMMERCIAL REGISTERED AGENT

A Commercial Registered Agent is a business 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 address has been registered with our office.

Is the Registered Agent a Commercial Registered Agent? (Check one) Yes No

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

The Commercial Registered Agent must sign the consent to serve below.

If No, continue below

NON-COMMERCIAL REGISTERED AGENT

Please complete **ONE** type of Registered Agent below and provide the name in the selected box. Then continue to provide the required street address. Mailing address is optional.

<input type="checkbox"/> Individual: _____	Provide the first and last name of the individual serving as the Registered Agent. (Any person not registered as a Commercial Registered Agent.)
<input type="checkbox"/> Business: _____	Provide the name of the business serving as the Registered Agent. (Any business not registered as a Commercial Registered Agent.)
<input type="checkbox"/> Office or Position: _____	<u>Do not</u> list a business or individual's name. Provide the office or position that serves as the Registered Agent. (Examples: President, Secretary, Treasurer, or Member)
Phone: _____	Email: _____
Registered Agent Street Address (required) (Must be a physical address; No PO Box or PMB) Country: <u>United States</u> State: <u>Washington</u> Address : _____ _____ Zip: _____ City: _____	Registered Agent Mailing Address (optional) <input type="checkbox"/> Check if mailing address is the same as street address Country: <u>United States</u> State: <u>Washington</u> 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 business. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the business; to forward mail to the business; 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 business'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: _____ Email: _____

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

If provided, the confirmation regarding this specific filing will be sent to the address below, in addition to the Registered Agent's address.

Attention: _____ 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.

Name: _____

Address: _____ City: _____ State: _____ Zip Code: _____

Signature of Partner

Printed Name/Title

Date

Name: _____

Address: _____ City: _____ State: _____ Zip Code: _____

Signature of Partner

Printed Name/Title

Date
