



State of California Secretary of State

LP-5

File # _____

FOREIGN LIMITED PARTNERSHIP APPLICATION FOR REGISTRATION

A \$70.00 filing fee AND a certificate of good standing by an authorized public official of the jurisdiction of formation must accompany this form.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

ENTITY NAME (See instructions for name requirements in the State of California.)

1. NAME OF FOREIGN LIMITED PARTNERSHIP

2. ALTERNATE NAME (if the name in Item 1 does not comply with the requirements of California Corporations Code section 15901.08. See instructions)

OFFICE ADDRESSES (Please do not abbreviate the name of the city.)

3. ADDRESS OF PRINCIPAL OFFICE CITY STATE ZIP CODE

4. ADDRESS OF OFFICE REQUIRED IN THE JURISDICTION OF FORMATION, IF ANY CITY STATE ZIP CODE

DATE AND PLACE OF ORGANIZATION

5. THE FOREIGN LIMITED PARTNERSHIP WAS FORMED ON _____ - _____ - _____ UNDER THE LAWS OF _____.
(MONTH) (DAY) (YEAR) (STATE OR COUNTRY)

INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA (If the initial agent is an individual, the agent must reside in California and both Items 6 and 7 must be completed. If the initial agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 6 must be completed (leave Item 7 blank).)

6. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS

7. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CA CITY STATE ZIP CODE

CA

GENERAL PARTNERS (Enter the names and addresses of all the general partners. Attach additional pages, if necessary. Attachments, if any, are incorporated herein by this reference and made part of this document.)

8a. NAME ADDRESS CITY STATE ZIP CODE

8b. NAME ADDRESS CITY STATE ZIP CODE

FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP

9. CHECK THIS BOX IF THE FOREIGN LIMITED PARTNERSHIP IS A FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP.

EXECUTION (This document must be signed by at least one general partner of the foreign limited partnership. If additional signature space is necessary, the signatures may be made on an attachment to this document.)

10. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

DATE

SIGNATURE OF GENERAL PARTNER

TYPE OR PRINT NAME OF GENERAL PARTNER

INSTRUCTIONS FOR COMPLETING THE APPLICATION FOR REGISTRATION (FORM LP-5)

For easier completion, this form is available on the Secretary of State's website at <http://www.sos.ca.gov/business/> and can be viewed, filled in and printed from your computer. The completed form along with the applicable fees can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

LEGAL AUTHORITY: Statutory filing requirements are found in California Corporations Code section [15909.02](#). All statutory references are to the California Corporations Code, unless otherwise stated. **Note:** Signing Form LP-5 constitutes an affirmation under penalty of perjury that the facts stated in the document are true. (Section [15902.08\(b\)](#).)

ADDITIONAL REQUIREMENT: Attach to Form LP-5 a valid certificate of good standing (or other record of similar import) by an authorized public official of the jurisdiction under which the foreign limited partnership is organized.

FEES: The fee for filing Form LP-5 is \$70.00. There is an additional \$15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted separately for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document within a guaranteed time frame can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at <http://www.sos.ca.gov/business/precexp.htm> for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

COPIES: The Secretary of State will certify two copies of the filed document(s) without charge, provided that the copies are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

MINIMUM TAX REQUIREMENT: Filing this document shall obligate most limited partnerships to pay an annual minimum tax of \$800.00 to the Franchise Tax Board pursuant to California Revenue and Taxation Code section [17935](#).

Complete the Application for Registration (Form LP-5) as follows:

- Item 1.** Enter the name of the foreign limited partnership as registered in the foreign jurisdiction.
- Item 2.** If the name in Item 1 does not comply with the requirements of California Corporations Code section [15901.08](#), then enter an alternate name meeting those requirements (i.e., the name must end with the phrase "Limited Partnership" or the abbreviation "LP" or "L.P." and may not contain the words "bank," "insurance," "trust," "trustee," "incorporated," "inc.," "corporation," or "corp." Note: If the foreign limited partnership is a foreign limited liability limited partnership, the name must contain the phrase "limited liability limited partnership," or the abbreviation "LLLP" or "L.L.L.P." and may not contain the abbreviation "LP" or "L.P.").
- Item 3.** Enter the address, including the zip code, of the principal office. Do not abbreviate the name of the city. (Section [15901.02](#).)
- Item 4.** Enter the address, including the zip code, of the office required to be maintained by the foreign limited partnership under the laws of the foreign jurisdiction, if any. Do not abbreviate the name of the city.
- Item 5.** Enter the date of formation and the state (or other jurisdiction) under which the foreign limited partnership is organized.
- Items 6 & 7.** Enter the name of the initial agent for service of process in California. An agent is an individual, whether or not affiliated with the limited partnership, who resides in California or a corporation designated to accept service of process if the limited partnership is sued. The agent should agree to accept service of process on behalf of the limited partnership prior to designation. If a corporation is designated as agent, that corporation must have previously filed with the Secretary of State, a certificate pursuant to Corporations Code section 1505. Note: **A limited partnership cannot act as its own agent** and no domestic or foreign corporation may file pursuant to Section [1505](#) unless the corporation is currently authorized to engage in business in California and is in good standing on the records of the Secretary of State.
- If an individual is designated as the initial agent, complete Items 6 and 7. If a corporation is designated as the initial agent, complete only Item 6 and proceed to Item 8 (do not complete Item 7).
- Items 8a - 8b.** Enter the name and address of each general partner. Do not abbreviate the name of the city. If there are more than two general partners, state the name and address of each additional general partner in an attachment to Form LP-5.
- Item 9.** Check the box if the foreign limited partnership is a foreign limited liability limited partnership.
- Item 10.** Form LP-5 must be signed by at least one general partner of the foreign limited partnership. If additional signature space is necessary, the signatures may be made on an attachment to Form LP-5.
- If Form LP-5 is signed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section _____" identifying the appropriate statutory authority. (Section [15902.05](#).)
 - If Form LP-5 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of the partner)." (Section [15902.04](#))
 - If a trust is designated as a general partner, Form LP-5 should be signed by a trustee as follows: _____ trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

Any attachments to Form LP-5 are incorporated by reference and made part of Form LP-5. All attachments should be 8 ½" x 11", one-sided and legible.