



State of California Secretary of State Kevin Shelley

CERTIFICATE OF LIMITED PARTNERSHIP

**A \$70.00 filing fee must accompany this form.
IMPORTANT – Read instructions before completing this form**

This Space For Filing Use Only

1. Name of the limited partnership (end the name with the words "Limited Partnership" or the abbreviation "L.P.")			
2. Street address of principal executive office		City and state	Zip code
3. Street address of California office where records are kept		City	Zip code
CA			
4. Complete if limited partnership was formed prior to July 1, 1984 and is in existence on the date this certificate is executed. The original limited partnership certificate was recorded on _____ with the recorder of _____ county. File or recordation number _____			
5. Name the agent for service of process and check the appropriate provision below: _____ which is <input type="checkbox"/> an individual residing in California. Proceed to item 6. <input type="checkbox"/> a corporation which has filed a certificate pursuant to section 1505. Proceed to item 7.			
6. If an individual California address of the agent for service of process: Address: City: _____ State: CA Zip code: _____			
7. Names and addresses of all general partners: (Attach additional pages, if necessary)			
A. Name: Address: City: _____ State: _____ Zip code: _____			
B. Name: Address: City: _____ State: _____ Zip code: _____			
8. Indicate the <u>number</u> of general partners' signatures required for filing certificates of amendment, restatement, merger, dissolution, continuation and cancellation.			
9. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate. Other matters may include the purpose of business of the limited partnership E.G. Gambling Enterprise.			
10. Number of pages attached, if any:			
11. I certify that the statements contained in this document are true and correct to my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.			
_____	_____	_____	_____
Signature	Position or Title	Print Name	Date
_____	_____	_____	_____
Signature	Position or Title	Print Name	Date

INSTRUCTIONS FOR COMPLETING CERTIFICATE OF LIMITED PARTNERSHIP (FORM LP-1)

DO NOT ALTER THIS FORM

Type or legibly print in black ink.

- Attach the fee for filing the Certificate of Limited Partnership (LP-1) with the Secretary of State. The fee is seventy dollars (\$70).
- Make check(s) payable to the Secretary of State.
- Send the executed document and filing fee to:

California Secretary of State
Limited Partnership Unit
P.O. Box 944225
Sacramento, CA 94244-2250

- Fill in the items as follows:

- Item 1.** Enter the name of the limited partnership as it appears in the partnership agreement. The name shall contain the words "limited partnership" or the abbreviation "L.P." at the end. The name of the limited partnership may not contain the words "bank," "insurance," "trust," "trustee," "incorporated," "inc.," "corporation," or "corp.". (Section 15612)
- Item 2.** Enter the complete street address, including the zip code, of the principal executive office. DO NOT show a P.O. Box or abbreviate the name of the city.
- Item 3.** Enter the complete street address, including the zip code, of the California address where the records are kept. DO NOT show a P.O. Box or abbreviate the name of the city. (Section 15614)
- Item 4.** This item is to be completed only by those limited partnerships formed prior to July 1, 1984. (Section 15712(b)(2))
- Item 5.** Enter the name of the agent for service of process in this state. The agent for service of process must be an individual residing in California or a corporation that has filed a certificate pursuant to Section 1505. Check the appropriate provision.
- Item 6.** If an individual is designated as the agent for service of process, enter a business or residential address in California. **DO NOT** enter "in care of" (c/o) or abbreviate the name of the city. **DO NOT** enter an address if a corporation is designated as the agent for service of process.
- Item 7.** Enter the names and addresses, including the zip code, of all general partners. DO NOT abbreviate names of the cities. Attach additional pages, if necessary.
- If a general partner is a trust, both the names of the trust (including the date of the trust, if applicable) and the trustee must be listed. Example: Mary Todd, trustee of the Lincoln Family Trust U/T/A 5-1-94.
- Item 8.** Indicate the number of general partners' signatures required for filing certificates of amendment, restatement, merger, dissolution, continuation, and cancellation.
- Item 9.** Enter the total number of pages attached, if any. The Certificate of Limited Partnership (LP-1) may include other matters that the person filing the Certificate of Limited Partnership determines to include. Other matters may include the purpose of business of the limited partnership e.g. "gambling enterprise". If other matters are to be included, attach one or more pages setting forth the other matters. All attachments should be 8½" x 11", one-sided and legible.
- Item 10.** The Certificate of Limited Partnership (LP-1) shall be executed and acknowledged with the original signatures of all general partners, unless it is filed pursuant to the provisions of Sections 15625 or 15633. A facsimile or photocopy of the signature is not acceptable for the purpose of filing with the Secretary of State.

If the Certificate is filed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section _____," identifying the appropriate code section (Section 15625(c)).

If the Certificate is signed by an attorney-in-fact the signature must be followed by the words "Attorney-in-fact for (name of the partner)."

If an association is designated as a general partner, the person who signs for the association must state the **exact** name of the association, his/her name, and his/her position/title.

If a trust is designated as a general partner, the certificate must 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).

- Statutory provisions can be found in Section 15621 of the California Corporations Code, unless otherwise indicated.
- For further information contact the Limited Partnership Unit at (916) 653-3365.

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

EIN

OMB No. 1545-0003

▶ See separate instructions for each line. ▶ Keep a copy for your records.

Type or print clearly.	1 Legal name of entity (or individual) for whom the EIN is being requested	
	2 Trade name of business (if different from name on line 1)	3 Executor, trustee, "care of" name
	4a Mailing address (room, apt., suite no. and street, or P.O. box)	5a Street address (if different) (Do not enter a P.O. box.)
	4b City, state, and ZIP code	5b City, state, and ZIP code
	6 County and state where principal business is located	
	7a Name of principal officer, general partner, grantor, owner, or trustor	7b SSN, ITIN, or EIN

8a Type of entity (check only one box)

<input type="checkbox"/> Sole proprietor (SSN) _____	<input type="checkbox"/> Estate (SSN of decedent) _____
<input type="checkbox"/> Partnership	<input type="checkbox"/> Plan administrator (SSN) _____
<input type="checkbox"/> Corporation (enter form number to be filed) ▶ _____	<input type="checkbox"/> Trust (SSN of grantor) _____
<input type="checkbox"/> Personal service corp.	<input type="checkbox"/> National Guard <input type="checkbox"/> State/local government
<input type="checkbox"/> Church or church-controlled organization	<input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military
<input type="checkbox"/> Other nonprofit organization (specify) ▶ _____	<input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises
<input type="checkbox"/> Other (specify) ▶ _____	Group Exemption Number (GEN) ▶ _____

8b If a corporation, name the state or foreign country (if applicable) where incorporated

State	Foreign country
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9 Reason for applying (check only one box)

<input type="checkbox"/> Started new business (specify type) ▶ _____	<input type="checkbox"/> Banking purpose (specify purpose) ▶ _____
<input type="checkbox"/> Hired employees (Check the box and see line 12.)	<input type="checkbox"/> Changed type of organization (specify new type) ▶ _____
<input type="checkbox"/> Compliance with IRS withholding regulations	<input type="checkbox"/> Purchased going business
<input type="checkbox"/> Other (specify) ▶ _____	<input type="checkbox"/> Created a trust (specify type) ▶ _____
	<input type="checkbox"/> Created a pension plan (specify type) ▶ _____

10 Date business started or acquired (month, day, year) _____ **11** Closing month of accounting year _____

12 First date wages or annuities were paid or will be paid (month, day, year). **Note:** If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year) ▶ _____

13 Highest number of employees expected in the next 12 months. **Note:** If the applicant does not expect to have any employees during the period, enter "-0-." ▶ _____

	Agricultural	Household	Other
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14 Check **one** box that best describes the principal activity of your business.

<input type="checkbox"/> Construction	<input type="checkbox"/> Rental & leasing	<input type="checkbox"/> Transportation & warehousing	<input type="checkbox"/> Health care & social assistance	<input type="checkbox"/> Accommodation & food service	<input type="checkbox"/> Wholesale-agent/broker
<input type="checkbox"/> Real estate	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Finance & insurance	<input type="checkbox"/> Other (specify)	<input type="checkbox"/> Wholesale-other	<input type="checkbox"/> Retail

15 Indicate principal line of merchandise sold; specific construction work done; products produced; or services provided.

16a Has the applicant ever applied for an employer identification number for this or any other business? Yes No
Note: If "Yes," please complete lines 16b and 16c.

16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above.
 Legal name ▶ _____ Trade name ▶ _____

16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known.

Approximate date when filed (mo., day, year)	City and state where filed	Previous EIN
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Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.	
	Designee's name	Designee's telephone number (include area code) ()
	Address and ZIP code	Designee's fax number (include area code) ()

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (type or print clearly) ▶ _____	Applicant's telephone number (include area code) ()
Signature ▶ _____	Applicant's fax number (include area code) ()
	Date ▶ _____

Do I Need an EIN?

File Form SS-4 if the applicant entity does not already have an EIN but is required to show an EIN on any return, statement, or other document.¹ **See also the separate instructions for each line on Form SS-4.**

IF the applicant...	AND...	THEN...
Started a new business	Does not currently have (nor expect to have) employees	Complete lines 1, 2, 4a-6, 8a, and 9-16c.
Hired (or will hire) employees, including household employees	Does not already have an EIN	Complete lines 1, 2, 4a-6, 7a-b (if applicable), 8a, 8b (if applicable), and 9-16c.
Opened a bank account	Needs an EIN for banking purposes only	Complete lines 1-5b, 7a-b (if applicable), 8a, 9, and 16a-c.
Changed type of organization	Either the legal character of the organization or its ownership changed (e.g., you incorporate a sole proprietorship or form a partnership) ²	Complete lines 1-16c (as applicable).
Purchased a going business ³	Does not already have an EIN	Complete lines 1-16c (as applicable).
Created a trust	The trust is other than a grantor trust or an IRA trust ⁴	Complete lines 1-16c (as applicable).
Created a pension plan as a plan administrator ⁵	Needs an EIN for reporting purposes	Complete lines 1, 2, 4a-6, 8a, 9, and 16a-c.
Is a foreign person needing an EIN to comply with IRS withholding regulations	Needs an EIN to complete a Form W-8 (other than Form W-8ECI), avoid withholding on portfolio assets, or claim tax treaty benefits ⁶	Complete lines 1-5b, 7a-b (SSN or ITIN optional), 8a-9, and 16a-c.
Is administering an estate	Needs an EIN to report estate income on Form 1041	Complete lines 1, 3, 4a-b, 8a, 9, and 16a-c.
Is a withholding agent for taxes on non-wage income paid to an alien (i.e., individual, corporation, or partnership, etc.)	Is an agent, broker, fiduciary, manager, tenant, or spouse who is required to file Form 1042 , Annual Withholding Tax Return for U.S. Source Income of Foreign Persons	Complete lines 1, 2, 3 (if applicable), 4a-5b, 7a-b (if applicable), 8a, 9, and 16a-c.
Is a state or local agency	Serves as a tax reporting agent for public assistance recipients under Rev. Proc. 80-4, 1980-1 C.B. 581 ⁷	Complete lines 1, 2, 4a-5b, 8a, 9, and 16a-c.
Is a single-member LLC	Needs an EIN to file Form 8832 , Classification Election, for filing employment tax returns, or for state reporting purposes ⁸	Complete lines 1-16c (as applicable).
Is an S corporation	Needs an EIN to file Form 2553 , Election by a Small Business Corporation ⁹	Complete lines 1-16c (as applicable).

¹ For example, a sole proprietorship or self-employed farmer who establishes a qualified retirement plan, or is required to file excise, employment, alcohol, tobacco, or firearms returns, must have an EIN. **A partnership, corporation, REMIC (real estate mortgage investment conduit), nonprofit organization (church, club, etc.), or farmers' cooperative must use an EIN for any tax-related purpose even if the entity does not have employees.**

² However, **do not** apply for a new EIN if the existing entity only (a) changed its business name, (b) elected on Form 8832 to change the way it is taxed (or is covered by the default rules), or (c) terminated its partnership status because at least 50% of the total interests in partnership capital and profits were sold or exchanged within a 12-month period. (The EIN of the terminated partnership should continue to be used. See Regulations section 301.6109-1(d)(2)(iii).)

³ Do not use the EIN of the prior business unless you became the "owner" of a corporation by acquiring its stock.

⁴ However, IRA trusts that are required to file **Form 990-T**, Exempt Organization Business Income Tax Return, must have an EIN.

⁵ A plan administrator is the person or group of persons specified as the administrator by the instrument under which the plan is operated.

⁶ Entities applying to be a Qualified Intermediary (QI) need a QI-EIN even if they already have an EIN. **See Rev. Proc. 2000-12.**

⁷ See also *Household employer* on page 4. (**Note:** State or local agencies may need an EIN for other reasons, e.g., hired employees.)

⁸ Most LLCs **do not** need to file Form 8832. See **Limited liability company (LLC)** on page 4 for details on completing Form SS-4 for an LLC.

⁹ An existing corporation that is electing or revoking S corporation status should use its previously-assigned EIN.

