

State of Nevada
Office of the Secretary of State

**Limited Partnership
Filing Packet**



Compiled By:
Commercial Recordings Division of
Dean Heller
Secretary of State

202 N. Carson Street
Carson City, NV 89701-4201
(775)684-5708

555 E. Washington Avenue, #4000
Las Vegas, NV 89101
(702)486-2880



DEAN HELLER
Secretary of State

202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

Instructions for Certificate of Limited Partnership (PURSUANT TO NRS 88)

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.

1. **Name of the Limited Partnership.** The name may NOT contain the name of a limited partner unless it is also the name of a general partner or the corporate name of a corporate general partner, or the business of the limited partnership was carried out under that name before the admission of the limited partner and may not include anything that would imply that it was organized for any purpose other than that stated in the certificate. The name must contain the words "Limited Partnership," or initials "L.P." or "LP". The name must be distinguishable from the name of a limited-liability company, limited partnership, limited-liability partnership, business trust or corporation already on file in this office. A name may be reserved, if available, for 90 days by submitting a written request with a \$20.00 filing fee to the office of the Secretary of State. For details you may call (775) 684-5708 or write to the Secretary of State, 202 North Carson Street, Carson City NV, 89701-4201.
2. **Location of Records Office.** State the street address in Nevada where the location of the records required by NRS 88.335 are maintained.
3. **Resident Agent.** Persons wishing to file a certificate of limited partnership in the State of Nevada must designate a person as a resident agent who resides or is located in this state. Every resident agent must have a street address in the state of Nevada for the service of process, and may have a separate mailing address such as a post office box, which may be different from the street address
4. **Dissolution Date.** State the latest date upon which the limited partnership is to dissolve.
5. **Other Matters.** Self-explanatory. Use 8 ½" x 11" white paper and attach to the certificate.
6. **Signatures of General Partners.** State the names and business addresses of **all** general partners. If there are more than four general partners use 8 ½" x 11" white paper to list all remaining general partners and attach it to the certificate. **Each** general partner of the limited partnership **must** sign the certificate.
7. **Resident Agent Acceptance.** The resident agent must complete and sign the certificate of acceptance at bottom of form or attach a separate signed certificate of acceptance.

*****IMPORTANT*****

INITIAL LIST OF GENERAL PARTNERS: Pursuant to NRS 88.395, each limited partnership organized under the laws of this state shall, on or before the first day of the second month after the filing of its certificate of limited partnership, and annually thereafter, file its list of general partners and resident agent. The initial list fee is \$165.00, thereafter, \$85.00 per year. Forms will be mailed to you upon the filing of your limited partnership and annually thereafter to the entity's resident agent.

COPIES: Pursuant to NRS 88.415 you **must** send in the number of copies you would like certified and returned to you in addition to the original certificate to be filed. A filing fee of \$20.00 for each certification is required. NRS 88.335 requires that a limited partnership have at least one copy of the certificate of limited partnership to be kept in the office of the resident agent. The Secretary of State keeps the original filing.

FILING FEE: \$175.00 Filing is required. Filing may be expedited for an additional \$100.00 expedite fee.

Filing may be submitted at the office of the Secretary of State or by mail at the following addresses:

(Regular and Expedited Filings Accepted)
Secretary of State
New Filings Division
202 N. Carson Street
Carson City, NV 89701-4201
775-684-5708 Fax 775-684-5725

(Expedited Filings Only)
Secretary of State-Satellite Office
Commercial Recordings Division
555 E. Washington Avenue, Suite 4000
Las Vegas, NV 89101
702-486-2880 Fax 702-486-2888



State of Nevada
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201

Phone: (775) 684 5708

<h1>Limited Partnership Fee Schedule</h1> <p>Effective 8-1-01</p>

LIMITED PARTNERSHIP FEES: Pursuant to NRS 88 for both Domestic and Foreign Limited Partnerships.

Certificate of Limited Partnership	\$175.00
Registration of Foreign Limited Partnership	\$175.00
Reinstatement Fee	\$200.00
Certificate of Amendment	\$150.00
Restated Articles	\$150.00
Certificate of Correction	\$150.00
Merger	\$325.00
Termination of Merger (pursuant to NRS 92A.240)	\$325.00
Cancellation of Domestic Limited Partnership	\$60.00
Cancellation of Foreign Limited Partnership	\$60.00
Preclearance of any Document	\$100.00
Articles of Conversion – contact office for fee information	
Articles of Domestication – contact office for fee information	
24 Hour Expedite fee for above filings	\$100.00
Change of Records Office Address	\$30.00
Change of Resident Agent/Address	\$30.00
Resignation of Resident Agent	\$40.00
Name Reservation	\$20.00
24 Hour Expedite fee for above filings	\$20.00
Apostille	\$20.00
Certificate of Good Standing	\$40.00
Initial List of General Partners	\$165.00
Annual or Amended List of General Partners	\$85.00
24 Hour Expedite fee for above filings	\$50.00
Certification of Documents – per certification	\$20.00
Copies – per page	\$1.00
Late Fee for List of General Partners	\$50.00

2 Hour Expedite is available on all of the above filings at the fee of \$500.00 per item.

PLEASE NOTE: the expedite fee is in addition to the standard filing fee charged on each filing and/or order.

24 HOUR EXPEDITE TIME CONSTRAINTS:

Each filing submitted receives same day filing date and may be picked up within 24 hours. Filings to be mailed out no later than the next business day following receipt.

Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages, or equipment malfunction. These extensions are few and will rarely extend more than a few hours.



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COPIES AND CERTIFICATION SERVICES FEE SCHEDULE

The following is a list of copies and certification services and the associated fees. Fees are per document unless otherwise noted.

SERVICE REQUESTED:

Copies	\$1.00 per page
Certification of Document	\$20.00
Search	\$40.00
Certificates:	
Certificate of Existence (evidence of good standing – short form).....	\$40.00
Certificate of Existence (listing amendments – long form).....	\$40.00
Certificate Evidencing Name Change	\$40.00
Certificate of Fact of Merger.....	\$40.00
Certificate of Default.....	\$40.00
Certificate of Revocation	\$40.00
Certificate of Dissolution	\$40.00
Certificate of Withdrawal.....	\$40.00
Certificate of Cancellation.....	\$40.00
Certificate of Non-Existence.....	\$40.00
Miscellaneous Certificates	\$40.00
Apostille (Hague Treaty Nations)/Certification (Non-Hague Treaty Nations)	\$20.00
Exemplification	\$40.00

EXPEDITE SERVICE:

Expedite service is available for copies, certificate and certification services. Fees for expedite service are in addition to the fees as listed above.

24 Hour Expedite Service: *Order may be picked up or mailed out within 24-hours.*

Copies:	
1 to 10 pages.....	\$50.00
11 or more pages.....	\$100.00
Certificates (per entity name):	
1 to 10 certificates.....	\$50.00
11 or more certificates	\$100.00
Search:	
Expedite fee on search only; additional expedite fee required for copies.....	\$20.00

4-Hour Expedite Service: *Order may be picked up or mailed within 4-hours.*

<u>CERTIFICATES ONLY (per entity name):</u>	
1 or more certificates	\$100.00

BASIC INSTRUCTIONS:

1. All orders may be received in writing with fees enclosed at the above address. Telephone orders with payment by VISA or Mastercard may be called into our Customer Service Department at (775) 684-5708. Trust account and credit card customers may fax *expedite orders only* to (775) 684-5645. Trust account orders must be received on company letterhead.
2. Other than orders specified as a pick-up, all orders are mailed out via first-class mail, unless a prepaid envelope, express mail number or Federal Express number is provided.
3. We *do not* fax orders back to customers. Each order will be returned to one address only.



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SPECIAL SERVICES 24-HOUR EXPEDITE SERVICE

IMPORTANT: To ensure expedited service, please mark "Expedite" in a conspicuous place at top of the service request. Please indicate method of delivery.

EXPEDITE SERVICE:

The Secretary of State offers a 24-hour expedite service on most filings processed by this office. If you choose to utilize the 24-hour expedite service, please enclose with your filing an additional \$100.00 per filing and/or order. Please note that this expedite fee is in addition to the standard filing fee charged on each filing and/or order.

EXPEDITE FEES:

The expedite fee for most services provided by the Secretary of State of State is \$100.00 per filing. There are, however, several services that have different expedite fees. The main filings and the associated expedite fees are as follows:

Articles of Incorporation	\$100.00
Articles of Organization, Limited Liability Companies	\$100.00
Articles of Organization, Limited Liability Partnerships	\$100.00
Certificate of Limited Partnership	\$100.00
Foreign Qualifications	\$100.00
Amendments and Mergers	\$100.00
Reinstatement	\$100.00
Revivals	\$100.00
Preclearance of any document	\$100.00
Apostilles	\$50.00
Certificate of Good Standing	\$50.00
Annual Lists and Late Lists	\$50.00
Name Reservation	\$20.00
Resident Agent Changes	\$20.00
Resident Agent Resignation	\$20.00

For information regarding the expedite fee for services not listed above, please call this office at (775) 684-5708.

TIME CONSTRAINTS:

Each filing submitted receives same day filing date and may be picked up within 24 hours. Filings to be mailed will be mailed out no later than the next business day following receipt.

Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages, or equipment malfunction. These extensions are few and will rarely extend more than a few hours.



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SPECIAL SERVICES 2-HOUR EXPEDITE SERVICE

IMPORTANT: To ensure expedited service, please mark "Expedite" in a conspicuous place at top of the service request. Please indicate method of delivery.

2-HOUR EXPEDITE SERVICE:

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional \$500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard filing fee charged on each filing and/or order.

IMPORTANT: To ensure 2-hour service, please use 2-hour Expedite Request Form provided by the Secretary of State. Please indicate method of delivery.

For information regarding the 2-hour expedite service, please call this office at (775)684-5708.

TIME CONSTRAINTS:

Each filing submitted for 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within 2-hours. * Filings may be picked up within 2-hours. Filings to be mailed will be mailed out no later than the next business day following receipt.

Expedite period begins when filing or service request is received in this office in fileable form.

*Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. **For information regarding the expedite fee for services not listed above, please call this office at (775) 684-5708.**

Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages, or equipment malfunction. These extensions are few and will rarely extend more than a few minutes.

