



INSTRUCTIONS: CERTIFICATE OF A LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP RCW 25.10

Purpose: Certificate of Limited Partnership or an election to be a Limited Liability Limited Partnership governed by RCW 25.10 is used to create a new business entity that has not previously been registered with the Office of the Secretary of State or is beyond its five (5) year reinstatement period.

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/corporations a fillable .pdf version of this form is available or you can file online at <https://ccfs.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* \$100 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.
 - Identify the Registered Agent.
 - Individual: Write the individual’s first and last name.
 - Business: Write the business’ full name.
 - Office/Position: Write the office or position title held within the business 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.

For a rapid response to questions, requests for assistance, or to provide feedback, please visit the Corporations and Charities website at www.sos.wa.gov/corporations to chat with a representative.



WASHINGTON
Secretary of State

Corporations & Charities Division

Overnight address by commercial carrier: 801 Capitol Way S Olympia, WA 98501-1226

Mailing Address (ALL USPS): PO Box 40234 Olympia, WA 98504-0234

Tel: 360.725.0377 | Website: www.sos.wa.gov/corporations-charities

THIS BOX FOR OFFICE USE ONLY

Filing Fee \$180

To Expedite Filing, Add \$100

CERTIFICATE OF LIMITED PARTNERSHIP

Limited Partnership

Limited Liability Limited Partnership

[RCW 25.10](#)

All fields are required unless otherwise specified

(1) Do you already have a UBI No.? (Check one) Yes No If Yes, provide UBI No.: _____

If you have previously filed with another state agency (for example, the Department of Revenue, the Department of Labor and Industries, or the Employment Security Department), you may already have a 9-digit UBI Number you can provide. **Do not** enter the UBI Number of a Sole Proprietorship or General Partnership.

If you do not have a UBI Number, a UBI Number will be issued to you upon successful completion of the filing.

(2) BUSINESS ENTITY NAME:

If a designation is not provided, it will default to LP

The name must contain the words "Limited Partnership", "LP", "L.P." 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 name must contain the words "Limited Liability Limited Partnership", "LLLP", or "L.L.L.P." For name requirements review the following RCW(s): [RCW 23.95.305](#)

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 Reservation Number

Reservation No.: _____

(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 (default) this is the date that the submission is completed by our office

Specify a date _____ (cannot be more than 90 days following the received date)

(5) REGISTERED AGENT:

A **Registered Agent** is an agent of a business which is authorized to receive service of any process, notices, or demands required or permitted by law to be served on the business including hand delivered service of process.

All businesses must have a Registered Agent in Washington State per [RCW 23.95.415](#)

Provide the name of the *Commercial Registered Agent* **OR** *Non-Commercial Registered Agent*. The appointed agent must sign the **Consent to Serve** statement below.

COMMERCIAL REGISTERED AGENT

A *Commercial Registered Agent* is a business or individual that is registered specifically as a Commercial Agent 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 this office in advance and does not need to provide it with this submission.

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

NON-COMMERCIAL REGISTERED AGENT

A *Non-Commercial Registered Agent* is a person, business, or office or position title appointed to serve as the registered agent for a business. A street address located in Washington State and an email address are required; a phone number and separate Washington State mailing address are optional.

If multiple types are listed the first type will be entered by this office

- **Type 1:** If an **individual** is serving as the Registered Agent, only provide the individual's first and last name below.
- **Type 2:** If a **business** is serving as the Registered Agent, only provide the name of the business below.
- **Type 3:** If an **office** or **position** within the business is serving as the Registered Agent, only provide the position title such as President, Secretary, Treasurer, or Member below.

Registered Agent: _____

Phone: <i>(optional)</i> _____	Email: _____
Street Address: <i>(required)</i> Must be a physical address; No PO Box or PMB	Mailing Address <i>(optional)</i> <input type="checkbox"/> Check if mailing address is the same as street address
Country: <u>United States</u> State: <u>Washington</u>	Country: <u>United States</u> State: <u>Washington</u>
Address : _____	Address : _____
Zip: _____ City: _____	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 location where the business's records are kept

Street Address *(required)*

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 PARTNER: Name, address, and signature of each general partner are required. Attach additional sheets 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:** _____ **Country:** _____

Signature of Partner **Printed Name/Title** **Date**

Name: _____

Address: _____

City: _____ **State:** _____ **Zip:** _____ **Country:** _____

Signature of Partner **Printed Name/Title** **Date**