

Natalie E. Tennant  
Secretary of State  
1900 Kanawha Blvd E.  
Bldg 1, Suite 157-K  
Charleston, WV 25305



Penney Barker, Manager  
Corporations Division  
Tel: (304)558-8000  
Fax: (304)558-8381  
[www.wvsos.com](http://www.wvsos.com)

Hrs: 8:30 a.m. – 5:00 p.m. ET

**FILE ONE ORIGINAL**  
**(Two if you want a filed**  
**stamped copy returned to you)**  
**FEE: See fee schedule**

**STATEMENT OF REGISTRATION**  
**OF DOMESTIC OR FOREIGN**  
**LIMITED LIABILITY PARTNERSHIP**

Control # \_\_\_\_\_

1. The partnership hereby: registers a WV LLP registers a foreign LLP reregisters as a foreign LLP
2. The **name** of the limited liability partnership is: \_\_\_\_\_  
and is organized under the laws of: West Virginia State of \_\_\_\_\_
3. The **address** of its **principal office** is \_\_\_\_\_  
\_\_\_\_\_
4. If the address given in #2 is not in WV the **address** of a **registered office** in this state is, if any: \_\_\_\_\_  
\_\_\_\_\_
5. The name and address of the **agent for service of process** is, if any: \_\_\_\_\_  
\_\_\_\_\_
6. Business e-mail address where correspondence can be received: \_\_\_\_\_
7. The requested effective date of this registration is: (if specified, may not be more than 60 days after filing.) Date filing accepted \_\_\_\_\_  
Specified date of: \_\_\_\_\_
8. The business in which the partnership engages is: \_\_\_\_\_  
\_\_\_\_\_
9. Signature and contact information (To be signed by one or more partners)

I, the undersigned, acting as authorized partner on behalf of the partnership, do hereby affirm that the partnership has determined to register as a limited liability partnership, that the partnership will, as required by West Virginia Code §47B-10-5, carry at all times at least one million dollars of liability insurance, and that the information contained in this application is true, to the best of my knowledge.

**Date**

**Name**

**Signature**

\_\_\_\_\_  
\_\_\_\_\_

Contact Person: \_\_\_\_\_ Phone Number: \_\_\_\_\_

## **INFORMATION AND INSTRUCTIONS FOR FILING WEST VIRGINIA LIMITED LIABILITY PARTNERSHIPS**

The West Virginia Legislature adopted S.B. 325 in the 1996 legislative session, expanding partnership law in West Virginia to allow **registered limited liability partnerships**, in addition to general partnerships and limited partnerships. The Act amends Chapter 47B of West Virginia Code.

### ***What's the difference between a partnership and a limited liability partnership?***

**Registration** - A “partnership” is “an association of two or more persons to carry on as co-owners a business for profit” according to WV Code §47B-2-2. A general partnership can exist without any registration, and even without specific intent of the partners to form a partnership. A partnership may become a limited liability partnership, on the other hand, only by filing a statement of registration with the Secretary of State.

**Liability** - In a general or limited partnership, all partners are liable jointly and severally for all obligations of the partnership unless otherwise agreed by the claimant or provided by law. [§47B-3-6(a)] In a limited liability partnership, on the other hand, a partner is not personally liable for debts, obligations and liabilities of the partnership, except for “the partner’s own omissions, negligence, wrongful acts, misconduct or malpractice, or that of any person under the partner’s direct supervision and control.” [§47B-3-6(c) & (d)]

**Insurance** - A limited liability partnership is required to carry at all times at least one million dollars of liability insurance designed to cover the kinds of omissions, negligence, wrongful acts, misconduct and malpractice for which liability is limited by §47B-10-5. This requirement can be met by specifically designated and segregated deposits in trust or escrow or bank letter of credit or insurance company bond for the satisfaction of judgments against the partnership.

### ***What is the life of the limited liability company?***

Although a general partnership does not have to be registered with the Secretary of State or a county recording office to do business, the continuing authority to do business in West Virginia as a limited liability partnership depends on this registration and annual filing.

**Domestic LLPs** - An LLP formed under the laws of West Virginia may begin at the time the filing is accepted, or at a specific date not more than 60 days after filing. It will continue its existence until it is voluntarily withdrawn (by filing a statement of withdrawal), or until it is administratively dissolved as a result of failure to pay the annual fee of \$500. [§47B-10-1]

**Foreign LLPs** - An LLP formed under the laws of another state or country will continue its authority to do business in the state from the date the filing is accepted for two years, at which it may reregister.

### ***What other filing requirements will there be?***

**Other Agencies** - All forms of business obtain a business franchise certificate from Department of Tax & Revenue before doing business. Those with employees register with Employment Security and Workers Compensation. Certain types of business require additional licenses or permits for certain activities.

**Annual Report** - Each WV LLP will be required to report annually any changes in the registration statement, and pay an annual fee of \$500. The Secretary of State will send forms and a notice of the fee. The annual report will be **due by June 30** each year.

## COMPLETING THE LIMITED LIABILITY PARTNERSHIP REGISTRATION

1. A West Virginia LLP only registers once and will check the first box. For an out-of-state LLP, check the “register” box for a first time registration, the “reregister” box to renew your status.
2. The name of an LLP must include either the words “Registered Limited Liability Partnership” or the abbreviations “L.L.P.” or “LLP”. We encourage you to make sure that another business entity, such as a corporation, limited liability company or other partnership, has not already organized under the same or a name that is not distinguishable from the name you wish to use by contacting our business division at 304-558-8000 and have the name checked for availability.

Since this form is used for both domestic (organized in WV) and foreign (organized in another state or country) limited liability partnerships, check the correct box and enter the state name if other than WV.

3. In listing the principal office address of the LLP, be sure to include any address necessary to receive mail.
4. An LLP may maintain a registered office within the state. If so, enter the address here.
5. An LLP may maintain an agent for service of process. If so, enter that name and address. If the agent changes, you should notify the Secretary of State of the change.
6. Business e-mail address where correspondence from our office may be received. (if any)
7. The effective date of the registration will be the date and filing is accepted (it can only be accepted when the application is complete and the fee paid), unless the applicant specifies another date not more than 60 days later than the date of receipt.
8. The statement of registration is required to include a brief description of the business in which the partnership engages.

The partnership may include other matters in the registration statement by entering them on the reverse side of the form or attaching an additional sheet.

9. Signature and contact information. Application must be signed by one or more partners. Attach an additional sheet if necessary.

### Filing with the Secretary of State

File the one completed application (two if you would like a filed stamped copy returned to you), along with the correct filing fee. Make checks payable to the WV Secretary of State. Mail the application to the address on the top of the form.

Fee for filing Limited Partnership	\$250	Domestic (WV LLP)
	\$500	Foreign (Out-of-state LLP)

Add \$15 per certified copy requested + \_\_\_\_\_

Amount Enclosed