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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: \$100.00**

## CERTIFICATE OF WEST VIRGINIA LIMITED PARTNERSHIP

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

**We, the undersigned, hereby form a Limited Partnership under the provisions of West Virginia Code §47-9.**

1. The **name** of the limited partnership is: \_\_\_\_\_
  
2. The **address** of the **principal office** is: \_\_\_\_\_  
\_\_\_\_\_
  
3. The **principal mailing address** is: \_\_\_\_\_  
\_\_\_\_\_
  
4. The **address** of the office in West Virginia at which a list of names and addresses of the limited partners and their capital contributions will be kept is: \_\_\_\_\_  
\_\_\_\_\_
  
5. The **name** and **mailing address** to whom **service of process** is to be sent, if any is: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
  
6. The general character of the business in which the partnership engages is: \_\_\_\_\_  
\_\_\_\_\_
  
7. The name and the business address of each general partner is: (information is required for each general partner) Attach additional pages if necessary.

**Name**

**Mailing Address**


8. Any other matters the partners determine to include in the certificate are: (add extra page if needed)

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

9. Business E-mail address where \_\_\_\_\_  
correspondence can be received:

10. **Contact and Signature Information:** (Must be signed by each and every general partner: WV Code §47-9-11)

We, the undersigned general partners, do hereby affirm under penalty of perjury that the partnership has determined to form a limited partnership under the provisions of West Virginia Code Chapter 47, Article 9, and that the facts stated herein are true to the best of our knowledge.

Date	Name of Partner (Type or Print)	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Contact person to reach in case there is a problem with filing: \_\_\_\_\_

Phone #: \_\_\_\_\_

## **INFORMATION AND INSTRUCTIONS FOR FILING CERTIFICATE OF LIMITED PARTNERSHIP**

The West Virginia Code Chapter 47, Article 9 governs the formation and operation of limited partnerships.

### ***Are any types of businesses prevented from operating as limited partnerships?***

West Virginia Code §47-9-6 precludes limited partnerships from carrying on the business of banking, brokerage or making insurance. Otherwise, they may engage in any business in which a partnership may engage.

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

**Registration** - A “partnership” is “an association of two or more persons to carry on as co-owners of 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 partnership, on the other hand, only by filing with the Secretary of State a “Certificate of Limited Partnership” (for in-state companies) or a “Statement of Registration of Limited Partnership” (for out-of-state companies). A limited partnership consists of one or more general partners and one or more limited partners. The names of the general partners are required to be included in the certificate or statement, but the names of the limited partners are not.

**Liability** - In a general 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 partnership, a limited partner is generally not liable for the obligations of the partnership unless “he is also a general partner or ... takes part in the control of the business...” or “knowingly permits his name to be used in the name of the limited partnership.” [§47-9-19]

### ***What is necessary to form a limited partnership?***

**Partnership Agreement** - Although a written agreement is not required by law, it can be the most important legal document partners have. Through the written agreement, partners can determine the partnership's rules relating to admission of partners, voting, rights, and powers of partners, obligations for contributions, sharing of profits and losses, sharing of distributions, withdrawal or partners, events causing dissolution and other matters. Before filing the partnership certificate or registration, read the provisions of WV Code Chapter 47, Article 9 or obtain legal advice about this agreement. Once all your filings are made, the limited partnership is “in business” and only the law and your agreement will govern how issues can be resolved.

**Filing with the Secretary of State** - A limited partnership must file with the Secretary of State either on standard forms or in a document which contains all of the required information laid out in approximately the same order as the form. An in-state company files a “Certificate of Limited Partnership,” Form LP-1. An out-of-state limited partnership files a “Statement of Registration,” Form LP-2. The limited partnership will continue its existence in West Virginia until it is voluntarily dissolved or withdrawn through the proper filings.

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

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

**Annual Report** - Each limited partnership will be required to file an annual report with the Secretary of States office due by close of business June 30. Every domestic and foreign limited partnership must pay the \$25 annual report fee.

**COMPLETING THE WEST VIRGINIA CERTIFICATE OF LIMITED PARTNERSHIP**

1. The name of the limited partnership may not:
  - a. contain the name of a limited partner unless the person or corporation is also a general partner, or unless the business has been carried on under the name before that limited partner was admitted.
  - b. may not be the same and must be distinguishable from any other business entity which has been reserved or filed; and
  - c. may not include the word “engineer” or related words unless the purpose is to practice professional engineering and one or more of the partners is a registered professional engineer.
2. List the principal office address of the limited partnership.
3. Please be sure the address includes and address necessary to receive mail.
4. A limited partnership is required to maintain continuously an office within the state, which need not be its place of business. WV Code §47-9-5 lists the records which are required to be kept there. Those include lists of general and limited partners, copies of the certificate of limited partnership or amendment, any power of attorney, tax returns, partnership agreements, financial statements and other matters. Consult the law for specifics.
5. A limited partnership may wish to maintain a person to which notice and process may be mailed. If the agent changes, you must notify the Secretary of State of such change.
6. Give a brief description of the type of business in which the partnership engages in the state.
7. The names and addresses of all general partners are required by law. Do not list limited partners here.
8. If other matters are to be included, please add additional page(s).
9. Business e-mail address where correspondence from our office may be received.
10. The signature of each general partner is required.

**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.**

<b>Fee for filing Limited Partnership</b>	<b>\$100</b>
<b>Add \$15 per certified copy requested</b>	<b>+ _____</b>
<b>Amount Enclosed</b>	<b>_____</b>