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

FILE ONE ORIGINAL
(Two if you want a filed stamped copy returned to you.)

FILING FEE: $100
*** Fee Waived for Veteran-owned organization**

CERTIFICATE OF WEST VIRGINIA LIMITED PARTNERSHIP

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8:30 a.m. - 5:00 p.m. EST

Control # _____

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

1. The **name** of the **limited partnership** shall be (See **Section 1** of instructions for name requirements.): _____

2. The **address** of the **principal office** is:
   Street: _____
   City: _____ State: _____ Zip Code: _____
   Located in the **County** of (required): County: _____

3. The **principal mailing address** is:
   Street: _____
   City: _____ State: _____ Zip Code: _____

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:
   Street: _____
   City: _____ State: _____ Zip Code: _____
   Located in the **County** of: County: _____

5. The **name** and **mailing address** to whom **notice for service of process** is to be sent, if any, is:
   Name: _____
   Street: _____
   City: _____ State: _____ Zip Code: _____

6. **E-mail address** where business correspondence may be received: _____

7. **Website address** of the business, if any (*ex: yourdomainname.com*): _____

8. Do you **own or operate more than one business in West Virginia**? ☐ **Yes** * *Answer **a. and b.** below.* ☐ **No** ☐ **Decline to answer**
   If "**Yes**"... a. How many businesses? _____ b. Located in how many West Virginia counties? _____

9. a. The general character (**purpose**) of the business in which the partnership engages is:
   _____
   _____

10. The **name(s) and business address(es) of** each **general partner** is (information is required for each general partner; attach additional pages if necessary - DO NOT list "limited partners.") :

	Name	Mailing Address	City	State	Zip Code
a)					
b)					
c)					

11. Any other matters the partners determine to include in the certificate are (add additional pages if necessary):

_____

12. Is the organization a "**veteran-owned**" organization?

Effective **JULY 1, 2015**, to meet the requirements for a "**veteran-owned**" organization, the entity filing the registration must meet the following criteria per West Virginia Code §59-1-2a:

1. A "**veteran**" must be honorably discharged or under honorable conditions, and
2. A "**veteran-owned business**" means a business that meets one of the following criteria:
   - Is at least fifty-one percent (51%) unconditionally owned by one or more veterans; or
   - In the case of a publicly owned business, at least fifty-one percent (51%) of the stock is unconditionally owned by one or more veterans.

☐ **Yes** (If "**Yes,**" attach **Form DD214**) ➡ ☐ **CHECK BOX** indicating you have attached **Veteran Affairs Form DD214**

☐ **No**

You may obtain a copy of your Veterans Affairs Form DD214 by contacting:

National Personnel Records Center
Military Personnel Records
1 Archives Drive
St. Louis, MO 63138
Toll free: 1-86-NARA-NARA or 1-866-272-6272
Phone: 314-801-0800
www.archives.gov/veterans/military-service-records

Per WV Code 59-1-2(j) effective July 1, 2015, the **registration fee is waived** for entities that meet the requirements as a "**veteran-owned**" organization. See attached instructions to determine if the organization qualifies for this waiver. In addition, a "**veteran-owned**" entity will have **four (4) consecutive years of Annual Report fees waived** AFTER the organization's initial formation [see WV Code 59-1-2a(m)].

13. **Contact and Signature Information*** (Must be signed by every general partner per West Virginia Code §47-9-11):

a. Contact person to reach in case there is a problem with filing: _____ Phone: _____

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 **§47-9**, and that the facts Stated herein are true to the best of our knowledge.

Name of Partner (Type or Print)	Signature*	Date

****Important Legal Notice Regarding Signature:*** Per **West Virginia Code** §31D-1-129**. Penalty for signing false document.** Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

Important Note: This form is a public document. Please **do NOT provide any personal identifiable information on this form** such as social security number, bank account numbers, credit card numbers, tax identification or driver's license numbers.

Reset Form Print Form

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 State's office due by the close of business **July 1**. Every domestic and foreign limited partnership must pay the $25 annual report fee to avoid a late fee penalty and possible administrative dissolution or revocation.

COMPLETING THE WEST VIRGINIA CERTIFICATE OF LIMITED PARTNERSHIP APPLICATION

Section 1. The **name of the limited partnership**:

a. **must include** one of the following required name endings: "Limited Partnership" or one of its abbreviations, "LP" or "L.P."
b. **may not** 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.
c. **may not** be the same and must be distinguishable from any other business entity which has been reserved or filed; and
d. **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.

Section 2. List the **principal office** of the limited partnership.

Section 3. Please be sure the address includes an address necessary to receive mail.

Section 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.

Section 5. A limited partnership may wish to maintain a person (**agent**) to whom **notice of process** may be mailed. If the agent changes, you must notify the Secretary of State of such change.

Section 6. List an **e-mail address** (*yourname@domainname.com*) where you can receive important e-mail notifications (e.g., **Annual Report** notices).

Section 7. List the **website address** (*domainname.com*) **of the business**, if any. DO NOT list a physical mailing address.

Section 8. Indicate whether or not you **own or operate more than one business in West Virginia**. If **"Yes"**...

a. List the **total number of businesses in West Virginia** in the space provided.
b. List the **total number of counties in West Virginia** in which the businesses conduct operations.

Section 9. Provide a **brief description of the type of business** in which the partnership engages in the State.

Section 10. The **names and addresses of all general partners** are required by law. **DO NOT** list limited partners here.

Section 11. If other matters are to be included, please add additional page(s).

Section 12. Check the appropriate box indicating whether or not the organization is "**veteran-owned**." Effective **JULY 1, 2015**, the following criteria must be met in order to qualify as a "veteran-owned" entity: (1) veteran must be "honorably discharged or under honorable conditions;" and (2) if a publicly-owned entity, at least fifty-one per cent (51%) of the stock must be unconditionally owned by one or more veterans [see WV Code **59-1-2a(12)-(13)(A)(B)**]. **If "Yes," you must provide proof of veteran status by including with this application a copy of your Veteran Affairs Form DD214**.

Section 13. **THE SIGNATURE OF EACH GENERAL PARTNER IS REQUIRED.** Listing a contact person and phone number is optional, however, listing a contact in case of a problem with filing may help avoid possible rejection of the document.

ANNUAL REPORT NOTICE:

West Virginia Code 59-1-2a. **requires every limited partnership (both *for profit* and *non-profit*) to file an annual report and pay the annual report filing fee between January 1 and July 1 of each year following the calendar year in which the business was registered with the Office of the Secretary of State. The $25 annual report fee is waived for Veteran-owned entities for the following four (4) years after initial formation [see West Virginia Code** 59-1-2a(m)]. **Failure to file may result in revocation of the organization's legal authority to transact business in the state. Notification of the filing requirement will be sent, but the company is responsible for filing the annual report as required by West Virginia Code. You may file the annual report online at** www.business4wv.com**. You must** register a User Account Login ID and Password **to create a personal "Filing Cabinet" to file the annual report.**

FILING THE APPLICATION - ONE ORIGINAL REQUIRED - AND PAYING THE FEE
Send an additional original if you want a filed date-stamped copy returned to you at no additional cost.
The filing fee will consist of paying an initial registration fee.
If requesting a certified copy, an additional fee of $15 per certified copy is required.

Registration fee - $100
* **Veteran-owned** entity registration **FEE WAIVED - $0**

Registration fee* _____ [Registration fee is waived for "veteran-owned" entity effective July 1, 2015 per WV Code 59-1-2(j); **Be sure to attach the veteran proof of status Veteran Affairs Form DD214 when claiming "veteran-owned" status**.]

$15 per certified copy: +_____

Total fee: =_____

**** *Make your checks payable to **West Virginia Secretary of State**.* ****

TEXT ALERTS: Stay up-to-date regarding filing deadlines and changes to business, charity, notary, private investigation, and security guard laws. To sign up, go to www. wvsos.com and click on the **Business and Licensing** category link. On the **Business and Licensing** page, scroll down and click on the Click Here To Sign Up For Text Alerts From The West Virginia Secretary Of State's Office link. Next, under the heading, "Choose SMS Subscription," click the down arrow and select "Business and Licensing." Then enter your ten-digit mobile phone number and your cellular carrier. Click *Subscribe*. This will allow you to get important information delivered right to your mobile phone. Please note, standard text messaging rates apply and you may unsubscribe at any time.

CHARITABLE REGISTRATION: If your company receives contributions, donations or grants, registration as a charitable organization may be required. Contact our office for more information or visit our website at www.wvsos.com.

CANCELLATION: A limited partnership is a legal entity which can only be dissolved through formal action by filing the necessary documents for cancellation - not by a letter or phone call. You remain liable for all taxes, assessments, fines, penalties and interest until you receive a certificate of cancellation from the Secretary of State. Contact us for more information.