

OKLAHOMA LIMITED PARTNERSHIP

PROCEDURES FOR COMPLETING THE CERTIFICATE OF LIMITED PARTNERSHIP

This information is intended to aid in the completion of forms to organize a limited partnership pursuant to the provisions of the Revised Uniform Limited Partnership Act. (Title 54, Section 301) **PLEASE CONSULT THE STATUTES CAREFULLY.**

It may be to your benefit to contact the **INTERNAL REVENUE SERVICE** concerning federal tax requirements prior to filing with the Secretary of State.

The availability of the proposed limited partnership name may be checked in advance by telephoning the **BUSINESS FILING DIVISION** of the Secretary of State's office directly at **(405)-521-3912**. **PRIOR** to filing the certificate of limited partnership a name may be reserved for a period of sixty (60) days by filing a name reservation application and paying a fee of \$10.00.

PROCEDURES:

1. Prepare and file with the Secretary of State **ONE** signed certificate of limited partnership.
2. **Pay** to the Secretary of State a filing fee of **\$100.00**.
3. Make the check or money order **payable** to the Oklahoma Secretary of State. The certificate of limited partnership may be mailed or delivered in person to **Secretary of State, 2300 N. Lincoln Blvd., Room 101, Oklahoma City, Oklahoma 73105-4897**. Documents to be processed **IN PERSON** must be delivered to the Secretary of State's office between the hours of **8:00 a.m. and 4:00 p.m. (Monday-Friday)**

INSTRUCTIONS:

A "**LIMITED PARTNERSHIP**" is a partnership formed by two or more persons under the laws of this state and having one or more general partners **and** one or more limited partners. **PERSON** means a natural person, partnership, domestic or foreign limited partnership, trust, estate, association or corporation.

1. **NAME** - The name of the limited partnership **MUST** contain either the words **LIMITED PARTNERSHIP** or the abbreviations **LP** or **L.P.**
2. **SPECIFIED OFFICE** - The street address of the office at which the limited partnership records shall be kept must be an address in this state and cannot be a post office address. Rural routes and box numbers are acceptable.

3. **REGISTERED AGENT AND REGISTERED OFFICE** - All Oklahoma limited partnerships **must** continuously maintain a registered agent and registered office in this state. The agent may be the domestic limited partnership itself, an individual resident of this state, a domestic corporation, limited partnership, limited liability company or a foreign corporation, limited liability company or a limited partnership authorized to transact business in this state. The registered agent accepts service of process in the event of a lawsuit against the limited partnership. The registered office address must be a street address and cannot be a post office address. Rural routes and box numbers are acceptable.
4. **GENERAL PARTNER(S)** - The name and business address of each general partner.
5. **DURATION** - Term of the existence of the limited partnership which may be perpetual.
6. **EXECUTION** - The certificate of limited partnership must be signed by all general partners. A certificate signed on behalf of a corporation shall be signed by the president or by a vice-president and shall not be required to be attested or sealed.
7. **EFFECTIVE DATE** - A limited partnership is formed at the time of the filing of the certificate of limited partnership in the Office of the Secretary of State or at any later time specified in the certificate of limited partnership.

FILING FEE: \$100.00

PRINT CLEARLY

OKLAHOMA CERTIFICATE OF LIMITED PARTNERSHIP

TO: OKLAHOMA SECRETARY OF STATE

2300 N Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 521-3912

The undersigned, for the purpose of forming a limited partnership under the provisions of 54 O.S., Section 309, do hereby execute the following Certificate of Limited Partnership:

1. The name of the limited partnership is:

(Please Note: The name of the limited partnership **MUST** contain either the words **LIMITED PARTNERSHIP** or the abbreviations **L.P.** or **LP**)

2. The address of the office in the State of Oklahoma at which the limited partnership records shall be kept:

Street Address	City	Zip Code
(P.O. Boxes are <u>NOT</u> acceptable.)		

3. The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

Name	Street Address	City	Zip Code
(P.O. Boxes are <u>NOT</u> acceptable.)			

4. The name and business address of **ALL** general partners:

Name	Address	City	State	Zip Code
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5. The term of existence:_____
6. Any other matters the general partners determine to include:

SIGNATURES OF ALL GENERAL PARTNERS

Signed and dated this _____ day of _____, _____.

Signature
(List title if applicable_____)

Signature
(List title if applicable_____)

(Type or Print Name)

(Type or Print Name)

Note: The certificate must be signed by all general partners. A certificate being signed on behalf of a corporation shall be signed by the president or by a vice-president and shall not be required to be attested or sealed. (54 O.S., Section 312.A.1 & A.4)