

**Form 701—General Information  
(Registration of a Limited Liability Partnership)**

**The attached form is designed to meet minimal filing requirements pursuant to the relevant statutory provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.**

**Commentary**

Section 3.08 of the Texas Revised Partnership Act (TRPA) permits a partnership to register with the secretary of state as a "registered limited liability partnership." A partner's liability in a registered limited liability partnership differs from that in an ordinary partnership. In a registered limited liability partnership, a partner is not individually liable for debts and obligations of the partnership incurred while the partnership is a registered limited liability partnership.

In accordance with Section 2.14 of the Texas Revised Limited Partnership Act [TRLPA], a limited partnership also may register as a "registered limited liability partnership" as provided by Section 3.08(b) of the TRPA if permitted by its partnership agreement or, if the partnership agreement does not include provisions for becoming a registered limited liability partnership, with the consent of partners required to amend the partnership agreement.

**Instructions for Form**

- **1. Partnership Name:** Set forth the name of the partnership. The name must include the phrase "registered limited liability partnership" or "limited liability partnership" or the abbreviation "LLP" or "L.L.P." as the last words or letters of its name. If the partnership is a limited partnership, then the name must have as the last words or letters of its name the words "Limited Partnership" or the abbreviation "Ltd." followed by the words "registered limited liability partnership" or "limited liability partnership" or the abbreviation "LLP" or "L.L.P." The secretary of state does not review the name of the partnership, or a change of name of the partnership, to determine whether the name conforms with the entity name availability rules.
- **2. Federal Tax Identification Number:** If the partnership has obtained a federal employer identification number [FEIN], enter the 9-digit number assigned to the partnership by the Internal Revenue Service (IRS) in the field provided. Enter the number without punctuation; that is, stripped of any hyphens (123456789). If the partnership has not obtained an FEIN at this time, check the appropriate statement and leave the field blank.
- **3. Principal Office Address:** Provide the street address of the partnership's principal office. The principal office can be located in this state or outside the state.
- **4. Number of Partners:** Provide the number of partners in the partnership. In the context of the provisions of section 3.08(b) of the TRPA, the term "partners" refers to general partners only in a limited partnership registering as a limited liability partnership. The filing fee will be calculated by multiplying the number of partners enumerated in the registration by \$200 per partner.
- **5. Statement of Business:** Set forth a brief statement of the partnership's business.
- **Effectiveness of Filing:** The registration of a limited liability partnership becomes effective as of the date of filing by the secretary of state (Option A). However, pursuant to section 3.08(b) of the TRPA the effectiveness of the instrument may be delayed to a date not more than ninety (90) days from the date the instrument is signed (Option B).

Upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.

Subsequent changes in the partners of the partnership do not affect the effectiveness of the registration. If the partnership changes its name, it may file an amendment to its registration by filing Form 702.

- **Execution:** For a general partnership, the registration must be signed by a majority-in-interest of the partners, or by one or more partners authorized by a majority-in-interest of the partners. For a limited partnership, any general partner may sign.

The registration need not be notarized. However, prior to signing, please read the statements on this form carefully. A person commits an offense under Section 3.08(b)(13) of the TRPA if the person signs or directs the filing of a filing instrument the person knows is false in any material respect with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

- **Payment and Delivery Instructions:** The filing fee for registration is **\$200** per general partner. To calculate the filing fee multiple the number of partners stated in the registration by \$200. Checks, money orders, a LegalEase debit card, and MasterCard, Visa, and Discover credit cards are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7% of the total fees.

Mail or fax two copies of the completed form along with the filing fee to the address or fax number shown in the heading of this form. The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, then credit card information must accompany the transmission (Form 807). Upon filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file stamped copy of the document, if a duplicate copy was provided for such purpose.

- **Other Information:**

*Term of Registration*--The registration of a limited liability partnership is effective for a term of one year from the date the application is filed by the secretary of state or the later effective date specified in the application, unless the application is withdrawn or revoked at an earlier time or renewed prior to expiration. A partnership may renew its registration by filing an application for renewal (Form 703) prior to the expiration of the current term of registration. The secretary of state is not required to send renewal notices to limited liability partnerships. Failure of the secretary of state to send notices or failure of a registrant to receive a notice does not extend the term of registration.

*Insurance or Financial Responsibility*--In accordance with section 3.08(d) of the TRPA, a limited liability partnership must carry at least \$100,000 of liability insurance or set aside \$100,000 cash, certificates of deposits, US Treasury obligations, bank escrow, letter of credit or insurance company bond designated for the satisfaction of judgments against the partnership. Evidence of compliance with this requirement is not provided to the secretary of state and the secretary of state does not verify compliance with this requirement.