



PROCEDURES FOR FORMING AN OKLAHOMA LIMITED PARTNERSHIP

This information is intended as an aid to organizing an Oklahoma limited partnership pursuant to the provisions of Title 54, Section 500-101A of the Oklahoma Statutes. **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.

FILING PROCEDURES:

1. **Prepare** and **file** with the Secretary of State one (1) signed copy of the certificate of limited partnership.
 2. **Pay** to the Secretary of State a **filing fee** of **One Hundred Dollars (\$100.00)**. (Title 54, Section 500-206A)
 3. **Make checks, cashier's checks, or money orders payable** to the **Oklahoma Secretary of State**. Instruments may be mailed, delivered in person, filed on-line at www.sos.ok.gov, ~~or faxed to (405) 521-3771~~. ~~The address of the Secretary of State is 2300 N. Lincoln Blvd., Room 101, State Capitol, Oklahoma City, Oklahoma 73105-4897.~~ If delivered in person, there will be an additional Twenty-five Dollar (\$25.00) fee for each document filed same day. The Secretary of State accepts Visa, Discover, MasterCard, or American Express if filing in person, on-line, or by fax; however, there will be a four percent (4%) service charge added for the use of a credit card. (Title 18, Section 1142)
- ❖ If filed by fax, a cover letter with the following information must be attached: the credit card number, the expiration date, the name on the card, the dollar (\$) amount you authorize this office to charge, and a return address.

INSTRUCTIONS FOR PREPARING THE CERTIFICATE OF LIMITED PARTNERSHIP:

- ❖ 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**" is defined as an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, government, governmental subdivision, agency or instrumentality, public corporation, or any other legal or commercial entity. (Title 54, Section 500-102A)
1. The limited partnership must indicate if it is a limited liability limited partnership.
 2. A) **NAME OF LIMITED PARTNERSHIP** – The name of the limited partnership **MUST** contain the phrase "**limited partnership**" or the abbreviation "**LP**" or "**L.P**" and may **not** contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."
 - B) **NAME OF LIMITED LIABILITY LIMITED PARTNERSHIP** – The name of the limited liability limited partnership must contain the phrase "**limited liability limited partnership**" or the

abbreviation “**LLLP**” or “**L.L.L.P.**” and must **not** contain the abbreviation “L.P.” or “LP”. (Title 54, Section 500-108A)

- ❖ The name shall be such as to distinguish it upon the records in the office of the Secretary of State from the names of: (1) corporations, both domestic and foreign, then existing or which have existed at any time during the preceding three (3) years; or (2) then existing domestic and foreign limited partnerships; or (3) then existing domestic and foreign limited liability companies; or (4) trade names or fictitious names; or (5) corporate, limited partnership or limited liability company names reserved with the Secretary of State.
- ❖ The **AVAILABILITY** of a name can be checked in advance by telephoning the Secretary of State at (405) 522-2520, checking on-line at www.sos.ok.gov, or by coming in person. Prior to organizing a 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 Ten Dollars (\$10.00)**. (Title 54, Section 500-109A)
- 3. **DESIGNATED OFFICE** – The office address of the limited partnership, which need not be a place of its activity in Oklahoma. (Title 54, Section 500-114A)
- 4. **REGISTERED AGENT AND REGISTERED OFFICE** – The name and street address of the registered agent in the state of Oklahoma. The registered agent accepts service of process in the event of a lawsuit against the limited partnership. **Every** limited partnership or limited liability limited partnership **must** continuously maintain a registered agent and registered office in this state. The agent must be the domestic limited partnership itself, an individual resident of this state, or a corporation, limited liability company or limited partnership formed in or authorized to do business in this state. (Title 54, Sections 500-114A & 500-117A) The registered office address must be a street address and cannot be a post office address.
- 5. **TERM OF DURATION** – The term of duration is the life span of the limited partnership. All limited partnerships shall have a perpetual duration unless otherwise stated. Perpetual means continuous.
- 6. **E-MAIL ADDRESS** – The e-mail address of the company’s primary contact for the registered business. Every domestic and foreign limited partnership or limited liability limited partnership registered to do business in Oklahoma shall file an annual certificate each year on the company’s anniversary date, and shall pay an annual certificate fee of Fifty Dollars (\$50.00). (Title 54, Section 500-210A; 206A.8) Notice of this annual certificate will be sent to the limited partnership at its last known office address of record.
- 7. **GENERAL PARTNER(S)** – The name and street and mailing address of each general partner.
- 8. **ADDITIONAL INFORMATION** – Set forth any additional information as required by Title 54, Section 500-111A.
- 9. **EXECUTION** – The certificate of limited partnership must be signed by all general partners listed in the certificate of limited partnership. A certificate signed on behalf of a corporation shall be signed by the president or vice president of said corporation and attested to by the secretary or assistant secretary of said corporation. (Title 54, Section 500-204A)



CERTIFICATE OF LIMITED PARTNERSHIP (Oklahoma Limited Partnership)

TO: OKLAHOMA SECRETARY OF STATE
2300 N Lincoln Blvd., Room 101, State Capitol
Oklahoma City, Oklahoma 73105-4897
(405) 522-2520

Filing Fee: \$100.00

I hereby execute the following articles for the purpose of forming an Oklahoma limited partnership pursuant to the provisions of Title 54, Section 500-201A:

1. The limited partnership is a Limited Liability Limited Partnership: **(check one)**

☐ No (Article #2A) **OR** ☐ Yes (Article #2B)

2. A) Name of the limited partnership: (**Note:** The name of a limited partnership **must** contain the phrase "**limited partnership**" or the abbreviation **L.P.** or **LP.**)

B) Name of the limited liability limited partnership: (**Note:** The name of a limited liability limited partnership **must** contain the phrase "**limited liability limited partnership**" or the abbreviation **LLLP** or **L.L.L.P.**)

3. Street and mailing address of the designated office:

❖ The designated office is the office address of the limited partnership in Oklahoma, which need not be a place of its activity.

Street & Mailing Address	City	State	Zip Code
<div style="text-align: right;">Oklahoma</div> <div>(P.O. BOXES ARE <u>NOT</u> ACCEPTABLE)</div>			

4. **NAME** and street and mailing address of the registered agent for service of process in the state of Oklahoma:

❖ The agent **must** be the limited partnership itself, an individual resident of Oklahoma, **or** a corporation, limited liability company or limited partnership formed in or authorized to do business in Oklahoma.

Name	Street & Mailing Address	City	State	Zip Code
<div style="text-align: right;">Oklahoma</div> <div>(P.O. BOXES ARE <u>NOT</u> ACCEPTABLE)</div>				

5. Term of duration is to be **perpetual**, unless stated otherwise: _____

6. **E-MAIL** address of the primary contact for the registered business: _____

❖ Notice of the Annual Certificate will **ONLY** be sent to the limited partnership at its last known electronic mail address of record.

7. **NAME** and street and mailing address of each general partner:

Name

Street & Mailing Address

City

State

Zip Code

8. Set forth any additional information: (Title 54, Section 500-111A)

The certificate of limited partnership must be signed by all general partners stated within article #7.

- ❖ If the general partner is a corporation, then the certificate **shall** be signed by the president or vice president of the corporation and attested to by the secretary or assistant secretary of said corporation.

• **Signed this _____ day of _____, _____ by:**

Signature of General Partner

Signature of General Partner

Printed Name

Printed Name

Title

Title