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

**STATEMENT OF REGISTRATION OF  
DOMESTIC OR FOREIGN  
LIMITED LIABILITY PARTNERSHIP**

Office Hours: Monday - Friday  
8:30 a.m. - 5:00 p.m. EST

**FILING FEE: \$250 - West Virginia LLP**

**\$500 - Foreign (out-of-state) LLP**

**\* Fee Waived for Veteran-owned organization**

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

**\*\*\* We, the undersigned, hereby form, register or re-register (if applicable) a Limited Liability Partnership \*\*\*  
according to the provisions of West Virginia Code §47B.**

1. The partnership hereby: ☐ Registers a **West Virginia LLP** ☐ Registers a **foreign (out-of-state) LLP**  
☐ Re-registers a **foreign (out-of-state) LLP**

2. The **name** of the limited liability partnership is: \_\_\_\_\_  
\_\_\_\_\_

and is organized under the laws of: ☐ **West Virginia** ☐ **State of** \_\_\_\_\_

3. The **address** of the **principal office**  
of the partnership is:

Street: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_  
County: \_\_\_\_\_

4. If the address given in #3 is not in WV the **address** of a **registered office** in this State is, *if any*:

Street: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_  
County: \_\_\_\_\_

5. The **name** and **mailing address** of the **Agent of Notice for Service of Process** is to be sent, *if any*, is:

Street: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_  
County: \_\_\_\_\_

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

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

8. The **business activity** in which the partnership engages is: \_\_\_\_\_

9. The requested **effective date** of this registration is ☐ the date and time of filing in the Secretary of State's Office.  
(if specified, requested date may not be earlier than  
filing nor later than 60 days after filing in our office): ☐ the following date \_\_\_\_\_ and time \_\_\_\_\_ .

## 10. 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:
  - o Is at least fifty-one percent (51%) unconditionally owned by one or more veterans; or
  - o 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](http://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\(m\)](#)].

## 11. Contact and Signature Information\*:

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

b. **Signature Information\*** (To be signed by one or more partners):

I, the undersigned, acting as authorized partner on behalf of the partnership, do hereby affirm that the partnership has determined to register as a limited liability partnership, that the partnership will, as required by West Virginia Code [§47B-10-5](#), carry at all times at least one million dollars of liability insurance, and that the information contained in this application is true, to the best of my knowledge.

**Name of Partner (Type or Print)**

**Signature\***

**Date**

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**\*Important Legal Notice Regarding Signature:** Per West Virginia Code [§31B-2-209](#). **Liability for false statement in filed record.** If a record authorized or required to be filed under this chapter contains a false statement, one who suffers loss by reliance on the statement may recover damages for the loss from a person who signed the record or caused another to sign it on the person's behalf and knew the statement to be false at the time the record was signed.

**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.

## INFORMATION AND INSTRUCTIONS FOR FILING WEST VIRGINIA LIMITED LIABILITY PARTNERSHIP

The West Virginia Legislature adopted S.B. 325 in the 1996 legislative session, expanding partnership law in West Virginia to allow **registered limited liability partnerships**, in addition to general partnerships and limited partnerships. The Act amends Chapter 47B of West Virginia Code.

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

**Registration** - A “partnership” is “an association of two or more persons to carry on as co-owners 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 liability partnership, on the other hand, only by filing a Statement of registration with the Secretary of State.

**Liability** - In a general or limited 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 liability partnership, on the other hand, a partner is not personally liable for debts, obligations and liabilities of the partnership, except for “the partner's own omissions, negligence, wrongful acts, misconduct or malpractice, or that of any person under the partner's direct supervision and control.” [[§47B-3-6\(c\) & \(d\)](#)]

**Insurance** - A limited liability partnership is required to carry at all times at least one million dollars of liability insurance designed to cover the kinds of omissions, negligence, wrongful acts, misconduct and malpractice for which liability is limited by [§47B-10-5](#). This requirement can be met by specifically designated and segregated deposits in trust or escrow or bank letter of credit or insurance company bond for the satisfaction of judgments against the partnership.

### *What is the life of the limited liability partnership?*

Although a general partnership does not have to be registered with the Secretary of State or a county recording office to do business, the continuing authority to do business in West Virginia as a limited liability partnership depends on this registration and annual filing.

**Domestic LLPs** - An LLP formed under the laws of West Virginia may begin at the time the filing is accepted, or at a specific future date **not more than 60 days after filing** with the Office of Secretary of State. It will continue its existence until it is voluntarily withdrawn (by filing a Statement of Withdrawal), or until it is administratively dissolved as a result of failure to pay the annual fee of \$500. [[§47B-10-1](#)]

**Foreign LLPs** - An LLP formed under the laws of another state or country will continue its authority to do business in the State from the date the filing is accepted for two years, at which time it may reregister.

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

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

**Annual Report** - Each West Virginia LLP will be required to report annually any changes in the registration Statement, and pay an annual report fee of \$500. The Secretary of State will send forms and a notice of the fee. The annual report will be **due by July 1** each year [see WV Codes [§9-1-2a](#) and [§47B-10-1\(e\)](#)].

## COMPLETING THE LIMITED LIABILITY PARTNERSHIP REGISTRATION

1. A domestic West Virginia LLP only registers once and will check the first box. For a foreign (out-of-state) LLP, check the “**Registers**” box for a first-time registration. Check the “**Re-reregisters**” box to renew (re-register) the foreign LLP. A Foreign LLP must “re-register” every two (2) years to maintain its registration with Secretary of State.

2. The name of an LLP must include either the words “Registered Limited Liability Partnership” or the abbreviations, “L.L.P.” or “LLP”. We encourage you to make sure that another business entity, such as a corporation, limited liability company or other partnership, has not already organized under the same or a name that is not distinguishable from the name you wish to use by contacting our business division at 304-558-8000 and have the name checked for availability.

Since this form is used for both domestic (organized in West Virginia) and foreign (organized in another state or country) limited liability partnerships, check the correct box and enter the state name if other than West Virginia.

3. In listing the **principal office address** of the LLP, be sure to include any address necessary to receive mail correspondence.

4. An LLP may maintain a **registered office within the state of West Virginia**. If applicable, enter the address here.

5. An LLP may maintain an **agent of notice for service of process**. If so, enter the agent's name and address. If the agent changes, you are required to notify the Secretary of State of the change.

6. Enter a **business e-mail address** where e-mail correspondence from our office, such as **Annual Report** notices, may be received, if any.

8. The **Statement of Registration** is required to include a brief description of the business activity in which the partnership engages. The partnership may include other matters in the registration Statement by attaching an additional sheet.
9. The **effective date of the registration** will be the date the filing is accepted by the Office of the Secretary of State (it can only be accepted when the application is complete and the registration fee paid, with the exception of a "veteran-owned" LLP for which the registration fee is waived), unless the applicant specifies a **future effective date not more than 60 days later** than the date of filing by the Office of Secretary of State.
10. Check the appropriate box indicating whether or not the organization is "**veteran-owned**." The registration fee is waived for a "veteran-owned" entity. 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 include with this application a copy of your Veteran Affairs Form DD214.**
11. **Contact and Signature Information**
  - a. Listing a **contact person and phone number** is optional, however listing a person to contact in case of a problem with the filing may help to speed the filing process along and avoid possible rejection of the document.
  - b. **Application must be signed by one or more partners.** Attach an additional page, if necessary, to list additional partners.

#### **ANNUAL REPORT NOTICE:**

**DOMESTIC WEST VIRGINIA LLP:** West Virginia Code [59-1-2a](#) [see also [47B-10-1\(e\)](#)] requires every *domestic* (West Virginia-formed) limited liability partnership to file an **annual report** and **pay the \$500 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 \$500 annual report fee is waived for Veteran-owned limited liability partnerships for the following four (4) years after initial formation [see WV 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 WV Code. You may file the annual report online at [www.business4wv.com](http://www.business4wv.com). You must register a User Account Login ID and Password to create a personal "Filing Cabinet" to file the annual report.

**FOREIGN (out-of-state) LLP:** A foreign (out-of-state) LLP is not required to file an Annual Report with Secretary of State. Instead, a foreign LLP must "**re-register**" every **TWO (2) YEARS** with Secretary of State by filing a "Statement of Registration of Domestic or Foreign Limited Liability Partnership" and paying the \$500 re-registration fee.

#### **FILING THE ARTICLES - 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 a registration fee.

If requesting a certified copy, an additional fee of \$15 per certified copy requested is required.

	<b>West Virginia LLP registration - \$250</b>
	<b>Foreign (out-of-state) LLP registration - \$500</b>
	<b>* Veteran-owned entity registration FEE WAIVED - \$0</b>
<b>Registration fee*</b>	_____ [Registration fee is waived for "veteran-owned" entity effective <u>July 1, 2015</u> per WV Code <a href="#">59-1-2(j)</a> ; <b><u>Be sure to attach the veteran proof of status Veteran Affairs Form DD214 when claiming "veteran-owned" status.</u></b> ]
<b>\$15 per certified copy:</b>	+ _____

**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](http://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.

**CANCELLATION:** A limited liability partnership is a legal entity which can only be cancelled through formal action - NOT simply by submitting a letter or phone call to the Secretary of State. The entity remains liable for all taxes, assessments, fines, penalties and interest until it receives a **certificate of cancellation** from the Secretary of State. Contact our office for more information.