Office of the Minnesota Secretary of State

Minnesota Limited Partnership | Certificate of Limited Partnership

Minnesota Statutes, Chapter 321

Read the instructions before completing this form.

Filing Fee: $120 for expedited service in-person and online filings, $100 if submitted by mail

1. Name of Limited Partnership: (Required)

2. Designated office street and mailing address: (Required)

Street Address *(A PO Box by itself is not acceptable)* | City | MN State | Zip

Mailing Address *(if different from above)* | City | State | Zip

3. Name, street and mailing address of the agent for service of process: (Required)

Name Agent

Street Address *(A PO Box by itself is not acceptable)* | City | MN State | Zip

Mailing Address *(if different from above)* | City | State | Zip

4. Is this limited partnership a limited liability limited partnership? (Required) (Check One) Yes ☐ No ☐

5. The effective date of this filing if different from the date of filing:

6. General Partner's name, street and mailing address: (Required) Attach additional sheet(s) if necessary

Name of General Partner

Street Address *(A PO Box by itself is not acceptable)* | City | State | Zip

Mailing Address *(if different from above)* | City | State | Zip

7. Signature of each general partner or by an authorized agent:

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Signature of each general partner or by an authorized agent | Date

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Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

☐ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Contact Name | Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Print | Reset

INSTRUCTIONS

File your business document online by visiting our website at www.sos.state.mn.us.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

1. List the exact name of the partnership. **A Limited Partnership** must contain the phrase "limited partnership" or the abbreviation "L.P." or "LP", and may not contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." **A Limited Liability Limited Partnership** must contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P.", and must not otherwise contain the abbreviation "L.P." or "LP." A preliminary name availability check may be done by accessing our website at www.sos.state.mn.us.
2. List the complete street address of the designated office address in Minnesota. If the mailing address is not completed, then it is assumed that the mailing address is the same as the designated street address.
3. List the complete street address of the agent for service of process in Minnesota. If the mailing address is not completed, then it is assumed that the mailing address is the same as the agent's street address.
4. Check Yes or No to indicate if this limited partnership is a limited liability limited partnership.
5. If applicable, list the effective date for this filing.
6. Provide the name and complete street address of each general partner. If the mailing address of the general partner is not completed, then it is assumed that the mailing address is the same as the general partner's street address. List the general partners on an additional sheet if you have more than one general partner.
7. A signature is required for each general partner or by an Authorized Agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).)

Email Address for Official Notices. This email address may be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime telephone number of a person who can be contacted about this form.

Filing Fee: $120 for expedited service in-person and online filings, $100 if submitted by mail
Payable to the MN Secretary of State

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:
Minnesota Secretary of State - Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, Suite 100
St Paul, MN 55103
(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)

Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.