

## Instructions for Completing the Certificate of Limited Partnership (Form LP-1)

To form a California limited partnership (LP), you must file Certificate of Limited Partnership (Form LP-1) with the California Secretary of State.

- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

### Fees:

- **Filing Fee:** The fee for filing the Certificate of Limited Partnership (Form LP-1) is **\$70.00**.
- **Faster Service Fee:**
  - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office*.
  - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
  - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee instead of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to [www.sos.ca.gov/business/be/service-options](http://www.sos.ca.gov/business/be/service-options).

**Copies:** Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee. To obtain additional copies or certified copies of this filed Certificate of Limited Partnership, include payment for copy fees and certification fees at the time the Certificate of Limited Partnership is submitted. Additional copy fees are \$1.00 for the first page and \$.50 for each attachment page. For certified copies, there is an additional \$5.00 certification fee, per copy.

**Payment Type:** Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or Mastercard®).

**Processing Times:** For current processing times, go to [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

**Type or legibly print** in black or blue ink. **Complete the Certificate of Limited Partnership (Form LP-1) as follows:**

Item	Instruction	Tips
1.	Enter the name of the proposed LP exactly as it is to appear on the records of the California Secretary of State.	<ul style="list-style-type: none"> <li>• California Corporations Code section <a href="#">15901.08</a> requires:               <ul style="list-style-type: none"> <li>- The LP name must end with: LP, L.P., or Limited Partnership.</li> <li>- The LP name may not include: bank, insurance, trust, trustee, incorporated, inc., corporation, or corp.</li> <li>- The name must be distinguishable from other LPs of record or reserved with the California Secretary of State.</li> </ul> </li> <li>• There are legal limitations on what name can be used for the LP. For LP name requirements and restrictions or for information on reserving an LP name prior to submitting Form LP-1, go to <a href="http://www.sos.ca.gov/business/be/name-availability">www.sos.ca.gov/business/be/name-availability</a>.</li> <li>• A name reservation is not required to submit Form LP-1.</li> <li>• A preliminary search of LP names already of record can be made online through our Business Search at <a href="http://BusinessSearch.sos.ca.gov">BusinessSearch.sos.ca.gov</a>. Please note: The Business Search is not intended to serve as a formal name availability search. For information on checking or</li> </ul>

		reserving a name, go to <a href="http://www.sos.ca.gov/business/be/name-availability">www.sos.ca.gov/business/be/name-availability</a> .
2a.	<p>Enter the complete street address, city and zip code of the LP's initial designated office in California.</p> <p>The designated office is where copies of the organizational documents, financial and other business records must be kept.</p>	<ul style="list-style-type: none"> <li>The <b>complete street address</b> is required, including the street name and number, city and zip code.</li> <li>Address must be a physical address.</li> <li>Do not enter a P.O. Box address or abbreviate the name of the city.</li> </ul>
2b.	If different from the address in Item 2a, enter the LP's complete mailing address, city, state and zip code.	<ul style="list-style-type: none"> <li>This address will be used for mailing purposes and may be a P.O. Box address.</li> <li>Do not abbreviate the name of the city.</li> </ul>
3.	<p><b>The LP must have an Agent for Service of Process.</b></p> <p>There are two types of Agents that can be named:</p> <ul style="list-style-type: none"> <li>an individual (e.g. member, manager, or any other individual) who resides in California with a physical California address; OR</li> <li>a registered corporate agent qualified with the California Secretary of State.</li> </ul>	<ul style="list-style-type: none"> <li>An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) on behalf of the LP.</li> <li>You must provide information for either an individual OR a registered corporate agent, <b>not both</b>.</li> <li>If using a registered corporate agent, the corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505.</li> <li>The LP cannot act as its own agent.</li> </ul>
3a. & 3b.	<p>If <b>Individual Agent</b>:</p> <ul style="list-style-type: none"> <li>Enter the name of the initial agent for service of process and the agent's complete <b>California</b> street address, city and zip code.</li> <li>If an individual is designated as the initial agent, complete Items 3a and 3b <b>ONLY. Do not complete Item 3c.</b></li> </ul>	<ul style="list-style-type: none"> <li>The <b>complete street address</b> is required, including the street name and number, city and zip code.</li> <li>Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city.</li> <li>The individual agent should be aware that the name and the physical street address of the agent for service of process is a public record, available to all (as are all the addresses of the LP provided in filings.)</li> </ul>
3c.	<p>If <b>Registered Corporate Agent</b>:</p> <ul style="list-style-type: none"> <li>Enter the name of the initial registered corporate agent <i>exactly</i> as registered in California.</li> <li>If a registered corporate agent is designated as the initial agent, complete Item 3c <b>ONLY. Do not complete Items 3a and 3b.</b></li> </ul>	<ul style="list-style-type: none"> <li>Before a corporation is designated as agent for the LP, that corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section <a href="#">1505</a> stating the address(es) of the registered corporate agent and the authorized employees that will accept service of process of legal documents and notices on behalf of the LP.</li> <li>Advanced approval <b>must be obtained</b> from a registered corporate agent <b>prior</b> to designating that corporation as your agent for service of process.</li> <li>No California or foreign corporation may register as a California corporate agent unless the corporation currently is authorized to engage in business in California and is in good standing on the records of the California Secretary of State.</li> <li>Provide your Registered Corporate Agent's exact name as registered with the California Secretary of State. To confirm that you are providing the exact name of the Registered Corporate Agent, go to <a href="https://businessfilings.sos.ca.gov/frmlist1505s.asp">https://businessfilings.sos.ca.gov/frmlist1505s.asp</a>.</li> </ul>

4.	List the names and addresses of the General Partners of the LP.	<ul style="list-style-type: none"> <li>• If you need more space for General Partners: <ul style="list-style-type: none"> <li>- Place the additional name(s) and address(es) on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LP-1 and attach the extra page(s) to the completed Form LP-1.</li> <li>- All attachments are part of this document.</li> </ul> </li> <li>• Limited Partners names and addresses are not required. These are public documents; do not include social security numbers or other personal information.</li> </ul>
Signature	<ul style="list-style-type: none"> <li>• Form LP-1 must be signed by all general partner(s) listed in Item 4, indicating the information is true and correct.</li> <li>• Type or print the name of the general partner(s).</li> </ul>	<ul style="list-style-type: none"> <li>• Multiple Form LP-1s with <b>different signatures</b> will be returned without being filed – use only one form.</li> </ul> <p>If you need more space for signatures:</p> <ul style="list-style-type: none"> <li>- Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LP-1 and attach the extra page(s) to the completed Form LP-1.</li> <li>- All attachments are part of this document.</li> </ul> <ul style="list-style-type: none"> <li>• If Form LP-1 is signed by a business entity, the person who signs on behalf of the entity should note their name and position/title and the entity name. Example: If a limited liability company ("Smith LLC") is the general partner, the signature of the person signing on behalf of the Smith LLC should be reflected as Joe Smith, Manager of Smith LLC, General Partner.</li> <li>• If Form LP-1 is signed by a trust, the trustee should sign as follows: _____, trustee for _____ trust (including the exact name of the trust and date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T 5-1-1994), General Partner.</li> <li>• If Form LP-1 is signed by an attorney-in-fact on behalf of the general partner, the signature should be followed by the words "Attorney-in-fact for (name of the general partner).</li> <li>• If Form LP-1 is signed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section _____" identifying the appropriate statutory authority (Section <a href="#">15902.05</a>.)</li> </ul>

**Mail Submission Cover Sheet (Optional):** To make it easier to receive communication related to **this document**, including the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

**Where to File:** Completed forms along with the applicable fees can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944260, Sacramento, CA 94244-2600 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, Sacramento, CA 95814.

**Legal Authority:** General statutory filing provisions are found in Section [15902.01](#). All statutory references are to the California Corporations Code, unless otherwise stated.

**Minimum Tax Requirement:** Registered LPs in California may need to pay a minimum tax of \$800 to the California Franchise Tax Board each year. (California Revenue and Taxation Code section [17935](#).) For more information, please refer to the California Franchise Tax Board's Guide for Corporations Starting Business in California (FTB Publication 1060) at <https://www.ftb.ca.gov/forms/misc/1060.html>.

**Additional Resources:** For a list of other agencies you may need to contact to ensure proper compliance, go to [www.sos.ca.gov/business/be/resources](http://www.sos.ca.gov/business/be/resources). Note: The California Secretary of State does not license LPs. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the LP.



# Mail Submission Cover Sheet

**Instructions:**

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

**Optional Copy and Certification Fees:**

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

**Contact Person:** (Please type or print legibly)

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Phone (optional): \_\_\_\_\_

**Entity Information:** (Please type or print legibly)

Name: \_\_\_\_\_

Entity Number (if applicable): \_\_\_\_\_

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Return Address:** For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [ \_\_\_\_\_ ]

Company:

Address:

City/State/Zip: [ \_\_\_\_\_ ]

Secretary of State Use Only	
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AMT REC'D:	\$



**Secretary of State  
Certificate of Limited Partnership  
(LP)**

**LP-1**

**IMPORTANT** — *Read Instructions* before completing this form.

**Filing Fee** – \$70.00

**Copy Fees** – First page \$1.00; each attachment page \$0.50;  
Certification Fee - \$5.00

*Note:* LPs may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

*Above Space For Office Use Only*

**1. Limited Partnership Name** (*See Instructions* – Must contain an LP ending such as LP or L.P. “LP” will be added, if not included.)

**2. Business Addresses**

a. Initial Street Address of LP's Designated Office in California - Do not enter a P.O. Box	City (no abbreviations)	State <b>CA</b>	Zip Code
b. Initial Mailing Address of LP, if <b>different than item 2a</b>	City (no abbreviations)	State	Zip Code

**3. Service of Process** (Must provide either Individual **OR** Corporation.)

**INDIVIDUAL** – Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is <b>not</b> a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is <b>not</b> a corporation) - <b>Do not enter a P.O. Box</b>	City (no abbreviations)	State <b>CA</b>	Zip Code

**CORPORATION** – Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 3a or 3b
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**4. General Partners** (List the name and address of each general partner. Attach additional pages, if necessary.)

a. General Partner's Name			
General Partner's Address	City (no abbreviations)	State	Zip Code
b. General Partner's Name			
General Partner's Address	City (no abbreviations)	State	Zip Code

The information contained herein, including in any attachments, is true and correct.

\_\_\_\_\_  
General Partner Signature

\_\_\_\_\_  
Type or Print Name

\_\_\_\_\_  
General Partner Signature

\_\_\_\_\_  
Type or Print Name