

Instructions for Completing the Restated Certificate of Limited Partnership (Form LP-10)

Where to File: For easier completion, this form is available on the Secretary of State's website at www.sos.ca.gov/business/be/forms.htm and can be viewed, filled in and printed from your computer. The completed form along with the applicable fees can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

Legal Authority: Statutory filing requirements are found in California Corporations Code section [15902.02](#). All statutory references are to the California Corporations Code, unless otherwise stated. **Note:** Signing Form LP-10 constitutes an affirmation under penalty of perjury that the facts stated in the certificate are true. (Section 15902.08(b).)

- Form LP-10 may be filed by a domestic (California) limited partnership to restate in a single certificate all of the provisions that are in effect contained in the different certificates that were previously filed with the California Secretary of State. Form LP-10 may also include an amendment of the Certificate of Limited Partnership not previously filed with the California Secretary of State.
- Upon filing Form LP-10, the filed document will supersede the initial Certificate of Limited Partnership and all amendments thereto.

Fees: The fee for filing Form LP-10 is \$30.00. A non-refundable \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) at the Sacramento office. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional non-refundable fee in lieu of the special handling fee. Detailed information about preclearance and expedited filing services is available at www.sos.ca.gov/business/be/service-options.htm. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

Copies: Upon filing, we will return one (1) uncertified copy of your filed document for free. To get additional copies, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1.00 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

Complete the Restated Certificate of Limited Partnership (Form LP-10) as follows:

Item 1. Enter the file number issued to the limited partnership by the California Secretary of State.

Item 2. Enter the name of the limited partnership exactly as it is of record with the California Secretary of State.

Item 3. If applicable, enter the name of the limited partnership, as amended. The name must end with the words "Limited Partnership," or the abbreviation "LP" or "L.P." and may not contain the words "bank," "insurance," "trust," "trustee," "incorporated," "inc.," "corporation," or "corp." (Section [15901.08](#).)

Items 4a & 4b. Item 4a: Enter the street address of the designated office address **in California**. The "designated office" may, but need not, be the place of the limited partnership's activity in California. (Sections [15902.01](#), [15901.02\(e\)](#) and [15901.14](#).) Please do not use a P.O. Box address or abbreviate the name of the city.

Item 4b: If different from the address in Item 4a, enter the initial mailing address of the limited partnership. (Section [15902.01](#).) Please do not abbreviate the name of the city. Do not complete item 4b if the mailing address is the same as the street address in Item 4a.

Items 5 & 6. If designating an individual as the agent for service of process, complete Items 5 and 6. If designating a corporation as the agent for service of process, complete only Item 5 and proceed to Item 7 (do not complete Item 6). If a corporation is designated as agent, that corporation must have previously filed with the California Secretary of State a certificate pursuant to Corporations Code section [1505](#). The agent should agree to accept service of process on behalf of the limited partnership prior to designation. **Note: A limited partnership cannot act as its own agent** and no domestic or foreign corporation may file pursuant to Section 1505 unless the corporation is currently authorized to engage in business in California and is in good standing on the records of the California Secretary of State.

Items 7a - 7b. Enter the current name and address of each general partner. Please do not abbreviate the name of the city. If the name of the general partner has changed, check the box and enter the previous name where indicated. If there are more than two general partners, attach additional pages. The limited partnership must have one or more general partners. Note: If a general partner is a trust, both the name of the trust (including the date of the trust, if applicable) and the trustee should be listed. Example: Mary Todd, trustee of the Lincoln Family Trust U/T/A 5-1-94.

New General Partners: The name and address of any new general partners may be included in an attachment to Form LP-10. Please do not abbreviate the name of the city.

Dissociated General Partners: The name of any dissociated general partners may be included in an attachment to Form LP-10.

Item 8. Attach any other information to be included in Form LP-10 (e.g., the number of general partners' signatures required for filing merger or conversion documents with the California Secretary of State, if less than all, the names and addresses of new general partners, and the names of dissociated general partners) provided that the information is not inconsistent with law.

Item 9. Form LP-10 must be signed: (1) by at least one general partner; (2) by each general partner designated in an attachment to Form LP-10 as a new partner; and (3) by each dissociated general partner named in an attachment to Form LP-10 unless the dissociated general partner previously has filed a Certificate of Dissociation (Form LP-101) with the California Secretary of State. (Section 15902.04.) Form LP-101 is available on the Secretary of State's website at www.sos.ca.gov/business/be/forms.htm.

- If Form LP-10 is filed 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 15902.05.)
- If Form LP-10 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of the partner)." (Section 15902.04.)
- If Form LP-10 is signed by a general partner who is an association, the person who signs for the association should state the exact name of the association, his/her name and position/title.
- If Form LP-10 is signed by a general partner who is a trust, Form LP-10 should be signed by a trustee as follows: _____, trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).
- If additional signature space is necessary, the signatures may be made on an attachment to Form LP-10.

Any attachments to Form LP-10 are incorporated by reference and made part of Form LP-10. All attachments should be 8 ½" x 11", one-sided and legible.



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.

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	
T/TR:	
AMT REC'D:	\$



State of California Secretary of State

Restated Certificate of Limited Partnership

A \$30.00 filing fee must accompany this form.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

File Number	Entity Name (Enter the exact name of the limited partnership.)
1. Secretary of State File Number	2. Name of Limited Partnership

Entity Name as Amended (If applicable, enter the name of the limited partnership as amended. End the name with the words "Limited Partnership" or the abbreviation "LP" or "L.P.")

3. Name of Limited Partnership

Entity Addresses

4a. Street Address of Designated Office in CA	City	State	Zip Code
		CA	
4b. Mailing Address of Limited Partnership, if different from Item 4a	City	State	Zip Code
		CA	

Agent for Service of Process (If the agent is an individual, complete both Items 5 and 6. If the agent is a corporation, complete Item 5 and leave Item 6 blank.)

5. Name of Agent for Service of Process

6. If an individual , Street Address of Agent for Service of Process in CA	City	State	Zip Code
		CA	

General Partner(s) (Enter the current name and address of each general partner and check the box if the name of the general partner has changed. Attach additional pages, if necessary. Note: The name and address of any new general partners and the name of any dissociated general partners may be included in an attachment to this certificate.)

7a. Name	Address	City	State	Zip Code
<input type="checkbox"/> The name of this general partner has changed from:				
7b. Name	Address	City	State	Zip Code
<input type="checkbox"/> The name of this general partner has changed from:				

Additional Information

8. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

Execution (This certificate must be signed by at least one general partner unless otherwise provided by law. If additional signature space is necessary, the signatures may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

9. By signing this document I affirm under penalty of perjury that the stated facts are true.

_____ Signature of General Partner	_____ Type or Print Name of General Partner
_____ Signature of General Partner	_____ Type or Print Name of General Partner