



Instructions for Filing

Certificate of Limited Partnership for a Limited Partnership

[Section 7-13-8](#) of the General Laws of Rhode Island, 1956, as amended

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.

All filings are public records under RIGL [38-2-1](#), et seq. This means all information is available to the public by a variety of methods including, without limitations, inspections at our office, telephone inquiries and electronically through our online database.

This legal document should be typed. All illegible documents will be REJECTED.

How to complete the form:

1. State the name of the partnership. Your entity name must be distinguishable from any name on file in this office. The name must include "limited partnership", "l.p." or "lp". You may check [name availability](#) on our website; however, this does not ensure the name will still be available upon filing.
2. State the address where the records of the partnership will be maintained in Rhode Island, a requirement of RIGL [7-13-5](#).
3. State the name of the registered agent. The registered agent is an individual or entity that will accept all legal service for this entity. The agent must be a Rhode Island resident or entity qualified to do business in this state. A Rhode Island street address is required, **NOT** a P.O. Box. In addition to all legal service of process, other important correspondence from the state will be sent to this address.
4. List the name and business address of all of the general partners.
5. State the entity's mailing address.
6. State any additional provisions agreed upon by the general partners that you would like to include in the Certificate. *This is optional.*
7. **ALL** the General Partners **MUST** sign and date the form.

How to pay the filing fee:

The filing fee is \$100, payable either by mail via check made payable to RI Department of State or in person via cash, credit card, or check at the Business Services Division, 148 W. River Street, Ste. 1, Providence, RI 02904. Contact our office at (401) 222-3040 for further information.

How to confirm your filing:

Entity records are retrievable and viewable through our website. Successful filings will **NOT** result in a mailed confirmation. Filings that cannot be processed will be posted [online](#) and then returned. To confirm your submission and obtain evidence of your filing:

- Go to our [Corporate Database](#)
- Enter the name or ID number of your entity and click "Search"
- Click on the link to your entity record, scroll down, select "All Filings" and then "View Filing"
- Identify desired type of filing and click on "PDF" under "View PDF" to view and print the record

How to maintain your status:

Every entity registered with the Rhode Island Department of State - Business Services Division may have filing requirements with the [Rhode Island Division of Taxation](#), even if no business is conducted within Rhode Island for a particular year. Your business may require additional licensing. Please visit our [website](#) for further information.

Evidence necessary for businesses providing professional services:

The following professionals require evidence of a current application with the appropriate licensing agency prior to filing with the Department of State.

- Engineering (401) 462-9592 [bdp.ri.gov](#)
- Land Surveying (401) 462-9595 [bdp.ri.gov](#)
- Architecture (401) 462-9594 [bdp.ri.gov](#)
- Landscape Architecture (401) 462-9595 [bdp.ri.gov](#)

If the entity is engaged in the practice of law, the applicant must apply for a limited liability entity license from the Rhode Island Supreme Court within thirty (30) days of filing with the Department of State. You may contact the Rhode Island Supreme Court Clerk's Office at (401) 222-3272 or [courts.ri.gov](#).



State of Rhode Island

Department of State - Business Services Division



Certificate of Limited Partnership

DOMESTIC Limited Partnership

→ Filing Fee: \$100.00

STAMP

FOR SECRETARY OF STATE USE ONLY

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by RIGL [7-13-8](#), do execute the following Certificate of Limited Partnership:



1. The name of the limited partnership is:		
2. The address of the specified office in this state where the records of the limited partnership shall be kept is:		
Street Address (<u>NOT</u> a P.O. Box)		
City/Town	State RHODE ISLAND	Zip Code
3. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name		
Street Address (<u>NOT</u> a P.O. Box)		
City/Town	State RHODE ISLAND	Zip Code
4. The name and business address of each general partner is:		
GENERAL PARTNER	BUSINESS ADDRESS	



STAMP

FOR SECRETARY OF STATE USE ONLY

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

5. The mailing address for the limited partnership is:

Address

City/Town	State	Zip Code
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6. Any other matters the partners determine to include herein:

Check the box to indicate an attachment

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

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

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

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



Filer Contact Information

In the event our office needs more information in order to complete the filing of this document, we ask for the filer's contact information. **All fields are REQUIRED.**

Name:		Date:
Proposed Entity Name:		
Street Address:		
City:	State:	Zip Code:
Email Address:		Phone Number: