



Instructions for Filing

Application for Certificate of Registration for a Limited Partnership

[Section 7-13-49](#) 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. It must match the name on your [Certificate of Good Standing/Letter of Status](#) from the state or country of formation, which must be attached to this form. Your entity name must be distinguishable from any name on file in this office. You may check [name availability](#) on our website; however, this does not ensure the name will still be available upon filing. If you are proposing a different name for transacting business in Rhode Island, you may write it on the line below.
2. State the state or country under whose laws the partnership was formed.
3. State the date the partnership was formed in the state or country of formation.
4. State the specific purpose(s) for transacting business in Rhode Island.
5. 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.
6. In the event that the registered agent cannot be contacted, the Department of State will accept legal service of process for the LP.
7. State the address of the partnership in its state of formation or, if it is not required to maintain an office in the state of formation, its principal office address.
8. List the name(s) and business address(es) of each of the general partners.
9. State the street address where the records of the partnership will be maintained.
10. State the partnership's mailing address.
11. A [Certificate of Good Standing/Letter of Status](#) from the state or country of formation dated within 60 days of the date of this filing must accompany this application.
12. A General Partner **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.



Instructions for Filing (continued) Application for Certificate of Registration

[Section 7-13-49](#) of the General Laws of Rhode Island, 1956, as amended

Evidence necessary for businesses providing professional services:

Prior approval required for Engineers:

If the entity is engaged in the practice of Engineering, at the time of filing, evidence of a current application with the Rhode Island Department of Business Regulation, Board of Design Professionals (401) 462-9592 or bdp.ri.gov is required.

Licensing requirements – all entities:

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.

If the entity is engaged in the practice of medicine (see RIGL [7-5.1-2](#) for all applicable disciplines) the applicant must apply for licensing from the Rhode Island Department of Health, Professional Regulation. You may contact the Rhode Island Department of Health at (401) 222-5960 or health.ri.gov.

If the entity is engaged in the practice of land surveying, architecture or landscape architecture, the applicant must apply for licensing from the Rhode Island Department of Business Regulations, Board of Design Professionals at (401) 462-9530 or bdp.ri.gov.

If the entity is engaged in the practice of accountancy, the applicant must apply for licensing from the Rhode Island Department of Business Regulation, Board of Accountancy at (401) 462-9500 or dbr.ri.gov.



Certificate of Registration

FOREIGN Limited Partnership

→ Filing Fee: \$100.00 minimum

STAMP

FOR SECRETARY OF STATE USE ONLY

Pursuant to the provisions of RIGL [7-13-49](#), the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:



1. The name of the limited partnership is:		
The name, if different, which it elects to use in Rhode Island is:		
2. The limited partnership is organized under the laws of:	3. The date of its formation is:	
4. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:		
5. The name and address of the 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
6. The Department of State is appointed the agent of the foreign limited liability partnership for service of process if, at any time, there is no registered agent or if the registered agent cannot be found or served following the exercise of reasonable diligence.		
7. The address of the office required to be maintained in the state or country of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:		

MAIL TO:

Division of Business Services

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

Phone: (401) 222-3040

Website: www.sos.ri.gov



8. The name and business address of each general partner is:		
GENERAL PARTNER	BUSINESS ADDRESS	
9. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:		
10. The mailing address for the foreign limited partnership is:		
Address		
City/Town	State	Zip Code
11. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of filing.		
<i>Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.</i>		
Type or Print Name of General Partner	Date	
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: