



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED PARTNERSHIP

Pursuant to the provisions of section 9.02 of article 6132a-1, the undersigned limited partnership makes this application for registration to transact business in Texas and for this purpose states the following:

1. The name of the limited partnership is _____
2. A. If the name does not contain the words "Limited Partnership," "Limited" or the abbreviation "L.P." or "Ltd." as the last words or letters of its name, then the name of the limited partnership with the words or abbreviation which it elects to add for use in Texas is

B. If its name is not available in Texas, then the name which the limited partnership elects to use in Texas is

3. The federal tax identification number of the entity is _____
4. It was formed under the laws of _____, on _____
(jurisdiction) (date)
5. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.
6. The nature of the business or the purposes to be conducted or promoted in Texas are as follows:

7. The street address of its proposed registered office in Texas is (a P.O. Box is not sufficient)

and the name of its proposed registered agent in Texas at such address is _____
8. The limited partnership hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 9.10(b) of the Texas Revised Limited Partnership Act.

9. The name, the mailing address, and the street address of the business or residence of each general partner is as follows:

NAME	MAILING ADDRESS (include city, state, zip code)	STREET ADDRESS (include city, state, zip code)
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The date on which the foreign limited partnership first transacted, or intends to transact, business in Texas is _____

Date: _____

General Partner

INSTRUCTIONS FOR FILING AN APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED PARTNERSHIP

TRANSACTIONING BUSINESS

Before transacting business in Texas, a foreign limited partnership must file an application for registration with the secretary of state. A "foreign limited partnership" is defined as a limited partnership formed under the laws of another state, including the District of Columbia, the Commonwealth of Puerto Rico, or any territory, possession, or other jurisdiction of the United States.

A foreign corporation serving as a general partner in a partnership transacting business in Texas is deemed to be transacting business in Texas and is thus required to obtain a certificate of authority from the secretary of state. Op. Tex. Att'y Gen. No. JM-7 (1983).

APPLICATION

The attached form promulgated by the secretary of state is designed to meet minimum statutory filing requirements and no warranty is made regarding the suitability of this form for any particular purpose. This form and the information provided are not substitutes for the advice of an attorney and it is recommended that the services of an attorney be obtained before preparation of the application for certificate of authority.

The filing fee for the application for registration is \$750.00. Please submit a check or money order made payable to the secretary of state. The check or money order must be payable through a U.S. bank or other financial institution. Fees payable to the secretary of state may be paid with a current, valid Visa®, Discover®, or MasterCard®. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.

A general partner must sign the application. Submit two copies of this application together with the filing fee to: Secretary of State, Statutory Filings Division, Corporations Section, P. O. Box 13697, Austin, Texas 78711-3697. The delivery address is James Earl Rudder Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and return a file stamped copy, if a duplicate copy was provided for such purpose. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709. E-mail inquiries may be directed to *corphelp@sos.state.tx.us*. Additional forms and information also may be obtained from our website at *http://www.sos.state.tx.us*.

A foreign limited partnership which has transacted business in Texas without first having registered must pay to the secretary of state the \$750.00 filing fee that would have been imposed had it registered, plus \$750.00 for each year or part of a year during which it transacted business in Texas without having registered. Section 9.08 of the Texas Revised Limited Partnership Act (TRLPA) provides that a court of competent jurisdiction may enjoin a foreign limited partnership from transacting business in Texas if the partnership fails to register or if the registration is secured on the basis of false or misleading representations.

NAME

The name of a limited partnership must contain the words "Limited Partnership," "Limited," or the abbreviation "L.P.," or "Ltd." as the last words or letters of its name. It may not contain the name of a limited partner unless that name is also the name of a general partner or the business of the partnership had been carried on under that name before the admission of that limited partner. The name also may not contain a word or phrase indicating or implying that it is a corporation or that it is organized other than for a purpose stated in its partnership agreement.

The foreign limited partnership's name will be checked for availability in accordance with the provisions of the TRLPA and the administrative rules promulgated by the secretary of state. Section 1.03 of the TRLPA provides that a limited partnership name cannot be the same as, or deceptively similar to, that of any domestic or foreign corporation, limited liability company, or limited partnership or any name reservation or registration filed with the secretary of state. For example, a proposed name is deemed to be deceptively similar to that of an existing name if the difference in the names consists in the use of different words or abbreviations of incorporation or organization. Consequently, *Somerville Ventures, L.P.* would be deceptively similar to *Somerville Ventures, Inc.* and would not be available.

Whether the partnership's name is available for use in Texas may be determined by telephone at (512) 463-5555 or by e-mail to corpinfo@sos.state.tx.us. This is only a preliminary clearance. The final decision on the name will be made when the document is submitted for filing. If the name is not available for use in this state, the partnership must register and transact business under an assumed name. The assumed name must meet the same requirements of name availability. If an assumed name must be used, complete item 2B of the application with the name that the partnership elects to adopt for use in Texas. In addition, the partnership is required to file an assumed name certificate in compliance with chapter 36 of the Texas Business & Commerce Code. The assumed name certificate is to be filed with the secretary of state and with the county clerk in the county in which the registered office is located and the county in which the principal office is located. The form promulgated by the secretary of state for making the assumed name filing is form number 503. This form is not acceptable for filing in the county clerk's office.

Name reservations and name registrations for limited partnerships may be filed under the TRLPA. Name reservations and registrations made under the corporate or limited liability company laws cannot be used for, or transferred to, filings made under the TRLPA.

DELAYED EFFECTIVE DATE

Under section 2.12 of the TRLPA, a limited partnership may choose to make the filing of certain documents effective as of a date not more than 90 days after the date of filing or upon the occurrence of a future event not more than 90 days after the date of filing. This can be accomplished by stating a future effective date or describing a future event within the document submitted for filing. Please refer to article 2.12 of the TRLPA for the specific requirements necessary for filing documents with a future effective date.