



State of Rhode Island
Department of State - Business Services Division

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

Instructions for Filing Certificate of Limited Partnership

Section 7-13.1-201 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.

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 entity's principal office.
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 any additional provisions agreed upon by the general partners that you would like to include in the Certificate. *This is optional.*
6. All Rhode Island Limited Partnerships have a perpetual (ongoing) existence until the partnership is formally dissolved with this office. All Partnerships are organized to conduct any lawful business.
7. Check "Date Received" unless you prefer that the certificate goes into effect at a later date than when the form is filed in this office. Any later date must be within 90 days of filing.
8. **ALL** the General Partners **MUST** sign and date the form.

How to pay the filing fee:

The filing fee is 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 the desired type of filing and click on "PDF" under "View PDF" to view and print the record.

How to maintain your status:

The entity is responsible for filing an annual report each calendar year, excluding the year of incorporation, between February 1 and May 1. A courtesy reminder will be mailed to the registered agent prior to February 1 of each year. Be sure to follow up with your registered agent concerning the filing of this report. Failure to file an annual report or maintain a registered agent/office will result in revocation proceedings.

Every entity registered with the RI Department of State - Business Services Division will 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.

Your entity may also be required to report (and update, if necessary) information about the business and its beneficial owners to the U.S. Department of Treasury's Financial Crimes Enforcement Network (FinCEN). Visit [FinCEN.gov/boi](https://www.fincen.gov/boi) for more information.



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Instructions for Filing (continued)

Certificate of Limited Partnership

[Section 7-13.1-201](#) of the General Laws of Rhode Island, 1956, as amended.

**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) 889-5446 bdp.ri.gov
- Land Surveying (401) 889-5446 bdp.ri.gov
- Architecture (401) 889-5446 bdp.ri.gov
- Landscape Architecture (401) 889-5446 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.



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 7-13.1-201](#), do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership is:

2. The address of the limited partnership's principal office is:

Address

City/Town

State

Zip Code

3. The name and address of the initial registered agent/office in Rhode Island is:

Agent Name

Street Address (NOT 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

MAIL TO:

Division of Business Services

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

Phone: (401) 222-3040

Website: www.sos.ri.gov

STAMP

FOR
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5. Any other matters the partners determine to include herein:	
Check the box to indicate an attachment	
6. The Partnership has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with R.I.G.L. 7-13.1 .	
7. Date when this Certificate of Limited Partnership will be effective: CHECK ONE BOX ONLY	
<div style="margin-left: 40px;">Date received (upon filing)</div> <div style="margin-left: 40px;">Later effective date (Date must be no more than 90 days from the date of filing) _____</div>	
<i>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.</i>	
Type or Print Name of General Partner	Date
Signature of General Partner	
Type or Print Name of General Partner	Date
Signature of General Partner	
Type or Print Name of General Partner	Date
Signature of General Partner	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.



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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: