

**Items to include in a certificate of limited partnership**

**PREVIEW**

1. the partnership's name,
2. the registered agent's name and address,
3. the partnership's principal place of business where its records are kept in the United States,
4. the name, mailing address, and the street address of the residence or business of each general partner.
5. Limited partnerships are governed by title 4 of the Texas Business Organizations Code (BOC) Chapters 154 and 155. See Title 1, Chapter 3, Subchapter A of the BOC for the required provisions to be set forth in the certificate of formation for a limited partnership:
  - a. the character of the business,
  - b. the partnership's duration,
  - c. the amount of cash, a description of, and the agreed value of the other property contributed by each limited partner,
  - d. the time when the contribution of each limited partner shall be returned.
  - e. the share of the profits or other compensation that each limited partner shall receive for his or her contribution,
  - f. the right of a limited partner to substitute an assignee as a contributor in his or her place, and the terms and conditions of the substitution,
  - g. the right of partners to admit additional limited partners,
  - h. the right of one or more of the limited partners concerning their contribution or as to compensation by way of income, and the nature of such priority,
  - i. the right of the remaining general partner or partners to continue the business on the death, retirement, or insinuation of a general partner, and
  - j. the right of a limited partner to demand and receive property other than cash in return for his or her contribution.

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**Certificate of limited partnership**

**PREVIEW**

1. In order to form a limited partnership, the parties must file a certificate of limited partnership with the Office of the Secretary of State of Texas and pay the required filing fee. See Title 1, chapter 3, subchapter A of the BOC for the required provisions to be set forth in the certificate of formation for a limited partnership.
2. The certificate must contain at least the following information, if applicable:
  - a. The partnership name, which must include the words Limited Partnership, Limited, L.P., or Ltd. after the name;
  - b. The address of the registered office and the name and address of the registered agent for service of process;
  - c. The address of the principal office in the United States where records are to be kept or made available;
  - d. The name, mailing address and street address of the business or residence of each general partner; and other matters the general partners determine to include.
3. Under prior law, additional information regarding contributions of partners and various terms and conditions of the partnership was also required.
4. The forms that follow comply with the legal requirements set forth above.

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# PREVIEW

<b>CERTIFICATE OF FORMATION FOR A LIMITED PARTNERSHIP</b>	This space reserved for SOS office use
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1. The entity to be formed is a limited partnership and the name under which the limited partnership is to be conducted is:

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2. The name and address of the limited partnership's initial registered agent is:

\_\_\_\_\_.

3. The limited partnership's initial registered office address is:

\_\_\_\_\_.

4. The address of the principal office in the United States where records shall be kept is:

**THIS DOCUMENT**

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

\_\_\_\_\_.

\_\_\_\_\_.

6. The character of the business intended to be transacted by such partnership is as follows:

**THANK YOU**

7. The location of the principal place of business is:

\_\_\_\_\_.

8. The [partnership shall exist for [an indefinite term or a term of \_\_\_\_\_ years, or time at which the partnership is to begin is the \_\_\_\_\_ day of \_\_\_\_\_ (month and year), and the time at which the partnership is to be dissolved is \_\_\_\_\_ day of \_\_\_\_\_ (month and year).

9. **Special Provisions:**

# PREVIEW

**Indemnification:** To the extent permitted by law, the Company shall indemnify any present or former manager, member, officer, employee, or agent of the Company against judgment, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with a proceeding in which the person is or was a manager, member, officer, employee, or agent of the company.

To the extent permitted by law, no manager of the Company shall be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as manager.

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**Unanimous Consent:** Any action required to be taken at any annual or special meeting of the managers or members of the company, and any action which may be taken at any annual or special meeting of members or managers, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the managers or the members, as the case may be, having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all managers or members, as the case may be, entitled to vote on the action were present and voted.

10. This document becomes effective [when the document is filed by the secretary of state, at a later date, which is not more than ninety (90) days from the date of signing, the following date \_\_\_\_\_, upon the occurrence of a future event or fact, other than the passage of time or \_\_\_\_\_]. The following event or fact will cause the document to take effect in the manner described below:]

# THIS DOCUMENT

Date \_\_\_\_\_.

I, the undersigned General Partner have signed this Certificate of formation subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

# THANK YOU

General Partner

\_\_\_\_\_  
Limited Partner

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Limited Partner

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