

Instructions for Completing the Application for Registration of a Foreign Limited Partnership (Form LP-5)

To qualify a limited partnership (LP) from another state, country, or other place of origin (foreign LP) to transact intrastate business in California, you must file an Application for Registration of a Foreign Limited Partnership (Form LP-5) with the California Secretary of State.

- Form LP-5 is required along with a current (within 6 months) **Certificate of Good Standing** (or other record of similar meaning) issued by the agency where the foreign LP is formed. The Certificate must certify that the foreign LP is in existence, in active status, or in good standing.
- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs and whether additional provisions for the foreign LP are needed.

Fees:

- **Filing Fee:** The fee for filing an Application for Registration of a Foreign Limited Partnership (Form LP-5) is **\$70.00**.
- **Faster Service Fee:**
 - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office*.
 - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The drop off fee does not apply to mail submissions. The special handling fee is not refundable whether the document is filed or rejected.
 - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee in lieu of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to www.sos.ca.gov/business/be/service-options.

Copies: Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee. To obtain additional copies or certified copies of the filed document, include payment for copy fees and certification fees at the time the document is submitted. Additional copy fees are \$1.00 for the first page and \$0.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per document.

Payment Type: Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or MasterCard).

Processing Times: For current processing times, go to www.sos.ca.gov/business/be/processing-times.

Type or legibly print in black or blue ink. **Complete the Application for Registration of a Foreign Limited Partnership (Form LP-5) as follows:**

Item	Instruction	Tips
1a.	Enter the name of the foreign LP exactly as it is shown on the Certificate of Good Standing (or other record of similar meaning) from the foreign jurisdiction.	<ul style="list-style-type: none">• Enter the name currently used in the state, foreign country or other place where the foreign LP is formed.• The name in Item 1a must match exactly (including punctuation) the name listed in the Certificate of Good Standing (or other record of similar meaning) that is required to accompany your completed Form LP-5.• There are legal limitations on what name can be used for the foreign LP. For LP name requirements and restrictions or for information on reserving a foreign LP name prior to submitting Form LP-5, go to www.sos.ca.gov/business/be/name-availability.• A name reservation is not required to submit Form LP-5.

1b.	<p>If the name of the foreign LP does not end with "LP", "L.P." or "Limited Partnership", the foreign LP must adopt, for the purposes of transacting business in California, an alternate name that complies with Section 15901.08 exactly as it is to appear on the records of the California Secretary of State.</p> <p>Note: If an Alternate Name is required, enter the foreign LP name as used in the foreign jurisdiction in Item 1a and the Alternate Name (the name to be used in California) in Item 1b.</p>	<ul style="list-style-type: none"> California Corporations Code section 15901.08 requires: <ul style="list-style-type: none"> The LP name must end with: LP, L.P., or Limited Partnership. The LP name may not include: bank, insurance, trust, trustee, incorporated, inc., corporation, or corp. The name must be distinguishable from other LPs of record or reserved with the California Secretary of State. There are legal limitations on what name can be used for the LP. For LP name requirements and restrictions or for information on reserving an LP name prior to submitting Form LP-5, go to www.sos.ca.gov/business/be/name-availability. A name reservation is not required to submit Form LP-5. A preliminary search of LP names already of record can be made online through our Business Search at BusinessSearch.sos.ca.gov. Please note: The Business Search is not intended to serve as a formal name.
2a.	Enter the date your foreign LP was formed using the following format: MM/DD/YYYY.	The date must match the formation date listed in the attached Certificate of Good Standing (or other record of similar meaning).
2b.	Enter the state, foreign country or other place of origin where the foreign LP is formed.	The jurisdiction must match the jurisdiction listed in the attached Certificate of Good Standing (or other record of similar meaning).
3a.	Enter the complete street address, city, state and zip code of the foreign LP's Principal Office address.	<ul style="list-style-type: none"> The complete street address is required, including the street name and number, city, state and zip code. Address must be a physical address. Do not enter a P.O. Box or abbreviate the name of the city.
3b.	If different from the address in Item 3a, enter the mailing address of the foreign LP's Principal Executive Office.	<ul style="list-style-type: none"> This address will be used for mailing purposes and may be a P.O. Box address. Do not abbreviate the name of the city.
3c.	Enter the complete address, city, state and zip code of the foreign LP's required office in jurisdiction of formation, if any.	<ul style="list-style-type: none"> The complete address is required, including the street name and number, city and zip code. Address must be a street address in the foreign jurisdiction. Do not enter a P.O. Box.
4.	<p>The foreign LP must have an Agent for Service of Process.</p> <p>There are two types of Agents that can be named:</p> <ul style="list-style-type: none"> an individual (e.g. member, manager, or any other individual) who resides in California with a physical California address; OR a registered corporate agent qualified with the California Secretary of State. 	<ul style="list-style-type: none"> An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) on behalf of the foreign LP. You must provide information for either an individual OR a registered corporate agent, not both. If using a registered corporate agent, the corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505. The foreign LP cannot act as its own agent.

4a & b.	<p>If Individual Agent:</p> <ul style="list-style-type: none"> Enter the name of the initial agent for service of process and the agent's complete California street address, city and zip code. If an individual is designated as the initial agent, complete Items 4a and 4b ONLY. Do not complete Item 4c. 	<ul style="list-style-type: none"> The complete street address is required, including the street name and number, city and zip code. Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city. The individual agent should be aware that the name and the physical street address of the agent for service of process is a public record, available to all (as are all the addresses of the foreign LP provided in filings.)
4c.	<p>If Registered Corporate Agent:</p> <ul style="list-style-type: none"> Enter the name of the initial registered corporate agent <i>exactly</i> as registered in California. If a registered corporate agent is designated as the initial agent, complete Item 4c ONLY. Do not complete Items 4a and 4b. 	<ul style="list-style-type: none"> Before a corporation is designated as agent for the foreign LP, that corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505 stating the address(es) of the registered corporate agent and the authorized employees that will accept service of process of legal documents and notices on behalf of the foreign LP. Advanced approval must be obtained from a registered corporate agent prior to designating that corporation as your agent for service of process. No California or foreign corporation may register as a California corporate agent unless the corporation currently is authorized to engage in business in California and is in good standing on the records of the California Secretary of State. Provide your Registered Corporate Agent's exact name as registered with the California Secretary of State. To confirm that you are providing the exact name of the Registered Corporate Agent, go to https://businessfilings.sos.ca.gov/frmlist1505s.asp.
5.	List the name and address of the General Partner of the foreign LP.	<ul style="list-style-type: none"> If you have more than one General Partner: <ul style="list-style-type: none"> Place the additional name(s) and address(es) on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LP-5 and attach the extra page(s) to the completed Form LP-5. All attachments are part of this document. Limited Partners names and addresses are not required. These are public documents; do not include social security numbers or other personal information.
6	Only check the box if the foreign LP is registering as a Foreign Limited Liability Limited Partnership.	
Signature	Form LP-5 must be signed by at least one of the general partners with authority to sign according to the laws of the state, foreign country or other place where the foreign LP is formed.	<ul style="list-style-type: none"> Multiple Form LP-5s with different signatures will be returned without being filed – use only one form. If you need more space for signatures: <ul style="list-style-type: none"> Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LP-5 and attach the extra page(s) to the completed Form LP-5. All attachments are part of this document.

		<ul style="list-style-type: none"> • If a general partner is an entity, the entity's name must be entered in Item 5 and the name and title of the individual signing on behalf of the entity, as well as the entity's name must be entered in Item 7. • If Form LP-5 is signed by a business entity as General Partner, the person who signs on behalf of the entity should note their name and position/title and the entity name. Example: If a limited liability company ("Smith LLC") is the General Partner, the signature of the person signing on behalf of the Smith LLC should be reflected as: Joe Smith, Manager of Smith LLC, General Partner. • If Form LP-5 is signed by a trust as General Partner, the trustee should sign as follows: _____, trustee for _____ trust (<u>including the exact name of the trust and date of the trust, if applicable</u>). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T 5-1-1994), General Partner. • If Form LP-5 is signed by an attorney-in-fact on behalf of the general partner, the signature should be followed by the words "Attorney-in-fact for (name of the general partner)". • If Form LP-5 is signed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section _____" identifying the appropriate statutory authority (Section 15902.05.)
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Mail Submission Cover Sheet (Optional): To make it easier to receive communication related to **this document**, including receipt of the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

Where to File: Completed forms along with the applicable fees, if any can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office.

Legal Authority: Statutory filing requirements are found in Section [15909.02](#). All statutory references are to the California Corporations Code, unless otherwise stated. Note: Signing Form LP-5 constitutes an affirmation under penalty of perjury that the facts stated in the document are true (Section [15902.08\(b\)](#).)

Minimum Tax Requirement: Registered LPs in California may need to pay a minimum tax of \$800 to the California Franchise Tax Board each year (California Revenue and Taxation Code section [17935](#).) For more information, please refer to the California Franchise Tax Board's Guide for Corporations Starting Business in California (FTB Publication 1060) at <https://www.ftb.ca.gov/forms/misc/1060.pdf>.

Additional Resources: For a list of other agencies you may need to contact to ensure proper compliance, go to www.sos.ca.gov/business/be/resources. Note: The California Secretary of State does not license foreign LPs. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the foreign LP.



Secretary of State
Business Programs Division

Business Entities, P.O. Box 944228, Sacramento, CA 94244-2280

Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Comments: _____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [_____]

Company:

Address:

City/State/Zip: [_____]

Secretary of State Use Only	
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Secretary of State
Application for Registration
Foreign Limited Partnership (LP)

LP-5

IMPORTANT — [Read Instructions](#) before completing this form.
Foreign Certificate of Good Standing is required. [See Instructions.](#)

Filing Fee – \$70.00

Copy Fees – First page \$1.00; each attachment page \$0.50;
Certification Fee - \$5.00

Note: Registered LPs in California may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

Above Space For Office Use Only

1. Name of Foreign LP ([See Instructions](#) – Only enter an alternate name if the foreign LP name in Item 1a is not available in CA.)

1a. Enter the Exact Name of the Foreign LP (as listed on the Certificate of Good Standing.)

1b. Enter the Alternate Name to be Used in California, if required.

2. LP History ([See Instructions](#) – Ensure that the formation date and jurisdiction match the attached Certificate of Good Standing.)

2a. Date LP was formed in home jurisdiction (MM/DD/YYYY)

/ /

2b. Jurisdiction (State, foreign country or place where this LP is formed.)

3. Business Addresses (Enter the **complete** business addresses. Items 3a and 3b cannot be a P.O. Box or “in care of” an individual or entity.)

a. Street Address of Principal Office - **Do not enter a P.O. Box**

City (no abbreviations)

State

Zip Code

b. Mailing Address of Principal Office, **if different than item 3a**

City (no abbreviations)

State

Zip Code

c. Address of required office in Jurisdiction of Formation, if any

City (no abbreviations)

State

Zip Code

4. Service of Process (Must provide either Individual **OR** Corporation.)

INDIVIDUAL – Complete Items 4a and 4b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is **not** a corporation)

Middle Name

Last Name

Suffix

b. Street Address (if agent is **not** a corporation) - **Do not enter a P.O. Box**

City (no abbreviations)

State

CA

Zip Code

CORPORATION – Complete Item 4c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 4a or 4b

5. General Partners (Enter the name and addresses of all the General Partners. Attach additional pages, if necessary.)

5a. General Partner's Name

5b. General Partner's Address

City (no abbreviations)

State

Zip Code

6. Foreign Limited Liability Limited Partnership (Check this box only if applicable)

☐ Check this box if the foreign limited partnership is a foreign limited liability limited partnership.

All attachments are part of this document. I declare that I am the person who signed this instrument, which is my act and deed. I further declare the information is true and correct, and I am authorized to sign.

General Partner's Signature

Type or Print Name