



Vermont Secretary of State
CERTIFICATE OF LIMITED PARTNERSHIP
of a Vermont Domestic Limited Partnership (LP)

Business ID: _____

PLEASE RETURN ACKNOWLEDGEMENT TO: (REQUIRED - NAME AND ADDRESS)

NAME _____

ADDRESS _____

Processed by: _____
FOR OFFICE USE ONLY

PLEASE REVIEW INSTRUCTION PAGE BEFORE BEGINNING

1. BUSINESS NAME: REQUIRED – MUST INCLUDE THE WORDS "LIMITED PARTNERSHIP" OR THE ABBREVIATION "LP"

BUSINESS NAME: _____

2. BUSINESS INFORMATION: REQUIRED.

a. **BUSINESS DESCRIPTION:** REQUIRED - [NAICS CODE](#) (PREFERRED) or BRIEF STATEMENT OF PRIMARY SERVICE(S) TO BE PROVIDED BY THIS CORPORATION

BUSINESS DESCRIPTION: _____

b. **TERMINATION DATE:** REQUIRED - THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO DISSOLVE (AMENDABLE AT A LATER DATE)

If not canceled prior to this date, this Limited Partnership will dissolve on _____.

c. **BUSINESS EMAIL:** OPTIONAL _____.

d. **PRINCIPAL OFFICE ADDRESS:** REQUIRED.

(1) **PHYSICAL BUSINESS OFFICE ADDRESS:** NO PO BOX _____

City/Town: _____ State/Province: _____

Country: _____ ZIP/Postal Code: _____ - _____

(2) **MAILING ADDRESS:** _____

City/Town: _____ State/Province: _____

Country: _____ ZIP/Postal Code: _____ - _____

3. REGISTERED AGENT INFORMATION: REQUIRED.

a. **NAME:** _____

b. **PHYSICAL ADDRESS:** NO PO BOX _____

City/Town: _____ State: **VT** ZIP Code: _____ - _____

c. **MAILING ADDRESS:** _____

City/Town: _____ State: **VT** ZIP Code: _____ - _____

4. PRINCIPALS INFORMATION: REQUIRED – ALL INITIAL PRINCIPALS

a. **INITIAL GENERAL PARTNER(S):** REQUIRED – MINIMUM OF ONE (1) INITIAL GENERAL PARTNER

(1) **NAME:** _____ (2) **NAME:** _____

Address: _____ Address: _____

CHECK IF APPLICABLE:

☐ This partnership now has more than 2 general partners. REQUIRED-MUST ATTACH A COMPLETE LIST OF ADDITIONAL GENERAL PARTNERS WITH SIGNATURES



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b. INITIAL LIMITED PARTNER(S): *REQUIRED. – MINIMUM OF ONE (1) INITIAL LIMITED PARTNER*

(1) **NAME:** _____ (2) **NAME:** _____

Address: _____ Address: _____

Total Value of Capital Contributions: _____ Total Value of Capital Contributions: _____

CHECK IF APPLICABLE:

☐ **This partnership now has more than 2 limited partners.** *REQUIRED-MUST ATTACH A COMPLETE LIST OF ADDITIONAL LIMITED PARTNERS.*

5. EFFECTIVE DATE: *OPTIONAL* The effective date requested for this Certificate is: _____

EFFECTIVE DATE MAY BE POST-DATED UP TO 90 DAYS FROM DATE

CERTIFICATION OF CERTIFICATE: *REQUIRED*

We hereby certify, under penalty of law (11 V.S.A. § 3417), as the initial general partners of this Limited Partnership listed above, that the above information is accurate, a copy of this statement has been provided to each partner who's signature does not appear below, and that this statement is provided in duplicate with a Check or Money Order made payable to "VT SOS" in the amount of **\$125.00.**

_____	_____	_____	_____
Printed Name of General Partner	Signature	Title	Date

_____	_____	_____	_____
Printed Name of General Partner	Signature	Title	Date

PLEASE REVIEW INSTRUCTION PAGE ON REVERSE BEFORE FILING.



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SUBMISSION INSTRUCTIONS

a. *THIS FORM* must be filed in duplicate (1 original + 1 copy –or– 2 originals) with a Certificate of Good Standing (or equivalent instrument), a check or money order, payable to “VT SOS,” in the amount of \$125.00, and a self-addressed stamped envelope.

b. *THIS FORM* can **ONLY** be accepted by Mail or In-person at:

**Vermont Secretary of State
 Corporations Division
 128 State Street
 Montpelier, VT 05633-1104**

c. Please allow 7-10 business days, or more, from the day that *THIS FORM* received in our office, for processing and (if approved) for this business appear on the website at www.vtsosonline.com, and for evidence of filing to be returned.

*****THIS FILING IS NOW AVAILABLE ONLINE*****

- ***THIS FORM* CANNOT be accepted by Phone, Fax, or E-mail; however, this filing is now available online:**
 - If you wish to submit this filing electronically, **DO NOT** fill out *THIS FORM*, please file online at:
<https://www.vtsosonline.com/online/Account>
- **Payment for *THIS FORM* also CANNOT be accepted by credit card or e-check (ACH); however, payment by credit card or e-check (ACH) is available by filing online:**
 - If you wish to submit payment by credit card or e-check (ACH), **DO NOT** fill out *THIS FORM*, please file online at:
<https://www.vtsosonline.com/online/Account>
- **Online filing normally takes 1 business day or less.**

FORM INSTRUCTIONS

Line 1. Required - Business Name:

- a. LP names must contain the words "Limited Partnership," or the letters "L.P." ([11 V.S.A. § 3484\(1\)](#))
- b. LP names will not contain the name of a limited partner unless it is also the name of a general partner or the corporate name of a corporate general partner, or the business of the limited partnership had been carried on under the name before the admission of that limited partner. ([11 V.S.A. § 3484\(2\)](#))
- c. LP names will not be the same as, or deceptively similar to, the name of any corporation, limited liability company, limited liability partnership or limited partnership organized under the laws of the state or licensed or registered as a foreign corporation, limited liability company, limited liability partnership or limited partnership in this state. ([11 V.S.A. § 3484\(3\)](#)) Please see <http://www.sec.state.vt.us/seek/keysrch.htm> to check availability of business name(s).
- d. LP names will not contain the following words: "corporation," "incorporated," "limited" by itself, "limited liability company," "limited company," or the abbreviations "corp.," or "inc.," ([11 V.S.A. § 3484\(4\)](#))

Line 2a. Required - [NAICS CODE](#) (Preferred) or brief statement of primary service(s) to be provided by this corporation.

Line 2b. Required - Termination date - the latest date upon which the limited partnership is to dissolve.

Line 2c. Optional - Business Email Address

Line 2d. Required - The address(es) of the principal place of business, or the primary location where the records regarding business done under this business name are kept.

Line 3. Required - The name and address of the agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint; the agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this state.

Line 4a. Required - The name and business address of all current general partners, both new and remaining – if more than two (2), a continuation sheet listing all additional general partners and their business addresses must be attached.

Line 4b. Required - The name and business address of all current limited partners – both new and remaining - if more than two (2), a continuation sheet listing all additional limited partners complete with their business addresses and Total Value of Capital Contributions, must be attached.

Line 5. Optional - The effective date of this amendment will be the date of receipt by this office, unless otherwise indicated on this line.

- a. Certificate may be post-dated up to 90 days following the date of receipt by this office.
- b. If a date is requested that is prior to the date of receipt, the effective date will be the date of receipt.
- c. If a date is requested that is more than 90 days following the date of receipt, this amendment will be rejected.

Certification. Required - Registration must be signed and sworn to by all general partners listed on LINE 4a. this certificate.

For Questions, please contact the Corporations Division at:

corps@sec.state.vt.us

or by phone at (802) 828-2386