

INSTRUCTIONS FOR LIMITED LIABILITY PARTNERSHIP REGISTRATION

A limited liability partnership must file a Limited Liability Partnership Registration with the Secretary of State. Anyone acting as a limited liability partnership without a registration in effect is jointly and severally liable for all debts and liabilities incurred or arising as a result.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEES:** New registration with two managing partners \$25
 For each additional managing partner \$3 (but not to exceed \$250)
 Registered Agent Consent to Serve \$10
 Amended registration \$25
 (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. The Secretary of State accepts credit card payments using VISA, MasterCard, or Discover. If payment is made by credit card, identify the type of credit card, the account number, and the month and year of the expiration.)
2. Indicate whether the application is being submitted for a new registration or an amended registration.
3. Attach a Registered Agent Consent to Serve signed by the registered agent identified in number 10. The fee for the Registered Agent Consent to Serve is \$10 and is in addition to the registration fee. The Registered Agent Consent to Serve is required for all new registrations and for those amended registrations reflecting a change of registered agent.
4. Provide the name of the limited liability partnership. The name must include the words "limited liability partnership", or the abbreviations "L.L.P.", or "LLP".

 The name may not be the same as, or deceptively similar to, any corporate name, limited liability company name, trade name, limited partnership name, limited liability partnership name, limited liability limited partnership name, or a name which is in any manner reserved with the Secretary of State.
5. A limited liability partnership's Federal ID number is helpful to maintain accurate records. Please provide if you have one.

 Privacy: In compliance with North Dakota Law, Federal ID numbers and social security numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate limited liability partnership files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.
6. Provide a complete address of the principal executive office of the limited liability partnership. In this section, an address must include a street or rural address, a postal box if applicable, and the city, state and zip code with 4 digit extension. This address cannot only be a post office box number.
7. Check either box to define the effective date of the limited liability partnership. A limited liability partnership may be effective at the time the registration is filed by the Secretary of State, or at a later date within 90 days after the filing. If a later effective date is preferred, specify the date (month, day and year). If neither box is checked, the registration will be effected when filed with the Secretary of State.
8. The telephone number of the principal executive office of the limited liability partnership is required.
9. Provide a toll-free telephone number if the limited liability partnership has one.
10. Provide the name of the registered agent in North Dakota. A limited liability partnership must continuously maintain a registered agent and address in North Dakota. A limited liability partnership cannot serve itself as its registered agent. The registered agent may be one of the following:
 - a) An individual residing in North Dakota,
 - b) A domestic or foreign corporation,
 - c) A domestic or foreign limited liability company, or
 - d) Another domestic or foreign limited liability partnership.
 A corporation, limited liability company, or limited liability partnership appointed to serve as registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation, limited liability company, or limited liability partnership is being named as registered agent, provide the "correct" name of the organization.
11. To properly identify registered agents, the Federal ID number or Social Security number of the registered agent is required. (For privacy statement, see number 5.)
12. Provide the complete address in North Dakota of the appointed registered agent. This address cannot only be a post office box number. (See definition of complete mailing address in number 6.)
13. Describe the business activities which the limited liability partnership intends to conduct in North Dakota.
14. Answer "yes" or "no" to both questions indicating whether the limited liability partnership will be engaged in farming or ranching, and whether the limited liability partnership will own or lease land in North Dakota that will be used for farming or ranching.
15. List the names, Social Security or Federal ID numbers, and complete mailing addresses of all managing partners. If adequate space is not provided to list all managing partners, attach an additional schedule listing all others. (For privacy statement, see number 5.)

 If a managing partner is either a corporation, a limited liability company, a limited partnership, a limited liability limited partnership, another limited liability partnership or a general partnership using a fictitious name, the managing partner must be registered separately with the Secretary of State before this Limited Liability Partnership Registration will be filed.

 If number 14 indicates "yes" for either question, provide the names and addresses of all partners. If engaged in farming or ranching, or if owning or leasing land used for farming or ranching in North Dakota, all partners must be individuals, or corporations, limited liability companies, or other partnerships in compliance with N.D.C.C., chapter 10-06.1.
16. The registration must be dated and signed by one or more managing partners authorized by the limited liability partnership.
17. List the name and daytime telephone number of a contact person if this office has any questions or needs additional information to file this registration.
18. Provide the acreage owned or leased by the limited liability partnership and used for farming or ranching listing the number of acres, section, township, range and county.

(continued)

INSTRUCTIONS FOR LIMITED LIABILITY PARTNERSHIP REGISTRATION (CONTINUED)

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the document in the office of the Secretary of State.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send application and filing fees to:

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (84284) Fax: 701-328-2992 Web Site: www.nd.gov/sos

ANNUAL REPORT: An annual report is required of a limited liability partnership on April 1st in the year after filing the Limited Liability Partnership Registration. Annual report forms are mailed to the registered agent.



CREDIT CARD PAYMENT AUTHORIZATION SECRETARY OF STATE SFN 51478 (02-04)

(All items required to complete transaction)

Name:			
Address:		City:	State: Zip Code:
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover		Signature: (Required by credit card companies)	
Account Number:	V #	Card Expires: Month Year	Date:
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INSTRUCTIONS FOR REGISTERED AGENT CONSENT TO SERVE

The following organizations must continuously maintain a registered agent on file with the Secretary of State.

- a) Domestic and foreign business corporations
- b) Domestic and foreign nonprofit corporations
- c) Domestic and foreign professional corporations
- d) Domestic farm corporations
- e) Domestic farm limited liability companies
- f) Domestic and foreign limited liability companies
- g) Domestic and foreign professional limited liability companies
- h) Domestic and foreign limited liability partnerships
- i) Domestic and foreign limited partnerships
- j) Domestic and foreign limited liability limited partnerships
- k) Real estate investment trusts

A consent signed by the appointed registered agent is required with the appointment.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEE: \$10.00.** This fee is in addition to that required for the documents in which the registered agent appointment is included. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, Master Card, or Discover).
2. Provide the correct name of the organization for which the appointed registered agent is to serve. (Punctuation and abbreviations must be consistent with the correct organization name.)
3. Provide the name of the registered agent. The format of the name must be consistent with that on the documents on which the appointment of the registered agent is declared. If a corporation, limited liability company, or limited liability partnership is named as the registered agent, provide the organization's correct name. (Punctuation and abbreviations must be consistent with the correct organization name.)
4. Indicate the appropriate status of the registered agent. **An individual residing in North Dakota** may serve as registered agent for any organization, **or another organization** may serve as registered agent. However, an organization **may not serve itself as its own registered agent.** A corporation or limited liability company may serve as the registered agent for another corporation, a limited liability company, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability company may serve as the registered agent for another limited liability company, a corporation, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability partnership **may only** serve as the registered agent for another limited liability partnership.
5. As applicable, insert the social security number or the Federal ID number.

Privacy: In compliance with North Dakota laws, the numbers are not disclosed to the public. The numbers are used by the Secretary of State to maintain accurate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in the rejection of the Consent to Serve.
6. Whether an individual or an organization, the newly appointed registered agent named in number 2 must sign this consent. If the newly appointed agent is a corporation, limited liability company, or a limited liability partnership, the consent may be signed by an officer, a manager, a partner, or other individual authorized by the organization that is named as the newly appointed registered agent.

ASSISTANCE: If assistance is required to complete the form, contact the Secretary of State.

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Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-4284

Toll Free: 800-352-0867 (84284)

Fax: 701-328-2992

Web Site: www.nd.gov/sos