



LPA-73.12
(04/08)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

CERTIFICATE OF AMENDMENT OF A
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, on behalf of the limited partnership set forth below, pursuant to Title 50, Chapter 2.1 of the Code of Virginia, state(s) as follows:

1. The name of the Virginia limited partnership is _____.

2. The initial certificate of limited partnership was filed with the State Corporation Commission on _____.

3. The certificate of limited partnership is amended as follows (**complete appropriate subsection(s)**):

A. The name of the limited partnership has changed to _____.

B. The post office address, with the street and number, if any, of the specified office where the records are maintained pursuant to § 50-73.8 of the Code of Virginia has changed to _____.

(number/street) (city or town) (state) (zip)

C. Each general partner's name; post office address, with the street and number, if any; jurisdiction under whose laws it is incorporated, organized or formed (if a business entity); and assigned SCC ID number, if any, that has **withdrawn** are:

(name of general partner) (SCC ID #, if assigned) (jurisdiction of organization)

(number/street) (city or town) (state) (zip)

D. The limited partnership shall continue in business under § 50-73.49 of the Code of Virginia after an event of withdrawal of a general partner.

E. Each **new** general partner's name; post office address, with the street and number, if any; jurisdiction under whose laws it is incorporated, organized or formed (if a business entity); and assigned SCC ID number, if any, that has been **admitted** are:

(name of general partner) (SCC ID #, if assigned) (jurisdiction of organization)

(number/street) (city or town) (state) (zip)

Check and complete if applicable:

Each of the following **new** general partners is serving, without more, as a general partner of the limited partnership and does not otherwise transact business in Virginia. See §§ 13.1-757, 13.1-1059 and/or 50-73.61 of the Code of Virginia.

F. Other amendments: _____.

Signature(s) of general partner(s):

(signature)

(date)

(printed name and title)

(telephone number (optional))

(signature)

(date)

(printed name and title)

(telephone number (optional))

(limited partnership's SCC ID No.)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

INSTRUCTIONS TO FORM LPA-73.12

This form is to be used by Virginia limited partnerships only.

The certificate must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

This form may be modified to provide for additional general partner listings and signatures.

You can download this form from our website at www.scc.virginia.gov/clk/formfee.aspx.

If the name of the limited partnership has changed, it must contain the words "Limited Partnership" or "a Limited Partnership," or the abbreviation "L.P." or "LP." However, if the limited partnership is also applying for status as a registered limited liability partnership pursuant to § 50-73.132 of the Code of Virginia, the name must include either (1) (a) the words "limited partnership" or "a limited partnership," or the abbreviation "L.P." or "LP" and (b) the words "Registered Limited Liability Partnership" or "Limited Liability Partnership," the abbreviation "R.L.L.P." or "L.L.P." or the designation "RLLP" or "LLP," **or** (2) the words "Registered Limited Liability Limited Partnership" or "Limited Liability Limited Partnership," the abbreviation "R.L.L.L.P." or "L.L.L.P." or the designation "RLLL" or "LLLL." See § 50-73.2 of the Code of Virginia.

A proposed limited partnership name must be distinguishable upon the records of the State Corporation Commission. See § 50-73.2 of the Code of Virginia. To check the availability of a limited partnership name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

The specified office is the location at which a current list of the full name and last known business address of each general partner of the limited partnership is kept, as well as the other limited partnership information and records specified in § 50-73.8 of the Code of Virginia. See § 50-73.4 of the Code of Virginia.

To change or remove the latest date upon which the limited partnership is to be dissolved and its affairs wound up, set forth an appropriate statement in paragraph 3 F.

If the specified office address, which must be a place of its business and which may but need not be within the Commonwealth, has changed, it must include a street and number, if any. A rural route and box number may only be used if no street address is associated with the specified office's location.

For each withdrawing and/or new general partner that is a business entity, this certificate must include the jurisdiction under whose laws the general partner is incorporated, organized or formed, and, if the general partner is of record in the Clerk's Office of the Commission, the SCC ID number assigned to the general partner.

This certificate must be signed by at least one general partner and each **new** general partner. See § 50-73.15 A 2 of the Code of Virginia. Each person signing this certificate must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a general partner that is a business entity should set forth the business entity's name, his or her printed name, and the capacity in which he or she is signing on behalf of the business entity. Any person may sign a certificate by an attorney-in-fact. See § 50-73.15 B of the Code of Virginia. **As provided in § 50-73.15 C of the Code of Virginia, the execution of a certificate by a general partner constitutes an affirmation under the penalties of perjury that the facts stated therein are true.**

This certificate may not be filed with the Commission by a limited partnership until all fees and penalties to be collected by the Commission under Virginia's Revised Uniform Limited Partnership Act have been paid by or on behalf of the limited partnership; provided, however, that an assessed annual registration fee does not have to be paid if this certificate is **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 50-73.70 of the Code of Virginia.

Submit the original, signed certificate to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

The registered office and/or registered agent cannot be changed by filing an amendment to the certificate of limited partnership. This change must be accomplished by filing a statement of change of a registered office and/or registered agent on form LPA-73.5. This form can be requested by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above or at www.scc.virginia.gov/clk/ElectronicFormRequest.aspx.