



UPA-125
(06/02)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

CERTIFICATE OF LIMITED PARTNERSHIP OF A
PARTNERSHIP CONVERTING TO A LIMITED PARTNERSHIP

This certificate is presented for filing pursuant to §§ 50-73.11 and 50-73.125 of the Code of Virginia on behalf of a partnership whose partners have approved conversion to a limited partnership.

1. The former name of the partnership is _____.

2. The partners have approved conversion of the partnership to a limited partnership.

3. The name of the limited partnership is: _____.

4. The post office address, including the street and number, if any, of the specified office where the records shall be maintained pursuant to § 50-73.8 of the Code of Virginia is _____.

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

5. A. The name of the registered agent is _____.

B. The registered agent is (mark appropriate box):

(1) an **INDIVIDUAL** who is a resident of Virginia **and**

- a general partner of the limited partnership.
- an officer or director of a corporation that is a general partner of the limited partnership.
- a general partner of a general partner of the limited partnership.
- a member or manager of a limited liability company that is a general partner of the limited partnership.
- a trustee of a trust that is a general partner of the limited partnership.
- a member of the Virginia State Bar.

OR

(2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability company authorized to transact business in Virginia.

6. The business address of the registered agent is _____.

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

which is located in the city or county of _____.

7. The name and business address of each general partner is

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____

Check if applicable:

The general partner(s) _____ is (are) serving, without more, as a general partner of, or as a partner in a partnership which is a general partner of, a domestic or foreign limited partnership which does not otherwise transact business in this Commonwealth pursuant to § 50- 73.61 and/or § 13.1-757 of the Code of Virginia.

8. The latest date upon which the limited partnership is to be dissolved and its affairs wound up is _____.

(OVER)

The undersigned individuals executing this document personally declare under penalty of perjury that the contents are accurate.

Signatures of all general partners:

_____	_____	_____
(signature)	(printed name)	(date)
_____	_____	_____
(signature)	(printed name)	(date)
_____	_____	_____
(signature)	(printed name)	(date)

INSTRUCTIONS

The certificate must be in the English language, typewritten or printed in black, legible and reproducible. See § 50-73.17 of the Code of Virginia. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at www.state.va.us/scc/division/clk/index.htm.

The name of the limited partnership must contain the words "Limited Partnership" or "a Limited Partnership," the abbreviation "L.P." or the designation "LP;" provided, however, that if the limited partnership is also applying for registered limited liability partnership status 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," the abbreviation "L.P." or the designation "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 "RLLLP" or "LLLP." See § 50-73.2 of the Code of Virginia.

The specified office is the location at which a current list of the full name and last known 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.

A registered limited liability partnership may not serve as its own registered agent.

The address of the specified office and registered agent's business office must include a street address. A rural route and box number may only be used if no street address is associated with the location of the specified office and registered agent's business office. A post office box is only acceptable for towns / cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the location of the specified office and registered agent's business office.

State the name of the county or independent city in which the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

The conversion must be approved by the partners in the manner provided in the partnership's partnership agreement for amendments to the partnership agreement or, if no such provision is made in the partnership agreement, by all of the partners.

This certificate must be signed by all of the general partners. Any person may sign a certificate by an attorney-in-fact. Each person signing this statement must set forth his printed name next to his 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. **As provided in § 50-73.15 C of the Code of Virginia, the execution of this certificate by a general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.**

Submit the original, signed certificate and any copies 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 **\$100.00**, 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, 1-866-722-2551.