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FOREIGN LIMITED PARTNERSHIP / FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP CERTIFICATE OF AUTHORITY APPLICATION

SECRETARY OF STATE

SFN 07936 (01-2016)

For Office Use Only

ID Number:	
WO Number:	
Filed:	By:

SEE INSTRUCTIONS FOR FEE, FILING AND MAILING INFORMATION

1A. The application **MUST** be accompanied by **ALL** of the following:

- Filing fee of $110
- **Current certificate** verifying the identity, existence, and status of a foreign limited partnership or foreign limited liability limited partnership certified by the government officer of the state or country under the laws of which it is organized

1B. The following **MAY** be required:

- Signed Consent to Use Business Name and fee of $10
- Fictitious Name Certificate and fee of $25
- Fees and registrations to register general partners (see Instruction #12)

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Sections 45-10.2-79 and 45-23-07.

2. This application applies to: (check one)

☐ Limited Partnership ☐ Limited Liability Limited Partnership

3. Name of limited partnership or limited liability limited partnership EXACTLY as is appears on the certificate from the state of origin	4. Federal ID Number

5. If applicable, provide the fictitious name and complete the Partnership Fictitious Name Certificate form if the selected fictitious name is not already registered in North Dakota. Only provide the fictitious name in this line if:

a) The limited partnership or foreign limited liability limited partnership name is not in the form as required of limited partnerships or foreign limited liability limited partnerships in North Dakota.

b) The Secretary of State has notified the limited partnership or foreign limited liability limited partnership that its name is the same as or deceptively similar to a name already registered, and the limited partnership or limited liability limited partnership is unable to obtain consent to use business name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited partnership or limited liability limited partnership to use of the name in North Dakota.

c) The limited partnership or foreign limited liability limited partnership does not wish to use or protect its name in North Dakota and chooses to use a name other than its limited partnership or foreign limited liability limited partnership name.

6. State or Country of Origin	7. Telephone Number	8. Toll-Free Telephone Number

9. Nature of business or activities the limited partnership or limited liability limited partnership intends to conduct in North Dakota

10A. Name of **commercial** registered agent in **North Dakota**	**OR**	10B. Name of **noncommercial** registered agent in **North Dakota**

10C. Address of **noncommercial** registered agent in North Dakota (Street/RR, PO Box, City, State, ZIP+4) **Street address MUST be provided; may not be only a post office box.**

11. Complete address of principal executive office (Street/RR, PO Box, City, State, ZIP+4) **Street address MUST be provided; may not be only a post office box.**

12. General partners, their social security/federal ID numbers, and the addresses of their principal places of business (attach additional sheet, if necessary)

Name	Social Security/ Federal ID Number	COMPLETE MAILING ADDRESS Street/Rural Route	Post Office Box	City	State	ZIP+4

13. "I, the undersigned, a general partner of the limited partnership or limited liability limited partnership authorized to sign this application, have read the foregoing application, know the contents thereof, and believe the statements made thereon to be true. I further authorize the Secretary of State to correct numbers 3, 6, 10A, 10B, and 10C if not correctly reflected."

Signature	Date

14. Name of Person to Contact About This Document	Email Address	Daytime Telephone Number

FOREIGN LIMITED PARTNERSHIP / FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP CERTIFICATE OF AUTHORITY APPLICATION

No foreign limited partnership or foreign limited liability limited partnership (LLLP) may transact business in North Dakota, **OR** obtain any license or permit required by North Dakota law, until a certificate of authority application has been filed with the Secretary of State.

1A. The application for Certificate of Authority must be accompanied by all of the following before the application can be filed:

- Filing fee of $110
  (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, MasterCard, or Discover.)
- Current certificate verifying identity, existence, and status of a foreign limited partnership or foreign LLLP certified by the government officer of the state or country under the laws of which it is organized. The certificate must have been certified within 90 days of the date of application.

1B. The application for Certificate of Authority may be required to be accompanied by the following:

- A signed consent to use of name and fee of $10 when the limited partnership or foreign LLLP is already aware of a conflict with its name.
- Partnership Fictitious Name Certificate and fee of $25 when the limited partnership or foreign limited liability limited partnership assumes a name, other than its limited partnership or foreign limited liability limited partnership name for use in North Dakota.
  Fees and registrations to register general partners.

2. Indicate whether the application is intended for a limited partnership or a LLLP.

3. Provide the correct name of the foreign limited partnership or foreign LLLP as authorized in the jurisdiction (state or country) of organization. All punctuation and abbreviations must correspond with those on the certificate of identification, existence and status. If the name in number 3 is not the same as reflected on the certificate from the state or country of origin, the name will be corrected by the Secretary of State when the document is received.

4. To properly maintain records, a limited partnership's or LLLP's federal ID number is requested.

   Privacy: In compliance with N.D.C.C., Section 45-10.2-113, social security or federal ID numbers are not disclosed to the public. They 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 rejection of the application.

5. Provide the fictitious name and the Partnership Fictitious Name Certificate form with $25 if the limited partnership or LLLP cannot use its name because:

   a) If a limited partnership, the name is not in the form as required of a limited partnership in North Dakota. The name must be in the English language and may not include the words "corporation", "incorporated", "limited liability company", or "limited liability partnership", or any abbreviation of these words. The name must include the words "limited partnership" or the abbreviation "L.P." or "LP". If a foreign limited partnership's name does not contain these words or one of the abbreviations, the limited partnership must elect one to be used in North Dakota. The application must be rejected if an election is not made and the limited partnership's name in number 3 is not in compliance with this requirement.
   b) If an LLLP, the name is not in the form as required of a LLLP in North Dakota. The name must be in the English language and may not include the words "corporation", "incorporated", "limited liability company", or "limited liability partnership", or any abbreviation of these words. The name must include the words "limited liability limited partnership" or the abbreviation "L.L.L.P." or "LLLP". If a foreign LLLP's name does not contain these words or one of the abbreviations, the LLLP must elect one to be used in North Dakota. The application must be rejected if an election is not made and the LLLP's name in number 3 is not in compliance with this requirement.
   c) The North Dakota Secretary of State has notified the limited partnership or LLLP that its name is the same as or deceptively similar to a name already registered and the limited partnership or LLLP is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited partnership or LLLP to use of the name in North Dakota. North Dakota law provides that a limited partnership or LLLP name may not be the same as, or deceptively similar to a name previously registered with the Secretary of State. The name may be used if the limited partnership or LLLP obtains a court decree or a signed consent to use of name that is submitted with a fee of $10. If consent to use of name cannot be obtained, a fictitious name (dba) must be elected.
   d) The limited partnership or LLLP does not wish to use or protect its name in North Dakota and chooses to use a fictitious name instead.

   Fictitious Names: A limited partnership or LLLP may choose to use a fictitious name (dba) in addition to its limited partnership or LLLP name in North Dakota. The fictitious name must be registered with the Secretary of State. However, the fictitious name should not be provided in number 5 of this application. Instead, complete and attach the Partnership Fictitious Name Certificate and fee of $25 for each assumed name. Contact the Secretary of State's office for the Partnership Fictitious Name Certificate form.

6. Identify the state or country of organization.

7. The telephone number of the limited partnership's or the LLLP's principal place of business is required.

8. Provide a toll-free telephone number if the limited partnership or LLLP has one.

9. Give a brief explanation of the purposes or nature of business the limited partnership or LLLP intends to transact in North Dakota. The purpose must be specific. "General Business" is not acceptable.

10. **COMMERCIAL OR NONCOMMERCIAL REGISTERED AGENT:** A foreign limited partnership or LLLP must continuously maintain a commercial or noncommercial registered agent and address in North Dakota. A foreign limited partnership or LLLP cannot serve itself as its registered agent.

    The appointed agent can verify their status as a commercial registered agent from their acknowledged filing and from the list of commercial registered agents maintained on the Secretary of State's website at sos.nd.gov.

    A noncommercial registered agent may be one of the following:
    a) An individual residing in North Dakota,
    b) A domestic or foreign corporation, or
    c) A domestic or foreign limited liability company.

    A corporation or limited liability company appointed as a noncommercial 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 or limited liability company is named as a noncommercial registered agent, provide the "correct" name of the organization.

    Seek the approval of the party before naming them as the commercial or noncommercial registered agent. Proof of the approval is not required to be filed with the Secretary of State. Failure to seek consent from the party named as agent may result in revocation of the Certificate of Authority.

(continued on next page)

FOREIGN LIMITED PARTNERSHIP / FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP CERTIFICATE OF AUTHORITY APPLICATION (continued)

10A. If a commercial registered agent is being appointed, provide the correct name as registered with the North Dakota Secretary of State. If the name in number 10A is not the same as registered by the commercial registered agent, the name will be corrected by the Secretary of State when the document is received.
OR

10B. If a noncommercial registered agent is being appointed, provide the correct name. If a corporation or limited liability company is appointed as registered agent and the name of that organization in number 10B is not the same as registered, the name will be corrected by the Secretary of State when the document is received.

10C. If a noncommercial registered agent is being appointed, provide the complete address in North Dakota which may not be only a post office box. Leave this line blank if a commercial registered agent is appointed. If a commercial agent is named in 10A and an address is provided in 10C, the address will be removed by the Secretary of State.

In this section, as well as all other sections requiring addresses on this registration, an address must include a street address or rural address, a post office box number if necessary for mailing purposes, in addition to the city, state, and zip code plus 4-digit extension.

11. A complete address of the principal executive office of the limited partnership or LLLP, wherever located, is required **(See definition of "complete address" in number 10C.)**

12. Provide names of all general partners, their social security or federal ID numbers, and addresses of their principal places of business. (See definition of "complete address" in number 10C.) If adequate space is not provided to list all the general partners, attach an additional schedule listing all other general partners. (For Privacy statement, see number 4.)
    - If any general partner is a corporation, a limited liability or professional limited liability partnership, or a limited liability company organized under laws other than those of North Dakota, the general partners must obtain a Certificate of Authority to transact business in North Dakota. The Certificate of Authority for a general partner must be filed before the foreign limited partnership or LLLP may file the certificate of authority application. Contact the Business Registration Unit of the Secretary of State's office to obtain forms for a Certificate of Authority.
    - If any general partner is another limited partnership or LLLP, the general partner must file a certificate of authority application and Fictitious Name Certificate, if applicable. Contact the Business Registration Unit of the Secretary of State's office for forms.
    - If any general partnership is a general partner, the general partner must file a Fictitious Name Certificate, if applicable.

    The name and principal place of business for each general partner, if another entity, listed on this application must be exactly as separately registered with the Secretary of State. Any name change or change of principal address required for the separate registration of the general partner will require a simultaneous change to the Foreign Limited Partnership or LLLP authority.

13. The application must be dated and signed by at least one general partner.

14. Provide the name, email address and daytime telephone number of the person to contact for any issues related to this application.

ASSISTANCE: If assistance is required to complete the application, call (701) 328-2904.

ANNUAL REPORTS: An annual report is required starting in the year following that in which the application is filed. An annual report of a foreign limited partnership or LLLP is due on April 1st. The annual report form is mailed to the registered agent.

AMENDMENTS: If any statement in the application is false when made or any arrangements or other facts described change, making the application inaccurate in any respect, the foreign limited partnership or LLLP shall promptly file with the Secretary of State an application for an Amended Certificate of Authority of Foreign Limited Partnership or Foreign Limited Liability Limited Partnership. (See North Dakota Century Code, Section 45-10.2-81)

CHANGE OF COMMERCIAL OR NONCOMMERCIAL REGISTERED AGENT: A foreign limited partnership or LLLP may change the name or address of the commercial or noncommercial registered agent by filing the Commercial or Noncommercial Registered Agent/Office Statement of Change. Contact the Secretary of State if this form is required. If an application for Amended Certificate of Authority is being filed for some other reason, the name of a commercial registered agent or the name and address of a noncommercial registered agent may be changed within that amendment.

FAX FILING: The documents and Credit Card Payment Authorization may be faxed to (701) 328-2992. A faxed filing does not expedite the process of the application 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 documents and filing fees to:

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

Telephone: (701) 328-2904 Toll Free: (800) 352-0867 (option 3) Fax: (701) 328-2992 Website: sos.nd.gov

CREDIT CARD PAYMENT AUTHORIZATION

SECRETARY OF STATE
SFN 51478 (04-2014)
(All items required to complete transaction)

			Amount Authorized
Name			Telephone Number
Address	City	State	ZIP Code

☐ VISA ☐ MasterCard ☐ Discover

Account Number	CSC Number *	Card Expires Month - Year	Signature (Required by Credit Card Companies)
			Date

* (CSC is the three-digit security code on the back of your card by the signature)