



FOREIGN LIMITED LIABILITY PARTNERSHIP REGISTRATION
 SECRETARY OF STATE
 SFN 50339 (07-2009)

FOR OFFICE USE ONLY

ID Number	
WO Number	
Filed	By

1. FILING FEES

- A. New registration \$ 60.00
- B. Amended registration \$ 25.00

2. This registration is a(n)

- New registration
- Amended registration

3. Attach a certificate of good standing or a certificate of existence authenticated by the registering officer of the state or country of origin.

For reference, see North Dakota Century Code, Chapter 45-22.

TYPE OR PRINT LEGIBLY

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.

4. Name of the Limited Liability Partnership <u>exactly</u> as it appears on certificate of good standing from state of origin				5. Federal ID Number			
6. Name to be used in North Dakota if different from that in number 4 (SEE INSTRUCTION)				7. State or Country of Origin			
8. Complete mailing address of principal executive office which <u>may not be only a post office box</u> : (Street/RR, PO Box if applicable, City, State, Zip+4)							
9. Expiration Date in State or Country of Origin: (month/day/year)				10. Telephone Number		11. Toll-Free Telephone Number	
12A. Name of commercial registered agent in <u>North Dakota</u>				12B. Name of noncommercial registered agent in <u>North Dakota</u>			
OR							
12C. Address of noncommercial registered agent in <u>North Dakota</u> (Street/RR, PO Box, City, State, Zip+4) May not be only a post office box.							
13. Nature of Business to be Transacted in North Dakota							
14. Will the Limited Liability Partnership be engaged in Farming or Ranching in North Dakota? <input type="checkbox"/> Yes <input type="checkbox"/> No (If "Yes", provide the names and addresses of all partners in number 15.)							
Will the limited liability partnership own or lease land in North Dakota that is used for farming or ranching? <input type="checkbox"/> Yes <input type="checkbox"/> No (If "Yes", provide the names and addresses of all partners in number 15.)							
15. Names of the managing partners, their Social Security/Federal ID number's, and their residence addresses: (If number 14 indicates "yes" for either question, provide the names and addresses of <u>all</u> 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.)							
NAME		SOCIAL SECURITY/ FEDERAL ID NUMBERS		COMPLETE MAILING ADDRESS			
		Street/RR		PO Box		City State Zip +4	
16. "The above named partners acknowledge that the status of limited liability partnership will automatically expire unless a limited liability partnership status is continuously maintained in the state or country of origin. The undersigned managing partners have read the foregoing registration, know the contents thereof, and believe the statements made thereon to be true. The undersigned further authorizes the Secretary of State to correct numbers 4, 7, 12A and 12B if not correctly reflected."							
Signature		Date		Signature		Date	
Signature		Date		Signature		Date	
Signature		Date		Signature		Date	
17. Name of person to contact about this document				E-Mail Address		Daytime Telephone Number	

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

FAX FILING: A document 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 the form and filing fee 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

INSTRUCTIONS FOR FOREIGN LIMITED LIABILITY PARTNERSHIP (LLP) REGISTRATION

A foreign LLP must file a Foreign Limited Liability Partnership Registration with the Secretary of State before transacting any business in North Dakota or before obtaining any license or permit required by North Dakota laws. Anyone acting as a LLP 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 \$60
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.)
2. Indicate whether the application is being submitted for a new registration or an amended registration.
3. Attach a current Certificate of Good Standing or Certificate of Existence verifying identity, existence, and status as a LLP. The certificate must be certified by the proper 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 registration with the North Dakota Secretary of State.
4. Provide the name of the LLP exactly as it appears on the certificate of good standing. All punctuation and abbreviations must be consistent with those in the name on the Certificate of Good Standing or Certificate of Existence from the organizing officer of the state or country where organized. If the name in number 4 is not the same as reflected on the Certificate of Good Standing or Certificate of Existence, the name will be corrected by the Secretary of State when the document is received.
5. A LLP'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 registration.

6. Provide the name the foreign LLP elects to use in North Dakota. An alternate name must be elected as follows:
 - a) If the name of the foreign LLP does not include the words "limited liability partnership", or the abbreviations "L.L.P.", or "LLP" as is required by law.
 - b) If the name of the foreign LLP is the same as, or deceptively similar to, any corporate name, limited liability company name, trade name, limited partnership name, LLP name, LLLP name, or a name which is in any manner reserved with the Secretary of State. If the name of the foreign LLP conflicts with a name previously established with the Secretary of State, an alternate name need not be elected if the Foreign Limited Liability Partnership Registration is accompanied by a consent to use of name from the pre-existing organization with a fee of \$10, or a certified judgment of a court in North Dakota establishing the prior right of the applicant to the use of the name.
 - c) If the LLP chooses to conduct business in North Dakota in a name other than that as organized in the state of origin.

Under North Dakota law, an elected name is considered to be a fictitious name and must be filed with the Secretary of State. Contact the Business Division for a Partnership Fictitious Name Certificate.

If the LLP name is consistent with the requirements of law, is available, and will be used in addition to a fictitious name, leave this number blank and file a Partnership Fictitious Name Certificate.

7. Identify the state or country in which the LLP is organized. If the state or country of origin in number 7 is not the same as reflected on the Certificate of Good Standing or Certificate of Existence, the state or country will be corrected by the Secretary of State when the document is received.
8. Provide a complete address of the principal executive office of the LLP. 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.
9. Provide the date (month, day and year) on which the LLP will expire in the state or country of origin.
10. The telephone number of the principal executive office of the LLP is required.
11. Provide a toll-free telephone number if the LLP has one.

COMMERCIAL OR NONCOMMERCIAL REGISTERED AGENT: A foreign LLP must continuously maintain a commercial or noncommercial registered agent and address in North Dakota. A foreign LLP 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 www.nd.gov/sos.

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.

- 12A. 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 12A 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
- 12B. 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 12B is not the same as registered, the name will be corrected by the Secretary of State when the document is received.
- 12C. 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.

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.

