



**AMENDED CERTIFICATE OF AUTHORITY OF  
FOREIGN LIMITED PARTNERSHIP OR FOREIGN  
LIMITED LIABILITY LIMITED PARTNERSHIP**  
SECRETARY OF STATE  
SFN 53808 (04-2014)

FOR OFFICE USE ONLY

ID Number	
WO Number	
Filed	By

**SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS**

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

- Filing fee of \$40 if limited partnership
- Filing fee of \$25 if limited liability limited partnership
- If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country under the laws of which it is organized.

B. The following MAY be required:

- Signed consent to use of name and fee of \$10
- Fictitious Name Certificate and fee of \$25

**TYPE OR PRINT LEGIBLY**

For reference, see North Dakota Century Code, Section 45-10.2-81

2. This application applies to (check the <input type="checkbox"/> that defines the type of partnership)		
<input type="checkbox"/> Limited partnership <input type="checkbox"/> Limited Liability Limited Partnership		
3. Reason for Amended Certificate of Authority		4. Federal ID Number
<input type="checkbox"/> Partnership name change <input type="checkbox"/> Other amendment		
5. Name of limited partnership or limited liability limited partnership <u>EXACTLY</u> as currently registered with the North Dakota Secretary of State		
6. Name of limited partnership or limited liability limited partnership <u>as amended EXACTLY</u> as it appears on Certificate of Fact from state or country of origin		
7. 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. <u>Only provide the fictitious name in this line if:</u>		
a) The "new" limited partnership or limited liability limited partnership name is not in the form as required of limited partnerships or limited liability limited partnerships in North Dakota. b) The Secretary of State has notified the limited partnership or limited liability limited partnership that its "new" 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 of name from the previous filer or a certified copy of a 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 limited liability limited partnership does not wish to use or protect its "new" name in North Dakota and chooses to use a name <u>other than its limited partnership or limited liability limited partnership name.</u>		
8. State or Country of Origin	9. Telephone Number	10. Toll-Free Telephone Number
11. Nature of business or activities the limited partnership or limited liability limited partnership intends to conduct in North Dakota		
12.A. Name of <b>commercial</b> registered agent in <u>North Dakota</u>		12.B. Name of <b>noncommercial</b> registered agent in <u>North Dakota</u>
<b>OR</b>		
12.C. Address of <b>noncommercial</b> registered agent in <u>North Dakota</u> : (Street/RR, PO Box, City, State, Zip+4) <b>May not be only a post office box.</b>		
13. <u>Complete</u> address of the principal office which may not only be a post office box: (Street/RR, PO Box if applicable, City, State, Zip+4)		
14. The general partners, their Social Security/Federal ID Number, and the addresses of their principal places of business: (If needed, attach a sheet to add names of additional general partners)		
NAME	SOCIAL SECURITY / FEDERAL ID NUMBER	COMPLETE ADDRESS
	Street/RR	PO Box      City      State      Zip+4
15. "The undersigned, a general partner of the limited partnership or limited liability limited partnership, has read the foregoing application, knows the contents thereof, and believes the statements made thereon to be true. I further authorize the Secretary of State to correct numbers 5, 6, 8, 12A and 12B if not correctly reflected."		
Signature		Date
16. Name of person to contact about this document	E-Mail Address	Daytime Telephone Number and Extension, if any

**INSTRUCTIONS FOR AMENDED FOREIGN LIMITED PARTNERSHIP OR FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP (LLLP)  
CERTIFICATE OF AUTHORITY**

A foreign limited partnership or LLLP authorized to transact business in the State of North Dakota must promptly apply for an Amended Certificate of Authority:

- a) When the limited partnership or LLLP changes its name, or
- b) When statements on the Limited Partnership or LLLP certificate of authority or its last Amended Certificate of Authority are no longer correct, or were not correct at the time of filing.

An Amended Certificate of Authority is not required if only the commercial or noncommercial registered agent or address of the noncommercial registered agent has changed. This change may be made by filing the Commercial or Noncommercial Registered Agent Statement of Change. Contact the Secretary of State's Office if a form is required.

An amended Certificate of Authority is not required if only the address of the principal office is changing. This address can be changed by contacting the Secretary of State by phone or in writing to the address at the bottom of page 3.

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

1. A. The application for Amended Certificate of Authority must be accompanied by the following:
  - Filing fee of \$40 if limited partnership; \$25 if limited liability limited partnership. (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.)
  - If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where the limited partnership or LLLP is organized. A copy of the amendment is not acceptable.
- B. The application for Amended Certificate of Authority may be required to be accompanied by the following:
  - Signed consent to use of name and fee of \$10 when the limited partnership or LLLP is already aware of a conflict with its name as amended.
  - Partnership Fictitious Name Certificate and fee of \$25 when the limited partnership or LLLP assumes a name, other than its name as amended, for use in North Dakota.
2. Indicate whether the application is intended for a limited partnership or an LLLP.
3. Indicate whether the application is required as a result of an amendment to the limited partnership or LLLP name, or amendment or correction of other information disclosed on the application for Certificate of Authority or the last Amended Certificate of Authority.
4. To properly maintain records, the Federal ID number is requested.

**Privacy:** In compliance with N.D.C.C., Section 45-10.2-113, social security numbers and Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate limited partnership or LLLP files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.

5. Provide the limited partnership or LLLP name EXACTLY as provided in the Certificate of Authority or last Amended Certificate of Authority filed by the North Dakota Secretary of State. (Punctuation and abbreviations must be consistent as registered.) If the name in number 5 is not the same as currently reflected on the Certificate of Authority or the last Amended Certificate of Authority, the name will be corrected by the Secretary of State when the document is received. If the name is not the same as disclosed on the Certificate of Fact, the name will be corrected by the Secretary of State when the document is received.
6. Provide the correct limited partnership or LLLP name as amended in the state or country of organization. Punctuation and abbreviations must be consistent with those in the name on the certificate from the government officer of the state or country where the Limited Partnership or LLLP Certificate is filed. If the name in number 6 is not the same as reflected on the Certificate of Fact, the name will be corrected by the Secretary of State when the document is received.
7. 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 foreign limited liability limited partnership 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 foreign 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.

**Fictitious Names:** A limited partnership or LLLP may choose to use any 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 6. 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.

8. Identify the state or country of organization. If the state or country of origin in number 8 is not the same as reflected on the Certificate of Fact, the state or country will be corrected by the Secretary of State when the document is received.
9. The telephone number of the limited partnership's or LLLP's principal place of business is required.
10. Provide a toll-free telephone number if the limited partnership or LLLP has one.
11. 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.
12. **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.

A commercial registered agent must be registered as a commercial registered agent with the North Dakota Secretary of State. 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](http://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.**

(continued)

**INSTRUCTIONS FOR AMENDED FOREIGN LIMITED PARTNERSHIP OR FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP (LLLP)  
CERTIFICATE OF AUTHORITY (CONTINUED)**

- 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 another 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.
13. A complete address of the principal office of the limited partnership or LLLP, wherever located, is required.  
**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.**
14. 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 13.)** (See **Privacy** statement in number 3.) If adequate space is not provided to list all the general partners, attach an additional schedule listing all other general partners.  
  
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 application for the amended certificate of authority. Contact the Business Division of the Secretary of State's Office to obtain forms for a Certificate of Authority.  
  
If any general partner is another limited or general partnership, or LLLP the general partner must file a Foreign Limited Partnership or Limited Liability Limited Partnership Certificate of Authority and/or Fictitious Name Certificate. The application or certificate must be filed before the foreign limited partnership or LLLP may file the application for amended certificate of authority. Contact the Business Division of the Secretary of State's Office for forms.  
  
The name and principal place of business for each general partner on this Amended Certificate of Authority must be exactly as separately registered with the Secretary of State. (Punctuation and abbreviations must be consistent with the name as registered.) 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 Limited Liability Limited Partnership Certificate of Authority.
15. The application must be dated and signed by at least one general partner. If the signature of more than one individual is preferred, additional signature pages must be attached.
16. 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 Amended Certificate of Authority, call 701-328-2904.

**EXPEDITING PROCESS:** Be sure to complete number 16. If documents are submitted by someone other than the limited partnership or LLLP, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

**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 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 (8-2904)

Fax: 701-328-2992

Web Site: [www.nd.gov/sos](http://www.nd.gov/sos)



**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	
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover						Signature (Required by credit card companies)			
Account Number				CSC Number *		Card Expires Month		Year	
								Date	

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