PROCEDURES FOR AUTHORIZING A FOREIGN LIMITED PARTNERSHIP IN OKLAHOMA

This information is intended as an aid to authorizing a foreign limited partnership to transact business in the state of Oklahoma pursuant to the provisions of Title 54, Section 501-901A of the Oklahoma Statutes. **PLEASE CONSULT THE STATUTES CAREFULLY.**

The Uniform Limited Partnership Act of 2010 applies to all limited partnerships except those expressly excluded (see reverse side of instruction sheet) and those for which special statutes are in existence with which the provisions of Title 54 may conflict.

FILING PROCEDURES:

1. **Prepare** and **file** with the Secretary of State one (1) signed copy of the certificate of authority.

- **Attach** a **Certificate of Good Standing** or **Existence** or a record of similar import signed by the Secretary of State or other official having custody of the foreign limited partnership's publicly filed records in the state or other jurisdiction under whose law the foreign limited partnership is organized.

2. **Pay** to the Secretary of State a **filing fee** of **Three Hundred Dollars ($300.00)**. (Title 54, Section 500-206A)
3. **Make checks, cashier's checks, or money orders payable** to the **Oklahoma Secretary of State**. Instruments may be mailed, delivered in person, filed on-line at business.sos.ok.gov. **The address of the Secretary of State is 421 NW 13th St, Suite #210, Oklahoma City, Oklahoma 73103.** If delivered in person, there will be an additional Fifty Dollar ($50.00) fee for each document filed same day. The Secretary of State accepts Visa, Discover, MasterCard, or American Express if filing in person or on-line; however, there will be a four percent (4%) service charge added for the use of a credit card. (Title 18, Section 1142)

INSTRUCTIONS FOR PREPARING THE CERTIFICATE OF AUTHORITY:

1. The foreign limited partnership must indicate whether or not it is a limited liability limited partnership.
2. A) **NAME OF LIMITED PARTNERSHIP** – The name of the foreign limited partnership **MUST** contain the phrase **"limited partnership"** or the abbreviations **"LP"** or **"L.P"** and may **not** contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."

   B) **NAME OF LIMITED LIABILITY LIMITED PARTNERSHIP** – The name of the foreign limited liability limited partnership must contain the phrase **"limited liability limited partnership"** or the abbreviation **"LLLP"** or **"L.L.L.P."** and must **not** contain the abbreviation "L.P." or "LP".
3. The name shall be such as to distinguish it upon the records in the office of the Secretary of State from the names of: **(1)** corporations, both domestic and foreign, then existing or which have existed at any time during the preceding three (3) years; or **(2)** then existing domestic and foreign limited partnerships; or **(3)** then existing domestic and foreign limited liability companies; or **(4)** trade names or fictitious names; or **(5)** corporate, limited partnership or limited liability company names reserved with the Secretary of State. (Title 54, Section 108A)
4. The **AVAILABILITY** of a name can be checked in advance by telephoning the Secretary of State at **(405) 522-2520**, checking on-line at business.sos.ok.gov, or by coming in person. Prior to organizing a limited partnership, a name may be **reserved** for a period of **sixty (60) days** by filing a Name Reservation application and paying a **fee** of **Ten Dollars ($10.00)**.(Title 54, Section 500-109A)
3. **STATE** – Indicate the name of the state, country, or jurisdiction where the foreign limited partnership was originally organized.
4. **PRINCIPAL OFFICE** – The street and mailing address of the principal executive office of the foreign limited partnership, wherever located.

5. **REQUIRED OFFICE** – The street and mailing address of the foreign limited partnership's principal office and, if the laws of the jurisdiction under which the foreign limited partnership is organized require the foreign limited partnership to maintain an office in that jurisdiction, the street and mailing address of the required office.

6. **E-MAIL ADDRESS** – The e-mail address of the primary contact for the registered business. Every domestic and foreign limited partnership or limited liability limited partnership registered to do business in Oklahoma shall file an annual certificate each year on the company's anniversary date, and shall pay an annual certificate fee of Fifty Dollars ($50.00). (Title 54, Section 500-210A; 206A.8) Notice of this annual certificate will be sent to the limited partnership at its last known office address of record.

7. **ADDITIONAL REGISTERED AGENT AND REGISTERED OFFICE –** The name and street address of the registered agent in the state of **Oklahoma**. The registered agent accepts service of process in the event of a lawsuit against the limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. If an additional registered agent is designated, service of process shall be on that agent and not the Secretary of State. The registered office address must be a physical address and cannot be a post office address.

8. **REGISTERED AGENT: SECRETARY OF STATE** – The Oklahoma Secretary of State shall act as the registered agent **ONLY** if no agent has been appointed for service of process in the state of Oklahoma. **For acting as the registered agent, a fee of One Hundred Dollars ($100.00) shall be paid on the first day of July each year to the office of the Secretary of State.** An **ADDITIONAL AGENT** may be appointed for service of process, in which case the agent shall be an individual resident of this state or a domestic or qualified foreign corporation, limited liability company or limited partnership. If you choose to appoint an additional registered agent, there will **not** be a One Hundred Dollar ($100.00) fee due in July.

9. **GENERAL PARTNER(S)** – The name and street and mailing address of each general partner.

10. **EXECUTION** – The certificate of authority must be signed by all general partners listed in the certificate. A certificate signed on behalf of a corporation shall be signed by an authorized officer of said corporation. (Title 54, Section 500-204A)

EXCEPTIONS TO REQUIREMENTS

PLEASE NOTE:

- **The following information is taken from Title 54, Section 500-903A of the Oklahoma Statutes pertaining to foreign limited partnerships that are exempt from the requirement of filing a certificate of authority with the Secretary of State. Please be advised that this office cannot make the determination as to whether a limited partnership conforms to one of the exceptions described below. That decision is the responsibility of the limited partnership.**

Title 54, Section 500-903A

A. The following activities of a foreign limited partnership do not constitute transacting business within the meaning of this article:
   1. Maintaining, defending, and settling an action or proceeding;
   2. Holding meetings of its partners or carrying on any other activity concerning its internal affairs;
   3. Maintaining accounts in financial institutions;
   4. Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited partnership's own securities or maintaining trustees or depositories with respect to those securities;
   5. Selling through independent contractors;
   6. Soliciting or obtaining orders, whether by mail or electronic means or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
   7. Creating or acquiring indebtedness, mortgages, or security interests in real or personal property;
   8. Securing or collecting debts or enforcing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;
   9. Conducting an isolated transaction that is completed within thirty (30) days and is not one in the course of similar transactions of a like manner; and
   10. Transacting business in interstate commerce.

B. For the purposes of this article, the ownership in this state of income-producing real property or tangible personal property, other than property excluded by subsection A of this section, constitutes transacting business in this state.

C. This section does not apply in determining the contracts or activities that may subject a foreign limited partnership to service of process or taxation, or regulation under any other law of this state.

CERTIFICATE OF AUTHORITY

(Foreign Limited Partnership)

Filing Fee: $300.00

TO: OKLAHOMA SECRETARY OF STATE
421 NW 13th St, Suite #210
Oklahoma City, OK 73103
(405) 522-2520

PLEASE NOTE:

- **ATTACHED HERETO** is a **Certificate of Good Standing**, **Certificate of Existence, Certificate of Fact (Texas),** or a record of similar import signed by the Secretary of State or other official having custody of the foreign limited partnership's publicly filed records in the state or other jurisdiction under whose law the foreign limited partnership is organized.

I hereby execute the following articles for the purpose of authorizing a foreign limited partnership to transact business in the state of Oklahoma pursuant to the provisions of Title 54, Section 500-902A:

1. The limited partnership is a Limited Liability Limited Partnership: **(check one)**

   ☐ No (Article #2A) **OR** ☐ Yes (Article #2B)

2. A) Name of the limited partnership: (**Note:** The name of a limited partnership **must** contain either the words **LIMITED PARTNERSHIP** or the abbreviation **L.P.** or **LP.**)

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B) Name of the limited liability limited partnership: (**Note:** The name of a limited liability limited partnership must contain the phrase **"limited liability limited partnership"** or the abbreviation **LLLP** or **L.L.L.P.**)

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- If the legal name does not meet the statutory requirements **OR** if the legal name is not available for use in the state of Oklahoma, then you must attach a statement by a general partner of the limited partnership duly adopting a **fictitious name** that is available for use and/or satisfies the statutory requirements. (Title 54, Section 905A)

3. **State** or other jurisdiction of its organization: _____

4. Street, email address, and mailing address of its principal office, wherever located:

_____

Street & Mailing Address **City** **State** **Zip Code**
(P.O. BOXES ARE NOT ACCEPTABLE)

Email Address: _____

5. If the laws of the jurisdiction under which the foreign limited partnership is organized require the foreign limited partnership to maintain an office in that jurisdiction, **the street, email, and mailing address of the required office**:

_____

Street & Mailing Address **City** **State** **Zip Code**
(P.O. BOXES ARE NOT ACCEPTABLE)

Email Address: _____

6. **E-MAIL** address of the primary contact for the registered business:

❖ Notice of the Annual Certificate will **ONLY** be sent to the Limited Partnership at this electronic mail address.

7. **NAME**, email, and mailing address of the registered agent for service of process in the state of Oklahoma:

   ❖ The agent **shall** be an individual resident of Oklahoma **or** a domestic or qualified foreign corporation, limited liability company, or limited partnership.

Name	Street & Mailing Address (P.O. BOXES ARE NOT ACCEPTABLE)	City	State	Zip Code
			Oklahoma	

Email Address: _____

8. The Office of the Secretary of State is hereby appointed the agent for service of process if no agent has been appointed, or if appointed, the agent's authority has been revoked, or if the agent cannot be found or served with the exercise of reasonable diligence.

9. **NAME**, email, and mailing address of each general partner:

Name	Street & Mailing Address	City	State	Zip Code	Email

The certificate of authority must be signed by all general partners stated within article #9.

❖ If the general partner is a corporation, the certificate **shall** be signed by an authorized officer of said corporation.

- **Signed this _____ day of _____, _____ by:**

_____	_____
Signature of General Partner	Signature of General Partner
_____	_____
Printed Name	Printed Name
_____	_____
Title	Title

Oklahoma Secretary of State
Request to receive
documents electronically

No need to wait on your filed documents to be mailed back to you. If you would like your filed documents returned electronically, please complete and attach this form to your documents. Complete ALL information below to receive an email which will contain a link to retrieve your filed documents. (Please print or type clearly.)

☐ **Return filed documents electronically**

Receipt will read as follows:

PERSONAL or BUSINESS NAME: _____

MAILING ADDRESS: _____

CITY, STATE & ZIP CODE: _____

PHONE OR CELL: _____

EMAIL ADDRESS: _____

(It is critical that the email address is correct, or you may not receive the notification of filing)