PROFESSIONAL LIMITED PARTNERSHIP

PROCEDURES FOR FORMING AN OKLAHOMA LIMITED PARTNERSHIP

This information is intended as an aid to organizing an Oklahoma professional limited partnership pursuant to the provisions of Title 18, Section 801 of the Oklahoma Statutes. **PLEASE CONSULT THE STATUTES CAREFULLY.**

- ❖ It may be to your benefit to contact the **INTERNAL REVENUE SERVICE** concerning federal tax requirements **prior** to filing with the Secretary of State.

FILING PROCEDURES:

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

2. **ATTACH** a certificate by the regulating board of the profession or related professions involved that each of the persons who are to become owners or managers of the professional entity and who are to engage in the practice of the profession or related professions is duly licensed in accordance with the provisions of this state's licensing laws for the profession or related profession to practice such profession. (Title 18, Section 804) **"Regulating board"** means the board which is charged with the licensing and regulation of the practice of the profession which the professional entity is organized to render.

3. **Pay** to the Secretary of State a **filing fee** of **One Hundred Dollars ($100.00).** (Title 54, Section 500-206A)
4. Make checks, cashier's checks, or money orders payable to the Oklahoma Secretary of State. Instruments may be mailed or delivered in person. The address of the Secretary of State is 421 N.W. 13th, 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; 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 LIMITED PARTNERSHIP:

- ❖ A **"LIMITED PARTNERSHIP"** is a partnership formed by two or more persons under the laws of this state and having one or more general partners **and** one or more limited partners. "**PERSON"** is defined as an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, government, governmental subdivision, agency or instrumentality, public corporation, or any other legal or commercial entity.

1. The limited partnership must indicate if it is a limited liability limited partnership.

2. A) **NAME OF LIMITED PARTNERSHIP** – The name of the limited partnership **MUST** contain the phrase **"limited partnership"** or the abbreviation **"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 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".

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.

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 liability company, 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)

DESIGNATED OFFICE – The office and email address of the limited partnership, which need not be a place of its activity in Oklahoma. (Title 54, Section 500-114A)

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. **Every** limited partnership or limited liability limited partnership **must** continuously maintain a registered agent and registered office in this state. The agent must be the domestic limited partnership itself, an individual resident of this state, or a corporation, limited liability company or limited partnership formed in or authorized to do business in this state. (Title 54, Sections 500-114A & 500-117A) The registered office address must be a street address and cannot be a post office address.

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

PROFESSIONAL PURPOSE – A professional entity may be formed for the purpose of rendering one specific type of professional service or related professional services and services ancillary thereto and shall not engage in any business other than rendering the professional service or services which it was organized to render and services ancillary thereto; provided, however, that a professional entity may own real and personal property necessary or appropriate for rendering the type of professional services it was organized to render and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments. (Title 18, Section 806)

TERM OF DURATION – The term of duration is the life span of the limited partnership. All limited partnerships shall have a perpetual duration unless otherwise stated. Perpetual means continuous.

E-MAIL ADDRESS – The e-mail address of the company's 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 the Annual Certificate will **ONLY** be sent to the Limited Partnership as this electronic mail address.

ADDITIONAL INFORMATION – Set forth any additional information as required by Title 54, Section 500-111A.

10. **EXECUTION** – The certificate of limited partnership must be signed by all general partners listed in the certificate of limited partnership. A certificate signed on behalf of a corporation shall be signed by the president or vice president of said corporation and attested to by the secretary or assistant secretary of said corporation. (Title 54, Section 500-204A)

PROFESSIONAL
CERTIFICATE
OF
LIMITED PARTNERSHIP
(Oklahoma Limited Partnership)

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

Filing Fee: $100.00

PLEASE NOTE:

- **ATTACHED HERETO** is a certificate or an **ORIGINAL** letter of good standing issued by the regulating board of the profession or related professions involved, that each of the officers, directors and shareholders are duly licensed to practice such profession.

I hereby execute the following articles for the purpose of forming an Oklahoma professional limited partnership pursuant to the provisions of Title 18, Section 801:

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 the phrase **"limited partnership"** or the abbreviation **L.P.** or **LP**; provided, that such words or abbreviations **shall** be modified by the word **"professional"** or some abbreviation of the combination, including, without limitation, **P.L.P.** or **PLP**.)

_____

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**.; provided, that such words or abbreviations **shall** be modified by the word **"professional"** or some abbreviation of the combination, including, without limitation, **P.L.L.L.P.** or **PLLLP**.)

_____

3. Street, email, and mailing address of the designated office:
   - The designated office is the office address of the limited partnership in Oklahoma, which need not be a place of its activity.

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

Email Address: _____

4. **NAME**, email, street, and mailing address of the registered agent for service of process in the state of Oklahoma:
   - The agent **must** be the limited partnership itself, an individual resident of Oklahoma, **or** a corporation, limited liability company or limited partnership formed in or authorized to do business in Oklahoma.

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

Email Address: _____

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

Name	Street & Mailing Address	City	State	Zip Code	Email

6. Profession or related professions to be practiced through the professional entity:

7. Term of duration is to be **perpetual**, unless stated otherwise: _____

8. **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.

9. Set forth any additional information: (Title 54, Section 500-111A)

The professional certificate of limited partnership must be signed by all general partners stated within article #5.

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

Signed this _____ day of _____, _____ by:

_____
Signature

_____
Printed Name and 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)