

Instructions: Certificate of Limited Partnership and Statement of Registration to Register as a Limited Liability Limited Partnership

Use these instructions when completing Certificate of Limited Partnership and Statement of Registration to Register as a Limited Liability Limited Partnership pursuant to [§ 7-62-201](#) and [§ 7-60-144](#) or [§ 7-64-1002](#) of the Colorado Revised Statutes (C.R.S.). The required form/cover sheet must be used when submitting the document for filing. Mistakes may have legal consequences: review the information provided carefully. The Colorado Secretary of State's Office cannot provide legal advice. Questions should be addressed to your legal, business or tax advisor(s). Only provide information that is required or permitted to be included in the document. Information included in the document must be in English, typewritten or machine printed, and must state the name and address of at least one individual causing the document to be delivered for filing. In order to obtain a copy of the filed document or access additional information, including Frequently Asked Questions (FAQs), visit our Web site, www.sos.state.co.us.

[Click here if you are filing a Combined Conversion and Certificate of Limited Partnership and Statement of Registration to Register as a Limited Liability Limited Partnership](#)

Instructions

True Name: Provide the name that has been the true name of the partnership. Refer to [§ 7-90-102 \(63.7\)](#), C.R.S. for more information regarding true names.

Entity Name: The Entity Name field will be pre-filled with the result of the Name Availability Search. This information cannot be changed. If this information is incorrect, click on "Previous Page" to return to the Name Availability Search page to enter the correct name.

The entity name of a limited liability limited partnership shall contain the term or abbreviation "limited partnership", "limited", "company", "limited liability limited partnership" or "registered limited liability limited partnership", "l.p.", "lp", "co.", "l.l.l.p.", "lllp", "LTD.", "r.l.l.l.p.", or "rlllp". For legal authority, refer to [§ 7-90-601](#), C.R.S.

Principal Office Address:

Principal Office Street Address: A street address is required. Provide the street name and number, including the suite, unit or apartment number, if applicable. The city, state and ZIP/postal code must also be provided. Any address outside of the United States must include the country and, if applicable, the province.

Example: 123 N. Main Street, Apt 101
Denver, Colorado 80202

Principal Office Mailing Address: A mailing address is optional. If the mailing address is different than the street address, or mail cannot be delivered to the street address, provide the address, including the city, state and ZIP/postal code where mail is to be delivered. Any address outside of the United States must include the country and, if applicable, the province.

Example: P.O. Box 854
Lakewood, Colorado 80228.

Registered Agent Information:

Registered Agent Name: Provide the name of the registered agent. A registered agent must be one of the following: an individual age 18 years or older whose primary residence or usual place of business is in Colorado; a domestic entity having a usual place of business in Colorado; or a foreign entity authorized to transact business or conduct activities in Colorado that has a usual place of business in Colorado. If the

registered agent is an individual, a last name and a first name must be provided. When providing the registered agent's name, only list the individual name or the entity name of the registered agent. Do not provide both names. For legal authority, refer to [§ 7-90-701](#), C.R.S.

Registered Agent Street Address: A street address is required. Provide the street name and number, including the suite, unit or apartment number, if applicable, of the registered agent's street address. The city and ZIP code must also be provided. The state field will be pre-filled with "CO". If the registered agent is an entity, provide the street address of the registered agent's usual place of business in Colorado. If the registered agent is an individual, provide the street address of either the registered agent's primary residence in Colorado or the registered agent's usual place of business in Colorado. The street address must be a physical address and **cannot** be a post office box.

Registered Agent Mailing Address: A mailing address is optional. If the registered agent's mailing address is different from the registered agent's street address, or mail cannot be delivered to the street address, provide an address in Colorado where mail may be delivered. The state field will be pre-filled with "CO". A city and ZIP code must also be provided.

Statement Regarding Registered Agent Consent: The registered agent must consent to being appointed as the registered agent for the entity. Mark the box to affirm the statement. If the box is not marked, the document will not be accepted. The statement regarding registered agent consent is required by [§ 7-90-701 \(3\)](#), C.R.S.

Name and Address of General Partner: Provide the name and mailing address of the general partner of the partnership. A "mailing address" is an address where mail can be delivered. There must be at least one general partner. If an individual is a general partner, a last name and a first name must be provided. If the entity has more than one general partner, click the "Yes" button and include an attachment stating the name and mailing address of each additional general partner.

Statement Regarding Partners: A statement that there are at least two partners in the partnership, and that at least one is a limited partner is required by [§ 7-62-201](#), C.R.S. Mark the box to affirm the statement. If the box is not marked, the document will not be accepted.

Additional Information: Click the "Yes" button if additional information is permitted or required by law to be included in the document. After clicking on "Submit" at the bottom of the online form, the Manage Attachments page will appear. This will allow additional information to be attached as a plain text (.txt) or PDF (.pdf) document. [Click here](#) for information regarding attachments.

Delayed Effective Date (optional): *Leave this field blank if you want the document to take effect immediately.* However, the effective date of this document may be delayed up to 90 days after filing with the Colorado Secretary of State's Office. If you do not want the document to become effective immediately, enter the date and, if appropriate, time that you want the document to become effective in the box. If only a date is entered into the box, then the document will become effective at twelve midnight on that date. Mountain Time controls the filing date and time. For legal authority, refer to [§ 2-4-109](#) and [§ 7-90-304](#), C.R.S.

Notice: This section describes the legal authority for filing this document. Refer to [§ 7-90-301.5](#), C.R.S. for more information.

Individual Causing Delivery: Pursuant to [§ 7-90-301.5](#), C.R.S., each individual causing the document to be filed is responsible for complying with the applicable statutes. Provide the last name and first name of at least one individual causing the document to be delivered for filing. A middle name or initial and a suffix are optional. The mailing address, including the city, state and ZIP/postal code, must be provided. Any address outside of the United States must include the country and, if applicable, the province.

Example: Smith, John
123 N. Main St., Apt 101
Denver, Colorado 80122

Additional Individuals Causing Delivery: Click the “Yes” button to include an attachment with the names and addresses of additional individuals causing the document to be filed. The attachment must provide the name of each additional individual, including their last name and first name. A middle name or initial and a suffix are optional. Also provide the mailing address, including the city, state and ZIP/postal code. Any address outside of the United States must include the country and, if applicable, the province.

Disclaimer: These instructions, and the related form/cover sheet, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While the related form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user’s attorney.

Instructions: Combined Conversion and Statement of Registration (Limited Liability Partnership)

Use these instructions when completing Certificate of Limited Partnership and Statement of Registration to Register as a Limited Liability Limited Partnership pursuant to [§ 7-62-201](#) and [§ 7-60-144](#) or [§ 7-64-1002](#) of the Colorado Revised Statutes (C.R.S.). The required form/cover sheet must be used when submitting the document for filing. Mistakes may have legal consequences: review the information provided carefully. The Colorado Secretary of State's Office cannot provide legal advice. Questions should be addressed to your legal, business or tax advisor(s). Only provide information that is required or permitted to be included in the document. Information included in the document must be in English, typewritten or machine printed, and must state the name and address of at least one individual causing the document to be delivered for filing. In order to obtain a copy of the filed document or access additional information, including Frequently Asked Questions (FAQs), visit our Web site, www.sos.state.co.us.

Instructions

True Name: Provide the name that has been the true name of the partnership. Refer to [§ 7-90-102 \(63.7\)](#), C.R.S. for more information regarding true names.

Entity Name: The Entity Name field will be pre-filled with the result of the Resulting Entity Name Availability Search. This information cannot be changed. If this information is incorrect, click on "Previous Page" on the Certificate of Limited Partnership and Statement of Registration to Register as a Limited Liability Limited Partnership page and then click on "Previous Page" on the Statement of Conversion page to return to the Resulting Entity Name Availability Search page to enter the correct name.

The entity name of a limited liability limited partnership shall contain the term or abbreviation "limited partnership", "limited", "company", "limited liability limited partnership" or "registered limited liability limited partnership", "l.p.", "lp", "co.", "l.l.l.p.", "lllp", "LTD.", "r.l.l.l.p.", or "rlllp". For legal authority, refer to [§ 7-90-601](#), C.R.S.

Principal Office Address: The principal office address fields will be pre-filled with the principle office address that was provided on the Statement of Conversion. You may edit this information.

Principal Office Street Address: A street address is required. Provide the street name and number, including the suite, unit or apartment number, if applicable. The city, state and ZIP/postal code must also be provided. Any address outside of the United States must include the country and, if applicable, the province.

Example: 123 N. Main Street, Apt 101
Denver, Colorado 80202

Principal Office Mailing Address: A mailing address is optional. If the mailing address is different than the street address, or mail cannot be delivered to the street address, provide the address, including the city, state and ZIP/postal code where mail is to be delivered. Any address outside of the United States must include the country and, if applicable, the province.

Example: P.O. Box 854
Lakewood, Colorado 80228.

Mailing Address same as Street Address: If the mailing address is the same as the street address, or the mailing address is no longer valid, click the "Yes" button.

Registered Agent Information: The registered agent name and address fields will be pre-filled. You may edit this information.

Registered Agent Name: Provide the name of the registered agent. A registered agent must be one of the following: an individual age 18 years or older whose primary residence or usual place of business is in

Colorado; a domestic entity having a usual place of business in Colorado; or a foreign entity authorized to transact business or conduct activities in Colorado that has a usual place of business in Colorado. If the registered agent is an individual, a last name and a first name must be provided. When providing the registered agent's name, only list the individual name or the entity name of the registered agent. Do not provide both names. For legal authority, refer to [§ 7-90-701](#), C.R.S.

Registered Agent Street Address: A street address is required. Provide the street name and number, including the suite, unit or apartment number, if applicable, of the registered agent's street address. The city and ZIP code must also be provided. The state field will be pre-filled with "CO". If the registered agent is an entity, provide the street address of the registered agent's usual place of business in Colorado. If the registered agent is an individual, provide the street address of either the registered agent's primary residence in Colorado or the registered agent's usual place of business in Colorado. The street address must be a physical address and **cannot** be a post office box.

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Mailing Address same as Street Address: If the mailing address is the same as the street address, or the mailing address is no longer valid, click the "Yes" button.

Statement Regarding Registered Agent Consent: The registered agent must consent to being appointed as the registered agent for the entity. Mark the box to affirm the statement. If the box is not marked, the document will not be accepted. The statement regarding registered agent consent is required by [§ 7-90-701 \(3\)](#), C.R.S.

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Statement Regarding Partners: A statement that there are at least two partners in the partnership, and that at least one is a limited partner is required by [§ 7-62-201](#), C.R.S. Mark the box to affirm the statement. If the box is not marked, the document will not be accepted.

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Example: Smith, John
123 N. Main St., Apt 101
Denver, Colorado 80122

Additional Individuals Causing Delivery: Click the “Yes” button to include an attachment with the names and addresses of additional individuals causing the document to be filed. The attachment must provide the name of each additional individual, including their last name and first name. A middle name or initial and a suffix are optional. Also provide the mailing address, including the city, state and ZIP/postal code. Any address outside of the United States must include the country and, if applicable, the province.

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