





Certificate of Limited Partnership of a Virginia or Foreign Partnership Converting to a Virginia Limited Partnership

The undersigned, on behalf of the partnership set forth below, pursuant to Title 50, Chapter 2.1 of the Code of Virginia, state(s) as follows:

- 1. The name of the former partnership, the jurisdiction under whose law it was formed immediately prior to the filing of this certificate of limited partnership, and its SCC ID number, if assigned, are

\_\_\_\_\_

- 2. (Mark this box only if applicable:) [ ] The former partnership is registered with the Commission as a registered limited liability partnership.

- 3. The partners have approved the conversion of the partnership to a limited partnership in accordance with the provisions of § 50-73.11:3 B of the Code of Virginia.

- 4. The name of the limited partnership is \_\_\_\_\_

(see instructions for name requirements)

- 5. (Mark if applicable:) [ ] The partnership was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) Set forth the additional required information on an attachment.

- 6. A. The name of the limited partnership's initial registered agent is \_\_\_\_\_

B. The registered agent is (mark appropriate box):

- (1) an INDIVIDUAL who is a resident of Virginia and

- [ ] a general partner of the limited partnership.
[ ] an officer or director of a corporation that is a general partner of the limited partnership.
[ ] a general partner of a general or limited partnership that is a general partner of the limited partnership.
[ ] a member or manager of a limited liability company that is a general partner of the limited partnership.
[ ] a trustee of a trust that is a general partner of the limited partnership.
[ ] a member of the Virginia State Bar.

OR

- (2) [ ] a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability company authorized to transact business in Virginia.

- 7. A. The limited partnership's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

\_\_\_\_\_ VA \_\_\_\_\_
(number/street) (city or town) (zip)

- B. The registered office is physically located in the [ ] county or [ ] city of \_\_\_\_\_

- 8. The name and post office address, including the street and number, if any, of each general partner and, if it is a business entity, the jurisdiction under whose laws it is incorporated, organized or formed, and its SCC ID number, if assigned, are:

(name of general partner) (SCC ID #, if assigned) (jurisdiction of organization)

(number/street) (city or town) (state) (zip)

(name of general partner) (SCC ID #, if assigned) (jurisdiction of organization)

(number/street) (city or town) (state) (zip)

Check and complete if applicable:

- [ ] Each of the following general partners that is a business entity is serving, without more, as a general partner of the limited partnership and does not otherwise transact business in Virginia. See §§ 13.1-757, 13.1-1059 and/or 50-73.61 of the Code of Virginia.

- 9. The limited partnership's principal office address, including the street and number, if any, is

\_\_\_\_\_
(number/street) (city or town) (state) (zip)

[OVER]

Signed on behalf of the former partnership by the following partner:

\_\_\_\_\_ (signature)                      \_\_\_\_\_ (printed name)                      \_\_\_\_\_ (date)

Signature(s) of **all** general partners of the resulting partnership:

\_\_\_\_\_ (telephone number (optional))

\_\_\_\_\_ (signature)                      \_\_\_\_\_ (printed name and title)                      \_\_\_\_\_ (date)

\_\_\_\_\_ (signature)                      \_\_\_\_\_ (printed name and title)                      \_\_\_\_\_ (date)