BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Instructions for Formation - Limited-Liability Partnership

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.
TYPE or PRINT the following information and submit the filing with Customer Order Instruction Form and payment:

Please select the entity type at the top of the form that is being created and follow the instructions below applicable to the filing.

1. NAME BEING REGISTERED IN NEVADA: Domestic entities: The name must contain the words "Limited-Liability Partnership" or "Registered Limited-Liability Partnership," or the abbreviation "L.L.P." or "LLP," as the last words or letters of the name.

Foreign entities: Enter the name under which the partnership is to be registered and will be transacting business in Nevada. The name must contain the words "Limited-Liability Partnership" or "Registered Limited-Liability Partnership," or the abbreviation "L.L.P." or "LLP," as the last words or letters of the name.

The name must be distinguishable from the names of all other artificial persons formed, organized, registered or qualified pursuant to the provisions of this title that are on file in the Office of the Secretary of State. If it appears from the name and/or purpose of the entity being formed that it is to be regulated by the Financial Institutions Division, Insurance Division, State Board of Professional Engineers and Land Surveyors, State Board of Accountancy or Real Estate Division, the application will need to be approved by the regulating agency before it is filed with the Office of the Secretary of State.

2. FOREIGN ENTITY NAME: The name entered in item one should agree with the name of the limited-liability partnership as it appears on the partnership agreement, or as later amended and of record in the home state.

3. REGISTERED AGENT: Persons wishing to incorporate in the State of Nevada must designate a registered agent who resides or is located in this state. Every registered agent must have a street address in this state for service of process, and may have a separate Nevada mailing address such as a post office box, which may be different from the street address. Registered agent must sign certificate of acceptance within section 2. If the registered agent is unable to sign the Articles of Formation, submit a separate signed Registered Agent Acceptance form.

4. MANAGING PARTNERS: Name and business address of each managing partner. If there are more than two managing partners use 8 ½" x 11" white paper to list all remaining managing partners and attach it to the filing.

5. JURISDICTION OF FORMATION: The name and date of the jurisdiction of its formation or the governmental acts or other instrument of authority by which the partnership was created.

6. PRINCIPAL OFFICE: The street address of the entity's principal office.

7. OTHER MATTERS: Any other information that the partnership wishes to include.

8. SIGNATURE OF MANAGING PARTNER/SUTHORIZED SIGNER: The certificate of registration must be signed by a majority in interest of the partners or by one or more partners authorized to sign such a certificate.

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ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Partnership

☐ NRS 87 - Certificate of Limited-Liability Partnership ☐ NRS 87.575 - Registration of Foreign Limited-Liability Partnership

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Name Being Registered in Nevada: (See instructions)

2. Foreign Entity Name: (Name in home jurisdiction)

3. Registered Agent for Service of Process: (Check only one box)

☐ Commercial Registered Agent:(name only below) ☐ Noncommercial Registered Agent (name and address below) ☐ Office or Position with Entity (title and address below)

Name of Registered Agent **OR** Title of Office or Position with Entity

Street Address | City | Nevada | Zip Code

Mailing Address (if different from street address) | City | Nevada | Zip Code

3a. Certificate of Acceptance of Appointment of Registered Agent:

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

X _____ Date

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

4. Managing Partners: (Name and business address of each Managing Partner. Attach additional page if more than 2, see instructions)

1) Name | Country

Business Address | City | State | Zip/Postal Code

2) Name | Country

Business Address | City | State | Zip/Postal Code

5. Jurisdiction of Formation: (Foreign entities only)

5a. Jurisdiction of formation: **5b.** Date formed:

6. Street Address of Principal Office:

Address | City | State | Zip/Postal Code

Country:

7. Other Matters: (See instructions)

☐ Mark box to indicate any other matters have been added to the Certificate of Limited-Liability Partnership. Information must be included on additional page(s).

8. Name and Signature of Managing Partner/ Authorized Signer: (Signature of majority interest partners or authorized signer. Attach additional page if needed)

The partnership, hereafter, will be a registered limited-liability partnership.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

Name X _____

This form must be accompanied by appropriate fees.

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Initial List and State Business License Application

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

NAME OF ENTITY

TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT

IMPORTANT: *Read instructions before completing and returning this form.*

Please indicate the entity type (check only one):

☐ Corporation

☐ This corporation is publicly traded, the Central Index Key number is:

☐ Nonprofit Corporation (see nonprofit sections below)

☐ Limited-Liability Company

☐ Limited Partnership

☐ Limited-Liability Partnership

☐ Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership)

☐ Business Trust

Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers, may be listed on a supplemental page.

CHECK ONLY IF APPLICABLE

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.

☐ 001 - Governmental Entity

☐ 006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number

For nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designation are required to maintain a state business license, the fee is $200.00. Those claiming an exemption under 501(c) designation must indicate by checking box below.

☐ Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee.
Exemption code 002

For nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' association or Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are excluded from the requirement to obtain a state business license. Please indicate below if this entity falls under one of these categories by marking the appropriate box. If the entity does not fall under either of these categories please submit $200.00 for the state business license.

☐ Unit-owners' Association

☐ Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c)

For nonprofit entities formed under NRS Chapter 82 and 80: Charitable Solicitation Information - check applicable box
Does the Organization intend to solicit charitable or tax deductible contributions?

☐ No – no additional form is required

☐ Yes – the "Charitable Solicitation Registration Statement" is required.

☐ The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charitable Solicitation Registration Statement" is required

**** Failure to include the required statement form will result in rejection of the filing and could result in late fees.****

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Initial List and State Business License Application - Continued

Officers, Managers, Members, General Partners, Managing Partners or Trustees:

CORPORATION, INDICATE THE PRESIDENT, OR EQUIVALENT OF: Title:

Name | Country

Address | City | State | Zip/Postal Code

CORPORATION, INDICATE THE SECRETARY, OR EQUIVALENT OF: Title:

Name | Country

Address | City | State | Zip/Postal Code

CORPORATION, INDICATE THE TREASURER, OR EQUIVALENT OF: Title:

Name | Country

Address | City | State | Zip/Postal Code

CORPORATION, INDICATE THE DIRECTOR:

Name | Country

Address | City | State | Zip/Postal Code

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X

Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer *FORM WILL BE RETURNED IF UNSIGNED.*

Title | **Date**

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Registered Agent Acceptance/Statement of Change

(PURSUANT TO NRS 77.310, 77.340, 77.350, 77.380)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:

Name of represented entity:

Entity or Nevada Business Identification Number (NVID):
(for entities currently on file)

2. Registered Agent Acceptance:

☐ Registered Agent Acceptance

3. Information Being Changed:

Statement of Change takes the following effect: (select only one)

☐ Appoints New Agent (complete section 5)

☐ Update Represented Entity Acting as Registered Agent (complete sections 5)

☐ Update Registered Agent Name (complete sections 4 & 5)

☐ Update Registered Agent Address (complete sections 4 & 5)

4. Registered Agent Information Before the Change: (Non-commercial registered agents **ONLY**)

Name of Registered Agent **OR** Title of Office or Position with Entity

Street Address | City | Nevada | Zip Code

Mailing Address (if different from street address) | City | Nevada | Zip Code

5. Newly Appointed Registered Agent or Registered Agent Information After the Change:

☐ Commercial Registered Agent:(name only below) ☐ Noncommercial Registered Agent (name and address below) ☐ Office or Position with Entity (title or position and address below)

Name of Registered Agent **OR** Title of Office or Position within Entity

Street Address | City | Nevada | Zip Code

Mailing Address (if different from street address) | City | Nevada | Zip Code

6. Electronic Notification: (Optional)

Email address for electronic notifications for "Non-Commercial" or "Office or Positions with Entity" registered agents only:

7. Certificate of Acceptance of Appointment of Registered Agent: (Required)

I hereby accept appointment as Registered Agent for the above named Entity.

X _____ Date

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

8. Signature of Represented Entity: (Required)

X _____ Date

Authorized Signature On Behalf of the Entity

FEE: $60.00
This form must be accompanied by appropriate fees.

230305

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Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing Service Requested: ☐ Regular ☐ 24-Hour Expedite (additional fee included)

Name of Entity: _____ Date: _____

Return to: _____

Contact Name: _____ Phone: _____

Return Delivery: (email or fax options do not receive a copy via mail; must be ordered separately)

☐ Email to: _____ ☐ Fax to: _____

☐ Hold for Pick Up ☐ Mail to Address Above ☐ FedEx: Acct # _____

☐ Other: (explain below)

Order Description: (include items being ordered and fee breakdown)*****

***PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is **$2.00** per page (plus **$30.00** for each certification).

Total Amount: _____

Method of Payment:

☐ Check/Money Order ☐ Credit Card (attach ePayment checklist) ☐ Trust Account: _____

☐ Use balance remaining in job # _____

PRINT

230405

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1 or 2-Hour Expedite Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing Service Requested:

☐ 2-Hour Expedite (additional **$500.00** fee included)

☐ 1-Hour Expedite (additional **$1000.00** fee included)

Name of Entity: _____ Date: _____

Return to: _____

Contact Name: _____ Phone: _____

Return Delivery:

☐ Email to: _____ ☐ Fax to: _____

☐ Hold for Pick Up ☐ Mail to Address Above ☐ FedEx: Acct # _____

☐ Other: (explain below)

Order Description: (include items being ordered and fee breakdown)*****

***PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is **$2.00** per page (plus **$30.00** for each certification).

Total Amount: _____

Method of Payment:

☐ Check/Money Order ☐ Credit Card (attach ePayment checklist) ☐ Trust Account: _____

☐ Use balance remaining in job # _____

PRINT

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24-hour, 2-hour and 1-hour Expedite Service Guidelines

IMPORTANT: To ensure expedited service, please mark "Expedite" in a conspicuous place at the top of the service request. Please indicate method of delivery.

24-HOUR EXPEDITE SERVICE

The Secretary of State offers a 24-hour expedite service on most filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Check the 24-hour expedite box on your customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 24-hour expedited service, include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling ranges from $25.00 to $125.00. Please consult our fee schedules for the appropriate 24-hour expedite fee. If you require assistance, please contact this office.

Time Constraints: Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form.

2-HOUR EXPEDITE SERVICE

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional $500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-HOUR EXPEDITE SERVICE

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional $1000.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-Hour and 2-Hour Time Constraints: Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.

230105

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ePayment Checklist
(For Counter, Fax and Mail Requests)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Service Type: ☐ Counter ☐ Mail ☐ Fax

Order Processing Requested: **(Expedite Processing *Requires* Additional Fees)**

☐ Regular Processing ☐ **24-HOUR** Expedite ☐ **2-HOUR** Expedite ☐ **1-HOUR** Expedite

Payment by Card *(card holder name and billing address required below)*

Card Type: ☐ VISA ☐ MasterCard ☐ Discover ☐ American Express

Customer Credit Card Number: V CODE*

* 3-digit number found on the far right of the backside of VISA, MasterCard and Discover cards
4-digit number found on the front right side of American Express card.

NOTICE: *For security and verification purposes, all credit card payments must include the 3 or 4-digit CVV2 code (VCode) number located on the credit card. Failure to include this code will result in the rejection of your filing or service request.*

Credit Card Expiration Date: Month _____ Year _____

Amount to Charge Card: USD $ _____

Order Information *(required)*

Entity Name/Order Reference: _____

Card Holder Information:

Name as it Appears on the Account _____

Billing Address _____

City, State, Zip _____

Telephone _____

Payment Authorization

I authorize the Secretary of State to bill an amount not to exceed the following to be charged to the above listed account(s):

X _____

Authorized Signature

Not to Exceed Amount: USD $ _____

PRINT

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Commercial Recordings Copies and Certification Services Fee Schedule

The following is a list of copies and certification services and the associated fees for Commercial Recording and apostille/certification services. Fees are per document unless otherwise noted.

SERVICE REQUESTED:

Copies	$2.00 per page
Certification of Document	$30.00
Search	$50.00
Certificate of Existence (evidence of good standing – short form)	$50.00
Certificate of Existence (listing amendments – long form)	$50.00
Ceremonial Certificate of Good Standing	$100.00
Certificate Evidencing Name Change	$50.00
Certificate of Fact of Merger	$50.00
Certificate of Default	$50.00
Certificate of Revocation	$50.00
Certificate of Dissolution	$50.00
Certificate of Withdrawal	$50.00
Certificate of Cancellation	$50.00
Certificate of Non-Existence	$50.00
Miscellaneous Certificates	$50.00
Apostille (Hague Treaty Nations)/Certification (Non-Hague Treaty Nations)	$20.00
Corporate Charter	$50.00
Ceremonial Charter	$100.00

EXPEDITE SERVICE:

Expedite service is available for copies, certificate and certification services. Fees for expedite service are in addition to the fees as listed above.

24 Hour Expedite Service: ***Order may be picked up or mailed out within 24-hours.***

Apostille	$75.00
Copies: Per entity name	$125.00
Certificates: Per entity name and certificate type	$125.00
Search: Expedite fee on search only; additional expedite fee required for copies	$125.00

2-Hour Expedite Service: ***Order may be picked up or mailed within 2-hours.***

1 or more certificates (per entity name and certificate type)	$500.00
1 or more copies (per entity name)	$500.00

1-Hour Expedite Service: ***Order may be picked up or mailed within 1-hour.***

1 or more certificates (per entity name and certificate type)	$1000.00
1 or more copies (per entity name)	$1000.00

BASIC INSTRUCTIONS:

1. All orders may be submitted via email to copies@sos.nv.gov or in writing, with fees enclosed, to the above address. Payment by VISA, Mastercard, Discover or American Express are accepted. Trust account and credit card customers may fax *expedite orders only* to (775) 684-5645. Trust account orders must be received on company letterhead.
2. Orders can be emailed back on most occasions. All orders not specified as a pick-up are mailed out via first-class mail, unless a Federal Express number is provided or other major courier pickup arrangement is made.
3. Fax back service is *only available* for certificates or copies of 50 pages or less. This service must be requested at time of order with complete fax information provided.
4. Each order will be returned to one address only.

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Limited-Liability Partnership Fee Schedule Effective 7-1-08

LIMITED-LIABILITY PARTNERSHIP FEES: Pursuant to NRS 87 for both Domestic and Foreign Limited-Liability Partnerships.

Registration of Limited-Liability Partnership	$75.00
Registration of Foreign Limited-Liability Partnership	$75.00
Reinstatement Fee	$300.00
Certificate of Amendment	$175.00
Certificate of Correction	$175.00
Notice of Withdrawal (Termination of Registration), Foreign or Domestic	$100.00
Preclearance of any Document	$125.00
Articles of Domestication – contact office for fee information	
Ceremonial Charter	$100.00
Certificate of Good Standing	$50.00
Ceremonial Certificate of Good Standing	$100.00
Initial List of Managing Partners	$150.00
Annual or Amended List of Managing Partners	$150.00
24-Hour Expedite fee for above filings	**$125.00**
Apostille	$20.00
24-Hour Expedite fee for above filing	**$75.00**
Name Reservation	$25.00
24-Hour Expedite fee for above filing	**$50.00**
Certificate of Change of Principal Office	$60.00
Change of Noncommercial Registered Agent	$60.00
Change of Registered Agent by Represented Entity	$60.00
Resignation of Managing Partner	$75.00
Resignation of Registered Agent (plus $1.00 for each additional entity listed)	$100.00
24-Hour Expedite fee for above filings	**$25.00**
Certification of Documents – per certification	$30.00
Copies – per page	$2.00
Late Fee for List of Managing Partners	$75.00
Business License Fee	$200.00

2-Hour Expedite is available on all of the above filings at the fee of $500.00 per item.

1-Hour Expedite is available on all of the above filings at the fee of $1000.00 per item.

PLEASE NOTE: the expedite fee is in addition to the standard filing fee charged on each filing and/or order.

24-HOUR EXPEDITE TIME CONSTRAINTS:

Each filing submitted receives same day filing date and may be picked up within 24 hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form. The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages, or equipment malfunction. These extensions are few and will rarely extend more than a few hours.