080303

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

Certificate of Registration of a Limited-Liability Limited Partnership

(PURSUANT TO NRS CHAPTER 88)

USE BLACK INK ONLY - DO NOT HIGHLIGHT **ABOVE SPACE IS FOR OFFICE USE ONLY**

Certificate of Registration of a Nevada Limited-Liability Limited Partnership (Pursuant to NRS Chapter 88)

1. Name of the Limited-Liability Limited Partnership:

2. Name of the Nevada Limited Partnership registering to become the Limited-Liability Limited Partnership:

3. Street address of the Principal Office:

Street Address | City | State | Zip Code

4. Registered Agent for Service of Process: (check one box only)

☐ Commercial Registered Agent: _____
Name

☐ Noncommercial Registered Agent (name and address below) ***OR*** ☐ Office or Position with Entity (name and address below)

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

Street Address | City | Nevada | Zip Code

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

5. Name and Business Address of each initial General Partner:*

Name | Business Address | City | State | Zip Code

Name | Business Address | City | State | Zip Code

6. Name, Business Address and Signature of each Organizer executing the certificate:*

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge the 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** _____ **Organizer Signature**

Business Address | City | State | Zip Code

7. The certificate has been executed by the vote necessary to amend the partnership agreement. The limited partnership hereafter will be a registered limited-liability limited partnership.

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

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

Date

*attach a plain 8 1/2" x 11" sheet to list additional names and addresses.

Filing Fee: $100.00

PRINT

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Filing Instructions for the Amendments Division

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.

Dear Customer: We value your patronage and desire to provide you the best service possible. In an effort to facilitate your filing we would appreciate your taking a moment to read the following before submitting your document. Failure to include any of the information required on the form may cause the filing to be rejected.

-Thank you-

1.) One file stamped copy of the filing will be returned at no additional charge for most filings. Dissolutions, Cancellations and Withdrawals do not receive a file stamped copy unless requested at the time of filing. To receive a certified copy, enclose an additional $30.00 per certification. A copy fee of $2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.

2.) If paying for expedite service, include the word "EXPEDITE" in your correspondence.

3.) Verify filing is submitted on the correct form prescribed by the Secretary of State.

4.) Forms must include appropriate signatures as required.

5.) If applicable, include the appropriate names and addresses as requested on the form.

6.) If adding new managers or general partners, their names and addresses must be set forth.

7.) Documents must reflect the complete name of the entity as registered with the Secretary of State.

8.) Attach all pages that are referenced as attachments.

9.) All documents must be legible for filming and/or scanning.

10.) If filing restated articles (containing newly amended articles, deletions or additions), provide a form prescribed by the Secretary of State indicating which articles have been amended, deleted or added. Furthermore, *the articles must contain the necessary amendment language as required by the statutes* governing amendments for that type of business entity.

11.) Verify that the status of the entity is not revoked. Verification may be made by visiting our Web site at www.nvsos.gov or calling this office.

12.) The correct filing date must be provided when required.

13.) All required information must be completed and appropriate boxes checked or filing will be rejected.

14.) Please contact this office for assistance if you are unsure of the filing fee for your document.

All forms may be downloaded from our Web site www.nvsos.gov. The Nevada Revised Statutes may be obtained at http://www.leg.state.nv.us/NRS.

Filing may be submitted at the office of the Secretary of State or by mail at the following addresses:

MAIN OFFICE:
Regular and Expedited Filings

Secretary of State
Amendments Division
202 North Carson Street
Carson City NV 89701-4201
Phone: 775-684-5708
Fax: 775-684-5731

SATELLITE OFFICE:
Expedited Filings Only

Secretary of State – Las Vegas
North Las Vegas City Hall
2250 North Las Vegas Blvd, 4th Floor
North Las Vegas, NV 89030
Phone: 702-486-2880
Fax: 702-486-2888

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.

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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 Ext

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 $

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www.nvsilverflume.gov

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 Limited Partnership Fee Schedule Effective 7-1-08

LIMITED-LIABILITY LIMITED PARTNERSHIP FEES: Pursuant to NRS Chapters 87A and 88 for Domestic and Foreign Limited-Liability Limited Partnerships.

Certificate of Registration of Limited-Liability Limited Partnership	$100.00
Registration of Foreign Limited-Liability Limited Partnership	$100.00
Reinstatement Fee	$300.00
Certificate of Amendment	$175.00
Restated Articles	$175.00
Certificate of Correction	$175.00
Merger	$350.00
Termination Pursuant to NRS 92A	$350.00
Cancellation of Domestic Limited-Liability Limited Partnership	$100.00
Cancellation of Foreign Limited-Liability Limited Partnership	$100.00
Preclearance of any Document	$125.00
Articles of Conversion; 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 General Partners	$150.00
Annual or Amended List of General Partners for LLLP filed pursuant to **NRS Chapter 87A**	$150.00
Annual or Amended List of General Partners for LLLP filed pursuant to **NRS Chapter 88**	$200.00
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**
Change of Noncommercial Registered Agent	$60.00
Change of Registered Agent by Represented Entity	$60.00
Resignation of General 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 General 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.