BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4120
(775) 684-5708
Website: www.nvsos.gov

Instructions for Certificate of Limited Partnership

(PURSUANT TO NRS CHAPTER 87A)

****IMPORTANT CHANGES – REFER TO NUMBER 8 OF THIS INSTRUCTION PAGE****

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.

1. NAME OF LIMITED PARTNERSHIP: The name may contain the name of any partner. The name must contain the words "Limited Partnership," or abbreviation "LP" or "L.P." The name must be distinguishable from the name of a limited- liability company, limited partnership, limited-liability limited partnership, limited-liability partnership, business trust or corporation already on file in this office. A name may be reserved, if available, for 90 days, by submitting a name reservation form with a $25.00 filing fee to the office of the Secretary of State. For details you may call (775) 684-5708, visit www.nvsos.gov, or write to the Secretary of State, 202 North Carson Street, Carson City, NV 89701-4120. 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. LOCATION OF DESIGNATED OFFICE: State the street and mailing address of the Nevada location where the records required by NRS Chapter 87A are maintained. Both addresses are required.

3. REGISTERED AGENT: Persons wishing to file articles of organization in the State of Nevada must designate a person as a registered agent who resides or is located in this state. Every registered agent must have a street address in the state of Nevada for the 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.

4. DISSOLUTION DATE: (Optional) A limited partnership formed under NRS Chapter 87A may have perpetual existence. If the partnership elects to set a dissolution date, it may be stated here.

5. GENERAL PARTNERS: State the name, street and mailing address of each general partner. If there are more than two general partners use 8 ½" x 11" white paper to list all remaining general partners and attach it to the certificate. Each general partner must sign the certificate.

6. OTHER MATTERS: Any additional information required by chapter 92A of NRS may be added by marking the box and attaching the information. Any other information the limited partnership wishes to make part of the certificate may also be indicated here.

7. REGISTERED AGENT SIGNATURE: Registered agent must complete and sign certificate of acceptance at bottom of form. If the registered agent is unable to sign the Certificate of Limited Partnership, submit a separate signed Registered Agent Acceptance form.

8. INITIAL LIST OF GENERAL PARTNERS AND STATE BUSINESS LICENSE: Pursuant to NRS 87A, each limited partnership organized under the laws of this state shall, at the time of filing its Certificate of Limited Partnership, and annually thereafter, file its list of general partners and state business license. An amended list of general partners may be filed within 60 days of filing the Certificate of Limited Partnership at no charge. If submitted after 60 day the filing fee is $150.00. Please see the attached fee schedule.

IMPORTANT

COPIES: One file stamped copy of the Certificate of Limited Partnership will be returned at no additional charge. 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. NRS 87A requires that a limited partnership have at least one certified copy of the Certificate of Limited Partnership to be kept in the office of the registered agent. The Secretary of State keeps the original filing.
CEREMONIAL CHARTER: Ceremonial (colored) charters are also available for an additional $100.00.
FILING FEE: The filing fee for the Certificate of Limited Partnership is $75.00. The initial list fee is $150.00, in conjunction to the $200.00 business license fee. Annual and amended list filing fee is $150.00. Please see the attached fee schedule. Filing may be expedited for an additional $125.00 expedite fee. Make checks payable to Secretary of State or file online at www.nvsilverflume.gov.

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
New Filings Division
202 North Carson Street
Carson City NV 89701-4201
Phone: 775-684-5708
Fax: 775-684-7138

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

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Certificate of Limited Partnership

(PURSUANT TO NRS CHAPTER 87A)

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

1. Name of Limited Partnership: (see instructions)

2. Street and Mailing Address of Designated Office:

Street Address *(required)* | City | Nevada | Zip Code

Mailing Address *(required)* | City | State | Zip Code

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

☐ 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

4. Dissolution Date: (optional)

A Limited Partnership governed by NRS Chapter 87A may have perpetual existence or state a dissolution date.

The date of dissolution of this entity, if any, is: (mm/dd/yyyy)

5. Name, Street Address, Mailing Address and Signature of Each General Partner: (add additional page if more than 2)

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.

1) Name of General Partner | **X** **General Partner Signature**

Street Address *(required)* | City | State | Zip Code

Mailing Address *(required)* | City | State | Zip Code

2) Name of General Partner | **X** **General Partner Signature**

Street Address *(required)* | City | State | Zip Code

Mailing Address *(required)* | City | State | Zip Code

6. Other Matters: (see instructions)

☐ Mark box to indicate additional matters have been added to the Certificate of Limited Partnership and attach pages.

7. 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 Certificate of Limited Partnership, submit a separate signed Registered Agent Acceptance form.

X

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

This form must be accompanied by appropriate fees.

PRINT

INITIAL/ANNUAL LIST OF GENERAL PARTNERS AND STATE BUSINESS LICENSE APPLICATION OF:

ENTITY NUMBER

NAME OF LIMITED PARTNERSHIP OR LIMITED-LIABILITY LIMITED PARTNERSHIP

FOR THE FILING PERIOD OF TO

100504

USE BLACK INK ONLY - DO NOT HIGHLIGHT

☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all general partners. A **General Partner** must sign the form. *FORM WILL BE RETURNED IF UNSIGNED.*
2. If there are additional general partners, attach a list of them to this form.
3. Return the completed form with the filing fee of $150.00/$200.00. A $75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.

ABOVE SPACE IS FOR OFFICE USE ONLY

4. State business license fee is $200.00. Effective 2-1-2010, $100.00 must be added for failure to file form by deadline.
5. Make your check payable to the Secretary of State.
6. **Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. 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.
7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
8. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

LIMITED PARTNERSHIP *INITIAL AND ANNUAL* FILING FEE (NRS Chapters 87A and 88): $150.00 LATE PENALTY: $75.00 (if filing late)

LIMITED-LIABILITY LIMITED PARTNERSHIP *INITIAL* FILING FEE (NRS Chapters 87A and 88): $150.00 LATE PENALTY: $75.00 (if filing late)

LIMITED-LIABILITY LIMITED PARTNERSHIP *ANNUAL* FILING FEE (NRS Chapter 87A): $150.00 and (NRS Chapter 88): $200.00 LATE PENALTY: $75.00 (if filing late)

BUSINESS LICENSE FEE: $200.00 LATE PENALTY: $100.00 (if filing late)

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW

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

NRS 76.020 Exemption Codes

001 - Governmental Entity
006 - NRS 680B.020 Insurance Co.

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME | TITLE(S) GENERAL PARTNER
ADDRESS | CITY | STATE | ZIP CODE

NAME | TITLE(S) GENERAL PARTNER
ADDRESS | CITY | STATE | ZIP CODE

NAME | TITLE(S) GENERAL PARTNER
ADDRESS | CITY | STATE | ZIP CODE

NAME | TITLE(S) GENERAL PARTNER
ADDRESS | CITY | STATE | ZIP CODE

None of the general partners identified in the list of general partners has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a general partner 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 General Partner or Other Authorized Signature

Title **Date**

PRINT

180304

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

Registered Agent Acceptance

(PURSUANT TO NRS 77.310)

This form may be submitted by: a Commercial Registered Agent, Noncommercial Registered Agent or Represented Entity. For more information please visit http://www.nvsos.gov/index.aspx?page=141

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

Certificate of Acceptance of Appointment by Registered Agent

In the matter of _____

Name of Represented Business Entity

I, _____ am a:

Name of Appointed Registered Agent *OR* Represented Entity Serving as Own Agent*

(complete only one)

a) ☐ commercial registered agent listed with the Nevada Secretary of State,

b) ☐ noncommercial registered agent with the following address for service of process:

Street Address | City | Nevada | Zip Code

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

c) ☐ represented entity accepting own service of process at the following address:

Title of Office or Position of Person in Represented Entity

Street Address | City | Nevada | Zip Code

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

and hereby state that on _____ I accepted the appointment as registered agent for the above named business entity.

Date

X _____

Authorized Signature of R.A. or On Behalf of R.A. Company Date

*If changing Registered Agent when reinstating, officer's signature required.

X _____

Signature of Officer Date

PRINT

230305

BARBARA K. CEGAVSKE
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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 $

RESET

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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 Partnership Fee Schedule Effective 7-1-08

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

Certificate of Limited Partnership	$75.00
Registration of Foreign Limited Partnership	$75.00
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 Partnership	$100.00
Cancellation of Foreign Limited Partnership	$100.00
Preclearance of any Document	$125.00
Articles of Conversion – contact office for fee information	
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	$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**
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.