

**STATEMENT OF REGISTRATION OF
DOMESTIC OR FOREIGN
LIMITED LIABILITY PARTNERSHIP**
Form LLP-1
Rev. 11/02/2022

West Virginia Secretary of State
Business & Licensing Division
Tel: (304)558-8000
Fax: (304)558-8381
Website: www.wvsos.gov

FILE ONE ORIGINAL
(Two if you want a filed stamped
copy returned to you.)

FILING FEE: \$250 - West Virginia LLP
\$500 - Foreign (out-of-state) LLP
*** Fee Waived for Veteran-owned organization** Control # _____

***** We, the undersigned, hereby form, register or re-register (if applicable) a Limited Liability Partnership *****
according to the provisions of West Virginia Code §47B.

1. The partnership hereby: Registers a **West Virginia LLP** Registers a **foreign (out-of-state) LLP**
 Re-registers a **foreign (out-of-state) LLP**

2. The **name of the limited liability partnership** is: _____
and is organized under the laws of: **West Virginia** **State of** _____

3. The **address of the principal office** of the partnership is:
Street: _____
City: _____ State: _____ Zip Code: _____
County: _____

4. If the address given in #3 is not in WV the **address of a registered office** in this State is, *if any*:
Street: _____
City: _____ State: _____ Zip Code: _____
County: _____

5. The **name and mailing address of the agent** where **notice for service of process** is to be sent, *if any*, is:
Name: _____
Street: _____
City: _____ State: _____ Zip Code: _____
County: _____

6. **E-mail address** where business correspondence may be received: _____

7. **Website address** of the business, if any (*ex: yourdomainname.com*): _____

8. a. The **business purpose** (activity) in which the partnership engages is [In the space below, describe the type of business activity which will be conducted in West Virginia.]: ***NOTE - "Professional" business organizations** must attach to this statement of registration the **Verification of Eligibility** (Form **VOE**) authorized by your professional state licensing board (*see attached instructions and CHECK BOX below*).

Professional business organizations: CHECK BOX indicating you have attached the state licensing board **Verification of Eligibility** (Form **VOE**) to this statement of registration if your profession meets the requirements as defined by **Chapter 30** of the WV Code. *See Section 8 of the attached instructions for a list of professions. Your application will be rejected if the VOE signed by the board is not attached.*

b. Will the above purpose include any business activity conducted as a **consumer litigation financier** pursuant to WV Code §46A-6N?

Yes [By checking "Yes," the applicant affirms the above **purpose includes the required statement that the organization shall be designated as a litigation financier** pursuant to WV Code §46A-6N. You are also affirming that you have included with this application an original completed copy of the **required Application for Registration as a Litigation Financier** (Form **LF-1**) with the associated requisite filing fee.]

No [Proceed to Section 9.]

9. The requested **effective date** of this registration is the date and time of filing in the Secretary of State's Office.

(if specified, **requested date may not be earlier than filing nor later than 60 days after filing in our office**): the following date _____ and time _____ .

10. Is the organization a "**veteran-owned**" organization?

Effective **JULY 1, 2015**, to meet the requirements for a "**veteran-owned**" organization, the entity filing the registration must meet the following criteria per West Virginia Code §59-1-2a:

- 1. A "**veteran**" must be honorably discharged or under honorable conditions, and
- 2. A "**veteran-owned business**" means a business that meets one of the following criteria:
 - o Is at least fifty-one percent (51%) unconditionally owned by one or more veterans; or
 - o In the case of a publicly owned business, at least fifty-one percent (51%) of the stock is unconditionally owned by one or more veterans.

Yes (If "Yes," attach **Form DD214**)

CHECK BOX indicating you have attached **Veteran Affairs Form DD214**

No

You may obtain a copy of your Veterans Affairs Form DD214 by contacting:

**National Personnel Records Center
Military Personnel Records**
1 Archives Drive
St. Louis, MO 63138
Toll free: 1-86-NARA-NARA or 1-866-272-6272
Phone: 314-801-0800
www.archives.gov/veterans/military-service-records

Per WV Code 59-1-2(j) effective July 1, 2015, the **registration fee is waived** for entities that meet the requirements as a "**veteran-owned organization**". See attached instructions to determine if the organization qualifies for this waiver. In addition, a "**veteran-owned**" entity will have **four (4) consecutive years of Annual Report fees waived** AFTER the organization's initial formation [see WV Code 59-1-2a(m)].

11. **Contact and Signature***:

a. **Contact person** to reach in case there is a problem with filing: _____ Phone: _____

b. **Signature Information*** (To be signed by one or more partners):

I, the undersigned, acting as authorized partner on behalf of the partnership, do hereby affirm that the partnership has determined to register as a limited liability partnership, that the partnership will, as required by West Virginia Code §47B-10-5, **carry at all times at least one million dollars of liability insurance**, and that the information contained in this application is true, to the best of my knowledge.

<u>Name of Partner (Type or Print)</u>	<u>Signature*</u>	<u>Date</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

***Important Legal Notice Regarding Signature:** Per West Virginia Code §31B-2-209. **Liability for false statement in filed record.** If a record authorized or required to be filed under this chapter contains a false statement, one who suffers loss by reliance on the statement may recover damages for the loss from a person who signed the record or caused another to sign it on the person's behalf and knew the statement to be false at the time the record was signed.

Important Note: This form is a public document. Please **do NOT provide any personal identifiable information on this form** such as social security number, bank account numbers, credit card numbers, tax identification or driver's license numbers.

**INFORMATION AND INSTRUCTIONS FOR FILING
WEST VIRGINIA LIMITED LIABILITY PARTNERSHIP**

The West Virginia Legislature adopted S.B. 325 in the 1996 legislative session, expanding partnership law in West Virginia to allow **registered limited liability partnerships**, in addition to general partnerships and limited partnerships. The Act amends Chapter 47B of West Virginia Code.

What's the difference between a partnership and a limited liability partnership?

Registration - A "partnership" is "an association of two or more persons to carry on as co-owners a business for profit" according to WV Code §47B-2-2. A general partnership can exist without any registration, and even without specific intent of the partners to form a partnership. A partnership may become a limited liability partnership, on the other hand, only by filing a Statement of registration with the Secretary of State.

Liability - In a general or limited partnership, all partners are liable jointly and severally for all obligations of the partnership unless otherwise agreed by the claimant or provided by law. [§47B-3-6(a)] In a limited liability partnership, on the other hand, a partner is not personally liable for debts, obligations and liabilities of the partnership, except for "the partner's own omissions, negligence, wrongful acts, misconduct or malpractice, or that of any person under the partner's direct supervision and control." [§47B-3-6(c) & (d)]

Insurance - A limited liability partnership is required to carry at all times at least one million dollars of liability insurance designed to cover the kinds of omissions, negligence, wrongful acts, misconduct and malpractice for which liability is limited by §47B-10-5. This requirement can be met by specifically designated and segregated deposits in trust or escrow or bank letter of credit or insurance company bond for the satisfaction of judgments against the partnership.

What is the life of the limited liability partnership?

Although a general partnership does not have to be registered with the Secretary of State or a county recording office to do business, the continuing authority to do business in West Virginia as a limited liability partnership depends on this registration and annual filing.

Domestic LLPs - An LLP formed under the laws of West Virginia may begin at the time the filing is accepted, or at a specific future date **not more than 60 days after filing** with the Office of Secretary of State. It will continue its existence until it is voluntarily withdrawn (by filing a Statement of Withdrawal), or until it is administratively dissolved as a result of failure to pay the annual fee of \$500. [§47B-10-1]

Foreign LLPs - An LLP formed under the laws of another state or country will continue its authority to do business in the State from the date the filing is accepted for two years, at which time it may reregister.

What other filing requirements will there be?

Other Agencies - All forms of business obtain a business franchise certificate from Department of Tax & Revenue before doing business. Those with employees register with Employment Security and Workers Compensation. Certain types of business require additional licenses or permits for certain activities.

Annual Report - Each West Virginia LLP will be required to report annually any changes in the registration Statement, and pay an annual report fee of \$500. The Secretary of State will send notification of the fee. The annual report will be **due by July 1** each year [see WV Codes 59-1-2a and 47B-10-1(e)].

COMPLETING THE LIMITED LIABILITY PARTNERSHIP REGISTRATION

Section 1. A domestic West Virginia LLP only registers once and will check the first box. For a foreign (out-of-state) LLP, check the "**Registers**" box for a first-time registration. Check the "**Re-reregisters**" box to renew (re-register) the foreign LLP. A Foreign LLP must "re-register" every two (2) years to maintain its registration with Secretary of State.

Section 2. The name of an LLP must include either the words "Registered Limited Liability Partnership" or the abbreviations, "L.L.P." or "LLP". We encourage you to make sure that another business entity, such as a corporation, limited liability company or other partnership, has not already organized under the same or a name that is not distinguishable from the name you wish to use by contacting our business division at 304-558-8000 and have the name checked for availability. Since this form is used for both domestic (organized in West Virginia) and foreign (organized in another state or country) limited liability partnerships, check the correct box and enter the state name if other than West Virginia.

Section 3. In listing the **principal office address** of the LLP, be sure to include any address necessary to receive mail correspondence.

Section 4. An LLP may maintain a **registered office within the state of West Virginia**. If applicable, enter the address here.

Section 5. An LLP may maintain an **agent of notice for service of process**. If so, enter the agent's name and address. If the agent changes, you are required to notify the Secretary of State of the change.

Section 6. Enter a **business e-mail address** where e-mail correspondence from our office, such as **Annual Report** notices, may be received, if any.

Section 7. List the **website address** (*domainname.com*) **of the business**, if any. DO NOT list an e-mail address or physical mailing address.

Section 8. a. The **statement of registration** is required to include a brief description of the business activity (**purpose**) in which the partnership engages. The partnership may include other matters in the registration statement by attaching an additional sheet. ***NOTE - "Professional" business organizations** must attach to

this statement of registration the **Verification of Eligibility** (Form VOE) authorized by your professional state licensing board (*see list of professions below*).

*****Important*** Professional business organizations: CHECK BOX** indicating you have attached **Verification of Eligibility** (Form VOE) to this statement of registration if your profession meets the requirements as defined by Chapter 30 of the WV Code. **The Secretary of State cannot complete your filing until verification is received from the appropriate state licensing board. Your application will be rejected if the VOE is not signed by the board and attached.**

Attorneys-at-law	[Article 2]	Physicians & Podiatrists	[Article 3]
Dentists	[Article 4]	Optometrists	[Article 8]
Accountants	[Article 9]	Veterinarians	[Article 10]
Architects	[Article 12]	Engineers	[Article 13]
Land Surveyors	[Article 13a]	Osteopathic Physicians & Surgeons	[Article 14]
Chiropractors	[Article 16]	Psychologists	[Article 21]
Social Workers	[Article 30]	Acupuncturists	[Article 36]

b. If "No," proceed to Section 9. If "Yes," the above purpose includes any business activity conducted as a **consumer litigation financier**, pursuant to WV Code §46A-6N, the organization must register as a litigation financier by completing and submitting to Secretary of State an original copy of the **Application for Registration as a Litigation Financier** (Form **LF-1**) and pay the associated requisite filing fee. If this applies to your organization, check the "Yes" box to include in your purpose the required statement that the organization shall be designated as a litigation financier.

Section 9. The **effective date of the registration** will be the date the filing is accepted by the Office of the Secretary of State (it can only be accepted when the application is complete and the registration fee paid, with the exception of a "veteran-owned" LLP for which the registration fee is waived), unless the applicant specifies a **future effective date not more than 60 days later** than the date of filing by the Office of Secretary of State.

Section 10. Check the appropriate box indicating whether or not the organization is "**veteran-owned**." The registration fee is waived for a "veteran-owned" entity. Effective JULY 1, 2015, the following criteria must be met in order to qualify as a "veteran-owned" entity: (1) veteran must be "honorably discharged or under honorable conditions;" and (2) if a publicly-owned entity, at least fifty-one per cent (51%) of the stock must be unconditionally owned by one or more veterans [see WV Code 59-1-2a(12)-(13)(A)(B)]. **If "Yes," you must include with this application a copy of your Veteran Affairs Form DD214.**

Section 11. Contact and Signature Information

a. Listing a **contact person and phone number** is optional, however listing a person to contact in case of a problem with the filing may help to speed the filing process along and avoid possible rejection of the document.

b. **Application must be signed by one or more partners.** Attach an additional page, if necessary, to list additional partners.

ANNUAL REPORT NOTICE:

DOMESTIC WEST VIRGINIA LLP: West Virginia Code 59-1-2a [see also 47B-10-1(e)] requires every *domestic* (West Virginia-formed) limited liability partnership to file an **annual report** and pay the **\$500 annual report filing fee between January 1 and July 1** of each year following the calendar year in which the business was registered with the Office of the Secretary of State. **The \$500 annual report fee is waived for Veteran-owned limited liability partnerships for the following four (4) years after initial formation** [see WV Code 59-1-2a(m)]. Failure to file may result in revocation of the organization's legal authority to transact business in the state. Notification of the filing requirement will be sent, but the company is responsible for filing the annual report as required by WV Code. You may file the annual report online at <https://onestop.wv.gov>. You must **register a User Account Login ID and Password** to create a personal "Filing Cabinet" to file the annual report.

FOREIGN (out-of-state) LLP: A foreign (out-of-state) LLP is not required to file an Annual Report with Secretary of State. Instead, a foreign LLP must "**re-register**" every **TWO (2) YEARS with Secretary of State** by filing a "Statement of Registration of Domestic or Foreign Limited Liability Partnership" and paying the \$500 re-registration fee.

FILING THE STATEMENT OF REGISTRATION - ONE ORIGINAL REQUIRED - AND PAYING THE FEE

Send an additional original if you want a filed date-stamped copy returned to you at no additional cost.

The filing fee will consist of paying a registration fee.

If requesting a certified copy, an additional fee of \$15 per certified copy requested is required.

		West Virginia LLP registration - \$250
		Foreign (out-of-state) LLP registration - \$500
		* Veteran-owned entity registration FEE WAIVED - \$0
Registration fee*	_____	[Registration fee is waived for "veteran-owned" entity effective July 1, 2015 per WV Code 59-1-2(j);
		Be sure to attach the veteran proof of status Veteran Affairs Form DD214 when claiming
\$15 per certified copy: +	_____	"veteran-owned" status.]
		Expedite Fee is additional if requesting expedite service. See Customer Order Request form for
Total fee:	= _____	more information.

**** Make your checks payable to **West Virginia Secretary of State**. ****

TEXT ALERTS: Stay up-to-date regarding filing deadlines and changes to business, charity, notary, private investigation, and security guard laws. To sign up, visit the Secretary of State online at www.wvsos.gov and select **Text Alerts**. Next, under the heading, "Choose SMS Subscription," click the down arrow and select "Business and Licensing." Then enter your ten-digit mobile phone number and your cellular carrier. Click *Subscribe*. This will allow you to get important information delivered right to your mobile phone. Please note, standard text messaging rates apply and you may unsubscribe at any time.

CANCELLATION: A limited liability partnership is a legal entity which can only be cancelled through formal action - NOT simply by submitting a letter or phone call to the Secretary of State. The entity remains liable for all taxes, assessments, fines, penalties and interest until it receives a **certificate of cancellation** from the Secretary of State. Contact our office for more information.

Rev. 01/2023

Filing Submission Instructions - Business Division

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORMS.

Please follow the instructions included with the application. Failure to include any of the required information on the form may cause the filing to be rejected.

All forms may be downloaded from our web site www.wvsos.gov.

SUBMIT THE COMPLETED APPLICATION WITH THE [CUSTOMER ORDER REQUEST](#) FORM TO ONE OF THE OFFICES BELOW. CHOOSE EXPEDITED OR STANDARD PROCESSING SERVICE. IF NOT USING THE CUSTOMER ORDER REQUEST FORM AND YOU ARE REQUESTING EXPEDITED SERVICE, YOU MUST INCLUDE THE WORD "EXPEDITE" AND THE LEVEL OF EXPEDITED SERVICE BEING REQUESTED (24-HOUR, 2-HOUR OR 1-HOUR) IN YOUR CORRESPONDENCE. BE SURE TO INCLUDE THE CORRECT ADDITIONAL EXPEDITED FEE. THIS FEE IS IN ADDITION TO THE REGULAR FILING FEE (*SEE FEES BELOW*).

CHOOSE ONE OF THE FOLLOWING PROCESSING SERVICES:

① **EXPEDITED SERVICE (24-hour, 2-hour and 1-hour; *Requires standard filing fee plus additional expedite fee, see below)**

<u>Expedite Service</u>	<u>*Fee</u>	<u>EXPEDITED SERVICE requests may be submitted by:</u>
24-Hour	\$ 25.00	- E-mail to efilings@wvsos.gov
2-Hour	\$250.00	- Fax
1-Hour	\$500.00	- Walk in delivery

② **STANDARD PROCESSING (5-10 business days)**

<u>Standard filing fees apply.</u>	<u>STANDARD PROCESSING requests may be submitted by:</u>
	- E-mail to CorpFilings@wvsos.gov
	- Fax
	- Walk in delivery (drop off service only filed within 5-10 business days)

INCLUDE PAYMENT:

Be sure to enclose the correct filing fee with your filing. If paying by credit card, be sure to include the [e-Payment Authorization](#) form with your filing. **Your filing will be rejected if the payment is not included or if the e-Payment Authorization form is not included if paying by credit card.**

SUBMIT COMPLETED FILING TO ONE OF THE BUSINESS CENTERS BELOW:

BUSINESS SERVICE CENTERS *Standard and Expedited Filings*

Charleston Office

One-Stop Business Center

13 Kanawha Blvd. West
Suite 201
Charleston, WV 25302
Phone: (304) 558-8000
Fax: (304) 558-8381
Hours: Mon. - Fri. 8:30a - 5:00p EST

Clarksburg Office

North Central WV Business Center

153 West Main Street
Suite G- Third Floor
Clarksburg, WV 26301
Phone: (304) 367-2775
Fax: (304) 627-2243
Hours: Mon. -Fri. 9:00a - 5:00p EST

Martinsburg Office

Eastern Panhandle Business Center

229 E. Martin Street
Martinsburg, WV 25401
Phone: (304) 356-2654
Fax: (304) 260-4360
Hours: Mon. - Fri. 9:00a - 5:00p EST

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Customer Order Request

SUBMIT THIS COMPLETED FORM WITH YOUR FILING.

READ CAREFULLY BEFORE SUBMITTING - Expedite service is **NOT AVAILABLE** for the following filings:

- >> Tax Department filings including Sole Proprietorships, General Partnerships, and Associations
- >> Dissolution or Withdrawal of Corporation, Voluntary Association or Business Trust

Order Processing Requested*:

*** Expedite Processing Requires Additional Fees ***

Standard Processing**
(Avg. processing turnaround
5-10 business days)

24-HOUR Expedite***
(additional \$25.00 fee included)

2-HOUR Expedite
(additional \$250.00 fee included)

1-HOUR Expedite
(additional \$500.00 fee included)

Email to: CorpFilings@wvsos.gov

Email to: eFilings@wvsos.gov

ALL Requests for Copies of documents email to: Copies@wvsos.gov

*"Processing" indicates the filing will be completed and registered in the Secretary of State registration database.

**Standard Processing applications received by E-MAIL or FAX must include the e-Payment Authorization form with credit card information.

***NOTE: Orders filed in person through any Secretary of State office location requesting the filing be processed will be assessed a 24-HOUR Expedite fee of \$25.00 per order.

Name of Entity: _____

Return filing to:
(Return Address) _____

Contact Name: _____ Phone: _____

Return Delivery Options: 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 Return Address above FedEx: Acct # _____

Other (explain below): _____ UPS: Acct # _____

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

* PLEASE NOTE: Original paperwork is kept by this office. Include a copy of the original filing if you want a file stamped copy returned to you at no extra charge. **Certified copy requests are an additional \$15 per certified copy being requested.**

Total Amount:

Payment Method:

Check/Money Order Credit Card (Must attach [e-Payment Authorization](#) request form including payment information.)

Cash (*Do Not mail cash*) Pre-paid Acct #: _____ Attach signed pre-paid slip.

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 business organization 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. You must mark the document with your “**24-HOUR EXPEDITE**” request. If using a cover letter, note that you are requesting 24-hour expedited service, and include your telephone number and return information. 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 is \$25.00 in addition to the usual fee for service. Please consult our fee schedules for the appropriate fee. If you require assistance, please contact this office.

Time Constraints: Under most circumstances, each filing submitted receives same day filing date and may be picked up in the office by the end of the same business day. 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 acceptable 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 \$250.00 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 \$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 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.

