WEST VIRGINIA STATEMENT OF REGISTRATION OF FOREIGN LIMITED PARTNERSHIP
Form LP-2
Rev.07/2026

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: **$150**
*** Fee Waived for Veteran-owned organization**

Control # _____

We, the undersigned, hereby register a foreign Limited Partnership according to the provisions of West Virginia Code §47-9. 1.

1. The **name** of the **limited partnership** in its home State is: _____

☐ **CHECK HERE to indicate you have obtained and submitted with this application a CERTIFICATE OF EXISTENCE (GOOD STANDING), dated during the current tax year, from your home state of original formation as required to process your application. The certificate may be obtained by contacting the Secretary of State's Office in the home state of original incorporation.**

2. The **name** of the **limited partnership** to be used in West Virginia, if different from above, is (See **Section 2a.** instructions for "forced DBA Name" requirements): _____

3. The limited partnership was formed under the laws of: **Home State:** _____ **Date of Original Formation:** _____

4. The **address** of **office** required to be maintained in its home State, or, if not required, the **address** of its **principal office**:
Street: _____
City: _____ State: _____ Zip Code: _____

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

6. The **address** of the office at which is kept a list of all **names and addresses of the limited partners** and their capital contributions is:
Street: _____
City: _____ State: _____ Zip Code: _____

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

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

9. Do you **own or operate more than onbusiness in West Virginia?** ☐ **Yes *** *Answer **a. and b.** below.* ☐ **No** ☐ **Decline to answer**

If "**Yes**"... a. How many businesses? _____ b. Located in how many West Virginia counties? _____

10. 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 10** *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 10.]

11. The **name(s) and business address(es) of** each **general partner** is (information is required for each general partner; attach additional pages if necessary - DO NOT list "limited partners.")

	Name	Mailing Address	City	State	Zip Code
a)					
b)					
c)					

12. 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:
   - Is at least fifty-one percent (51%) unconditionally owned by one or more veterans; or
   - 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)].

13. **Contact and Signature Information*** (Must be signed by every general partner per West Virginia Code §47-9-11):

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

Phone: _____

We, the undersigned general partners, do hereby affirm under penalty of perjury that the partnership has determined to form a limited partnership under the provisions of West Virginia Code §**47-9**, and that the facts Stated herein are true to the best of our knowledge.

Name of Partner (Type or Print)	**Signature***	**Date**

****Important Legal Notice Regarding Signature:*** Per **West Virginia Code** §31D-1-129**. Penalty for signing false document.** Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

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 STATEMENT OF REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

The West Virginia Code Chapter 47, Article 9 governs the formation and operation of limited partnerships.

Are any types of businesses prevented from operating as limited partnerships?
West Virginia Code §47-9-6 precludes limited partnerships from carrying on the business of banking, brokerage or making insurance. Otherwise, they may engage in any business in which a partnership may engage.

What's the difference between a partnership and a limited partnership?
Registration - A "partnership" is "an association of two or more persons to carry on as co-owners of 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 partnership, on the other hand, only by filing with the Secretary of State a "Certificate of Limited Partnership" (for in State companies) or a "Statement of Registration of Limited Partnership" (for out-of-State companies). A limited partnership consists of one or more general partners and one or more limited partners. The names of the general partners are required to be included in the certificate or Statement, but the names of the limited partners are not.

Liability - In a general 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 partnership, a limited partner is generally not liable for the obligations of the partnership unless "he is also a general partner or … takes part in the control of the business…" or "knowingly permits his name to be used in the name of the limited partnership." [§47-9-19]

What is necessary to form a limited partnership?
Partnership Agreement - Although a written agreement is not required by law, it can be the most important legal document partners have. Through the written agreement, partners can determine the partnership's rules relating to admission of partners, voting, rights, and powers of partners, obligations for contributions, sharing of profits and losses, sharing of distributions, withdrawal or partners, events causing dissolution and other matters. Before filing the partnership certificate or registration, read the provisions of WV Code Chapter 47, Article 9 or obtain legal advice about this agreement. Once all your filings are made, the limited partnership is "in business" and only the law and your agreement will govern how issues can be resolved.

Filing with the Secretary of State - A limited partnership must file with the Secretary of State either on standard forms or in a document which contains all of the required information laid out in approximately the same order as the form. An in-State limited partnership files a "**Certificate of Limited Partnership**," **Form LP-1**. An out-of-State limited partnership files a "**Statement of Registration**," **Form LP-2**. The limited partnership will continue its existence in West Virginia until it is voluntarily dissolved or withdrawn through the proper filings.

What other filing requirements will there be?
Other Agencies - All forms of business must obtain a business franchise certificate from the Department of Tax & Revenue before doing business. Those with employees must register with Employment Security and Workers Compensation. Certain types of business require additional licenses or permits for certain activities.

ANNUAL REPORT - Each limited partnership will be required to file an annual report with the Secretary of State's office due by close of business July 1. Every domestic and foreign limited partnership must pay the $25 annual report fee to avoid a late fee penalty and possible administrative dissolution or revocation.

COMPLETING THE WEST VIRGINIA CERTIFICATE OF LIMITED PARTNERSHIP APPLICATION

Section 1. List the **name of the limited partnership exactly as it is registered in its home State**.

☐ **CHECK THE BOX to indicate you have obtained and submitted with this application a CERTIFICATE OF EXISTENCE (GOOD STANDING), dated during the current tax year, from your home state of original organization as required to process you application. The certificate may be obtained by contacting the Secretary of State's Office in the home state of original organization.**

Section 2. The name to be used in West Virginia may only be the same as the home State name if that name meets the requirements of West Virginia law and is available. **The name:**

a. **must include** one of the following required name endings: "Limited Partnership" or one of its abbreviations, "LP" or "L.P." If the home state name does not include one of the required name endings or if the name is already in use by another entity registered in West Virginia, the limited partnership must submit a Letter of Resolution drafted on company letterhead and signed by the general partners approving use of a "forced Doing Business As (DBA) name" for use in West Virginia.

b. **may not** contain the name of a limited partner unless the person or corporation is also a general partner, or unless the business has been carried on under the name before that limited partner was admitted.

c. **may not** be the same and must be distinguishable from any other business entity which has been reserved or filed; and

d. **may not** include the word "engineer" or related words unless the purpose is to practice professional engineering and one or more of the partners is a registered professional engineer.

Section 3. Enter the home State and date on which the organization of the limited partnership was filed in that State.

Section 4. Please be sure the address includes any address necessary to receive mail.

Section 5. A limited partnership may wish to maintain a person **(agent)** to whom **notice of process** may be mailed. If the agent changes, you must notify the Secretary of State of such change.

Section 6. List the **total number of employees** employed by the organization. DO NOT include officers (President, Vice-President, Secretary, Treasurer and/or Directors).

Section 7. List an **e-mail address** (*yourname@domainname.com*) where you can receive important e-mail notifications (e.g., **Annual Report** notices).

Section 8. List the **website address** (*domainname.com*) **of the business**, if any. DO NOT list a physical mailing address.

Section 9. Indicate whether or not you **own or operate more than one business in West Virginia**. If **"Yes"**...

a. List the **total number of businesses in West Virginia** in the space provided.

b. b. List the **total number of counties in West Virginia** in which the businesses conduct operations.

Section 10. a. Provide a brief description of the business activity 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 **certificate of limited partnership 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 application 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 attached.**

Attorneys-at-law	[Article 2]	Physicians & Podiatrists	[Article 3]
Dentists	[Article 4]	Optometrists	[Article 8]
Accountants	[Article 9]	Veterinarians	[Article 10]
Architects Land	[Article 12]	Engineers	[Article 13]
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 11. 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 11. The **names and addresses of all general partners** are required by law. **DO NOT** list limited partners here.

Section 12. Check the appropriate box indicating whether or not the organization is "veteran-owned." 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 provide proof of veteran status by including with this application a copy of your Veteran Affairs Form DD214**.

Section 13. THE SIGNATURE OF EACH GENERAL PARTNER IS REQUIRED. Listing a contact person and phone number is optional, however, listing a contact in case of a problem with filing may help avoid possible rejection of the document.

ANNUAL REPORT NOTICE:

West Virginia Code 59-1-2a. **requires every limited partnership (both *for profit* and *non-profit*) to file an annual report and pay the 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 $25 annual report fee is waived for Veteran-owned entities for the following four (4) years after initial formation [see West Virginia 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 West Virginia Code. You may file the annual report online at www.business4wv.com. You must register a User Account Login ID** and Password **to create a personal "Filing Cabinet" to file the annual report.**

FILING THE APPLICATION - 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 an initial registration fee. If requesting a certified copy, an additional fee of $15 per certified copy is required.

Continued on next page.

Registration fee*	_____	Registration fee - **$150** ***Veteran-owned** entity registration **FEE WAIVED - $0** [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 "veteran-owned" status.]**
$15 per certified copy: +	_____	
Total fee:	=_____	**Expedite Fee** is additional if requesting expedite service. See **Customer Order Request** form for 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.

CHARITABLE REGISTRATION: If your company receives contributions, donations or grants, registration as a charitable organization may be required. Contact our office for more information or visit our web site at **www.wvsos.com**.

CANCELLATION: A limited partnership is a legal entity which can only be dissolved through formal action by filing the necessary documents for cancellation - not by a letter or phone call. You remain liable for all taxes, assessments, fines, penalties and interest until you receive a certificate of cancellation from the Secretary of State. Contact us for more information.

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

CUSTOMER ORDER REQUEST

INCLUDE THIS FORM WITH YOUR FILING

Name of Business on Filing: _____

Contact for Filing:
Name: _____
Phone: _____
Email: _____

Order Description: Please Identify the type of filing or request being made.

EXPEDITING SERVICE OPTIONS*

- ☐ Standard (5-10 business days) - No additional cost
- ☐ In-Person Same Day -$25 in addition to filing fee
- ☐ Next Business Day - $25 in addition to filing fee
- ☐ 2 Hour - $250 in addition to filing fee
- ☐ 1 Hour - $500 in addition to filing fee

Expediting Service is NOT AVAILABLE for:

-Dissolutions / Withdrawals of Corporations, Voluntary Associations, or Business Trusts
-Credit Service Organization Registrations
-Trademark Filings
-Sole Proprietor / General Partnership Trade Names

*Fees apply to each business. Time frame Indicates when the filing will be completed and registered in the Secretary of State database.

Return Information:

Method of Return:

- ☐ Hold for Pick Up
- ☐ Email: _____
- ☐ Specialty Carrier (Please provide return envelope & prepaid label)
- ☐ USPS Mail (standard)
  Attention: _____
  Street: _____
  City: _____ State: _____ Zip code: _____

Please Mail Filing to Any Secretary of State Hub Office		
WV One Stop Business Center 13 Kanawha Blvd. W. Suite 201 Charleston, WV 25302	**North Central WV Business Hub** 153 West Main Street Suite G - Third Floor Clarksburg, WV 26301	**Eastern Panhandle Business Hub** 229 East Martin Street Martinsburg, WV 25401

Secretary of State State Capitol Building Charleston, WV 25305 Phone: (304) 558-6000 Website: sos.wv.gov

Next Business Day, 2-Hour, and 1-Hour Expedite Service Guidelines

NEXT BUSINESS DAY 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* **f**ax 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 **u**tilize the 2-hour expedite service, please enclose with your filing an additional $250.00 per filing and/or order. Please note that this **e**xpedite 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 **u**tilize the 1-hour expedite service, please enclose with your filing an additional $500.00 per filing and/or order. Please note that this **e**xpedite 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 acknowledgment (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.