

# STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615  
(401) 222-3040

## INSTRUCTIONS FOR FILING A CERTIFICATE OF LIMITED PARTNERSHIP

Section 7-13-8 of the General Laws of Rhode Island, as amended

**The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.**

1. To form a limited partnership, a Certificate of Limited Partnership (Form No. 300) must be filed with the Office of the Secretary of State, Corporations Division, at the above address. When the certificate is properly completed, signed, and submitted with the correct filing fee, the Secretary of State shall file the certificate of Limited Partnership.
2. The Certificate of Limited Partnership must be accompanied by a filing fee of \$100.00, and payment should be made payable to the Rhode Island Secretary of State.
3. The name of any limited partnership must be "distinguishable upon the records of the secretary of state." This means the Office of the Secretary of State will deny a request for a name if such name is identical to or not distinguishable from any entity, name reservation, or registration on file with the Business Section of the Corporations Division. The limited partnership name shall contain the word "limited partnership" or the letters and punctuation "L.P." A preliminary name availability check can be made by checking the Name Availability Database on our website, or by phoning us at the above telephone number. This preliminary check is not statutorily required, is not binding upon the Secretary of State, and does not ensure that the name will be available upon filing the Certificate of Limited Partnership. It is suggested that you do not make any financial expenditures or execute documents utilizing the name based upon a preliminary name availability check. The final determination as to availability of the name will be made when the documents are submitted for filing.
4. Each limited partnership shall have and continuously maintain in this state a specified office which may be, but need not be, a place of its business in this state at which shall be kept the records required by Section 7-13-5 of the General Laws, as amended.
5. Each limited partnership shall have and continuously maintain in this state a registered agent upon whom any process, notice or demand required or permitted by law to be served upon the limited partnership may be served. The registered agent must be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state. The office of the registered agent must be reflected as a street address and not a post office box.
6. The Certificate of Limited Partnership must be executed by each general partner.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m.



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**LIMITED PARTNERSHIP**

**CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws of Rhode Island, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

\_\_\_\_\_  
*(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")*

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

\_\_\_\_\_

3. The name and address of the specified agent for service of process is \_\_\_\_\_

\_\_\_\_\_, RI \_\_\_\_\_  
(Street Address, **not** P.O. Box) (City/Town) (Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

5. The mailing address for the limited partnership is \_\_\_\_\_

(Street Address)

\_\_\_\_\_  
(City/Town) (State) (Zip Code)

6. Any other matters the partners determine to include herein:

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(If additional space is required, please list on separate attachment.)

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: \_\_\_\_\_

By \_\_\_\_\_

By \_\_\_\_\_

By \_\_\_\_\_

By \_\_\_\_\_

By \_\_\_\_\_

Signature(s) of all general partners named herein