STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

INSTRUCTIONS FOR FILING
NOTICE OF FOREIGN REGISTERED LIMITED LIABILITY PARTNERSHIP

Section 7-12-59 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. Before transacting business in this state, a foreign registered limited liability partnership shall comply with any statutory or administrative registration or filing requirements governing the specific type of business in which the partnership is engaged, and must file a Notice of Foreign Registered Limited Liability Partnership (Form No. 550), with the Office of the Secretary of State, Corporations Division, at the above address, together with an original certificate evidencing the valid existence of the foreign limited liability partnership issued by the secretary of state or other authorized officer of the jurisdiction under which it was formed as a limited liability partnership. The certificate must be dated within **sixty (60) days** of the receipt and filing of the Notice.

2. If the Notice is properly completed and submitted with the correct filing fee and certificate evidencing the foreign limited liability partnership's existence as noted above, the secretary of state will file the Notice.

3. The Notice must be accompanied by a filing fee of $1,000.00, and payment should be made payable to the Rhode Island Secretary of State.

4. The name of the foreign registered limited liability 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 registered limited liability partnership name shall contain the words "registered limited liability partnership" or the abbreviation "L.L.P." or "LLP" as the last words or letters of its name. 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 Application for Registered Limited Liability 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.

5. The Notice shall be effective for two (2) years from the date of filing, provided the partnership is in compliance with Section 7-12-56 of the General Laws of Rhode Island, 1956, as amended, after which time the partnership shall file a new Notice. The foreign registered limited liability partnership shall be responsible for filing a new Notice, since the Office of the Secretary of State is not obligated to send a notice of expiration.

If the foreign registered limited liability partnership shall be rendering professional services as defined in Sections 7-12-31.1 and 7-5.1-2, or if the registered limited liability partnership falls under the jurisdiction of a regulatory agency, the following may apply:

1. If the partnership is engaged in the practice of **engineering** pursuant to Section 5-8-24 of the General Laws, evidence of a current certificate of authorization issued by the State Board of Registration for Professional Engineers must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Professional Engineers at (401) 462-9592 or www.bdp.ri.gov.

2. If the partnership is engaged in the practice of **land surveying** pursuant to Section 5-8.1-1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Registration for Land Surveyors must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Land Surveyors at (401) 462-9595 or www.bdp.ri.gov.

3. If the partnership is engaged in the practice of **architecture** pursuant to Section 5-1-15.1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examination and Registration of Architects at (401) 462-9594 or www.bdp.ri.gov.

4. If the partnership is engaged in the practice of **landscape architecture** pursuant to 5-51-13 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Landscape Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examiners of Landscape Architects at (401) 462-9595 or www.bdp.ri.gov.

5. If the partnership is engaged in the **practice of law**, pursuant to Article II, Rule 10 of the Supreme Court Rules on Admission to the Practice of Law, the applicant must apply for a limited liability entity license from the Rhode Island Supreme Court within thirty (30) days of filing with the Office of the Secretary of State. You may contact the Rhode Island Supreme Court Clerk's Office at (401) 222-3272 or www.courts.ri.gov.

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.

Filing Fee: $1000.00

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LIMITED LIABILITY PARTNERSHIP

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NOTICE OF
FOREIGN REGISTERED LIMITED LIABILITY PARTNERSHIP

Pursuant to the provisions of Section 7-12-59 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign Registered Limited Liability Partnership hereby submits notice of its intent to transact business in the state of Rhode Island and for that purpose makes the following statement:

1. The name of the foreign Registered Limited Liability Partnership is:

   _____

   (The name must include the words "registered limited liability partnership" or the abbreviation "L.L.P." or "LLP" or such other similar words or abbreviations as may be required or authorized by the laws of the state where the partnership is registered, as the last words or letters of its name.)

2. The jurisdiction, the laws of which govern its partnership agreement and under which it is registered as a Limited Liability Partnership, is:

   _____

3. The address of its principal office is:

   _____

   _____

4. If the partnership's principal office is not located in this state, the address of a registered office and the name and address of a registered agent for service of process in the state of Rhode Island which the partnership shall be required to maintain:

   _____

   _____

5. The names and addresses of all resident partners in this state:

Name	Residence Address

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

Form No. 550
Revised: 12/05

6. A brief statement of the business in which the partnership is engaged:

_____

_____

_____

7. Any other information that the partnership determines to include:

_____

_____

_____

8. The partnership is a Registered Limited Liability Partnership.

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

Date: _____

_____
Print Exact Name of Partnership Making Application

By: _____

By: _____

By: _____

By: _____