

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: www.dos.pa.gov/corps

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$125. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address. Filers requesting a veteran/reservist-owned small business fee exemption should attach proof of the veteran's or reservist's status to the Certificate of Limited Partnership form when submitted. For more information on the fee exemption, see [Fees and Payments](#).

This form and all accompanying documents shall be mailed to the address stated above.

Who should file this form?

One or more persons forming a limited partnership must file a certificate of limited partnership in the Department of State.

Applicable Law

See 15 Pa.C.S. § 8621 for general information on Formation of Limited Partnership and Certificate of Limited Partnership. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Limited Partnership Name Requirements

Generally, the name of an association may not be the same as the name of another association which is already on the records of the Department of State. Depending on the type of association, certain designators must be used in the association name. Designators are the words or abbreviations used at the end of the association name which designate the type of association. The minimum requirements for limited partnership names can be found at 15 Pa.C.S. §§ 201, 202 and 204.

The name of a domestic limited partnership is not required to contain a word or abbreviation indicating that it is a limited partnership and may contain the name of a partner. However, if the limited partnership is a limited liability limited partnership, the name must contain the term "company," "limited" or "limited liability limited partnership" or a term of like import; or an abbreviation of one of those terms.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the

filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the limited partnership. This should include the exact spelling, punctuation and a permissible designator, if any. **This field is required.**

2. Address. This address must be in Pennsylvania. Give one of the following: the registered office address in the Commonwealth in (a) or the name of a Commercial Registered Office Provider in (b) and the county of venue.

Listing a Commercial Registered Office Provider in lieu of providing a registered office address is an option for any association that does not have a physical location or mailing address in Pennsylvania. Prior to listing a Commercial Registered Office Provider address, the association should enter into a contract for the services of the Commercial Registered Office Provider.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses), an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address. **This field is required.**

3. A general partner may include a corporation, partnership, limited liability company, business trust, other association, government entity (other than the Commonwealth), estate, trust, foundation or natural person. When the limited partnership has more than three general partners, additional lines should be added as appropriate.

An actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address. **This field is required.**

4. Effective date. Any date specified as the effective date of the Certificate of Limited Partnership must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the Certificate's delivery to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If no effective date is provided, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

Additional provisions. A Certificate of Limited Partnership may contain statements as to matters other than those required by 15 Pa.C.S. § 8621(b), but may not vary or otherwise affect the provisions specified under § 8615(c) and (d) (relating to contents of partnership agreement) in a manner inconsistent with that section. Additional provisions of the certificate, if any, should be attached on 8½ x 11 sheet(s).

Signature and Verification

All general partners must sign the Certificate of Limited Partnership. If a general partner is not a natural person, an authorized representative of the organizing association must sign the Certificate. When the limited partnership has more than three executing general partners, additional signature lines should be added as appropriate. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) Any *necessary* copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
- (2) Any *necessary* governmental approvals.