

Form 308—General Information
(Application for Renewal of Registration of a Foreign Limited Liability Partnership)

The attached form is drafted to meet minimal statutory filing requirements pursuant to the relevant code provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary

To transact business in Texas, a foreign limited liability partnership must register with the secretary of state under chapters 9 and 152 of the Texas Business Organizations Code (BOC). A registration of a foreign limited liability partnership is effective until the first anniversary of the date after the date of registration or a later effective date unless renewed under section 152.908 of the BOC (BOC § 152.905(e)). This form may be used to renew the registration of a foreign limited liability partnership prior to its expiration. Renewal applications submitted after expiration will not be accepted for filing and the foreign limited liability partnership will be required to submit a new application for registration. Renewals should not be submitted earlier than 90 days prior to expiration. When the renewal application is filed by the secretary of state, the registration is continued for one year after the date the registration would otherwise expire.

Instructions for Form

- **Item 1—Entity Name:** Provide the full legal name of the foreign entity as stated in the entity’s formation document. The name of the foreign entity must comply with chapter 5 of the BOC. Chapter 5 requires that the name of a foreign limited liability partnership contain a recognized term of organization as listed in sections 5.055 and 5.063 of the BOC.
- **Item 2—Assumed Name:** If the entity name fails to contain an appropriate organizational designation for the entity type, a recognized organizational designation should be added to the legal name and set forth in item 2. Accepted organizational designations for a foreign limited liability partnership are “limited liability partnership” or an abbreviation of that phrase. The name of a foreign limited partnership that is a limited liability partnership may contain the words “limited liability limited partnership,” an abbreviation of that phrase, or the organization terms permitted by section 5.063 (BOC § 5.055(b)).

In addition, the foreign entity is required to file an assumed name certificate in compliance with chapter 71 of the Texas Business & Commerce Code. The promulgated form for filing the assumed name with the secretary of state is **Form 503**. This form is not acceptable for filing with the county clerk.

- **Item 3—Underlying Partnership:** Indicate whether the partnership that is renewing its registration as a foreign limited liability partnership also is a limited partnership by checking the applicable box in item 3. Generally, a limited partnership is a partnership that is required under the laws of its jurisdiction of formation to have one or more general partners and one or more limited partners. *The characterization of the underlying partnership is determined by the law of the jurisdiction of the partnership’s formation.*
- **Item 4—Limited Liability Partnerships That Are Limited Partnerships:** Complete item 4 only when the underlying partnership is a limited partnership. A foreign limited partnership that also is a

limited liability partnership or limited liability limited partnership must comply with the registration requirements of chapter 9 of the BOC as a limited partnership in addition to its registration as a limited liability partnership.

4A: If the underlying partnership is a limited partnership provide the date of filing of the registration of the underlying limited partnership to transact business in the state and the file number issued by the secretary of state in item 4A. If you are unsure of the file date and file number, you may call (512) 463-5555 or e-mail your inquiry to corpinfo@sos.state.tx.us.

4B. If the underlying limited partnership has not separately filed an application for registration to transact business in Texas, check item 4B. Please note that the failure of the underlying limited partnership to separately file an application for registration may subject the limited partnership to civil and monetary penalties under section 9.052 and a late filing fee under section 9.054 of the BOC.

- **Item 5—Most Recent Date of Registration:** Enter the date the partnership filed the application for registration that is being renewed and the file number of that registration.
- **Item 6—Federal Employer Identification Number:** Enter the entity's federal employer identification number (FEIN) in the space provided. The FEIN is a 9-digit number (e.g., 12-3456789) that is issued by the Internal Revenue Service (IRS). If the entity has not received its FEIN at the time of submission, this should be noted in item 4 on the application form.
- **Item 7—Jurisdictional Information:** The application must state the foreign entity's jurisdiction of formation and the date of its initial registration as a limited liability partnership under the laws of its jurisdiction in the format shown in the application.
- **Item 8—Certification of Existence:** The application also must contain a statement that the entity exists as a valid foreign limited liability partnership under the laws of the entity's jurisdiction of formation.
- **Item 9—Number of Partners:** Provide the number of partners in Texas as of the date of the renewal application. In the context of the provisions of chapter 152, subchapter K, the term "partners" refers to general partners only in a limited partnership registering as a limited liability partnership (BOC § 4.155(12)). For the purpose of determining the number of partners in Texas, the secretary of state has adopted administrative rules providing that a partner is considered to be in Texas if:
 - (1) the partner is a resident of the state;
 - (2) the partner is domiciled or located in the state;
 - (3) the partner is licensed or otherwise legally authorized to perform the services of the partnership in this state; or
 - (4) the partner, or a representative of the partnership working under the direct supervision or control of the partner, will be providing services or otherwise transacting the business of the partnership within the state for a period of more than 30 days.

The filing fee will be calculated by multiplying the number of partners listed in item 9 of the application by **\$200**. The fee shall be not less than **\$200** nor exceed **\$750**.

- **Item 10—Principal Office Address:** Provide the street or mailing address of the principal office of the foreign entity.
- **Item 11—Registered Agent and Registered Office:** A registered agent can be either (option A) a domestic entity or a foreign entity that is registered to do business in Texas or (option B) an individual resident of the state. The foreign entity cannot act as its own registered agent; do not enter the entity name as the name of the registered agent.

The registered office address must be located at a street address where service of process may be personally served on the entity’s registered agent during normal business hours. Although the registered office is not required to be the entity’s principal place of business, the registered office may not be solely a mailbox service or telephone answering service (BOC § 5.201).

- **Item 12—Appointment of Secretary of State:** By signing the application for renewal of registration, the foreign entity consents to the appointment of the secretary of state as an agent of the foreign limited liability partnership for service of process under the circumstances described by section 5.251 of the BOC (BOC § 9.007(b)(11)).
- **Item 13—Business or Activity to be Pursued in Texas:** The application must state each business or activity that the entity proposes to pursue in Texas, which may be stated to be “any lawful business or activity under the law of this state.”
- **Effectiveness of Filing:** The application for renewal of registration of a limited liability partnership becomes effective when filed by the secretary of state (option A). However, pursuant to sections 4.052, 4.053, and 152.905(c) of the BOC the effectiveness of the instrument may be delayed to a date not more than ninety (90) days from the date the instrument is signed provided that the effective date is within the current term of registration (option B). In either case, the filing of the application for renewal will extend the registration for one year after the date the existing registration would expire.
- **Execution:** Pursuant to section 152.905 of the BOC, the application for renewal of registration must be signed by a majority-in-interest of the partners or by one or more partners authorized by a majority-in-interest of the partners. The application for renewal of registration need not be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person’s intent is to harm or defraud another, in which case the offense is a state jail felony.*
- **Payment and Delivery Instructions:** The filing fee for an application for renewal of registration of a foreign limited liability partnership is **\$200 per general partner not to exceed \$750**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or MasterCard, Visa, and Discover credit. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl

Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (Form 807). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

- **FYI:** A foreign limited liability partnership is required to maintain a registered agent and a registered office address in Texas. If the registered agent or registered office address changes, it is important to file a statement with the secretary of state to effect a change to the application for registration. Failure to maintain a registered agent and registered office may result in the revocation of the entity's registration.

Revised 03/09

Form 308
(Revised 3/09)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709

Filing Fee: See instructions



This space reserved for office use.

**Application for Renewal
of Registration
of a Foreign Limited
Liability Partnership**

1. The entity is a foreign limited liability partnership or a foreign limited liability limited partnership. The name of the entity is: _____

2. The name of the partnership in its jurisdiction of formation does not contain the phrase "limited liability partnership," "limited liability limited partnership" or an abbreviation thereof. The name of the entity with the word or abbreviation that it elects to add for use in Texas is: _____

3. The partnership is is not organized as a limited partnership.

If the partnership is organized as a limited partnership in its jurisdiction of formation, complete item 4 below. See instructions.

4A. The underlying limited partnership has separately registered with the Texas secretary of state. The file date of the entity's registration to transact business in Texas is: _____ and the file number assigned by the secretary of state is: _____

OR

4B. The underlying limited partnership does not have a separate registration to transact business at this time. *(See instructions for possible consequences for noncompliance with registration requirements.)*

5. The most recent date of registration of the partnership is: _____
The file number assigned to the registration is: _____

6. Its federal employer identification number is: _____

Federal employer identification number information is not available at this time.

7. It is organized under the laws of: (set forth state of formation) _____
and the date of its initial registration in that jurisdiction is: _____

mm/dd/yyyy

8. As of the date of filing, the undersigned certifies that the foreign limited liability partnership currently exists as a valid limited liability partnership under the laws of the jurisdiction of its formation.

9. The number of general partners in Texas as of the date of the application is: _____

10. The principal office address of the limited liability partnership is: _____

Address City State Country Zip/Postal Code

Complete item 11A or 11B, but not both. Complete item 11C.

11A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

11B. The registered agent is an individual resident of the state whose name is:

| | | | |
|-------------------|-------------|------------------|---------------|
| <i>First Name</i> | <i>M.I.</i> | <i>Last Name</i> | <i>Suffix</i> |
|-------------------|-------------|------------------|---------------|

11C. The business address of the registered agent and the registered office address is:

| | | | | |
|-----------------------|-------------|-----------|--------------|-----------------|
| <i>Street Address</i> | <i>City</i> | TX | <i>State</i> | <i>Zip Code</i> |
|-----------------------|-------------|-----------|--------------|-----------------|

12. The entity hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

13. The business or activities of the entity that it proposes to pursue in the transaction of business in Texas are set forth below.

Effectiveness of Filing (Select either A or B.)

A. This document becomes effective when the document is filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: _____

Signature and title of a majority-in-interest of the partners or one or more of the partners authorized by a majority-in-interest.