

**Form 804—General Information
(Periodic Report – Limited 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

A limited partnership is required by law to file a periodic report not more than once every four years. The report must be completed and filed with the Office of the Secretary of State to avoid the termination of the domestic limited partnership or the revocation of registration of the foreign limited partnership. This form has been promulgated to comply with the provisions of the Texas Business Organizations Code (BOC) as well as prior law regarding the periodic report. There are not substantive differences in the filing of the report under prior law and under the BOC. Consequently, instructions for the form only make statutory references to the BOC.

Instructions for Form

- **File Number:** It is recommended that the file number assigned by the secretary of state be provided to facilitate processing of the document.
- **1—Limited Partnership Name:** Provide the legal name of the limited partnership. Changes to the name of the partnership require an amendment to the certificate or registration of the limited partnership.
- **2—Jurisdiction:** Provide the state or territory under the laws of which the limited partnership is formed.
- **3—Registered Agent:** The registered agent can be either: (A) a domestic entity or a foreign entity that is registered to do business in Texas; or (B) an individual resident of the state. The limited partnership cannot act as its own registered agent; do not enter the limited partnership name as the name of the registered agent.
- **4—Registered Office Address:** The registered office address is the business office address of the limited partnership's registered agent. The registered office must be located at a street address where service of process may be personally served on the limited partnership's registered agent during normal business hours. The registered office must include the street or building address, including apartment or suite number, city, state, and zip code. A post office box is not sufficient as a registered office address unless the office is located in a city with a population of less than 5,000.
- **5—Principal Office Address:** The address of the principal office in the United States where records are to be kept or made available must include the street or building address, including apartment or suite number, city, state, zip code, and country.

Please note that a document on file with the secretary of state is a public record that is subject to public access and disclosure. When providing address information for a general partner, use a business or post office box address rather than a residence address if privacy concerns are an issue.

- **6—General Partner:** Provide the name and address of each general partner of the limited partnership. Additions or deletions of general partners, or changing the name of an existing general partner requires an amendment to the certificate or registration of the limited partnership. Address changes for existing general partners are allowed. If the space provided is insufficient, include the information as an attachment to this form.

Execution: The report must be signed on behalf of the limited partnership by at least one general partner. If you have a corporation or other legal entity that is the general partner, please print the entity name on the “Signed on behalf of the limited partnership” line, followed by the signature of an officer on the “By (general partner)” line. If the general partner is an individual, please print the individual’s name on the “Signed on behalf of the limited partnership” line, followed by the individual’s signature on the “By (general partner)” line. 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.*

Delivery Instructions: Mail the completed form, along with the required filing fee, to the mailing address shown in the header of the periodic report form. If a document is to be delivered to the office in a manner other than through the U.S. Post Office, the envelope may be addressed or delivered to: Secretary of State, Reports Unit, 1019 Brazos, Suite 505, Austin, Texas 78701. Please make a copy of the completed form prior to mailing and retain for the limited partnership’s records. Upon 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 for such purpose. If a document is transmitted by fax to the fax number shown on the report form, then a completed Reports Unit Payment Form must accompany the transmission (Form 815). The form is available on the secretary of state web site at: http://www.sos.state.tx.us/corp/forms_reports.shtml.

Filing Fees: The filing fee for a periodic report for a limited partnership filed within thirty (30) days of the first notice is **\$50**. If the limited partnership has forfeited its right to conduct affairs for failure to file the periodic report within thirty (30) days of the first notice, the fee is the original **\$50** plus a late fee of **\$25** per month or part of a month for one hundred twenty (120) days following the forfeiture.

If the report is not filed within the one hundred twenty (120) day period, the domestic limited partnership will be cancelled or terminated or the registration of the foreign limited partnership will be cancelled or revoked. The limited partnership may be relieved of the cancellation, termination, or revocation by filing the periodic report and paying the applicable filing fee, which totals **\$225** (**\$50** filing fee for the report, **\$100** late fee, and a **\$75** reinstatement fee). The prescribed report must be accompanied by a tax clearance letter from the Texas Comptroller of Public Accounts stating that the filing entity has satisfied all franchise tax liabilities and may be reinstated. Contact the Comptroller for assistance in complying with franchise tax filing requirements and obtaining the necessary tax clearance letter by email at: tax.help@cpa.state.tx.us or by calling (800) 252-1381 or (512) 463-4600.

Payment Instructions: Payment may be made by: (1) personal check or money order; (2) a valid VISA[®], MasterCard[®], or Discover[®] credit card; or (3) a LegalEase[™] debit card. Checks submitted 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 (currently 2.7%) of the total fees incurred, when applicable. The convenience fee is assessed per credit card transaction.

Revised 09/09

**Form 804
(revised 09/09)**

This space reserved for filing office use.



Return in Duplicate to:
Secretary of State
P.O. Box 12028
Austin, TX 78711-2028
Phone: 512/475-2705
FAX: 512/463-1423
Dial: 7-1-1 for Relay Services
Filing Fee: See Instructions

**Periodic Report
of a
Limited Partnership**

File Number: _____

1. The limited partnership name is: _____

2. It is organized under the laws of: (set forth state or foreign country) _____

3. The name of the registered agent is:

A. The registered agent is a domestic entity or a foreign entity that is registered to do business in Texas
(cannot be limited partnership named above) by the name of:

OR

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

First Name *MI* *Last Name* *Suffix*

4. The registered office address, which is identical to the business office address of the registered agent in Texas, is: (use street or building address; see Instructions)

_____ TX
Street Address *City* *State* *Zip Code*

5. The address of the principal office in the United States where the records are to be kept or made available is:

_____ *Street or Mailing Address* *City* *State* *Zip Code* *Country*

6. The names and addresses of all general partners of the limited partnership are:

(Address changes are allowed; changing the name of an existing general partner requires an amendment; see Instruction 6.)

NAME OF GENERAL PARTNER (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

First Name *MI* *Last Name* *Suffix*

OR

IF ORGANIZATION

Organization Name

_____ *Street or Mailing Address* *City* *State* *Zip Code* *Country*

NAME OF GENERAL PARTNER (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

NAME OF GENERAL PARTNER (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>	<i>MI</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Execution:

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

Date: _____

Signed on behalf of the limited partnership

By (general partner)