

Form 407—General Information
(Amendment to Registration for 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

This form has been promulgated to comply with the provisions of the Texas Business Organizations Code (BOC) regarding amendments to registration of foreign limited liability partnerships filed with the secretary of state.

Section 152.912 of the BOC provides for amendment to the application for registration of a foreign limited liability partnership. The registration is not affected by and does not need to be amended to reflect subsequent changes in the partners of the partnership. However, an amendment should be filed to disclose additional partners transacting business in Texas or to evidence a change of name of the partnership.

A foreign limited liability partnership that is also registered as a foreign limited partnership must amend its application for registration as a foreign limited partnership to reflect a change to its legal name or to reflect a change to its general partners. A foreign limited partnership would use Form 412 for this purpose.

Instructions for Form

- **Items 1-3—Entity Information:** The amendment to registration must contain the legal name of the partnership and its federal employer identification number. It is recommended that the date the original application for registration and the file number assigned by the secretary of state be provided to facilitate processing of the document.
- **Item 4—Document to be Amended:** Provide an identification of the document being amended and a reference to the date the document being amended was filed.
- **Item 5A-5B—Amendment to Name:** Complete item 5A to effect a change to the legal name of the partnership as amended in its jurisdiction of formation. If the legal name of the partnership as amended does not include the phrase “limited liability partnership” or an abbreviation thereof, complete item 5B to add an organizational identifier to the partnership name.
- **Item 6—FEIN:** Complete item 6 to add a federal employer identification number or to change that number.
- **Item 7—Principal Office Address:** Complete item 7 to change the principal office address.
- **Item 8—Registered Agent and/or Registered Office:** Complete item 8 to effect a change to the registered agent, registered office address, or both.

Amendment to Registered Agent: Effective January 1, 2010, a person designated as the registered agent of an entity must have consented, either in a written or electronic form, to serve as the

registered agent of the entity. Although the consent of the person designated as registered agent is required, a copy of the written or electronic consent need not be submitted with an amendment to registration that amends or changes the name of the designated registered agent.

Please note that the designation or appointment of a person as the registered agent by a managerial official is an affirmation by that official that the person named as registered agent in the instrument has consented to serve as registered agent. (BOC § 5.2011, effective January 1, 2010) The liabilities and penalties imposed by sections 4.007 and 4.008 of the BOC apply with respect to a false statement in a filing instrument that names a person as the registered agent of an entity without that person's consent. (BOC § 5.207, effective January 1, 2010)

Amendment to Registered Office: 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 9—Change of Purpose: Complete item 9 to effect a change in the business or activity stated in the original application for registration or any amended or renewed registrations.

- **Item 10—Increase to Number of Partners:** Complete item 10 to effect an increase in the number of partners stated on the original application or any amended or renewed registrations. The term "partners" refers to general partners only in a limited partnership registering as a foreign limited liability partnership (BOC § 153.352). The filing fee will be calculated by multiplying the increase in the number of partners enumerated in the amendment to registration by \$200 per partner, but not to exceed \$750.
- **Item 11—Other Changes to the Registration:** Complete the text section to make changes to the application for registration or to the document being amended, other than the changes specified in items 5 through 10.
- **Effectiveness of Filing:** An amendment to registration becomes effective when filed by the secretary of state (option A). However, pursuant to sections 4.052 and 4.053 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 (option B).

On the filing of a document with a delayed effective date or condition, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective.

- **Execution:** Pursuant to section 152.912 of the BOC, the amendment to registration must be signed by a majority-in-interest of the partners or one or more partners authorized by a majority-in-interest of the partners.

The amendment to the 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 amendment to registration is **\$10**, plus **\$200** for each partner added by the amendment but not to exceed **\$750**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or American Express, Discover, MasterCard, and Visa credit cards. 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.

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