

Form 412—General Information
(Amendment to Registration of a Foreign 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

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

Form 406 should be used to amend the registration of a foreign filing entity other than a foreign limited partnership, limited liability partnership, or financial institution.
Form 407 should be used to amend the registration of a foreign limited liability partnership.
Form 411 should be used to amend the registration of a foreign financial institution.
Form 422 should be used to amend the registration of a foreign filing entity governed by the BOC to reflect a change effected by a merger or conversion that effects a transfer of the registration.

Required Amendments: Section 9.009 of the BOC requires a foreign limited partnership to amend its registration to reflect:

- (1) a change to its name;
- (2) a change in the business or activity stated in its application for registration;
- (3) the admission of a new general partner;
- (4) the withdrawal of a general partner; and
- (5) a change in the name of a general partner stated in its application for registration.

Pursuant to section 9.009(c) of the BOC, the application for amendment to registration must be filed on or before the 91st day following the date of change in the jurisdiction of formation. The failure of a foreign filing entity to file an amendment to its registration when required to do so by law may result in the revocation of the entity's registration. (BOC § 9.101(b)(1)(C)).

Pursuant to section 9.010 of the BOC, if a foreign entity authorized to transact business in Texas changes its name to a name that would cause the entity to be denied an application for registration, the previously issued application for registration is suspended until the entity changes its name to a name that is available to it under the laws of this state.

Other Amendments: This form may also be used to amend other statements contained in the application for registration as desired by the entity. For example, a foreign entity may update the principal office address on file with the secretary of state by filing an amendment to its registration.

Instructions for Form

- **Items 1-3—Entity Information:** The amendment to registration must contain the legal name of the entity. If the purpose of the amendment is to reflect a change of name of the limited partnership, item 1 must set forth the name as it currently appears on the records of the secretary of state. If the entity attained its registration under an assumed name, the qualifying assumed name as shown on the records of the secretary of state should be set forth on the amendment to registration. It is

recommended that the date the original application for registration was filed and the file number assigned by the secretary of state be provided to facilitate processing of the document.

- **Items 4-7—Amendments to Application:** Items 4 through 7 describe circumstances or changes that require a foreign limited partnership to amend its registration with the secretary of state. Complete all items that apply to the entity.
- **Item 4—Change of Name:** Complete item 4 to reflect a change to the legal name of the entity as amended in its jurisdiction of formation.
- **Item 5—Assumed Name Election/Change:** Item 5 must be completed in order to:
 - (1) adopt an assumed name for purposes of maintaining the registration in Texas when the legal name of the entity is not available for its use in Texas or fails to include one of the organizational designations required under Texas law; or
 - (2) effect a change in the assumed name under which the original or any amended application for registration was granted.

If the foreign entity is electing to adopt an assumed name or changing the assumed name currently shown as its qualifying assumed name, 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. If the former assumed name will no longer be used by the entity, an abandonment of assumed name may be filed to terminate the assumed name filing (Form 504).

- **Item 6—Change of Purpose:** Item 6 must be completed in order to effect a change in the business or activity stated in its original application for registration or any amended registration. The business or activity may be stated to be any lawful business or activity under the law of this state. The entity must be authorized to pursue the same business or activity under the laws of the entity's jurisdiction of formation.
- **Item 7—Changes to General Partners:** Items 7A through 7C must be completed to reflect:
 - (1) the admission of a new general partner;
 - (2) the withdrawal of a general partner; and
 - (3) a change in the name of a general partner stated in its registration.

If the amendment is submitted to reflect the withdrawal of a general partner or to reflect a change in the name of a general partner, the amendment to registration will be rejected and returned for correction if the information provided does not match the information on file with the secretary of state. You may verify the general partner information of record with the secretary of state by calling (512) 463-5555 or by sending an e-mail to corpinfo@sos.state.tx.us.

If the new general partner is an individual, set forth the first name, middle initial, and last name of that individual. Do not use prefixes (e.g., Mr., Mrs., Ms.). Add suffixes when needed to express lineage (e.g., Jr., Sr., III), but do not include other suffixes or titles (e.g., M.D., Ph.D.). If the person identified as a general partner is an organized entity, set forth the legal name of the organization.

If the space provided for items 7A through 7C is not sufficient, the information may be provided as an exhibit or attachment to this form.

- **Item 8—Other Changes to the Registration:** Complete item 8 to make changes to the application for registration, other than changes to name, purpose, and general partner information. If the space

provided is insufficient, other changes to the registration may be provided as an exhibit or attachment to this form.

Amendment to Registered Agent: 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. (BOC § 5.201(b), effective January 1, 2010) 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. 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)

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).

- **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). The effectiveness of the instrument also may be delayed on the occurrence of a future event or fact, other than the passage of time (option C). If option C is selected, you must state the manner in which the event or fact will cause the instrument to take effect and the date of the 90th day after the date the instrument is signed. In order for the instrument to take effect under option C, the entity must, within ninety (90) days of the filing of the instrument, file a statement with the secretary of state regarding the event or fact pursuant to section 4.055 of the BOC.

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 or evidence that the effectiveness was conditioned on the occurrence of a future event or fact.

- **Execution:** Pursuant to section 4.001 of the BOC, the amendment to registration must be signed by a person authorized by the BOC to act on behalf of the entity in regard to the filing instrument. Generally, a general partner must sign an amendment to the application for registration of a foreign limited partnership.

The amendment to 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 **\$150**. 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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