

Form 701—General Information
(Registration of a Limited Liability Partnership)

The attached form is designed 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

In accordance with title 4, chapter 152, subchapter J of the Texas Business Organizations Code (BOC), a general or limited partnership may register with the secretary of state as a "limited liability partnership." The application for registration as a *limited liability partnership* does not create a partnership, either general or limited. The creation of a limited partnership requires the filing of a certificate of formation (Form 207) with the secretary of state. A general partner's liability in a limited liability partnership differs from that in an ordinary partnership. In general, a general partner in a limited liability partnership is not individually liable for any obligation of the partnership incurred while the partnership is a limited liability partnership.

Effective January 1, 2016, Senate Bill 859 amends subchapter J of chapter 152 of the BOC. The amendments make the registration of a limited liability partnership effective until it is voluntarily withdrawn or terminated by the secretary of state and impose an annual reporting requirement on Texas LLPs.

Annual Report: BOC section 152.806, effective January 1, 2016, requires a Texas partnership that elects to register as a limited liability partnership to file an annual report with the secretary of state. The report is due no later than June 1 of each year following the calendar year in which the application for registration takes effect. No later than March 31 of each year, the secretary of state will send notice to file the report to the limited liability partnership. Failure to receive the notice sent does not relieve the partnership of the requirement to file the annual report. Please note that failure to file the annual report may result in the termination of the partnership's limited liability partnership registration. The fee for the annual report is \$200 for each partner on the date of filing the report.

Taxes: Limited liability partnerships are subject to a state franchise tax. Contact the Texas Comptroller of Public Accounts, Tax Assistance Section, Austin, Texas, 78774-0100, (512) 463-4600 or (800) 252-1381 for franchise tax information. For information relating to federal employer identification numbers, federal income tax filing requirements, tax publications and forms call (800) 829-3676 or visit the Internal Revenue Service web site at www.irs.gov.

Instructions for Form

- **Item 1—Entity Name:** Set forth the name of the partnership. The name must include the phrase "limited liability partnership" or an abbreviation of that phrase. If the partnership is a limited partnership, then the name must comply with the requirements of BOC section 5.055(a), and also must contain the phrase "limited liability partnership" or "limited liability limited partnership" or an abbreviation of one of those phrases. In processing a limited liability partnership registration, the secretary of state *does not* review the name of the partnership, or a change of name of the partnership, to determine whether the name conforms to the entity name availability rules.
- **Item 2—FEIN:** Enter the partnership's federal employer identification number (FEIN) in the space provided. The FEIN is a 9-digit number (e.g., 12-3456789) issued by the Internal Revenue Service (IRS). If the partnership has not obtained a FEIN at this time, check the appropriate statement and

leave the field blank. The partnership may file an amendment to the registration after it receives its FEIN number from the IRS.

- **Item 3—Number of Partners:** Provide the number of general partners in the partnership in item 3. (For purposes of completing the registration, § 153.352 of the BOC provides that the term "partners" refers to general partners only and does not include the limited partners in a limited partnership.) All general partnerships must have two or more general partners. *The secretary of state will not accept a registration on behalf of a general partnership that lists the number of partners as one.* A limited partnership must have one or more general partners and one or more limited partners. The filing fee will be calculated by multiplying the number of partners listed in item 3 by **\$200** per partner.
- **Item 4—Principal Office:** Set forth the street address of the principal office of the partnership. The address may be inside or outside of Texas as applicable.
- **Item 5—Statement of Partnership's Business:** Set forth a brief statement of the partnership's business. The business or activity to be pursued in Texas may be stated to be "any lawful business or activity under the law of this state."
- **Effectiveness of Filing:** The registration of a limited liability partnership becomes effective as of the date of filing by the secretary of state (option A). However, pursuant to sections 4.052, 4.053 and 152.802 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, 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. In addition, at the time of such filing, the status of the entity's registration will be shown as "in existence" on the records of the secretary of state.

- **Execution:** For a general partnership, the 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. For a limited partnership, any general partner may sign.

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 registration is **\$200** per general partner. To calculate the filing fee multiply the number of partners stated in the registration by \$200. 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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