

**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 Section 153.301 of the Texas Business Organizations Code (BOC) to file a periodic report that lists the names and addresses of each general partner of the limited partnership. The Office of the Secretary of State may require a domestic limited partnership or a foreign limited partnership registered to transact business in this state to file a periodic report not more than once every four years. The failure to file the report when due will result, after notice, in the termination of the certificate of formation of the domestic limited partnership or the revocation of registration of the foreign limited partnership.

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.

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 limited partnership require an amendment to the certificate or registration of the limited partnership. See **Additional Documentation** instructions below.
- **2—Jurisdictional Information:** Provide the state or other jurisdiction under the laws of which the limited partnership is formed.
- **3—Registered Agent:** The 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 limited partnership cannot act as its own registered agent; do not enter the entity name as the name of the registered agent.

Consent: 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 consent is required, a copy of the person's written or electronic consent need not be submitted with the periodic report. *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)

- **4—Registered Office Address:** 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)
- **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.

- **6—General Partner:** Provide the name and address of each general partner on record with the Secretary of State for the limited partnership. If the space provided is insufficient, include the information as an attachment to this form for item 6. Address changes for existing general partners are allowed. Additions or deletions of general partners, or changing the name of an existing general partner require an amendment to the certificate or registration of the limited partnership. See **Additional Documentation** instructions below.
- **Execution:** Pursuant to Section 153.302(3) of the BOC, the periodic report must be signed by at least one general partner. If the general partner is a legal entity such as a corporation, a person authorized to execute documents on behalf of such entity must sign the periodic report. For example: Jane Esquire, President of ABC Incorporators, Inc. In this case, 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. The periodic report need not be notarized; however, before signing, please read the statements on this form carefully.
The designation or appointment of a person as registered agent by an organizer or managerial official is an affirmation by the organizer or managerial official that the person named in the instrument as registered agent has consented to serve in that capacity. (BOC § 5.2011)

A person commits an offense under Section 4.008 of the BOC if the person signs or directs the filing of a filing instrument that the person knows is materially false with 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.

- **Filing Fees:** The filing fee for a periodic report for a limited partnership 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 notification, 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 (maximum late fee **\$100**).

- **Additional Documentation:**

Name Change (optional): To change the name of the limited partnership at the same time of filing the required periodic report, an amendment (Form 424 or 412, as appropriate) and filing fee of **\$150 and** Form 804 and filing fee (as stated in **Filing Fees**), must be submitted at the same time to the Reports Unit for filing.

General Partner Change: To add, delete, or change the name of an existing general partner at the same time of filing the required periodic report, an amendment (Form 424 or 412, as appropriate) and filing fee of **\$150 and** Form 804 and filing fee (as stated in **Filing Fees**), must be submitted at the same time to the Reports Unit for filing.

Reinstatement: If the report is not filed within the one hundred twenty (120) day period from the date of the second notification, the certificate of formation of the domestic limited partnership will be terminated or the registration of the foreign limited partnership will be revoked. The limited partnership may be relieved of the termination or revocation and reinstated by submitting the required periodic report (Form 804) and filing fee which totals **\$225** (**\$50** filing fee for the report, **\$100** late fee, and a **\$75** reinstatement fee).

Tax Clearance from Comptroller of Public Accounts: 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 is required to be filed with Form 804 and filing fee of **\$225**. Form 811 is not required when reinstating. 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.

Amendment to Certificate of Formation or Registration: The name of the partnership must be available at the time of reinstatement. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, subchapter C) may be viewed at: <http://www.sos.state.tx.us/tac/index.shtml> A preliminary determination on “name availability” may be obtained by calling (512) 463-5555 or e-mail to: corpinfo@sos.state.tx.us

At the time of reinstating, if the limited partnership name is no longer available, or if written consent is required but cannot be obtained for the use of the name, simultaneously submit: (A) a certificate of amendment to the certificate of formation to change the name of the domestic entity as a condition of reinstatement; or (B) an amended registration to state the assumed name under which the foreign entity shall transact business. The amendment (Form 424 or 412, as appropriate) and filing fee of **\$150 and** Form 804 and filing fee of **\$225, and** the tax clearance letter, must be submitted at the same time to the Reports Unit for filing. Forms 424 and 412 are available at:

http://www.sos.state.tx.us/corp/forms_boc.shtml

Upon completing the reinstatement process of submitting all required forms, paying all applicable filing fees, and meeting all filing requirements, the status of the limited partnership will be changed to in existence.

- **Payment Instructions:** Accepted methods of payment are: (1) a check or money order payable through a U.S. bank or financial institution made payable to the **Secretary of State**; (2) a valid American Express, Discover, MasterCard, or Visa credit card (subject to a statutorily authorized convenience fee of 2.7% of the total fees incurred); (3) a funded LegalEase account; or (4) a prefunded Secretary of State client account. Use Form 815 at: http://www.sos.state.tx.us/corp/forms_reports.shtml to pay by credit card, LegalEase, or client account.
- **Delivery Instructions:** Submit the completed form(s), with the filing fees, in duplicate to the Secretary of State. Mail to: Secretary of State, Reports Unit, P.O. Box 12028, Austin, Texas 78711-2028; deliver to: James Earl Rudder Office Building, Reports Unit, 1019 Brazos, Austin, Texas 78701; or fax to: (512) 463-1423 (requires Form 815 for payment). On filing the document(s), 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. If you require additional assistance, you may contact the Reports Unit at: (512) 475-2705.

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