

Form 816—General Information
(Application for Reinstatement of Limited Liability Partnership Status)

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 Section 152.806(c) of the Texas Business Organizations Code (BOC), the registration of a Texas general or limited partnership as a limited liability partnership (LLP) is automatically terminated by the secretary of state if the partnership fails to file its annual report by May 31 of the calendar year following the year in which the report is due. The automatic termination of registration under Section 152.806(c) of the BOC affects only the partnership's status as an LLP and is not an event that requires the winding up and termination of the partnership under chapter 11 of the BOC.

Time Frame for Reinstatement of LLP Status: A partnership seeking to reinstate its LLP status must file an application for reinstatement, together with all past due annual reports (Form 713) and all applicable fees, no later than the third (3rd) anniversary of the effective date of the termination.

Effect of Reinstatement: In accordance with Section 152.806(h), the reinstatement of partnership's LLP status relates back to the effective date of the termination and takes effect as of that date. In addition, the partnership's status as an LLP continues in effect as if the termination of its registration had never occurred.

Do Not Use This Form If: This form should be used only when the registration has been terminated. If the current status of the partnership's registration is delinquent, file the delinquent report and the report due for the current year, if any.

Instructions for Form

- **File Number:** It is recommended that the file number assigned by the secretary of state to the LLP registration be provided to facilitate processing of the document.
- **Item 1—Entity Name:** Set forth the name of the partnership as it is currently reflected in the records of the secretary of state. If the name of the partnership has changed since the time its registration was terminated by the secretary of state, an amendment to the registration (SOS Form 722) to update the name of the partnership should be filed once the partnership's registration as an LLP has been reinstated.
- **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 once the registration has been reinstated and the partnership receives its FEIN number from the IRS.
- **Item 3—Effective Date of Termination of Registration:** Provide the effective date of the automatic termination of the partnership's LLP registration.
- **Item 4—Conditions for Reinstatement:** The application for reinstatement must include a statement that the circumstances giving rise to the termination will be corrected. To correct the circumstances

giving rise to the termination, the partnership must submit each delinquent annual report and pay the filing fee for each year that an annual report was not filed, including the annual report and filing fee due for the current report year. *If the reinstatement is not accompanied by each annual report due, together with all applicable fees, the reinstatement must be rejected.* To verify the number of annual reports due, contact the Reports Unit at (512) 475-2705 or e-mail ReportsUnit@sos.texas.gov.

- **Additional Documentation and Filings:**

Tax Clearance from Comptroller of Public Accounts: The application for reinstatement must be accompanied by a tax clearance letter from the Texas Comptroller of Public Accounts stating that the partnership has satisfied all franchise tax liabilities and may have its registration reinstated. Contact the Comptroller for assistance in complying with franchise tax filing requirements and obtaining the necessary tax clearance letter (Comptroller form 05-377) by calling (800) 252-1381 or (512) 463-4600 or by e-mail at: tax.help@cpa.texas.gov

Annual Report: An annual report (Form 713) for each delinquent report year, as well as the current report year, must be included with the application for reinstatement of LLP status. Form 713 is found at: www.sos.state.tx.us/corp/forms_reports.shtml

- **Execution:** For a general partnership, the application for reinstatement 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 application.

The application for reinstatement 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.*

- **Filing Fees:** The filing fee for the application for reinstatement of LLP status is **\$75**. The filing fee for an annual report due for the current year is **\$200** for each general partner on the date of filing the annual report. In the case of any past due annual report, the fee is **\$200** multiplied by the number of partners in the partnership as of May 31 of the year the report was due.
- **Payment Instructions:** 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.
- **Delivery Instructions:** Submit the completed application for reinstatement form in duplicate, together with the necessary annual reports and applicable filing fees. The forms and fees may be mailed to the Secretary of State, Reports Unit, P.O. Box 12028, Austin, Texas 78711-2028; faxed to (512) 463-1423; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by mail or by fax, include a transmittal cover sheet with contact and payment information (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. If you require further assistance, call the Reports Unit at (512) 475-2705 or e-mail your question to ReportsUnit@sos.texas.gov

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