

# Instructions: Form SS-4473

## Application for Registration of Foreign Limited Partnership



Business Services Division  
**Tre Hargett, Secretary of State**  
State of Tennessee

### Submission Options

An Application for Registration of Foreign Limited Partnership may be filed using one of the following methods:

**Paper submission:** A blank Application for Registration of Foreign Limited Partnership may be obtained by going to [sos.tn.gov](https://sos.tn.gov) and entering SS-4473 in the search bar; by emailing the Secretary of State at [TNSOS.CORPINFO@tn.gov](mailto:TNSOS.CORPINFO@tn.gov), or by calling (615)741-2286. The Application for Registration of Foreign Limited Partnership should be typed or hand printed in dark blue or black ink.

**Walk-in:** A blank Application for Registration of Foreign Limited Partnership may be obtained in person at the address listed below.

If submitting by mail, send the completed application and filing fee together in the same envelope. Mail to:

Tennessee Secretary of State  
ATTN: Corporate Filing  
312 Rosa L. Parks Ave FL 6  
Nashville TN 37243

Fill in form very carefully; mistakes may have important legal consequences. If you have questions, consult your attorney. The filing office cannot give legal advice.

### Completing the Application

The Application for Registration of Foreign Limited Partnership's provisions are set forth in the Tennessee Uniform Limited Partnership Act of 2017, T.C.A. § 61-3-1003.

1. **Limited Partnership NAME:** Enter the exact legal name of the Limited Partnership in its home jurisdiction.

**Name under which the Limited Partnership is to be registered in Tennessee (If Different):** Enter the name that the partnership will be registered under in Tennessee if it is different than the name in its home jurisdiction.

2. **Place formed:** Enter the state or country whose laws the Limited Partnership was formed under at the time of formation. Enter the effective date of that formation in the home jurisdiction.
3. **The above-named foreign Limited Partnership exists as a Limited Partnership under the laws of the jurisdiction of its organization as of the date of this filing.** By signing this Application for Registration, Foreign Limited Partnership, the signer acknowledges this statement to be true.
4. **Registered agent name and address:** Enter the registered agent's name and registered office address. Include the street address, city, state, zip code and county. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by United States Postal Service, the form will be rejected by the Division of Business Services. A post office box is not acceptable for the registered agent's office address.
5.
  - a. **Principal office address:** Enter the address of the principal office. Include the street address, city, state and zip code. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box is not acceptable for the principal office address.
  - b. **Mailing address:** Enter the mailing address if different from the principal office address. Include the street address, city, state and zip code. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by United States Postal Service, the form will be rejected by the Division of Business Services. A post office box is acceptable for the mailing address.
6. **Fiscal year close month:** Annual report due dates are calculated based on the fiscal year close month of the business. For most Limited Partnerships, this will be December.
7. **Names and addresses of general partners:** Enter the name and address (business, residence or mailing address) of each general partner. Include the street address, city, state and zip code. If more space is necessary, attach sheets to this application and check the checkbox at the bottom of the form and enter the number of pages that will be incorporated.
8. **Additional designation:** If the partnership has an additional designation (i.e. Insurance Company, Trust Company, Litigation Financier), enter it here.
9. **Commencement of business:** If the Limited Partnership commenced doing business in Tennessee prior to the approval of the application, enter the date (month/day/year). Additional filing fees may apply. See T.C.A. § 61-3-1002(f). Any foreign Limited Partnership doing business in the state of Tennessee without first having registered shall be fined and shall pay to the Secretary of State three times the otherwise required filing fees for each year or part thereof during which the foreign Limited Partnership failed to register in the State of Tennessee.
10. **Effective date:** If the document is not to be effective upon filing by the Secretary of State, enter the date (month/day/year) and time it is to be effective. A delayed effective date may not be later than ninety (90) calendar days from the filing of the Application for Registration of Foreign Limited Partnership.

A certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of Limited Partnership records in the jurisdiction under whose law it was formed, is attached. The certificate shall not bear a date of more than sixty (60) days prior to the date the application is filed. See T.C.A. § 61-3-1003(2).

### Signature

The application must be executed by a general partner. The person executing the document must sign it and indicate the date of signature in the appropriate space. Type and print the signature name and title or capacity of the signer relative to the Limited Partnership. Failure to do this will result in the application being rejected.

### Filing Fee

The filing fee is \$600.00.

Make check, cashier's check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. Applications submitted without the proper filing fee or made payable to an entity other than the Tennessee Secretary of State will be rejected.

**APPLICATION FOR REGISTRATION  
OF FOREIGN LIMITED PARTNERSHIP**

SS-4473



**Tre Hargett**  
Secretary of State

**Division of Business Services  
Department of State**

State of Tennessee  
ATTN: Corporate Filing  
312 Rosa L. Parks Ave, 6th FL  
Nashville, TN 37243-1102  
(615) 741-2286

Filing Fee: \$600

*For Office Use Only*

Pursuant to the provisions of the Tennessee Uniform Partnership Act of 2017, T.C.A. § 61-3-1003, the undersigned foreign limited partnership submits the following application for registration:

1. The exact legal name of the foreign limited partnership in its home jurisdiction is: \_\_\_\_\_

If different, the name under which the foreign limited partnership is to be registered in Tennessee:

Note: Pursuant to the Tennessee Revised Limited Partnership Act of 2017 § 61-3-112, each foreign limited partnership name must contain the words "Limited Partnership" or the abbreviation L.P.

2. The limited partnership was formed under the laws of the State/Country of \_\_\_\_\_ and the effective date of formation was \_\_\_\_\_.

3. The above-named foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its organization as of the date of this filing.

4. The name of the registered agent and complete registered office address in Tennessee is:

Agent's Name: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ ST: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

5a. The complete address of the principal office is:

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ ST: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

5b. The mailing address (if different from the principal street address) is:

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ ST: \_\_\_\_\_ Zip Code: \_\_\_\_\_

6. Fiscal Year Close Month: \_\_\_\_\_

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OF FOREIGN LIMITED PARTNERSHIP**

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Filing Fee: \$600

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7. The name and complete address (business, residence, or mailing) of each general partner is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ ST: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ ST: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

Additional general partner(s) is/are listed on the attached page(s) which is/are fully incorporated herein by reference (check and complete if applicable).

8. If applicable, this Limited Partnership has the additional designation of: \_\_\_\_\_  
\_\_\_\_\_

9. If the Limited Partnership commenced doing business in Tennessee prior to the approval of the application, the date of commencement (month, day, and year): \_\_\_\_\_

Note: Additional filing fees may apply. See T.C.A. § 61-3-1002(f)

10. Effective Date if the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is: \_\_\_\_\_ (date), \_\_\_\_\_ (time).

A delayed effective date may not be later than the 90th day after the date this document is filed with the Secretary of State.

A certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of Limited Partnership records in the jurisdiction under whose law it was formed, is attached. The certificate shall not bear a date of more than sixty (60) days prior to the date the application is filed. T.C.A. § 61-3-1003(2).

Note: The application must be executed by a general partner.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title/Signer's Capacity

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date

Submitter Name: \_\_\_\_\_ Phone #: (\_\_\_\_\_) \_\_\_\_\_ - \_\_\_\_\_