

Instructions: Form SS-9424

Application for Amendment of Registration of Foreign Limited Partnership



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

Submission Options

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

Paper submission: A blank Application for Amendment of Registration of Foreign Limited Partnership may be obtained by going to sos.tn.gov and entering SS-9424 in the search bar; by emailing the Secretary of State at TNSOS.CORPINFO@tn.gov, or by calling (615)741-2286. The Application for Amendment of Registration of Foreign Limited Partnership should be typed or hand printed in dark blue or black ink.

Walk-in: A blank Application for Amendment of 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 Amendment of Registration of Foreign Limited Partnership's provisions are set forth in the Tennessee Uniform Partnership Act of 2017, T.C.A. § 61-3-1004, or the Tennessee Revised Uniform Limited Partnership Act, T.C.A. § 61-2-905.

1. **Control Number:** Enter the Control Number assigned to the Limited Partnership for which the amendment is being filed. To find entity information, including the Secretary of State control number, visit: <https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>

2. **Limited Partnership Name (as currently registered in Tennessee):** Enter the exact legal name of the Limited Partnership as listed on the records of the Tennessee Secretary of State. To find entity information, including the exact legal name, visit:
<https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>.
3. **The exact legal name of the Foreign Limited Partnership in its home jurisdiction:** Enter the exact legal name of the Limited Partnership in its home jurisdiction.

If different, the name under which the Foreign Limited Partnership is to be registered in Tennessee: Enter name that the partnership will be registered under in Tennessee if it is different than the name in the home jurisdiction.
4. a. **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.

b. **This Limited Partnership elects to be governed by the Tennessee Uniform Limited Partnership Act of 2017:** By checking this box, the signer certifies that the partnership has approved in record in accordance with T.C.A. § 61-3-1207(b)(1) to be governed by the Tennessee Uniform Limited Partnership Act of 2017.
5. **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 Amendment of Registration of Foreign Limited Partnership, the signer acknowledges this statement to be true.
6. **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 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 registered agent's office address.
7. a. **Principal office address:** Enter the address of the principal office. 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 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 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 acceptable for the mailing address.
8. **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.
9. **Names and addresses of general partners:** Enter the name and address (business, residence or mailing) of each general partner. Include 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 this section and enter the number of pages that will be incorporated.

10. **Additional designation:** If the partnership has an additional designation (i.e. Insurance Company, Trust Company, Litigation Financier), enter it here.
11. **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.
12. 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 Section 61-3-1003(2). By signing this form, the signer acknowledges this statement to be true.

Signature

The amendment 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 or print the signature name and title or capacity of the signer relative to the Limited Partnership. Failure to do so will result in the form being rejected.

Filing Fee

The filing fee is \$20.00.

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

**APPLICATION FOR AMENDMENT OF REGISTRATION
OF FOREIGN LIMITED PARTNERSHIP**

SS-9424



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: \$20.00

For Office Use Only

Pursuant to the provisions of the Tennessee Uniform Partnership Act of 2017, T.C.A. § 61-3-1004, or the Tennessee Revised Uniform Limited Partnership Act, T.C.A. § 61-2-905, the undersigned foreign limited partnership submits the following application for amendment of registration:

1. Control Number: _____

2. Limited Partnership Name (as currently registered in Tennessee): _____

3. The exact legal name of the Foreign Limited Partnership in its home jurisdiction _____

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.

4a. The Limited Partnership was formed under the laws of the State/Country of _____
and the effective date of formation was _____ .

4b. This Limited Partnership elects to be governed by the Tennessee Uniform Limited Partnership Act of 2017. **(Check if applicable)**

5. 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.

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

Agent's Name: _____

Street Address: _____

City: _____ ST: _____ Zip Code: _____ County: _____

7a. The complete address of the principal office is:

Street Address: _____

City: _____ ST: _____ Zip Code: _____ County: _____

7b. The mailing address (if different from the principal street address) is:

Address: _____

City: _____ ST: _____ Zip Code: _____

**APPLICATION FOR AMENDMENT OF REGISTRATION
OF FOREIGN LIMITED PARTNERSHIP**

SS-9424



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: \$20.00

For Office Use Only

8. Fiscal Year Close Month: _____

9. 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). Number of attached page(s): _____

10. If applicable, this Limited Partnership has the additional designation of: _____

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

Note: Additional filing fees may apply. See section 61-3-1002(f)

12. A certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official maintaining 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. Section 61-3-1003(2).

The amendment must be executed by a general partner.

Signature

Title/Signer's Capacity

Printed Name

Date

Submitter Name: _____ Phone #: (_____) _____ - _____