



**FOREIGN PROFESSIONAL LIMITED LIABILITY  
PARTNERSHIP REGISTRATION**  
SECRETARY OF STATE  
SFN 50338 (07-2008)

FOR OFFICE USE ONLY

ID Number	
WO Number	
Filed	By

**1. FILING FEES**

A. New registration \$ 60.00  
B. Amended registration 25.00

**2. This registration is a**

☐ New registration  
☐ Amended registration

- 3. Attach a certificate of good standing or a certificate of existence authenticated by the registering officer of the state or country of origin. The certificate must be dated within ninety days of this registration.**
- 4. Attach a certificate from the North Dakota regulating board of the profession involved certifying that each of the partners is licensed to practice the profession.**

For reference, see North Dakota Century Code, Chapters 10-31 and 45-22.

**TYPE OR PRINT LEGIBLY**

**SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.**

5. Name of the Foreign Professional Limited Liability Partnership <u>exactly</u> as it appears on certificate of good standing from state of origin					6. Federal ID Number				
7. Name to be used in North Dakota if different from that in number 5. (SEE INSTRUCTION)					8. State or Country of Origin				
9. Complete mailing address of principal executive office which <u>may not be only a post office box</u> (Street/RR, PO Box if applicable, City, State, Zip+4)									
10. Expiration date in state or country of origin (month, day, year)					11. Telephone Number			12. Toll-Free Telephone Number	
13. The profession practiced in North Dakota									
14A. Name of <b>commercial</b> registered agent in <u>North Dakota</u>					14B. Name of <b>noncommercial</b> registered agent in <u>North Dakota</u>				
<b>OR</b>									
14C. Address of <b>noncommercial</b> registered agent in <u>North Dakota</u> (Street/RR, PO Box, City, State, Zip+4) <b>May not be only a post office box.</b>									
15. Names of all partners <u>who will practice in North Dakota</u> , their Social Security/Federal ID Numbers, and their addresses									
NAME		Check box if partner is a managing partner	SOCIAL SECURITY/FEDERAL ID NUMBER	Street/RR	PO Box	City	State	Zip +4	
		<input type="checkbox"/>							
		<input type="checkbox"/>							
		<input type="checkbox"/>							
		<input type="checkbox"/>							
		<input type="checkbox"/>							
		<input type="checkbox"/>							
16. "The above named partners, acknowledge that the status of limited liability partnership will automatically expire unless a limited liability partnership status is continuously maintained in the state or country of origin.  The undersigned managing partners, have read the foregoing registration, know the contents thereof, and believe the statements made thereon to be true. The undersigned further authorizes the Secretary of State to correct numbers 5, 8, 14A and 14B if not correctly reflected."									
Signature			Date		Signature			Date	
Signature			Date		Signature			Date	
Signature			Date		Signature			Date	
17. Name of person to contact about this amendment				E-Mail Address				Daytime Telephone Number	

## INSTRUCTIONS FOR FOREIGN PROFESSIONAL LIMITED LIABILITY PARTNERSHIP (LLP) REGISTRATION

A foreign professional LLP must file a Foreign Professional Limited Liability Partnership Registration with the Secretary of State before practicing a profession in North Dakota or before obtaining any license or permit required by North Dakota laws. Anyone acting as a LLP without a registration in effect is jointly and severally liable for all debts and liabilities incurred or arising as a result.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEES:** New registration \$60  
Amended registration \$25  
(Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. The Secretary of State accepts credit card payments using VISA, MasterCard, or Discover.)
2. Indicate whether the application is being submitted for a new registration or an amended registration.
3. Attach a current Certificate of Good Standing or Certificate of Existence verifying identity, existence, and status as a LLP. The certificate must be certified by the proper officer of the state or country under the laws of which it is organized. A certified copy of the registration in the state of origin is not acceptable. The certificate must have been certified within 90 days of the date of registration with the North Dakota Secretary of State.
4. Attach a certificate from the North Dakota regulating board of the profession identified in number 13 certifying that each of the partners who will practice the profession in North Dakota is licensed to practice in North Dakota.
5. Provide the name of the LLP exactly as it appears on the certificate of good standing. All punctuation and abbreviations must be consistent with those in the name on the Certificate of Good Standing or Certificate of Existence from the organizing officer of the state or country where organized. If the name in number 5 is not the same as reflected on the Certificate of Good Standing or Certificate of Existence, the name will be corrected by the Secretary of State when the document is received.
6. A LLP's Federal ID number is helpful to maintain accurate records. Please provide if you have one.

**Privacy:** In compliance with North Dakota Law, Federal ID numbers and social security numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate limited liability partnership files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the registration.

7. Provide the name the foreign LLP elects to use in North Dakota. The name of a foreign professional organization rendering professional services in North Dakota shall contain words or abbreviations required or authorized by the laws of the jurisdiction in which the foreign professional LLP is organized. An alternate name must be elected as follows:
  - a) If the name of the foreign LLP is the same as, or deceptively similar to, any corporate name, limited liability company name, trade name, limited partnership name, LLP name, limited liability limited partnership name, or a name which is in any manner reserved with the Secretary of State. If the name of the foreign LLP conflicts with a name previously established with the Secretary of State, an alternate name need not be elected if the Foreign Limited Liability Partnership Registration is accompanied by a consent to use of name from the pre-existing organization with a fee of \$10, or a certified judgment of a court in North Dakota establishing the prior right of the applicant to the use of the name.
  - b) If the LLP chooses to conduct business in North Dakota in a name other than that as organized in the state of origin.

Under North Dakota law, an elected name is considered to be a fictitious name and must be filed with the Secretary of State. Contact the Business Division for a Partnership Fictitious Name Certificate.

If the LLP name is consistent with the requirements of law, is available, and will be used in addition to a fictitious name, leave this number blank and file a Partnership Fictitious Name Certificate.

8. Identify the state or country in which the LLP is organized. If the state or country of origin in number 8 is not the same as reflected on the Certificate of Good Standing or Certificate of Existence, the state will be corrected by the Secretary of State when the document is received.
9. Provide a complete address of the principal executive office of the LLP. **In this section, an address must include a street or rural address, a postal box if applicable, and the city, state and zip code with 4 digit extension. This address cannot only be a post office box number.**
10. Provide the date (month, day and year) on which the LLP will expire in the state or country of origin or indicate "perpetual".
11. The telephone number of the principal executive office of the LLP is required.
12. Provide a toll-free telephone number if the LLP has one.
13. Identify the profession the LLP intends to practice in North Dakota.

**COMMERCIAL OR NONCOMMERCIAL REGISTERED AGENT:** A foreign LLP must continuously maintain a commercial or noncommercial registered agent and address in North Dakota. A foreign LLP cannot serve itself as its registered agent.

The appointed agent can verify their status as a commercial registered agent from their acknowledged filing and from the list of commercial registered agents maintained on the Secretary of State's website at [www.nd.gov/sos](http://www.nd.gov/sos).

A noncommercial registered agent may be one of the following:

- a) An individual residing in North Dakota,
- b) A domestic or foreign corporation, or
- c) A domestic or foreign limited liability company.

A corporation or limited liability company appointed as a noncommercial registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation or limited liability company is named as a noncommercial registered agent, provide the "correct" name of the organization.

Seek the approval of the party before naming them as the commercial or noncommercial registered agent. Proof of the approval is not required to be filed with the Secretary of State.

(continued)

- ANNUAL REPORT:** An annual report is required of a foreign professional LLP on April 1st in the year after filing the Foreign Professional Limited Liability Partnership Registration. Annual report forms are mailed to the registered agent.



Name															Amount Authorized				
Address										City					State		Zip Code		
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover															Signature (Required by credit card companies)				
Account Number:										V #		Card Expires:							
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