



LP-2

# State of California Secretary of State

## AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

A \$30.00 filing fee must accompany this form.

**IMPORTANT – Read instructions before completing this form.**

This Space For Filing Use Only

**FILE NUMBER**

**ENTITY NAME** (Enter the exact name of the limited partnership.)

1. SECRETARY OF STATE FILE NUMBER

2. NAME OF LIMITED PARTNERSHIP

3.  CHECK HERE IF THE LIMITED PARTNERSHIP WAS FORMED PRIOR TO JANUARY 1, 2008 AND HAS ELECTED TO BE GOVERNED BY THE UNIFORM LIMITED PARTNERSHIP ACT OF 2008.

**ITEMS 4 THROUGH 14:** Complete ONLY the items to be amended or added by this filing. Attach additional pages, if necessary. Any other matters to be included may be made on an attachment to this certificate. Any attachments are incorporated herein by this reference and made part of this certificate.

**ENTITY NAME AS AMENDED** (End the name with the words "Limited Partnership" or the abbreviation "L.P.")

4. NAME OF LIMITED PARTNERSHIP

**PRINCIPAL EXECUTIVE OFFICE ADDRESS or DESIGNATED OFFICE ADDRESS IN CALIFORNIA**

5. ADDRESS CITY STATE ZIP CODE

**AGENT FOR SERVICE OF PROCESS** (If the agent is an individual, complete both Items 6 and 7. If the agent is a corporation, complete Item 6 and leave Item 7 blank.)

6. NAME OF AGENT FOR SERVICE OF PROCESS

7. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE

CA

**GENERAL PARTNER INFORMATION (NEW PARTNER, ADDRESS CHANGE, NAME CHANGE, and/or DISSOCIATION)**

8. New Partner NAME ADDRESS CITY STATE ZIP CODE

9. Address Change NAME ADDRESS CITY STATE ZIP CODE

10. Name Change FROM:  
TO:

11. General Partner Cessation/Dissociation  
NAME:

**DISSOLUTION** (Item 12 may be checked if the limited partnership is governed by the Uniform Limited Partnership Act of 2008 and has dissolved.)

12.  THE LIMITED PARTNERSHIP IS DISSOLVED.

**AUTHORIZED PERSON** (Enter the name and address of the person authorized to wind up the affairs of the limited partnership, and if the dissolved limited partnership is governed by the Uniform Limited Partnership Act of 2008, check the box in Item 14 to indicate there are no general partners.)

13. NAME ADDRESS CITY STATE ZIP CODE

14.  THE LIMITED PARTNERSHIP DOES NOT HAVE A GENERAL PARTNER.

**EXECUTION** (This certificate must be signed by all of the general partners unless otherwise provided by law. If additional signature space is necessary, the signatures may be made on an attachment to this certificate.)

15. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

DATE

SIGNATURE OF GENERAL PARTNER

TYPE OR PRINT NAME OF GENERAL PARTNER

SIGNATURE OF GENERAL PARTNER

TYPE OR PRINT NAME OF GENERAL PARTNER

## INSTRUCTIONS FOR COMPLETING THE AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP (FORM LP-2)

For easier completion, this form is available on the Secretary of State's website at <http://www.sos.ca.gov/business/> and can be viewed, filled in and printed from your computer. The completed form along with the applicable fees can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

**LEGAL AUTHORITY:** Statutory filing requirements are found in California Corporations Code section [15622](#) or [15902.02](#). All statutory references are to the California Corporations Code, unless otherwise stated. **Note:** For limited partnerships subject to the Uniform Limited Partnership Act of 2008 (Act of 2008), signing Form LP-2 constitutes an affirmation under penalty of perjury that the facts stated in the certificate are true. (Section [15902.08\(b\)](#).)

**ACT OF 2008:** A domestic (California) limited partnership is subject to the Act of 2008 (1) if it was formed on or after January 1, 2008; or (2) if it was formed prior to January 1, 2008, and has elected to be governed by the Act of 2008. Effective January 1, 2010, all California limited partnerships will be subject to the Act of 2008 commencing with Section [15900](#).

**FEES:** The fee for filing Form LP-2 is \$30.00. There is an additional \$15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted separately for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at <http://www.sos.ca.gov/business/precexp.htm> for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

**COPIES:** The Secretary of State will certify two copies of the filed document(s) without charge, provided that the copies are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

### Complete the Amendment to Certificate of Limited Partnership (Form LP-2) as follows:

- Item 1.** Enter the file number issued to the limited partnership by the California Secretary of State.
- Item 2.** Enter the name of the limited partnership exactly as it is of record with the California Secretary of State.
- Item 3.** Check the box if the limited partnership was formed prior to January 1, 2008 and has elected to be governed by the Act of 2008.
- Items 4 - 14.** Complete ONLY the items to be amended or added by this filing. Attach additional pages, if necessary. Any other matters to be included (e.g., to the extent permitted by law, an amendment to the number of general partners' signatures required to file a particular document with the California Secretary of State) may be made on an attachment to Form LP-2, provided that the information is not inconsistent with law. Any attachments are incorporated by reference and made part of Form LP-2.
  - Item 4.** Enter the name of the limited partnership, as amended. The name must end with the words "Limited Partnership," or the abbreviation "L.P." and may not contain the words "bank," "insurance," "trust," "trustee," "incorporated," "inc.," "corporation," or "corp." Note: If the limited partnership is subject to the Act of 2008, the name may also end with the abbreviation "LP". (Section [15612](#) or [15901.08](#).)
  - Item 5.** Enter the principal executive office address, or if the limited partnership is subject to the Act of 2008, enter the designated office address **in California**. The "designated office" may, but need not, be the place of the limited partnership's activity in California. (Sections [15621](#), [15902.01](#), [15901.02\(e\)](#) and [15901.14](#).) Please do not abbreviate the name of the city.
  - Items 6 & 7.** If designating an individual as the agent for service of process, complete Items 6 and 7. If designating a corporation as the agent for service of process, complete only Item 6 and proceed to Item 8 (do not complete Item 7). If a corporation is designated as agent, that corporation must have previously filed with the California Secretary of State a certificate pursuant to Corporations Code section 1505. The agent should agree to accept service of process on behalf of the limited partnership prior to designation. Note: **A limited partnership cannot act as its own agent** and no domestic or foreign corporation may file pursuant to Section [1505](#) unless the corporation is currently authorized to engage in business in California and is in good standing on the records of the California Secretary of State.

- Item 8.** Enter the name and address of each new general partner. Please do not abbreviate the name of the city. If there is more than one new general partner, attach additional pages. Note: If a general partner is a trust, both the name of the trust (including the date of the trust, if applicable) and the trustee should be listed. Example: Mary Todd, trustee of the Lincoln Family Trust U/T/A 5-1-94.
- Item 9.** Enter the name and address of each general partner whose address has changed. Please do not abbreviate the name of the city. If more than one general partner has changed their address, attach additional pages.
- Item 10.** Enter the previous and current name of each general partner whose name has changed. If more than one general partner has changed their name, attach additional pages.
- Item 11.** Enter the name of each general partner that has dissociated. If more than one general partner has dissociated, attach additional pages.
- Item 12.** This box may be checked if the limited partnership is subject to the Act of 2008 and has dissolved. If the limited partnership was formed before January 1, 2008 and has not elected to be governed by the Act of 2008, the limited partnership must instead file a Certificate of Dissolution (Form LP-3) pursuant to Section 15623. Note: To cancel the limited partnership, the limited partnership must also file a Certificate of Cancellation (Form LP-4/7). Form LP-3 and Form LP-4/7 are available on the Secretary of State's website at <http://www.sos.ca.gov/business/>.
- Items 13 & 14.** Enter the name and address of the person(s) authorized to wind up the affairs of the limited partnership, and if the dissolved limited partnership is governed by the Act of 2008, check the box in Item 14 to indicate there are no remaining general partners. (Section 15908.03.)
- Item 15.** Form LP-2 must be signed by all general partners or a lesser number as provided in the Certificate of Limited Partnership, or if the limited partnership is subject to the Act of 2008, by at least one general partner. (Section 15624 or 15902.04.)
- Form LP-2 must be signed by each general partner designated in Item 8 as a new partner. (Section 15624 or 15902.04.)
  - If the limited partnership is subject to the Act of 2008, any general partner whose name has been withdrawn (Item 11) must sign Form LP-2 unless that person has filed a Certificate of Dissociation (Form LP-101) with the California Secretary of State. (Section 15902.04.) Form LP-101 is available on the Secretary of State's website at [http://www.sos.ca.gov/business/bpd\\_forms.htm](http://www.sos.ca.gov/business/bpd_forms.htm).
  - If the limited partnership is dissolved and a person other than a general partner has been appointed to wind up the affairs of the limited partnership (Item 13), Form LP-2 must be signed by that person. (Section 15624 or 15902.04.)
  - If Form LP-2 is filed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section \_\_\_\_\_" identifying the appropriate statutory authority. (Section 15625(c) or 15902.05.)
  - If Form LP-2 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of the partner)." (Section 15624 or 15902.04.)
  - If an association is designated as a general partner, the person who signs for the association should state the **exact** name of the association, his/her name and position/title.
  - If a trust is designated as a general partner, Form LP-2 should be signed by a trustee as follows:  
\_\_\_\_\_ trustee for \_\_\_\_\_ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

Any attachments to Form LP-2 are incorporated by reference and made part of Form LP-2. All attachments should be 8 1/2" x 11", one-sided and legible.