



# APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED PARTNERSHIP

(instructions on back of application)

The undersigned limited partnership applies for a Certificate of Authority and states as follows:

1. The name of the limited partnership is:

\_\_\_\_\_

2. The name which it shall use in Idaho is: \_\_\_\_\_

3. It is formed under the laws of: \_\_\_\_\_ and its date of formation is \_\_\_\_\_

4. The business address of the office located in its jurisdiction of domicile:

\_\_\_\_\_

5. The address of its principal office in Idaho is:

\_\_\_\_\_

6. The address to which correspondence should be addressed, if different from item 5, is:

\_\_\_\_\_

7. The name and physical street address of the registered agent in Idaho is:

\_\_\_\_\_

8. This limited partnership [  is ] [  is not ] a limited liability limited partnership.

9. The names and respective business and mailing addresses of its general partners:

Name	Street Address	Mailing Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_

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

Capacity: \_\_\_\_\_  
*The signer must be a general partner of the limited partnership.*

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

## INSTRUCTIONS

Optional: If the document is incorrect, telephone number where can you be reached for corrections? \_\_\_\_\_

Note: Complete and submit the application in duplicate. This application must be accompanied by a certificate of existence (or goodstanding), dated within 90 days from the date of filing with this office. **A certified copy of the certificate of limited partnership or a certificate of tax status will NOT be accepted.**

- Item 1. Enter the name of the limited partnership exactly as it reads from the certificate of existence from the domestic state.
- Item 2. Complete item 2 only if: (1) the limited partnership must adopt a fictitious name to avoid a conflict with an existing name on the records of the Secretary of State, or (2) the limited partnership's true name does not include one of the words of incorporation required by Idaho Code § 53-2-108, and such word is added to the true name in item 2. A limited partnership name must include limited partnership, limited liability limited partnership, or any abbreviation thereof.
- Item 3. Enter the domestic state and date of formation. You must include the day, month and year. This date must match the date on the certificate of existence, if one is given.
- Item 4. Enter the business address of the office located in its jurisdiction of domicile.
- Item 5. Enter the address of the principal office in Idaho.
- Item 6. Enter the address you would like future correspondence mailed to, if different from the address in Item 5.
- Item 7. Enter the name and street address of the registered agent for the corporation. A registered agent is the person designated to receive service of process upon litigation. This person must be located in Idaho at a street address. If you do not have anyone to act as your registered agent in Idaho you may contact the Secretary of State for a list of companies which offer such representation in Idaho.
- Item 8. Indicate by checking in the box whether the limited partnership is or is not a limited liability limited partnership.
- Item 9. Enter the names with the respective business and mailing address of the general partners.

Sign and date the application. The application must be signed by a general partner of the limited partnership. Identify the signer by typing his/her name below the signature and indicate in what capacity they are signing.

Enclose the appropriate fee.

If the application is typed, the fee is \$100.00.

If the application is not typed, the fee is \$120.00.

If expedited service is requested, add \$20.00 to the fee.

If the fees are to be paid from the filing party's pre-paid customer account, enter the customer account number in the indicated space.

Pursuant to Idaho Code § 67-910(6), the Secretary of State's Office may delete a business entity filing from our database if payment for the filing is not completed.

Mail or deliver to:

Office of the Secretary of State  
700 West Jefferson, Basement West  
PO Box 83720  
Boise, ID 83720-0080

If you have questions or need help, call the Secretary of State's Office at (208) 334-2301.

53-2-903. ACTIVITIES NOT CONSTITUTING TRANSACTING BUSINESS. (1) Activities of a foreign limited partnership which do not constitute transacting business in this state within the meaning of this part 9 include:

- (a) Maintaining, defending, and settling an action or proceeding;
- (b) Holding meetings of its partners or carrying on any other activity concerning its internal affairs;
- (c) Maintaining accounts in financial institutions;
- (d) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited partnership's own securities or maintaining trustees or depositories with respect to those securities;
- (e) Selling through independent contractors;
- (f) Soliciting or obtaining orders, whether by mail or electronic means or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
- (g) Creating or acquiring indebtedness, mortgages, or security interests in real or personal property;
- (h) Securing or collecting debts or enforcing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;
- (i) Conducting an isolated transaction that is completed within thirty (30) days and is not one in the course of similar transactions of a like manner; and
- (j) Transacting business in interstate commerce.

(2) For purposes of this part 9, the ownership in this state of income-producing real property or tangible personal property, other than property excluded under subsection (1) of this section, constitutes transacting business in this state.

(3) This section does not apply in determining the contacts or activities that may subject a foreign limited partnership to service of process, taxation, or regulation under any other law of this state.