

# Office of the Minnesota Secretary of State

## Minnesota Limited Partnership | Certificate of Limited Partnership

Minnesota Statutes, Chapter 321



Read the instructions before completing this form.

**Filing Fee:** \$120 for expedited service in-person and online filings, \$100 if submitted by mail

1. Name of Limited Partnership: (Required)

2. Designated office street and mailing address: (Required)

Street Address ( <i>A PO Box by itself is not acceptable</i> )	City	MN State	Zip
Mailing Address ( <i>if different from above</i> )	City	State	Zip

3. Name, street and mailing address of the agent for service of process: (Required)

Name Agent

Street Address ( <i>A PO Box by itself is not acceptable</i> )	City	MN State	Zip
Mailing Address ( <i>if different from above</i> )	City	State	Zip

4. Is this limited partnership a limited liability limited partnership? (Required) (Check One) Yes ☐ No ☐

5. The effective date of this filing if different from the date of filing: \_\_\_\_\_

6. General Partner's name, street and mailing address: (Required) Attach additional sheet(s) if necessary

Name of General Partner

Street Address ( <i>A PO Box by itself is not acceptable</i> )	City	State	Zip
Mailing Address ( <i>if different from above</i> )	City	State	Zip

7. Signature of each general partner or by an authorized agent:

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Signature of each general partner or by an authorized agent

Date

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**Email Address for Official Notices**

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

☐ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

**List a name and daytime phone number of a person who can be contacted about this form:**

Contact Name

Phone Number

**Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.**

**Minnesota Business Snapshot**

To better serve Minnesotans, the Secretary of State's Office has created the "Minnesota Business Snapshot," a short and simple survey produced with the input of business owners, business organizations, non-profits, and researchers from across the state. These five questions will take less than three minutes to complete, and you may answer any or all of them. There is no penalty if you choose not to provide this information. However, the answers you do provide will create a useful pool of information for potential customers and inform the analysis of our quarterly "Minnesota Economic and Business Condition Reports". We do not independently verify the answers applicants provide. **Again, this survey is voluntary and the answers are considered public data.** Thank you.

1. (Select up to one) - How many Minnesota – based full time employees (or FTE equivalents) does this entity currently have?

- ☐ 0-5
- ☐ 6-50
- ☐ 51-200
- ☐ 201-500
- ☐ Over 500

2. (Select all that apply) - Does the owner or a member of the ownership group of this entity self-identify as a member of any of the following communities?

- ☐ Woman
- ☐ Member of a community of color
- ☐ Veteran
- ☐ Member of a disability community
- ☐ Member of an immigrant community

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3. (Select up to one) - Using NAICS codes below, please select the code that best describes this entity. If you believe this entity falls into more than one category, please select the category that generates the majority of the entity's revenue.

- ☐ Agriculture, Forestry, Fishing and Hunting (Code 11)
- ☐ Mining (Code 21)
- ☐ Utilities (Code 22)
- ☐ Construction (Code 23)
- ☐ Manufacturing (Codes 31-33)
- ☐ Wholesale Trade (Code 42)
- ☐ Retail Trade (Codes 44-45)
- ☐ Transportation and Warehousing (Codes 48-49)
- ☐ Information (Code 51)
- ☐ Finance and Insurance (Code 52)
- ☐ Real Estate Rental and Leasing (Code 53)
- ☐ Professional, Scientific, and Technical Services (Code 54)
- ☐ Management of Companies and Enterprises (Code 55)
- ☐ Administrative and Support and Waste Management and Remediation Services (Code 56)
- ☐ Educational Services (Code 61)
- ☐ Health Care and Social Assistance (Code 62)
- ☐ Arts, Entertainment, and Recreation (Code 71)
- ☐ Accommodation and Food Services (Code 72)
- ☐ Other Services (except Public Administration) (Code 81)
- ☐ Public Administration (Code 92)

4. (Select up to one) Is this entity a full time or part time endeavor for those primarily responsible for operating this entity?

- ☐ Full time
- ☐ Part time

5. (Select up to one) - If applicable, what were this entity's gross revenues for the past year?

- ☐ \$0 - \$10,000
- ☐ \$10,001 - \$50,000
- ☐ \$50,001 - \$250,000
- ☐ \$250,001 - \$1M
- ☐ Over \$1M

## INSTRUCTIONS

File your business document online by visiting our website at [www.sos.mn.gov](http://www.sos.mn.gov).

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

1. List the exact name of the partnership. A **Limited Partnership** must contain the phrase "limited partnership" or the abbreviation "L.P." or "LP", and may not contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." A **Limited Liability Limited Partnership** must contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P.", and must not otherwise contain the abbreviation "L.P." or "LP." A preliminary name availability check may be done by accessing our website at [www.sos.mn.gov](http://www.sos.mn.gov).
2. List the complete street address of the designated office address in Minnesota. If the mailing address is not completed, then it is assumed that the mailing address is the same as the designated street address.
3. List the complete street address of the agent for service of process in Minnesota. If the mailing address is not completed, then it is assumed that the mailing address is the same as the agent's street address.
4. Check Yes or No to indicate if this limited partnership is a limited liability limited partnership.
5. If applicable, list the effective date for this filing.
6. Provide the name and complete street address of each general partner. If the mailing address of the general partner is not completed, then it is assumed that the mailing address is the same as the general partner's street address. List the general partners on an additional sheet if you have more than one general partner.
7. A signature is required for each general partner or by an Authorized Agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).)

**Email Address for Official Notices.** This email address may be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

**List a name and daytime telephone number of a person who can be contacted about this form.**

**Minnesota Business Snapshot.** This information is a snapshot of data at the point of time this filing was made. This information is voluntary and may be shared with other agencies or the public for data analysis.

**Filing Fee: \$120 for expedited service in-person and online filings, \$100 if submitted by mail**  
**Payable to the MN Secretary of State**

Please submit all items together and mail to the address below:

**FILE IN-PERSON OR MAIL TO:**

Minnesota Secretary of State - Business Services

First National Bank Building

332 Minnesota Street, Suite N201

Saint Paul, MN 55101

(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)

Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

### Reporting Business Ownership Information

The Corporate Transparency Act (CTA) goes into effect on **January 1, 2024**. The CTA requires many entities created in or registered to do business in the United States to report information about their beneficial owners to the Financial Crimes Enforcement Network (FinCEN). Go to [fincen.gov/boi](http://fincen.gov/boi) to determine if the CTA applies to your organization, what information you need to file, and when you need to file it.

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.