

Topic: General Partnership
 Question by: Sarah Steinbeck
 Jurisdiction: Colorado
 Date: 01 March 2011

Jurisdiction	Question(s)		
	<p>Do you file any documents, other than trade names or statements of registration as a limited liability partnership, for general partnerships?</p>	<p>If so, how do you index the filings? (By the name of the general partnership, by the name of one of the partners, must the general partnership first adopt a trade name before any filings can be made, etc.) If multiple filings are made for the same partnership, is each filing indexed separately or are all the filings part of one record?</p>	<p>Bonus question: What would your “perfect” system for filing and indexing general partnership filings look like?</p>
Manitoba			
Corporations Canada	Corporations Canada does not file any documents for partnerships.	N/A	N/A
Alabama			
Alaska			
Arizona			
Arkansas			
California			
Colorado			
Connecticut			
Delaware			
District of Columbia			

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<p>Florida</p>	<p>Filing “general partnerships” is permissive in Florida. Our statutes say that a partnership “may” be filed..... If the partnership is registered with us, it can then file statements of authority, denial, dissociation, dissolution, and qualification. Mergers and Conversions can also be filed and a cancellation of any statement or of the registration can be filed.</p>	<p>The partnership registration and any filed “statements” are on a separate database from corporations, LLCs, and LP’s. Each filing has its own file number and they are tied together by association. The records can be searched by partnership name, partner name, FEI#, or file number. If a person chooses to register a partnership, the name is filed and no further action is necessary. If a person chooses not to register under the Partnership Act, he/she would be required to file a fictitious name. Anyone doing business in Florida under a name other than their legal name (their given name or their business entity name such as a corp, LLC, LP) must be registered at least as a Fictitious Name for public notice purposes. The idea behind this is that the public can find “who” they are doing business with by checking with our office for some sort of filing or registration.</p>	<p>Our General Partnership database and filing system works, but after several law changes, it needs to be updated. That’s on the back burner right now.</p>
<p>Georgia</p>			

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<p>Hawaii</p>	<p>Registration Statement for Partnership; Partnership Change of Name Statement; Statement of Change; General Partnership Dissolution Statement and Withdrawal application for foreign general partnerships; All registered agent forms; Application for Reservation of Name Correction; Reinstatement application; Articles of Conversion; Articles of Merger</p>	<p>All our entity registrations have a file number and as other documents are filed after registration, the document or work item number are linked to the file number. We can search by file number, name of partnership, by name of partner, trade name, etc. that directs us to the master record (general partnership registration). All the filings are part of one record and can be viewed on the Other filings/transaction tab of the partnership record.</p> <p>[see http://hbe.ehawaii.gov/documents/business.html?fileNumber=22656G5&view=transactions]</p>	<p>N/A</p>
<p>Idaho</p>			
<p>Illinois</p>			
<p>Indiana</p>	<p>No we do not file any documents for general partnerships</p>	<p>N/A</p>	<p>N/A</p>
<p>Iowa</p>			

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Kansas	<p>We have a Statement of Authority that they file for a general partnership, and they can also file amendments as well as a separate form for limited partnerships. General partnerships are not required to file in Kansas. As far as Limited Liability Partnerships that is yet a third option with its own form in Kansas. A limited liability partnership is more like the rest of our business entities and they are required to file an annual report, a general partnership is not. If you need more detail or forms let me [Paula Artzer] know.</p>	<p>They are filed by the name of the general partnership, we would file multiple filings together if more than one change was submitted on the same form, if not they are filed with the general partnership as separate amendments.</p>	<p>For a perfect system we would like to see them required to file like the rest of the entities we handle or to not file at all. We see requests from general partnership’s wanting to file amendments when the partnership was never established in the system. This results in us having to trick the system to establish the partnership, in order for the amendment to process.</p>
Kentucky			
Louisiana			
Maine			
Maryland			
Massachusetts			
Michigan	<p>General partnerships are filed with the individual county, and not with the State.</p>	<p>N/A</p>	<p>N/A</p>
Minnesota			

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<p>Mississippi</p>	<p>Minnesota adopted RUPA many years ago, which means that we file (theoretically) the entire panoply of statements (and amendments to, and cancellations of statements) allowed for by RUPA. By far the largest category of statements is the Statement of Limited Liability Partnership. In order to file any of the other statements, you have to have an assumed name (trade name) or an LLP Statement on file.</p>	<p>The indexing is done by the partnership name, through the assumed name or LLP Statement filing. They are all in one filing thread once you have established the assumed name or LLP Statement.</p>	<p>We get a few LLPs (350 per year, down from a peak of 2100 ten years ago). Assumed name volume is larger, about 15,000 per year, many of which are GPs but we have no way to tell. We hardly ever get any of the other statements, though (see RUPA section 105 and other statements cited throughout RUPA). We have no problem with the current system, it just seems that no one uses it.</p>
<p>Missouri</p>	<p>Missouri would file a fictitious name registration; we do not file trade names.</p>	<p>N/A</p>	<p>N/A</p>
<p>Montana</p>	<p>General Partnerships are not required to register with the Montana Secretary of State; however, if the partners wish to register they register it as an assumed business name. Limited Liability Partnerships are required to register with the Secretary of State.</p>	<p>The GP filing is indexed by partnership name and all filings are part of one record. LLPs are indexed by the entity name. All amendments, renewals etc are part of the same record.</p>	<p>N/A</p>
<p>Nebraska</p>			
<p>Nevada</p>	<p>Nevada accepts limited liability partnerships, statements of partnership authority. In October 2009, the SoS took over the issuance of the state business license. So we do have basic license information on general partnerships and sole proprietors as well.</p>	<p>Each entity filing, whether an entity filing or a business license filing receives a unique Nevada Business ID #. This is the main indexing as there may be duplications of names in the partnership and sole proprietors.</p>	<p>Our indexing, based on a unique identifier, work very much like our other entity filings.</p>
<p>New Hampshire</p>	<p>No, there is no provision for this office to file a general partnership.</p>	<p>N/A</p>	<p>Same as it is now – no filing.</p>

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New Jersey			
New Mexico			
New York			
North Carolina	No.		
North Dakota	In North Dakota, domestic and foreign LPs, LLPs, and LLLPs must register with the Secretary of State. Regular general partnership registrations are permissive filings and we get very few.	We index the records by the name of the LP, LLP, or LLLP and also by general or managing partners so that you can get to the entity name by pulling up the name of the managing or general partner. Also, indexing in this manner enables us to pull up the name of a managing or general partner and see all LPs, LLPs, or LLLPs with which that partner is associated. If that managing or general partner is a corporation or other entity, the database for the organic records of the partner are also associated. This integrated system offers a comprehensive picture of the associations with one record search and has saved us a lot of staff time.	N/A
Ohio	We file Statements of Partnership Authority, which is an optional document for general partnerships to file. They may also file a trade name or fictitious name registration.	These are indexed by name of the general partnership. If a general partnership filed a Statement of Partnership Authority, then all subsequent filings would be indexed under the original record. Filings for partnerships would be indexed separately if they are registering trade names or fictitious names.	Our current system works well.
Oklahoma			
Oregon			

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Pennsylvania			
Rhode Island	<p>GP's are not recorded with our office. They are filed with the local municipality. We do not file "DBA" or "Trade names" in our office. Only corporate entities are eligible to file fictitious business name statements. As to the clarification [adding “limited” to liability partnerships], if we were to receive a limited liability partnership registration, it would be indexed like all other filings. The registration would be retrievable by entity name, identification number, filing number, by an individual (first listed partner), agent name, business address, or purpose.</p>	<p>N/A</p>	<p>N/A</p>
South Carolina			
South Dakota			
Tennessee			
Texas	<p>General partnerships may register as limited liability partnerships. There are no other filings for GPs with the SOS unless a partnership is a party to a merger or conversion which is filed because a filing entity is involved in the transaction. Assumed names for general partnerships are filed on the county level.</p>	<p>N/A</p>	<p>N/A</p>
Utah	<p>Utah only files general partnerships if they use an assumed name.</p>	<p>They are filed by the name and indexed that way. However, you can do a "principals search" and use a name of a partner to look it up.</p>	<p>I really don't know what would be a perfect system.....haven't seen one yet.</p>
Vermont			

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<p>Virginia</p>	<p>Virginia adopted the Revised Uniform Partnership Act in 1996. Our version authorizes domestic and foreign general partnerships to make 2 types of initial filings with our office – statements of partnership authority and statements of registration as a registered limited liability partnership. The general partnership is assigned a unique ID number when we receive one of these filings. If we then receive the other, it is indexed with the partnership’s records. Around 2003, we had the Virginia UPA revised to require the listing of the partnership’s ID number on a statement of partnership authority or a statement of registration as a RLLP, if one had been previously assigned, to facilitate this indexing. The Virginia UPA also authorizes the filing of statements of denial, dissociation, dissolution, amendment, cancellation and renewal. These statements have to be filed on top of a statement of partnership authority. They are rejected if no active statement of partnership authority is of record.</p>	<p>Statements of merger are also authorized under the Virginia UPA. They present an indexing dilemma when one or more general partnerships are a party to the merger, but not of record in our office. We do not think it is appropriate to create a partnership record upon the filing of a statement of merger since we do not have any information about the partnership except its name. So if 2 general partnerships merge, and neither is of record, there is no way to find the recorded instrument because it is not indexed against any partnership record. Around 2003, we had our Code amended to provide that these filings are made as to partnerships that have a statement of partnership authority of record that has not been canceled. As a result, we sometimes receive a statement of partnership authority with the statement of merger. We probably should go further and provide that they can be filed for a partnership that has an un-canceled statement of LLP registration, too.</p>	<p>Currently, general partnerships are not authorized to file fictitious name certificates in our office. Partnerships only file them in the circuit court of the jurisdictions in which they use the fictitious name. (Corporations, LLCs and LPs do file these certificates in our office if they are of record, and we index them with their records.) I’m not sure how we would handle these partnership filings if we were to become the central filing office in Virginia for all fictitious name certificates.</p>
<p>Washington</p>	<p>Washington, trade names are filed at the Department of Licensing and limited partnerships are filed at the Secretary of State’s office. General partnerships MAY file with either DOL or SOS but are not required to.</p>	<p>If we file a general partnership (not very often!) it is indexed under the name of the general partnership.</p>	<p>Our perfect system would not file any GPs.</p>

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West Virginia			
Wisconsin			
Wyoming			

Additional comments:

Full text of email:

Hi everyone! We have had a very busy list serve lately, but I have another set of questions for everyone.

1. Do you file any documents, other than trade names or statements of registration as a limited partnership, for general partnerships?
2. If so, how do you index the filings? (By the name of the general partnership, by the name of one of the partners, must the general partnership first adopt a trade name before any filings can be made, etc.) If multiple filings are made for the same partnership, is each filing indexed separately or are all the filings part of one record?
3. Bonus question: What would your “perfect” system for filing and indexing general partnership filings look like?

Many thanks for your time!

Sarah Steinbeck

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