

950 CMR 111.00: LIMITED LIABILITY PARTNERSHIPS

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111.01: Purpose

950 CMR 111.00 describes the practices and procedures followed by the Corporations Division in the Office of the Secretary of the Commonwealth regarding the administration of M.G.L. c. 108A concerning Registered Limited Liability Partnerships, Registered Professional Limited Liability Partnerships, and Registered Foreign Limited Liability Partnerships.

111.02: Definitions

For the purpose of 950 CMR 111.00 the following words shall, unless the context otherwise indicates, have the following meanings:

Filed means the Division has reviewed the document and found that it conforms to law, and the required fee has been paid.

Partnership means a Registered Limited Liability Partnership, a Registered Professional Limited Liability Partnership, or a Foreign Registered Limited Liability Partnership.

Professional Service means a service defined in M.G.L. c. 156A, specifically, the service performed by registered physicians and surgeons, chiropractors, podiatrists, engineers, electrologists, physical therapists, psychologists, certified public accountants, public accountants, dentists, veterinarians, optometrists and acupuncturists registered or licensed under the provisions of M.G.L. c. 112, by attorneys-at-law admitted to practice in the courts of the Commonwealth under M.G.L. c. 221, or any other type of service which may be rendered only pursuant to a license pursuant to the laws of the Commonwealth.

Register in the Same manner as Limited Liability Partnerships as provided in M.G.L. c. 108A, § 47(4) and 950 CMR 111.05 means the initial registration application and all annual filings as required in M.G.L. c. 108A, § 45(2) and (3).

Registered Foreign Limited Liability Partnership means a registered limited liability partnership or a limited liability partnership formed pursuant to an agreement governed by the laws of another jurisdiction.

Registered Limited Liability Partnership means a partnership registered under the provisions of M.G.L. c. 108A, § 45 which complies with M.G.L. c. 108A, § 46 and which does not render professional service in the Commonwealth.

Registered Professional Limited Liability Partnership means a partnership registered under the provisions of M.G.L. c. 108A, § 45 which renders professional services in the Commonwealth.

111.03: Registered Limited Liability Partnership Registration

(1) In order to become a Registered Limited Liability Partnership, a partnership shall file with the Division a registration executed by one or more partners and authorized by a majority of partners. The registration shall set forth in the order provided herein:

- (a) the federal employer identification number of the partnership;
- (b) the name of the partnership;
- (c) the street address of its principal office in the Commonwealth; and
- (d) a brief statement of the business in which the partnership is engaged.

The registration, in addition, may include:

- (e) the name and business address, if different from the principal office location, of each partner authorized to execute, acknowledge, deliver and record any instrument purporting to affect any interest in real property; and
- (f) the name and street address of its registered agent in the Commonwealth.

(2) The status of the Registered Limited Liability Partnership is effective upon the filing of the registration and payment of the required fee. The fee for filing the certificate of registration is \$500.00.

(3) Every limited liability partnership shall renew its registration by filing an annual report on or before the last day of February in each year following the year of registration. The report shall include all information required or allowed in the registration, shall be signed by at least one partner, and be accompanied by the appropriate fee. The fee for filing the annual report is \$500.00.

(4) A limited liability partnership may amend its registration by filing a certificate of amendment. The certificate of amendment shall be signed by at least one partner and set forth in the order provided herein:

- (a) its federal employer identification number;
- (b) the name of the limited liability partnership;
- (c) the date of filing of the original registration;
- (d) the names and business address, if different from the principal office location, of each partner authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect any interest in real property, if any; and
- (e) the amendment.

The amendment is effective upon filing the certificate of amendment and payment of the required fee. The fee for filing the certificate of amendment is \$100.00.

111.04: Registered Professional Limited Liability Partnership

(1) A Limited Liability Partnership which renders professional services in the Commonwealth must register as a Registered Professional Limited Liability Partnership.

(2) In order to become a Registered Professional Limited Liability Partnership, a partnership shall file a registration with the Division executed by one or more partners and authorized by a majority of partners. The registration shall contain in the order provided herein:

- (a) the federal employer identification number of the partnership;
- (b) the name of the partnership;
- (c) the street address of its principal office in the Commonwealth;
- (d) a description of the professional service(s) in which the partnership is engaged;
- (e) the name and business address, if different from the principal office location, of each partner who will render a professional service on behalf of the partnership in the Commonwealth; and
- (f) a statement that the partnership has complied with any rule(s) of its regulating board relative to liability insurance or permissible alternatives.

The registration, in addition, may include:

- (g) the name, and business address, if different from the principal office location, of each partner authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect any interest in real property; and
- (h) the name and street address of its registered agent in the Commonwealth.

111.04: continued

The registration must be accompanied by a certificate of the appropriate regulating board or boards indicating that each partner who renders a professional service on behalf of the partnership in the Commonwealth at the time of filing is duly licensed to render such service.

(3) The status of the Registered Professional Limited Liability Partnership is effective upon filing of the registration and payment of the required fee. The fee for filing the certificate of registration is \$500.00.

(4) Every Registered Professional Limited Liability Partnership shall renew its registration by filing an annual report on or before the last day of February in each year following the year of registration. The report shall include all information required or allowed in the registration, contain a certification that each partner who renders a professional service on behalf of the partnership in the Commonwealth at the time of filing is duly licensed to render such service, be signed by at least one partner, and be accompanied by a fee of \$500.00.

(5) A registered professional limited liability partnership may amend its registration by filing a certificate of amendment. The certificate of amendment shall be signed by at least one partner and set forth in the order provided herein:

- (a) its federal employer identification number;
- (b) the name of the limited liability partnership;
- (c) the date of filing of the original registration;
- (d) the names and business address, if different from the principal office location, of each partner authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect any interest in real property, if any; and
- (e) the amendment.

The amendment is effective upon filing the certificate of amendment and payment of the required fee. The fee for filing the certificate of amendment is \$100.00.

111.05: Registered Foreign Limited Liability Partnership

(1) Foreign Registered Limited Liability Partnerships may do business in the Commonwealth and shall be required to register with the Division in the same manner as a registered limited liability partnership.

(2) In order to register a Registered Foreign Limited Liability Partnership shall file a registration executed by one or more partners and authorized by a majority of partners. The registration shall set forth in the order herein:

- (a) the federal employer identification number of the partnership;
- (b) the name of the partnership;
- (c) the state under which it is formed and registered;
- (d) the street address of its principal office;
- (e) a brief statement of the business in which the partnership is engaged; and if the partnership is to render professional service in the Commonwealth, the information required by 950 CMR 111.04(2)(d), (e), and (f); and
- (f) the name and street address of its resident agent in the Commonwealth.

The registration, in addition, may include:

- (g) the name and business address, if different from the principal office location, of each partner authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect any interest in real property.

In the case of a partnership which renders professional services in the Commonwealth, the registration must be accompanied by a certificate of the appropriate regulating board or boards indicating that each partner who renders a professional service on behalf of the partnership in the Commonwealth at the time of filing is duly licensed to render such service.

(3) The status of the Registered Foreign Limited Liability Partnership is effective upon the filing of the registration and payment of the required fee. The fee for filing a certificate of registration is \$500.00.

111.05: continued

(4) Every Registered Foreign Limited Liability Partnership shall renew its registration by filing an annual report on or before the last day of February of each year. The report shall include all information required or allowed in the registration, be signed by at least one partner and be accompanied by the required fee. In the case of a partnership which renders professional services in the Commonwealth, the annual report must contain a certification that each partner who renders a professional service in the Commonwealth at the time of filing is duly licensed to render such service. The fee for filing an annual report is \$500.00.

(5) A registered foreign limited liability partnership may amend its registration by filing a certificate of amendment. The certificate of amendment shall be signed by at least one partner and set forth in the order provided herein:

- (a) its federal employer identification number;
- (b) the name of the limited liability partnership;
- (c) the date of filing of the original registration;
- (d) the name and business address, if different from the principal office location, of each partner authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect any interest in real property, if any; and
- (e) the amendment.

The amendment is effective upon filing the certificate of amendment and payment of the required fee. The fee for filing the certificate of amendment is \$100.00.

111.06: Name of Partnership

(1) The name of every Registered Limited Liability Partnership shall end with the words "registered limited liability partnership", "limited liability partnership", or the abbreviation L.L.P. or LLP.

(2) The name of every Registered Professional Limited Liability Partnership shall end with the words "registered professional limited liability partnership", "professional limited liability partnership", "registered limited liability partnership", "limited liability partnership" or the abbreviation L.L.P. or LLP.

(3) The name of every Registered Foreign Limited Liability Partnership shall contain the words "registered limited liability partnership", "limited liability partnership", or the abbreviation L.L.P. or LLP as the last words or letters of its name or such other similar words or abbreviation as may be required or authorized by the law of the state where the partnership is registered.

(4) Any person intending to register a partnership may reserve the right to use the name, if available, under the laws of the Commonwealth. The reservation shall be made by filing an application with the Division specifying the name to be reserved and the name and address of the applicant. The application must be accompanied by a \$15.00 filing fee. The name shall be reserved for a period of 30 days.

The reservation may be extended for an additional 30 day period upon written request of the applicant and payment of an additional \$15.00 fee.

The right to use of a reserved name may be transferred to any other person by filing a notice of the transfer, executed by the applicant for whom the name was reserved, specifying the name and address of the transferee and accompanied by a fee of \$15.00.

111.07: Principal Office

Every registered limited liability partnership and professional registered limited liability partnership may change its principal office location in the Commonwealth by filing a certificate of such change signed by a partner and specifying the street address of its new principal office.

111.08: Registered Agent

- (1) Every Registered Limited Liability Partnership and Professional Limited Liability Partnership may, and every Foreign Limited Liability Partnership shall, appoint a resident agent as its true and lawful attorney upon whom all lawful process may be served. Such resident agent shall be an individual who has a residence and a business address in the Commonwealth, a domestic corporation or a foreign corporation registered to do business in the Commonwealth under M.G.L. c. 181 and which has an office in the Commonwealth.
- (2) The appointment of the resident agent shall become effective upon filing with the Division a registration, an annual report or certificate of appointment signed by at least one partner and which contains the name and business address of the resident agent.
- (3) An appointment of resident agent may be revoked by filing a certificate of revocation with the Division. The certificate of revocation shall be signed by at least one partner, shall state the name and business address of the resident agent and the effective date of revocation. If the limited liability partnership is a foreign registered limited liability partnership the certificate shall include the name and business address of its new resident agent.
- (4) A resident agent may resign by filing with the Division a certificate of resignation signed by the resident agent. The certificate shall include:
 - (a) the effective date of resignation which shall not be less than 30 days after the effective date of filing such certificate;
 - (b) a statement that a copy of the certificate has been mailed postage prepaid to the registered limited liability partnership to the last known address on file with the Division and if different, to the address most recently furnished to the agent by the limited liability partnership as the address to which copies of all process served upon him as agent are to be forwarded.

111.09: Revocation

If a partnership fails to file an annual report when due or to pay the required fee the Division may revoke the registration of the partnership. The Division shall give notice by mail to the partnership at least 60 days prior to revocation. The notice shall be mailed to the principal office address shown in Division records and shall specify which reports have not been filed, which fees have not been paid, and the effective date of revocation. The revocation shall not be effective if the specified annual reports are filed and the specified fees paid prior to the effective date of revocation.

111.10: Withdrawal Certificate

- (1) The registration of a partnership may be voluntarily withdrawn by filing a written notice of withdrawal executed by one or more partners and authorized by 2/3 of the partners with the Secretary of the Commonwealth. The withdrawal shall set forth in the order herein:
 - (a) the federal identification number;
 - (b) the name of the limited liability partnership; and
 - (c) the location of its principal office.
- (2) The withdrawal of a partnership shall become effective when the certificate of withdrawal is filed unless said certificate specifies a later effective date not more than 30 days from the date of filing. The fee for filing a certificate of withdrawal is \$100.00.

111.11: Good Standing

The Secretary of the Commonwealth shall, upon payment of the required fee, issue a good standing certificate to any registered limited liability partnership or registered professional limited liability partnership which appears from the records of the Secretary to have been duly registered, has filed all annual reports and paid all fees due with respect to such reports, and the partnership has not been withdrawn or revoked. The certificate shall indicate the existence of the registered limited liability partnership, that it is in good standing, and shall list the names, if available, of those partners who are authorized to act with respect to real property instruments and who are named in the most recent applicable document filed with the Division.

111.12: Certificate of Registration

The State Secretary shall, upon payment of the required fee, issue a certificate of registration to any registered limited liability partnership which appears from the records of the Secretary to have been duly registered and not withdrawn or revoked.

111.13: Forms and Fees

The Division may supply blank forms for the documents required to be filed with the Division. The use of such forms is optional.

All documents submitted to the Division shall be submitted on standard size paper, 8 1/2 by 11 inches. Such documents shall be printed, lithographed, mimeographed, typewritten, or prepared by a similar process which, in the opinion of the director, produces copies suitable for a permanent record. All forms and documents shall be clear, easily readable, on heavy stock paper, and suitable for microfilming and repeated copying.

The fees relative to limited liability partnerships are as follows:

Registration	\$500.00
Annual Report	\$500.00
Amendments	\$100.00
Name Reservation/Transfer	\$ 15.00
Withdrawal	\$100.00
Certificate of Good Standing	\$ 25.00
Certificate of Existence	\$ 12.00

111.14: Public Inspection of Records

The records of the Division pertaining to limited liability partnerships shall be available for inspection during regular business hours.

REGULATORY AUTHORITY

950 CMR 111.00: MGL c. 108A.