



Department of Commerce and Consumer Affairs
Business Registration Division
335 Merchant Street, Room 201
Mailing Address: P.O. Box 40, Honolulu, HI 96810
Phone: (808) 586-2727
Email: breg@dcca.hawaii.gov
Fax: (808) 586-2733
Website: BusinessRegistrations.com

INSTRUCTIONS FOR PREPARING AND FILING A CERTIFICATE OF LIMITED PARTNERSHIP

Section [425E-201](#), Hawaii Revised Statutes (HRS)

Certificate must be typed or printed in **black ink** and must be **legible**. Attachments may be used, if necessary, and must be typed or printed in **black ink** on 8.5" x 11" white bond paper, single-sided. The certificate must be signed and certified by at least one general partner. All signatures must be in **black ink**. Submit articles together with the appropriate fee(s). The limited partnership formation is effective as of the date the Certificate of Limited Partnership is filed in compliance with the Uniform Limited Partnership Act (Chapter [425E](#), HRS).

"Limited partnership" means an entity, having one or more general partners and one or more limited partners, which is formed under Chapter [425E](#), HRS, by two or more persons. All general partners are liable jointly and severally for all obligations of the limited partnership unless otherwise agreed by the claimant or provided by law.

"Limited liability limited partnership" means a limited partnership whose certificate of limited partnership states that the limited partnership is a limited liability limited partnership. An obligation of a limited partnership incurred while the limited partnership is a limited liability limited partnership, whether arising in contract, tort, or otherwise, is solely the obligation of the limited partnership. A general partner shall not be personally liable, directly, or indirectly, by way of contribution or otherwise, for such an obligation solely by reason of being or acting as a general partner. This applies despite anything inconsistent in the partnership agreement that existed immediately before the general partners of a limited partnership consented to become a limited liability limited partnership.

Refer to Section [425E-404](#), HRS, for more information.

- Item 1. Indicate whether the partnership is a "limited partnership" or a "limited liability limited partnership."
- Item 2. State the full name of the partnership. A limited partnership name shall contain the phrase "limited partnership" or the abbreviation "L.P." or "LP". A limited liability limited partnership name shall contain the phrase "limited liability limited partnership" or the abbreviation "L.L.L.P." or "LLLP". Refer to Section [425E-108](#), HRS, for more information.
- Item 3. State the complete mailing address of the partnership's initial principal office. If the address of the partnership's principal address differs from its mailing address, please also state the principal address.
- Item 4. 4a. Indicate whether the partnership's registered agent is an entity OR an individual. If the registered agent is an entity, state the entity name and state, province, or country of formation, incorporation, organization of the partnership's registered agent. If the registered agent is an individual, state the individual's first name and last name.
4b. State the complete street address of the place of business of the registered agent in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered to.
The partnership cannot be its own agent. Refer to Sections [425E-114](#) and [425R-4](#), HRS, for more information.

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Item 5. State the name and complete address of each general partner of the partnership. There must be at least one general partner listed in the certificate. Each general partner has equal rights in the management and conduct of the limited partnership's activities. Refer to Article 4. General Partners, beginning at Section [425E-401](#), HRS, for more information.

Filing Fees: The fee for filing a Certificate of Limited Partnership is **\$25.00** and is not refundable. Optional: the fee for one certified copy is \$10.00. Payments made by cash, check, or credit card are accepted. Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee is \$25.00.

For any questions, call (808) 586-2727 or email breg@dcca.hawaii.gov.

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE BUSINESS REGISTRATION DIVISION SECRETARY AT (808) 586-2744 TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION [92F-11](#), HRS)