

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

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Certificate of Annual Registration

DSCB:15-8221/8998
(rev. 1/1/2019)



Fee: See Instruction 2.

- Check one: Limited Liability Partnership/Limited Liability Limited Partnership (§ 8221)
 Restricted Professional Limited Liability Company (§ 8998)

In compliance with the requirements of the applicable provisions (relating to annual registration), the undersigned domestic or foreign limited liability partnership/limited liability limited partnership/restricted professional limited liability company, hereby states that:

1. The name of the limited liability partnership/limited liability limited partnership/restricted professional limited liability company is:

Limited Liability Partnership/Limited Liability Limited Partnership: complete only paragraph 2

2. The prescribed annual base fee of \$380 times _____ (the number of persons who were general partners of this partnership on December 31, _____ (year) and who are described in § 8221(b)(1)) accompanies this Certificate of Annual Registration.

Restricted Professional Limited Liability Company: complete only paragraphs 3 and 4

3. Check one of the following:

___ The company engaged only in business permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

___ The company engaged in business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

4. The prescribed annual base fee of \$560 times _____ (the number of persons who were members of this company on December 31, _____ (year) and who are described in § 8998(b)(1)) accompanies this Certificate of Annual Registration.

IN TESTIMONY WHEREOF, the undersigned general partner/
member has executed this Certificate of Annual Registration this
_____ day of _____, _____.

Signature

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: www.dos.pa.gov/corps

General Instructions

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form depends on the type of organization and how many general partners (for LLPs and LLLPs) or members (for professional LLCs). Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

Who should file this form?

Any domestic or foreign limited liability partnership (LLP), limited liability limited partnership (LLLPL) and any domestic or foreign restricted professional company (PLLC) in existence on December 31 of any year is required to file a Certificate of Annual Registration. This form and the corresponding annual registration fee must be filed on or before April 15 of each year following the year with respect to which it is being filed.

This form is *only* for limited liability partnerships, limited liability limited partnerships and restricted professional companies. It is *not* for limited liability companies which do not render restricted professional services (see **definitions** below).

Definitions

A **limited liability partnership** is any domestic general partnership which has elected limited liability status with a registration under section 8201(a) (relating to scope) or any foreign general partnership which has registered under section 412 (relating to foreign registration statement).

A **limited liability limited partnership** is any domestic limited partnership which has elected limited liability status with a registration under section 8201(a) (relating to scope) or any foreign limited partnership which has registered under section 412 (relating to foreign registration statement).

A **restricted professional company** is a limited liability company that renders one or more restricted professional services.

Restricted professional services are the following professional services: chiropractic, dentistry, law, medicine and surgery, optometry, osteopathic medicine and surgery, podiatric medicine, public accounting, psychology or veterinary medicine.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the limited liability partnership/limited liability limited partnership/restricted professional company. The name on this line must match exactly the association name as shown in Department's records at the time the Certificate of Annual Registration is submitted for filing. **This field is required.**

2. To be completed by **Limited Liability Partnerships/Limited Liability Limited Partnerships only.**

Fill in the number of persons who were general partners of the partnership on December 31 and the year to which that number relates. The annual fee is required to be paid only with respect to a general partner who:

- a. In the case of a natural person, had his principal residence in Pennsylvania on December 31, or
- b. In the case of any other person, was incorporated or otherwise organized or existing under the laws of Pennsylvania on December 31. See §8221(b)(1).

The nonrefundable annual fee of \$380 times the number of persons who were general partners of the partnership on December 31 shall accompany this form and shall be made payable to the Department of State. The base fee was increased to \$380 on December 31, 2018.

See §8221(b)(2). Failure to file the annual registration by April 15 will result in a lien on the assets of the partnership. If a certificate of annual registration is not filed by May 15, a penalty of \$500 will be assessed against the partnership, which will create a second lien on the assets of the partnership.

Failure to file the certificate of annual registration for five consecutive years will result in the automatic termination of the status of a *domestic* limited liability partnership or limited liability limited partnership as such. Failure to file the certificate of annual registration for five consecutive years will result in the automatic termination of the registration of a *foreign* limited liability partnership or limited liability limited partnership.

3. To be completed by Restricted Professional Companies only.

The certificate of annual registration must include a statement by the company as to whether or not it engaged in any business not permitted by section 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which the certificate is being filed.

§ 8996. Restrictions.

(a) Purposes of restricted professional companies. --

A restricted professional company shall not engage in any business other than conducting the practice of the restricted professional service or services for which it was specifically organized, except that a restricted professional company may:

(1) Own real and personal property necessary for or appropriate or desirable in the fulfillment or rendering of its specific restricted professional service or services and it may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment.

(2) Be a partner, shareholder, member or other owner of a partnership, corporation, limited liability company or other association engaged in the business of rendering the restricted professional service or services for which the restricted professional company was organized.

4. To be completed by Restricted Professional Companies only.

Fill in the number of persons who were members of the company on December 31 and the year to which that number relates. The annual fee is required to be paid only with respect to a member who:

- a. Was licensed to practice the professional service rendered by the company on December 31; and
- b. Had principal residence in Pennsylvania on December 31. See §8998(b)(1).

The nonrefundable annual fee of \$560 times the number of persons who were members of the company on December 31 shall accompany this form and shall be made payable to the Department of State. The base fee was increased to \$560 on December 31, 2018. See §8998(b)(2). Failure to file the annual registration by April 15 will result in a lien on the assets of the company. If a certificate of annual registration is not filed by May 15, a penalty of \$500 will be assessed against the company, which will create a second lien on the assets of the company.

Signature and Verification

An authorized representative of the limited liability partnership, limited liability limited partnership or restricted professional company must sign the Certificate of Annual Registration. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**