



MICHELE REAGAN  
*Secretary of State*  
*State of Arizona*

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## Partnership Popular Questions

- ❖ ***Can I reserve a partnership name?***  
Yes. You would need to put your request in writing on letterhead and pay a \$10 filing fee. Your name will be reserved for 120 days from filing.
- ❖ ***I noticed that the partnership forms are available online. Can I submit my forms online, too?***  
No. Online filing is not available at this time.
- ❖ ***What forms of payment do you accept?***  
Our office can only process checks, money orders, or, if your form is being delivered in person, cash. Checks or money orders can be made out to, "Arizona Secretary of State." However, we recommend paying with cash for in-person filings only.
- ❖ ***How may I determine whether my partnership name is available?***  
You may conduct a preliminary search of name availability online in our [partnership name search](#). Please carefully read the search instructions prior to performing any search. Remember that you are searching availability against a few hundred thousand names and your name must be distinctive from previous registrations. You also may use the online search to determine if your filing has been entered into the database once the filing is submitted to this office.  
  
We cannot guarantee that a name will be available by the time an application is brought in person to a customer service center or processed by mail.
- ❖ ***What is the difference between the types of partnerships?***  
The difference is the varying degrees of a limited partnership's liability. However, this question and other similar questions should be referred to legal counsel. This office is only a filing agency and customer service representatives are not able to interpret statutes. You may wish to review the applicable statutes within Title 29 of Arizona Revised Statutes available online at the Arizona State Legislature website (<http://www.azleg.gov/ArizonaRevisedStatutes.asp>).
- ❖ ***Is it necessary to file the entire partnership agreement?***  
The statutorily required information is contained on the registration forms. You may submit the partnership agreement attached to your filing for the public record. The filing fee is \$3.00 per page.



❖ ***Why would a Limited Liability Partnership want to operate as a Limited Partnership?***

The answer is dependent upon the desired structure and partnership agreement of those forming the partnership. There are many variables involved, and the answer can become very complex. As a filing agency, we cannot give advice, nor interpret statute. Please refer to Title 29 of Arizona Revised Statutes or consult an attorney or tax specialist to answer specific questions.

❖ ***Arizona Revised Statute Title 29 states that Limited Partnerships & Limited Liability Partnerships are filed with the Secretary of State's Office. What statutes give the Secretary of State's Office the authority to file Limited Liability Limited Partnerships?***

As stated in A.R.S. § 29-367, a limited partnership is a limited liability partnership as well as a limited partnership if it:

- 1) Qualifies as a limited liability partnership as provided in A.R.S. § 29-1101; and
- 2) Has a name that complies with A.R.S. §§ 29-302 and 29-1102.

A.R.S. § 29-1101 states the qualifications in which a partnership or limited partnership may become a limited liability partnership.

A.R.S. § 29-302 provides naming guidelines.

A.R.S. § 29-1102 outlines the appropriate abbreviations for a limited liability limited partnership, namely LLLP or L.L.L.P.

❖ ***What partnerships are required to file annual reports and when are they due?***

All partnerships containing the word "Liability" are required to file an annual report. An annual report must be filed between January 1 and April 30 of each year following the calendar year in which a partnership or limited partnership files a statement of qualification to become a limited liability partnership or a foreign limited liability partnership becomes authorized to transact business in this state. If a limited liability partnership is delinquent in filing its annual report, the Secretary of State may assess a late filing penalty when the limited liability partnership submits its annual report. All missing years must be submitted, along with each respective delinquent filing fee, in order for a LLP, LLLP, FLLP or FLLLLP to no longer be considered delinquent.

❖ ***What partnerships are required to "Publish" and submit an "Affidavit of Publication"?***

All partnerships containing the word "Liability" must, within sixty days after filing with the secretary of state, publish a copy of the filed statement of qualification in a newspaper of general circulation for three consecutive publications. The statement must be published in the county of the limited liability partnership's chief executive office, or if the limited liability partnership's chief executive office is not located in this state, in the county of the limited liability partnership's office in this state, or if none, the county of the limited liability company's statutory agent. **An affidavit evidencing publication is not required to be filed with the Secretary of State, but will be processed if filed.**



❖ ***Who may be listed as the Agent for Service of Process?***

Please refer to A.R.S. § 29-304, which states, “an agent for service of process on the limited partnership shall be an individual resident of this state, a domestic corporation or a foreign corporation authorized to do business in this state. The statutory agent of a limited partnership may resign as agent by delivering a written notice to the Secretary of State and mailing a copy of the notice to the partnership at its last known address. The appointment of the agent terminates thirty days after receipt of the notice by the Secretary of State or on the appointment of a new statutory agent, whichever occurs first.”

❖ ***What happens if a statutory agent resigns?***

Every limited partnership must have a statutory agent. If one resigns, or can no longer be found at the address on file, process may be served to the Secretary of State’s office. If you do serve our office, submit your documentation and \$25 processing fee. We will then forward on your request, by certified mail, to the address on file for that limited partnership.

❖ ***I want to cancel a partnership. Do all the general partners have to sign the Certificate of Cancellation form?***

Yes. All general partners must sign the Certificate of Cancellation form, per A.R.S. § 29-311(A)(3). However, only one general partner needs to sign the cancellation certificate for any foreign limited partnership.

❖ ***I’m in the process of merging my limited partnership with other entities. Do you need to be notified? What’ll happen to my partnership if the merger goes through?***

If you are a general partner of a partnership that is on file with our office, you do need to notify our office once the merger is approved; however, *how* we process your statement of merger may vary. If you are a merging entity but do not survive the merger, you should submit a copy of the statement of merger and our office will treat that submission as a certificate of cancellation, thereby removing your filing from our records. If you are a merging entity that is also the surviving entity, you should submit a copy of the statement of merger and our office will treat that submission as an amendment to certificate.

If the surviving entity is a partnership to be formed (not currently on file), you should submit a copy of your statement of merger and we will process your request as a certificate of partnership. Filing fees will vary depending on the partnership being formed. Specific statutes related to mergers can be found at A.R.S. §§ 29-2201 through 29-2207.



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❖ ***What certificates do you provide for partnership filings? Can you provide a certificate of good standing?***

Our office produces a Certificate of Existence. You may obtain one by sending in a Public Records Request Form with a \$5 check and prepaid return envelope.

❖ ***Can your office accept general partnership filings?***

Our office can accept general partnership filings, but it should be noted that A.R.S. § 29-102 is very clear that the primary recording agency for general partnerships is the county recorder in which the partnership is located.

❖ **Where may I reach the County Recorder's office?**

[Apache County](#) – 928-337-7514

[Cochise County](#) – 520-432-8350

[Coconino County](#) – 928-679-7850

[Gila County](#) – 928-425-3231

[Graham County](#) – 928-428-3560

[Greenlee County](#) – 928-865-2632

[La Paz County](#) – 928-669-6136

[Maricopa County](#) – 602-506-3535

[Mohave County](#) – 928-753-9141

[Navajo County](#) – 928-524-4194

[Pima County](#) – 520-724-4350

[Pinal County](#) – 520-866-6830

[Santa Cruz County](#) – 520-375-7990

[Yavapai County](#) – 928-771-3244

[Yuma County](#) – 928-373-6020