



LP-11

# State of California Secretary of State

## Limited Partnership Certificate of Correction

**NOTE:** This certificate can be used to correct a limited partnership record that was previously filed with the California Secretary of State if the record: (1) was filed pursuant to the Uniform Limited Partnership Act of 2008 commencing with California Corporations Code section 15900; and (2) at the time of filing, contained false or erroneous information or was defectively signed.

**A \$30.00 filing fee must accompany this form.**

**IMPORTANT – Read instructions before completing this form.**

This Space For Filing Use Only

<b>File Number</b>	<b>Entity Name</b> (Enter the exact name of the limited partnership.)
1. CA SECRETARY OF STATE FILE NUMBER	2. NAME OF LIMITED PARTNERSHIP

**Document Title** (Enter the title of the document being corrected.)

3. TITLE OF DOCUMENT BEING CORRECTED

**Document File Date** (Enter the date the document being corrected was filed with the California Secretary of State.)

4. FILE DATE OF DOCUMENT BEING CORRECTED \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_  
(MONTH) (DAY) (YEAR)

**Document Provision** (Item 5a: Enter the provision in the document as previously filed and the reason it is incorrect and, if the execution of the document was defective, indicate that it was defective and include the manner in which it was defective. Item 5b: Enter the provision in the document as corrected. Attach additional pages if necessary. Additional information set forth on attached pages, if any, is incorporated herein by this reference and made a part of this certificate.)

5a. PROVISION IN DOCUMENT AS PREVIOUSLY FILED

5b. PROVISION IN DOCUMENT AS CORRECTED

**Execution** (This certificate must be signed by at least one general partner. If additional signature space is necessary, the signatures may be made on an attachment to this certificate.)

6. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

## Instructions for Completing the Certificate of Correction (Form LP-11)

**Where to File:** For easier completion, this form is available on the Secretary of State's website at [www.sos.ca.gov/business/be/forms.htm](http://www.sos.ca.gov/business/be/forms.htm) and can be viewed, filled in and printed from your computer. The completed form along with the applicable fees can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

**Legal Authority:** Statutory filing provisions are found in California Corporations Code section [15902.07](#). All statutory references are to the California Corporations Code, unless otherwise stated. **Note:** Signing Form LP-11 constitutes an affirmation under penalty of perjury that the facts stated in the certificate are true. (Section [15902.08\(b\)](#).)

Form LP-11 may be used to correct a limited partnership record that was previously filed with the California Secretary of State if the record: (1) was filed with the California Secretary of State pursuant to the Uniform Limited Partnership Act of 2008 (2008 LP Act); and (2) at the time of filing, contained false or erroneous information or was defectively signed. Except as provided by Section [15902.07\(c\)](#), upon filing Form LP-11, the correction will be effective retroactively as of the effective date of the record Form LP-11 corrects. Note: Form LP-11 may not indicate a delayed effective date.

**2008 LP Act:** A domestic (California) limited partnership is subject to the 2008 LP Act: (1) if it was formed on or after January 1, 2008; or (2) if it was formed prior to January 1, 2008, and has elected to be governed by the 2008 LP Act. All registered foreign limited partnerships, regardless of when they registered in California, are subject to the 2008 LP Act. Effective January 1, 2010, all California limited partnerships will be subject to the 2008 LP Act. The 2008 LP Act can be found in the California Corporations Code commencing with Section [15900](#).

**Fees:** The fee for filing Form LP-11 is \$30.00. A \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) to the Sacramento office. The special handling fee is in addition to the filing fee, should be included in a separate check, and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee in lieu of the special handling fee. Please refer to the Secretary of State's website at [www.sos.ca.gov/business/be/service-options.htm](http://www.sos.ca.gov/business/be/service-options.htm) for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filings services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

**Copies:** The Secretary of State will certify up to two copies of the filed document without charge, provided that the complete copies with any required attachments are submitted to the Secretary of State with the document to be filed. Any additional copies submitted will be certified with payment of \$8.00 per copy.

### Complete the Certificate of Correction (Form LP-11) as follows:

- Item 1.** Enter the file number issued to the limited partnership by the California Secretary of State.
- Item 2.** Enter the name of the limited partnership exactly as it is of record with the California Secretary of State. If a foreign limited partnership is registered in California under an alternate name, enter the alternate name of the foreign limited partnership.
- Item 3.** Enter the title of the document being corrected (e.g., Certificate of Limited Partnership, Certificate of Amendment, Application for Registration, etc.).

- Item 4.** Enter the date (month/day/year) the document being corrected was filed with the California Secretary of State.
- Item 5a.** Enter the provision in the document as previously filed and the reason it is incorrect. If the execution of the document was defective, indicate that it was defective and include the manner in which it was defective.
- Item 5b.** Enter the provision in the document as corrected. Attach additional pages if necessary.
- Item 6.** Form LP-11 must be signed by at least one general partner. (Section [15902.04](#).)
- If Form LP-11 is filed by any person other than the general partner(s), the signature must be followed by the words “signature pursuant to Section \_\_\_\_\_ ” identifying the appropriate statutory authority. (Section [15902.05](#).)
  - If Form LP-11 is signed by an attorney-in-fact, the signature should be followed by the words “Attorney-in-fact for (name of the partner).” (Section [15902.04](#).)
  - If Form LP-11 is signed by a general partner who is an association, the person who signs for the association should state the exact name of the association, his/her name and position/title.
  - If Form LP-11 is signed by a general partner who is a trust, Form LP-11 should be signed by a trustee as follows: \_\_\_\_\_ , trustee for \_\_\_\_\_ trust including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).
  - If additional signature space is necessary, the signatures may be made on an attachment to Form LP-11.

Any attachments to Form LP-11 are incorporated by reference and made part of Form LP-11. All attachments should be 8 ½” x 11”, one-sided and legible.