

Instructions: Form SS-4475 Certificate of Cancellation of Registration of Foreign Limited Partnership



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee

Submission Options

A Certificate of Cancellation of Registration of Foreign Limited Partnership may be filed using one of the following methods:

E-file: Go to <https://tnbear.tn.gov/Ecommerce/CeaseBusinessInstr.aspx> and use the online tool to complete the filing and pay the filing fee by credit card, debit card or e-check. When paying by credit card, debit card or e-check, there is a service fee that covers the credit card fees and transaction costs incurred by the Business Services Division when accepting online payments. Filers who do not wish to pay the service fee to file online may choose the "Print and Mail" option at no additional cost.

Print and Mail: Go to <https://tnbear.tn.gov/Ecommerce/CeaseBusinessInstr.aspx> and use the online tool to complete the filing. Print and mail the application along with the required filing fee to the address listed below.

Paper submission: A blank Certificate of Cancellation of Registration of Foreign Limited Partnership may be obtained by going to sos.tn.gov and entering SS-4475 in the search bar; by emailing the Secretary of State at TNSOS.CORPINFO@tn.gov, or by calling 615-741-2286. The Certificate of Cancellation of Registration of Foreign Limited Partnership should be typed or hand printed in dark blue or black ink.

Walk-in: A blank Certificate of Cancellation of Registration of Foreign Limited Partnership may be obtained in person at the address listed below.

If submitting by mail, send the completed form and filing fee together in the same envelope. Mail to:

Tennessee Secretary of State
ATTN: Corporate Filing
312 Rosa L. Parks Ave FL 6
Nashville TN 37243

Fill in form very carefully; mistakes may have important legal consequences. If you have questions, consult your attorney. The filing office cannot provide legal advice.

Completing the Form

The Certificate of Cancellation of Registration of Foreign Limited Partnership provisions are set forth in the Tennessee Uniform Limited Partnership Act of 2017, T.C.A. § 61-3-1012 or the Tennessee Revised Uniform Limited Partnership Act of 1988, T.C.A. § 61-2-906.

1. **Control Number:** Enter the Control Number assigned to the Limited Partnership. To find entity information, including the Secretary of State control number, visit:

<https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>

2. **Foreign Limited Partnership Name:** Enter the name of the foreign limited partnership exactly as registered in the home jurisdiction.

If different, the name under which the foreign limited partnership is registered in Tennessee:

Enter the exact legal name of the foreign limited partnership as registered in Tennessee if different from the name in the home jurisdiction. To find entity information, including the exact legal name in Tennessee, visit: <https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>.

3. **The state or country under whose law it was organized is:** Enter the state or country under whose law the foreign limited partnership was organized.

4. **The foreign limited partnership is not transacting business in the State of Tennessee and surrenders/withdraws its registration to transact business in this state.** By signing this form, the signer acknowledges this statement to be true.

5. **Please check the appropriate box (registered agent):** Select if the foreign limited partnership continues its registered agent and registered office in the State of Tennessee. This option is only available if the foreign limited partnership registered under the Tennessee Revised Uniform Limited Partnership Act of 1988; or,

Select if the foreign limited partnership hereby revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was registered to transact business in this state. This is the only selection if the foreign limited partnership is registered under the Tennessee Uniform Limited Partnership Act of 2017. With this selection, provide the mailing address to which the Secretary of State may mail a copy of any process served on him including street, city, state and zip code.

6. **The undersigned foreign limited partnership makes the commitment to notify the Secretary of State in the future of any change in its mailing address.** By signing this form, the signer acknowledges this statement to be true.

7. **Effective date:** If the document is not to be effective upon filing by the Secretary of State enter the delayed effective date (month/day/year) and time. A delayed effective day may not be later than the ninety (90) calendar days from the filing of this form.

Signature

The person executing the document must sign it and indicate the date of signatures in the appropriate spaces. Type or print the signature name and the capacity to sign. Failure to do this will result in the form being rejected.

Filing Fee

The filing fee is \$20.00 for Certificate of Cancellation of Registration of Foreign Limited Partnership.

Make check, cashier's check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. Requests submitted without the proper filing fee or made payable to an entity other than the Tennessee Secretary of State will be rejected.

**CERTIFICATE OF CANCELLATION OF REGISTRATION
OF FOREIGN LIMITED PARTNERSHIP**

SS-4475



Tre Hargett
Secretary of State

**Division of Business Services
Department of State**

State of Tennessee
ATTN: Corporate Filing
312 Rosa L. Parks Ave, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$20.00

For Office Use Only

Pursuant to the provisions of T.C.A. § 61-3-1012 of the Tennessee Uniform Limited Partnership Act of 2017 or T.C.A. § 61-2-906 of the Tennessee Revised Uniform Limited Partnership Act of 1988, the undersigned general partner executes the following certificate of cancellation of registration:

1. Control Number: _____

2. Foreign Limited Partnership Name: _____

If different, the name under which the foreign limited partnership is registered in Tennessee:

3. The state or country under whose law it was organized is: _____

4. The foreign limited partnership is not transacting business in the State of Tennessee and surrenders/withdraws its registration to transact business in this state.

5. Please check the appropriate box:

The Foreign Limited Partnership continues its registered agent and registered office in the State of Tennessee (1988 Act only).

The Foreign Limited Partnership hereby revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on cause of acting arising during the time it was registered to transact business in this state. The mailing address (including zip code) to which the Secretary of State may mail a copy of any process served on him is:

Street: _____

City: _____ State: _____ Zip Code: _____

6. The undersigned Foreign Limited Partnership makes the commitment to notify the Secretary of State in the future of any change in its mailing address.

7. Effective date: if the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is: _____ / _____ / _____ _____
Month Day Year Time

A delayed effective date may not be later than the 90th day after this document is filed by the Secretary of State.

Signature

Title/Signer's Capacity

Printed Name

Date

Submitter Name: _____ Phone #: (_____) _____ - _____