

Instructions: Form SS-9423

Transfer of Registration of Foreign Limited Partnership



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

Submission Options

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

Paper submission: A blank Transfer of Registration of Foreign Limited Partnership form may be obtained by going to sos.tn.gov and entering SS-9423 in the search bar; by emailing the Secretary of State at TNSOS.CORPINFO@tn.gov, or by calling 615-741-2286. The Transfer of Registration of Foreign Limited Partnership should be typed or hand printed in dark blue or black ink.

Walk-in: A blank Transfer 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

Pursuant to T.C.A. § 61-3-1008, enter the following information:

1. **Control Number:** Enter the control number for the Limited Partnership. To find entity information, including the Secretary of State Control number, visit: <https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>.
2. **The exact legal name of the Limited Partnership as recorded on the records of the Tennessee Secretary of State:** Enter the exact legal name of the Limited Partnership as recorded on the records of the Tennessee Secretary of State. To find entity information, including the exact legal name, visit: <https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>.

3. **New entity name as recorded in home jurisdiction.** Enter the exact legal name of the entity in its home jurisdiction after the merger or conversion which triggered this transfer of registration.

A certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of Limited Partnership records in the jurisdiction under whose law it was formed, is attached. The certificate shall not bear a date of more than sixty (60) days prior to the date the application is filed. See T.C.A. § 61-3-1003(2).

4. **Alternate name if required for registration in Tennessee:** Enter name that the partnership will be registered under in Tennessee if it is different than the name in the home jurisdiction.
5. **The Limited Partnership has the additional designation of:** If the partnership has an additional designation (i.e. Insurance Company, Trust Company, Litigation Financier), enter it here.
6. **New entity type:** Select the type of entity applicable following the transfer of registration.
7. **Jurisdiction (State or Country) of formation:** Enter the state or country whose laws the Limited Partnership was under at the time of formation.
8. **Principal office address:** Enter the address of the principal office. Include the street address, city, state and zip code. A post office box is not acceptable for the principal office address. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by United States Postal Service, the form will be rejected by the Division of Business Services.
9. **Registered agent name and address in Tennessee:** Enter the registered agent's name and registered office address. Include the street address, city, state, zip code and county. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by United States Postal Service, the form will be rejected by the Division of Business Services. A post office box is not acceptable for the registered agent's office address.
10. **Mailing address:** Enter the mailing address if different from the principal office address. Include the address, city, state and zip code. A post office box is acceptable for the mailing address. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by United States Postal Service, the form will be rejected by the Division of Business Services.
11. **Other provisions:** Enter any other provisions applicable to this transfer which should be on record with the Tennessee Secretary of State.

Prior to accepting the filing, the Division of Business Services will request tax clearance verification from the Tennessee Department of Revenue that the business has properly filed all reports and paid all required taxes and penalties. If the tax clearance verification cannot be obtained, this document will be rejected and returned to the applicant.

Signature

The Transfer of Registration of Foreign Limited Partnership must be signed and dated by a general partner listed in the Certificate of Limited Partnership. Type or print the signature name and title of the signer. Failure to do so will result in the application being rejected.

Filing Fee

The filing fee is \$20.00.

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 required Certificate of Tax Clearance, proper filing fee, or made payable to an entity other than the Tennessee Secretary of State will be rejected.

**TRANSFER OF REGISTRATION OF FOREIGN
LIMITED PARTNERSHIP**

SS-9423



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 T.C.A. § 61-3-1008 of the Tennessee Uniform Limited Partnership Act of 2017, the Foreign Limited Partnership noted below submits this Transfer of Registration:

1. Control Number: _____

2. The exact legal name of the Limited Partnership as recorded on the records of the Tennessee Secretary of State:

3. New entity name as recorded in home jurisdiction: _____

Please provide a certificate of existence/authorization from your home jurisdiction (less than 60 days old) which we can use to verify the new name to ensure we record it accurately on our records.

4. Alternate name if required for registration in Tennessee: _____

5. This Limited Partnership has the additional designation of: _____

6. New entity type:

Corporation Limited Liability Company Limited Liability Partnership Limited Partnership

7. Jurisdiction (State or Country) of formation: _____

8. Principal Office Address:

Address: _____

City: _____ ST: _____ Zip Code: _____

9. Registered Agent name and address in Tennessee:

Name: _____

Address: _____

City: _____ ST: _____ Zip Code: _____

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Division of Business Services
Department of State
State of Tennessee
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312 Rosa L. Parks Ave, 6th FL
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$20.00

For Office Use Only

10. Mailing Address:

Name: _____

Address: _____

City: _____ ST: _____ Zip Code: _____

11. Other Provisions:

Signature

Title/Signer's Capacity

Printed Name

Date

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