



FORM **321**
 Mandatory

**FOREIGN REGISTRATION STATEMENT
 LIMITED PARTNERSHIP**

Sec. [179.1003](#), Wis. Stats.

1. Name of Foreign Limited Partnership:

2. If the name is not distinguishable from a name that another entity has already reserved or registered with the Department, enter a fictitious name adopted pursuant to s. 179.1006(1), Wis. Stats.:

3. Organized under the laws of (*provide the state (other than Wisconsin) or the foreign country of the foreign limited partnership's governing law*):

4. Name of the foreign limited partnership's registered agent in Wisconsin:

5. Email address of the registered agent:

6. Street address of the registered office in Wisconsin

| | | |
|------|--------------------|-----------------|
| City | State WI | Zip/Postal code |
|------|--------------------|-----------------|

7. Street address of the principal office (may be located outside Wisconsin)

| | | | |
|------|----------------|---------|-----------------|
| City | State/Province | Country | Zip/Postal code |
|------|----------------|---------|-----------------|

| | | | |
|--|----------------|---------|-----------------|
| 8. Mailing address of the principal office (if different than street address) | | | |
| City | State/Province | Country | Zip/Postal code |

9. If the foreign limited partnership’s governing law requires it to maintain an office within the jurisdiction of its governing law, provide the street and mailing addresses of that office in the blanks provided for items 9a and 9b below. If the foreign limited partnership’s governing law does not so require, leave items 9a and 9b blank.

| | | | |
|---------------------------|----------------|---------|-----------------|
| 9a. Street address | | | |
| City | State/Province | Country | Zip/Postal code |

| | | | |
|---|----------------|---------|-----------------|
| 9b. Mailing address (if different than street address) | | | |
| City | State/Province | Country | Zip/Postal code |

10. The above-named entity is a foreign limited partnership.

11. Has the foreign limited partnership transacted business in Wisconsin prior to filing this foreign registration statement?

No Yes **If “Yes”, complete Supplement on page 4 to determine applicable fee.**

12. This document must be signed by at least one general partner of the limited partnership:

| | |
|--------------|-------|
| _____ | _____ |
| Signature | Date |
| _____ | _____ |
| Printed Name | Title |

Contact Information:

Name

Mailing Address

| | | |
|------|-------|----------|
| City | State | Zip Code |
|------|-------|----------|

| | |
|---------------|--------------|
| Email Address | Phone Number |
|---------------|--------------|

INSTRUCTIONS (Refer to section [179.1003](#), Wis. Stats., for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the filing fee of the amount calculated in the Supplement or \$75.00 (if not required to complete the Supplement), payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$25.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at DFICorporations@dfi.wisconsin.gov.

Item 1. Enter the name of the foreign limited partnership that is registering with the Department.

Item 2. The name under which the foreign limited partnership is registered in this state must be distinguishable on the records of the Department from other entities that are registered with the Department and from any name that has been reserved or registered with the Department. You can preliminarily check the availability of an entity name using the Department’s corporate records database, which is publicly available through the Department’s website.

If the name of the foreign limited partnership is not distinguishable on the records of the department as provided in s. [179.0114\(4\)](#), Wis. Stats., enter a fictitious name under which the entity will do business in this state. If the limited partnership is a limited liability limited partnership, the name must contain the phrase “limited liability limited partnership” or the abbreviation “LLLP,” or a variation of these abbreviations that differs only with respect to capitalization of letters or punctuation. If the limited partnership is not a limited liability limited partnership, the name must contain the phrase “Limited Partnership” or the abbreviation “LP,” or a variation of these abbreviations that differs only with respect to capitalization of letters or punctuation.

Item 3. Enter the name of the jurisdiction (either a state other than Wisconsin or a foreign country) under whose laws the foreign limited partnership is organized.

Items 4 & 5. Enter the name of the limited partnership’s registered agent in this state and the email address of that agent. Annual report forms, notices and other official communications are directed to the entity’s registered agent, so it is important to keep this information current.

Item 6. The entity must have a registered agent located at a registered office in Wisconsin. The registered office address must be identical to the registered agent’s business office and must be an actual physical location with a street address, and not solely a P.O. Box, mailbox service, or telephone answering service. Provide the street number and name, city and ZIP code in Wisconsin.

Items 7 & 8. Enter the street address and, if different, the mailing address of the entity’s principal office. The entity’s principal office may be located outside Wisconsin.

Item 9. If the foreign limited partnership’s governing law requires it to maintain an office within the jurisdiction of its governing law, provide the street and mailing addresses of that office in the blanks provided for items 9a and 9b. If the foreign limited partnership’s governing law does not so require, leave items 9a and 9b blank.

Item 10. This is a statement confirming that the partnership is a foreign limited partnership, a term that includes foreign limited liability limited partnerships. If the partnership is different type of entity, do not file this form and instead visit the Department’s website to locate the proper form for your organization’s entity type.

Item 11. Indicate whether the foreign limited partnership has done business in Wisconsin prior to filing this foreign registration statement. If the answer is “yes,” complete the Supplement below. Note that not all commercial activities within the state constitute “doing business in this state” for purposes of this question. For a list of activities that do not constitute doing business in this state for purposes of this question, review s. [179.1005](#), Wis. Stats.

Item 12. The document must be signed by at least one general partner of the foreign limited partnership.

SUPPLEMENT

- | | |
|---|-------------------------|
| a. Enter a whole number equal to the number of calendar years (not including the current year) in which the partnership did business in Wisconsin without having registered with the Department, counting any partial calendar years as full years: | _____ |
| b. Multiply that number by \$97.50 (\$65 annual report fee plus a 50 percent penalty as provided in s. 179.1002(5m), Wis. Stats.) | \$ _____ |
| c. Standard Registration Fee: | + \$ 75.00 _____ |
| Total filing fee: | \$ _____ |