## INSTRUCTIONS-FORMATION OF A MARSHALL ISLANDS LIMITED PARTNERSHIP

Limited partnerships are registered by filing a Certificate of Limited Partnership pursuant to section 10 of the Marshall Islands Limited Partnership Act. Section 10 requires that the following provisions be included in the Certificate of Limited Partnership:

1. the name of the limited partnership: the name must include either "A Limited Partnership", "LP" or “L.P.”in its title;
2. the address of the registered office and the name and address of the limited partnership’s registered agent in the Marshall Islands;
3. the name and the business, residence or mailing address of each general partner; and
4. any other matters the partners determine to include in the Certificate of Limited Partnership.

### DOCUMENTS REQUIRED

One (1) original acknowledged Certificate of Limited Partnership must be signed and executed by each general partner and submitted with two (2) duplicate copies. Photocopies are acceptable as duplicate copies provided the signatures are legible. Execution of signatures may be accomplished either: (1) before a notary public; or (2) by the person signing the instrument under penalty of perjury pursuant to section 13 of the Limited Partnership Act.

If a partnership has corporations or other entities as general partners, the name and title of

the person(s) authorized to sign on behalf of the corporation must be stated in the

Certificate of Limited Partnership.

The original acknowledged Certificate of Limited Partnership along with the duplicates shall be forwarded to any office of Marshall Islands Maritime and Corporate Administrators, Inc. for processing. When processing is complete, a duplicate copy of the Certificate of Limited Partnership, as filed, is returned to the client.

## CERTIFICATE OF LIMITED PARTNERSHIP

**PURSUANT TO SECTION 10 OF THE MARSHALL ISLANDS**

**LIMITED PARTNERSHIP ACT**

The undersigned, (*name(s) and title(s) of the person(s) signing on behalf of the Limited Partnership)* of *(name of Limited Partnership)*, for the purpose of forming a Limited Partnership hereby certify:

1. The name of the Limited Partnership is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the "Partnership").
2. The registered address of the Partnership in the Marshall Islands is Trust Company Complex, Ajeltake Island, Ajeltake Road, Majuro, Marshall Islands MH96960. The name of the Partnership’s Registered Agent in the Marshall Islands upon whom process may be served at such address is The Trust Company of the Marshall Islands, Inc.
3. The name and the business, residence or mailing address of each general partner is:

Name:

Address:

Name:

Address:

1. The Partnership shall file a Certificate of Cancellation upon the dissolution and completion of winding up of the Partnership.
2. ***[Insert any other matters the partners determine to include in the Certificate of Partnership***].

# IN WITNESS WHEREOF, the undersigned has/have executed this Certificate of Limited Partnership on this \_\_\_ day of \_\_\_\_\_\_, 20\_\_.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 PRINT NAME AND TITLE OF

 EACH GENERAL PARTNER

**OPTIONAL NOTARIAL STATEMENT:**

**SS.:**

On this day of , 20 , before me personally came \_\_\_\_\_\_\_ known to me to be the individual described in and who executed the foregoing instrument and he/she duly acknowledged to me that the execution thereof was his/her act and deed.

*NOTE: This outline form is a service for the purpose of adaptation to the particular needs of individual situations and should under no circumstances be used by anyone without consulting legal counsel.*