

OGLALA SIOUX TRIBE
BUSINESS CODE

FORM 17 – CERTIFICATE OF LIMITED PARTNERSHIP

Document processing fee is \$100.00

Fees & forms/cover sheets are subject to change.

Documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Certificate of Limited Partnership

filed pursuant to Section 44-5-2.19 of the OST Business Code and subpart 2.4 of Chapter 44 of the OST Law and Order Code:

1. The entity name is _____

(The entity name of a limited partnership, whether or not it is a limited liability limited partnership, shall contain the term or abbreviation "limited partnership", "limited", "company", "l.p.", "lp", "ltd.", or "co.")

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

Use of Restricted Words *(if any of these terms are contained in an entity name, true name or assumed name, mark the applicable with an "X")*:

- ___ "bank" or "trust" or any derivative thereof
- ___ "credit union"
- ___ "savings and loan"
- ___ "insurance", "casualty", "mutual", or "surety"

2. The principal office address of the initial principal office is

Street address:

(Street number and name)

(City) (State) (Postal/Zip Code) (Province/Country – if not US)

Mailing address **(leave blank if same as street address)**

(Street number and name)

(City) (State) (Postal/Zip Code) (Province/Country – if not US)

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3. The registered agent name and registered agent address of the initial registered agent are

Name (if an individual) _____
(Last) (First) (Middle) (Suffix)

The person appointed as registered agent above has consented to being so appointed.

Street address:

(Street number and name)

_____ PINE RIDGE INDIAN RESERVATION _____
(City) (Postal/Zip Code)

Mailing address (**leave blank** if same as street address)

(Street number and name)

_____ PINE RIDGE INDIAN RESERVATION _____
(City) (Postal/Zip Code)

4. The true name and addresses of the general partner(s) are

Name: _____
(Last) (First) (Middle) (Suffix)

OR *(if an entity)*: Name: _____

Street address:

(Street number and name)

_____ _____ _____
(City) (State) (Postal/Zip Code) (Province/Country – if not US)

Mailing address (**leave blank if same as street address**)

(Street number and name)

_____ _____ _____
(City) (State) (Postal/Zip Code) (Province/Country – if not US)

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(If the following statement applies, adopt the statement by marking with an "X" and include an attachment.) _____ ("X"): This document contains the name and address of one or more additional general partners.

5. There are at least two partners in this partnership and at least one is a general partner and at least one is a limited partner.

6. *(If the following statement applies, adopt the statement by marking with an "X"):* _____ ("X"): This limited partnership is a limited liability limited partnership.

7. *(If the following statement applies, adopt the statement by marking with an "X" and include an attachment.)*

_____ ("X"): This document contains additional information as provided by law.

8. ***(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.) (If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)***

The delayed effective date and, if applicable, time of this document is/are

(mm/dd/yyyy hour:minute am/pm)

Notice: Causing this document to be delivered for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of subpart 2.4 of Chapter 44 of the Oglala Sioux Tribe Law and Order Code, the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that subpart, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Oglala Sioux Tribe, whether or not such individual is named in the document as one who has caused it to be delivered.

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9. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

(Last) (First) (Middle) (Suffix)

(Street name and number or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark below with an "X" and include an attachment stating the name and address of each such individuals.)

"X"

Disclaimer: This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

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FORM 17 – CERTIFICATE OF LIMITED PARTNERSHIP INSTRUCTIONS

**Instructions for completing
Certificate of Limited Partnership**

Use these instructions when completing a Certificate of Limited Partnership pursuant to subpart 5.2 and subpart 2.4 of Chapter 44 of the OST Law and Order Code.

Provide only information required or permitted to be included in the document by OST law. Information included in the document must be typewritten, in English and must state the name(s) and address(es) of at least one individual causing the document to be delivered for filing. The required form/cover sheet must be used when filing the document.

You may include additional information in an attachment to the form/cover sheet. Any attachment becomes part of the document. If there is a conflict between information in the attachment and the form/cover sheet, the information in the form/cover sheet controls. Information provided in a case-sensitive format will be retrieved and displayed in the same format.

Include a self-addressed stamped envelope and extra copy of the document for return mailing of the file stamped copy.

Line-by-line Instructions:

Entity Name. State the name of the limited partnership. The name of a limited partnership must contain the term or abbreviation “LP,” “L.P.,” “limited partnership,” “company,” “co.” or “Ltd”; If the limited partnership is a professional entity, it must contain the term or abbreviation “professional limited partnership,” “p.l.p.,” or “plp”.

Restricted Words. Inclusion of any of these terms: “bank” or “trust” or any derivative thereof, “credit union,” “savings and loan,” “insurance,” “casualty,” “mutual,” or “surety” may be prohibited or restricted by applicable law, and may be regulated by other agencies. Mark only one. If more than one term appears in the name, choose the term that best describes the organizational structure of the entity.

Principal Office Street Address. List the complete street address of the entity’s principal office, including zip code.

Principal Office Mailing Address. If mail cannot be delivered to the street address, please provide an address where mail may be

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delivered. If mail can be delivered to the street address, leave blank. Do not put “same”, “same as above”, “n/a”, etc.

Registered Agent. List the name of the registered agent. A registered agent must be an individual age 21 years or older whose primary residence or usual place of business is on the Reservation and who is a member of the Oglala Sioux Tribe Bar (attorney or lay advocate). If the entity has a usual place of business on the Reservation, it may serve as its own registered agent.

Statement Regarding Registered Agent Consent. A statement is required that the person appointed as the registered agent in the document has consented to being so appointed.

Registered Agent Street Address. Please list the complete street address (physical location) of the entity’s registered agent, including zip code. This may be the address of the registered agent’s primary residence or usual place of business on the Reservation.

Registered Agent Mailing Address. If mail cannot be delivered to the street address, please provide an address where mail may be delivered. If mail can be delivered to the street address, leave blank. Do not put “same”, “same as above”, “n/a”, etc.

Name(s) and Address(es) of General Partner(s). List the name and address of each general partner of the entity. Only one General Partner is required; mark an “X” where indicated and include an attachment stating the additional General Partner information if needed.

Limited Liability Limited Partnership. Mark an “X” where indicated if the entity is a limited liability limited partnership in which case its name must include “LLLP” or “L.L.L.P.” or “limited liability limited partnership” or some abbreviation of the foregoing.

Additional Information. If additional information is to be included, mark the box and include an attachment stating the additional information. Section 44-4-1.04 of the OST Business Code sets forth additional provisions that may be included in the Articles.

Delayed Effective Date. The effective date of this document may be delayed up to 90 days after filing. The delayed effective date may also specify a particular time of day Mountain Time. If no time of day is

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specified, it defaults to close of business on that date. Close of business is 11:59:59 PM Mountain Time.

Notice. Causing this document to be delivered to the Tribe for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of subpart 2.4 of Chapter 44 of the OST Law and Order Code, the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Subpart, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Tribe, whether or not such individual is named in the document as one who has caused it to be delivered.

Filing Information. State the name(s) and address(es) of the individual(s) causing this document to be delivered for filing. This information is required for the Tribe to deliver notice if the filing of the document is refused. The individual(s) listed will be held responsible for complying with the above notice. The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark an "X" below and include an attachment stating the name and address of such individuals.

"X" _____

Disclaimer. These instructions, and the related form, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While the related form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.