



FORM **308**

**RESTATED CERTIFICATE OF
LIMITED PARTNERSHIP**

Sec. [179.0202\(3\)](#), Wis. Stats.

The following restated certificate of limited partnership of

(Entity name prior to any change effected by this restatement)

duly adopted pursuant to the authority and provisions of chapter 179 of the Wisconsin Statutes, supersedes the previously filed certificate of limited partnership and any previously filed restatements thereof or amendments thereto.

1. Name of the limited partnership or limited liability limited partnership:

2. Name of the initial registered agent: _____

3. Email address of initial registered agent: _____

4. Street address of the initial registered office:
(The registered office address must be an actual physical location with a street address and not solely a P.O. Box or mailbox service.)

5. The street and mailing addresses of the limited partnership's principal office:

6. If the limited partnership is a limited liability limited partnership (LLLP), check this box:

7. **Name, street and mailing address** of **each** general partner (attach additional pages as needed):

Office Use Only

8. Attach any further provisions (optional) on additional pages labeled “Item 8,” “Item 9,” and so forth as needed. See the instructions at the end of this form for further information.

9. The signature requirements for this document depend on the nature of the change(s) being made in the restated certificate:

- If the restated certificate deletes a statement that the limited partnership is a limited liability limited partnership, it must be signed by all general partners listed in the certificate.
- If the restated certificate designates a new general partner, it must be signed by the new general partner **and** at least one general partner listed in the certificate of limited partnership.
- If the restated certificate indicates that a general partner has dissociated from the partnership, it must be signed by the dissociating general partner **and** at least one general partner listed in the certificate of limited partnership. (**Note:** the signature of the dissociating general partner is not required if the restated certificate indicates that the dissociating general partner is deceased or is the subject of an appointed guardianship or conservatorship, or if the dissociating general partner has previously filed a statement of dissociation with the Department.)
- If none of the above apply, the restated certificate must be signed by at least one general partner listed in the certificate.

Capacity: <input type="checkbox"/> Existing General Partner <input type="checkbox"/> New General Partner <input type="checkbox"/> Dissociating General Partner <input type="checkbox"/> Other: _____ Printed Name: _____	_____ (signature) _____ (date)
Capacity: <input type="checkbox"/> Existing General Partner <input type="checkbox"/> New General Partner <input type="checkbox"/> Dissociating General Partner <input type="checkbox"/> Other: _____ Printed Name: _____	_____ (signature) _____ (date)
Capacity: <input type="checkbox"/> Existing General Partner <input type="checkbox"/> New General Partner <input type="checkbox"/> Dissociating General Partner <input type="checkbox"/> Other: _____ Printed Name: _____	_____ (signature) _____ (date)
Capacity: <input type="checkbox"/> Existing General Partner <input type="checkbox"/> New General Partner <input type="checkbox"/> Dissociating General Partner <input type="checkbox"/> Other: _____ Printed Name: _____	_____ (signature) _____ (date)

This document was drafted by _____
 (name the individual who drafted the document)

(Optional) This document has a **delayed** effective date/time of: _____
 (up to 90 days after received date)

Contact Information:

Name

Mailing Address

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

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

INSTRUCTIONS (Ref. sec. [179.0202\(3\)](#), 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 \$70.00 filing fee, 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. If the entity is a limited partnership that is not a limited liability limited partnership, its name must contain the words “limited partnership” or the abbreviation “LP” or “L.P.” If the entity is a limited liability limited partnership, its name must contain the words “limited liability limited partnership” or the abbreviation “LLLPLP” or “L.L.L.P.” The name must also 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, but a final determination of name availability cannot be guaranteed until the document has been received, examined, and filed by the Department.

Items 2 & 3. Enter the name of the entity’s registered agent 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. The entity may not name itself as its own registered agent.

Item 4. 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.

Item 5. Enter the address of the principal executive office of the limited partnership. The office need not be located in Wisconsin.

Item 6. Specify whether the limited partnership is a limited liability limited partnership.

Item 7. Print the name and address of each general partner.

Item 8 (optional). Attach any further provisions (optional) on additional pages labeled “Item 8,” “Item 9,” and so forth in sequential order. Additional provisions may contain statements not addressed in Items 1-7 so long as they are not

inconsistent with the provisions of sections 179.0105(3) and (4) of the Wisconsin Statutes, which set forth requirements and restrictions on the content of partnership agreements for entities organized under chapter 179.

Item 9. The signature requirements for this document depend on the nature of the change(s) being made in the restated certificate:

- If the restated certificate deletes a statement that the limited partnership is a limited liability limited partnership, it must be signed by all general partners listed in the certificate.
- If the restated certificate designates a new general partner, it must be signed by the new general partner **and** at least one general partner listed in the certificate of limited partnership.
- If the restated certificate indicates that a general partner has dissociated from the partnership, it must be signed by the dissociating general partner **and** at least one general partner listed in the certificate of limited partnership. (**Note:** the signature of the dissociating general partner is not required if the restated certificate indicates that the dissociating general partner is deceased or is the subject of an appointed guardianship or conservatorship, or if the dissociating general partner has previously filed a statement of dissociation with the Department.)
- If none of the above apply, the restated certificate must be signed by at least one general partner listed in the certificate.

Drafter name. If the document is executed in Wisconsin, section 182.01(3) of the Wisconsin Statutes requires that it include the name of the drafter. If the document is not executed in Wisconsin, so indicate in the space provided for the drafter's name.

Optional delayed effective date/time. This document may declare a delayed effective date and time. The effective date/time may not be before, or more than 90 days after, the document is received by the Department of Financial Institutions for filing. If no effective date/time is specified, the document will take effect at the close of business on the date it is received for filing by the Department.