



ARIZONA LIMITED PARTNERSHIP FORMATION AGREEMENT
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Complete this agreement to hire Arizona business and real estate law attorney Richard Keyt of KEYTLaw, L.L.C. (the “Firm”) to form an Arizona limited partnership (LP) for \$774, which includes a federal Employer ID number for the LP. Rick, a former partner in one of the largest law firms in Arizona, has practiced law and been forming entities in Arizona since 1980. In addition to a law degree, he has a masters degree (LL.M.) in federal income tax law from New York University School of Law.

For information about the Firm, see www.keytlaw.com and Rick’s [biography](#). If you have questions about LPs or this Agreement or if you have any questions during the formation process, call Rick at 602-906-4953, ext. 1 or [Richard C. Keyt, J.D., CPA](#) at 602-906-4953, ext. 3 (no charge for questions about forming Arizona LPs, LLPs, LLLPs, LLCs or corporations).

Our Complete Limited Partnership (LP) Formation Services: The Firm will perform the following legal services for a guaranteed amount of \$774: (1) unlimited telephone calls with Arizona LP attorney Richard Keyt about forming and operating the LP, (2) name selection advice, (3) prepare a custom drafted Limited Partnership Agreement, (4) prepare a Certificate of Limited Partnership, (5) file the Certificate of Limited Partnership with the Arizona Secretary of State (SoS), (6) give you a copy of the submitted Certificate of Limited Partnership with the SoS’s “received” stamp, (7) give you the Certificate of Limited Partnership stamped with the SoS’s “approved” stamp, and (8) obtain a federal Employer Identification number for the LLP from the IRS (a partner must complete and sign IRS form SS-4 (go to: www.keytlaw.com/lp/ss-4.pdf) and fax or email the SS-4 to us),. The \$774 includes **all formation costs** for the LP. The fee, however, does not include any substantive modifications to the limited partnership agreement. We charge \$295/hour for attorney time to modify the limited partnership agreement.

Important Note: The LP must have a statutory agent with a physical address in Arizona. Some U.S. states use the term “resident agent.” The purpose of the statutory agent is to give the public notice of a person or entity who can be served legal papers on behalf of the LP. If you do not have a person or entity in Arizona to be the LP’s statutory agent, hire KEYTLaw, LLC, to be the LP’s statutory agent for \$99/year. If we are also the statutory agent for the LP’s general partner, we will only charge one of the two entities the \$99 annual statutory agent fee. To hire KEYTLaw to be the LP’s statutory agent, the LP’s authorized agent must complete and sign our [Statutory Agent Service Agreement](#) found here: www.keytlaw.com/azllc/statagreement.pdf.

We are not advising you with respect to and we are not responsible for selecting a name that does not infringe on a trademark or service mark. Before you select a name for your LP, check the SoS’s [Name Availability Database](#) to determine if your prospective LP name is available in Arizona. The SoS will accept a proposed LP name unless it is identical to the name of an existing Arizona entity or Arizona registered tradename.

We require payment in advance before we provide any services. Unless there are unforeseen costs (for example you want us to send documents to you via FedEx or out of the U.S.) or developments or you hire us for additional services unrelated to forming your company (at our current hourly rates), the amount you agree to pay in this Agreement will be the only amount you pay us for forming your LP. We will send itemized invoices. You agree to pay any unpaid amount within ten days after we mail the invoice. If you do not pay an invoice within thirty days, we may charge interest on unpaid amounts at the rate of 1.5% per month, and we may terminate our services and/or withdraw from further representation of the company. The entire amount you pay KEYTLaw, LLC, for fees and costs is nonrefundable, but you may nevertheless discharge KEYTLaw, LLC, and Richard Keyt at any time and in that event you may be entitled to a refund of all or part of the fee based upon the value of the representation. The person who pays our fees and costs by credit card confirms that the company that issued the credit card allows charges for future services, costs and expenses. After three years, we may destroy all documents we collect during the time we provide services.

We are not acting as your attorney in advising you with respect to this Agreement because we would have a conflict of interest in doing so. In forming the LP we will represent only the LP rather than the interests of any partner even if we are paid by a party other than the LP. If you or any person or entity affiliated with the LP have questions about this Agreement, we recommend that each concerned person consult with other legal counsel. You are hiring the Firm only to form your Arizona LP, not to advise the LP or its partners or managers with respect to federal or state income tax issues or securities law. The partners should consult with an experienced tax accountant as soon as possible for advice on federal and state income tax issues affecting the LP and its partners. You must consult with other attorneys to advise you on federal and state tax and securities laws.

LIMITED PARTNERS INFORMATION

Completion Instructions

Complete Parts 1, 2 and 3 for all partners. If any partner is a corporation or limited partnership, also complete Part 4 only for that entity. If any partner is a trust, complete Part 5 only for the trust. Make sure that the information in Parts 2 - 5 on each line corresponds to the appropriate partner's number that you enter for the partner in Part 1. Partner 1 in Part 1 is partner 1 in all other parts of this agreement. **It is best to enter all information for one partner at a time so you make sure to put the partner's information on the same line of each part.**

Part 1: Names of All Limited Partners

No.	Name of Partner
1	_____
2	_____
3	_____
4	_____
5	_____
6	_____

Part 2: Partner Contact Information
Insert Address for Our Records Even if You Purchase Our Address Service

No.	Partner's Address	Telephone	Email
1	_____	_____	_____
2	_____	_____	_____
3	_____	_____	_____
4	_____	_____	_____
5	_____	_____	_____
6	_____	_____	_____

Part 3: Partnership Percentages & Capital Contributions
Indicate Ownership % of Each Partner & Amount & Due Date of Payments of Money to the LP

Note: Partners are Not Required to Contribute Money or Property to an Arizona LP. If you want a partner to be legally obligated to contribute money or property to the LP, the partner must sign a written document by which the partner agrees to contribute money or property. If you indicate below that a partner is to contribute money, show the amounts and due dates and we will insert that information into the Operating Agreement, which if signed by the partner, will create the legal obligation for the partner to contribute the money.

No.	Percentage Owned	Initial Capital Contribution	Pay on or Before	Future Capital Contribution	Pay on or Before
1	_____ %	\$ _____	_____	\$ _____	_____
2	_____ %	\$ _____	_____	\$ _____	_____
3	_____ %	\$ _____	_____	\$ _____	_____
4	_____ %	\$ _____	_____	\$ _____	_____
5	_____ %	\$ _____	_____	\$ _____	_____
6	_____ %	\$ _____	_____	\$ _____	_____

Important Note: The limited partners total percentage interest must be 99%. The general partner owns the other 1%.

If the LP Does Not Have a Partner that is an Entity or a Trust, Skip to Page 5
Part 4: For Partners that are Entities (Skip this part if all partners are people)

No.	Type of Entity	Formation State/Country	Who Signs for the Entity	Signer's Title
1	Corp LP	_____	_____	_____
2	Corp LP	_____	_____	_____
3	Corp LP	_____	_____	_____
4	Corp LP	_____	_____	_____
5	Corp LP	_____	_____	_____
6	Corp LP	_____	_____	_____

Part 5: For Partners that are Trusts (Skip this part if all partners are people)

No.	Name of Trust	Formation State/Country	Names of Trustee	Date of Trust
1	_____	_____	_____	_____
2	_____	_____	_____	_____
3	_____	_____	_____	_____
4	_____	_____	_____	_____
5	_____	_____	_____	_____
6	_____	_____	_____	_____

Insert in the text box below, any additional information about the limited partnership, the partners or its business in Arizona that you want KEYTLaw's real estate law, business law and contracts law attorneys to know.

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE LLP

If you have any questions about this agreement or about forming an Arizona LP, LLP, LLLP, LLC or corporation, call Richard Keyt at 602-906-4953, ext. 1 (email: rickkeyt@keytlaw.com) or call Richard C. Keyt, J.D., CPA at 602-906-4953, ext. 3 (email: rck@keytlaw.com).

The undersigned signs this agreement on behalf of the undersigned and the to be formed limited partnership named above.

Print Signer's Name

KEYTLaw, L.L.C., an Arizona limited liability company

Signature

By: _____
Richard Keyt, Manager

HOW TO DELIVER THIS AGREEMENT TO KEYTLAW

1. **Email:** Scan the completed and signed Agreement then save it as a file on your computer. Attach the file to an email message and send it to rck@keytlaw.com.
2. **Fax:** Fax this completed and signed Agreement directly to KEYTLaw attorney Richard Keyt at 602-297-6890. You do not need a cover sheet.
3. **Snail Mail:** Mail or deliver the Agreement in a sealed envelope addressed to Richard C. Keyt, 3001 East Camelback Road, Suite 130, Phoenix, Arizona 85016.

CONFIRMATION FROM KEYTLAW ON RECEIVING THIS AGREEMENT & YOUR PAYMENT

When we receive this agreement and your payment, we will send you an email message confirming receipt. If we do not get either your agreement or your payment, we will notify you of that fact by another email. We usually send the confirmation email within a few hours if we receive it on a business day between 8 and 5 pm. If we receive your agreement and payment on a non-business day or after hours, we may not send a confirmation email until the next business day.

HOW TO PAY

1. **Preferred Method:** [Click on this link to go to our secure online store](#) and pay by Visa, MasterCard, American Express or Discover.
2. Mail or deliver your check payable to: **KEYTLaw, LLC** to Richard C. Keyt, 3001 East Camelback Road, Suite 130, Phoenix, Arizona 85016.
3. Complete our online pdf fillable Credit Card Authorization form and fax, mail or email it to us per one of the methods described above. The form is at www.keytlaw.com/cca.pdf.
4. Give your credit card information over the phone to Richard C. Keyt, J.D., CPA at 602-906-4953, ext. 3 or KEYTLaw legal assistant Gia Goodman at 602-906-4953, ext. 7.