



THE  
**JAMAICA GAZETTE**  
**SUPPLEMENT**

**PROCLAMATIONS, RULES AND REGULATIONS**

249

Vol. CXLIV

FRIDAY, MARCH 12, 2021

No. 15

No. 16

**THE PARTNERSHIP (LIMITED) ACT**

**THE PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021**

In exercise of the power conferred upon the Minister by section 111 of the Partnership (Limited) Act, and of every other power hereunto enabling, the following Regulations are hereby made:—

- Citation. 1. These Regulations may be cited as the Partnership (Limited) (Forms) Regulations, 2021.
- Conversation of partnership. 2. An application by a limited partnership without separate legal personality, to be converted to a limited partnership with separate legal personality, in accordance with section 6(3) of the Act, shall be filed in the form set out as LLP Form 1 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.
- LLP Form 1. First Schedule. Second Schedule.

- Name reservation and transfer of reservation. LLP Form 2.
- LLP Form 3.
- Changes to limited partnership. LLP Form 4.
- Certificate of registration of change. LLP Form 5. First Schedule.
- Fee for inspection of statements. Second Schedule.
- Fee for certificate of limited partnership.
- Statement of correction. LLP Form 6.
- Annual return. LLP Form 7.
- Statement of qualification LLP Form 7A and Notice of intent to revoke a statement of qualification. LLP Form 8.
- 3.—(1) An application to reserve a name, in accordance with section 9(2) of the Act, shall be in the form set out as LLP Form 2 in the First Schedule, and shall be accompanied by the fee specified in the Second Schedule.
- (2) A notice of transfer to transfer the reservation of a name, filed in accordance with section 9(4) of the Act, shall be in the form set out as LLP Form 3 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.
4. A statement of change, filed in accordance with section 10 of the Act, shall be in the form set out as LLP Form 4 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.
5. A certificate of registration of change, issued in accordance with sections 10 and 23(1) of the Act, shall be in the form set out as LLP Form 5 in the First Schedule.
6. The fee specified in the Second Schedule shall be payable to inspect a statement filed with the Registrar, in accordance with section 13(1) of the Act.
7. The fee required in accordance in section 13(2) of the Act and specified in the Second Schedule shall be payable to the Registrar to obtain certified copies of—
- (a) the certificate of limited partnership;
  - (b) the certificate of registration of limited partnership; and
  - (c) an extract from a registered statement.
8. A statement of correction, filed in accordance with section 20(1) of the Act, shall be in the form set out as LLP Form 6 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.
- 9.—(1) An annual return, filed in accordance with section 22(1) of the Act, shall be in the form set out as LLP Form 7 in the First Schedule.
- (2) The annual return filed under paragraph (1) shall be accompanied by the fee specified in the Second Schedule.
- 10.—(1) A statement of qualification, files in accordance with section 22(3) of the Act, shall be in the form set out as LLP Form 7A in the First Schedule.
- (2) A notice of intent to revoke a statement of qualification of a limited partnership, issued in accordance with section 22(4) of the Act, shall be in the form set out as LLP Form 8 in the First Schedule.

- 
- Application for reinstatement of statement of qualification. LLP Form 9. First Schedule. 11. An application for the reinstatement of a statement of qualification, filed in accordance with section 22(7) of the Act, shall be in the form set out as LLP Form 9 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.
- Notice of reinstatement. LLP Form 10. 12.—(1) A notice of reinstatement, issued in accordance with section 22(8) of the Act, shall be in the form set out as LLP Form 10 in the First Schedule.  
(2) The Registrar shall issue a certified copy of a notice of reinstatement upon payment of the fee specified in the Second Schedule.
- Request for amendment. LLP Form 11. 13. A request to amend a certificate of limited partnership in accordance with section 23(1) of the Act, shall be in the form as set out as LLP Form 11 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.
- Certificate of partnership status. LLP Form 12. 14. A certificate of partnership status, issued in accordance with section 24(1) of the Act shall be in the form set out as LLP Form 12 in the First Schedule.
- Formation of a limited partnership without legal personality. LLP Form 13. 15. A statement for the formation of a limited partnership without separate legal personality, filed in accordance with section 30(2) of the Act, shall be in the form set out as LLP Form 13 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.
- Formation of a limited partnership with legal personality. LLP Form 13. 16. A statement for the formation of a limited partnership with legal personality, filed in accordance with section 34(1) of the Act, shall be in the form set out as LLP Form 13 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.
- Certificate of limited partnership. LLP Form 14. First Schedule. 17. A certificate of limited partnership issued in accordance with sections 30(3) and 34(3) of the Act shall be in the form set out as Form 14 in the First Schedule.
- Statement of election to become a LLP with separate legal personality. LLP Form 15. Second Schedule. 18. A statement of election to become a limited liability partnership with separate legal personality, filed in accordance with section 35(2) of the Act, shall be in the form set out as LLP Form 15 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

Statement of election to become a LLP without separate legal personality.  
LLP Form 15.

19. A statement of election to become a limited liability partnership without separate legal personality, filed in accordance with section 36(1) of the Act, shall be in the form set out as LLP Form 15 in the First Schedule and shall be accompanied by the fee set out in the Second Schedule.

Statement of election to relinquish.  
LLP Form 15.

20. A statement of election by a limited liability limited partnership to revert to a limited partnership, in accordance with section 36(4) of the Act, shall be in the form set out as LLP Form 15 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

Statement of resignation.  
LLP Form 16.

21. A statement of resignation, filed in accordance with section 38(1) of the Act, shall be in form set out as LLP Form 16 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

Statement of termination.  
LLP Form 17.

22. A statement of termination, filed in accordance with section 75 of the Act, shall be in the form set out as LLP Form 17 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

Notice of dissolution.  
LLP Form 18  
First Schedule.  
Second Schedule.

23. A notice of dissolution required to be published by a dissolved limited partnership shall, in accordance with section 80(1) of the Act, be in the form set out as LLP Form 18 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

Application for and declaration of reinstatement of limited partnership.  
LLP Form 19.  
First Schedule.  
LLP Form 20.  
Second Schedule.

24.—(1) An application for the reinstatement of a limited partnership that has been administratively dissolved, shall, in accordance with section 83(1) of the Act, be in the form set out as LLP Form 19 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

(2) A certified copy of a declaration of reinstatement shall, in accordance with section 83(2) of the Act, be in the form set out as LLP Form 20 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

Application for certificate of authority.  
LLP Form 21.

25. A certificate of authority to transact business in Jamaica shall, in accordance with section 87(2) of the Act, be in the form set out as LLP Form 21 in the First Schedule and be accompanied by the fee specified in the Second Schedule.

Notice of revocation of certificate of authority.  
LLP Form 22.

26. A notice of revocation issued to revoke a certificate of authority of a foreign limited partnership shall, in accordance with section 91(2) of the Act, be in the form set out as LLP Form 22 in the First Schedule.

Notice of  
cancellation  
of certificate  
of authority.  
LLP Form  
23.

27. A notice of cancellation of the certificate of authority of a foreign limited partnership to transact business in Jamaica shall, in accordance with section 92(5) of the Act, be in the form set out as LLP Form 23 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

Articles and  
statement of  
conversion.  
LLP Form  
24.

28.—(1) Articles of conversion, filed by a limited partnership that desires to convert to another organization shall, in accordance with section 102(1)(a) of the Act, be in the form set out as LLP Form 24 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

LLP Form  
25.  
First  
Schedule.  
Second  
Schedule.

(2) A statement of conversion, filed by an organization that desires to convert to a limited partnership shall, in accordance with section 102(1)(b) of the Act, be in the form set out as LLP Form 25 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

Articles and  
statement of  
merger.  
LLP Form  
26.

29.—(1) The articles of merger, to be filed by a surviving organization shall, in accordance with section 106(3)(a) of the Act, be in the form set out as LLP Form 26 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

LLP Form  
27.

(2) A statement of merger, to be filed by a surviving organization shall, in accordance with section 106(3)(b) of the Act, be in the form as set out in LLP Form 27 in the First Schedule and shall be accompanied by the fee specified in the Second Schedule.

## FIRST SCHEDULE

(Regulations 2, 3, 4, 5,  
6, 8, 9, 10, 11, 12, 13,  
14, 15, 16, 17, 18, 19,  
20, 21, 22, 23, 24, 25,  
26, 27 and 28)

LLP FORM 1



## PARTNERSHIP (LIMITED) ACT, 2017

## PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

STATEMENT OF CONVERSION TO LIMITED PARTNERSHIP WITH  
SEPERATE LEGAL PERSONALITY

*(Pursuant to section 6(3) of the Partnership (Limited) Act, 2017)*

*Filing Fee: \$*

The undersigned limited partnership without seperate legal personality desiring to convert to a limited partnership with seperate legal personality, hereby states that:

A. For the converting partnership:

1. The name of the converting partnership is: \_\_\_\_\_
2. The jurisdiction of formation of the converting partnership is: \_\_\_\_\_  
\_\_\_\_\_
3. The date on which the partnership was created, formed or otherwise came into existence is: \_\_\_\_\_  
DD/MM/YYYY
4. The statute under which the converting partnership was first created, formed or otherwise came into existence: \_\_\_\_\_

(e.g. Registration of Business Names Act, 2006, Partnership (Limited) Act, 2017)

FIRST SCHEDULE, *contd.*

5. The current registered office address as on file with the Companies Office is:

\_\_\_\_\_

|                                  |             |              |                |
|----------------------------------|-------------|--------------|----------------|
| <i>Street or Mailing Address</i> | <i>City</i> | <i>State</i> | <i>Country</i> |
|----------------------------------|-------------|--------------|----------------|

- B. For the converted partnership:

1. The name of the converted partnership is: \_\_\_\_\_

2. The jurisdiction of formation of the converted partnership is: \_\_\_\_\_

3. The type of partnership is (check only one):

- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability (Limited) Partnership

4. The address of the converted partnership is:

\_\_\_\_\_

|                                  |             |              |                |
|----------------------------------|-------------|--------------|----------------|
| <i>Street or Mailing Address</i> | <i>City</i> | <i>State</i> | <i>Country</i> |
|----------------------------------|-------------|--------------|----------------|

- C. Effective date of statement of conversion (check and if appropriate complete one of the following):

This Statement of Conversion shall be effective upon filing in the Department of State.

This Statement of Conversion shall be effective on:

\_\_\_\_\_ at \_\_\_\_\_  
 Date (DD/MM/YYYY) Hour (if any)

---

---

FIRST SCHEDULE, *contd.*

D. Approval of conversion by converting partnership:

IN TESTIMONY WHEREOF, the undersigned converting partnership has caused this Statement of Conversion to be signed by \_\_\_\_\_, a duly authorized partner thereof, this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

\_\_\_\_\_  
Name of Converting Partnership

\_\_\_\_\_  
Signature

FIRST SCHEDULE, *contd.*

LLP FORM 2



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

NAME RESERVATION REQUEST FORM  
(LIMITED PARTNERSHIP OR FOREIGN LIMITED PARTNERSHIP)  
*(Pursuant to section 9(1) and (2) of the Act)*

|   |  |
|---|--|
| Details of applicant:   |  |
| Type of Entity (Select the applicable entity type. (Only one type may be selected.) |  |
| <input type="checkbox"/> Person intending to form a limited partnership             | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Foreign limited partnership                                |  |
| Your Name: _____  |  |
| Partnership number (if applicable): _____   |  |
| Address: _____  |  |
| _____   |  |
| _____   |  |
| Telephone No.: _____  | Fax No.: _____                               |
| Email: _____  |  |

FIRST SCHEDULE, *contd.*

Name to be Reserved (Enter the name to be reserved. Only one reservation will be made per Name Reservation Request Form. You may list up to three names, in order of preference and the first available name will be reserved for a period of 60 days. The remaining names will not be reserved.)

1<sup>st</sup> Choice: \_\_\_\_\_

\_\_\_\_\_ is available \_\_\_\_\_ is not available. We have:

2<sup>nd</sup> Choice: \_\_\_\_\_

\_\_\_\_\_ is available \_\_\_\_\_ is not available. We have:

3<sup>rd</sup> Choice: \_\_\_\_\_

\_\_\_\_\_ is available \_\_\_\_\_ is not available. We have:

## Mail Back Response

- If the Name Reservation Request Form is submitted in person and if you would like the reservation to be mailed back, check the box and include a self-addressed envelope.

FOR OFFICE USE ONLY

Date: Amt. Rec'd.: R# By:

Name Reservation Request Form (Rev. 06/2017)

FIRST SCHEDULE, *contd.*

LLP FORM 3



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

NOTICE OF TRANSFER OF NAME RESERVATION  
*(Pursuant to section 9(4) of the Partnership (Limited) Act, 2017)*

Filing Fee: \$

[Redacted]

The undersigned applicant files the notice of transfer of the reservation of name.  
The name that was reserved and is being transferred is: \_\_\_\_\_

The date of filing and file number on the reservation is: \_\_\_\_\_  
(DD/MM/YYYY)

\_\_\_\_\_  
*File Number*

[Redacted]

The name of the applicant on the reservation of name to be transferred is:

\_\_\_\_\_

[Redacted]

A. The transferee is an organized entity by the name of:

\_\_\_\_\_

FIRST SCHEDULE, *contd.*

OR

B. The transferee is an individual by the name of:

|                   |                          |                  |
|-------------------|--------------------------|------------------|
|                   |                          |                  |
| <i>First Name</i> | <i>Middle Initial(s)</i> | <i>Last Name</i> |

The transferee is:

- the person intending to form a limited partnership under the Partnership (Limited) Act, 2017;
- a limited partnership or foreign limited partnership authorized to transact business in Jamaica, intending to register the partnership with that name;
- a foreign limited partnership intending to obtain a certificate of authority to transact business in Jamaica and to register the partnership with that name;
- a person intending to form a foreign limited partnership and to have the foreign limited partnership obtain a certificate of authority to transact business in Jamaica and adopt the name;
- a foreign limited partnership formed under the name; or
- a foreign limited partnership formed under a name that does not comply with a requirement of the Partnership (Limited) Act, 2017 for the inclusion of a particular phrase or abbreviation in its name but is not inconsistent with any other provision and the name does not differ from the foreign limited partnership's name beyond the extent necessary.



|                                   |             |              |                |
|-----------------------------------|-------------|--------------|----------------|
|                                   |             |              |                |
| <i>Street and Mailing Address</i> | <i>City</i> | <i>State</i> | <i>Country</i> |



Subject to section 18 of the Partnership (Limited) Act, 2017, the transfer shall be effective when the notice of transfer is filed with the Registrar.

---

---

FIRST SCHEDULE, *contd.*

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of applicant/applicant's attorney or agent

FIRST SCHEDULE, *contd.*

LLP FORM 4



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

STATEMENT OF CHANGE TO CERTIFICATE OF LIMITED PARTNERSHIP  
*(Pursuant to sections 10 and 23(1) of the Partnership (Limited) Act, 2017)*

Insert name currently on file with [ \_\_\_\_\_ ]

Pursuant to the provisions of section [ \_\_\_\_\_ ], [ \_\_\_\_\_ ], this limited partnership or limited liability limited partnership, whose certificate was filed with the [ \_\_\_\_\_ ] on \_\_\_\_\_, assigned [ \_\_\_\_\_ ] document number \_\_\_\_\_ adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending the name, enter the new name of the limited partnership or limited liability limited partnership here: \_\_\_\_\_

*(New name must be distinguishable and contain an acceptable suffix.)*

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*

*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. LLLP.*

B. If amending the mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address: \_\_\_\_\_  
(Must be STREET Address) \_\_\_\_\_  
\_\_\_\_\_

New Mailing Address: \_\_\_\_\_  
(May be Post Office Address) \_\_\_\_\_  
\_\_\_\_\_

FIRST SCHEDULE, *contd.*

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

Enter Street Address

\_\_\_\_\_ Parish

\_\_\_\_\_ Postal Code

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

\_\_\_\_\_ If changing Registered Agent, Signature of New Registered Agent

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

| Title | Name  | Address | Type of Action                  |
|-------|-------|---------|---------------------------------|
| _____ | _____ | _____   | <input type="checkbox"/> Add    |
|       |       | _____   | <input type="checkbox"/> Remove |
|       |       | _____   |                                 |
| _____ | _____ | _____   | <input type="checkbox"/> Add    |
|       |       | _____   | <input type="checkbox"/> Remove |
|       |       | _____   |                                 |
| _____ | _____ | _____   | <input type="checkbox"/> Add    |
|       |       | _____   | <input type="checkbox"/> Remove |
|       |       | _____   |                                 |
| _____ | _____ | _____   | <input type="checkbox"/> Add    |
|       |       | _____   | <input type="checkbox"/> Remove |
|       |       | _____   |                                 |

FIRST SCHEDULE, *contd.*

|       |       |       |                                 |
|-------|-------|-------|---------------------------------|
| _____ | _____ | _____ | <input type="checkbox"/> Add    |
|       |       | _____ | <input type="checkbox"/> Remove |
|       |       | _____ |                                 |
| _____ | _____ | _____ | <input type="checkbox"/> Add    |
|       |       | _____ | <input type="checkbox"/> Remove |
|       |       | _____ |                                 |

E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership".
- This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)

F. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary).

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Effective date, if other than the date of filing: \_\_\_\_\_

(Effective date cannot be prior to, nor more than 90 days after the date this document if filed by the [ ]).

Signature(s) of a general partner or all general partners\*:

(\*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement.

|       |       |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

---

---

FIRST SCHEDULE, *contd.*

Signature(s) of all new or dissociating general partner(s), if any:

|       |       |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

|                                  |    |
|----------------------------------|----|
| Filing Fee:                      | \$ |
| Certified Copy (optional)        | \$ |
| Certificate of Status (optional) | \$ |

FIRST SCHEDULE, *contd.*

LLP FORM 5

This space is reserved for official use.



## PARTNERSHIP (LIMITED) ACT, 2017

## PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

## CERTIFICATE OF REGISTRATION OF CHANGE

*(Pursuant to sections 10 and 23(1) of the Partnership (Limited) Act, 2017)*

This is to certify that changes in the following particulars have been made to

\_\_\_\_\_, a limited partnership registered in the island of Jamaica:

(Name of Partnership)

- Name
- General nature of the business
- Address of principal office
- Registered agent and/or registered office address
- Name and business address of each partner
- Term of partnership
- Sum contributed by any limited partner
- Liability of partner

If change in the firm name, the new firm name is \_\_\_\_\_

If change in the general nature of the business of the firm, the new nature is \_\_\_\_\_

If change in the address of the principal office, the new address is \_\_\_\_\_

If change in the registered agent and/or his/her registered office address, the new agent and/or address is \_\_\_\_\_

(Name of Registered Agent)

FIRST SCHEDULE, *contd.*

\_\_\_\_\_  
(Mailing Address)

If change in the name and/or business address of a partner to the firm, the new partner and/or address is \_\_\_\_\_

(Name of Partner)

\_\_\_\_\_  
(Mailing Address)

If change in the term for which the partnership is entered into, the new term is \_\_\_\_\_, commencing on the \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

If change in the sum contributed by any limited partner to the capital of the partnership, the new contribution is \$ \_\_\_\_\_ payable by \_\_\_\_\_

\_\_\_\_\_  
(Name of Partner)

If changed in liability of the partner, \_\_\_\_\_ now holds the liability

(Name of Partner)

of a

- Limited partner instead of a general partner
- General partner instead of a limited partner \_\_\_\_\_

Note: If more space is needed to list the details of the partners, please append a schedule to this document containing the additional details.

Signed for and on behalf of the Registrar of Companies by:

\_\_\_\_\_  
First Name

\_\_\_\_\_  
Last Name

Signature: \_\_\_\_\_

\_\_\_\_\_  
Date signed (DD/MM/YYYY)

FIRST SCHEDULE, *contd.*

LLP FORM 6



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

STATEMENT OF CORRECTION

*(Pursuant to section 20(1) of the Partnership (Limited) Act, 2017)*

Insert name currently on file with [ ]

Pursuant to the provisions of section 20(1) of the Partnership (Limited) Act, 2017, this limited partnership or foreign limited partnership, submits the following statement of correction.

FIRST: The reason for filing this statment of correction is:

- The record contained false or erroneous information.
- The record was defectively signed.

SECOND: This statement corrects \_\_\_\_\_  
Specify document type being corrected

filed with the [ ] on \_\_\_\_\_  
Insert date document filed with [ ]

THIRD: The false or erroneous information or defect is as follows:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

FIRST SCHEDULE, *contd.*

FOURTH: The reason the information or defect is false or erroneous is as follows:

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

FIFTH: The false or erroneous information or defect is corrected as follows:

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

Signature of a general partner\*:

(\*NOTE: If adding or deleting and election to be a limited liability limited partnership, all general partners must sign. If adding additional general partner(s), the new general partner(s) must sign).

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

Signature(s) of new general partner(s), if any:

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

Signature of new registered agent, if applicable: (NOTE: if correcting the registered agent, the new registered agent must sign accepting the designation below)

I hereby accept the appointment as registered agent and agree to act in this capacity.  
I further agree to comply with the provisions of all statutes relative to the proper

---

---

FIRST SCHEDULE, *contd.*

and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

---

Signature of Registered Agent

|                                  |    |
|----------------------------------|----|
| Filing Fee:                      | \$ |
| Certified Copy (optional)        | \$ |
| Certificate of Status (optional) | \$ |

FIRST SCHEDULE, *contd.*

LLP FORM 7



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

ANNUAL RETURN FOR LIMITED PARTNERSHIP OR FOREIGN  
LIMITED PARTNERSHIP  
(Pursuant to section 22(1) of the Partnership (Limited) Act, 2017)

(PLEASE TYPE OR PRINT CLEARLY IN INK)

Return Due By [       ]

Domestic

Foreign

1. The name of the Limited Partnership or Foreign Limited Partnership is:

\_\_\_\_\_

2. Names and addresses of the partners:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

3. Designated Office Address Information:

Street Address of partnership's place of business:

\_\_\_\_\_

4. a. Agent for service of process: Name: \_\_\_\_\_

b. Street Address: \_\_\_\_\_

c. Mailing Address, if different: \_\_\_\_\_

FIRST SCHEDULE, *contd.*

- 5. If a Domestic Limited Partnership:
  - a. Street Address of principal office: \_\_\_\_\_
  - b. Mailing Address of principal office: \_\_\_\_\_
  
- 6. If a Foreign Limited Partnership:
  - a. Jurisdiction under which entity was formed: \_\_\_\_\_
  - b. Fictitious name or alternate name used in Jamaica: \_\_\_\_\_

I understand that knowingly signing a false document with the intent to file with the [ ] is a [ ] and is punishable to a fine not exceeding [\$ ] and, or to imprisonment for a term not exceeding thirty days.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

|  |   |
|--|---|
| Printed name and Title of Authorized Officer | Signature and Title of Authorized Officer |
| Filing Fee: \$                               |   |
| Certified Copy: (optional) \$                |   |

FIRST SCHEDULE, *contd.*

This space is reserved for official use.

FORM 7A



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

A STATEMENT OF QUALIFICATION  
*(Pursuant to section 22(3) of the Partnership (Limited) Act, 2017)*

1. NAME OF LIMITED LIABILITY PARTNERSHIP:

2. NUMBER OF PARTNERS:

3. REGISTERED OFFICE ADDRESS:

|              |  |
|--------------|--|
| STREET:      |  |
| TOWN:        |  |
| POST OFFICE: |  |
| PARISH:      |  |

4. NAME AND ADDRESS OF REGISTERED AGENT

|          |              |  |
|----------|--------------|--|
| NAME:    |              |  |
| ADDRESS: | STREET:      |  |
|          | TOWN:        |  |
|          | POST OFFICE: |  |
|          | PARISH:      |  |

THE PARTNERSHIP HEREBY ELECTS TO BECOME A LIMITED LIABILITY PARTNERSHIP. THE EFFECTIVE DATE OF THIS STATEMENT OF QUALIFICATION IS THE \_\_\_\_\_ DAY OF \_\_\_\_\_ 20\_\_\_\_\_.

FIRST SCHEDULE, *contd.*

| DATE<br>(MM/DD/YY)                           | PRINTED NAME | SIGNATURE | CONTACT NUMBER |
|--|--------------|-----------|----------------|
| CAPACITY:                                    |              |           |                |
| <input type="checkbox"/> PARTNER             |              |           |                |
| <input type="checkbox"/> AUTHORISED OFFICIAL |              |           |                |

WITNESSED BY: \_\_\_\_\_

\_\_\_\_\_  
NAME\_\_\_\_\_  
SIGNATURE\_\_\_\_\_  
DATE

FIRST SCHEDULE, *contd.*

LLP FORM 8



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

NOTICE OF INTENT TO REVOKE A STATEMENT OF QUALIFICATION  
*(Pursuant to section 22(4) of the Partnership (Limited) Act, 2017)*

*Filing Fee: \$*

This notice serves to inform \_\_\_\_\_ (LLP/LLLP) of the intention to revoke its statement of qualification on the following ground(s):

- the named partnership has failed to file its annual return for the year(s) \_\_\_\_\_ as required on or before the due date; and/or
- the named partnership has failed to pay the required filing fee

Failure to satisfy the requirements above within 60 days from the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ (the date of issuance of this notice) will result in the termination of the named partnership's status as a limited partnership.

The effective date of revocation is: \_\_\_\_\_  
Date (DD/MM/YYYY)

Note: This revocation will be ineffective if the outstanding annual return(s) and/or fee(s) are paid on/before the effective date of revocation.

Signed for and on behalf of the Registrar of Companies by:

\_\_\_\_\_  
First Name Last Name

FIRST SCHEDULE, *contd.*

Signature: \_\_\_\_\_

\_\_\_\_\_  
Date (DD/MM/YYYY)

FIRST SCHEDULE, *contd.*

LLP FORM 9

This space is reserved for official use.



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

APPLICATION FOR REINSTATEMENT OF STATEMENT  
OF QUALIFICATION

*(Pursuant to section 22(7) of the Partnership (Limited) Act, 2017)*

*Filing Fee: ₹*

NOTE: A PARTNERSHIP WHOSE STATEMENT OF QUALIFICATION HAS BEEN REVOKED  
MAY APPLY TO THE REGISTRAR OF COMPANIES FOR REINSTATEMENT  
WITHIN TWO YEARS AFTER THE EFFECTIVE DATE OF THE REVOCATION.

1. The Name and Business ID of the LLP/LLLP is:

\_\_\_\_\_  
Name (Note: This must be the exact name as registered.)

\_\_\_\_\_  
Business ID

2. The effective date of its administrative revocation: \_\_\_\_\_  
Date (DD/MM/YYYY)

3. State that the ground or grounds for revocation either did not exist or have  
been eliminated by filing all required annual returns and paying all fees and  
penalties.

---

---

FIRST SCHEDULE, *contd.*

4. Attached hereto are ALL documents, fees, and penalties required for reinstatement:
- Annual Return
  - Filing Fees
  - Penalties

NOTE: THIS APPLICATION MUST BE SIGNED BY A PARTNER.

I declare under penalty of perjury under the laws of Jamaica that the foregoing is true and correct and that I have remitted the required fee.

Dated \_\_\_\_\_

\_\_\_\_\_  
Signature of Partner

Email \_\_\_\_\_  
(Optional)

\_\_\_\_\_  
Printed Name

FIRST SCHEDULE, *contd.*

LLP FORM 10

This space is reserved for official use.



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

NOTICE OF REINSTATEMENT OF STATEMENT OF QUALIFICATION  
*(Pursuant to section 22(8) of the Partnership (Limited) Act, 2017)*

Filing Fee: \$

Fee for Certified Copy (optional): \$

This notice advises that \_\_\_\_\_ of  
 \_\_\_\_\_ LLP/LLLP

Street/Mailing Address                      City                      State                      Country

has been reinstated as a limited partnership in accordance with Section 22(8) of the Partnership (Limited) Act, 2017, on the basis that:

- the following grounds, for revocation have been corrected:
  - Non-payment of fees
  - Non-payment of penalties
  - Failure to file annual return(s) for the year(s) of \_\_\_\_\_
- there were no existing grounds for revocation (mistaken revocation)

Date of the original filing with the Companies Office of Jamaica: \_\_\_\_\_  
 DD/MM/YYYY

Effective date of reinstatement: \_\_\_\_\_  
 DD/MM/YYYY

---

---

FIRST SCHEDULE, *contd.*

Signed for and on behalf of the Registrar of Companies by:

\_\_\_\_\_  
First Name

\_\_\_\_\_  
Last Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date (DD/MM/YYYY)

FIRST SCHEDULE, *contd.*

LLP FORM 11



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

STATEMENT OF AMENDMENT TO CERTIFICATE  
OF LIMITED PARTNERSHIP

*(Pursuant to section 23(1) of the Partnership (Limited) Act, 2017)*

Insert name currently on file with [ \_\_\_\_\_ ]

Pursuant to the provisions of section [ \_\_\_\_\_ ], [ \_\_\_\_\_ ], this limited partnership or limited liability limited partnership, whose certificate was filed with the [ \_\_\_\_\_ ] on \_\_\_\_\_, assigned [ \_\_\_\_\_ ] document number \_\_\_\_\_

\_\_\_\_\_ adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following: \_\_\_\_\_

- A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

*(New name must be distinguishable and contain an acceptable suffix.)*

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd. Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. LLLP.*

- B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address: \_\_\_\_\_  
(Must be STREET Address) \_\_\_\_\_

FIRST SCHEDULE, *contd.*

New Mailing Address: \_\_\_\_\_  
 (May be Post Office Address) \_\_\_\_\_  
 \_\_\_\_\_

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

Enter Street Address

Parish

Postal Code

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

If changing Registered Agent, Signature of New Registered Agent

D. If amending to general partner(s), enter the name and business address of each general partner being added or removed from our records:

| Title | Name  | Address | Type of Action  |
|-------|-------|---------|---|
| _____ | _____ | _____   | <input type="checkbox"/> Add<br><input type="checkbox"/> Remove |
| _____ | _____ | _____   | <input type="checkbox"/> Add<br><input type="checkbox"/> Remove |
| _____ | _____ | _____   | <input type="checkbox"/> Add<br><input type="checkbox"/> Remove |
| _____ | _____ | _____   | <input type="checkbox"/> Add<br><input type="checkbox"/> Remove |

---

---

FIRST SCHEDULE, *contd.*

|       |       |       |                                 |
|-------|-------|-------|---------------------------------|
| _____ | _____ | _____ | <input type="checkbox"/> Add    |
|       |       | _____ | <input type="checkbox"/> Remove |
|       |       | _____ |                                 |
| _____ | _____ | _____ | <input type="checkbox"/> Add    |
|       |       | _____ | <input type="checkbox"/> Remove |
|       |       | _____ |                                 |
| _____ | _____ | _____ | <input type="checkbox"/> Add    |
|       |       | _____ | <input type="checkbox"/> Remove |
|       |       | _____ |                                 |
| _____ | _____ | _____ | <input type="checkbox"/> Add    |
|       |       | _____ | <input type="checkbox"/> Remove |
|       |       | _____ |                                 |

FIRST SCHEDULE, *contd.*

## LLP FORM 12



## PARTNERSHIP (LIMITED) ACT, 2017

## PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

## CERTIFICATE OF PARTNERSHIP STATUS

*(Pursuant to section 24(1) of the Partnership (Limited) Act, 2017)*

This is to certify that \_\_\_\_\_ was duly formed as:  
 (Name of LLP/LLLP)

- a Limited Partnership without Separate Legal Personality, under Part II, Section 30 of the Partnership Limited Act, 2017; or
- a Limited Partnership with Separate Legal Personality, under Part III, Section 34 of the Partnership Limited Act, 2017

on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

The above-named partnership has:

- (a) elected to have limited liability for all its partners
- (b) paid all fees due to the Registrar
- (c) filed its most recent annual return in accordance with section 22 of the Partnership (Limited) Act, 2017
- (d) not filed a statement of termination with the Registrar
- (e) been administratively dissolved by the Registrar
- (f) had its certificate of limited partnership amended to state that the limited partnership is dissolved

In the case of a foreign limited partnership, the partnership has:

- been authorized to transact business in Jamaica
- paid all fees and penalties due to the Registrar

---

---

FIRST SCHEDULE, *contd.*

Signed for and on behalf of the Registrar of Companies by:

---

First Name

Last Name

Signature: \_\_\_\_\_

---

Date signed (DD/MM/YYYY)

FIRST SCHEDULE, *contd.*

LLP FORM 13



## PARTNERSHIP (LIMITED) ACT, 2017

## PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

STATEMENT FOR FORMATION OF LIMITED PARTNERSHIP  
WITHOUT LEGAL PERSONALITY*(Pursuant to sections 30(2) and 34(1) of the Partnership (Limited) Act, 2017)*

NOTE: This document is to be filed with the Registrar of Companies by a proposed partner and requires the signatures of all persons proposing to be partners.

Pursuant to sections 30(2) and 34(1) of the Partnership (Limited) Act, 2017, the following are particulars of the firm to be registered:

1. The name of the firm to be registered is \_\_\_\_\_

(NOTE: The firm name must include either the words "limited partnership" or the abbreviations LP, LLP, LLLP or L.P.E).

2. The general nature of the business is \_\_\_\_\_

3. The street address of the firm's principal office is \_\_\_\_\_

4. The mailing address of the firm's principal office, if different than the street address, is \_\_\_\_\_

---

---

FIRST SCHEDULE, *contd.*

5. If the principal office is not located in Jamaica the name of the agent for service of process is:

\_\_\_\_\_

(First) (Middle) (Last)

6. The street address for the above-named agent is \_\_\_\_\_

7. The mailing address for the above-named agent, if different from the street address provided is \_\_\_\_\_

8. The term, if any, for which the above-named partnership is being entered into is \_\_\_\_\_

9. The commencement date of the firm is \_\_\_\_\_  
(DD/MM/YYYY)

10. This partnership is a limited partnership:

Yes

No

11. The name(s) of the general partner(s) authorized to sign statements or other records required to be filed under the Partnership Limited Act is/are:

(a) \_\_\_\_\_  
(Full Name)

(b) \_\_\_\_\_  
(Full Name)

(c) \_\_\_\_\_  
(Full Name)

(d) \_\_\_\_\_  
(Full Name)

(e) \_\_\_\_\_  
(Full Name)



---

---

FIRST SCHEDULE, *contd.*

(d) \_\_\_\_\_  
                    *(First)*                                    *(Middle)*                                    *(Last)*

Street Address \_\_\_\_\_

Status (General Partner/Limited Partner) \_\_\_\_\_

If Limited Partner, the sum contributed to partnership is \$ \_\_\_\_\_

Signature \_\_\_\_\_

Date Signed \_\_\_\_\_  
                                    DD/MM/YYYY

(e) \_\_\_\_\_  
                    *(First)*                                    *(Middle)*                                    *(Last)*

Street Address \_\_\_\_\_

Status (General Partner/Limited Partner) \_\_\_\_\_

If Limited Partner, the sum contributed to partnership is \$ \_\_\_\_\_

Signature \_\_\_\_\_

Date Signed \_\_\_\_\_  
                                    DD/MM/YYYY

Note: If more space is needed to list the proposed partners, please append a schedule with the additional list of partners to this document.





FIRST SCHEDULE, *contd.*

LLP FORM 15

This space is reserved for official use.



## PARTNERSHIP (LIMITED) ACT, 2017

## PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

## STATEMENT OF ELECTION

*(Pursuant to sections 35(2) and 36(1) and (4) of the  
Partnership (Limited) Act, 2017)*

The partners of \_\_\_\_\_, located at \_\_\_\_\_ have elected  
*(Name of Partnership) (Street Address)*

to register under Part II, sections 35(2) or 36(1) and (4) of the Partnership (Limited)  
Act, 2017, to become a partnership with separate legal personality and intend for  
the partnership to be registered as \_\_\_\_\_  
*(LLP)*

in the island of Jamaica.

Signed by \_\_\_\_\_  
*(Name of General Partner)*

Signature \_\_\_\_\_

Date signed \_\_\_\_\_  
*(DD/MM/YYYY)*

Filing Fee: \$

Certified Copy of election (optional): \$

FIRST SCHEDULE, *contd.*

LLP FORM 16



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

STATEMENT OF RESIGNATION

*(Pursuant to section 38(1) of the Partnership (Limited) Act, 2017)*

Resignation of Agent for Service of Process

1. Entity Name:

2. Entity File Number:

3. Name of Resigning Agent for Services of Process

4. Statement of Resignation

The undersigned hereby resigns as agent upon whom process may be served in Jamaica for the above-named entity.

---

---

FIRST SCHEDULE, *contd.*

5. Read and sign below. (See Instructions. Office or title not required. Do not use a computer generated signataure.)

I declare I am the person who signed this document, which execution is my act and deed.

---

Signature of Resigning Agent for Service of Process or  
Signature of Representative of Resigning Agent, if the agent for  
service of process is a corporation

FIRST SCHEDULE, *contd.*

LLLP FORM 17



PARTNERSHIP (LIMITED) ACT, 2017.

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

STATEMENT OF TERMINATION

*(Pursuant to section 75 of the Partnership (Limited) Act, 2017)*

FOR

(Name of Limited Partnership or Limited Liability Limited Partnership)

Pursuant to the provisions of section [ ] this limited partnership or limited liability limited partnership, whose certificate was filed with the [ ] on \_\_\_\_\_, hereby submits this Statement of Termination.

The Limited partnership or limited liability limited partnership has completed winding up its affairs and wishes to file a statement of termination.

Signatures of each general partner or the person appointed pursuant to [ ]:

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

Filing Fee: \$  
Certified Copy (optional) \$  
Certificate of Status (optional) \$





FIRST SCHEDULE, *contd.*

LLP FORM 19

This space is reserved for official use.



## PARTNERSHIP (LIMITED) ACT, 2017

## PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

APPLICATION FOR REINSTATEMENT OF ADMINISTRATIVELY  
DISSOLVED LIMITED PARTNERSHIP  
(Pursuant to section 83(1) of the Partnership (Limited) Act, 2017)

Filing Fee: \$

Fee for Certified Copy (optional):\$

NOTE: A PARTNERSHIP THAT HAS BEEN ADMINISTRATIVELY DISSOLVED MAY  
APPLY TO THE REGISTRAR OF COMPANIES FOR REINSTATEMENT WITHIN  
TWO YEARS AFTER THE EFFECTIVE DATE OF THE DISSOLUTION.

1. The Name and Business ID of the LLP/LLLP is:

\_\_\_\_\_  
Name (Note: This must be the exact name at the time of dissolution.)

\_\_\_\_\_  
Business ID

2. An alternative name to be used in the event that a name similar/identical to the  
above-stated name is currently in use \_\_\_\_\_

3. The effective date of its administrative dissolution: \_\_\_\_\_  
Date (DD/MM/YYYY)

4. State that the ground or grounds for administrative dissolution either did not  
exist or have been eliminated by delivering all required annual returns and  
paying all fees and penalties.

---

---

FIRST SCHEDULE, *contd.*

5. Attached hereto are ALL documents, fees, and penalties required for reinstatement:

- Annual Return
- Filing Fees
- Penalties

NOTE: THIS APPLICATION MUST BE SIGNED BY A PARTNER.

IN WITNESS WHEREOF, the undersigned have executed this Application for

Reinstatement this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

\_\_\_\_\_  
Name of Partner (Print)

\_\_\_\_\_  
Signature of Partner

FIRST SCHEDULE, *contd.*

LLP FORM 20

This space is reserved for official use.



## PARTNERSHIP (LIMITED) ACT, 2017

## PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

 DECLARATION OF REINSTATEMENT OF LIMITED PARTNERSHIP  
 (Pursuant to section 83(2) of the Partnership (Limited) Act, 2017)

Filing Fee: \$

Fee for Certified Copy (optional):\$

I hereby declare that \_\_\_\_\_, first registered on the  
 (LLP/LLLP)  
 \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ under the laws of \_\_\_\_\_  
 Country

has been reinstated as a limited partnership, having been administratively dissolved  
 on the \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ and having satisfied  
 the requirements for reinstatement as specified in section 83(1) of the Partnership  
 (Limited) Act, 2017, namely that:

- the following ground(s) for dissolution have been corrected:
- Non-payment of fees
  - Non-payment of penalties
  - Failure to file annual return(s) for the year(s) of \_\_\_\_\_

OR

- there were no existing grounds for dissolution.

Date of the original filing with the Companies Office of Jamaica: \_\_\_\_\_  
 DD/MM/YYYY

---

---

FIRST SCHEDULE, *contd.*

Effective date of reinstatement: \_\_\_\_\_  
DD/MM/YYYY

Signed for and on behalf of the Registrar of Companies by:

\_\_\_\_\_  
First Name Last Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
DD/MM/YYYY

FIRST SCHEDULE, *contd.*

LLP FORM 21



## PARTNERSHIP (LIMITED) ACT, 2017

## PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

**FOREIGN LIMITED PARTNERSHIP  
APPLICATION FOR CERTIFICATE OF AUTHORITY**  
*(Pursuant to section 87(2) of the Partnership (Limited) Act, 2017)*

A\$ filing fee and a certificate of good standing by an authorized public official of the jurisdiction of formation must accompany this form.

This Space is for Filing Use Only

**IMPORTANT**—Read instructions before completing this form.

**Entity Name**

1. Name of Foreign Limited Partnership

2. Alternative name (if the name in item 1 does not comply with the requirements of [ ]) 

3. Jurisdiction under whose laws the foreign limited partnership is organized

**Entity Addresses**

4a. Street Address of Principal Office

Parish

Country

FIRST SCHEDULE, *contd.*

|   |         |                |
|---|---------|----------------|
| 4b. Mailing Address of Principal Office   | Parish  | Country        |
| 5. Address of Office Required in the Jurisdiction of Formation, if any  |         |                |
| Parish  | Country |                |
| Date and Place of Organization  |         |                |
| 6. The foreign limited partnership was formed on _____ - _____ - _____ under the laws of Jamaica.   |         |                |
| Initial Agent for Service of Process (if the individual agent is an individual, the agent must reside in Jamaica and both items 6 and 7 must be completed. If the initial agent must have a certificate pursuant to [ ] on file and item 6 must be completed (leave item 7 blank).) |         |                |
| 7. Name of Initial Agent for Service of Process   |         |                |
| 8. If an individual, Street address of Initial Agent for Service of Process in Jamaica  |         |                |
| General Partners (Enter the names and addresses of all the general partners. Attach additional pages if necessary. Attachments, if any, are incorporated herein by this reference and made part of this document.)  |         |                |
| 9a. Name  | Address | Parish Country |
| 9b. Name  | Address | Parish Country |
| Foreign Limited Liability Limited Partnership   |         |                |
| 10. <input type="checkbox"/> Check this box if the foreign limited partnership is a foreign limited liability limited partnership.  |         |                |
| Execution (this document must be signed by at least one general partner of the foreign limited partnership. If additional signature space is necessary, the signatures maybe made on an attachment to this document.)   |         |                |
| 11. I declare I am the person who executed this instrument, which execution is my act and deed. By signing this document I affirm under penalty of perjury that the stated facts are true.  |         |                |

FIRST SCHEDULE, *contd.*

|                              |                                       |
|------------------------------|---------------------------------------|
| Signature of General Partner | Type or Print Name of General Partner |
| Approved by                  |                                       |

FIRST SCHEDULE, *contd.*

LLP FORM 22



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

NOTICE OF REVOCATION OF CERTIFICATE OF AUTHORITY  
(FOREIGN LIMITED PARTNERSHIP)  
*(Pursuant to section 91(2) of the Partnership (Limited) Act, 2017)*

To: [

Filing Fee: \$ \_\_\_\_\_ ]

I hereby execute the following articles for the purpose of revoking a foreign limited partnership's certificate of authority to transact business in Jamaica pursuant to the provisions of [ \_\_\_\_\_ ].

1. A) Name of the limited partnership:

\_\_\_\_\_

B) If different, the fictitious name which the company transacts business under in Jamaica:

\_\_\_\_\_

2. Jurisdiction of the limited partnership's formation: \_\_\_\_\_

3. Address to which service of process against the limited partnership may be mailed:

| Address | Parish | Country |
|---------|--------|---------|
| _____   | _____  | _____   |

The revocation of certificate of authority must be signed by a general partner of the limited partnership.

• Signature: \_\_\_\_\_ Dated: \_\_\_\_\_

• Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

---

---

FIRST SCHEDULE, *contd.*

- Printed Name of General Partner: \_\_\_\_\_ ]

\_\_\_\_\_  
REGISTRAR

FIRST SCHEDULE, *contd.*

LLP FORM 23

This space is reserved for official use.



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

NOTICE OF CANCELLATION OF FOREIGN LIMITED PARTNERSHIP  
*(Pursuant to section 92(5) of the Partnership (Limited) Act, 2017)*

*Filing Fee: \$*

Fee for Certified Copy (optional): \$

(Name of foreign limited partnership (LLP) or limited liability limited partnership (LLLP))

(Jamaican Business ID/ Document Number of the Foreign LLP or LLLP)

(Jurisdiction of formation)

(Date authorized to transact business in Jamaica)

This foreign limited partnership or limited liability limited partnership is no longer transacting business in Jamaica and wishes to cancel its certificate of authority pursuant to section 92(5) of the Partnership (Limited) Act, 2017.

This entity appoints the Ministry of Foreign Affairs and Foreign Trade as its agent for service of process for rights of action arising out of the transaction of business in this country.

Effective date, if other than the date of filing: \_\_\_\_\_  
*(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Ministry.)*

FIRST SCHEDULE, *contd.*

NOTE: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the records with the Ministry of Foreign Affairs and Foreign Trade.

---

Signature of Partner

---

Name (Type or Print)



FIRST SCHEDULE, *contd.*

- 6. This conversion was effective under the laws governing the "Other Organization" on:

\_\_\_\_\_

- 7. If the "Other Organization" is an out-of-state organization not registered to transact business in Jamaica the "Other Organization" lists the following street and mailing address of [ ]:

Street Address: \_\_\_\_\_

\_\_\_\_\_

Mailing Address: \_\_\_\_\_

\_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

Signature of Each General Partner listed in Certificate of Limited Partnership:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Filing Fee: \$

Certified Copy (optional) \$

Certificate of Status (optional) \$

FIRST SCHEDULE, *contd.*

LLP FORM 25

This space is reserved for official use.



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

STATEMENT OF CONVERSION

*(Pursuant to section 102(1)(b) of the Partnership (Limited) Act, 2017)*

*Filing Fee:* \$ \_\_\_\_\_

Fee for Certified Copy (optional): \$ \_\_\_\_\_

[Redacted]

Name of the converting organization: \_\_\_\_\_

Form of the converting organization (e.g. LLP/LLLP): \_\_\_\_\_

Jurisdiction of the converting organization: \_\_\_\_\_

The date of formation of the converting organization: \_\_\_\_\_  
DD/MM/YYYY

[Redacted]

Name of the converted (resulting) organization: \_\_\_\_\_

Form of the converted (resulting) organization: \_\_\_\_\_

Jurisdiction of the converting organization's governing statute: \_\_\_\_\_

The date of formation/organization of the converted organization: \_\_\_\_\_  
(DD/MM/YYYY)

The address of principal office of the converting (resulting) organization: \_\_\_\_\_

FIRST SCHEDULE, *contd.*

The date the conversion is effective under the governing statute of the converted organization:

\_\_\_\_\_

(DD/MM/YYYY)

The conversion was approved as required by the governing statute of the converted organization.

Yes

No

1. If this is a domestic entity or domestic limited liability partnership, please attach a copy of the entity's statement of qualification.
2. If this is a foreign entity please designate a registered agent in the space provided:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Optional)



\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

FIRST SCHEDULE, *contd.*

LLP FORM 26



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

LIMITED PARTNERSHIP JAMAICA ARTICLES OF MERGER  
*(Pursuant to section 106(3)(a) of the Partnership (Limited) Act, 2017)*

Pursuant to [ \_\_\_\_\_ ], the undersigned survivor of the merger executes and delivers the following Articles of Merger:

|  |
|--|
| <p>Filing Fee \$</p> <p>_____</p>                          |
| <p>A True Copy When Attested By Signature</p> <p>_____</p> |

FIRST: Constituent Organization that are Parties to the Merger:

| <u>Name</u> | <u>Form of Organization</u> | <u>Jurisdiction</u> |
|-------------|-----------------------------|---------------------|
| _____       | _____                       | _____               |
| _____       | _____                       | _____               |
| _____       | _____                       | _____               |

FIRST SCHEDULE, *contd.*

- Name, form and jurisdiction of additional constituent organizations are attached as Exhibit \_\_\_\_\_, and made a part hereof.

SECOND: Surviving Organization:

Name of surviving organization:

\_\_\_\_\_

Form of surviving organization:

\_\_\_\_\_

Jurisdiction of governing statute:

\_\_\_\_\_

THIRD: Check only if applicable:

- The surviving organization was created as a result of the merger.

FOURTH: Date the merger is effective under the governing statute of the surviving organization: \_\_\_\_\_

FIFTH: (Check only one box):

- The surviving organization is created by this merger. The organizational document that creates this surviving organization is attached; or
- The surviving organization existed before the merger. (Check only one box below)
- Amendments provided for in the plan of merger for the organizational document that created the surviving organization that are in the public record are attached; or
- The organizational documents remain unchanged.

SIXTH: The merger was approved as required by each consistent organization's governing statute.

SEVENTH: (Foreign Surviving Organization Only)

FIRST SCHEDULE, *contd.*

The surviving foreign organization is a foreign organization not authorized to transact business in this State, the street and mailing address of an office that may be used for service of process under [ ]:

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

**EIGHT:** Additional information required by the governing statute of any constituent organization is set forth in the attached Exhibit \_\_\_\_\_, and made a part of hereof.

*Must be Completed by the First Constituent Organization to the Merger*

\_\_\_\_\_  
(Name and form of participating constituent organization)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(\*Authorized signature)

\_\_\_\_\_  
(Type or print name and capacity)

\_\_\_\_\_  
(\*Authorized signature)

\_\_\_\_\_  
(Type or print name and capacity)

*Must be Completed by the Second Constituent Organization to the Merger*

\_\_\_\_\_  
(Name and form of participating constituent organization)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(\*Authorized signature)

\_\_\_\_\_  
(Type or print name and capacity)

\_\_\_\_\_  
(\*Authorized signature)

\_\_\_\_\_  
(Type or print name and capacity)

FIRST SCHEDULE, *contd.*

*Must be Completed by the Third Constituent Organization to the Merger*

\_\_\_\_\_  
(Name and form of participating constituent organization)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(\*Authorized signature)

\_\_\_\_\_  
(Type or print name and capacity)

\_\_\_\_\_  
(\*Authorized signature)

\_\_\_\_\_  
(Type or print name and capacity)

*Must be Completed by the Fourth Constituent Organization to the Merger*

\_\_\_\_\_  
(Name and form of participating constituent organization)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(\*Authorized signature)

\_\_\_\_\_  
(Type or print name and capacity)

\_\_\_\_\_  
(\*Authorized signature)

\_\_\_\_\_  
(Type or print name and capacity)

(Copy this page, and modify participant number, if more signature spaces are needed)

\*Pursuant to [ \_\_\_\_\_ ], these Articles of Merger MUST be signed as follows:

- (1) For each preexisting constituent limited partnership by all of the general partners listed in the Certificate of Limited Partnership; and
- (2) For each other preexisting constituent organization, by an authorized representative.





FIRST SCHEDULE, *contd.*

LLP FORM 27



PARTNERSHIP (LIMITED) ACT, 2017

PARTNERSHIP (LIMITED) (FORMS) REGULATIONS, 2021

STATEMENT OF MERGER FOR LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP  
*(Pursuant to section 106(3)(b) of the Partnership (Limited) Act, 2017)*

The following certificate of merger is submitted in accordance with [ ]

**FIRST:** The exact name, form/entity type and jurisdiction for each merging party are as follows:

| Name  | Jurisdiction | Form/Entity Type |
|-------|--------------|------------------|
| _____ | _____        | _____            |
| _____ | _____        | _____            |
| _____ | _____        | _____            |
| _____ | _____        | _____            |

**SECOND:** The exact name, form/entity type and jurisdiction of the surviving party are as follows:

| Name  | Jurisdiction | Form/Entity Type |
|-------|--------------|------------------|
| _____ | _____        | _____            |
| _____ | _____        | _____            |

**THIRD:** The date the merger is effective under the governing laws of the surviving party is: \_\_\_\_\_



---

---

FIRST SCHEDULE, *contd.*

|                                  |    |
|----------------------------------|----|
| Filing Fee:                      | \$ |
| Certified Copy (optional)        | \$ |
| Certificate of Status (optional) | \$ |

| Certificate and<br>Services   | SECOND SCHEDULE |                        |
|---|-----------------|------------------------|
|   | Regulation      | Fee                    |
| Conversion of partnership   | 2               | \$20,000.00            |
| Reservation of name   | 3(1)            | \$6,000.00             |
| Notice to transfer name reservation   | 3(2)            | \$4,000.00             |
| Statement of change of Certificate of Limited<br>Partnership                        | 4               | \$10,000.00            |
| Inspection of statement filed with the Registrar                                    | 6               | \$2,000.00<br>per page |
| Statement of Correction   | 8               | \$1,000.00             |
| Annual return for Limited Partnership or<br>Foreign Limited Partnership             | 9               | \$15,000.00            |
| Application for reinstatement of a statement<br>of qualification                    | 11              | \$15,000.00            |
| Certified copy of a notice of reinstatement   | 12              | \$1,000.00             |
| Request to amend a certificate of Limited<br>Partnership                            | 13              | \$10,000.00            |
| Statement for the formation of a Limited<br>Partnership without legal personality   | 15              | \$20,000.00            |
| Statement for the formation of a Limited<br>Partnership with legal personality      | 16              | \$20,000.00            |
| Statement of election to become a LLLP with<br>separate legal personality           | 18              | \$20,000.00            |
| Statement of election to become a LLLP without<br>separate legal personality        | 19              | \$20,000.00            |
| Statement of election to relinquish LLLP status                                     | 20              | \$20,000.00            |
| Statement of resignation  | 21              | \$10,000.00            |
| Statement of termination  | 22              | \$10,000.00            |
| Notice of dissolution   | 23              | \$10,000.00            |
| Application for reinstatement of administratively<br>dissolve a limited partnership | 24              | \$20,000.00            |

SECOND SCHEDULE, *contd.*

| Certificate and<br>Services  | Regulation | Fee          |
|--|------------|--------------|
| A certified copy of a declaration of<br>reinstatement of a limited partnership                         | 24(2)      | \$1,000.00   |
| Application for certificate of authority to transact<br>business in Jamaica                            | 25         | \$30,000.00  |
| A notice of cancellation of a foreign limited<br>partnership   | 27         | \$10,000.00  |
| Articles of conversion for limited partnership<br>that desires to convert to another organization      | 28(1)      | \$20,000.00  |
| A statement of conversion filed by an organization<br>that desires to convert to a limited partnership | 28(2)      | \$ 10,000.00 |
| Articles of merger of limited partnership  | 29(1)      | \$15,000.00  |
| Statement of merger of limited partnership   | 29(2)      | \$10,000.00  |

Dated this 5th day of March, 2021.

ANDREW HOLNESS,  
Minister of Economic Growth and Job Creation.