

INSTRUCTIONS FOR REGISTERING A FOREIGN PARTNERSHIP AS AN EXTRAPROVINCIAL LIMITED LIABILITY PARTNERSHIP

STEP ONE

The first step in registration is to ensure the proposed name of the extraprovincial limited liability partnership is approved by the registrar. Refer to the attached "Information on Reserving Your Corporate Name" package for instructions on how to reserve your name.

STEP TWO

Complete the Registration Statement (FORM 04 LLP), using the following instructions.

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

- Item A** Enter the full name and mailing address of the individual filing the Registration Statement. If the person filing the Registration Statement is a corporation or firm, enter the full name and mailing address of that corporation or firm.
- Item B** Enter the business name of the foreign partnership applying to be registered as an extraprovincial limited liability partnership.
- Item C** Identify the governing jurisdiction of the foreign partnership and enter its registration number.
- Item D** Complete the statement confirming the foreign partnership's status in its governing jurisdiction.
- Item E** Indicate whether or not the partnership applying to be registered as an extraprovincial limited liability partnership is currently a limited partnership in its governing jurisdiction. Also indicate if that limited partnership is registered extraprovincially in B.C. Enter the registration number issued by the registrar of companies, if applicable.
- Item F** Enter the name that is to be the business name of the extraprovincial limited liability partnership. This business name must be approved by the registrar of companies prior to filing this Registration Statement. Enter the name approval number issued by the registrar of companies.
- Item G** Indicate whether the foreign partnership is a professional partnership, and confirm that the partnership is authorized, within the meaning of section 116 of the *Partnership Act*, to register as a extraprovincial limited liability partnership. **Please ensure you contact the appropriate B.C. governing body of the professional partnership. The governing body may require the foreign partnership to meet certain prerequisites before applying for**

registration as an extraprovincial limited liability partnership.

- Item H** If the limited liability partnership has a registered office in B.C. enter the mailing and delivery address of the registered office. The delivery address must be for a location that is accessible to the public during normal business hours for the delivery of records.
- Item I** An extraprovincial limited liability partnership that **does not** have a registered office in B.C. must have an attorney(s). Each attorney must be either, 1) an individual who is resident in B.C. or, 2) a company incorporated in B.C.. If the attorney is an individual, the mailing and delivery address must be for an office in B.C. at which the individual can usually be reached during normal business hours. If the attorney is a company, the mailing and delivery address must be that company's registered office.
- Item J** If the person filing this Registration Statement is a corporation or firm, this form must be signed by an authorized signing authority for the corporation or firm.

STEP THREE

Filing Fee: \$275.00

Submit the Form 4, Registration Statement, in duplicate along with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or the equivalent in US funds.

STEP FOUR

Once the Registration Statement is filed, an acknowledgement will be sent to the registered office or attorney of the extraprovincial limited liability partnership. The registrar will also publish a notice of the registration of the foreign partnership as an extraprovincial limited liability partnership on the Queen's Printer website www.bclaws.ca

ADDITIONAL INFORMATION

For information regarding completion of your documentation, contact the Corporate Registry at **1 877 526-1526**. Corporate Registry staff **cannot** provide legal or business advice.



Telephone: 1 877 526-1526
www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

Courier Address: 200 - 940 Blanshard Street
Victoria BC V8W 3E6

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

Freedom of Information and Protection of Privacy Act (FOIPPA) - Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Partnership Act for the purposes of assessment.

SUBMIT THIS FORM IN DUPLICATE

A NAME AND MAILING ADDRESS OF THE PERSON FILING THIS REGISTRATION STATEMENT

LAST NAME FIRST NAME MIDDLE NAME

CORPORATION OR FIRM NAME

MAILING ADDRESS

PROVINCE POSTAL CODE

B BUSINESS NAME OF FOREIGN PARTNERSHIP

C GOVERNING JURISDICTION OF FOREIGN PARTNERSHIP

REGISTRATION NO. IN FOREIGN JURISDICTION

D EQUIVALENT STATUS IN FOREIGN JURISDICTION

I, _____, confirm that the foreign partnership has the status of, or a status equivalent to that of, a limited liability partnership under the laws of its governing jurisdiction.

E TYPE OF PARTNERSHIP

Is the foreign partnership a limited partnership?

Is that limited partnership registered extrajurisdictionally in BC?

YES NO

YES NO

If YES, the Registration Number is _____

F BUSINESS NAME APPROVED IN BC

NAME APPROVAL NO.

NR _____

G PROFESSIONAL PARTNERSHIPS

Indicate whether the partnership is a professional partnership:

YES NO

If YES, complete the following statement:

I, _____, being the person filing the registration statement on behalf of the professional partnership confirm that the members of that profession are expressly authorized by or under the Act by which that profession is governed in BC to carry on the practice of the profession through a limited liability partnership, and any prerequisites to that authorization that have been established under the Act have been met by the foreign partnership.

H REGISTERED OFFICE ADDRESS IN BC (if any)

MAILING ADDRESS OF THE REGISTERED OFFICE

PROVINCE POSTAL CODE

BC

DELIVERY ADDRESS OF THE REGISTERED OFFICE

PROVINCE POSTAL CODE

BC

I FULL NAME OF ATTORNEY(S) (IF ANY)

LAST NAME

FIRST NAME

MIDDLE NAME

COMPANY NAME

MAILING ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

DELIVERY ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

LAST NAME

FIRST NAME

MIDDLE NAME

COMPANY NAME

MAILING ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

DELIVERY ADDRESS OF ATTORNEY

PROVINCE

POSTAL CODE

BC

J CERTIFIED CORRECT – I have read this form and found it to be correct.

Choose **ONE** of the following:

I confirm that I have received the approval of all of the partners to file this registration statement.

I confirm that the partnership agreement authorizes the filing of this registration statement.

SIGNATURE OF PERSON FILING THIS REGISTRATION STATEMENT

DATE SIGNED

YYYY / MM / DD

X



INFORMATION ON RESERVING YOUR CORPORATE NAME

Thank you for your request on how to reserve your corporate name.

The Name Approval Request form attached allows you to make a maximum of three choices of names, in descending order of preference.

Please read the Name Approval Request Instructions carefully before making your three choices. The filing fee for this form is \$30.

You can apply for your name in the following ways:

OVER THE INTERNET:

Go to Name Requests Online at www.bcregistrynames.gov.bc.ca to submit your Name Approval Request electronically to the Name Reservation Unit for examination, at the Corporate Registry. Payment is by credit card. There is online information you can access to help you through the process. The fee to submit online is \$30 and a BC OnLine service fee of \$1.50.

Note: Should your Name Approval request be for a limited partnership, extraprovincial limited partnership, limited liability partnership, extraprovincial limited liability partnership, unlimited liability company, limited liability company, extraprovincial society, cooperative association or an extraprovincial cooperative association, phone 1 877 526-1526 for instructions before proceeding.

BY SERVICE BC CENTRE:

Visit your local Service BC Centre office. Upon payment of the specified fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for examination, at the Corporate Registry. For a location near you, go to www.servicebc.gov.bc.ca

BY ONESTOP SERVICE DELIVERY LOCATION:

Visit your local OneStop service delivery location. Upon payment of the specified fee, they can provide you with the Name Approval Request form and will submit your request to the Name Reservation Unit for examination, at the Corporate Registry. User fees may apply. For a location near you, go to www.bcbusinessregistry.ca

Note: OneStop service delivery locations are able to assist with some business start-up information. Once your business has been established, the OneStop locations are a great source for business resource materials.

BY BC ONLINE: If you have a BC OnLine account you can submit your request electronically.

BY MAIL: Submit your Name Approval Request form, with fee by cheque or money order payable to the Minister of Finance, to the Corporate Registry, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

Incorporation, registration, restoration, amalgamation, change of name or assumed name documentation cannot be processed until your corporate name has been approved and reserved.

Note: Once your name is approved, it is reserved for you for a period of 56 calendar days, except for restoration purposes where the reservation period is 1 year plus 56 calendar days.

ADDITIONAL INFORMATION

For information regarding completion of your Name Approval Request form, contact the Corporate Registry at **1 877 526-1526**. Corporate Registry staff **cannot** provide legal or business advice.

NAME APPROVAL REQUEST INSTRUCTIONS

IMPORTANT – READ CAREFULLY

RESEARCH YOUR CHOICES!

The Names Examiner searches the Corporate Register only. This register includes the names of corporations incorporated or registered extraprovincially in British Columbia. It does not include names of British Columbia firms, trademarks or corporations registered outside British Columbia. If you want to ensure your name is not used outside of British Columbia, you could also access the Trademarks database at www.strategis.ic.gc.ca, or you may wish to search other jurisdictions in Canada. Most public business and trademark registers in Canada are reflected in the NUANS database, which may be searched for a fee through private search firms.

The approval of any name is at the discretion of the Registrar. You are paying for three choices. **Do not commit to any name before it is approved.** Provide three choices for each company you wish to name, in descending order of preference. Check them out for potential conflicts through telephone listings, business directories and other publications.

Occasionally this office will reject all three of your choices. If that happens, it will be necessary for you to complete another Name Request form with three more choices and submit it to this office with another reservation fee.

GENERAL

This form is used for the approval of all corporate and business names in British Columbia.

The first step in incorporation (company, society, cooperative association, financial institution) or registration of firms (partnership, proprietorship) or extraprovincial companies, is the approval of the name through the Names Reservation Unit of the Corporate Registry.

Once your name is approved, it is reserved for you for a period of 56 calendar days. Any renewals of the reservation period will require payment of another reservation fee.

If you need assistance call our help telephone number **1 877 526-1526**.

Once your name is reserved, the next step is to submit the necessary information to incorporate a company or society, register a proprietorship, partnership or limited partnership or register a foreign entity as an extraprovincial company.

Please go to the Corporate Registry's website for information on how to incorporate or register, as well as information on other services provided by the Corporate Registry.

The website address is: www.bcreg.ca

Approval of a name by the Registrar for either a corporation or a firm does not provide a proprietary right or interest in the name under any circumstances. It is intended solely to protect the public interest by:

- preventing names of corporations which are so similar as to confuse or mislead; and
- providing a record which allows the public to determine which individuals are associated with a corporation or firm name.

A corporation or a firm name may be registered under the same name as another firm. As a result there are many duplications of firms names, however, a firm or a corporation name will **not** be accepted if it can be confused with another corporate name.

FIRM NAMES (partnership, proprietorship, limited partnerships, limited liability partnership)

Registration of a firm does not provide any protection for that name and does not mean that the name will be available if you decide to incorporate a company using this name.

Fees

The payment of fees in advance is a mandatory requirement of doing all business with the Corporate Registry office. The fee to submit a Name Request to the Corporate Registry **by mail** is \$30.00

Applicants are urged to consult the current **Fee Schedule**. Payment of the wrong amount is a common cause for the rejection of name requests. Cheques and money orders are to be made payable to the Minister of Finance.

PRIORITY SERVICE

Names are processed in the order of time of receipt. Upon request and on payment of an additional fee, an application will be processed in priority to others, normally within 24 hours of receipt.

PROCESS

This form allows you to make a maximum of three choices, **in order of preference**, for each name approval. If you wish to have more than one name approved, you must complete an additional form and pay another fee. Your first choice for a name may be approved, if available, and held for a period of **56 calendar days**. Any renewals of the reservation period will require payment of another reservation fee. **Your 2nd and 3rd choices are not examined unless the initial choice of name is not available.** Regardless of whether your three choices are all examined or not, the full fee is charged.

A name approval request may be made on this form, or in writing with the same information as is required on this form.

You can apply for your name in the following ways:

OVER THE INTERNET: Go to Name Requests Online at www.bcregistrynames.gov.bc.ca to submit your Name Request electronically, for examination by the Names Reservation Unit at the Corporate Registry. Payment is by credit card. There is online information you can access to help you through the process. The fee to submit online is \$30 and a BC OnLine service fee of \$1.50.

BY SERVICE BC CENTRE: Visit any Service BC Centre who will transmit the request to the Registrar. For locations go to www.servicebc.gov.bc.ca.

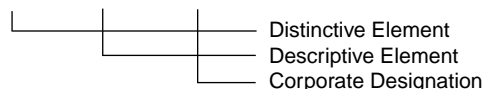
BY ONESTOP SERVICE DELIVERY LOCATION: Visit your local OneStop service delivery location. They will transmit the request to the Registries. User fees may apply. For locations go to www.bcbusinessregistry.ca.

BY MAIL: Names Reservation Unit, Corporate Registry
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

NAME COMPONENTS

In assessing names, the Registrar's staff analyze them according to their constituent components. The form of name acceptable in principle consists of a distinctive element, followed by a descriptive element and ending with a corporate designation (if applicable).

e.g. ABC Manufacturing Ltd.



DISTINCTIVE ELEMENT

The distinctive element serves to differentiate names having identical or similar descriptive elements, and for that reason, is the **most important** element to be examined in the name.

Names such as "Tire Shop Ltd." and "Shoe Store Ltd." lack an appropriate distinctive element and would be rejected for that reason.

They would be acceptable, if prefixed with an additional distinctive element (e.g. coined word, geographical location or personal name) that would distinguish them from all the other tire shops and shoe stores.

e.g. **Vancouver Tire Shop Ltd.** **Sandell's Shoe Store Ltd.**

Coined and made-up words are acceptable distinctive elements, provided they do not conflict with others already registered.

e.g. **Intertex Enterprises Ltd.** **Fabuform Diet Centre Ltd.**

A uniquely coined word, used in addition to a geographical location (e.g. Altrex Canada Ltd.), is normally considered sufficiently distinctive by itself that a descriptive element is not usually required.

DESCRIPTIVE ELEMENT

The descriptive element is useful in describing the nature of the business as well as expanding the options available. It allows for use of identical or similar distinctive elements, which might be desirable in developing a particular presence in the marketplace.

e.g. Victoria **Brake Shop** Ltd. Victoria **Stationery** Ltd.

CORPORATE DESIGNATION

A company **must have as part of and at the end of its name**, the corporate designation, "Limited", "Limitee", "Incorporated", "Incorporee" or "Corporation".

For all purposes, using the abbreviations of these words (e.g. "Ltd.", "Ltee.", "Inc." or "Corp.") is acceptable.

Extrajurisdictional companies that are Limited Liability Companies may have "Limited Liability Company" or "LLC" at the end of their name.

The corporate designation is **not** applicable to a firm name, society or cooperative name.

Firm names for partnerships and proprietorships **cannot** use "Ltd.", "Inc." or "Corp." in their names, but they may use "Company" or "Co."

Firm names for limited partnerships **must** use "Limited Partnership" at the end of the name.

Firm names for limited liability partnerships **must** use "Limited Liability Partnership" or "LLP." at the end of the name.

Societies should have the designation "Society" or "Association" as the last word in their name. Companies are precluded from the use of these words in their names.

Cooperatives should use the word "Cooperative" in their name and may also use "Association", "Society", "Union" and "Exchange".

SINGLE WORD NAMES

Single word names (such as International Limited) are normally not sufficiently distinct from other names containing the same word and generally will not be approved.

An exception may be allowed if the proposed, single-word name contains a coined word that has been trademarked and evidence of the trademark is presented with the name request. Each case will be determined on its merits.

Obvious contractions of common words (e.g. Petrochem, being a contraction of petroleum and chemical) are not considered to be coined words for the purposes of single-word names.

NUMBER NAMES

Numerals may be used in company names as the distinctive element. A year may be used in a name provided that it is the year of incorporation, amalgamation, change of name, or registration.

e.g. 123456 Enterprises Ltd. Pacific Enterprises (1997) Ltd.

The incorporation number may be used as the name of a British Columbia company. The accepted format is "345678 B.C. Ltd."

A name reservation or fee is not required for B.C. companies using just their incorporation number. The name will be given according to the next available number at the time of incorporation.

Numbered companies from other jurisdictions, continuing into British Columbia and wishing to retain their numbered names, will be required to conform with the name requirements of this province.

PERSONAL NAMES

In most cases, a natural person's full name will be considered to be sufficiently distinctive and therefore acceptable.

e.g. Bill Brown Ltd. John Smith Inc.

Two surnames, or initials with a surname, are normally accepted.

e.g. Brown, Green Inc. J.R. Black Corp.

WELL KNOWN NAMES

Names, which include well known trade names and trademarks, will not be allowed without the advance written consent of the holder.

e.g. Exxon, Xerox, Coke

EXTRAJURISDICTIONAL NAMES

Special consideration will be given to established extrajurisdictional companies applying for registration in the province, provided there is not a direct conflict in names.

SPECIAL CHARACTERS

The use of special characters (such as % or *) should be avoided in corporate and business names.

Some special characters may not be recognized by computer, will not print accurately and may not be allowed.

The "¢" symbol will not be approved in a name under any circumstances.

NO SUGGESTION OF GOVERNMENT CONNECTION

The word "government" (in either its English or French form) will not be allowed. Other words which might imply connection with, or endorsement by, any government require written consent of that government. Examples of other words which imply government connection are "ministry", "bureau", "secretariat", "commission" and "certified".

The use of "British Columbia" or "BC" as the distinctive element in any name is considered to imply connection with the Government of the Province of British Columbia. Use will be accepted only on the written consent of that government, usually obtained from the Protocol Office, Intergovernmental Relations Secretariat, after the name has been approved by the Registrar.

Use of the words "British Columbia" and "BC" will be accepted without consent, if they are placed at the end of a name and before the corporate designation.

e.g. Pacific Warehouse Storage BC Ltd.

NO SUGGESTION OF CONNECTION WITH CROWN OR ROYAL FAMILY

A name which suggests or implies a connection with the Crown, any living member of the Royal family, or endorsement by the Crown or Royal family will not be accepted without the written consent from the appropriate authority after the name has been approved by the Registrar.

e.g. Prince Charles Tea Room Ltd.

This does not apply to references in a name to geographical locations such as Prince George, Prince Rupert and references to New Westminster as the Royal City.

The use of the words "Crown" or "Royal" in combination with another word(s) that does not imply connection with the Crown or Royal family may be allowed.

e.g. Triple Crown Painting Ltd. Royal Star Holdings Ltd.

OBJECTIONABLE NAMES

Names that are considered to be objectionable on public grounds will not be accepted.

A name will not be approved if it includes a vulgar expression, obscene word or connotation, racial, physical or sexual slur.

The use of names of public figures will not be accepted without the advance written consent of the person named.

GUIDELINES

This abbreviated information is provided for convenience only. Corporate and business law is complicated, and there can be no substitute for sound professional advice. The Corporate Registry cannot accept responsibility for any errors or omissions in this information.

HELP IS AVAILABLE

For assistance or further information, please call 1 877 526-1526.



NAME APPROVAL NUMBER

NR

Important: Use this number on all documents and in the electronic submission of documents.

Telephone: 1 877 526-1526 www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt Victoria BC V8W 9V3

Courier Address: 200 - 940 Blanshard Street Victoria BC V8W 3E6

INSTRUCTIONS:

- Please retain a copy for your records. If the request is mailed, the Name Reservation section will notify you by letter or email once your request is completed. Please type or print clearly. SHADED AREAS ARE FOR OFFICE USE ONLY.

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Business Corporations Act, Cooperative Association Act, Partnership Act or Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registry Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

PRIORITY REQUEST - Additional fee required. YES - This is a priority request and I have enclosed an additional fee for this service. Includes fields for Routing Slip No., Debit BCOL Account No., Folio No., Deposit Account Transaction No., Govt. Agent Transaction Date, Date Received, Govt. Agent Transaction No., and Govt. Agent Amount Collected.

APPLICANT SURNAME FIRST NAME AND INITIALS

ADDRESS

CITY PROVINCE POSTAL CODE

APPLICANT PHONE NO. COMPLETE THIS SECTION FOR RESULTS BY EMAIL CONTACT PERSON NAME EMAIL ADDRESS

Indicate what the name request is for: (In order for this request to be completed, one box must be (✓) ticked) CORPORATION (INCLUDES A FOREIGN ENTITY) PROPRIETORSHIP/PARTNERSHIP SOCIETY FINANCIAL INSTITUTION COOPERATIVE ASSOCIATION

Is this request for a foreign entity organized or incorporated in another province or country? YES NO IF YES, ENTER THE JURISDICTION NATURE OF BUSINESS

ADDITIONAL INFORMATION (Example: Limited Liability Company)

Name Request (first choice) PLEASE TYPE OR PRINT CLEARLY

Name Request (second choice) PLEASE TYPE OR PRINT CLEARLY

Name Request (third choice) PLEASE TYPE OR PRINT CLEARLY