

Info sheet >>>

STEP-BY-STEP INCORPORATION GUIDE

What you need to know to form a business.

LIMITED PARTNERSHIP

This resource will help entrepreneurs understand the steps required to legally incorporate and operate in New York State. Not all business structures that are available under the New York Business Corporations Law are included; only the most common ones are within our Step-By-Step Incorporation Guide Info sheets.

LIMITED PARTNERSHIP DEFINED

A form of partnership where only the general partner is personally liable for all the partnership debts. Limited partners are liable only up to capital they invested in the partnership.

GENERAL PARTNERSHIP

- All partners are jointly and severally liable for partnerships debts
- Publication not required
- Ownership is divided among partners or as written in Partnership Agreement (PA)
 - Existence ends with death of partner or per terms of PA

LIMITED PARTNERSHIP

- Limited partners are liable only up to capital they invested in the partnership
- General partner is personally liable for all partnership debts
- Certificate of Publication is required
- Ownership is the same as General Partnerships, *except:*
 - General partners have more control than limited partners

STEP-BY-STEP >>>

1.

Verify availability of and secure a business name.

- This can be done through a free search here: https://www.dos.ny.gov/corps/bus_entity_search.html

2.

Execute Limited Partnership Agreement

- The agreement sets out the responsibilities of each partner, and the procedural rules for partnership governance.
- Limited Partnership Agreement templates can be found online or with your local small business development center.

DISCLAIMER: This info sheet is not intended to provide legal advice and is not a substitute for advice from an attorney, nor does it give rise to an attorney-client relationship. It should be used for educational and informational purposes only. The Rural Law Initiative makes every effort to provide complete and up-to-date legal information. However, legal advice must be tailored to your specific circumstances and laws are always changing. Accordingly, we make no warranties about the accuracy of the information contained herein, and disclaim liability for damages resulting from reliance on these materials.

STEP-BY-STEP continued>>>**3.****File Certificate of Limited Partnership**

- **Filing Fees: \$200**
- To be filed with the New York State Department of State:
<https://www.dos.ny.gov/forms/corporations/1391-f.pdf>.

4.**File a Certificate of Publication**

- **Filing Fees: \$50**
- A list of acceptable publications can be found on your county clerk's website.
- Publication must be done in one weekly circulated newspaper and one daily circulated newspaper.

5.**Obtain an Employer Identification Number (EIN)**

- Must file **Form SS-4** found here <https://www.irs.gov/pub/irs-pdf/fss4.pdf>, or complete the **online application** found here <https://www.irs.gov/businesses/small-businesses-self-employed/apply-for-an-employer-identification-number-ein-online>.

An important note >>>

An EIN is required if hiring employees, opening a business bank account and making purchases on behalf of the business.

6.**Obtain professional licenses (if applicable).**

- Helpful links to identify possible licenses or permits: <http://www.nys-permits.org/>

7.**If you have employees, register for Unemployment Insurance Tax and Employee Withholding Tax**

- <https://labor.ny.gov/ui/employer.shtm>

8.**If you are selling taxable goods or services, you will need to obtain a Certificate of Authority**

- To find proper form visit: https://www.tax.ny.gov/bus/multi/register_license.htm.

9.**Obtain other relevant insurance: Worker's Compensation, General Liability, etc.**

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