



State of Hawaii
Department of Commerce and Consumer Affairs
Business Registration Division
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INFORMATION FOR FOREIGN LIMITED PARTNERSHIPS

Chapter [425E](#), Hawaii Revised Statutes

NOTE: The term “limited partnership” includes “limited liability limited partnership.”

Registered Agent

Each domestic limited partnership or foreign limited partnership shall continuously maintain in this State a registered agent, who shall have a business address in this State. The registered agent shall be either an individual residing in this State or a domestic or foreign entity authorized to transact business in this State. Refer to Section [425E-114](#), HRS, for more information.

A domestic limited partnership or foreign limited partnership may change its registered agent by delivering to the department director for filing a statement of change setting forth the particulars required by this section. Refer to Section [425E-115](#), HRS, for more information.

Any registered agent in this State appointed by a domestic limited partnership or foreign limited partnership may change its registered agent's name, business address, or its type or jurisdiction of organization by signing and delivering to the department director for filing a statement of change. Refer to Section [425E-115](#), HRS, for more information.

Any registered agent in this State appointed by a domestic limited partnership or foreign limited partnership may resign as the registered agent by signing and delivering a statement of resignation to the department director for filing. The registered agent shall promptly furnish the represented entity notice in a record of the date on which a statement of resignation was filed. The statement of resignation takes effect on the earlier of the thirty-first day after the day on which it is filed or the appointment of a new registered agent for the represented entity. Refer to Sections [425E-116](#) and [425R-10](#), HRS, for more information.

Name Change

Whenever the name of a foreign limited partnership authorized to transact business in this State is changed in its state or country of organization, a Certificate of Change of Foreign Limited Registration, certified and signed by a general partner shall be promptly filed. A fee of \$10.00 shall accompany the filing of the certificate.

If a foreign limited partnership whose name does not comply with sections 425E-108(d) and (e) may not obtain a certificate of authority until it adopts, for the purpose of transacting business in this State, an alternate name that complies with section 425E-108, by filing a copy of a certificate of registration of a trade name with the director. After obtaining a certificate of authority with an alternate name, a foreign limited partnership shall transact business in this State under that name unless the foreign limited partnership is authorized to transact business in this State under another name. If a foreign limited partnership authorized to transact business in this State changes its name to one that does not comply with sections 425E-108(d) and (e), it shall not thereafter transact business in this State until it complies with subsection (a). Refer to Sections [425E-905](#) and [425E-908](#), HRS, for more information.

Change forms are available online at <https://hbe.ehawaii.gov/BizEx/manage.eb>.

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Mergers

If a foreign entity authorized to transact business in this State shall be a party to a statutory merger permitted by the laws of the state or country under the laws of which it is organized, the surviving entity shall, within sixty days after the merger becomes effective, file with the department director a certificate evidencing the merger, duly authenticated by the proper officer of the state or country under the laws of which the statutory merger was effectuated. A fee of \$25.00 shall accompany the filing of the certificate. If a certificate is in a foreign language, it shall be accompanied by a translation under oath of the translator. Refer to Section [425E-1114](#), HRS, for more information.

Withdrawal

A foreign limited partnership may withdraw from this State by filing an application for a certificate of withdrawal online on <https://hbe.ehawaii.gov/BizEx/manage.eb> Refer to Section [425E-907](#), HRS, for more information.

Annual Statement

For each limited partnership whose date of registration in this State falls between:

- (1) January 1 and March 31, an annual statement shall be filed on or before March 31 of each year and shall reflect the state of the limited partnership's affairs as of January 1 of the year when filed;
- (2) April 1 and June 30, an annual statement shall be filed on or before June 30 of each year and shall reflect the state of the limited partnership's affairs as of April 1 of the year when filed;
- (3) July 1 and September 30, an annual statement shall be filed on or before September 30 of each year and shall reflect the state of the limited partnership's affairs as of July 1 of the year when filed; and
- (4) October 1 and December 31, an annual statement shall be filed on or before December 31 of each year and shall reflect the state of the limited partnership's affairs as of October 1 of the year when filed;

provided that if a limited partnership is registered in the same year in which the annual statement is due, the limited partnership shall not be required to file an annual statement for that year. Thereafter, the limited partnership shall comply with the requirements of Section [425E-210](#), HRS.

If you would like to receive reminders about filing your Annual Statement, the Division offers the following:

- Annual statements filed [online](#) can receive free email reminders the following year.
- Anyone can sign up for email reminders through the "[MyBusiness Notifications](#)" page on Hawaii Business Express. There is a \$2.50 fee per year per business to subscribe.
- Initial business filings filed online through [Hawaii Business Express](#) can receive free email reminders when the annual report/statement is due the following year.

To check on the status of a business entity, enter the business name in our [Business Name Search](#), then click on "Search." The filing quarters are as follows: First quarter is January – March; Second quarter is April – June; Third quarter is July – September; Fourth quarter is October – December.

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Filing Fees

Foreign Limited Partnership Annual Statement: \$5.00

Online filing fee for Foreign Limited Partnership Annual Statement: \$5.00

Foreign Limited Liability Limited Partnership Annual Statement: \$5.00

Online filing fee for Foreign Limited Liability Limited Partnership Annual Statement: \$5.00

If you are delinquent in filing your annual statements(s), you can submit your filing [online](#) and a \$10.00 late fee will be assessed per year delinquent.

If the annual statement is not filed for a period of two years, the certificate of authority of a foreign limited partnership may be administratively cancelled by the director pursuant to Section [425E-906](#), HRS.

For any questions, call (808) 586-2727 or email breg@dcca.hawaii.gov

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE BUSINESS REGISTRATION DIVISION SECRETARY AT (808) 586-2744 TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION 92F-11, HRS)