

Website: www.nvsos.gov

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Instructions for Formation -Limited-Liability Limited Partnership

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.

TYPE or PRINT the following information and submit the filing with Customer Order Instruction Form and payment:

Please select the entity type at the top of the form that is being created and follow the instructions below applicable to the filing.

1. NAME BEING REGISTERED IN NEVADA: The name must contain the words "Limited-Liability Limited Partnership," or abbreviation "LLLP" or "L.L.L.P."

Domestic NRS 87A entities: The name may contain the name of any partner.

Domestic NRS 88 entities: May not contain the name of a limited partner unless:

- 1) It is also the name of a general partner or the corporate name of a corporate general partner; or
- 2) The business of the limited partnership had been carried on under that name before the admission of that limited partner.

(Must be filed as a domestic Limited Partnership prior to filing as a domestic Limited-Liability Limited Partnership)

The name must be distinguishable from the names of all other artificial persons formed, organized, registered or qualified pursuant to the provisions of this title that are on file in the Office of the Secretary of State. If it appears from the name and/or purpose of the entity being formed that it is to be regulated by the Financial Institutions Division, Insurance Division, State Board of Professional Engineers and Land Surveyors, State Board of Accountancy or Real Estate Division, the application will need to be approved by the regulating agency before it is filed with the Office of the Nevada Secretary of State.

- 2. FOREIGN ENTITY NAME: Foreign entities NRS 87A and NRS 88.575: The name entered in item one should agree with the name of the limited-liability limited partnership as it appears on the partnership agreement, or as later amended and of record in the home state.
- 3. NAME OF NEVADA LIMITED PARTNERSHIP REGISTERING TO BECOME THE LIMITED-LIABILITY LIMITED PARTNERSHIP: The name must contain the words: Limited-Liability Limited Partnership," or abbreviation "LLLP" or "L.L.L.P."
- **4. REGISTERED AGENT:** Persons wishing to incorporate in the State of Nevada must designate a registered agent who resides or is located in this state. Every registered agent must have a street address in this state for service of process, and may have a separate Nevada mailing address such as a post office box, which may be different from the street address. Registered Agent must sign certificate of acceptance within section 2. If the registered agent is unable to sign the Articles of Formation, submit a separate signed Registered Agent Acceptance form.
- **5. JURISDICTION OF FORMATION (foreign entities only):** The name and date of the jurisdiction of its formation or the governmental acts or other instrument of authority by which the partnership was created.
- **6. STREET ADDRESS OF PRINCIPAL OFFICE:** (NRS 87A FOREIGN AND NRS 88.575 ONLY) The address of the office required to be maintained in the state or jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the foreign limited partnership.
- **7. EFFECTIVE DATE AND TIME:** This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
 - 8. NRS 87A AND NRS 88: Statement required by NRS.
 - **9. OTHER MATTERS:** Any other matters may be added but may not vary or otherwise affect the provisions specified in subsection 2 of NRS 87A.190 in a manner inconsistent with that section. NRS 88: Any other matters the organizers determine to include.
- 10. NAME AND BUSINESS ADDRESS OF EACH ORGANIZER (NRS 87A AND 88 DOMESTIC): If more than one organizer an additional page may be attached.
 - 11. GENERAL PARTNERS: (Attach additional page if there are more than two general partners)

NRS 87A and NRS 88: NRS 88: Name and business address of the Initial General Partners. Foreign entities NRS 87A & NRS 88.575: Name and business address of each general partner.

12. SIGNATURES: Must be signed by:

NRS 87A and NRS 88 (Domestic) Each organizer must sign. NRS 87A and NRS 88 (Foreign) Each general partner making statement must sign. Form will be returned if unsigned.



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ABOVE SPACE IS FOR OFFICE USE ONLY

Formation - Limited-Liability Limited Partnership

	<u> Partner</u>	<u>Snip</u>	
Limited Pa	- Registration of Foreign Limited-Liability Limited	NRS 88 -Certificate of Registration of Limited-Liabilit Limited Partnership NRS 88.575 - Registration of Foreign Limited-Liability Limited Partnership	
YPE OR PRINT - USE DARK INK	CONLY - DO NOT HIGHLIGHT		
1. Name Being Registered in Nevada: (See instructions) 2. Foreign Entity			
Name: (Name in home jurisdiction)			
3. Name of the Nevada Limited Partnership registering to become the Limited-Liability Limited Partnership:			
4. Registered Agent for Service of Process*: (Check only one box)		Noncommercial Registered Office or Position with ent (name and address below) Position with Entity Nevada	Entity low)
	Street Address Mailing Address (if different from street address)	City Zip Code Nevada City Zip Code	;
4a. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered	Agent for the above named Entity. If the registered agent is submit a separate signed Registered Agent Acceptance for	
5. Jurisdiction of Formation: (Foreign entities only)	5a. Jurisdiction of formation:	5b. Date formed:	
6. Street Address of Principal Office:	Address Country:	City State Zip/Postal	Code
7. Effective date and time: (NRS 87A and 87A foreign - optional)	•	Time:	
8. NRS 87A and NRS 88:		d by the vote necessary to amend the partnership thereafter will be a registered limited-liability limi partnership.	-



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<u>Formation - Limited-</u> <u>Liability Limited Partnership</u>

Continued, Page 2

9. Other Matters:		Mark box to indicate any other Information must be included			ificate	of Limite	ed Partnership.
10. Name and Business Address of Each Organizer: (Attach additional page if needed)		Name Business Address		Dity	Countr	State	Zip/Postal Code
11. General Partners: NRS 87A and NRS 88 - Initial General Partners name and business address NRS 87A & NRS 88 Foreign entities- Name and business address of each General Partner (Attach additional page if more than 2, see instructions)	2)	Name Street Address		City	Cour	State	Zip/Postal Code Zip/Postal Code
12. Name and Signature of each Organizer(s)/General Partner/Authorized	Pr ca	oreign Limited-Liability Limited rocess resigns and is not replace innot be found or served with expreby appointed as the Agent fo	ed or the ag	ent's authority has be asonable diligence, th	en rev	oked or	the agent
Signer(s): NRS 87A and NRS 88 - Signature of each Organizer NRS 87A & NRS 88 Foreign entities- Signature of General Partner making the statement. (Attach additional page if more than 2, see instructions)	co fel St	I declare, to the best of montained herein is correct and actiony to knowingly offer any false ate. I hereby declare and affire the above-named Foreign Limit oplication for registration is my actions.	y knowledge cknowledge e or forged in m under the ted-Liability I	e under penalty of per that pursuant to NRS estrument for filing in t penalties of perjury th imited Partnership ar	239.33 he Off nat I ar nd that	30, it is ice of th n a Ger t the exe	a category C ne Secretary of neral Partner ecution of this
AN INITIAL		IST OF OFFICERS	MUST	ACCOMPAN'	Y TI	HIS F	ILING
	Ple	ease include any required or o	ptional info	rmation in space be	low:		

(attach additional page(s) if necessary)

Page 2 of 2



FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Initial List and State Business License Application

Initial List of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

initial List of Officers, Managers, Members, General Farthers, Managing Farthers, or Trustees.
NAME OF ENTITY
TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT
IMPORTANT: Read instructions before completing and returning this form.
Please indicate the entity type (check only one):
☐ Corporation
This corporation is publicly traded, the Central Index Key number is:
Nonprofit Corporation (see nonprofit sections below)
Limited-Liability Company
Limited Partnership
Limited-Liability Partnership
Limited-Liability Limited Partnership (If formed at the same time as the Limited Partnership)
Business Trust
Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers, may be listed on a supplemental page.
CHECK ONLY IF APPLICABLE Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.
001 - Governmental Entity
006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number
For nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designation are required to maintain a state business license, he fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by checking box below.
Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee. Exemption code 002
For nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' association or Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are excluded from the requirement to obtain a state business icense. Please indicate below if this entity falls under one of these categories by marking the appropriate box. If the entity does not fall under either of hese categories please submit \$200.00 for the state business license.
Unit-owners' Association Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c)
For nonprofit entities formed under NRS Chapter 82 and 80: <u>Charitable Solicitation Information - check applicable box</u> Does the Organization intend to solicit charitable or tax deductible contributions?
No – no additional form is required
Yes – the "Charitable Solicitation Registration Statement" is required.
The Organization claims exemption pursuant to NRS 82A.210 - the "Exemption From Charitable Solicitation Registration Statement" is required
** Failure to include the required statement form will result in rejection of the filing and could result in late fees.**



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Initial List and State Business License Application - Continued

CORPORATION, INDICATE THE PRESIDENT, OR EQUIVA	ALENT OF: Title:	
<u></u> ,		
Name		Country
		, , , , , , , , , , , , , , , , , , ,
Address	City	State Zip/Postal Code
CORPORATION, INDICATE THE SECRETARY, OR EQUIVA	ALENT OF: Title:	
Name		Country
Address	City	State Zip/Postal Code
CORPORATION, INDICATE THE $\underline{TREASURER}$, OR EQUIV.	ALENT OF: Title:	
Name		Country
		Otata 7in/Daatal Oada
Address	City	State Zip/Postal Code
CORPORATION, INDICATE THE <u>DIRECTOR</u> :		
Name		Country
Address	City	State Zip/Postal Code
None of the officers or directors identified in the list of officer the identity of any person or persons exercising the power or conduct.		
I declare, to the best of my knowledge under penalty of perjur acknowledge that pursuant to NRS 239.330, it is a category C in the Office of the Secretary of State.		
Χ		
Signature of Officer, Manager, Managing Member, General Partner, Managing Partner,	Title	Date

Trustee, Member, Owner of Business, Partner or Authorized Signer FORM WILL BE RETURNED IF

UNSIGNED.



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Registered Agent Acceptance/Statement of Change

(PURSUANT TO NRS 77.310, 77.340, 77.350, 77.380)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of represented entity:				
•	Tamb en spressmen en my.				
	Entity or Nevada Business Identification Num (for entities currently on file)	ber (NVID):			
2. Registered Agent Acceptance:	Registered Agent Acceptance				
3. Information Being Changed:	Statement of Change takes the following effect: (select only one) Appoints New Agent (complete section 5) Update Represented Entity Acting as Registered Agent (complete sections 5)				
	☐ Update Registered Agent Name (c		,		
	☐ Update Registered Agent Address	(complete sections 4 & 5)			
4. Registered Agent Information Before the Change: (Non-	Name of Registered Agent OR Title of Office or Posit	ion with Entity			
commercial registered			Nevada		
agents ONLY)	Street Address	City	Zip Code Nevada		
	Mailing Address (if different from street address)	City	Zip Code		
5. Newly Appointed Registered Agent or Registered			ce or Position with Entity (title position and address below)		
Agent Information After the Change:	Name of Registered Agent OR Title of Office or Position	on within Entity	Nevada		
	Street Address	City	Zip Code Nevada		
	Mailing Address (if different from street address)	City	Zip Code		
6. Electronic Notification: (Optional)	Email address for electronic notifications for "Non-Comm	ercial" or "Office or Positions with E	intity" registered agents only:		
7. Certificate of Acceptance of Appointment of Registered Agent: (Required)	I hereby accept appointment as Registered A				
	Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date				
8. Signature of Represented Entity: (Required)	XAuthorized Signature On Behalf of the Entity		Date		

FEE: \$60.00



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SUBMIT THIS COMPLETED FORM WITH YOUR FILING

Customer Order Instructions

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing Service Requested: Regular 24-Hour Expedite (additional fee included)					
Name of Entity:					Date:
Return to:					
Contact Name:			Phoi	ne:	
Return Delivery	/: (email or fax optio	ns do not receive a co	py via mail; mus	st be ordered sep	arately)
Email to:				Fax to:	
☐ Hold for Pick	Up Mail to	Address Above	FedEx	:: Acct #	
Other: (explain	below)				
Order Description	n' (include items bei	ng ordered and fee bro	eakdown)*		
Order Becompare	TT. (Inolado Romo por	ng ordorod and loo bro	oukuowii,		
	d at the time of filing is	inal paperwork. The f s at no charge. Each a ch certification).		Total Amou	nt:
Method of Paym	ent:				
Check/Money	/ Order	edit Card (attach ePa	yment checklist)	Trust Ac	count:
Use balance	remaining in job	#			



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SUBMIT THIS COMPLETED FORM WITH YOUR FILING

1 or 2-Hour Expedite Customer Order Instructions

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Process Service Red	•		?-Hour Expe	edite 00 fee included)		our Expedite tional \$1000.00 fee included)
Name of Entity:						Date:
Return to:						
Contact Name:				Pho	one:	
Return Delivery	/ :					
Email to:					Fax to:	
☐ Hold for Pick	Up 🔲 N	Mail to Ac	ldress Abov	e 🗌 FedE	x: Acct #	
Other: (explain	below)					
Order Description						
*PLEASE NOTE: this stamped copy ordered copy is \$2.00 per page	d at the time o	of filing is at	no charge. Ead		Total Amou	unt:
Method of Paym	_	_			_	
Check/Money	y Order	Credit	Card (attach e	Payment checklist)	☐ Trust A	ccount:
Use balance	remaining	in job #				



FRANCISCO V. AGUILAR Secretary of State 401 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

24-hour, 2-hour and 1-hour Expedite Service Guidelines

IMPORTANT: To ensure expedited service, please mark "Expedite" in a conspicuous place at the top of the service request. Please indicate method of delivery.

24-HOUR EXPEDITE SERVICE

The Secretary of State offers a 24-hour expedite service on most filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Check the 24-hour expedite box on your customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 24-hour expedited service, include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling ranges from \$25.00 to \$125.00. Please consult our fee schedules for the appropriate 24-hour expedite fee. If you require assistance, please contact this office.

Time Constraints: Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form.

2-HOUR EXPEDITE SERVICE

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional \$500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-HOUR EXPEDITE SERVICE

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional \$1000.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-Hour and 2-Hour Time Constraints: Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgment (e-mail) or to provide a correct e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in complete filling condition.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.



FRANCISCO V. AGUILAR **Secretary of State 401 North Carson Street** Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

ePayment Checklist

All major credit cards are accepted. For security purposes, please do NOT email this

authorization form. Email is NOT a secure form of transmittal to protect you	
Processing Requested:	
Regular 24-HOUR Expedite 4-HOUR Expe	edite (Apostille only)
2-HOUR Expedite 1-HOUR Expedite Same Day (Do	omestic Partnership only)
Order Information (required)	
Entity Name/Order Reference:	
Cardholder Name (as shown on credit card):	
Billing Street Address:	
City: State: Zip: _	
Contact Phone Number:	_
Last 4 Digits of Credit Card:Card Type: VISA Maste	rCard Amex Discove
Authorized to Charge:	
By signing this form, I understand that there will be a non-refundable crefee of 2.5% added to the total amount of the transaction. I understand if I card processing fee, I can either mail a check, or pay in person by cas certify that I am the cardholder and responsible for this payment in acco cardholder agreement. I further understand that I am responsible for a incurred if the credit card company denies my credit card payment.	I do not wish to pay the credi sh, check, or money order. ordance with the issuing banl
Authorized Signature	
XDate:	<u>:</u>
CREDIT CARD INFO: Your payment cannot be processed unless a	all fields are completed!
	All 3 fields MUST
2 Expiration Date:	be completed!
*3-digit number found on the far right of the backside of VISA, MasterCard and Discover cards 4-digit number found on the front right side of American Express card.	This section will be destroyed after the payment is processed.

Form: 230105 rev: 8/1/2023



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Commercial Recordings Copies and Certification Services Fee Schedule

The following is a list of copies and certification services and the associated fees for Commercial Recording and apostille/certification services. Fees are per document unless otherwise noted.

SERVICE REQUESTED:

Copies	\$2.00 per page
Certification of Document	\$30.00
Search	\$50.00
Certificate of Existence (evidence of good standing – short form)	\$50.00
Certificate of Existence (listing amendments – long form)	\$50.00
Ceremonial Certificate of Good Standing	\$100.00
Certificate Evidencing Name Change	\$50.00
Certificate of Fact of Merger	\$50.00
Certificate of Default	\$50.00
Certificate of Revocation	\$50.00
Certificate of Dissolution	\$50.00
Certificate of Withdrawal	\$50.00
Certificate of Cancellation	\$50.00
Certificate of Non-Existence	\$50.00
Miscellaneous Certificates	\$50.00
Apostille (Hague Treaty Nations)/Certification (Non-Hague Treaty Nations)	\$20.00
Corporate Charter	\$50.00
Ceremonial Charter	\$100.00

EXPEDITE SERVICE:

Expedite service is available for copies, certificate and certification services. Fees for expedite service are in addition to the fees as listed above.

24 Hour Expedite Service: Order may be picked up or mailed out within 24-hours.

Apostille	\$75.00
Copies: Per entity name	\$125.00
Certificates: Per entity name and certificate type	\$125.00
Search: Expedite fee on search only; additional expedite fee required for copies	\$125.00

2-Hour Expedite Service: Order may be picked up or mailed within 2-hours.

1 or more certificates (per entity name and certificate type)	\$500.00
1 or more copies (per entity name)	\$500.00

1-Hour Expedite Service: Order may be picked up or mailed within 1-hour.

1 or more certificates (per entity name and certificate type)	\$1000.00
1 or more copies (per entity name)	\$1000.00

BASIC INSTRUCTIONS:

- 1. All orders may be submitted via mail to the above address with all fees enclosed. Payment by VISA, Mastercard, Discover or American Express are accepted.
- 2. Orders can be emailed back on most occasions. All orders not specified as a pick-up are mailed out via first-class mail, unless a Federal Express number is provided, or other major courier pickup arrangement is made.
- 3. Fax back service is only available for certificates or copies of 50 pages or less. This service must be requested at time of order with complete fax information provided.
- 4. Each order will be returned to one address only.
- 5. Our office can no longer accept credit card payment via Email.

Nevada Secretary of State Fee Schedule-Copies

Revised: 8/1/2023



FRANCISCO V. AGUILAR Secretary of State 401 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Limited-Liability Limited Partnership Fee Schedule Effective 7-1-08

LIMITED-LIABILITY LIMITED PARTNERSHIP FEES: Pursuant to NRS Chapters 87A and 88 for

Domestic and Foreign Limited-Liability Limited Partnerships. Certificate of Registration of Limited-Liability Limited Partnership \$100.00 Registration of Foreign Limited-Liability Limited Partnership \$100.00 Reinstatement Fee \$300.00 \$175.00 Certificate of Amendment **Restated Articles** \$175.00 Certificate of Correction \$175.00 Merger \$350.00 Termination Pursuant to NRS 92A \$350.00 Cancellation of Domestic Limited-Liability Limited Partnership \$100.00 Cancellation of Foreign Limited-Liability Limited Partnership \$100.00 Preclearance of any Document \$125.00 Articles of Conversion; Articles of Domestication – contact office for fee information \$100.00 Ceremonial Charter Certificate of Good Standing \$50.00 Ceremonial Certificate of Good Standing \$100.00 Initial List of General Partners \$150.00 Annual or Amended List of General Partners for LLLP filed pursuant to NRS Chapter 87A \$150.00 Annual or Amended List of General Partners for LLLP filed pursuant to NRS Chapter 88 \$200.00 24-Hour Expedite fee for above filings \$125.00 \$20.00 Apostille 24-Hour Expedite fee for above filing \$75.00 Name Reservation \$25.00 24-Hour Expedite fee for above filing \$50.00 Change of Noncommercial Registered Agent \$60.00 Change of Registered Agent by Represented Entity \$60.00 Resignation of General Partner \$75.00 Resignation of Registered Agent (plus \$1.00 for each additional entity listed) \$100.00 24-Hour Expedite fee for above filings \$25.00 Certification of Documents – per certification \$30.00 Copies – per page \$2.00 Late Fee for List of General Partners \$75.00 Business License Fee \$200.00

2-Hour Expedite is available on all of the above filings at the fee of \$500.00 per item.

1-Hour Expedite is available on all of the above filings at the fee of \$1000.00 per item.

PLEASE NOTE: the expedite fee is in addition to the standard filing fee charged on each filing and/or order.

24- HOUR EXPEDITE TIME CONSTRAINTS:

Each filing submitted receives same day filing date and may be picked up within 24 hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form. The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages, or equipment malfunction. These extensions are few and will rarely extend more than a few hours.