

UPDATE FROM THE OFFICE OF THE SECRETARY OF STATE

Presented At:
31st Annual LLCs, LPs and Partnerships
The University of Texas School of Law CLE
July 14-15, 2022
Austin, Texas

Materials Prepared By:
Carmen Flores, Director
Business & Public Filings Division
Office of the Secretary of State

Presented By:
Traci Cotton, Deputy Director
Business & Public Filings Division
Office of the Secretary of State



1

The Texas Business Landscape

Domestic Entity	CY 2019	CY 2020	CY 2021
For-profit Corporations	21,747	22,255	25,102
Nonprofit Corporations	13,016	13,799	14,259
Professional Corporations	570	518	565
Professional Association	304	268	254
Limited Liability Companies	202,901	257,292	350,146
Limited Partnerships	4,478	4,134	5,722
Total	243,016	298,266	396,048

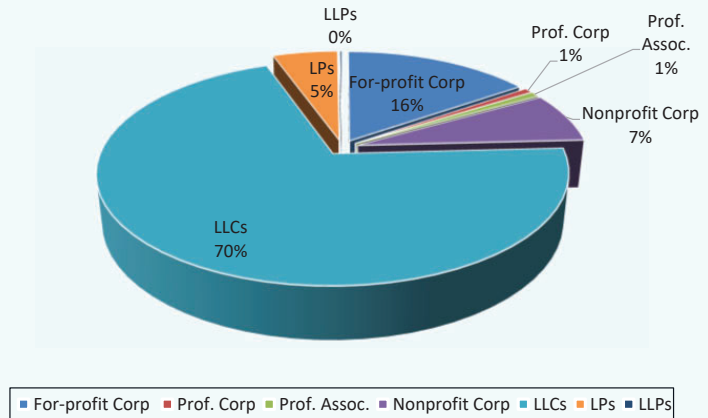


2

Business Entity Census—June 1, 2022

- For-Profit Corp 372,142
- Prof. Corp 17,274
- Prof. Assoc. 17,827
- Nonprofit Corp 177,426
- LLCs 1,699,929
- LPs 128,916
- LLPs 4,231

Active Domestic Entity Records



Practice Tips from the Filing Office



Common Filing Errors
and checklists on how to avoid them



Tip for General Partners of Texas LPs

When amending the Certificate of Formation/Registration to evidence a change to the name of a domestic/foreign entity that is named as the GP of a Texas LP, the SOS does not:

- Review the records to determine whether the entity is the named GP of a Texas LP
- Update the records of the Texas LP to reflect/reference the new name of the GP

To ensure the record of the LP remains accurate/correct, file a Certificate of Amendment to the LP's Certificate of Formation.



5

Practice Tip for LPs Registered as LLPs

LLP registration record is shown as an “associated entity” with respect to the LP record (and vice-versa). However, each one is a separate filing record that maintains its own status.

When a domestic LP files an instrument that impacts the LP's existence, the LLP registration of the LP is not updated to reflect the filing of the instrument.

Consider filing a withdrawal of the LLP registration record when the existence of the underlying LP ceases due to a termination, merger, or conversion.



6

Find the full text of this and thousands of other resources from leading experts in dozens of legal practice areas in the [UT Law CLE eLibrary \(utcle.org/elibrary\)](https://utcle.org/elibrary)

Title search: Secretary of State Update

Also available as part of the eCourse

[2022 LLCs, LPs and Partnerships eConference](#)

First appeared as part of the conference materials for the
31st Annual LLCs, LPs and Partnerships session

"Secretary of State Update"