

Form 1B | Certificate of Palau Limited Partnership

01/2025

General Statement. Limited Partnerships are governed by Chapter 20, Sections 2021-2048 of Title 12 of the Palau National Code. Any limited partnership formed under the laws of Palau to do business in Palau must provide the following information and file this form with the Office of the Registrar. The filing of this Certificate creates the limited partnership. Submit the form to: Financial Institutions Commission, Surangel & Sons Building, 2nd Floor, Ernguul Road, Ikelau, Koror, Palau. This form must be accompanied by a filing fee of \$250.00. If you are paying by check, it must be payable to the Palau National Treasury.

Instructions for this form. You must use this form to register and create your limited partnership. All information must be provided in English and should be typed or printed in legible BLOCK LETTERS. If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information. You do not need to submit a written partnership agreement.

Notarization. This form must be acknowledged by each partner before a notary public or other officer in the manner provided by law for acknowledgment of deeds.

1. Proposed limited partnership name

Note: the limited partnership name may not be identical or almost identical to the name of another active local or foreign partnership, corporation, or any other registered business entity. The limited partnership name may not mislead the public about the nature of the limited partnership and must not be deceptive or offensive. You may provide an alternative proposed partnership name. If the preferred name is unavailable then the alternative name will be registered

Preferred limited partnership name:

Alternative limited partnership name to be used if proposed name is unable to be used:

2. Describe the character of the limited partnership

Provide a short description of the nature of the business to be conducted by this limited partnership, which may be any lawful business.

3. Details of general partners

Every limited partnership must have at least 1 general partner.

Provide the true name and address of each person or entity that is a general partner. The following rules apply:

- a) If the general partner(s) is a natural person, provide their full legal name and other pertinent information in subpart A.*
- b) If the general partner is an entity registered in the Republic under another law, you must provide the exact registered name and registration number together with the other required information in Subpart B.*
- c) If the general partner(s) is an unregistered entity, you must provide the true legal name and type of entity, together the person responsible for the entity as set out in Subpart C.*
- d) A person may be both a general and a limited partner.*

A. General partners that are natural persons

General Partner #1:

Full name (required in English)

Citizenship

Other citizenships, if applicable

Gender

Male Female

Residential address for general partner 1:

Street address line 1

Street address line 2

Hamlet

State

Postcode

Email address

Is the residential address the same as the mailing address? Yes No

If No, provide the mailing address for this general partner

PO Box /Street address line 1

Street address line 2

Hamlet

State

Postcode

B. General partners that are registered entities in the Republic of Palau

Exact registered name (required in English)

Registration number in the Republic

Type of entity

- | | | |
|---|--|--|
| <input type="checkbox"/> Palau For-profit Corporation | <input type="checkbox"/> Palau Nonprofit Corporation | <input type="checkbox"/> Corporations Sole |
| <input type="checkbox"/> Credit Union | <input type="checkbox"/> Cooperative | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Foreign For-profit Corporation | <input type="checkbox"/> Foreign Nonprofit Corporation | |

C. General partners that are unregistered entities in the Republic of Palau

Exact name of entity (required in English)

Type of entity (Example: trust)

Full name of person responsible for this entity (required in English)

Citizenship

Other citizenships, if applicable

Physical address for person responsible for the entity:

Street address line 1

Street address line 2

Hamlet (or City/Town Village for non-Palau resident)

State (or territory for non-Palau resident, if applicable)

Postcode

Email address

Is the physical address the same as the mailing address?

Yes No

If No, provide the mailing address for this person

Street address line 1

Street address line 2

Hamlet (or City/Town Village for non-Palau resident)

State (or territory for non-Palau resident, if applicable)

Postcode

If there are additional, general partners attach a separate sheet containing the information set out in the prescribed format. All information should be typed or in BLOCK LETTER format.

4. Details of limited partners

Every limited partnership must have at least 1 limited partner.

Provide the true name and address of each person or entity that is a limited partner. The following rules apply:

- a) If the limited partner(s) is a natural person, provide their full legal name and other pertinent information in subpart A.*
- b) If the limited partner is an entity registered in the Republic under another law, you must provide the exact registered name and registration number together with the other required information in Subpart B.*
- c) If the limited partner(s) is an unregistered entity, you must provide the true legal name and type of entity, together with the person responsible for the entity as set out in Subpart C.*
- d) A person may be both a general partner and a limited partner.*

A. Limited partners that are natural persons

Limited Partner #1:

Full name (required in English)

Citizenship

Other citizenships, if applicable

Gender

Male Female

Residential address for limited partner 1:

Street address line 1

Street address line 2

Hamlet

State

Postcode

Email address

Is the residential address the same as the mailing address? Yes No

If No, provide the mailing address for this general partner

PO Box /Street address line 1

Street address line 2

Hamlet

State

Postcode

B. Limited partners that are registered entities in the Republic of Palau

Exact registered name (required in English)

Registration number in the Republic

Type of entity

- | | | |
|---|--|--|
| <input type="checkbox"/> Palau For-profit Corporation | <input type="checkbox"/> Palau Nonprofit Corporation | <input type="checkbox"/> Corporations Sole |
| <input type="checkbox"/> Credit Union | <input type="checkbox"/> Cooperative | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Foreign For-profit Corporation | <input type="checkbox"/> Foreign Nonprofit Corporation | |

C. Limited partners that are unregistered entities in the Republic of Palau

Exact name of entity (required in English)

Type of entity (Example: trust)

Jurisdiction of entity

Full name of person responsible for this entity (required in English)

Citizenship

Other citizenships, if applicable

Physical address for person responsible for the entity:

Street address line 1

Street address line 2

Hamlet (or City/Town Village for non-Palau resident)

State (or territory for non-Palau resident, if applicable)

Postcode

Email address

Is the physical address the same as the mailing address? Yes No

If No, provide the mailing address for this person

Street address line 1

Street address line 2

Hamlet (or City/Town Village for non-Palau resident)

State (or territory for non-Palau resident, if applicable)

Postcode

If there are additional limited partners, attach a separate sheet containing the information set out in the prescribed format. All names should be typed or in BLOCK LETTER format.

5. Addresses for the limited partnership

Principal place of business of limited partnership in Palau

Street address line 1

Street address line 2

Hamlet

State

Postcode

Mailing address for the limited partnership

PO Box / Street Address line 1

Street address line 2

Hamlet

State

Postcode

Telephone number for limited partnership

6. Term of limited partnership

Explain how long the partnership is to exist. If the limited partnership is to dissolve on a certain date, provide the date.

7. Cash and other property

Indicate the amount of cash and a description of the agreed value of other property contributed by each limited partner.

8. Additional contributions by limited partners

Indicate the additional contributions, if any, agreed to be made by each limited partner and the times of events on the happening of which they are to be made.

9. Return of contribution of limited partners

Indicate the time, if agreed upon, when the contributions of each limited partner is to be returned.

10. Share of profits of limited partners

State the share of the profits or the other compensation by way of income which each limited partner is to receive by reason of their contributions.

11. Substitution of limited partners

State the right, if given, of a limited partner to substitute an assignee as contributor in his place, and the terms and conditions of the substitution.

12. Admission of new limited partners

State the right, if given, of the partners to admit additional limited partners.

13. Priority over other limited partners

Set forth below the right, if given, of one or more of the limited partners to priority over other limited partners, as to contributions or as to compensation by way of income and the nature of the priority.

14. Continuation limited partnership after loss of general partner

State the right, if given, of the remaining general partner or partners to continue the business on the death, retirement, or insanity of a general partner.

15. Right of a limited partner to demand property

State the right, if given, of a limited partner to demand and receive property other than cash in return for his contribution.

16. Foreign Person/Entity as partner

If a partner is a non-citizen or foreign entity, then approval from the Foreign Investment Board is required. Are any partners non-Palau citizens/entities?

Yes No

If Yes, you must include their FIAC Number in the space below and attach a copy of the certificate to this Registration Statement. If there has been an application for FIB approval but it has not yet received, indicate the date of the application. Foreign persons are not permitted to conduct business in Palau without FIB approval.

FIAC Number or date applied for FIB approval:

17. Signed by all partners

All persons signing this Notice hereby certify that the information in this form is true and correct. They further certify that none of the partners is a minor or an incompetent person. If there are additional partners attach a separate sheet containing their signatures in the same format as set out below.

ACKNOWLEDGEMENT

The following persons, being duly sworn upon oath, state that they are the persons named as partners on this Certificate of Limited Partnership (or are acting for any entity named as a partner on this Certificate), that they have read the information provided on this Certificate of Limited Partnership, and that the information which has been provided is true and correct to the best of their knowledge.

A. General Partners

General partners that are natural persons

Name:

Signature: _____

Date:

General partners that are registered entities

Name of entity:

Name of Person Signing on Behalf of entity

Signature: _____

Date:

Designation: Director or Other title _____

General partners that are unregistered entities

Name of entity:

Name of Person signing

Signature: _____

Date:

Designation: Trustee or Other title _____

B. Limited Partners

Limited partners that are natural persons

Name:

Signature: _____

Date:

Limited partners that are registered entities

Name of entity:

Name of Person signing

Signature: _____

Date:

Designation: Director or Other title _____

Limited partners that are unregistered entities

Name of entity:

Name of Person signing

Signature: _____

Date:

Designation: Trustee or Other title _____

SUBSCRIBED AND SWORN TO before me this _____ day of _____, 202____.

**Clerk of Courts and/or
Notary Public
Republic of Palau**