

Form 2B | Registration of Foreign Limited Partnership

01/2025

General Statement. Partnerships are governed by Chapter 20, Sections 2001-2014, of Title 12 of the Palau National Code. Limited Partnerships are further governed by Chapter 20, Sections 2021-2048 of Title 12 of the Palau National Code. Any partnership formed under the laws of another jurisdiction that is doing business in Palau must provide the following information and file this Registration Statement with the Office of the Registrar. The form must be submitted and approved prior to the commencement of business. 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 your foreign 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.

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

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's business in Palau and must not be deceptive or offensive. You may provide an alternative proposed partnership name. If the actual name is unavailable then the alternative name will be registered

Limited partnership name:

Alternative limited partnership name to be used in Palau if actual 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 in Palau, which may be any lawful business.

3. Details of general partners

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.

A. General partners that are natural persons

General Partner #1:

Full name (required in English)

Citizenship

Other citizenships, if applicable

Gender

Male Female

Address for general partner 1:

Street address line 1

Street address line 2

City/Town/Village

Country

State or territory (if applicable)

Postcode (if applicable)

Email address

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

Exact registered name (required in English)

Registration number in Palau

Type of entity

Palau For-profit Corporation
 Palau Nonprofit Corporation
 Corporations Sole
 Credit Union
 Cooperative
 Other _____
 Foreign For-profit Corporation
 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

Gender

Male Female

Address for person responsible for the entity:

Street address line 1

Street address line 2

City/Town/Village

Country

State or territory (if applicable)

Postcode (if applicable)

Email address

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

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.*

A. Limited partners that are natural persons

Limited Partner #1:

Full name (required in English)

Citizenship

Other citizenships, if applicable

Gender

Male Female

Address for limited partner 1:

Street address line 1

Street address line 2

Hamlet/City/Town/Village

Country

State or territory (if applicable)

Postcode (if applicable)

Email address

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

Address for person responsible for this entity:

Street address line 1

Street address line 2

City/Town/Village

Country

State or territory (if applicable)

Postcode (if applicable)

Email address

5. Addresses for the limited partnership

Principal place of business of limited partnership in the Republic

Street address line 1

Street address line 2

Hamlet

State

Postcode

Is the principal place of business address the same as the mailing address? Yes No

If No, provide the mailing address in Palau for the 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. You must attach a certificate of registration or good standing (or equivalent) from the jurisdiction of formation of the limited partnership that is no more than 30 days in the past.

8. Foreign Investor approval

Foreign limited partnerships must have approval from the Foreign Investment Board (FIB) to conduct business in Palau. Does the foreign partnership have FIB approval?

Yes No

If you answered Yes, then you must include the FIAC Number in the space below and attach a copy of the certificate to this Registration Statement. If you have applied for an FIB approval but have not yet received it, indicate the date you applied.

FIAC Number or date applied for FIB approval:

9. 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

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
(or similar title if in another jurisdiction)**