

The Commonwealth of Massachusetts
Board of Public Accountancy
1000 Washington Street, Suite 7100
Boston, MA 02118-6100
www.mass.gov/dpl/boards/pa
617-727-1806

APPLICATION FOR A LIMITED LIABILITY PARTNERSHIP (LLP) LICENSE

A CPA firm wishing to engage within the Commonwealth of Massachusetts in the practice of public accounting as a Limited Liability Partnership (LLP) must register with the Board of Public Accountancy as a Limited Liability Partnership (LLP); provided, that the partners engaged in the practice of public accounting within the Commonwealth are certified public accountants registered and currently licensed in the Commonwealth of Massachusetts. For information on non-CPA owners, see Rules and Regulations, 252 CMR 4.00, available at www.mass.gov/reg/boards/pa or see informational sheet included with this application package.

Application for registration shall be made upon the affidavit of a partner of the LLP who meets the Board's requirements. A license will not be granted until all of the following steps are completed.

STEP 1. Complete Certificate By Regulatory Board (Certificate). List the partners of the LLP that hold a current Massachusetts CPA license. Do not include names of Non-CPA owners on the Certificate. Mail the Certificate to the Board of Public Accountancy (address above) with a fee of \$15.00 per partner (check or money order payable to the Commonwealth of Massachusetts). The Board will verify the CPA current licensure status by signing, dating, sealing the Certificate and returning it to the sender so that you may proceed with STEP 2.

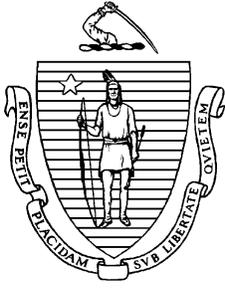
STEP 2. Proceed to the Massachusetts, Corporations Division with the completed Certificate By Regulatory Board and any other forms and fees that they may require to register the LLP with them. For further information contact the Corporations Division at 617-727-2850 or visit their web site at www.state.ma.us/sec.

STEP 3. Within ten days after registering with the Secretary of the Commonwealth, submit the following items to the Board of Public Accountancy;

- A) Completed Limited Liability Partnership Registration Affidavit;
- B) Registration fee: \$351.00 - check/money order payable to the Comm. of Massachusetts;
- C) Certificate of Good Standing issued and sealed by the Secretary of the Commonwealth;
- D) Certificate of Insurance or Capital Program as per Board of Accountancy Rules and Regulations, 252 CMR, 4.00 available at www.mass.gov/reg/boards/pa ;
- E) Photocopy of all partners' current licenses;
- F) Firms with Non-CPA owner(s) include a written statement including the individual's name(s), the date of admission as a partner or member and any information regarding a professional or vocational license or the individual's right to practice a profession or vocation. For further requirements, see Non-CPA Ownership of Licensed CPA Firms informational sheet included with this application package.

For information on acceptable Firm Names, including using the designation "and Associates", or "and Company", please see Board's Rules and Regulations 252CMR, 3.05(4)(b).

If you have any questions regarding this process, please contact the Board at (617) 727-1806 or visit the Board's web site.



The Commonwealth of Massachusetts
Division of Professional Licensure
Board of Public Accountancy
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Boston, MA 02118-6100
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617-727-1806

LIMITED LIABILITY PARTNERSHIP REGISTRATION AFFIDAVIT

LLP Name: _____

Address: _____

No. City/Town State Zip

Phone Number: _____ Federal ID # _____

List the names of all partners, include license number, expiration date and license type

NAME	LICENSE #	EXPIRATION DATE	LICENSE TYPE

If you need more space continue on a separate page.

Date LLP was approved by the Secretary of the Commonwealth _____

I agree that LLP will abide by statute M.G.L. c. 112, section 87A-E½ and the rules 252 CMR and will report to the Board in writing any changes in members or any other company change within thirty (30) days of the change. I attest that all statements made herein are truthful and are made under the pains and penalties of perjury.

CPA Partner Signature and Title

Date

The following items must be included with completed Limited Liability Partnership Registration Affidavit

- ___ Registration fee: \$351.00, - check/money order payable to the Comm.of Massachusetts
- ___ Certificate of Good Standing issued and sealed by the Secretary of the Commonwealth
- ___ Certificate of Insurance or Capital Program
- ___ Photocopy of all partners' current licenses
- ___ Firms with Non-CPA owner include statement

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

CERTIFICATE BY REGULATORY BOARD**

In compliance with General Laws, Chapter 156C/108A:

The **MASSACHUSETTS BOARD OF PUBLIC ACCOUNTANCY** hereby certifies that in connection with the formation/registration of _____
(Exact name of Limited Liability Partnership)

A Limited Liability Partnership formed to render _____ services,
(Type of professional service to be rendered)

the below listed partners are duly licensed as Certified Public Accountants in the Commonwealth of Massachusetts.

PARTNERS

ADDRESS

BOARD OF PUBLIC ACCOUNTANCY USE ONLY

SIGNED this _____ day of _____, 20 _____

By _____ * Chairman/*Clerk

* Delete the inapplicable word.

** Certain regulatory boards require a fee for the issuance of this certificate.

NON-CPA OWNERSHIP OF LICENSED CPA FIRMS

Per recent amendments to M.G.L. c. 112, § 87B½, CPA firms (business corporations (BC), partnerships, LLPs and LLCs) will be allowed to become licensed and admit non-CPAs as shareholders (and officers and directors), partners or members (managers) provided that the following conditions exist:

1. That a simple majority of the ownership of the firm in terms of financial interests and voting rights (control) of the firm belong to holders of a CPA certificate and current license.
2. All non-CPAs must be natural persons and actively involved in providing professional services for the licensed entity or its affiliated entities.
3. The managing partner or agent of the firm must be a licensed CPA.
4. Non-CPA owners do not hold themselves out to the public as CPAs or sign reports on financial statements.
5. The firm and its entire ownership, including non-CPA owners must comply with all other requirements of 252 CMR (available at www.state.ma.us/reg/boards/pa).

In order to become licensed as a CPA firm (with two or more CPA owners), the managing partner will complete the registration affidavit of the entity along with information regarding non-CPA owner(s) and their non-CPA licenses, if applicable. In addition, the managing partner must include a written statement with each non-CPA(s) individual's name(s), the date of admission as a shareholder, partner or member and the managing partner must also certify in this letter to the Board that each non-CPA partner:

1. Has not been convicted of a felony or any other crime, an element of which is dishonesty or fraud, under the laws of any state of the United States or of any other jurisdiction if the acts committed would constitute a crime under the laws of the Commonwealth; and
2. If applicable, (a) has not had any individual professional or vocational license or the right to practice a profession or vocation revoked or suspended for reasons other than nonpayment of dues or fees, or (b) does not have a pending disciplinary investigation, or (c) has not been denied reinstatement by a licensing agency of any state or the United States, or of any other jurisdiction; and
3. Has not been in violation of any rule or regulation regarding character or conduct adopted in 252 CMR; and
4. Has not failed to timely file a report of the conditions set forth above as required by subparagraph 4 of M.G.L. c. 112, §87B½ (available at www.state.ma.us/reg/boards/pa).

At that point, the firm could become licensed utilizing one or all of the licensed CPAs names (two or more CPA owners) and include the designation "and Company" or "and Associates" if they choose. These firms can also utilize Certified Public Accountants or CPAs in the firm name. The Board will not allow CPA firms to use fictitious names or the names of any non-CPA in the firm name.

For all CPAs who wish to register the CPA firm with non-CPA owners and only one licensed CPA owner, the Board will only allow a business corporation to use the CPA shareholders' name in the name of the firm. The Board will only allow the CPA's name and the designation "and Company" or "and Associates" if the firm maintains at least one other CPA as a full-time employee. For partnerships, LLCs and LLPs with one CPA owner of majority interest and one or more non-CPA owners of minority interest, these entities must also have at least one full-time CPA as an employee to use designations as above. Each of these entities can only designate themselves as Certified Public Accountant or use CPA in the firm name (example, G. Washington, CPA Inc. or LLC or LLP; G. Washington, Inc, Certified Public Accountant). Otherwise, the CPA owner has to verify that there is at least one CPA employee at registration of the firm (and at all times in the future) in order to use the designation as a firm of CPAs.

If you have any questions you may call Leo H. Bonarrigo, CPA, Executive Secretary at 617-727-6438.