

## General Partnership Formation Fact Sheet

A general partnership (GP) is created when two or more people agree to do business together for profit, even if there is no intent or written agreement to form a partnership. While there are no formal filing or registration requirements needed to create a partnership, partnerships should follow certain formation steps applicable to any business.

Below is a general overview of the recommended process to set up a GP:

### Enter into a Partnership Agreement

- The agreement identifies who the general partners are as well as their individual rights and duties regarding the business, including its funding, management, and profit & loss sharing
- Some common issues addressed in GP agreements include:
  - Name and purpose of partnership and date of creation
  - Contributions (cash/property/work) of each partner
  - Each partner's share of profits and losses
  - Each partner's management powers and duties
  - Provisions for taking profits out of the company
  - How to add or remove a partner
  - How to resolve disputes among partners
  - How to wind down the partnership

TIP: Check whether your business name is available **before** signing the Agreement by searching here:  
[http://www.dos.ny.gov/corps/bus\\_entity\\_search.html](http://www.dos.ny.gov/corps/bus_entity_search.html)

### File a Business Certificate

- To do business in the name of the partnership, file a certificate of fictitious business name. This certificate is also known as a DBA (Doing Business As) or a Business Certificate .
- File the Business Certificate in the county clerk's office of the county where the partnership's principal business address is located
  - The county clerk may have forms available to complete this process
  - If not, purchase a form from a legal stationary store or online (e.g., at [www.blumberglegalforms.com](http://www.blumberglegalforms.com))
- Filing fees vary by county but range from \$100-\$120. Contact the county clerk's office for more information
  - Brooklyn: <http://www.courts.state.ny.us/courts/2jd/kingsclerk/filing.shtml>
  - Bronx: <https://iapps.courts.state.ny.us/ctclrk/home>
  - Manhattan: [https://www.nycourts.gov/courts/1jd/suptctmanh/Business\\_Certificates.shtml](https://www.nycourts.gov/courts/1jd/suptctmanh/Business_Certificates.shtml)
  - Queens: <https://www.nycourts.gov/COURTS/11jd/queensclerk/buscertscorpvetdept.shtml>
  - Staten Island: <http://www.richmondcountyclerk.com/services.htm>

### Obtain an EIN

- EIN stands for Employer Identification Number. You don't need employees to get an EIN; it's just a number the government uses to identify your business, much like your social security number is used to identify you.
- An EIN will allow you to open a business bank account and apply for business licenses, among other things.
- How to get an EIN:
  - Apply online (to get EIN immediately): <https://www.irs.gov/businesses/small-businesses-self-employed/apply-for-an-employer-identification-number-ein-online>
  - File IRS Form SS-4 (can take up to two weeks to get an EIN): <https://www.irs.gov/pub/irs-pdf/fss4.pdf>

**This resource is provided for informational purposes only and does not cover all of the issues that could arise when setting up a general partnership. For more information, contact an attorney.**