



**Office of the
Secretary of State**

Corporations Section

P.O. Box 13697
Austin, Texas 78711-3697

FORMATION OF A LIMITED LIABILITY COMPANY

The Texas Limited Liability Company Act, Tex. Rev. Civ. Stat. Ann. art. 1528n, governs the formation of limited liability companies. The limited liability company (LLC) is an unincorporated business association, which has characteristics of both partnerships and corporations. If properly structured, Texas limited liability companies may be treated as partnerships for federal income tax purposes. In view of the legal complexities involved, it is recommended that you consult the attorney of your choice to give you complete information and advice concerning limited liability companies, as well as information on federal taxation, state taxes, and applicable licensing requirements.

To form a limited liability company, you must file articles of organization pursuant to article 3.02 of the Texas Limited Liability Company Act. The articles of organization must minimally set forth:

1. The name of the limited liability company. The name must contain the words "Limited Liability Company" or "Limited Company" or the abbreviations "L.L.C.," "LLC," "LC," "L.C." or "Ltd. Co." The name of a limited liability company cannot be the same as or deceptively similar to that of another limited liability company, corporation, limited partnership, name reservation or registration.
2. The period of duration, which may be perpetual, or a specific date of termination.
3. The purpose for which the limited liability company is organized, which may be stated to be, or include, the transaction of any or all lawful business for which limited liability companies may be organized.
4. The street address of its initial registered office in Texas and the name of its initial registered agent at such address.
5. If the limited liability company is to be managed by a manager or managers, a statement that the company is to be managed by a manager or managers and the names and addresses of the initial manager or managers. If the management of a limited liability company is reserved to the members, a statement that the limited liability company will not have managers and the names and addresses of its initial members.
6. The name and address of each organizer.

The organizer must sign the articles of organization. Prior to signing, please review carefully the statements set forth in the articles of organization. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

Two copies of the document along with the filing fee should be mailed to the address shown in the heading of this form. The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and return a filed stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.

The statutory fee for filing the articles of organization is \$200.00. (article 9.01(A)(1), Texas Limited Liability Company Act).

Please submit a check or money order made payable to the secretary of state. The check or money order must be payable through a U.S. bank or financial institution.

Limited liability companies are subject to state franchise taxes. Questions concerning franchise taxes should be directed to the Comptroller of Public Accounts, Tax Assistance Section, Austin, Texas 78774-0100, (512) 463-4600 or (800) 252-1381. TDD: (800) 248-4099 or (512) 463-4621.

Name availability may be checked prior to submission of the articles by calling (512) 463-5555. This is only preliminary clearance. The final decision on the name will be made when the document is submitted for filing. Expenditures for the company should not be made on the basis of preliminary clearance of a proposed limited liability company name.

If the limited liability company will be transacting business outside Texas, you should determine which other states recognize the limited liability status of the limited liability company.

Under article 9.03 of the Texas Limited Liability Act Company, a business may choose to make the filing of certain documents effective as of a date within 90 days of the date of submission. This can be accomplished by stating either a future date or describing a future event within the document submitted for filing. Please refer to article 9.03 of the Texas Limited Liability Company Act for the specific requirements necessary for filing documents with a future effective date.