

## INSTRUCTIONS FOR A LIMITED LIABILITY COMPANY

The following are instructions and sample articles of organization for a Florida Limited Liability Company pursuant to Chapter 608, Florida Statutes. All information included in the articles of organization must be in English and must be typewritten or printed legibly. If this requirement is not met the document will be returned to the person submitting it for correction. The Division of Corporations suggests using the sample merely as a guideline rather than an application. Additional information as provided for in section 608.407, Florida Statutes, may be contained in the articles of organization.

NOTE: THIS FORM FOR FILING ARTICLES OF ORGANIZATION IS BASIC. EACH LIMITED LIABILITY COMPANY IS A SEPARATE ENTITY AND AS SUCH HAS SPECIFIC GOALS, NEEDS, AND REQUIREMENTS. ADDITIONALLY, THE TAX CONSEQUENCES ARISING FROM THE STRUCTURE OF A LIMITED LIABILITY COMPANY CAN BE SIGNIFICANT. THE DIVISION OF CORPORATIONS RECOMMENDS THAT ALL DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

*Pursuant to section 608.407, Florida Statutes, the articles of organization must set forth the following:*

### **ARTICLE I:**

The name of the limited liability company which **must** end with the words "limited company" or "L.C." A preliminary name search for availability may be obtained by calling (904) 488-9000.

### **ARTICLE II:**

The mailing address of the principal office and, if different, the street address of the principal office of the limited liability company.

### **ARTICLE III:**

The period of duration which may be perpetual or for any designated time frame.

### **ARTICLE IV:**

A list of the name(s) and address(es) of the individual(s) who will serve as manager(s). Check the appropriate box and enter the information in the space provided.

## **ARTICLE V AND ARTICLE VI:**

Information regarding admission of additional members and the current members rights to continue the business in certain circumstances is optional but may be made part of the Articles of Organization. **If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.**

**If an effective date in accordance with sections 608.4082(6) or 608.409(1), F. S., is desired, it must be included in the articles of organization.**

Section 608.407(2), Florida Statutes, states that an affidavit **must accompany** the articles of organization declaring:

- 1) The limited liability company has at least two members
- 2) The actual amount of cash contributed by the member(s) as of formation
- 3) If any, the agreed value of property other than cash actually contributed by the member(s) as of formation (A description of property must be attached)
- 4) The amount of cash or property anticipated to be contributed by the member(s). This total includes amounts from 2 and 3 above.

**NOTE: CONTRIBUTIONS MAY NOT EXCEED THE STATED ANTICIPATED LEVEL ON FUTURE ANNUAL REPORTS FILED WITH THIS OFFICE. THERE IS AN ADDITIONAL FEE IMPOSED TO INCREASE THIS FIGURE AFTER INITIAL RECORDING.**

The articles of organization must be executed by at least one member or authorized representative of a member, and the execution of the document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

A separate certificate of designation of the Limited Liability Company's initial registered office and the name of its initial registered agent at this office must accompany (or be part of) the articles of organization. The registered office must have a FLORIDA street address. The registered agent must sign a statement and accept the appointment as registered agent.

Filing fee for articles of organization of Florida Limited Liability Company: **(MAKE CHECKS PAYABLE TO DEPARTMENT OF STATE)**

- \$ 250.00 Filing Fee for Articles of Organization and Affidavit**
- \$ 35.00 Designation of Registered Agent**
- \$ 52.50 Certified Copy (OPTIONAL)**
- \$ 8.75 Certificate of Status**

A cover letter should be submitted along with articles of organization and check. The mailing address and courier address are noted below.

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314  
(904) 487-6052

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
(904) 487-6052

**PLEASE NOTE:** Documents received by Courier Service will have a filing date the same as the date received. This does not guarantee same day return.

**TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** \_\_\_\_\_  
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

**Please send one check for the total amount made payable to the Florida Department of State.**

FROM: \_\_\_\_\_  
Name (Printed or typed)

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

# **ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

## **ARTICLE I - Name:**

The name of the Limited Liability Company is:

## **ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

## **ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

## **ARTICLE IV - Management:**

**(check and complete the appropriate statement)**

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☐ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

#### **ARTICLE V - Admission of Additional Members:**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

#### **ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of \_\_\_\_\_  
\_\_\_\_\_ deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ \_\_\_\_\_

3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_  
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ \_\_\_\_\_  
This total includes amounts from 2 and 3 above.

\_\_\_\_\_  
**Signature of a member or authorized representative of a member.**

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: \_\_\_\_\_

\_\_\_\_\_

2. The name and address of the registered agent and office is:

\_\_\_\_\_  
(NAME)

\_\_\_\_\_  
(P. O. Box NOT ACCEPTABLE)

\_\_\_\_\_  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

\_\_\_\_\_  
(SIGNATURE)

\_\_\_\_\_  
(DATE)

**Filing Fee: \$ 35 for Designation of Registered Agent**