



State of Utah
Department of Commerce
Division of Corporations & Commercial Code
Information on Filing Articles of Organization for a Series Limited Liability Company

This guide-sheet is not intended to substitute nor replace the advice of an attorney. We strongly encourage you to consult with an attorney. This guide-sheet is intended to provide you with information about filing Articles of Organization for a Series Limited Liability Company. A Series Limited Liability Company ("the company") is formed in Utah by filing "Articles of Organization" with the Division of Corporations and Commercial Code, articles must be typewritten or machine printed.

1. The articles of organization of a series limited liability company shall set forth (U.C.A. Sect. 48-2c-607):

- a. The name of the Limited Liability Company (must contain the words "Limited Liability Company," "Limited Company," "L.C." or "L.L.C.").
- b. The business purpose or purposes for which the Limited Liability Company is organized.
- c. The street address of its registered office in the State of Utah.
- d. Registered agent information: The registered agent can be a commercial registered agent or a non-commercial registered agent. The non-commercial registered agent needs to put the name and address of the registered agent. A registered agent can be either a person or a business entity. If listing a commercial registered agent, that commercial registered agent will need to be registered with the Division of Corporations and Commercial Code.
- e. If the Series Limited Liability Company is to be manager-managed, a statement that the company is to be managed by a manager or managers and the names and street addresses of the managers who are to serve.
- f. If the Series Limited Liability Company is to be member-managed, a statement that the company is to be managed by its members and the names and street addresses of the members who are to serve. **The Series Limited Liability Company shall at all times have at least one (1) member.**
- g. Any other provision, not inconsistent with law, that the members choose to include the Articles of Organization (U.C.A. Section 48-2c-302(4)).
- h. The articles of organization shall be signed by at least **one (1)** organizer or one manager or, if the Series Limited Liability Company is member-managed, by at least **one (1)** member (U.C.A. Section 48-2c-204).
- i. A statement of duration **MAY** be provided (not required) but cannot exceed 99 years.
- j. Notice in a company's articles of organization of the limitation on liabilities of a series, as required by Section 48-2c-606, is sufficient whether or not the company has established any series at the time the notice is included in the articles of organization.

2. Additional filing requirements:

- a. One (1) copy, **originally signed**, of the Articles of Organization, **containing all of the information listed above**. If the filer requests a copy of the Articles of Organization an additional exact copy of the filed document along with a return-addressed envelope with adequate first-class postage must also be submitted.
- b. The non-refundable processing fee of \$70.00 payable to the State of Utah. **An expedited service is available for an additional fee of \$75.00.**
- c. You may file in person, by mail, or fax. Means of payment are cash, check, or money order made payable to the "State of Utah". **If you are faxing you must include, on a cover sheet, the number of a Visa, MasterCard or American Express with the date of expiration.**

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.