



**State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code
How to Amend Your Limited Liability Company Certificate of Organization**

This guide sheet is intended to provide information on how to amend a Limited Liability Company Certificate of Organization. This guide-sheet is not intended to substitute nor replace advice from legal counsel.

The Certificate of Organization of a Limited Liability Company shall be amended when (U.C.A. Section 48-3a-202):

- a. there is a change in the name of the limited liability company;
- b. there is a change in the character of the business of the limited liability company specified in the articles of organization;
- c. there is a false or erroneous statement in the certificate of organization;
- d. there is a change in the period of duration, as stated in the certificate of organization;
- e. the management structure of the company from a manager-managed company to a member-managed company or from a member-managed company to a manager-managed company;
- f. the members desire to make a change in any other statement in the certificate of organization in order for the certificate to accurately represent an agreement among them;
- g. a certificate of amendment is signed by at least one authorized person with management authority, subject to any restriction or requirement in the operating agreement.

The Certificate of Organization is amended by filing a type written or computer generated Amendment in person, mail, fax, or email with the Utah Division of Corporations and Commercial Code setting forth:

1. The name of the Limited Liability Company;
2. The text of each amendment adopted;
3. Our office will look up and fill in the filing date of the initial Certificate of Organization;
4. The signature as required by Section 48-3a-203.

****Agent information & registered business address may be changed on the Registration Information Change Form.****

Where to file: Limited Liability Companies may file two (2) copies of the Amendment with a non-refundable processing fee of \$37.00 to the Division of Corporations. 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 & CVV #.**

Under GRAMA {63G-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.