



Prescribed by :

The Ohio Secretary of State  
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<b>Expedite this Form:</b> (Select One)	
<b>Mail Form to one of the Following:</b>	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 670 Columbus, OH 43216

### ORGANIZATION / REGISTRATION OF LIMITED LIABILITY COMPANY

(Domestic or Foreign)  
Filing Fee \$125.00

THE UNDERSIGNED DESIRING TO FILE A:

**(CHECK ONLY ONE (1) BOX)**

<p><b>(1)</b> <input type="checkbox"/> Articles of Organization for Domestic Limited Liability Company (115-LCA) ORC 1705</p>	<p><b>(2)</b> <input type="checkbox"/> Application for Registration of Foreign Limited Liability Company (106-LFA) ORC 1705</p> <p>_____ (Date of Formation) _____ (State)</p>
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**Complete the general information in this section for the box checked above.**

Name \_\_\_\_\_

Check here if additional provisions are attached

\* If box (1) is checked, name must include one of the following endings: limited liability company, limited, Ltd, L.t.d., LLC, L.L.C.

**Complete the information in this section if box (1) is checked.**

Effective Date (Optional) \_\_\_\_\_ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.  
(mm/dd/yyyy)

This limited liability company shall exist for \_\_\_\_\_ (Optional) (Period of existence)

Purpose (Optional) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is

(Optional) \_\_\_\_\_ (Name)  
\_\_\_\_\_ (Street) **NOTE: P.O. Box Addresses are NOT acceptable.**  
\_\_\_\_\_ (City) \_\_\_\_\_ (State) \_\_\_\_\_ (Zip Code)

**Complete the information in this section if box (1) is checked Cont.**

## ORIGINAL APPOINTMENT OF AGENT

The undersigned authorized member, manager or representative of

\_\_\_\_\_

(name of limited liability company)

hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The name and address of the agent is:

\_\_\_\_\_

(Name of Agent)

\_\_\_\_\_

(Street)

**NOTE: P.O. Box Addresses are NOT acceptable.**

\_\_\_\_\_

(City)

Ohio

(State)

\_\_\_\_\_

(Zip Code)

Must be authenticated by an  
authorized representative

\_\_\_\_\_

Authorized Representative

\_\_\_\_\_

Date

\_\_\_\_\_

Authorized Representative

\_\_\_\_\_

Date

## ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for

\_\_\_\_\_

(name of limited liability company)

hereby acknowledges and accepts the appointment of agent for said limited liability Company.

\_\_\_\_\_

(Agent's signature)

**PLEASE SIGN PAGE (3) AND SUBMIT COMPLETED DOCUMENT**

**Complete the information in this section if box (2) is checked.**

The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is

\_\_\_\_\_  
(Name)  
\_\_\_\_\_  
(Street) **NOTE: P.O. Box Addresses are NOT acceptable.**  
\_\_\_\_\_  
(City) \_\_\_\_\_ (State) \_\_\_\_\_ (Zip Code)

The name under which the foreign limited liability company desires to transact business in Ohio is

\_\_\_\_\_

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

\_\_\_\_\_  
(Name)  
\_\_\_\_\_  
(Street) **NOTE: P.O. Box Addresses are NOT acceptable.**  
\_\_\_\_\_  
(City) Ohio \_\_\_\_\_  
(State) \_\_\_\_\_ (Zip Code)

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- a. the agent cannot be found, or
- b. the limited liability company fails to designate another agent when required to do so, or
- c. the limited liability company's registration to do business in Ohio expires or is cancelled.

**REQUIRED**

Must be authenticated (**signed**)  
by an authorized representative  
(**See Instructions**)

\_\_\_\_\_

Authorized Representative

\_\_\_\_\_

Date

\_\_\_\_\_  
(Print Name)  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_

Authorized Representative

\_\_\_\_\_

Date

\_\_\_\_\_  
(Print Name)  
\_\_\_\_\_  
\_\_\_\_\_

# Instructions for Limited Liability Company

**Follow these instructions in this section if box (1) is checked.**

Domestic

I. One or more persons, without regard to residence, domicile, or state of organization, may form a limited liability company. The company is formed when one or more persons or their authorized representative signs and files with the secretary of state articles of organization that set forth all of the following:

A. The name of a limited liability company shall include the words, "limited liability company," without abbreviation or shall include one of the following abbreviations: "LLC," "L.L.C.," "limited," "ltd.," or "ltd".

1. The name of the company;

Note: Entering the effective date is optional. If the date field is left blank, the effective date will be the date the filing is received. If a date is entered, it can **not** be more than 90 days **after** the date of receipt.

2. Except as provided in division (II) of this section, the period of its duration, which may be perpetual;

3. Any other provisions that are from the operating agreement or that are not inconsistent with applicable law and that the members elect to set out in the articles for the regulation of the affairs of the company.

II. If the articles of organization or operating agreement do not set forth the period of the duration of the limited liability company, its duration shall be perpetual.

III. If a limited liability company is formed under this chapter for the purpose of rendering a professional service, the kinds of professional services authorized under Chapters 4703. and 4733. of the Revised Code, or a combination of the professional services of optometrists authorized under Chapter 4725. of the Revised Code, chiropractors authorized under Chapter 4734. of the Revised Code, psychologists authorized under Chapter 4732. of the Revised Code, registered or licensed practical nurses authorized under Chapter 4723 of the Revised Code, pharmacists authorized under Chapter 4729. of the Revised Code, physical therapists authorized under sections 4755.40 to 4755.53 of the Revised Code, mechanotherapists authorized under section 4731.151 [4731.15.1] of the Revised Code, and doctors of medicine and surgery, osteopathic medicine and surgery, or podiatric medicine and surgery authorized under Chapter 4731. of the Revised Code, the following apply:

A. Each member, employee, or other agent of the company who renders a professional service in this state and, if the management of the company is not reserved to its members, each manager of the company who renders a professional service in this state shall be licensed, certificated, or otherwise legally authorized to render in this state and, if the management of the company is not reserved to its members, each manager of the company who renders a professional service in this state shall be licensed, certificated, or otherwise legally authorized to render in this state the same kind of professional service; if applicable, the kinds of professional services authorized under Chapter 4732. of the Revised Code, registered or licensed practical nurses authorized under Chapter 4723. authorized under sections 4755.40 to 4755.53 of the Revised Code, mechanotherapists authorized under section of the Revised Code, pharmacists authorized under Chapter 4729. of the Revised Code, physical therapists authorized under sections 4755.40 to 4755.53 of the Revised Code, mechanotherapists authorized under section 4731.151 [4731.15.1] of the Revised Code, or doctors of medicine and surgery, osteopathic medicine and surgery, or podiatric medicine and surgery authorized under Chapter 4731. of the Revised Code.

B. Each member, employee, or other agent of the company who renders a professional service in another state and, if the management of the company is not reserved to its members, each manager of the company who renders a professional service in another state shall be licensed, certificated, or otherwise legally authorized to render that professional service in the other state.

C. Articles of organization must be accompanied by an original appointment of agent ORC 1705.06(B).

D. The agent for a limited liability company must be an individual who is a resident of Ohio, an Ohio corporation, or a foreign corporation holding an Ohio license as a foreign corporation. ORC 1705-06(A)

**Follow these instructions in this section if box (2) is checked.**

Foreign

- I. Before transacting business in this state, a foreign limited liability company shall register with the secretary of state. The company shall register by submitting to the secretary of state an application for registration as a foreign limited liability company. The application shall be on a form that is prescribed by the secretary of state, be signed by an authorized representative of the company, and set forth all of the following:
  - A. The name of the company and, if different, the name under which it is registered or organized in the state of its organization;
  - B. The state in which it was organized and the date of its formation;
  - C. The name and address of an agent for service of any process, notice, or demand on the company. The appointed agent shall be an individual who is a resident of this state, a domestic corporation, or a foreign corporation that has a place of business and is authorized to do business in this state.
  - D. A statement that the secretary of state is appointed the agent of the company for service of any process, notice, or demand on the company if an agent is not appointed as described in this section or if an agent is appointed pursuant to that division but the authority of that agent has been revoked or the agent cannot be found or served after the exercise of reasonable diligence;
  - E. An address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company.
- II. Upon receipt of an application for registration as a foreign limited liability company and the filing fee required by law, the secretary of state shall accept the application for filing and shall make a copy of the application for the secretary of state's records by microfilm or by any authorized photostatic or digitized process. Evidence of the filing shall be returned to the company or its representative.
- III. Upon being filed in accordance with this section, an application for registration as a foreign limited liability company shall be deemed to be the certificate of registration of the applicant as a foreign limited liability company authorized to transact business in this state.