

Instructions L025i

Application for Registration of Foreign LLC

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007
www.azcc.gov
(602) 542-3026



General Information

Foreign LLCs must apply for registration to transact business. A foreign limited liability company ("LLC") that wants to transact business in Arizona must first apply to the Arizona Corporation Commission for a certificate of registration. See A.R.S. § 29-802.

What is a foreign LLC? Any LLC that was not created or formed under the laws of the State of Arizona is a foreign LLC.

What is transacting business? The applicable statute defines some activities that DO NOT constitute the transaction of business within the state. See A.R.S. § 29-809. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes. The Arizona Corporation Commission does not make determinations under A.R.S. § 29-809 as to what activities do or do not constitute the transaction of business, because such a determination requires interpreting the applicable statute in the context of the LLC's particular situation, which involves legal advice. Commission staff cannot give legal advice to the public. It is up to the LLC to determine whether or not its activities require it to seek registration with the Arizona Corporation Commission. If the LLC is in doubt, it should seek advice from an attorney. Commission staff cannot tell you whether or not the LLC should file an Application for Registration.

What if the LLC operates in Arizona without registering? The full consequences of transacting business in Arizona without registering are set out in A.R.S. § 29-809. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

What are the LLC name requirements? The examiner will determine if the LLC name to be used complies with the statutory requirements, but you can review the name criteria, check for name availability and, if desired, submit a

name reservation application by using our website at www.azcc.gov/divisions/corporations/filings/namingpolicy.asp. Reserving the name is not required. Web access is available to the public at our Phoenix and Tucson offices.

The LLC name must satisfy the requirements of A.R.S. § 29-602. The professional LLC name must satisfy the requirements of A.R.S. § 29-845. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

The minimum requirements under Arizona law for the name of a limited liability company are that it:

shall contain the words "limited liability company" or "limited company" or the abbreviations "L.L.C.", "L.C.", "LLC", or "LC"

AND

shall not contain the words "association", "corporation", "incorporated", or an abbreviation of those words.

If the name contains any of the following words, prior written approval must be obtained from the Arizona Department of Financial Institutions before registration is allowed: Bank; Banker; Banking; Banc; Banco; Banque; Credit Union; Deposit; Savings Association; Building Association; Savings and Loan Association; Building and Loan Association; Savings Bank; Thrift; Trust; or Trust Company. See A.R.S. §§ 29-602, 29-804.

A professional limited liability company name shall not conflict with any of the above, and shall contain the words "professional limited liability company" or one of the following abbreviations: "P.L.L.C.", "P.L.C.", "PLLC", or "PLC", in upper or lower case letters.

Fictitious name. If a foreign LLC's name is not available or does not satisfy the LLC name requirements, it may use a fictitious name if it attaches to the Application For Registration a company resolution adopting a fictitious name. See A.R.S. § 29-809.

Trade name – if you are the owner of a trade name registered with the Secretary of State's office that is identical to the LLC name you wish to use, you must complete and attach to the Articles of Organization a Trade Name Declaration form M003. Forms are available on our website at <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

Can a foreign professional LLC obtain registration in Arizona? Yes. The statutes pertaining to foreign professional LLCs are A.R.S. §§ 29-841 through 29-847. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

What is a Statutory Agent?

A Statutory Agent, often called a "registered agent," is an individual or a business entity that the LLC appoints in Arizona for the purpose of accepting service of process (lawsuit papers or legal documents) for the LLC. The agent is called a "statutory" agent because a statute requires that the LLC appoint someone for this purpose. See A.R.S. § 29-802. If, for example, a lawsuit is filed against the LLC, the Statutory Agent will be the one who is served (receives the papers on behalf of the LLC), and then the Statutory Agent should give the papers to the LLC. Note that the law requires that the LLC maintain a statutory agent with a valid address on the records of the Arizona Corporation Commission at all times, and the failure to do so will subject the LLC to being administratively revoked. See A.R.S. § 29-807. Official notices from the Arizona Corporation Commission will be sent to the Arizona statutory agent's address.

Who can be the Statutory Agent?

A Statutory Agent can be an individual, or an Arizona corporation or LLC, or a foreign corporation or LLC that is authorized to transact business in Arizona. An LLC cannot be its own Statutory Agent – it must appoint someone apart from itself. For example, the LLC can appoint one of its managers or members in his or her capacity as an individual as the

statutory agent, but cannot appoint the LLC itself as the statutory agent.

If an individual is appointed as the statutory agent, that individual must be a permanent, full-time resident of the State of Arizona and must have a permanent, full-time physical or street address in the State of Arizona. The mailing address, if any, of that individual statutory agent must also be in Arizona.

The statutory agent must accept the appointment in writing. The statutory agent can accept the appointment by completing and submitting the Statutory Agent Acceptance form M002 found on our website at:

<http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>. If the statutory agent is an entity, an authorized agent of that entity can sign the acceptance. An authorized agent is anyone given authority to sign for that entity.

Is publication required? No.

What other documents must be submitted? You must attach to or submit with the Application for Registration the following documents:

- (1) Certificate of existence or certificate of good standing or similar document from the state or country of organization or formation that is dated not more than 60 days before its delivery to the Arizona Corporation Commission;
- (2) Statutory Agent Acceptance (see Number 8.3 below under Instructions);
- (3) If applicable, approval letter from either the Arizona Department of Insurance or the Arizona Department of Financial Institutions (see the section on name requirements under General Information).

Filing fee. The filing fee is \$150.00. For expedited processing (read the next paragraph), add \$35.00 to the filing fee. All fees are nonrefundable. See A.R.S. § 29-851.

Processing time. Processing times are posted on our website each Monday at www.azcc.gov/Divisions/Corporations. For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. See A.R.S. § 29-851. The

expedite fee is \$35.00. See Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. The Arizona Corporation Commission does not currently offer same day or next day service.

Instructions

Number 1. Check one box to indicate the exact type of LLC that is submitting the Application. Check only one box.

Number 2. Give the exact or true name of the foreign LLC in its state or country of formation, including exact spelling, punctuation, and any LLC identifier such as LLC or L.L.C., etc. The true name will be called the "foreign name" on the Arizona Corporation Commission system. Please refer to "What are the name requirements" under the General Information section above.

Number 3. The foreign LLC must identify the name it will use in Arizona by checking one of the boxes under number 3. One box must be checked. If no boxes are checked, the document will be rejected. If the foreign LLC's true name is available in Arizona and if that name complies with statutory requirements, then the LLC must use that name. A fictitious name can be used only if the foreign LLC's true name either does not comply with Arizona LLC naming requirements or is not available in Arizona. Refer to "What are the LLC name requirements" under the General Information section above for more information.

Number 3.1. If the foreign LLC's true name from its state or country of formation is available for use in Arizona and meets the statutory requirements, then the LLC must use that name and must check the box in number 3.1.

Number 3.2. If the foreign LLC's true name from its state or country of formation either does not comply with Arizona naming requirements or is not available for use in Arizona, the LLC should check the box in number 3.2, then provide the fictitious name in 3.3.

Number 3.3. If the foreign LLC checked the box in number 3.2, the foreign LLC must list the fictitious name in 3.3 and must also provide a company resolution adopting the fictitious name. The document will be rejected if the

resolution is not submitted with the Application for Registration.

Number 4. Complete number 4 only if professional LLC is checked in number 1. Briefly describe the professional services the LLC renders.

Number 5. List the state or country in which the foreign LLC was formed or organized.

Number 6. List the date on which the foreign LLC was formed or organized in its state or country of formation.

Number 7. Do not leave number 7 blank. Briefly describe the purpose of the foreign LLC or the general character of business it proposes to transact in Arizona.

Number 8. Refer to the sections under General Information on "What is a Statutory Agent" and "Who can be the Statutory Agent."

Number 8.1. List the name of the person appointed as the Arizona statutory agent – either an individual or entity, not both. If the statutory agent is an entity, you can put the name of a person to whom correspondence will be directed on the "Attention" line directly underneath the statutory agent name line. Putting a name in the "Attention" line will NOT change the identity of the statutory agent. The name in the "Attention" line simply becomes part of the address. Provide a street address for the statutory agent directly underneath the "Attention" line, completing all blanks that are not marked optional. The address will be viewable by the public on the internet. LLCs are required to maintain a statutory agent at a valid address in the records of the Arizona Corporation Commission at all times, and failure to do so will subject the LLC to being administratively revoked. See A.R.S. § 29-807. Note that official notices from the Arizona Corporation Commission will be mailed to the Arizona statutory agent at its street address, unless a statutory agent mailing address is provided, in which case notices will be mailed to the statutory agent mailing address.

Number 8.2. The statutory agent named in number 8.1 can have a separate mailing address, which can be a P.O. Box or a personal mail box. The mailing address must be in Arizona. Complete all address blanks that are not

marked optional. LLCs are required to maintain a statutory agent at a valid address in the records of the Arizona Corporation Commission at all times, and failure to do so will subject the LLC to being administratively revoked. See A.R.S. § 29-807. Note that official notices from the Arizona Corporation Commission will be mailed to the statutory agent at its street address, unless a statutory agent mailing address is provided, in which case notices will be mailed to the Arizona statutory agent mailing address.

Number 8.3. The individual or entity named as the Arizona statutory agent must accept the appointment as statutory agent by signing a statement of acceptance. The statutory agent can independently complete and submit form M002, the Statutory Agent Acceptance form, available on our website at this link:

<http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>, however, it is recommended that the acceptance form be delivered simultaneously with the Application for Registration. If no statutory agent acceptance is in the Arizona Corporation Commission system at the time the Application for Registration is examined, the Application for Authority will be rejected.

Number 9. The principal office address must be a street or physical address and must be in the state or country of formation. If the LLC is not required to maintain an address in its state or country of formation, then it must provide the street address of its registered agent (agent for service of process) in its state or country of formation. The address will be viewable by the public on the internet.

Number 10. If provided, the Arizona known place of business (KPB) address must be a street address in Arizona, and it can be the same as the Arizona statutory agent's street address. See A.R.S. §§ 29-802, 29-604. The address will be viewable by the public on the internet. If the KPB address is the same as the statutory agent's street address, check the "yes" box and continue with number 11, and do not list any address under number 10. If the KPB is not the same as the statutory agent's street address, check the "no" box and provide a street address in number 10

by completing all address blanks that are not marked as optional.

Numbers 11 and 12. You must select a management structure for the LLC. Choose either 11 or 12, but not both. This information must be completed even if the foreign LLC's state of formation does not require disclosure of management structure.

Number 11. If the LLC is manager-managed, check this box and then complete and attach the Manager Structure Attachment. The Articles will be rejected if they are submitted without the Manager Structure Attachment.

Number 12. If the LLC is member-managed, check this box and then complete and attach the Member Structure Attachment. The Articles will be rejected if they are submitted without the Member Structure Attachment.

Number 13. See Signature And Verification section below.

Signature and Verification

If the LLC is manager-managed, a manager may sign the Application for Registration. Please note – there is no such thing as a "managing member" in the LLC statutes – the person is either a manager or not.

If the LLC is member-managed, any member can sign the Application for Registration. Please note – there is no such thing as a "managing member" in the LLC statutes – the person is simply a member of a member-managed LLC.

The Application for Registration may also be signed by any authorized agent of the foreign LLC. An "authorized agent" is any person given permission by the foreign LLC to sign or act on its behalf.

The document is submitted under penalty of perjury, and the "I accept" box must be checked.

Sign on the line underneath the "I accept" box. Print the name of the individual next to the signature. If completing the form online, type in the name in both fields. Fill in the date. Check the appropriate box underneath the signature line to indicate whether the person signing is a manager of a manager-managed LLC or a member of

a member-managed LLC, or a duly authorized agent. If the member or manager signing the document is an entity, fill in the entity name underneath the appropriate check box.

Submit the document

Cover Sheet. All documents must be submitted with a Cover Sheet. Forms are available on our website at this link: <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

What to submit:

1. Cover Sheet
2. Application for Registration of Foreign LLC
3. Certificate of Existence or Good Standing or similar document
4. Member Structure Attachment OR Manager Structure Attachment
5. Statutory Agent Acceptance
6. Payment.

By Mail. Mail the completed paper document, cover sheet, and payment (see below for payment information) to:

Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

In Person. Deliver the completed document, cover sheet, and payment (see below for payment information) to:

Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

Payment Methods

Credit card. If submitting the document in person, payment by credit card is acceptable. Credit cards cannot be used if submitting by mail. The Arizona Corporation Commission accepts only Visa, MasterCard, or American Express.

Check. If submitting the document by mail or in person, payment by check is acceptable. Checks must have an imprinted name of the account holder and/or the account holder's imprinted address – checks without imprinted name or address information will not be accepted. A handwritten or stamped name or address will not be accepted. If paying by check, make the check payable to Arizona Corporation Commission, and do not abbreviate.

Money order. If submitting the document by mail or in person, payment by money order is acceptable.

Cash. If submitting the document in person, cash payments are acceptable. Do not mail cash.

Questions

For questions, contact our Customer Service Call Center at 602-542-3026, or, within Arizona only, 800-345-5819.