



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

148 W. River Street, Providence, Rhode Island 02904-2615

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Procedure to Reinstate a Limited Liability Company after Ten Years

If a limited liability company's Certificate of Organization has been revoked for more than ten years, a bill for the purpose of reinstating the limited liability company may be introduced by a member of the General Assembly. Please review the following steps to reinstate the limited liability company.

How to start the process:

1. Contact a senator or representative to introduce a bill. Information regarding members of the Rhode Island General Assembly can be found through the [Government Directory](#). If the General Assembly is not in session, you may petition the Superior Court. Please contact our office for specific filing instructions.
2. Obtain a [letter of good standing](#) (LOGS) issued by the RI Division of Taxation for the purpose of "reinstatement." You may contact the Division of Taxation at www.tax.ri.gov or (401) 574-8941.
3. Call or visit the Division of Business Services to obtain the necessary forms required to be filed and have the reinstatement penalty fees calculated.
4. Limited liability companies that have been revoked for more than one year may lose the right to their name. To determine whether or not the LLC's name is still available for use in this state, you may use the [Corporate Database](#). If the name is no longer available, the withdrawal of the Certificate of Revocation will require the filing of a name change amendment.

How to complete the process:

1. Once the bill has passed, obtain a copy of the bill from the Department of State's Public Information Division by contacting them by telephone at (401) 222-3983 or by email at publicinfo@sos.ri.gov. A copy of the passed legislation or Court Order must be submitted as part of the reinstatement filing. Reinstatement bills expire on December 31 of the year the bill was enacted.
2. Submit the RI Division of Taxation's original Letter of Good Standing (LOGS). The LOGS must be dated within **thirty days** of the reinstatement file date.
3. Complete and remit the documents the LLC failed to file, along with the appropriate filing fees.
4. Submit a penalty fee in the amount of \$50.00 for each year or part thereof that has elapsed since the issuance of the Certificate of Revocation.

How to pay the filing fee:

The filing fee is payable either in person via cash, credit card, or check at the Business Services Division, or by mail to the Business Services Division via check made payable to the R.I. Department of State.

How to confirm your filing:

Entity records are retrievable and viewable through our website. Successful filings will **NOT** result in a mailed confirmation. Filings that cannot be processed will be posted [online](#) and then returned. To confirm your submission and obtain evidence of your filing:

- Go to our [Corporate Database](#)
- Enter the name or ID number of your entity and click "Search"
- Click on the link to your entity record, scroll down, select "All Filings" and then "View Filing"
- Identify desired type of filing and click on "PDF" under "Files" to view and print the record
- Filing rejections can be viewed [here](#), via the Rejected Filings Viewer on our website.

Upon filing the required documents and paying all fees, the Department of State shall withdraw the Certificate of Revocation and retroactively reinstate the LLC in good standing as if its Certificate of Organization had not been revoked.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.