

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615
(401) 222-3040

INSTRUCTIONS FOR FILING AN APPLICATION FOR REGISTRATION BY A FOREIGN LIMITED LIABILITY COMPANY Section 7-16-49 of the General Laws of Rhode Island, as amended

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.

1. Before transacting business in this state, a foreign limited liability company or foreign low-profit limited liability company shall register with the secretary of state. In order to register, the limited liability company must file an Application for Registration (Form No. 450) with the Office of the Secretary of State, Division of Business Services, at the above address. When the Application for Registration is properly completed, signed by a person with authority to do so under the laws of the state or other jurisdiction of its organization, submitted with the correct filing fee and the Certificate of Good Standing noted in item 2 below, a Certificate of Registration shall be issued. *(If the foreign limited liability company shall be rendering professional services as defined in Sections 7-16.3.1 and 7-5.1-2, or if the foreign limited liability company falls under the jurisdiction of a regulatory agency, please call this office for further instructions prior to submitting the Application for Registration.)*
2. The Application for Registration must be accompanied by a Certificate of Good Standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized. The certificate of good standing must be dated within **sixty (60) days** of the filing of the Application for Registration.
3. The Application for Registration by a Foreign Limited Liability Company must be accompanied by a filing fee of \$150.00, and checks are to be made payable to "Secretary of State".
4. The name of any foreign limited liability company or foreign low-profit limited liability company must be "distinguishable upon the records of the secretary of state." This means the Office of the Secretary of State will deny a request for a name if such name is identical to or not distinguishable from any entity, name reservation, or registration on file with the Business Section of the Division of Business Services. The name shall contain the words "limited liability company" or the upper or lower case letters "l.l.c." with or without punctuation. If the company is a duly organized low-profit limited liability company, the name shall contain the words "low-profit limited liability company" or the upper or lower case letters "L3C". A preliminary name availability check can be made by checking the Name Availability Database on our website, or by phoning us at the above telephone number. This preliminary check is not statutorily required, is not binding upon the Secretary of State, and does not ensure that the name will be available upon filing the Application for Registration. It is suggested that you do not make any financial expenditures or execute documents utilizing the name based upon a preliminary name availability check. The final determination as to availability of the name will be made when the documents are submitted for filing.
5. Each foreign limited liability company shall have and continuously maintain in this state a resident agent upon whom any process, notice or demand required or permitted by law to be served upon the limited liability company may be served. The agent may be either an individual resident in this state, or a corporation, limited partnership or limited liability company, in each case either domestic or one authorized to transact business in this state. The address of the resident agent must be street address, not a post office box.
6. The foreign limited liability company is responsible for filing an annual report each calendar year between September 1 and November 1, beginning with the year following the year in which its Application for Registration was filed with the secretary of state. An annual report form will be mailed to the resident agent prior to September 1 each year. Be sure to follow up with your resident agent concerning the filing of this report.
7. Failure to comply with Nos. 5 and 6 above may result in the revocation of the Certificate of Registration pursuant to the provisions of Section 7-16-41 of the General Laws, as amended.

If the foreign limited liability company shall be rendering professional services as defined in Sections 7-16-3.1 and 7-5.1-2, or if the foreign limited liability company falls under the jurisdiction of a regulatory agency, the following may apply:

1. If the company is engaged in the practice of **engineering** pursuant to Section 5-8-24 of the General Laws, evidence of a current certificate of authorization issued by the State Board of Registration for Professional Engineers must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Professional Engineers at (401) 462-9592 or www.bdp.ri.gov.
2. If the company is engaged in the practice of **land surveying** pursuant to Section 5-8.1-1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Registration for Land Surveyors must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Land Surveyors at (401) 462-9595 or www.bdp.ri.gov.
3. If the company is engaged in the practice of **architecture** pursuant to Section 5-1-15.1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examination and Registration of Architects at (401) 462-9594 or www.bdp.ri.gov.
4. If the company is engaged in the practice of **landscape architecture** pursuant to 5-51-13 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Landscape Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examiners of Landscape Architects at (401) 462-9595 or www.bdp.ri.gov.
5. If the company is engaged in the **practice of law**, pursuant to Article II, Rule 10 of the Supreme Court Rules on Admission to the Practice of Law, the applicant must apply for a limited liability entity license from the Rhode Island Supreme Court within thirty (30) days of filing with the Office of the Secretary of State. You may contact the Rhode Island Supreme Court Clerk's Office at (401) 222-3272 or www.courts.ri.gov.
6. Each limited liability company rendering professional services, must meet the requirements set forth in Section 7-16-3.3 and obtain liability insurance or equivalent to cover the kinds of negligence, wrongful acts and misconduct for which liability is limited by Section 7-16-3.2.

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.

Filing Fee: \$150.00



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LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

This company has been duly organized in its state of formation as a low-profit limited liability company. (Check box if applicable)

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of _____

4. The date of its organization is _____

5. The period of duration of the limited liability company is (if perpetual, so state) _____

6. The address of the limited liability company's resident agent in Rhode Island is:

_____, RI _____
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is _____
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

9. The mailing address for the limited liability company is:

10. Management of the Limited Liability Company (check one only):

A. The limited liability company is to be managed by its members. ***(If you have checked this box, go to item No. 11 – DO NOT LIST ANY NAMES IN SECTION B.)***

or

B. The limited liability company is to be managed by one (1) or more managers. ***(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)***

Manager

Address

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

12. The date this Application for Registration is to become effective, if later than the date of filing, is:

_____ (not prior to, nor more than 30 days after, the filing of this Application for Registration)

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: _____

_____ Print Exact Name of Limited Liability Company Making Application

By _____ Signature of Authorized Person