



Brian P. Kemp  
Secretary of State

**OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION**

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Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2817  
sos.georgia.gov/corporations

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
FOR FOREIGN LIMITED LIABILITY COMPANY**

**IMPORTANT:** Please provide the entity's primary email address when completing this form.

Primary Email Address: \_\_\_\_\_

**NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM**

1. \_\_\_\_\_  
Name of Limited Liability Company Name Reservation Number (Optional)

Date business commenced (or proposed) in Georgia (NOTE: If date provided here is more than 30 days prior to the effective date of this application, a \$500 penalty plus fees must be paid. Penalty is statutory and cannot be waived by Secretary of State.)

2. \_\_\_\_\_  
Name of Filing Person

Address City State Zip Code

Filer's Email Address Telephone Number

3. \_\_\_\_\_  
Name of Limited Liability Company in State or Country of Formation

Jurisdiction (Home State or Country) Date of Formation in Home State or Country Period of Duration

4. \_\_\_\_\_  
Address of Principal Place of Business City State Zip Code

5. \_\_\_\_\_  
Name of Registered Agent in Georgia Registered Agent's Email Address

Registered Office Street Address in Georgia (post office box or mail drop not acceptable for registered office address)

City County GA State Zip Code

6. \_\_\_\_\_  
Manager's Name & Address (person with substantial responsibility for managing LLC's business activities) City State Zip Code

7. \_\_\_\_\_  
Address Where Limited Liability Company's Records Are Maintained City State Zip Code

8. Effective Date: (Choose one)  Upon filing  Delayed effective date and/or time: \_\_\_\_\_  
(A delayed effective date must be within 90 days of the filing date.)

9. **NOTICE:** Mail the following items to the Secretary of State at the above address

- (1) This application;
- (2) The filing fee of \$225.00 payable to "Secretary of State." Filing fees are non-refundable.

This application is signed by a person duly authorized to sign such instruments by the laws of the jurisdiction under which the foreign limited liability company is organized. The foreign limited liability company undertakes to keep its records at the address shown in #7 above until its registration in Georgia is canceled or withdrawn. The foreign limited liability company, in accordance with Title 14 of the Official Code of Georgia Annotated, appoints the Secretary of State as agent for service of process if no agent has been appointed in Georgia or, if appointed, the agent's authority has been revoked or the agent cannot be found or served by the exercise of reasonable diligence.

\_\_\_\_\_  
Signature of Authorized Person

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title



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## FILING PROCEDURES FOR FORMING A GEORGIA LIMITED LIABILITY COMPANY

Limited liability companies (“LLC”) are formed by filing articles of organization with the Secretary of State. The *minimum* requirements of Georgia law are outlined herein. Many other provisions may, and perhaps should, be included in the articles. It is very simple to form an LLC. The question of whether or not an LLC *should* be formed is complex. ***The Corporations Division strongly recommends that filers obtain professional legal, tax and/or business advice to assure the filer’s goals and intentions are met, and that requirements of the law are satisfied, both before and after formation of the entity.***

### Name Reservation

A name may be reserved prior to filing entity formation or registration documents. A reservation fee of \$25 must accompany the request. Fees are non-refundable. The reservation may be made online or by submitting a Name Reservation Request form. If the name reservation is approved, a name reservation number will be provided to the filer by return email. A name reservation is effective for 30 days or until the filing forming or registering the entity is submitted, whichever is sooner. Name reservation requests are generally processed within 3 to 5 business days of receipt of an online request and within 5 to 7 business days of receipt of a mail-in request. To redeem a name reservation, enter the reservation number in the field provided on an online business formation application or, if submitting a paper filing, place the number on the Transmittal Information Form 231 that is filed with the articles of organization. Name reservations are not available by telephone. Entity formation and registration filings are accepted without a name reservation.

### Preparation of Articles of Organization

Articles of organization must include the information described in O.C.G.A. § 14-11-204. Articles may be filed online or mailed to the Corporations Division at the above address. Articles mailed to the office must be submitted on white 8½x11 paper. The articles of organization may be signed by any member of the limited liability company, any manager if management is vested in one or more managers, or by an organizer. An attorney in fact may also sign the articles of organization. ***The signer(s) should indicate in what capacity he or she is signing.*** The signature does not need to be notarized.

### Filing of Articles of Organization and Transmittal Information Form 231

For filings not submitted online, the original and one copy of the articles of organization, a completed Transmittal Form 231, and the \$100.00 filing fee should be mailed or delivered to the Corporations Division at the above address. Checks should be made payable to “Secretary of State.” Articles of organization are effective on the date received by the Corporations Division unless a delayed effective date is specified therein. A certificate of organization will be mailed to the applicant, usually in five to seven business days. Workload issues will sometimes result in a longer turnaround time, perhaps up to 12 business days. Filings that are not complete will be returned to the applicant along with a notice that describes the deficiency. If corrected and returned within 60 days the initial date of receipt will be the date of formation. Deficient filings are deemed abandoned if still pending after 60 days from initial receipt of the filing. After the filing is deemed abandoned, a new filing, including new filing fees, will be required. Fees are non-refundable.

### Annual Registration

Each LLC must file an annual registration with the Secretary of State between January 1 and April 1 of each calendar year. The fee is \$50.00. The initial registration is due between January 1 and April 1 of the year

following the calendar year in which the LLC was formed. The annual registration should be filed online at <http://www.sos.ga.gov/Corporations/>. Changes to the LLC's principal office address and/or registered agent and registered office address throughout the year are made by filing an annual registration or an amended annual registration and paying the appropriate fee (i.e. \$50.00 for annual registration; \$20.00 for amended annual registration). An LLC that does not submit its annual registration as required is subject to administrative dissolution. An administratively dissolved LLC may be reinstated within 5 years of the effective date of dissolution. There is a \$250 fee to reinstate an administratively dissolved LLC. Fees are non-refundable.

**Articles of organization for a Georgia limited liability company might appear as follows:**

Articles of Organization  
of  
ABC and Associates, LLC

**Article 1.**

The name of the limited liability company is ABC and Associates, LLC.

*(Note: Article 2. below is optional. It, and other provisions not inconsistent with law, may be set forth in the Articles of Organization.)*

**Article 2.**

Management of the limited liability company is vested in one or more managers whose names and addresses are as follows:

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization.

This \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
(signature)  
John Doe  
(Capacity of signer)

**Other important information for LLCs:**

- Contact the Internal Revenue Service to determine whether an Employee Identification Number is needed. It is obtained from the Internal Revenue Service. Call 1-866-816-2065 or visit the IRS web site, <http://www.irs.ustreas.gov>.
- The Georgia Department of Revenue should be contacted regarding compliance with state tax laws. Income and net worth tax information may be obtained by calling (404) 656-4191. Sales and withholding tax information may be obtained by calling (404) 651-8651 or at the DOR's web site, <https://etax.dor.ga.gov/>.
- Many LLCs will be required to obtain workers' compensation insurance. Workers' compensation information may be obtained by calling 1-800-533-0682 or (404) 656-3818.
- Many LLCs will be subject to unemployment tax requirements of the "Georgia Employment Security Law." Information may be obtained from the Georgia Department of Labor at (404) 656-5590 or <http://www.dol.state.ga.us>.