

## Instructions for Completing the Articles of Organization (Form LLC-1)

To form a limited liability company (LLC), you must file Articles of Organization (Form LLC-1) with the California Secretary of State.

- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.
- Operating Agreements are to be maintained by the LLC and **are not filed with the California Secretary of State.**

### Fees:

- **Filing Fee:** The fee for filing the Articles of Organization (Form LLC-1) is **\$70.00**.
- **Faster Service Fee:**
  - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office.*
  - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person (drop off) your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
  - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee instead of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to [www.sos.ca.gov/business/be/service-options](http://www.sos.ca.gov/business/be/service-options).

**Copies:** Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee. To obtain additional copies or certified copies of this filed Articles of Organization, include payment for copy fees and certification fees at the time the Articles of Organization is submitted. Additional copy fees are \$1.00 for the first page and \$.50 for each attachment page. For certified copies, there is an additional \$5.00 certification fee, per copy.

**Payment Type:** Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or Mastercard®).

**Processing Times:** For current processing times, go to [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

If you are not completing this form online, please **type or legibly print** in black or blue ink. **Complete the Articles of Organization (Form LLC-1) as follows:**

Item	Instruction	Tips
1.	Enter the name of the proposed LLC exactly as it is to appear on the records of the California Secretary of State including the LLC identifier.	<ul style="list-style-type: none"> <li>• California Corporations Code section <a href="#">17701.08</a> requires:               <ul style="list-style-type: none"> <li>– The LLC name must include: LLC, L.L.C., Limited Liability Company, Limited Liability Co., Ltd. Liability Company, or Ltd Liability Co.</li> <li>– The LLC name may not include: bank, trust, trustee, incorporated, inc., corporation, or corp.</li> <li>– The LLC name may not include: insurer, insurance company, or any other words suggesting that the LLC is in the business of issuing policies of insurance and assuming insurance risks.</li> <li>– The name is not likely to mislead the public and is distinguishable from other LLCs of record or reserved with the California Secretary of State.</li> </ul> </li> <li>• There are legal limitations on what name can be used for the LLC. For general LLC name requirements and restrictions or for information on reserving an LLC name prior to submitting Form LLC-1, go to <a href="http://www.sos.ca.gov/business/be/name-availability">www.sos.ca.gov/business/be/name-availability</a>.</li> </ul>

		<ul style="list-style-type: none"> <li>• A name reservation is not required to submit Form LLC-1.</li> <li>• A preliminary search of LLC names already of record can be made online through our Business Search at <a href="http://BusinessSearch.sos.ca.gov">BusinessSearch.sos.ca.gov</a>. Please note: The Business Search is not intended to serve as a formal name availability search. For information on checking or reserving a name, go to <a href="http://www.sos.ca.gov/business/be/name-availability">www.sos.ca.gov/business/be/name-availability</a>.</li> </ul>
2a.	<p>Enter the complete street address, city and zip code of the LLC's initial designated office in California.</p> <p>The designated office is where copies of the organizational documents, operating agreement financial and other business records must be kept.</p>	<ul style="list-style-type: none"> <li>• The designated office does not need be the place of the LLC's activity in California. (Section 17701.13.)</li> <li>• The <b>complete street address</b> is required, including the street name and number, city and zip code.</li> <li>• Address must be a physical address.</li> <li>• Do not enter a P.O. Box address, or abbreviate the name of the city.</li> </ul>
2b.	<p>If different from the address in Item 2a, enter the LLC's complete mailing address, city, state and zip code.</p>	<ul style="list-style-type: none"> <li>• This address will be used for mailing purposes and may be a P.O. Box address or "in care of" an individual or entity.</li> <li>• Do not abbreviate the name of the city.</li> </ul>
3.	<p><b>The LLC must have an Agent for Service of Process.</b></p> <p>There are two types of Agents that can be named:</p> <ul style="list-style-type: none"> <li>• an individual (e.g. member, manager, or any other individual) who resides in California with a physical California address; OR</li> <li>• a registered corporate agent qualified with the California Secretary of State.</li> </ul>	<ul style="list-style-type: none"> <li>• An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) on behalf of the LLC.</li> <li>• You must provide information for either an individual OR a registered corporate agent, <b>not both</b>.</li> <li>• If using a registered corporate agent, the corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505.</li> </ul>
3a. & 3b.	<p>If <b>Individual Agent</b>:</p> <ul style="list-style-type: none"> <li>• Enter the name of the initial agent for service of process and the agent's complete <b>California</b> street address, city and zip code.</li> <li>• If an individual is designated as the initial agent, complete Items 3a and 3b <b>ONLY. Do not complete Item 3c.</b></li> </ul>	<ul style="list-style-type: none"> <li>• The <b>complete street address</b> is required, including the street name and number, city and zip code.</li> <li>• Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city.</li> <li>• Many times, a small LLC will designate a member or manager as the agent for service of process.</li> <li>• The individual agent should be aware that the name and the physical street address of the agent for service of process is a public record, open to all (as are all the addresses of the LLC provided in filings.)</li> </ul>
3c.	<p>If <b>Registered Corporate Agent</b>:</p> <ul style="list-style-type: none"> <li>• Enter the name of the initial registered corporate agent <i>exactly</i> as registered in California.</li> <li>• If a registered corporate agent is designated as the initial agent, complete Item 3c <b>ONLY. Do not complete Items 3a and 3b.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Before a corporation is designated as agent for the LLC, that corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505 stating the address(es) of the registered corporate agent and the authorized employees that will accept service of process of legal documents and notices on behalf of the LLC.</li> <li>• Advanced approval <b>must be obtained</b> from a registered corporate agent <b>prior</b> to designating that corporation as your agent for service of process.</li> </ul>

		<ul style="list-style-type: none"> <li>• No California or foreign corporation may register as a California corporate agent unless the corporation currently is authorized to engage in business in California and is in good standing on the records of the California Secretary of State.</li> <li>• Provide your Registered Corporate Agent's exact name as registered with the California Secretary of State. To confirm that you are providing the exact name of the Registered Corporate Agent, go to <a href="https://businessfilings.sos.ca.gov/frmlist1505s.asp">https://businessfilings.sos.ca.gov/frmlist1505s.asp</a>.</li> </ul>
4.	<p>Check the applicable box to indicate if the LLC will be managed by "one manager," "more than one manager" or "all limited liability company member(s)."</p> <p><b>Only</b> one box may be checked.</p>	<ul style="list-style-type: none"> <li>• Every LLC is <b>required</b> to have at least one member. If no manager is appointed or elected, all members are managers.</li> <li>• A member(s) is the owner of the company similar to a shareholder(s) in a corporation.</li> </ul>
5.	The purpose statement is required. Do not alter.	
6.	<ul style="list-style-type: none"> <li>• Form LLC-1 must be signed by each person responsible for forming the LLC (i.e. the organizer(s)) indicating the information is true and correct.</li> <li>• Type or print the name of the organizer(s).</li> </ul>	<ul style="list-style-type: none"> <li>• The person signing Form LLC-1 (i.e. the organizer(s)) need not be a member or manager of the LLC.</li> <li>• If you need more space for signatures: <ul style="list-style-type: none"> <li>– Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LLC-1 and attach the extra page(s) to the completed Form LLC-1.</li> <li>– All attachments are part of this document.</li> </ul> </li> <li>• If Form LLC-1 is signed by a business entity, the person who signs on behalf of the entity should note their name and position/title and the entity name. Example: If a limited liability company ("Smith LLC") is the organizer, the signature of the person signing on behalf of the Smith LLC should be reflected as Joe Smith, Manager of Smith LLC, Organizer.</li> <li>• If Form LLC-1 is signed by a trust, the trustee should sign as follows: _____, trustee for _____ trust (including the exact name of the trust and date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T 5-1-1994), Member.</li> <li>• Multiple Form LLC-1s with <b>different signatures</b> will be returned without being filed – use only one form.</li> <li>• Do not include the title of the person signing.</li> </ul>

**Mail Submission Cover Sheet (Optional):** To make it easier to receive communication related to **this document**, including the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

**Where to File:** Completed forms along with the applicable fees can be mailed to Secretary of State, Business Entities Filings, P.O. Box 944260, Sacramento, CA 94244-2600 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink.

**Legal Authority:** General statutory filing provisions are found in Section [17702.01](#). All statutory references are to the California Corporations Code, unless otherwise stated.

**Statement of Information:** A Statement of Information must be filed with the California Secretary of State within 90 days **after** filing the Articles of Organization and **every two years** thereafter during the [applicable filing period](#) (Section [17702.09](#)). A Statement of Information can be filed online at [llcbizfile.sos.ca.gov/SI](#) or by submitting Form LLC-12.

**Minimum Tax Requirement:** Registered LLCs in California may need to pay a minimum tax of \$800 to the California Franchise Tax Board each year. (California Revenue and Taxation Code section [17941](#).) For more information, please refer to the California Franchise Tax Board's Guide for Corporations Starting Business in California (FTB Publication 1060) at <https://www.ftb.ca.gov/forms/misc/1060.html>.

**Professional Services:** A California LLC may not provide "professional services" in California. (Section [17701.04](#)) "Professional services" are defined as any type of professional services that may be lawfully rendered pursuant to a license, certification, or registration authorized by the Business and Professions Code, the Chiropractic Act, the Osteopathic Act or the Yacht and Ship Brokers Act. (Sections [13401\(a\)](#) and [13401.3](#).) If your business is required to be licensed, certified or registered, **before** submitting Form LLC-1 to the California Secretary of State's office, it is recommended that you contact the appropriate licensing authority in order to determine whether your services are considered professional. For licensing requirements in California, please refer to CalGold website at <http://www.calgold.ca.gov> or the California Department of Consumer Affairs website at <http://www.dca.ca.gov>.

**Additional Resources:** For a list of other agencies you may need to contact to ensure proper compliance, go to [www.sos.ca.gov/business/be/resources](http://www.sos.ca.gov/business/be/resources). Note: The California Secretary of State does not license LLC's. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the LLC.



# Mail Submission Cover Sheet

### Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

### Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

### Contact Person: (Please type or print legibly)

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Phone (optional): \_\_\_\_\_

### Entity Information: (Please type or print legibly)

Name: \_\_\_\_\_

Entity Number (if applicable): \_\_\_\_\_

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Return Address:** For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [ \_\_\_\_\_ ]

Company: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: [ \_\_\_\_\_ ]

Secretary of State Use Only	
T/TR:	_____
AMT REC'D:	\$ _____



**Secretary of State**  
**Articles of Organization**  
 Limited Liability Company (LLC)

**LLC-1**

**IMPORTANT** — [Read Instructions](#) before completing this form.

**Filing Fee** – \$70.00

**Copy Fees** – First page \$1.00; each attachment page \$0.50;  
 Certification Fee - \$5.00

*Note:* LLCs may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

**This Space For Office Use Only**

**1. Limited Liability Company Name** (See [Instructions](#) – Must contain an LLC identifier such as LLC or L.L.C. “LLC” will be added, if not included.)

**2. Business Addresses**

a. Initial Street Address of Designated Office in California - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
		<b>CA</b>	
b. Initial Mailing Address of LLC, if <b>different than item 2a</b>	City (no abbreviations)	State	Zip Code
		<b>CA</b>	

**3. Service of Process** (Must provide either Individual **OR** Corporation.)

**INDIVIDUAL** – Complete Items 3a and 3b only. Must include agent’s full name and California street address.

a. California Agent's First Name (if agent is <b>not</b> a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is <b>not</b> a corporation) - <b>Do not enter a P.O. Box</b>	City (no abbreviations)	State	Zip Code
		<b>CA</b>	

**CORPORATION** – Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent’s Name (if agent is a corporation) – Do not complete Item 3a or 3b

**4. Management** (Select **only** one box)

The LLC will be managed by:

One Manager       More than One Manager       All LLC Member(s)

**5. Purpose Statement** (Do not alter Purpose Statement)

The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

**6. By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.**

Additional signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this Form LLC-1. (All attachments should be 8 ½ x 11, one-sided, legible and clearly marked as an attachment to this Form LLC-1.)

Organizer sign here \_\_\_\_\_

Print your name here \_\_\_\_\_