



Business Services Division
Tre Hargett, Secretary of State
 State of Tennessee

INSTRUCTIONS

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

Applications for certificates of authority may be filed using one of the following methods:

- **Print and Mail:** Go to <http://tnbear.tn.gov/NewBiz>. Use the online tool to complete the application. Print and mail the application along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Paper submission:** A blank application may be obtained by going to <http://www.tn.gov/sos/forms/ss-4233.pdf>, by emailing the Secretary of State at Business.Services@tn.gov, or by calling (615) 741-2286. The application is hand printed in ink or computer generated and mailed along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Walk-in:** A blank application may be obtained in person at the Secretary of State Business Services Division located at 6th FL – Snodgrass Tower, 312 Rosa L. Parks AVE, Nashville, TN 37243.

Applications for certificate of authority must be accurately completed in their entirety. Forms that are inaccurate, incomplete or illegible will be rejected.

A Limited Liability Company application for certificate of authority sets forth the items required under T.C.A. § 48-249-904.

A Limited Liability Company application for certificate of authority must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

APPLICATION FOR CERTIFICATE OF AUTHORITY

1. ***The name of the Limited Liability Company is*** - Enter the name of the Limited Liability Company.

If different, the name under which the certificate of authority is to be obtained is – If the LLC will do business in Tennessee under an assumed name, enter that name here. The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. § 48-249-106(d).

If the foreign LLC must alter its name in order to do business in Tennessee pursuant to T.C.A. § 48-249-106(a)(1) – i.e. by including the words “limited liability company” or the abbreviation “L.L.C.” or LLC”, - the LLC may do so without filing an application for assumed name. Use this space to indicate the name – including the necessary Tennessee designation - under which the LLC will do business in Tennessee.

2. **The state or country under whose law it is formed is** – Enter the name of the state or country under whose law the limited liability company is formed.

and the date of its formation is – Enter the date of formation of the LLC. If the accompanying certificate of existence or like document from the state of formation includes a date of formation, the date indicated here must be the exact same date as that indicated on the certificate of existence.

and the date it commenced doing business in Tennessee is – enter the date the LLC commenced doing business in Tennessee if the LLC commenced doing business on or before the date of approval of the application for certificate of authority. Pursuant to T.C.A. § 48-249-913(d), additional filing fees may apply if the LLC commenced doing business in Tennessee prior to the approval of the application. If a prior date is indicated, a call to the Business Services Division customer service line at (615) 741-2286 is encouraged for guidance on the appropriate filing fee amount.

If a prior date is indicated and that date is greater than one year prior to the approval of the application to the Division of Business Services, a Certificate of Tax Clearance confirming Good Standing from the Tennessee Department of Revenue must accompany the application. To obtain a Certificate of Tax Clearance, contact the Tennessee Department of Revenue at (615) 741-8999.

3. **This company has the additional designation of** - If applicable to the specific nature of the LLC, enter any additional designation, including:

- Bank
- Captive Insurance Company
- Insurance Company
- Litigation Financier
- Non-profit Limited Liability Company
- Professional Limited Liability Company
- Series LLC
- Trust Company

If a limited liability company name contains the word “bank”, “banks”, “banking”, “credit union” or “trust”, written approval must first be obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services. You may contact the Tennessee Department of Financial Institutions as (615) 741-2236.

If a limited liability company name contains the phrase “insurance company”, written approval must first be obtained from the Tennessee Department of Commerce & Insurance before documents can be accepted for filing with the Division of Business Services. You may reach the Tennessee Department of Commerce & Insurance at (615) 741-2241.

4. **The name and complete address of its registered agent and office located in the state of Tennessee is** - Enter the name of the LLC’s registered agent, the street address and zip code of the LLC’s initial registered office located in Tennessee and the county in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box is not acceptable for the registered agent/office address.
5. **Fiscal Year Close Month** - Enter the month of the year that concludes the LLC’s fiscal year. Please note that T.C.A. § 48-249-1017 requires LLCs to file an annual report with the Secretary of State on or before the first day of the fourth month following the end of the close of the LLC’s fiscal year.
6. **If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is** – If the existence of the LLC is to begin upon a future date or the happening of a specific event, enter the future date or description of the happening of the specific event. In no event can the future date or the actual occurrence of the specific event be more than ninety calendar days from the filing of the application for certificate of authority.

7. **The LLC will be** - Indicate whether the LLC will be Member Managed, Manager Managed, Director Managed, Board Managed or "Other" management structure by checking the appropriate box.
8. **Number of Members at the date of filing** – Enter the number of members of the LLC at the date of filing. If the number of members is not indicated, the Division of Business Services will list the number of members as one (1) by default.
9. **Period of Duration if not perpetual** – Indicate if the duration of the LLC is perpetual or has a specific end date by checking the appropriate box. If "other" is checked, indicate the specific date on which the duration of the LLC's existence will end.
10. **The complete address of the its principal executive office is** – Enter the street address, city, state and zip code of the principal executive office of the LLC in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services unless a deliverable mailing address is also provided. A post office box address is not acceptable for the principal office address.
11. **The complete mailing address of the entity (if different from the principal office) is** – If notifications from the Division of Business Services should be sent to an address other than the principal office address, enter that address. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box address is acceptable for a mailing address.
12. **Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)** – If "Non-profit Limited Liability Company" is indicated in section 3 of the application for certificate of authority, check the box certifying that the statement in this section is true.
13. **Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3)** – If "Professional Limited Liability Company" is indicated in section 3 of the application for certificate of authority, check the box certifying that the statement in this section is true. Indicate the licensed profession in the space provided.
14. **Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)** – If "Series LLC" is indicated in section 3 of the application for certificate of authority, check the box certifying that the statement in this section is true.
15. **Obligated Member Entity (list of obligated members and signatures must be attached)** – If the LLC elects to be registered as an Obligated Member Entity pursuant to T.C.A. § 48-217-101(f), check the box and enter the effective date. Also check the box to acknowledge an understanding of the statutory requirements.

If the box indicating registration as an Obligated Member Entity is checked, the application for certificate of authority must be accompanied by a duly executed Obligated member Entity Addendum (Form SS-4600).

16. **Other Provisions** – Including any further information in this space is strictly optional. Use this section to set forth other details of the LLC that are not required to be included in the application for certificate of authority. Such items could include the names of the LLC members, the purpose of the LLC, the names of the LLC management, and provisions regulating the affairs of the LLC. If the form does not allow enough space, enter "see attached" and include the desired details in an attachment.

Signature

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. **Failure to sign and date the application will result in the application being rejected.**
- Type or Print Name. **Failure to type or print the signature name and title of the signer will result in the application being rejected.**

- Type or Print Signer's Capacity. If other than the person's individual capacity, the signer must indicate the capacity in which such person signs. **Failure to indicate the signer's capacity will result in the application being rejected.**

FILING FEE

- The filing fee for application for certificate of authority is **\$50.00 per member in existence on the date of the filing, with a minimum fee of \$300.00 and a maximum fee of \$3,000.**
- Pursuant to T.C.A. § 48-249-913(d), additional filing fees may apply if the LLC commenced doing business in Tennessee prior to the approval of the application. If a prior date is indicated in section 2, a call to the Business Services Division customer service line at (615) 741-2286 is encouraged for guidance on the appropriate filing fee amount.
- Make check, cashier's check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. **Applications submitted without the proper filing fee will be rejected. Checks, cashier's checks or money orders made out to any other payee than the Tennessee Secretary of State will not be accepted and will result in the rejection of document.**

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

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Business Services Division
Tre Hargett, Secretary of State
State of Tennessee

312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: _____

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: _____

and the date of its formation is: _____ / _____ / _____ and the date it commenced doing business in Tennessee is: _____ / _____ / _____
Month Day Year Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: _____

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: _____

Address: _____

City: _____ State: _____ Zip Code: _____ County: _____

5. Fiscal Year Close Month: _____

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

7. The LLC will be: Member Managed Manager Managed Director Managed Board Managed Other

8. Number of Members at the date of filing: _____

9. Period of Duration: Perpetual Other _____ / _____ / _____
Month Day Year

10. The complete address of its principal executive office is:

Address: _____

City: _____ State: _____ Zip Code: _____

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

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Tre Hargett, Secretary of State
State of Tennessee

312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: _____

11. The complete mailing address of the entity (If different from the principal office) is:

Address: _____

City: _____ State: _____ Zip Code: _____

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
 I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____ / _____ / _____
Month Day Year

- I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

Signature Date

Signature

Signer's Capacity (if other than individual capacity)

Name (printed or typed)