



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

INSTRUCTIONS

**ARTICLES OF ORGANIZATION
 LIMITED LIABILITY COMPANY**

LLC articles of organization may be filed using one of the following methods:

- **E-file:** Go to <http://tnbear.tn.gov/NewBiz>. Use the online tool to complete the application and pay the filing fee by credit card or debit card. When paying by credit card or debit card, there is a convenience fee that covers the credit card fees and transaction costs incurred by the Business Services Division when accepting online payments. Applicants who do not wish to pay the convenience fee to file online may choose the "Print and Mail" option at no additional cost.
- **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-4270.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.

LLC Articles of Organization must be accurately completed in their entirety. Forms that are inaccurate, incomplete or illegible will be rejected.

Limited Liability Company Articles of Organization set forth the items required under T.C.A. § 48-249-202.

ARTICLES OF ORGANIZATION

1. ***The name of the Limited Liability Company is*** - Enter the proposed name of the Limited Liability Company. The name of a new LLC must meet the requirements of T.C.A. § 48-249-106.
2. ***Name Consent: (Written Consent for Use of Indistinguishable Name)*** – An applicant LLC can request to use a name that is not distinguishable from the name used by an existing business under certain circumstances detailed in T.C.A. § 48-249-106. Indicate name consent by checking. If checked, the Articles of Organization must be accompanied by an application to use an indistinguishable name, accompanied by payment of an additional \$20 filing fee. The application must set forth the appropriate criteria for name duplication as described in the Act.
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 the LLC's 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 the LLC's 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 the Limited Liability Company's initial registered agent and office located in the state of Tennessee is*** – Enter the name of the LLC's initial registered agent, the street address, city, state 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. If a fiscal year close month is not indicated, the Division of Business Services will list the fiscal year close month as December by default. 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, enter the future date. 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 articles of organization.
7. ***The Limited Liability Company will be*** – Indicate whether the LLC will be Member Managed, Manager Managed or Director Managed 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 Limited Liability Company's principal executive office is*** – Enter the street address, city, state and zip code of the principal executive office of the LLC 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 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 articles of organization, 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 articles of organization, 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 articles of organization, 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 articles of organization must be accompanied by a duly executed Obligated member Entity Addendum (Form SS-4600).
16. **This entity is prohibited from doing business in Tennessee** – Check the box if the LLC, while being formed under Tennessee law, is prohibited from engaging in business in Tennessee.
17. **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 articles of organization. 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 articles of organization 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 \$3,000.00.** If its articles of organization prohibit the LLC from doing business in Tennessee, the filing fee is \$300.00, regardless of the number of members in existence on the date of the filing.
- 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.**

ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY (ss-4270)

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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

The Articles of Organization presented herein are adopted in accordance with the provisions of the Tennessee Revised Limited Liability Company Act.

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

(NOTE: Pursuant to the provisions of T.C.A. §48-249-106, each Limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. Name Consent: (Written Consent for Use of Indistinguishable Name)

This entity name already exists in Tennessee and has received name consent from the existing entity.

3. This company has the additional designation of: _____

4. The name and complete address of the Limited Liability Company's initial 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 Limited Liability Company will be: Member Managed Manager Managed Director Managed

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

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

10. The complete address of the Limited Liability Company's principal executive office is:

Address: _____

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

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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.

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(a) & (b)

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 OF THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. This entity is prohibited from doing business in Tennessee:

This entity, while being formed under Tennessee law, is prohibited from engaging in business in Tennessee.

17. Other Provisions: _____

Signature Date

Signature

Signer's Capacity (if other than individual capacity)

Name (printed or typed)