



Office of the Secretary of State  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697

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## APPLICATION FOR CERTIFICATE OF AUTHORITY BY A LIMITED LIABILITY COMPANY

Pursuant to the provisions of article 7.05 of the Texas Limited Liability Company Act, the undersigned limited liability company hereby applies for a certificate of authority to transact business in Texas:

1. The name of the limited liability company is \_\_\_\_\_
2. (A) If the name of the limited liability company does not contain the words, "Limited Liability Company" or "Limited Company," or the abbreviations "L.L.C.," "LLC," "LC," or "L.C.," then the name of the foreign limited liability company with the words or abbreviation which it elects to add thereto for use in Texas is  
  
\_\_\_\_\_  
  
(B) If the name is not available in Texas, then set forth the name under which the foreign limited liability company will qualify and transact business in Texas.  
  
\_\_\_\_\_
3. The federal tax identification number is \_\_\_\_\_
4. The date of its organization is \_\_\_\_\_ and the period of duration is \_\_\_\_\_ (State term of years or other duration authorized in its home jurisdiction.)
5. The address of its principal office in the state or country under the laws of which it is organized is \_\_\_\_\_  
  
(If the company does not maintain its principal office in the jurisdiction of organization, provide the address of its registered office address in such jurisdiction.)
6. The street address of its proposed registered office in Texas is (a P.O. Box or lock box is not sufficient) \_\_\_\_\_  
  
\_\_\_\_\_ and  
\_\_\_\_\_ the name of its proposed registered agent in Texas at such address is  
  
\_\_\_\_\_

7. The purpose or purposes of the company which it proposes to pursue in the transaction of business in Texas are:

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8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is organized.

9. (Complete either A or B below.)

(A) The names and respective addresses of its managers are:

NAME	ADDRESS
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>

or

(B) The company is member-managed. The names and addresses of its managing members are:

NAME	ADDRESS
<hr/>	<hr/>
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10. The application is accompanied by a certificate issued by the secretary of state or other authorized officer of the jurisdiction of organization evidencing the existence of the limited liability company.

Date: \_\_\_\_\_

\_\_\_\_\_  
Name of Company

By \_\_\_\_\_  
An Authorized Manager or Member

## **INSTRUCTIONS FOR MAKING APPLICATION FOR A CERTIFICATE OF AUTHORITY BY A LIMITED LIABILITY COMPANY**

The following documents are necessary to complete the application of a foreign limited liability company for a certificate of authority to transact business in Texas. All documents are to be submitted to Secretary of State, Statutory Filings Division, Corporations Section, P.O. Box 13697, Austin, Texas 78711-3697. The delivery address is James Earl Rudder Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and return a file stamped copy, if a duplicate copy was provided for such purpose. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709. E-mail inquiries may be directed to *corpHELP@sos.state.tx.us*. Additional forms and information also may be obtained from our website at *http://www.sos.state.tx.us*.

The attached form promulgated by the secretary of state is designed to meet minimum statutory filing requirements and no warranty is made regarding the suitability of this form for any particular purpose. This form and the information provided are not substitutes for the advice of an attorney and it is recommended that the services of an attorney be obtained before preparation of the application for certificate of authority.

### **CONTENTS OF COMPLETED APPLICATION ARE LISTED BELOW:**

1. **Submit two copies of the application for a certificate of authority. Prior to signing, please review carefully the statements set forth in the application. A person commits an offense under the Texas Limited Liability Company Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.**
2. **A certificate issued by the secretary of state or other authorized officer of the jurisdiction of its organization evidencing the limited liability company's existence. The certificate must be dated within 90 days of the receipt of the application. If the certificate is in a language other than English, a translation of the certificate, under oath of the translator, must accompany the certificate.**
3. **The statutory fee of \$500 must be submitted. (Article 9.01A(4), Texas Limited Liability Company Act.) Please submit a check or money order made payable to the secretary of state. The check or money order must be payable through a U.S. bank or other financial institution. Fees payable to the secretary of state may be paid with a current, valid Visa<sup>®</sup>, Discover<sup>®</sup>, or MasterCard<sup>®</sup>. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.**

## FRANCHISE TAXES

Limited liability companies are subject to franchise taxes in Texas. Franchise tax information may be obtained from the Comptroller of Public Accounts, Austin, Texas, 78774-0100, (512) 463-4600 or (800) 252-1381. TDD: (800) 248-4099 or (512) 463-4621. Non-U.S. companies with businesses located in Texas may obtain information relating to federal income tax filing requirements, publications, and forms by calling (800) 829-3676 or by visiting the Internal Revenue Service web site at [www.irs.ustreas.gov](http://www.irs.ustreas.gov)

### LIMITED LIABILITY COMPANY NAME

The name of the limited liability company must contain one of the following phrases "Limited Liability Company" or "Limited Company" or abbreviations "L.L.C.," "LLC," "LC," or "L.C." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." If the name does not contain one of these phrases or abbreviations, one must be added for purposes of doing business in Texas.

Article 7.03 of the Texas Limited Liability Company Act provides that a limited liability company name cannot be the same as, or deceptively similar to, that of any domestic or foreign limited liability company, corporation or limited partnership or any name reservation or registration filed with the secretary of state. Therefore, the foreign limited liability company's name will be checked for availability in accordance with the secretary of state's name availability rules.

Whether the company's name is available for use in Texas may be determined by telephone at (512) 463-5555 or by e-mail to [corpinfo@sos.state.tx.us](mailto:corpinfo@sos.state.tx.us). This is only a preliminary clearance. The final decision on the name will be made when the document is submitted for filing. If the name is not available for use in this state, the company must obtain its certificate of authority and transact business under an assumed name. The assumed name must meet the same requirements of name availability. If an assumed name must be used, complete item 2B of the application with the name that the company elects to adopt for use in Texas. In addition, the company is required to file an assumed name certificate in compliance with chapter 36 of the Texas Business & Commerce Code. The assumed name certificate is to be filed with the secretary of state and with the county clerk in the county in which the registered office is located and the county in which the principal office is located. The form promulgated by the secretary of state for making the assumed name filing is form number 503. This form is not acceptable for filing in the county clerk's office.

### DELAYED EFFECTIVE DATE

Under article 9.03 of the Texas Limited Liability Company Act, a company may choose to make the filing of certain documents effective as of a date within 90 days of the date of submission. This can be accomplished by stating either a future date or describing a future event when the application is to become effective. Please refer to article 9.03 of the Texas Limited Liability Company Act for the specific requirements necessary for filing documents with a future effective date or a future effective condition.