



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

AMENDMENT TO THE ARTICLES OF ORGANIZATION OF A TEXAS LIMITED LIABILITY COMPANY

The following is suggested as a guide and illustrates the form and content of articles of amendment to the articles of organization of a Texas limited liability company. The guide is drafted to comply with minimum statutory requirements only; no warranty is made regarding the suitability of this form for any particular purpose as no sample form can meet the particular requirements of a specific transaction. Persons using this guide are advised that the preparation and drafting of a legal instrument for another, the legal effect of which must be carefully determined under the facts and conclusions involved, may constitute the unauthorized practice of law. This form and the information provided are not substitutes for the advice of an attorney.

ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION

Pursuant to the provisions of article 3.06 of the Texas Limited Liability Company Act, the undersigned limited liability company adopts the following articles of amendment to its articles of organization:

ARTICLE ONE

The name of the company is

(State the name of the limited liability company as currently shown in the records of the secretary of state. If the amendment changes the name of the company, state the old name and not the new name here.)

ARTICLE TWO

(IF THE AMENDMENT CHANGES ANY PROVISION OF THE EXISTING ARTICLES OF ORGANIZATION, INSERT THE FOLLOWING:)

The amendment alters or changes article _____ of the articles of organization and the full text of each provision as it is amended to read is as follows:

(IF THE AMENDMENT IS AN ADDITION TO THE ARTICLES OF ORGANIZATION, INSERT THE FOLLOWING:)

The amendment is an addition to the articles of organization and the full text of each provision added is as follows:

(IF THE AMENDMENT DELETES ANY PROVISION OF THE ARTICLES OF ORGANIZATION, INSERT THE FOLLOWING:)

The amendment deletes (a portion) (all) of article _____ of the articles of organization. The part that was deleted read as follows:

ARTICLE THREE

The foregoing amendment to the articles of organization was adopted on _____ (insert date).

ARTICLE FOUR

(CHECK ONE OF THE FOLLOWING. IF CAPITAL HAS BEEN PAID INTO THE LIMITED LIABILITY COMPANY, CHECK A. IF NO CAPITAL HAS BEEN PAID IN, CHECK B.)

- A. The amendment was approved by all members in accordance with Section H of article 2.23 of the Texas Limited Liability Company Act, or as otherwise provided in the articles of organization or regulations.**

- B. The amendment was approved by a majority of the managers, or if management is reserved to the members, the amendment was approved by a majority of the members, in accordance with Section G of article 2.23 of the Texas Limited Liability Company Act or as otherwise provided in the articles of organization or regulations, and all persons approving the amendment have signed these articles of amendment.**

Dated: _____

(Name of Limited Liability Company)

By
Its Authorized Manager or Member _____

(THE ARTICLES OF AMENDMENT MUST BE SIGNED BY AN AUTHORIZED MANAGER OR MEMBER. IF NO CAPITAL HAS BEEN PAID IN, ALL MANAGERS OR MEMBERS APPROVING THE AMENDMENT MUST SIGN.)

INSTRUCTIONS

1. A limited liability company may amend its articles of organization to change its name, purpose, or duration or to include, modify or delete any provision that could be lawfully included in the original articles of organization. Articles of amendment may include as many changes as the company desires.
2. **ADOPTION:** Article 2.23H of the Texas Limited Liability Company Act requires that, unless provided otherwise by the articles of organization or regulations, the affirmative vote, approval, or consent of all members is required to amend the articles of organization when capital has been paid into the company. If no capital has been paid into the company, article 2.23G of the Act authorizes a majority of the initial managers named in the articles of organization to adopt and execute an amendment, unless management was reserved to the members, in which case a majority of the initial members may adopt and execute the amendment.
3. It is recommended that preliminary clearance be obtained prior to the submission of articles of amendment that change the name of the entity. Name availability may be checked by calling (512) 463-5555 or by e-mail at corpinfo@sos.state.tx.us. The final decision on the name will be made when the document is submitted for filing. Expenditures for the company name should not be made on the basis of preliminary clearance of the proposed company name.
4. The filing fee is \$100. Personal checks and MasterCard®, Visa®, and Discover® are accepted in payment of the filing fee. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.
5. Two copies of the amendment along with the filing fee should be mailed to the address shown in the heading of this form. The delivery address is: Secretary of State, Corporations Section, James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. Tel: (512) 463-5555; Fax: (512) 463-5709. We will place one copy on file and, if a duplicate copy has been provided, return a file stamped copy.