PROFESSIONAL LIMITED LIABILITY COMPANY

PROCEDURES FOR ORGANIZING AN OKLAHOMA LIMITED LIABILITY COMPANY

This information is intended as an aid to organizing an Oklahoma professional limited liability company pursuant to the provisions of Title 18, Section 801 of the Oklahoma Statutes. **PLEASE CONSULT THE STATUTES CAREFULLY.**

- ❖ It may be beneficial to contact the **INTERNAL REVENUE SERVICE** concerning federal tax requirements **prior** to filing with the Secretary of State.

FILING PROCEDURES:

1. **Prepare** and **file** with the Secretary of State one (1) signed copy of the professional articles of organization.

2. **ATTACH** a certificate by the regulating board of the profession or related professions involved that each of the persons who are to become owners or managers of the professional entity and who are to engage in the practice of the profession or related professions is duly licensed in accordance with the provisions of this state's licensing laws for the profession or related profession to practice such profession. (Title 18, Section 804) **"Regulating board"** means the board which is charged with the licensing and regulation of the practice of the profession which the professional entity is organized to render.

3. **Pay** to the Secretary of State a **filing fee** of **One Hundred Dollars ($100.00)**. (Title 18, Section 2055)

4. Make checks, cashier's checks, or money orders payable to the Oklahoma Secretary of State. Instruments may be mailed or delivered in person. The address of the Secretary of State is 421 N.W. 13th, Suite 210, Oklahoma City, Oklahoma 73103. If delivered in person, there will be an additional Fifty Dollar ($50.00) fee for each document filed same day. The Secretary of State accepts Visa, Discover, MasterCard, or American Express if filing in person; however, there will be a four percent (4%) service charge added for the use of a credit card. (Title 18, Section 1142)

INSTRUCTIONS FOR PREPARING THE PROFESSIONAL ARTICLES OF ORGANIZATION:

1. **NAME** – The name of the limited liability company **SHALL** contain either the words **"limited liability company"** or **"limited company"** or the abbreviations **"LLC"**, **"LC"**, **"L.L.C."**, or **"L.C.",** with or without punctuation. The word **"limited"** may be abbreviated as **"LTD."** and the word **"Company"** may be abbreviated as **"CO."**; provided that such words or abbreviations **SHALL** be modified by the word **"PROFESSIONAL"** or some abbreviation of the combination, including, without limitation: **"P.L.L.C."** or **"PLLC"**. (Title 18, Section 807)

- ❖ The name shall be such as to distinguish it upon the records in the office of the Secretary of State from the names of: **(1)** corporations, both domestic and foreign, then existing or which have existed at any time during the preceding three (3) years; or **(2)** then existing domestic and foreign limited partnerships; or **(3)** then existing domestic and foreign limited liability companies; or **(4)** trade names or fictitious names; or

(5) corporate, limited partnership or limited liability company names reserved with the Secretary of State. (Title 18, Section 2008)

The **AVAILABILITY** of a name can be checked in advance by telephoning the Secretary of State at **(405) 522-2520**, checking on-line at business.sos.ok.gov, or by coming in person. Prior to organizing a limited liability company, a name may be **reserved** for a period of **sixty (60) days** by filing a Name Reservation application and paying a **fee** of **Ten Dollars ($10.00)**. (Title 18, Section 2009)

PRINCIPAL PLACE OF BUSINESS – The street address of the company's principal place of business, wherever located. The principal place of business address must be a physical address and cannot be a post office address.

E-MAIL ADDRESS – The e-mail address of the primary contact for the registered business. Every domestic and foreign limited liability company registered to do business in Oklahoma shall file an annual certificate each year on the company's anniversary date, which confirms it is an active business and includes its principal place of business address and e-mail address, and shall pay an annual certificate fee of Twenty-five Dollars ($25.00). (Title 18, Section 2055.2) Notice of the Annual Certificate will **ONLY** be sent to the Limited Liability Company at this electronic mail address.

REGISTERED AGENT AND REGISTERED OFFICE – The name, email address, and street address of the registered agent in the state of **Oklahoma**. The registered agent accepts service of process in the event of a lawsuit against the limited liability company. **Every** limited liability company **must** continuously maintain a registered agent and registered office in this state. The registered agent for service of process may be the domestic limited liability company itself, an individual resident of this state, or a domestic or qualified foreign corporation, limited liability company or limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. (Title 18, Section 2010) The registered office address must be a physical address and cannot be a post office address.

TERM OF EXISTENCE – The term of existence is the duration or life span of the limited liability company. The term of existence may be perpetual, a set number of years, or have a future effective expiration date. Perpetual means continuous.

PROFESSIONAL PURPOSE – A professional entity may be formed for the purpose of rendering one specific type of professional service or related professional services and services ancillary thereto and shall not engage in any business other than rendering the professional service or services which it was organized to render and services ancillary thereto; provided, however, that a professional entity may own real and personal property necessary or appropriate for rendering the type of professional services it was organized to render and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments. (Title 18, Section 806)

EXECUTION – The articles of organization **must** be signed by at least one person who need not be a member of the limited liability company. (Title 18, Section 2006) The person who signs is not required to be a member of the limited liability company; although, it does not exclude them from being such.

- One or more persons may form a limited liability company. (Title 18, Section 2004) **"Person"** means an individual, a general partnership, a limited partnership, a limited liability company, a trust, an estate, an association, a corporation or any other legal or commercial entity.

PROFESSIONAL
ARTICLES OF ORGANIZATION
(Oklahoma Limited Liability Company)

Filing Fee: $100.00

TO: OKLAHOMA SECRETARY OF STATE
421 N.W. 13th, Suite 210
Oklahoma City, Oklahoma 73103
(405) 522-2520

PLEASE NOTE:

- **ATTACHED HERETO** is a certificate or an **ORIGINAL** letter of good standing issued by the regulating board of the profession or related professions involved that each of the officers, directors and shareholders are duly licensed to practice such profession.

I hereby execute the following articles for the purpose of forming an Oklahoma professional limited liability company pursuant to the provisions of Title 18, Section 801:

1. Name of the limited liability company: (**Note:** The name **must** contain either the words **limited liability company** or **limited company** or the abbreviations **LLC**, **LC**, **L.L.C**. or **L.C**.; provided that such words or abbreviations **shall** be modified by the word **PROFESSIONAL** or some abbreviation of the combination, including, without limitation, **P.L.L.C.** or **PLLC**.)

_____

2. Street address of the principal office, wherever located:

_____

Street address **City** **State** **Zip Code**
(P.O. BOXES ARE NOT ACCEPTABLE)

3. **E-MAIL** address of the primary contact for the registered business:

_____

- Notice of the Annual Certificate will **ONLY** be sent to the Limited Liability Company at this electronic mail address.

4. **NAME**, email address, and street address of the registered agent for service of process in the state of Oklahoma:

   - The registered agent **shall** be the limited liability company itself, an individual resident of Oklahoma, **or** a domestic or qualified foreign corporation, limited liability company, or limited partnership.

Oklahoma

Name **Street Address** **City** **State** **Zip Code**
(P.O. BOXES ARE NOT ACCEPTABLE)

Email Address: _____

5. Term of existence: _____

   - You may state **perpetual**, a set number of years, or a future effective expiration date. Perpetual means continuous.

6. Profession or related professions to be practiced through the professional entity:

The articles of organization must be signed by at least one person who may or may not be a member of the limited liability company.

- Signature: _____ Dated: _____
- Printed Name: _____

Oklahoma Secretary of State
Request to receive documents electronically

No need to wait on your filed documents to be mailed back to you. If you would like your filed documents returned electronically, please complete and attach this form to your documents. Complete ALL information below to receive an email which will contain a link to retrieve your filed documents. (Please print or type clearly.)

☐ **Return filed documents electronically**

Receipt will read as follows:

PERSONAL or BUSINESS NAME: _____

MAILING ADDRESS: _____

CITY, STATE & ZIP CODE: _____

PHONE OR CELL: _____

EMAIL ADDRESS: _____

(It is critical that the email address is correct, or you may not receive the notification of filing)