PROCEDURES FOR REGISTERING A PROFESSIONAL FOREIGN LIMITED LIABILITY COMPANY

This information is intended as an aid to registering a foreign limited liability company to do business in the state of Oklahoma pursuant to the provisions of Title 18, Section 2043 of the Oklahoma Statutes. **PLEASE CONSULT THE STATUTES CAREFULLY.**

The Oklahoma Limited Liability Company Act applies to all limited liability companies except those expressly excluded (see reverse side of this instruction sheet) and those for which special statutes are in existence with which the provisions of Title 18 may conflict.

FILING PROCEDURES:

1. **Prepare** and **file** with the Secretary of State one (1) signed copy of the application for registration.

- **Attach** a certificate from the certifying officer of the jurisdiction of its organization attesting to the foreign limited liability company's organization and good standing under the laws of such jurisdiction. This certificate is most commonly known as a **Certificate of Good Standing**, **Certificate of Existence**, or **Certificate of Fact (Texas)**, and is usually issued by the Secretary of State's office within such jurisdiction. This certificate **must** be dated within the last **sixty (60) days.**
- **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 801) "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.

2. **Pay** to the Secretary of State a **filing fee** of **Three Hundred Dollars ($300.00)**. (Title 18, Section 2055)

3. Make checks, cashier's checks, or money orders payable to the Oklahoma Secretary of State. Instruments may be mailed, delivered in person, or filed on-line at business.sos.ok.gov. 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, or on-line; 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 APPLICATION FOR REGISTRATION:

1. **NAME** – The name of the foreign 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**.". 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 registering a foreign 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)**.

2. **STATE** – Indicate the name of the state, country, or jurisdiction where the foreign limited liability company was originally formed.

3. **DATE** – Indicate the date the foreign limited liability company originally organized in its jurisdiction of formation.

4. **ADDITIONAL 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. 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. If an additional registered agent is designated, service of process shall be on that agent and not the Secretary of State. The registered office address must be a physical address and cannot be a post office address.

5. **REGISTERED AGENT: SECRETARY OF STATE** – The Oklahoma Secretary of State shall act as the registered agent **ONLY** if no agent has been appointed for service of process in the state of Oklahoma. **For acting as the registered agent, a fee of Forty Dollars ($40.00) shall be paid on the first day of July each year to the office of the Secretary of State.** (Title 18, Section 2055) An **ADDITIONAL AGENT** may be appointed for service of process, in which case the agent shall be an individual resident of this state or a domestic or qualified foreign corporation, limited liability company or limited partnership. If you choose to appoint an additional registered agent, there will **not** be a Forty Dollar ($40.00) fee due in July.

6. **PRINCIPAL OFFICE ADDRESS** – The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company.

7. **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.

8. **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)

EXCEPTIONS TO REQUIREMENTS

PLEASE NOTE:

- **The following information is taken from Title 18, Section 2049 of the Oklahoma Statutes pertaining to foreign limited liability companies that are exempt from the requirement of filing an application for registration with the Secretary of State. Please be advised that this office cannot make the determination as to whether a limited liability company conforms to one of the exceptions described below. That decision is the responsibility of the limited liability company.**

Title 18, Section 2049

A. The following activities of a foreign limited liability company, among others, do not constitute transacting business within the meaning of this act:

1. Maintaining, defending, or settling any proceeding;
2. Holding meetings of its members or carrying on any other activities concerning its internal affairs;
3. Maintaining bank accounts;
4. Maintaining offices or agencies for the transfer, exchange and registration of the foreign limited liability company's own securities or maintaining trustees or depositaries with respect to those securities;
5. Selling through independent contractors;
6. Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
7. Creating or acquiring indebtedness, mortgages, and security interests in real or personal property;
8. Securing or collecting debts or enforcing mortgages and security interest in property securing the debts;
9. Holding, protecting, renting, maintaining, and operating real or personal property in this state so acquired;
10. Selling or transferring title to property in this state to any person; or
11. Conducting an isolated transaction that is completed within thirty (30) days and that is not one in the course of repeated transactions of a like nature.

B. For the purposes of this section, any foreign limited liability company which owns income-producing real or tangible personal property in this state, other than property exempted by subsection A of this section, will be considered transacting business in this state.

C. This section does not apply in determining the contracts or activities that may subject a foreign limited liability company to service of process or taxation in this state or to regulation under any other law of this state.

PROFESSIONAL
APPLICATION FOR REGISTRATION
(Foreign Limited Liability Company)

Filing Fee: $300.00

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 **dated within the last sixty (60) days** attesting to the foreign limited liability company's organization and good standing under the laws of its jurisdiction, most commonly known as a **Certificate of Good Standing**, **Certificate of Existence,** or **Certificate of Fact (Texas),** and is usually issued by the Secretary of State's office within such jurisdiction.

- **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.

- The name under which a foreign limited liability company may register **shall** contain either the words **limited liability company**, **limited company** or one of the abbreviations **LLC**, **LC**, **L.L.C.**, or **L.C.** 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**.)

I hereby execute the following articles for the purpose of registering a professional foreign limited liability company to transact business in the state of Oklahoma pursuant to the provisions of Title 18, Section 801:

1. Name of the limited liability company:

- If the legal name does not meet the statutory requirements **OR** if the legal name is not available for use in the state of Oklahoma, then you must attach the Fictitious Name Report or a statement by the limited liability company's **manager** duly adopting a **fictitious name** that is available for use and/or satisfies the statutory requirements. (Title 18, Section 2045)

2. **State** or other jurisdiction of its formation: _____

3. **Date** the company was originally formed: _____

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 an individual resident of Oklahoma **or** a domestic or qualified foreign corporation, limited liability company, or limited partnership.

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

Email Address: _____

5. The Office of the Secretary of State is hereby appointed the agent for service of process if no agent has been appointed, or if appointed, the agent's authority has been revoked, or if the agent cannot be found or served with the exercise of reasonable diligence.

6. **Address** of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, the **principal office** of the foreign limited liability company:

Address	City	State	Zip Code

7. **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.

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

The application for registration must be signed by a member, manager, or other person.

- 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)