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STATE OF MISSOURI

CORPORATIONS  
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### Limited Liability Company Instruction Sheet

Here is information we hope you will find useful in considering the organization of a Missouri Liability Company.

1. The following should be considered when determining the name of the limited liability company:
  - A. The name must be distinguishable from the name of a domestic limited liability company currently in existence, any foreign limited liability company which is qualified and in good standing, any corporation, limited partnership, limited liability partnership, limited liability limited partnership, or a name which is currently reserved.
  - B. The limited liability company name may not be one that might imply that the company is a government agency.
  - C. The words corporation, incorporated, limited partnership, L.P. or Ltd., or an abbreviation of one of such words, may not be used in the name.
  - D. Name Check. Before drafting articles of organization it is imperative that you check with this office concerning the availability of the desired name. This may be done by mail or telephone by calling either (573) 751-4153 or (866) 223-6535 (toll-free). You may also select the Online Business Services business entity search at [www.sos.mo.gov](http://www.sos.mo.gov). Even though a name may have been checked with us for availability, any documents such as checks, letterhead, seals or certificates ordered prior to organization are purchased at your own risk. We recommend that nothing be printed until the company is organized by this office and you have received your certificate of organization.
  - E. Reservation of name. If you wish, you may reserve a corporate name in advance. You may request a reservation with either a letter or form from this office. A name may be reserved for 60 days, and a fee of \$25.00 must accompany a reservation of a name. The name may not be reserved for more than 180 days.
2. The article listing the purpose or purposes should include at least one sentence which defines the specific purpose for which the company is organized (for example, what it will do to make a profit). You may also include, if desired, a purpose statement such as "and all other legal acts permitted limited liability companies."
3. The limited liability company must have a registered agent and office **in** Missouri. The registered agent may be an individual who is a resident of this State, or a domestic corporation or foreign corporation authorized to do business in this State. The registered agent's business office address must be identical to the address of the registered office.

4. The articles of organization must state who will manage the company. A limited liability company is managed by its members or by a manager or managers. Either option is permissible, though the choice of management structure may have legal ramifications concerning the liability of the members and/or managers. Managers are not required by law to be members of the limited liability company.
5. The articles of organization must state the event by which the limited liability company is to dissolve. The event may state that the company will dissolve upon the occurrence of a specific event; a set number of years or upon reaching a specific date in the future; or the duration may be perpetual, meaning there is no expiration.
6. A limited liability company must have at least one organizer, which is the person or persons who sign the articles of organization. A limited liability company may have more than one organizer. Organizers do not have to be members or owners of the company, nor do they have to be managers of the company. If none of the registered agent, members or managers (if any) can be located, service of process for a civil lawsuit may be served on an organizer.

Feel free to call our office toll-free at (866) 223-6535 with any questions you may have concerning these instructions.

Sincerely,

Robin Carnahan  
Secretary of State



**State of Missouri**  
**Robin Carnahan, Secretary of State**

Corporations Division  
PO Box 778 / 600 W. Main St., Rm. 322  
Jefferson City, MO 65102

**Articles of Organization**

*(Submit with filing fee of \$105.00)*

1. The name of the limited liability company is

\_\_\_\_\_ *(Must include "Limited Liability Company," "Limited Company," "LC," "L.C.," "L.L.C.," or "LLC")*

2. The purpose(s) for which the limited liability company is organized: \_\_\_\_\_

\_\_\_\_\_

3. The name and address of the limited liability company's registered agent in Missouri is:

\_\_\_\_\_

*Name*

*Street Address: May not use PO Box unless street address also provided*

*City/State/Zip*

4. The management of the limited liability company is vested in:     managers     members    *(check one)*

5. The events, if any, on which the limited liability company is to dissolve or the number of years the limited liability company is to continue, which may be any number or perpetual: \_\_\_\_\_

\_\_\_\_\_ *(The answer to this question could cause possible tax consequences, you may wish to consult with your attorney or accountant)*

6. The name(s) and street address(es) of each organizer *(PO box may only be used in addition to a physical street address):*  
(Organizer(s) are not required to be member(s), manager(s) or owner(s))

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

7. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: \_\_\_\_\_

*(Date may not be more than 90 days after the filing date in this office)*

*(Please see next page)*

<p>Name and address to return filed document:</p> <p>Name: _____</p> <p>Address: _____</p> <p>City, State, and Zip Code: _____</p>
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In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

**All organizers must sign:**

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*Organizer Signature*

*Printed Name*

*Date*

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*Organizer Signature*

*Printed Name*

*Date*

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*Organizer Signature*

*Printed Name*

*Date*