



**Frank  
LaRose**

*Ohio Secretary of State*

# START A LIMITED LIABILITY COMPANY IN OHIO



**Helping  
entrepreneurs  
create a  
prosperous  
economy for  
every Ohio  
family.**





Dear Entrepreneur:

Business starts at the Secretary of State's office, and we're working hard to help Ohio entrepreneurs grow and succeed.

Ohioans have a reputation for being creative and industrious. And our state, year after year, is where businesses are growing and thriving. Their success is Ohio's success.

This publication is intended to help you make the decisions necessary to get your business started. Starting a business requires a great deal of planning and work. While this guide will serve as a big help, it does not constitute legal advice. If you have specific questions, please consult a lawyer.

I also encourage you to visit our online resource: [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov). Through Ohio Business Central, you can file a number of forms online, obtain and request publications, search existing businesses and sign up for our Filing Notification System to track and protect your business from potential identity theft.

If you have further questions regarding corporate filings, please call 877.767.3453 or email [business@OhioSoS.gov](mailto:business@OhioSoS.gov).

I wish you the best of luck in starting your business. Just as you work to help your venture succeed, we'll be doing our part to continue moving our great state forward.

Yours in service,

A handwritten signature in blue ink that reads "Frank LaRose". The signature is fluid and cursive.

Frank LaRose  
Ohio Secretary of State



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# Business Identity Theft

## Don't Be a Victim

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- Thousands of companies around the country have been victims of business identity theft. Protect your identity by signing up for the Ohio Secretary of State's **UCC Watchlist**. The Watchlist helps protect users when fraudulent and incorrect UCC filings are submitted in their name.
- Identity theft affects businesses too. Criminals can use your business' identity to illegally transact business and establish lines of credit. Business Identity Theft costs companies time and money.
- The Secretary of State's office can help you protect your business identity with the **Business Filing Notification System**.



## What is the Business Filing Notification System?

The Business Filing Notification System is a free service allowing you to track any filing changes or updates made to your business.

For more information and to sign-up, visit  
**[OhioSoS.gov/IDTheft](https://OhioSoS.gov/IDTheft)**



## PREFACE

This guide has been prepared for informational purposes only and does not constitute legal advice. It is recommended that you seek legal and tax counsel before acting upon this information. For help finding a lawyer in Ohio, visit the Ohio Bar Association at [OhioBar.org](http://OhioBar.org).

## PERSONAL INFORMATION

The Secretary of State's office has the authority to reject any document containing a Social Security number or federal tax identification number. Please remove all personal information from documents prior to filing them.

## WHAT IS A LIMITED LIABILITY COMPANY?

A limited liability company (LLC) is a business entity which combines elements of partnership and corporate structures, and may be formed in Ohio for a profit or nonprofit purpose.

Many people decide to form a limited liability company because this business type is typically more flexible than a corporation and it is well-suited for companies with only one owner. Although owners have limited liability, this does not mean they are fully protected from personal liabilities. For example, if a limited liability company is sued, generally the assets of the owners are protected because the business assets are distinct from the personal assets, but there are exceptions under certain circumstances.

Ultimately, you may wish to consult an attorney and/or tax professional before deciding which entity type is best for your company.



## FORMS

Pursuant to Ohio Revised Code Section 1705.04, the Secretary of State's office authorizes limited liability companies to conduct business in Ohio. Documents must be filed with the Secretary of State's office before a limited liability company may legally conduct business in Ohio. All forms that are required to be filed with the Secretary of State, including, but not limited to, Articles of Organization, Statutory Agent Updates, Amendments, Conversions, Mergers and Dissolutions, can be obtained directly from the Secretary of State's office.

All forms may be filed online at the Secretary of State's Ohio Business Central website at [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov). For more information visit the Ohio Secretary of State's website at [OhioSoS.gov](http://OhioSoS.gov) and click on "Businesses." The filing fee associated with each filing, as well as completion instructions, are provided on each form.

## FORMING A LIMITED LIABILITY COMPANY

Ohio Revised Code Section 1705.04 provides that "one or more persons, without regard to residence, domicile, or state of organization, may form a limited liability company." All limited liability companies must register with the Ohio Secretary of State to lawfully conduct business in Ohio.

### Filing Articles of Organization

In order to be legally organized, a limited liability company must file Articles of Organization (Articles) with the Ohio Secretary of State. Ohio Revised Code Section 1705.04 provides a list of the information that must be included.

**The Articles must include the following:**

1. The name of the company, which must include one of the following: "limited liability company," "LLC," "L.L.C.," "Ltd.," "Ltd.," or "limited."
2. The period of its duration, but if the Articles or operating agreement do not set forth the period of the duration of the company, its duration is perpetual.
3. Any other provisions that are from the operating agreement or that are not inconsistent with applicable law and that the members elect to set out in the Articles for the regulation of the affairs of the company.
4. An original appointment and acceptance of statutory agent.

**The Articles may include the following:**

1. The purpose or purposes for which individuals may associate themselves, including for any profit or nonprofit purpose. If no purpose is provided, the purpose of the company is to engage in any for-profit, lawful act or activity for which a limited liability company may be formed.
2. The effective date of organization of the limited liability company, if other than the filing date.
3. The Articles may also include any additional provisions allowed by Chapter 1705 of the Ohio Revised Code.

The limited liability company's legal existence begins upon filing the Articles with the Secretary of State or upon a later date specified in the Articles. The effective date must be the date of filing or a future date and cannot be more than 90 days from the date of filing with the Secretary of State. If the effective date provided has already passed or exceeds the date of filing by more than 90 days, the effective date of



organization will be the date of filing (i.e., the date the filing is received by the Secretary of State).

**Please note:** A limited liability company's operating agreement and other internal documents are not required to be filed with the Ohio Secretary of State.

The Articles must be signed by an authorized representative of the limited liability company. The legal existence of the company begins upon the filing of the Articles of Organization or on a later date specified in the Articles that is not more than 90 days after the filing.

The filing fee for the Articles is \$99.00.

## Choosing a Business Name

The Articles must include a business name. Under Ohio law, limited liability company names must be distinguishable from the name of any other domestic corporation, licensed foreign corporation, limited liability company, limited liability partnership, limited partnership or trade name previously registered with the Secretary of State. If a name is not distinguishable (i.e., conflicts with a previously registered name), it is generally unavailable for registration without consent from the prior registrant.

Before filing Articles, please check the availability of the limited liability company name you wish to use. To determine whether the name you wish to use is available, you may conduct a search on the Secretary of State's website at [OhioSoS.gov](http://OhioSoS.gov), or call 877.767.3453, or email the Secretary of State's office at [business@OhioSoS.gov](mailto:business@OhioSoS.gov).

If a limited liability company submits Articles using a name that is not distinguishable based upon the Secretary of State's records, the Articles will be rejected. The rejection letter will identify the previously-registered, conflicting name and provide contact information for the name's registrant so that



the limited liability company may request written consent to use the name. If the prior registrant gives consent, the limited liability company must submit with its Articles the Consent for Use of Similar Name (Form 590). If the prior registrant refuses consent, a new limited liability company name must be chosen.

The Secretary of State's office is authorized to cancel an entity's license under certain circumstances. The office must hold a canceled entity's name for one year from the date of cancellation to give the entity an opportunity to correct the reason for cancellation and return to good standing using its original name. A canceled corporation lacks legal authority to act and, therefore, cannot consent to the use of its name unless and until it is reinstated. Because of this requirement, if you wish to use a canceled entity's name, you must generally wait one year from the date of cancellation to register the name.

**Please note:** The Secretary of State will make the final determination on the availability of a business name when the Articles are filed. It is a good idea not to order signs, letterhead or other supplies reflecting the business name until the name is registered. Also, consider having two or three alternative business names in mind in case the desired name is unavailable.

## Special Name Considerations

Some business names are subject to unique name requirements or restrictions. For example, if a business wishes to use the word "bank" or "trust" in its name, it must seek approval from the Ohio Department of Commerce - Division of Financial Institutions before filing its Articles with the Secretary of State. Please refer to the Guide to Name Availability on the Secretary of State's website to learn more regarding specific name requirements and restrictions.



## Name Reservation

If you choose a business name that is available but you are not ready to file the Articles with the Secretary of State's office, you may reserve the name. A name reservation grants the applicant exclusive rights to use the name for a period of 180 days. The Articles may be filed any time within that 180-day period to form the limited liability company using the reserved name. After 180 days, the name reservation will expire, and the name will again become available for anyone to use. To reserve a name for a proposed new limited liability company name, please submit the Name Reservation (Form 534B) and \$39.00 filing fee.

## Appointing a Statutory Agent

At the time of filing its Articles, a limited liability company is required to appoint a statutory agent. The statutory agent is the person or corporation designated to accept any legal process, notice or demand that is served upon the company and is responsible for sharing this information with the limited liability company.

The statutory agent must be one of the following: (1) A natural person who is a resident of this state; or (2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state.

The Original Appointment of Statutory Agent must include the statutory agent's name and address. The statutory agent **must sign to accept the appointment**. For convenience, the Original Appointment of Statutory Agent has been incorporated into the Articles form.

In the event the name or address of a company's statutory



agent changes, or the statutory agent resigns or dies, the entity must choose a new statutory agent and submit the Statutory Agent Update (Form 521) and filing fee of \$25.00.

## ADDITIONAL FILINGS

Over the life of a limited liability company, additional filings with the Ohio Secretary of State may be required. Although limited liability companies are not required to submit annual or biennial filings, certain actions taken by the limited liability company may trigger a filing requirement.

The following is information regarding some of the most common filings the Secretary of State's office receives from limited liability companies. This information is not intended to be exhaustive. You should consider consulting legal counsel and/or the Ohio Revised Code to determine whether and when additional filings must be made with the Secretary of State's office.

### Amendments/Restated Articles

As provided in Ohio Revised Code Section 1705.08, a limited liability company may amend or restate the Articles at any time and for any purpose by filing a Certificate of Amendment or Restatement (Form 543A) with the Secretary of State's office.

Articles **must** be amended within 30 days after the occurrence of any of the following:

1. The name of the limited liability company is changed.
2. The period of the limited liability company's duration is changed.
3. Any other information that is set forth in the Articles is changed.



## Mergers and Consolidations

Under Ohio law, a limited liability company may merge or consolidate with other types of business entities. A merger is the combining of one or more business entities (also known as merging entities) into one existing entity (also known as the surviving entity). All other entities merging into the surviving entity will cease to exist.

A consolidation differs from a merger in that two or more entities (also known as constituent entities) combine to form an entirely new entity. All consolidating entities cease to exist following the consolidation.

If an Ohio limited liability company is involved in a merger or consolidation, a Certificate of Merger (Form 551) or Certificate of Consolidation (Form 550) must be filed with the Ohio Secretary of State. The filing fee for these forms is \$99.00. Under certain circumstances, additional documentation may also be required. Please refer to Ohio Revised Code Section 1705.38 for details regarding filing requirements.

## Conversions

A conversion takes place when a domestic or foreign entity converts into a different type of domestic or foreign entity. The Ohio Revised Code chapter governing each type of entity must permit the conversion. For example, an Ohio limited liability company (the converting entity) may convert into an Ohio corporation (the converted entity) so long as the Ohio Revised Code chapters governing limited liability companies and corporations permit the conversion.

Additionally, a domestic limited liability company may convert into a foreign entity. When two different jurisdictions are involved in a conversion, the laws of each jurisdiction must permit the conversion. For example, if an Ohio limited liability company converts to a Delaware corporation, the laws of Ohio



and Delaware must both permit the conversion.

Ohio law currently permits corporations, limited liability companies, limited partnerships, limited liability partnerships and general partnerships to convert.

When a limited liability company adopts a declaration of conversion pursuant to Ohio Revised Code Section 1705.361 or 1705.371, or at a later time as authorized by the declaration of conversion, the converting entity must file a Certificate of Conversion (Form 700 or 800) with the Secretary of State's office accompanied by a \$99.00 filing fee. Please refer to Ohio Revised Code Section 1705.381 for more information regarding filing requirements.

## FREQUENTLY ASKED QUESTIONS

**Q: How can I serve a complaint on a limited liability company that has failed to maintain a valid statutory agent?**

A: Pursuant to Ohio Revised Code Section 1705.06(H) (2), service may be made upon the Secretary of State. You must submit (1) four copies of the summons and complaint; (2) an affidavit stating the agent cannot be found, no longer has the address listed in Secretary of State's office, or the limited liability company failed to maintain an agent; and (3) a filing fee of \$5.00.

**Q: Can a for-profit limited liability company become a nonprofit limited liability company?**

A: Yes. Pursuant to Ohio Revised Code Section 1705.08, a limited liability company may amend any information set forth in the Articles of Incorporation. Ohio Revised Code Section 1705.02 permits a limited liability company to be formed for any lawful profit or nonprofit purpose, which is set forth in the Articles of Organization. To change the purpose of the limited liability company, please submit a Certificate of Amendment or Restatement (Form 543A)



and amend the language in the purpose clause.

**Q: Can a nonprofit limited liability company become a for-profit limited liability company?**

A: Yes. Pursuant to Ohio Revised Code Section 1705.08, a limited liability company may amend any information set forth in the Articles of Incorporation. Ohio Revised Code Section 1705.02 permits a limited liability company to be formed for any lawful profit or nonprofit purpose, which is set forth in the Articles of Organization. To change the purpose of the limited liability company, please submit a Certificate of Amendment or Restatement (Form 543A) and amend the language in the purpose clause.

## SUBMITTING FILINGS

For quick and accurate service, complete filing forms online at [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov) and pay with any major credit card. Filings will either be processed automatically upon submission or a review may be required and approval certificate will be sent to your email address after submission.

If you prefer, please obtain a filing form to be submitted by mail or dropped off in person at [OhioSoS.gov](http://OhioSoS.gov). Please mail the form to the address provided on the filing form as well as a check, money order or credit card authorization form.

To submit a filing in person please go to the Secretary of State's Client Service Center at 22 North Fourth Street, Columbus, Ohio 43215 between 8:00 a.m. and 5:00 p.m., Monday to Friday. The Client Service Center is closed on holidays and the day after Thanksgiving.



## BUSINESS IDENTITY THEFT: DON'T BE A VICTIM

Thousands of companies around the country have been victims of business identity theft. Protect your identity by signing up for the Ohio Secretary of State's UCC Watchlist. The Watchlist helps protect users when fraudulent and incorrect UCC filings are submitted in their name.

Identity theft affects businesses too. Criminals can use your business' identity to illegally transact business and establish lines of credit. Business Identity Theft costs companies time and money.

The Secretary of State's office can help you protect your business identity with the Business Filing Notification System. The Business Filing Notification System is a free service allowing you to track any filing changes or updates made to your business. For more information and to sign-up, visit [OhioSoS.gov/IDTheft](http://OhioSoS.gov/IDTheft).





## EXPEDITED SERVICE

The Ohio Secretary of State offers three levels of expedited service for filings. An expedited level 1 filing may be mailed, submitted in person, or filed online. Levels 2 and 3 may only be submitted in person at 22 North Fourth Street, Columbus, Ohio 43215 or filed online at [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov).

Levels of Service	Additional Fee	Turnaround Time
Expedited 1	\$100.00	2 Business Days
Expedited 2	\$200.00	1 Business Day
Expedited 3	\$300.00	4 Hours*

The expedited filing fee must be added to each filing submitted. If only some of your filings require expedited service, please submit a separate check for the expedited filings.

In the event of an expedited 3 filing containing an error, the customer will be notified. If a filing is re-submitted by 1:00 p.m., the filing will be processed by 5:00 p.m.

**\*Please note:** Expedited level 3 filings submitted after 1:00 p.m. will be available the next business day.



## CONTACT BUSINESS SERVICES

Ohio Secretary of State  
Business Services Division  
22 North Fourth Street  
Columbus, Ohio 43215  
614.466.3910  
877.767.3453  
TTY: 877.644.6889

### **Walk-In Client Service Center**

22 North Fourth Street  
Columbus, Ohio 43215

### **Hours of Operation**

Monday - Friday 8:00 a.m. - 5:00 p.m.  
Open 24 hours at [OhioSoS.gov](http://OhioSoS.gov).

Email: [business@OhioSoS.gov](mailto:business@OhioSoS.gov)  
Website: [OhioSoS.gov](http://OhioSoS.gov)  
File online: [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov)

**Multilingual services are available.**

## ADDITIONAL RESOURCES

This guide focuses on the forms and processes of the Secretary of State's office with respect to forming a for-profit entity in Ohio. However, there are other agencies that regulate and/or assist Ohio businesses. The Ohio Secretary of State's office hosts the Ohio Business Resource Connection located at [OhioSoS.gov/BusinessResources](http://OhioSoS.gov/BusinessResources). The Resource Connection is a directory of services for all Ohio businesses and includes specific services for woman, minority, disability, and military or veteran owned businesses.



# Quick-Start for Your Business

Doing our part to ensure a prosperous economy

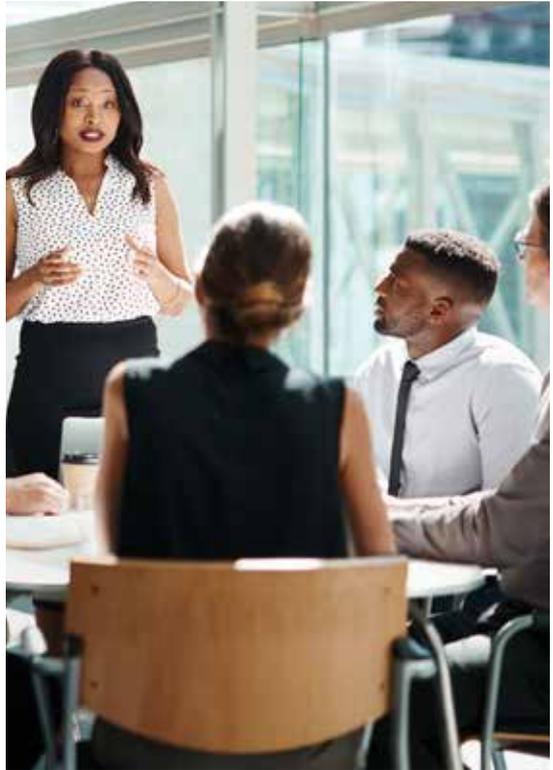


To help you start this journey, we've put together a checklist of 10 important things you may want to consider.

- Register with the Ohio Secretary of State.
- Obtain a federal Employer Identification Number (EIN).
- Open a bank account.
- Register with the Ohio Department of Taxation at [Tax.Ohio.gov](https://tax.ohio.gov).
- Report newly-hired and re-hired employees to the Ohio New Hire Reporting Center.
- Determine what may be required of your business by the Ohio Bureau of Workers' Compensation.
- Identify requirements of the Ohio Department of Job & Family Services.
- Obtain the proper licenses and permits.
- File an Annual Report of Unclaimed Funds.
- Discover growth opportunities for your new business.

For more information on starting a business or nonprofit

**OhioSoS.gov**



## BUSINESS SERVICES

OhioSoS.gov | [business@OhioSoS.gov](mailto:business@OhioSoS.gov)

877.767.3453 | TTY 877.644.6889

22 North Fourth Street | Columbus, Ohio 43215