

APPLICATION FOR CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY (SS-4233)



Division of Business and Charitable Organizations

Tre Hargett, Secretary of State

State of Tennessee
312 Rosa L. Parks Avenue
Nashville, TN 37243-1102
(615) 741-2286

For Office Use Only

Filing Fee: \$50.00 per member (minimum fee = \$300/maximum fee = \$3,000)

An Application for Certificate of Authority for a Foreign Limited Liability Company must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the corporation records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the Application for Certificate of Authority is filed with the Division. **An Application for Certificate of Authority for a Foreign Limited Liability Company that is not accompanied by a valid certificate of existence or document of similar import will be rejected by the Division and returned to the applicant.**

Pursuant to the provisions of T.C.A. § 48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned Foreign Limited Liability Company (LLC) hereby applies for a Certificate of Authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Foreign LLC is: _____

If different, the name under which the certificate of authority is to be obtained is:

Pursuant to the provisions of T.C.A. § 48-249-106, each Limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C."

2. Assumed Name: _____

If obtaining a Certificate of Authority under a limited liability company name, an Application for Registration of an Assumed Name must be filed pursuant to T.C.A. § 48-14-101(d), with an additional \$20 fee.

3. Name Consent (Written Consent for Use of Indistinguishable Name):

This entity name already exists in Tennessee and an Application for Use of Indistinguishable Name has been filed.

4. This Foreign LLC has the additional designation of: _____

Professional LLC: If "Professional LLC" is designated, check the box.

I certify that the Foreign LLC is a professional LLC, that its purpose is to render the specified professional service(s) as defined in T.C.A. § 48-249-1102(6), and that the requirements of T.C.A. § 48-249-1123(b)(3) are satisfied.

Licensed professional service(s): _____

5. Series LLC: If "Series LLC" is indicated, check the box.

I certify that the LLC meets the requirements of T.C.A. § 48-249-309(i) and the information required by that section is contained on the attached sheet.

6. Fiscal Year Ending Month: _____

7. The date of the Foreign LLC's formation is (mm/dd/yyyy): _____

The state or country under whose law the Foreign LLC formed is: _____

If prior to qualifying, the date the Foreign LLC commenced doing business in Tennessee is (mm/dd/yyyy): _____

8 The complete address of the Foreign LLC principal office is:

Address: _____

City: _____ State: _____ Zip: _____ County: _____

9. The complete mailing address of the Foreign LLC (if different from the principal office address) is:

Address: _____

City: _____ State: _____ Zip: _____ County: _____

10. The business email address is: _____

11. Nature of Business (NAICS Code):

1. _____ Description: _____

2. _____ Description: _____

3. _____ Description: _____

12. The Foreign LLC will be:

Member Managed Manager Managed Director Managed Board Managed Other

13. Number of Members at the date of filing: _____

14. Obligated Member Entity (list of obligated members and signatures must be attached):

This entity will be registered as an Obligated Member Entity (OME)

Effective date (mm/dd/yyyy): _____

I understand that by signing: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS, AND LIABILITIES OF THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. PLEASE CONSULT YOUR ATTORNEY.

The Application for Certificate of Authority must be accompanied by a duly executed Obligated Member Entity Addendum form (SS-4600)

15. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is (Not to Exceed 90 days): Effective Date (mm/dd/yyyy): _____ Time: _____

16. Other Provisions: _____

17. The registered agent is: an individual an organization.

18. The name, complete street address, and email address of the Foreign LLC's registered agent and office located in the State of Tennessee is:

Name or Organization: _____

Address: _____

City: _____ State: _____ Zip: _____ County: _____

Email: _____

By signing this document, I certify that I am authorized to file this document on behalf of this entity, have examined the document and, to the best of my knowledge and belief, it is true, correct and complete as of this day.

Signature

Signer's Capacity

Name (printed or typed)

Date

***Note: Pursuant to Tenn. Code Ann. § 10-7-503, all information on this form is public record.**

INSTRUCTIONS

APPLICATION FOR CERTIFICATE OF AUTHORITY

FOREIGN LIMITED LIABILITY COMPANY (SS-4233)

An Application for Certificate of Authority for a Foreign Limited Liability Company (LLC) sets forth the items required under T.C.A. § 48-249-904 and T.C.A. § 48-249-1103 if a Foreign Professional Limited Liability Company.

An Application for Certificate of Authority for a Foreign LLC must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the Application for Certificate of Authority is filed with the Division. **An Application for Certificate of Authority for a Foreign LLC that is not accompanied by a valid certificate of existence or document of similar import will be rejected by the Division and returned to the applicant.**

Filing the Form

An Application for Certificate of Authority for a Foreign Limited Liability Company may be filed using one of the following methods:

- **E-File:** Go to <https://tncab.tnsos.gov/> and use the online tool to complete the form and pay the filing fee by credit or debit card or e-check.
- **Mail:** Go to <https://tncab.tnsos.gov/> and use the online tool to complete the form and print. Alternatively, a blank form may be obtained by emailing the Secretary of State at TN.SOS.CORPINFO@TN.SOS.GOV or by calling (615) 741-2286. The blank form should be hand printed in ink. The completed form, along with the required filing fee, should be mailed to: TN Secretary of State, ATTN: Corporate Filing, 312 Rosa L. Parks Ave., Nashville, TN 37243.
- **Walk-In:** A blank form may be obtained and submitted in person along with the filing fee at the Secretary of State Customer Service Counter located at 3rd FL – Snodgrass Tower, 312 Rosa L. Parks Ave., Nashville, TN 37243.

An Application for Certificate of Authority of a Foreign Limited Liability Company must be accurately completed in its entirety. Forms that are inaccurate, incomplete, or illegible will be rejected.

Filing Fee

- The filing fee for an Application for a Certificate of Authority for a Foreign LLC is \$50.00 per member in existence on the date of the filing, with a minimum fee of \$300.00 and a maximum fee of \$3,000.00. **Applications submitted without the proper filing fee will be rejected.**
- When paying by credit card, debit card, or e-check, there is a convenience fee that covers the transaction costs incurred by the Division of Business and Charitable Organizations when accepting online or in-person payments. Applicants who do not wish to pay the convenience fee may choose to complete and mail the form along with a check, cashier's check, or money order.
- Make check, cashier's check, or money order payable to the Tennessee Secretary of State. Checks, cashier's checks, and money orders made out to any payee other than the Tennessee Secretary of State will not be accepted and will result in the application being rejected.
- Cash is only accepted for walk-in filings.

Completing the Form

1. **The name of the foreign Limited Liability Company is:** enter the exact legal name of the Foreign LLC in its home jurisdiction. The name must match the name on the certificate of existence/good standing to be submitted with the Application.

If different, the name under which the certificate of authority is to be obtained is: if the Foreign LLC must alter its name in order to do business in Tennessee pursuant to T.C.A. § 48-249-903 and T.C.A. § 48-249-106 – i.e., by removing the words “corporation” or “incorporated,” or an abbreviation of either or both of these words, the foreign LLC may do so without filing an application for assumed name. Use this space to indicate the name under which the foreign LLC will do business in Tennessee.

If a Foreign professional LLC, the name must also meet the requirements of T.C.A. § 48-249-1108.

If a foreign LLC's name contains the word "bank," "banks," "banking," "credit union," or "trust," written approval must first be obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division. You may contact the Tennessee Department of Financial Institutions at (615) 741-2236.

If a foreign LLC's name contains the phrase "insurance company," written approval must first be obtained from the Tennessee Department of Commerce & Insurance before documents can be accepted for filing with the Division. You may reach the Tennessee Department of Commerce & Insurance at (615) 741-2241.

2. **Assumed Name:** if the foreign LLC will do business in Tennessee under an assumed name, enter that name here. If obtaining a Certificate of Authority under an assumed LLC name, an Application for Registration of an Assumed Name must be filed pursuant to T.C.A. § 48-249-106(d), with an additional \$20 fee.
3. **Name Consent (Written Consent for Use of Indistinguishable Name):** an applicant Foreign LLC can request to use a name that is not distinguishable from the name used by an existing business under certain circumstances detailed in T.C.A. § 48-249-106(c)(1). If checked, the Application for Certificate of Authority must be accompanied by an Application for Use of Indistinguishable Name and an additional \$20 filing fee. The Application must set forth the appropriate criteria for name duplication as described in T.C.A. § 48-249-106(c).
4. **This Foreign LLC has the additional designation of:** if applicable to the specific nature of the Foreign LLC, enter any additional designation, including:
 - Captive Insurance Company
 - Decentralized Organization
 - Insurance Company
 - Litigation Financier
 - Processing Cooperative
 - Professional Limited Liability Company
 - Trust Company

Professional Limited Liability Company: if "Professional Limited Liability Company" is indicated, check the box certifying that the Foreign LLC is a professional LLC, that its purpose is to render the specified professional service(s) as defined in T.C.A. § 48-249-1102(6), that the requirements of § 48-249-1123(b)(3) are satisfied, and identify the professional service(s) in the space provided

Litigation Financier: if "Litigation Financier" is indicated, you must submit with your Application a bond in the amount of fifty thousand dollars (\$50,000) made payable to the State of Tennessee.

5. **Series LLC:** if "Series LLC" is indicated, check the box certifying that the Foreign LLC meets the requirements of T.C.A. § 48-249-309(i) and attach a sheet containing the information required by that section.
6. **Fiscal Year Ending Month:** enter the month of the year that concludes the Foreign LLC's fiscal year. If a fiscal year ending month is not indicated, the Division will list the fiscal year ending month as December by default. Please note that T.C.A. § 48-249-1017 requires all LLCs to file an annual report with the Secretary of State on or before the first day of the fourth month following the end of the close of the LLC's fiscal year.
7. **The date of its formation is:** enter the Foreign LLC's date of formation. If the accompanying certificate of existence or like document from the state of formation includes a date of formation, the date indicated here must be the same date as that indicated on the certificate of existence.

The state or country under whose law it is formed is: enter the name of the state or country under whose law the Foreign LLC is formed.

If prior to qualifying, the date it commenced doing business in Tennessee is: enter the date the Foreign LLC commenced doing business on or before the date of approval of the Application for Certificate of Authority by the Division. Pursuant to T.C.A. § 48-249-913(d), additional filing fees may apply if the Foreign LLC commenced doing business in Tennessee prior to the approval of the Application. If a prior date is indicated, a call to the Division's customer service line at (615) 741-2286 is encouraged for guidance on the appropriate filing fee amount.

Additionally, if a prior date is indicated and that date is greater than one year prior to the approval of the application to the Division, a Letter of Good Standing from the Tennessee Department of Revenue must accompany the Application. To obtain a Letter of Good Standing, contact the Tennessee Department of Revenue at (615) 253-0700.

8. **The complete address of its principal office is:** enter the street address, city, state, and zip code of the principal office of the Foreign LLC and the county in which the office is located. A post office box is not acceptable for the principal office address. The address will be verified and if it cannot be recognized as valid, the form will be rejected by the Division.

- 9. The complete mailing address of the entity (if different from the principal office address) is:** if notifications from the Division should be sent to an address other than the principal office address, enter that address. A post office box address is acceptable for a mailing address. The address will be verified and if it cannot be recognized as valid, the form will be rejected by the Division.
- 10. The business email address is:** enter a contact email address for the Foreign LLC. **All reminders will be sent via email.**
- 11. Nature of Business:** enter up to three (3) North American Industry Classification System (NAICS) codes and each code's description that best describes the Foreign LLC's primary business activity or activities.
- The North American Industry Classification System (NAICS) is the standard used by Federal statistical agencies in classifying business establishments for the purpose of collecting, analyzing, and publishing statistical data related to the U.S. business economy. A searchable list of available NAICS codes can be found here: [NAICS & SIC Identification Tools | NAICS Association](#).
- 12. The Foreign LLC will be:** indicate whether the Foreign LLC will be Member Managed, Manager Managed, Director Managed, Board Managed, or Other by checking the appropriate box.
- 13. Number of Members at the date of filing:** enter the number of members of the Foreign LLC at the date of filing. If the number of members is not indicated, the Division will list the number of members as one (1) by default.
- 14. Obligated Member Entity:** if the Foreign LLC elects to be registered as an Obligated Member Entity pursuant to T.C.A. § 48-217-101(f) and § 67-4-2008(d)(1), check the box and enter the effective date. The effective date cannot be prior to the date of filing of the Application. Also check the box to acknowledge an understanding of the statutory requirements.
- The Application for Certificate of Authority must be accompanied by a duly executed Obligated Member Entity Addendum form (SS-4600).**
- 15. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:** if the Foreign LLC's Certificate of Authority is to go into effect upon a future date, enter the future date. In no event can the future date be more than ninety (90) calendar days from the filing of the Application for Certificate of Authority.
- 16. Other Provisions:** including any further information in this space is strictly optional. Use this section to set forth other details of the Foreign LLC that are not required by statute to be included in the Application for Certificate of Authority.
- 17. The registered agent is:** indicate if the registered agent is an individual or an organization.
- 18. The name, complete street address, and email address of its registered agent and office located in the state of Tennessee is:** enter the name of the Foreign LLC's registered agent, the street address, city, state, and zip code of the LLC's registered office located in Tennessee and the county in which the office is located. A post office box is not acceptable for the registered agent/office address. The address will be verified and if it cannot be recognized as valid, the form will be rejected by the Division.

Signature

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. An original signature or verified electronic or digital signature is acceptable. A conformed or typed signature is not acceptable. **Failure to sign and date the application will result in the application being rejected.**
- Type or Print Name. **Failure to type or print the signature name will result in the application being rejected.**
- Type or Print Signer's Capacity. The signer must indicate the capacity in which such person signs. **Failure to indicate the signer's capacity will result in the application being rejected.**