

## Foreign limited liability companies

# PREVIEW

1. Under the Texas Limited Liability Company Act, a foreign limited liability company is an entity formed under the laws of a jurisdiction other than Texas.

2. The foreign company's state of incorporation must provide that some or all of the persons entitled to receive a distribution of the assets upon the entity's dissolution shall not be liable for the debts, obligations, or liabilities of the entity.

3. Admission of foreign limited liability company

a. No foreign limited liability company will have the right to transact business in Texas until it has procured a certificate of authority from the Secretary of State.

b. No foreign limited liability company will be entitled to procure a certificate of authority to transact any business in Texas which a domestic limited liability company is not permitted to transact.

c. A foreign limited liability company will not be denied a certificate of authority because the state or country's laws under which the company was organized differ from the laws of Texas.

4. Foreign limited liability company name

a. A foreign limited liability company's name must contain "Limited Liability Company," or "Limited Company," or the abbreviations "L.L.C.," "LLC," "LC" or "L.C.", and any additional words that may be required by law.

b. It may not contain any word or phrase indicating or implying that it is organized for any purpose other than one or more of the purposes contained in its Certificate of Formation.

c. The name may not be the same name as that reserved for exclusive use by another company.

d. A name may be similar if written consent is obtained from the existing limited liability company, corporation or limited partnership that owns or has reserved the name.

e. If the foreign limited liability company does not comply with the name requirements, a certificate of authority will not be issued.

5. Powers of foreign limited liability company

a. A foreign limited liability company which has received a certificate of authority enjoys the same, but no greater, rights and privileges as a domestic limited liability company organized for the purposes set forth in the application.

**LegalFormsForTexas.Com**

b. The foreign company and its managers, its members and officers are subject to the same duties, restrictions, penalties, and liabilities imposed upon a domestic limited liability.

c. The laws of the jurisdiction where the company was organized will govern its internal affairs including but not limited to the following:

i. the rights, powers, and duties of its manager and members,

ii. matters relating to its ownership, and

iii. matters relating to the liability, if any, of members of the foreign limited liability company for the debts, liabilities and obligations of the company for which they are not otherwise liable by statute or agreement.

6. Withdrawal or termination of a foreign limited liability company

a. A foreign limited liability company authorized to transact business in Texas may withdraw from Texas by procuring a certificate of withdrawal from the Secretary of State's office.

b. The original and a copy of the application must be delivered to the Secretary of State's office. If the Secretary of State finds that the application conforms to the Texas Limited Liability Company Act and all fees and any taxes, including franchise taxes have been paid, the Secretary of State will endorse the original and copy with the word "Filed."

c. The documents will be file stamped with the month, day, and year of filing. Thereafter, the Secretary of State's office will file the original, and issue a certificate of withdrawal.

7. Application for certificate of authority

a. In order to transact business in Texas, a foreign limited liability company must procure a certificate of authority. Certain statutory requirements need to be contained in such application.

b. For instance, the application must set forth the name of the foreign limited liability company in the state or country under which it is organized.

c. If the foreign limited liability company is required to qualify under a name other than its foreign limited liability company name, then the name under which the company is to be qualified must be included in the application.

d. Additionally, the application must contain the date of organization and the period of duration of the company.

e. Furthermore, several addresses, including the address of the principal office of the

**PREVIEW**

**PLEASE DO NOT COPY**

**THIS DOCUMENT**

**THANK YOU**

**LegalFormsForTexas.Com**

company in the state or country in which it is organized, as well as the address of the company's principal office in Texas and the company's registered agent. That office must be included in the application.

**PREVIEW**

f. Also, the names and addresses of the managers of the company must be stated.

g. The purposes or purposes for which the company proposes to pursue in Texas must be listed along with a statement that such purpose or purposes are authorized in the state or country in which it is organized.

h. The original and a copy of the application for a certificate of authority must be delivered to the Secretary of State, together with a certificate issued by an authorized officer of the jurisdiction of the foreign limited liability company's organization evidencing its existence.

**PLEASE DO NOT COPY**

i. If the certificate is in a language other than English, a translation of the certificate, under the oath of the translator, must be attached to the certificate.

j. The certificate must be dated after the 91st day preceding the date on which the application was filed. If the Secretary of State finds that the application conforms to law, the Secretary of State will, when the appropriate filing fee has been paid, endorse the original and copy with the word "filed".

k. The document will be file stamped with the month, day, and year of the filing. The Secretary of State's office will then file the original and issue a certificate authorizing the foreign limited liability company's authority to transact business in Texas.

**THIS DOCUMENT**

l. Upon issuance of the certificate of authority, the foreign limited liability company is authorized to transact business in Texas for the purposes set forth in its application.

m. The certificate of authority of a foreign limited liability company to transact business in Texas may be revoked by a decree of the district court for the county in which the registered office of the company is situated or of any district court in Travis County in an action filed by the Attorney General where certain statutory circumstances are established.

8. For a listing of the circumstances in which a district may revoke the certificate.

9. In addition, a certificate of authority may be revoked by order of the Secretary of State where the company is in default of certain statutory items.

**THANK YOU**

10. For a listing of particular items in default that may cause the Secretary of State to revoke the certificate.

11. Application for certificate of withdrawal

a. A foreign limited liability company authorized to transact business in Texas may withdraw from Texas by procuring from the Secretary of State a certificate of withdrawal.

**LegalFormsForTexas.Com**

**PREVIEW**

b. To procure such a certificate, the company must deliver an application for a certificate of withdrawal to the Secretary of State. Certain elements are required to be contained in the application.

c. For instance, the name of the foreign limited liability company and the state or country under which it is organized must be included. In addition, there must be a statement that the company is not transacting business in Texas and a statement that the company surrenders its authority to transact business in Texas.

d. Furthermore, the application must contain a statement that the company revokes the authority of its registered agent in Texas and consents that service of process in any action, suit, or proceeding based on any cause of action arising in Texas during the time the company was authorized to transact business in Texas, may be had by service on the Secretary of State.

**PLEASE DO NOT COPY**

e. To enable the Secretary of State to mail a copy of any process that the Secretary of State may be served with, the application must also include a post office address for the company.

f. The application must include a statement that all sums due, or accrued, to Texas have been paid, or that adequate provision has been made for the payment, as well as a statement that all known creditors or claimants have been paid or provided for and that the company is not involved in or threatened with litigation in any court in Texas.

**THIS DOCUMENT**

**THANK YOU**

**[LegalFormsForTexas.Com](http://LegalFormsForTexas.Com)**

Form: Application for certificate of authority

**PREVIEW**

**APPLICATION FOR A CERTIFICATE OF AUTHORITY FOR A FOREIGN LIMITED LIABILITY COMPANY**

The undersigned limited liability company applies for a certificate of authority to transact business in Texas:

1. The name of the limited liability company is [LLC's name]'s.
2. If the name of the foreign limited liability company does not contain the words, "Limited Liability Company," or "Limited Company," or the abbreviations "L.C.C.," "LLC," "LC" or "L.C.", then the name of the foreign limited liability company with the words or abbreviation which it elects to add thereto for use in Texas is \_\_\_\_\_

**PLEASE DO NOT COPY**

If the name is not available in Texas, then set forth the name under which the foreign limited liability company will qualify and transact business in Texas.

3. The date of its organization is \_\_\_\_\_ and the period of duration is \_\_\_\_\_.

[State the term of years or other duration authorized in its home jurisdiction]

4. The address of its principal office in the state or country under the laws of which it is organized is: \_\_\_\_\_

**THIS DOCUMENT**

5. The address of its proposed registered office in Texas is

(a P.O. Box is not sufficient) \_\_\_\_\_,

6. The name of its proposed registered agent in Texas at such address is \_\_\_\_\_.

7. The purpose or purposes of the foreign limited liability company which it proposes to pursue in the transaction of business in Texas are: \_\_\_\_\_.

8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is organized.

**THANK YOU**

9. The names and respective addresses of its managers are:

NAME	ADDRESS	OFFICE
------	---------	--------

**LegalFormsForTexas.Com**

# PREVIEW

10. The application is accompanied by a certificate issued by the secretary of state or other authorized officer of the jurisdiction of organization evidencing the limited liability company's existence.

Signed on \_\_\_\_\_

\_\_\_\_\_  
[Limited Liability Company's Name]

By: \_\_\_\_\_  
PLEASE DO NOT COPY  
Its \_\_\_\_\_  
[Authorized Manager or Member]

## THIS DOCUMENT

## THANK YOU

[LegalFormsForTexas.Com](http://LegalFormsForTexas.Com)