



APPLICATION FOR CERTIFICATE OF AUTHORITY
of a Foreign (non-Vermont) Limited Liability Company (LLC,
PLC, or L3C) seeking to do business in the State of Vermont

Business ID: _____

PLEASE RETURN EVIDENCE OF FILING TO: (Name and Address)

Processed by: _____
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PLEASE REVIEW INSTRUCTIONS PAGE BEFORE BEGINNING.

1. **BUSINESS NAME:** *REQUIRED.* _____
2. **DOMESTIC STATE:** *REQUIRED - US STATE OR NON-US COUNTRY.* _____ *CERTIFICATE OF GOOD STANDING FROM DOMESTIC STATE MUST BE ATTACHED.*
3. **BUSINESS PURPOSE:** *REQUIRED - BRIEF STATEMENT AS TO THE PRIMARY GOODS OR SERVICES TO BE PROVIDED UNDER THIS BUSINESS NAME*

4. **PRINCIPAL OFFICE:**

a. Street Address: *NO PO BOX* _____

City/Town: _____ State: _____ ZIP/Postal Code: _____ - _____

b. Mailing Address: _____

City/Town: _____ State: _____ ZIP/Postal Code: _____ - _____

5. **INITIAL REGISTERED AGENT and OFFICE:** *REQUIRED*

a. **Registered Agent:** *PERSON OR BUSINESS ENTITY TO WHOM SERVICE OF PROCESS IS TO BE SERVED AT THE DESIGNATED OFFICE (LISTED BELOW) AND THE MAILING POINT OF CONTACT FOR THE SECRETARY OF STATE FOR THIS ENTITY.*

Name: _____

Mailing Address: _____

City/Town: _____ State: VT ZIP: _____ - _____

E-Mail Address: _____

b. **Registered Office:** *PHYSICAL LOCATION AT WHICH ANY SERVICE OF PROCESS IS TO BE SERVED TO REGISTERED AGENT LISTED ABOVE.*

Street Address: *NO PO BOX* _____

City/Town: _____ State: VT ZIP: _____ - _____

6. **LIMITED DURATION OF THE COMPANY** *OPTIONAL - SELECT ONE OF THE FOLLOWING - ONLY IF APPLICABLE.*

This company is a **term company**, and will wind up its business as of _____ (date).

PERPETUAL, OR AT-WILL, IS THE DEFAULT DURATION OF AN LLC/PLC/L3C.

7. **MANAGEMENT OF THE COMPANY** *REQUIRED - SELECT ONE OF THE FOLLOWING.*

This company is a **Member-Managed**, the member(s) is/are: (the listing of Members is optional), please use space below.

This company is a **Manager-Managed**, the manager(s) is/are: (the listing of Managers is required), please use space below.

8. **PRINCIPAL(S)** *the Members or Managers: REQUIRED - IF MANAGER-MANAGED*

a. **Name:** _____

b. **Name:** _____

Address: _____

Address: _____

Email: _____

Email: _____

CHECK IF APPLICABLE:

This company has more than two (2) members or managers; please see a complete list of additional members or managers attached.

9. **LIABILITY OF THE MEMBERS** *REQUIRED - SELECT ONE (1) OF THE FOLLOWING.*

The member(s) of this company **are not liable** for its debts and obligations under a provision similar to [11 V.S.A. § 3043\(b\)](#) in its domestic state.

The member(s) of this company **are liable** for its debts and obligations under a provision similar to [11 V.S.A. § 3043\(b\)](#) in its domestic state.



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10. FISCAL YEAR END (MONTH): *OPTIONAL* _____

December is the default Fiscal Year End if no entry made – (Annual Reports will be due each year during the first 2.5 months following the Fiscal Year End).

11. EFFECTIVE DATE OF THIS APPLICATION *OPTIONAL* _____

MAY BE POST-DATED UP TO 90 DAYS FROM DATE OF RECEIPT

CERTIFICATION OF DOCUMENT *REQUIRED*

By signing below, I hereby certify, under penalty of law (11 V.S.A. § 3029), that the above information is accurate as of the date of filing; and this form is being provided in duplicate, with a, self-addressed stamped envelope, and a check or money order for \$125.00 made payable to "VT SOS".

Printed/Typed Name of Organizer

Signature

Title

Date

PLEASE REVIEW INSTRUCTION PAGE BEFORE FILING.



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Submission Instructions

- A. **Required Documents:** Must be filed in **duplicate** (one original and one copy of this application), with a **certificate of good standing** (or an equivalent document from state of domestication), **check or money order for \$125** made payable to "VT SOS," and a **self-addressed stamped envelope**.
- a. Payments cannot be accepted by phone, fax, or email.
 - b. Credit cards cannot be accepted for this form (if you wish to pay by credit card, you must file on-line at www.vtsosonline.com).
 - c. Cash should not be sent by Mail.
- B. This form can only be accepted by mail or in-person at:

**Vermont Secretary of State
Corporations Division
128 State Street
Montpellier, VT 05633-1104**

Note: This form cannot be accepted by phone, fax, website, or email.

- C. **Returned Evidence of Filing:** Once processed, this application will be returned with the following documentation:
- a. If approved: the approved Application for Certificate of Authority, and the Certificate of Authority
 - b. If rejected: - the check/money or for the filing fee
- a checklist detailing the reasons for the rejections
- D. **Processing Time:** Processing my take up to 5-7 business days (based on seasonal filing volume) from the day the form is received in our office.

Form Instructions

- Line 1.** a. The name of a foreign LLC must include, or must add for use in Vermont, the following:
- (1) Foreign **LLCs:** the words "Limited Liability Company", or "Limited Company", or the abbreviations thereof: "L.L.C.", "LLC", "L.C.", "LC", or "Ltd. Co.". ([11 VSA § 3136\(a\)](#))
 - (2) Foreign **Professional LLCs:** the one of the following words and/or abbreviations: "Professional Limited Liability Company", "Professional Limited Company", "Professional LLC", "Professional LC", or "PLC." ([11 VSA § 3012\(c\)\(5\)](#))
 - (3) Foreign **Low Profit LLC:** the abbreviation "L3C or l3c." ([11 VSA § 3136\(a\)](#))
- b. The name of a foreign LLC/PLC/L3C must be distinguishable from, and not the same as, deceptively similar to, likely to be confused with, or mistaken for any name of another entity, whether domestic or foreign, that is granted, reserved or registered by or with the secretary of state. ([11 VSA § 3136\(b\)](#))
- (1) If the company name not available to use in the State of Vermont, the company must file the following documents **with** this application:
 - (a) A Trade name (D.B.A.) Registration (Form NAME-1) for an available trade name; and
 - (b) A Resolution of the LLC/PLC/L3C managers/members adopting the trade name (DBA) for use in Vermont. ([11 VSA § 3136\(a\)\(1\)](#))
- Line 2.** The state or country under whose law the LLC/PLC/L3C is organized. ([11 VSA § 3132\(2\)](#))
- Line 3.** Brief description of **primary** goods and/or service provided by LLC/PLC/L3C.
- Line 4.** The office where the principal executive office of a domestic or foreign LLC/PLC/L3C is located – Not required to be in Vermont. ([11 VSA § 3001\(17\)](#))
- Line 5.** A foreign LLC/PLC/L3C must designate (and continuously maintain) an agent with a physical address in the state of Vermont. This agent may be an individual resident of this state, a corporation, or an LLC authorized to do business in this state. ([11 VSA § 3008](#))
- Line 6.** a. An "**at-will company**" or "**perpetual company**" is a company in which the members have not specified a limited amount of time in which to be in business. ([11 VSA § 3001\(2\)](#))
- b. A "**term company**" is a company in which its members have specified a limited amount of time in which to be in business. ([11 VSA § 3001\(21\)](#))
- Line 7.** a. "**Member**" means an owner of, (or partner in), the company; members are the LLC equivalent of corporation shareholders. ([11 VSA § 3012\(c\)\(2\)](#))
- b. "**Manager**" means a person appointed to run the day-to-day operations of the company under [11 VSA § 3041](#). ([11 VSA § 3001\(12\)](#)); managers are the LLC equivalent of corporation directors ([11 VSA § 3012\(b\)\(3\)](#)).
- c. "**Member-managed**" is a company in which one or more of the members (owners) manages the company. ([11 VSA § 3001\(14\)](#))
- d. "**Manager-managed**" is a company in which one or more managers are appointed by the members to manage the company. ([11 VSA § 3001\(13\)](#))
- Line 8.** Principles are:
- a. the Members of a Member-managed Company
 - b. the Managers of a Manager-managed Company
- Line 9.** Please see [11 VSA § 3043\(b\)](#) and [11 VSA § 3001\(11\)](#) to determine if the members are liable for the debts and obligations of the company.

For Questions, Contact the Corporations Division at:

(802) 828-2386 or corps@sec.state.vt.us