

Instructions for Articles of Organization (FL LLC)

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Filing Online or By Mail

- These instructions are for the [formation of a Florida Limited Liability Company](#) pursuant to s.605.0201, F.S., and cover the minimum requirements for filing Articles of Organization.
- Your Articles of Organization may need to include additional items that specifically apply to your situation. The Division of Corporations strongly recommends that legal counsel reviews all documents prior to submission.
- The Division of Corporations is a ministerial filing agency. We cannot provide any legal, accounting, or tax advice.

Limited Liability Company Name

- The name must be [distinguishable](#) on the records of the Department of State.
- You should do a preliminary [search by name](#) before submitting your document.
- The name must include:
 - *Limited Liability Company, LLC or L.L.C.*; **OR**
 - *Chartered, Professional Limited Liability Company, P.L.L.C. or PLLC* if forming a professional limited liability company.
- Do not use or assume the name is approved until you receive a filing acknowledgment from the Division of Corporations.

Principal Place of Business Address

The street address of the LLC's principal office.

Mailing Address

The LLC's mailing address, if different from the principal address. (P.O. Box is acceptable.)

Registered Agent Name and Address

- The individual or legal entity that will accept service of process on behalf of the business entity is the registered agent.
- A business entity with an active Florida filing or registration may serve as a registered agent.
- An entity cannot serve as its own registered agent. However, an individual or principal associated with the business may serve as the registered agent.
- The registered agent must have a physical street address in Florida. (Do not list a P.O. Box address.)

Registered Agent's Signature

- The registered agent must sign the application.
- The signature confirms the agent is familiar with and accepts the obligations of s.605.0113(3), F.S.

- If a business entity is designated as the Agent, a principal (individual) of that entity must sign to accept the obligations.
- **If filing online:**
 - The registered agent must type their name in the signature block.
 - Pursuant to s. [15.16](#), F.S., electronic signatures have the same legal effect as original signatures.
 - **NOTE:** Typing someone's name/signature without their permission constitutes forgery pursuant to s. [831.06](#), F.S.

Limited Liability Company Purpose

- A Professional Limited Liability Company (which is formed under both [Chapter 605](#) and [Chapter 621](#), F.S.) must enter a single specific professional purpose. **Example:** the practice of law, accounting services, practicing medicine, etc.
- Non-professional companies are not required to list a purpose, but may do so.

Manager/Authorized Representative

- The names and street addresses of the authorized representatives or managers are optional.
- **Manager:** a person designated to perform the management functions of a manager-managed limited liability company. Use MGR.
- **Authorized Representative:** a person who is authorized to execute and file records with the Division of Corporations. Use AR. See [605.0102\(8\)](#), F.S., for more information.
- A Manager or Authorized Representative may be an individual or business entity.
- Do not list members.
- **NOTE:** If you are applying for workers' comp exemption or opening a bank account, Florida's Division of Workers' Compensation and your financial institution may require this information to be designated in the Department of State's records.

Effective Date

- An LLC's existence begins on the date the Division of Corporations receives and files your Articles **unless** your Articles of Organization specify an acceptable alternate "effective" date.
- LLCs can specify an effective date that is no more than five business days prior to, or 90 days after, the date the document is received by our office.
- If you are forming your LLC between October 1 and December 31st, but don't expect to transact business until the next calendar year, avoid filing an annual report form for the upcoming calendar year by listing an effective date of January 1st.
 - By specifying January 1st as the effective date, your LLC's existence will not officially begin until January 1st of the following calendar year, even though your entity is already on the Division's records.
 - The January 1st effective date will allow you to postpone your LLC's requirement to file an annual report form for one calendar year.

Signature

- Must be signed by at least one person acting as the authorized representative.
- **If filing online:** The authorized representative must type their name in the signature block. Electronic signatures have the same legal effect as original signatures.

Correspondence Name and Email

- Please provide a valid email address.
 - **If filing online:** The filing acknowledgment and certification (if any) will be emailed to this address.
 - All future email communications will be sent to this address.
- [Keep your email address up to date.](#)

Certificate of Status

- You may request a certificate of status.
- This item is not required.
- A certificate of status certifies the status and existence of the LLC and verifies the LLC has paid all fees due to this office through a certain date.
- **Fee: \$5.00 each**

Certified Copy

- You may request a certified copy of your Articles of Organization.
- This item is not required.
- A certified copy will include a filed stamped copy of your Articles of Organization and will verify that the copy is a true and correct copy of the document in our records.
- **Fee: \$30.00 each**

Annual Report Notice

- Every LLC is required to file an annual report to maintain an “active” status in our records.
 - If the limited liability company fails to file the report, it will be administratively dissolved.
 - The filing period for annual reports is January 1st to May 1st of the calendar year following the LLC’s date of filing or, if listed, its effective date.
- The annual report is not a financial statement.
- The report is used to confirm or update the entity’s information on our records.