



Ohio Revised Code

Section 1706.19 Statement of authority, amendments and cancellation, certificate of dissolution.

Effective: April 12, 2021

Legislation: Senate Bill 276 - 133rd General Assembly

(A) A limited liability company, on behalf of itself or a series thereof, may deliver to the secretary of state for filing on a form prescribed by the secretary of state a statement of authority. Such a statement:

(1) Shall include the name and registration number of the limited liability company;

(2) May state the authority of a specific person, or, with respect to any position that exists in or with respect to the limited liability company or series thereof, of all persons holding the position, to enter into transactions on behalf of the limited liability company or series thereof.

(B) To amend or cancel a statement of authority filed by the secretary of state, a limited liability company shall, on behalf of itself or a series thereof, deliver to the secretary of state for filing an amendment or cancellation on a form prescribed by the secretary of state stating all of the following:

(1) The name and registration number of the limited liability company;

(2) The date of filing of the statement of authority to which the amendment or cancellation statement pertains;

(3) The contents of the amendment or a declaration that the statement to which it pertains is canceled.

(C) An effective statement of authority is conclusive in favor of a person that gives value in reliance on the statement, except to the extent that when the person gives value the person has knowledge to the contrary.

(D) Upon filing, a certificate of dissolution filed pursuant to division (B)(1) of section 1706.471 of



the Revised Code operates as a cancellation, under division (B) of this section, of each statement of authority.

(E) After a certificate of dissolution becomes effective, a limited liability company may, on behalf of itself or a series thereof, deliver to the secretary of state for filing a statement of authority that is designated as a post-dissolution or post-cancellation statement of authority.

(F) Upon filing, a statement of denial filed pursuant to section 1706.20 of the Revised Code operates as an amendment, under division (B) of this section, of the statement of authority to which the statement of denial pertains.