



## Ohio Revised Code

### Section 1706.511 Foreign limited liability company registration.

Effective: April 12, 2021

Legislation: Senate Bill 276 - 133rd General Assembly

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(A) In order for a foreign limited liability company or any one or more of its series to transact business in this state, the foreign limited liability company shall register with the secretary of state. Neither a foreign limited liability company nor any one or more of its series may transact business in this state until the registration has been approved by the secretary of state and the foreign limited liability company or series is otherwise in compliance with sections 1706.51 to 1706.515 of the Revised Code.

(B) The registration as a foreign limited liability company shall state all of the following:

- (1) The name of the foreign limited liability company and, if the name does not comply with section 1706.07 of the Revised Code, the assumed name adopted pursuant to division (A) of section 1706.513 of the Revised Code;
- (2) The foreign limited liability company's jurisdiction of formation;
- (3) The name and street address of the foreign limited liability company's statutory agent and a written acceptance of the appointment that is signed by the agent;
- (4) That the foreign limited liability company is a foreign limited liability company;
- (5) The information required by division (C) of this section, if applicable.

(C) If a foreign limited liability company establishes or provides for the establishment of one or more series of assets, it shall state all of the following in the registration as a foreign limited liability company:

- (1) The fact that it provides for the establishment of one or more series of assets;



(2) Whether the debts, liabilities, and obligations incurred, contracted for, or otherwise existing with respect to a particular series, if any, shall be enforceable against the assets of that series only, and not against the assets of the foreign limited liability company generally or any other series thereof;

(3) Whether any of the debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing with respect to the foreign limited liability company generally or any other series thereof shall be enforceable against the assets of that series.

(D) Upon any change in circumstances that makes any statement contained in its filed registration as a foreign limited liability company no longer true, a foreign limited liability company authorized to transact business in this state shall deliver to the secretary of state for filing an appropriate certificate of correction, on a form as prescribed by the secretary of state, so that its statement of foreign qualification is in all respects true.

(E) A foreign limited liability company is authorized to transact business in this state from the effective date of its registration as a foreign limited liability company until the earlier of the effective date of its cancellation of foreign limited liability company or the effective date of the secretary of state's cancellation of the registration as a foreign limited liability company in accordance with section 1706.09 of the Revised Code.