



Ohio Revised Code

Section 1706.51 Foreign limited liability company governing law.

Effective: April 12, 2021

Legislation: Senate Bill 276 - 133rd General Assembly

(A) The law of the state or other jurisdiction under which a foreign limited liability company is formed governs all of the following:

- (1) The organization and internal affairs of the foreign limited liability company;
- (2) The liability of a member as a member for the debts, obligations, or other liabilities of the foreign limited liability company or a series thereof;
- (3) The authority of the members and agents of a foreign limited liability company or a series thereof;
- (4) The liability of the following for the obligations of another series or the foreign limited liability company:
 - (a) The assets of the foreign limited liability company;
 - (b) The assets of a series thereof.

(B) A foreign limited liability company's application for registration as a foreign limited liability company may not be denied by reason of any difference between the laws of the jurisdiction under which the limited liability company is formed and the laws of this state.

(C) A foreign limited liability company, including a foreign limited liability company that has filed a registration as a foreign limited liability company, may not engage in any activities in this state that a limited liability company is forbidden to engage in by the laws of this state.

(D) A foreign limited liability company that has filed a registration as a foreign limited liability company shall in this state:



- (1) Have the same but no greater rights than a limited liability company;
 - (2) Have the same but no greater privileges than a limited liability company;
 - (3) Except as otherwise provided by this chapter, be subject to the same duties, restrictions, penalties, and liabilities now or later imposed on a limited liability company.
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