



Vermont Secretary of State
ARTICLES OF ORGANIZATION of a Vermont Domestic
 Limited Liability Company (LLC, PLC, L3C or BLLC)

Business ID: _____

a. PLEASE RETURN ACKNOWLEDGEMENT TO: Required - Name and Mailing Address

Name

Address

Address

Address

Processed by: _____
 FOR OFFICE USE ONLY

Please review instructions page before beginning.
 This document must be typewritten or printed (11A V.S.A. § 1.20).

ARTICLE 1. COMPANY NAME.

Business Name Required - Must include an LLC identifier like "LLC", "PLC" or "L3C." – Please see Instructions Page for complete list of LLC identifier options.

ARTICLE 2. SUBTYPE ELECTION(S): Optional - Select any of the following that apply:

- The company elects to be a **professional limited liability company (PLC)** in accordance with 11 V.S.A. § 4011(g).
 If selected and new election – (1) must attach professional license(s), see instructions page for details; (2) business name must be amended above in Article 1 to include PLC, PLLC, or add the word "professional" to a standard LLC identifier like "LLC"; see Instructions Page for complete list of LLC identifier options; and (3) provide a Business Description below in Article 4 that includes the licensed professional service provided.
- The company elects to be a **low-profit limited liability company (L3C)** in accordance with 11 V.S.A. ch. 25, subch. 11.
 If selected and new election – must amend business name to include "L3C" above in Article 1.
- The company elects to be a **blockchain based limited liability company (BLLC)** in accordance with 11 V.S.A. ch. 25, subch. 12.

ARTICLE 3. FISCAL YEAR END MONTH: _____

ANNUAL REPORTS ARE DUE EACH YEAR WITHIN THE FIRST 3 MONTHS FOLLOWING THE FISCAL YEAR END ON RECORD WITH SECRETARY OF STATE.

ARTICLE 4. BUSINESS DESCRIPTION.

Business Description. **NAICS Code** (preferred) or brief description of business to be conducted by this company.

If Professional LLC election selected above in Article 2: Business Description is required and must include licensed professional service provided.

ARTICLE 5. INITIAL DESIGNATED OFFICE.

- a. _____
Principal Office (Physical) Address Required - No PO Box City/Town State Zip Code Zip + 4
- b. Same as Designated Office (Physical) Address.

Business Mailing Address Required City/Town State Zip Code Zip + 4
- c. _____
Business Email Address

ARTICLE 6. INITIAL REGISTERED AGENT FOR SERVICE OF PROCESS

- a. _____
Agent Name. Required - May be any person having a physical address in Vermont.
- b. _____
Agent Office (Physical) Address. Required - No PO Box City/Town State Zip Code Zip + 4
- c. Same as Agent Office (Physical) Address.

Agent Mailing Address. Required City/Town State Zip Code Zip + 4
- d. _____
Agent Email Address.

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ARTICLE 7. MANAGEMENT STYLE. If selected - must select One (1) Of The Following.

- This company is **Member-Managed**.
- This company is **Manager-Managed**.

ARTICLE 8. PRINCIPAL INFORMATION.

a. Initial Membership. Required - Select One (1) Of The Following.

- This company **has** one or more Members at the time of filing of these Articles.
- This company **has no** members at the time of filing of these Articles.

b. Initial Principals. Optional - Principals are the member(s) of a member-managed company, or the manager(s) of a manager-managed company.

1. _____
Name.

Address. Street Address <i>OR</i> PO Box	City/Town	State	Zip Code	Zip + 4
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2. _____
Name.

Address. Street Address <i>OR</i> PO Box	City/Town	State	Zip Code	Zip + 4
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3. _____
Name.

Address. Street Address <i>OR</i> PO Box	City/Town	State	Zip Code	Zip + 4
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Check If Applicable: This company will have more than three (3) initial managers/members.
 If Selected - must attached list of all additional initial managers or members to this form.

ARTICLE 9. EFFECTIVE DATE. Optional.

- Date of Receipt by the Secretary of State. This is the earliest possible effective date.
- Delayed Effective Date: _____
Date. The effective date of these Articles may only be post-dated up to 90 days following date of receipt.

ARTICLE 10. CERTIFICATION. Required.

I hereby affirm under penalty of perjury in accordance with 11 V.S.A. §§ 4025(a)(2) and (f) that that I am a person organizing this company; that the information stated in this record is accurate; and that that this document is submitted with a check or money order made payable to "VT SOS" for **\$125.00**.

Organizer. Printed/Typed Name	Signature	Date
Organizer Address. Street Address <i>OR</i> PO Box	City/Town	State
		Zip Code
		Zip + 4

Please Review Instructions Page before Submission



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SUBMISSION INSTRUCTIONS

- a. This form must be submitted with a check or money order, payable to "VT SOS," in the amount of \$125.00, and a self-addressed stamped envelope.
- b. This form can **ONLY** be accepted by Mail or In-person at:

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

- c. Please allow 7-10 business days, or more, from the day that this form received in our office, for processing and (if approved) for this business to appear on the website at bizfilings.vermont.gov, and for evidence of filing to be returned.

*****THIS FILING IS AVAILABLE ONLINE*****

- This form CANNOT be accepted by Phone, Fax, Website, or E-mail; however, this document is available in an online format:
 - If you wish to submit this document electronically, **DO NOT** fill out *this form*, please submit online at <https://bizfilings.vermont.gov/online/Account?referrer=BF>
- Payment for *this form* CANNOT be paid by credit card or e-check (ACH); payment by credit card or e-check (ACH) is available only in online format:
 - If you wish to submit payment by credit card or e-check (ACH), **DO NOT** use *this form*, please use the online format at: <https://bizfilings.vermont.gov/online/Account?referrer=BF>
- Online processing normally takes one (1) business day or less.

FORM INSTRUCTIONS

- a. **Return Acknowledgement to:** REQUIRED – Name and address to which you wish the Secretary of State to respond to this submission.
- Article 1. BUSINESS NAME – REQUIRED:**
- a. The business name must include the following:
 - (1) General LLC (i.e. no subtype election(s) selected) either "LLC," "LC," "Ltd. Co.," "Limited Liability Company," or "Limited Company".
 - (2) **Professional LLC:** either "PLC," "PLLC," or the addition of the word "professional" to any identifier listed above for general LLCs.
 - (3) **Low-Profit LLC:** the abbreviation "L3C".
 - (4) If both **Professional LLC** and **Low-profit LLC:** the phrase "Professional L3C".
 - (5) **Blockchain Based LLC: no special identifier provided in statute.** Please choose an appropriate LLC identifier based on other elections, if any, from (1)-(4) above.
 - b. the Business Name must be Distinguishable in the Records of the Secretary of State, please see the following for the rules used for this determination:
<https://sos.vermont.gov/corporations/fees/business-name-rules/>
- Article 2. SPECIALTY TYPE ELECTION(S) – REQUIRED:**
- a. Please note any Business name requirements for any subtype election selected.
 - b. If electing to be a **Professional LLC (PLC):**
 - (1) **If Member-Managed: ALL Members** of the company must be licensed in one or more states to render a professional service described in Article 4 of these Articles (11 V.S.A. § 821) – these professional licenses **MUST** be attached.
 - (2) **If Manager Managed: Not less than 50% of the managers** of the company must be licensed in one or more states to render the professional service described in Article 4 of these Articles (11 V.S.A. § 821) – these professional licenses **MUST** be attached.
- Article 4. BUSINESS DESCRIPTION –** Optional (except for PLC) NAICS Code (preferred) or brief statement of primary service(s) to be provided by this company. IF PLC – Business Description **REQUIRED** and must include professional (licensed) services, that PLC is organized for (11 V.S.A. § 820)
- Article 5. PRINCIPAL OFFICE–** REQUIRED: The address where the company is located – or – location where business records are primarily kept – Not required to be located in Vermont.
- Article 6. INITIAL REGISTERED AGENT – REQUIRED:**
 An LLC/PLC/L3C must designate (and continuously maintain) an agent with a physical address in the state of Vermont.
- a. **Agent's Name:**
 - (1) The agent **MUST** be an individual person, or a business entity (i.e. not a trade name registration) with an **ACTIVE** registration to do business in Vermont with the Vermont Secretary of State.
 - (2) The agent **MUST** have a physical address in the state of Vermont.
 - (3) The agent **MAY** be any principal (member or manager) of the LLC.
 - (4) The LLC itself **MAY NOT** be its own agent.
 - b. **Agent Physical Address:**
 - (1) Physical location at which the Registered Agent is normally found during regular business hours.
 - (2) **MUST** be an address located in Vermont.
- Article 7. MANAGEMENT STYLE – OPTIONAL:**
- a. **"Member"** means an owner of the company. Members are the LLC equivalent of corporation shareholders.
 - b. **"Manager"** means one or more individuals appointed by the member(s) to run the day-to-day operations of the company. Managers are the LLC equivalent of corporation directors. *Note: one or more of the MEMBERS may be appointed as managers.*
 - c. **"Member-managed"** is a company in which one or more of the members manage the company.
 - d. **"Manager-managed"** is a company in which the member(s) appoint(s) one or more individuals as manager(s) to run the day to day operations of the company.
- Article 8a. MEMBERSHIP STATUS – REQUIRED:** Must state whether the company has members at the time of filing of these Articles.
- Article 8b. INITIAL PRINCIPALS (the members or managers) - OPTIONAL:**
- a. **If member-managed, the LLC's principals are MEMBER(S).** See Article 7a. Instruction, above, for a complete explanation of MEMBER;
 - b. **If manager-managed, the LLC's principals are MANAGER(S).** See Article 7a. Instruction, above, for a complete explanation of MANAGER.
- Article 10 CERTIFICATION OF DOCUMENT –** Must be signed by an individual Organizer in accordance with 11 V.S.A. § 4025.

For Questions, Contact Corporations & Business Services at:
sos.CorpsSupport@vermont.gov or by phone at (802) 828-2386