

## Instructions for Completing the Application to Register a Foreign Limited Liability Company (Form LLC-5)

To qualify a limited liability company (LLC) from another state or country to transact intrastate business in California, you must file an Application to Register a Foreign Limited Liability Company (Form LLC-5) with the California Secretary of State.

- Form LLC-5 is required along with a current (within 6 months) **Certificate of Good Standing** issued by the agency where the foreign LLC is formed. The Certificate must certify that the LLC is in existence, in active status, or in good standing.
- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs and whether additional provisions for the LLC are needed.

### Fees:

- **Filing Fee:** The fee for filing an Application to Register a Foreign Limited Liability Company (Form LLC-5) is **\$70.00**.
- **Faster Service Fee:**
  - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office*.
  - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person (drop off) your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The drop off fee does not apply to mail submissions. The special handling fee is not refundable whether the document is filed or rejected.
  - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee in lieu of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to [www.sos.ca.gov/business/be/service-options](http://www.sos.ca.gov/business/be/service-options).

**Copies:** Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee. To obtain additional copies or certified copies of the filed document, include payment for copy fees and certification fees at the time the document is submitted. Additional copy fees are \$1.00 for the first page and \$0.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per document.

**Payment Type:** Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or MasterCard).

**Processing Times:** For current processing times, go to [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

If you are not completing this form online, please **type or legibly print** in black or blue ink. **Complete the Application to Register a Foreign Limited Liability Company (Form LLC-5) as follows:**

Item	Instruction	Tips
1a.	Enter the name of the LLC <b>exactly</b> as it is shown on the <b>Certificate of Good Standing</b> from the foreign jurisdiction.	<ul style="list-style-type: none"> <li>• Enter the name currently used in the state, foreign country or other place where the LLC is formed.</li> <li>• The name in Item 1a must match the name listed in the Certificate of Good Standing that is required to accompany your completed Form LLC-5.</li> <li>• There are legal limitations on what name can be used for the LLC. For general LLC name requirements and restrictions or for information on reserving an LLC name prior to submitting Form LLC-5, go to <a href="http://www.sos.ca.gov/business/be/name-availability">www.sos.ca.gov/business/be/name-availability</a>.</li> <li>• A name reservation is not required to submit Form LLC-5.</li> </ul>

1b.	If the name of the LLC does not comply with California Corporations Code section <a href="#">17701.08</a> ; enter an alternate name to be used in California exactly as it is to appear on the records of the California Secretary of State. See Filing Tips.	<ul style="list-style-type: none"> <li>• California Corporations Code section 17701.08 requires: <ul style="list-style-type: none"> <li>- The LLC name must include: LLC, L.L.C., Limited Liability Company, Limited Liability Co., Ltd. Liability Company, or Ltd. Liability Co.</li> <li>- The LLC name may not include: bank, trust, trustee, incorporated, inc., corporation, or corp.</li> <li>- The LLC name may not include: insurer, insurance company, or any other words suggesting that the limited liability company is in the business of issuing policies of insurance and assuming insurance risks.</li> <li>- The name is not likely to mislead the public and is distinguishable from other LLC's of record or reserved with the California Secretary of State.</li> </ul> </li> <li>• A preliminary search of LLC names already of record can be made online through our Business Search at <a href="http://BusinessSearch.sos.ca.gov">BusinessSearch.sos.ca.gov</a>. Please note: The Business Search is only a preliminary search and not intended to serve as a formal name availability search. For information on checking or reserving a name, go to <a href="http://www.sos.ca.gov/business/be/name-availability">www.sos.ca.gov/business/be/name-availability</a>.</li> </ul>
2a.	Enter the date your LLC was formed using the following format: MM/DD/YYYY.	The date must match the formation date listed in the attached Certificate of Good Standing, if specified in the Certificate.
2b.	Enter the state, foreign country or other place of origin where the foreign LLC is formed.	The jurisdiction must match the jurisdiction listed in the attached Certificate of Good Standing.
2c.	This statement is required. Do not alter.	
3a.	Enter the complete street address, city, state and zip code of the LLC's Principal Executive Office address.	<ul style="list-style-type: none"> <li>• The <b>complete street address</b> is required, including the street name and number, city, state and zip code.</li> <li>• Address must be a physical address.</li> <li>• Do not enter a P.O. Box, an "in care of" address, or abbreviate the name of the city.</li> </ul>
3b.	Enter the complete street address, city, state and zip code of the LLC's Principal Office in California, if any.	<ul style="list-style-type: none"> <li>• The <b>complete street address</b> is required, including the street name and number, city and zip code.</li> <li>• Address must be a physical address in California.</li> <li>• Do not enter a P.O. Box, an "in care of" address, or abbreviate the name of the city.</li> </ul>
3c.	If different from the address in Item 3a, enter the mailing address of the LLC's Principal Executive Office.	<ul style="list-style-type: none"> <li>• This address will be used for mailing purposes and may be a P.O. Box address or "in care of" an individual or entity.</li> <li>• Do not abbreviate the name of the city.</li> </ul>

4.	<p><b>The LLC must have an Agent for Service of Process.</b></p> <p>There two types of Agents that can be named:</p> <ul style="list-style-type: none"> <li>an individual (e.g. member, manager, or any other individual) who resides in California with a physical California address; OR</li> <li>a registered corporate agent qualified with the California Secretary of State.</li> </ul>	<ul style="list-style-type: none"> <li>An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) on behalf of the LLC.</li> <li>You must provide information for either an individual OR a registered corporate agent, not both.</li> <li>If using a registered corporate agent, the corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505.</li> </ul>
4a & b.	<p>If <b>Individual Agent</b>:</p> <ul style="list-style-type: none"> <li>Enter the name of the initial agent for service of process and the agent's complete <b>California</b> street address, city and zip code.</li> <li>If an individual is designated as the initial agent, complete Items 4a and 4b <b>ONLY</b>. <b>Do not complete Item 4c.</b></li> </ul>	<ul style="list-style-type: none"> <li>The <b>complete street address</b> is required, including the street name and number, city and zip code.</li> <li>Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city.</li> <li>Many times, a small LLC will designate a member or manager as the agent for service of process.</li> <li>The individual agent should be aware that the name and the physical street address of the agent for service of process is a public record, open to all (as are all the addresses of the LLC provided in filings.)</li> </ul>
4c.	<p>If <b>Registered Corporate Agent</b>:</p> <ul style="list-style-type: none"> <li>Enter the name of the initial registered corporate agent <i>exactly</i> as registered in California.</li> <li>If a registered corporate agent is designated as the initial agent, complete Item 4c <b>ONLY</b>. <b>Do not complete Items 4a and 4b.</b></li> </ul>	<ul style="list-style-type: none"> <li>Before a corporation is designated as agent for the LLC, that corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section <b>1505</b> stating the address(es) of the registered corporate agent and the authorized employees that will accept service of process of legal documents and notices on behalf of the LLC.</li> <li>Advanced approval <b>must be obtained</b> from a registered corporate agent <b>prior</b> to designating that corporation as your agent for service of process.</li> <li>No California or foreign corporation may register as a California corporate agent unless the corporation currently is authorized to engage in business in California and is in good standing on the records of the California Secretary of State.</li> <li>Provide your Registered Corporate Agent's exact name as registered with the California Secretary of State. To confirm that you are providing the exact name of the Registered Corporate Agent, go to <a href="https://businessfilings.sos.ca.gov/frmlist1505s.asp">https://businessfilings.sos.ca.gov/frmlist1505s.asp</a>.</li> </ul>
5.	<p>Form LLC-5 must be signed by a person with authority to sign according to the laws of the state, foreign country or other place where the LLC is formed.</p>	<ul style="list-style-type: none"> <li>If you need more space for signatures: <ul style="list-style-type: none"> <li>Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LLC-5 and attach the extra page(s) to the completed Form LLC-5.</li> <li>All attachments are part of this document.</li> </ul> </li> <li>Multiple Form LLC-5s with <b>different signatures</b> will be returned without being filed – use only one form.</li> <li>Do not include the title of the person signing.</li> </ul>

**Mail Submission Cover Sheet (Optional):** To make it easier to receive communication related to **this document**, including receipt of the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

**Where to File:** Completed forms along with the applicable fees, if any can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office.

**Legal Authority:** General statutory filing provisions are found in Sections [17708.02](#). All statutory references are to the California Corporations Code, unless otherwise stated.

**Statement of Information:** A Statement of Information ([Form LLC-12](#)) must be filed with the California Secretary of State within 90 days **after** filing the Application to Register a Foreign LLC (Form LLC-5) **and every two years** thereafter (every odd year or every even year based on year of initial registration) during the applicable filing period. The applicable filing period is the calendar month in which the Application to Register was filed and the immediately preceding five calendar months. (Section [17702.09](#).)

**Minimum Tax Requirement:** Registered LLCs in California may need to pay a minimum tax of \$800 to the California Franchise Tax Board each year. (California Revenue and Taxation Code section [17941](#).) For more information, please refer to the California Franchise Tax Board's Guide for Corporations Starting Business in California (FTB Publication 1060) at <https://www.ftb.ca.gov/forms/misc/1060.pdf>.

**Professional Services:** A foreign limited liability company that provides professional services cannot register in California. (Section [17701.04](#).) Professional services are defined as any type of professional services that may be lawfully rendered pursuant to a license, certification, or registration authorized by the Business and Professions Code, the Chiropractic Act, the Osteopathic Act or the Yacht and Ship Brokers Act. (Sections [13401\(a\)](#) and [13401.3](#).) If your business is required to be licensed, certified or registered, before submitting Form LLC-5 to the California Secretary of State's office, it is recommended that you contact the appropriate licensing authority in order to determine whether your services are considered professional. For licensing requirements in California, please refer to the CalGold website at <http://www.calgold.ca.gov> or the California Department of Consumer Affairs website at <http://www.dca.ca.gov>.

**Additional Resources:** For a list of other agencies you may need to contact to ensure proper compliance, go to [www.sos.ca.gov/business/be/resources](http://www.sos.ca.gov/business/be/resources). Note: The California Secretary of State does not license LLC's. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the LLC.



# Mail Submission Cover Sheet

### Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

### Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

### Contact Person: (Please type or print legibly)

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Phone (optional): \_\_\_\_\_

### Entity Information: (Please type or print legibly)

Name: \_\_\_\_\_

Entity Number (if applicable): \_\_\_\_\_

Comments: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Return Address:** For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [ \_\_\_\_\_ ]

Company:

Address:

City/State/Zip: [ \_\_\_\_\_ ]

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**Secretary of State**  
**Application to Register a Foreign Limited Liability Company (LLC)**

**LLC-5**

**IMPORTANT — Read Instructions before completing this form.**

Must be submitted with a current Certificate of Good Standing issued by the government agency where the LLC was formed. [See Instructions.](#)

**Filing Fee – \$70.00**

**Copy Fees –** First page \$1.00; each attachment page \$0.50;  
 Certification Fee - \$5.00

*Note:* Registered LLCs in California may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

**This Space For Office Use Only**

**1a. LLC Name** (Enter the exact name of the LLC as listed on your attached Certificate of Good Standing.)

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**1b. California Alternate Name, If Required** ([See Instructions](#) – Only enter an alternate name if the LLC name in 1a not available in California.)

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**2. LLC History** ([See Instructions](#) – Ensure that the formation date and jurisdiction match the attached Certificate of Good Standing.)

<b>a. Date LLC was formed in home jurisdiction</b> (MM/DD/YYYY)  / /	<b>b. Jurisdiction</b> (State, foreign country or place where this LLC is formed.)
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**c. Authority Statement** (Do not alter Authority Statement)

This LLC currently has powers and privileges to conduct business in the state, foreign country or place entered in Item 2b.

**3. Business Addresses** (Enter the **complete** business addresses. Items 3a and 3b cannot be a P.O. Box or “in care of” an individual or entity.)

<b>a. Street Address of Principal Executive Office - Do not enter a P.O. Box</b>	City (no abbreviations)	State	Zip Code
<b>b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box</b>	City (no abbreviations)	<b>CA</b>	Zip Code
<b>c. Mailing Address of Principal Executive Office, if different than item 3a</b>	City (no abbreviations)	State	Zip Code

**4. Service of Process** (Must provide either Individual **OR** Corporation.)

**INDIVIDUAL** – Complete Items 4a and 4b only. Must include agent’s full name and California street address.

<b>a. California Agent's First Name</b> (if agent is <b>not</b> a corporation)	Middle Name	Last Name	Suffix
<b>b. Street Address</b> (if agent is <b>not</b> a corporation) - <b>Do not enter a P.O. Box</b>	City (no abbreviations)	<b>CA</b>	Zip Code

**CORPORATION** – Complete Item 4c only. Only include the name of the registered agent Corporation.

<b>c. California Registered Corporate Agent's Name</b> (if agent is a corporation) – Do not complete Item 4a or 4b
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**5. Read and Sign Below** ([See Instructions](#). Title not required.)

I am authorized to sign on behalf of the foreign LLC.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name