

Topic: Prohibitions on Shell or Shelf Entities

Question by: Scott W. Anderson

Jurisdiction: Nevada

Date: August 16, 2011

Jurisdiction	Question(s)
	<p>Question:</p> <p>Do any of your states have statutes or regulations prohibiting, limiting, or otherwise addressing the use or creation of shell or shelf (aged) entities?</p>
Manitoba	
Corporations Canada	Federal corporate legislation in Canada does not regulate shell corporations.
Alabama	
Alaska	
Arizona	Arizona does not, per se, prohibit such entities, but Arizona does require LLCs to have at least one member (if member-managed) or a manager (if manager-managed), and requires corporations to list initial directors in the articles.
Arkansas	
California	California does not.
Colorado	Colorado does not.
Connecticut	
Delaware	Delaware does not.
District of Columbia	<p>There is no such restriction in the District of Columbia.</p> <p>We have a lot of “shell” LLCs where stakeholders are outside of the United States and no business is being conducted stateside.</p> <p>No “aged” entities in DC to the best of my knowledge although we would probably not know if someone is taking over existing entity.....</p>

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Florida	Florida has no statutes that prohibit or limit shell or shelf corporations. I'm not sure how we would monitor whether or not a corporation has corporate activity to stop or limit its formation.
Georgia	
Hawaii	Hawaii does not have statutes or regulations prohibiting, limiting, or otherwise addressing the use or creation of shell or shelf entities.
Idaho	
Illinois	Illinois does not have statutes or regulations prohibiting, limiting, or otherwise addressing the use or creation of shell or shelf (aged) entities.
Indiana	
Iowa	
Kansas	Kansas does not.
Kentucky	
Louisiana	Louisiana does not.
Maine	Maine does not.
Maryland	
Massachusetts	
Michigan	
Minnesota	Minnesota does not.
Mississippi	
Missouri	Missouri does not.
Montana	Montana does not.
Nebraska	Nebraska does not.
Nevada	

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New Hampshire	N.H. does not.
New Jersey	
New Mexico	
New York	NY does not.
North Carolina	North Carolina does not have any.
North Dakota	North Dakota does not.
Ohio	Ohio does not.
Oklahoma	
Oregon	
Pennsylvania	
Rhode Island	Rhode Island does not.
South Carolina	
South Dakota	
Tennessee	
Texas	Texas does not.
Utah	
Vermont	
Virginia	Virginia does not.
Washington	Washington does not.
West Virginia	
Wisconsin	Wisconsin does not.
Wyoming	

Additional comments:

Under some LLC statutes, an LLC is not “fully” formed until the LLC has at least one member. Most of these statutes do not explicitly prohibit a “shelf” LLC.

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Full text of email:

Good Morning/Afternoon Everyone,

Do any of your states have statutes or regulations prohibiting, limiting, or otherwise addressing the use or creation of shell or shelf (aged) entities?

I appreciate your time and input.

Scott W. Anderson

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