

Topic: LLC Managers/Members

Question by: Jeff Harvey

Jurisdiction: Idaho

Date: March 7, 2012

Jurisdiction	Question(s)
	In Idaho the Certificate of Organization for an LLC requires "the name and mailing address of at least one manager or member." We are curious about other State's requirements. When an LLC files with your office, how much manager or member information is required on the LLC organization document?
Manitoba	
Corporations Canada	
Alabama	
Alaska	
Arizona	Arizona requires that member-managed LLCs list all members, and that manager-managed LLCs list all managers plus all members owning 20% or more of the profits of the LLC.
Arkansas	
California	California is the same as Oregon. Once the organization document is filed, the LLC has 90 days to submit a statement of information naming the manager/member information.
Colorado	Colorado requires the filer to state whether management is vested in the managers or members and that there is at least one member. We do not require them to identify the member. We do require the name and mailing address of each person forming the LLC.
Connecticut	
Delaware	Delaware does not require manager or member information on the LLC formation.
District of Columbia	In the District of Columbia there is no manager or member information required under articles of organization. The statute asks for name and address of registered agent and organizers. Manager/member information is collected via bi-annual reports.

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Florida	<p>In Florida, when an LLC is formed the "articles of organization may also, but need not, identify one or more persons authorized to serve as a manager or managing member." Additionally, when the annual report is filed "the names and business, residence, or mailing address of its managing members or managers" must be listed. Member information is not listed in our records but may be included in the Articles of Organization.</p>
Georgia	
Hawaii	<p>In Hawaii, the Articles of Organization requires the names and addresses of the initial managers if manager-managed or initial members if member-managed.</p>
Idaho	
Illinois	<p>Here is a excerpt from our LLC Act:</p> <p style="padding-left: 40px;">(4) If the limited liability company is to be managed</p> <p style="padding-left: 80px;">by a manager or managers, the names and business addresses of the initial manager or managers.</p> <p style="padding-left: 40px;">(5) If management of the limited liability company is</p> <p style="padding-left: 80px;">to be vested in the members under Section 15-1, then the names and addresses of the initial member or members.</p>
Indiana	
Iowa	
Kansas	
Kentucky	
Louisiana	<p>Louisiana requires the name and physical address of at least one member or manager in order to file an LLC.</p>

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Maine	<p>Maine only requires the organizers and the registered agent on the Certificate of Organization. Additionally, since we adopted the new LLC Act on 7/1/2011 the only information required on the annual report filing is the name and address of at least one person who is a member, manager or other authorized person of the limited liability company. So, there is no requirement to list a member or manager on the annual report either. They can list a contact person.</p> <p>That was something that was debated when adopting the new Act.....</p>
Maryland	
Massachusetts	<p>A domestic LLC in MA provides the name of manager, if it has one. If there are no managers, then it must name a person or persons authorized to sign documents at the Secretary's Office. Membership information is not part of the public record.</p>
Michigan	<p>The State Of Michigan, Corporation Division does not require nor keep ownership or membership information for limited liability companies. However, if it is a professional limited liability company, the Limited Liability Company Act requires that all members and managers be licensed or otherwise legally authorized to render on or more of the professional service(s) for which the limited liability company is organized. Therefore, the names and address of all the members and managers are required to be reported on the annual report of each professional limited liability company.</p>
Minnesota	
Mississippi	
Missouri	<p>In Missouri, no member or manager information is collected; only the organizers and the registered agent is required.]</p>
Montana	
Nebraska	
Nevada	<p>Nevada requires at least one manager or managing member to be reported on the initial and/or annual list of manager/member. We do not require a member or manager to be disclosed on the organizational documents.</p>

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New Hampshire	Timely question. Currently in N.H. we do not have that requirement, only the name of the member or manager (depending on management provision) that executes the document. But currently there is a bill going through legislative process that is a complete rewrite of the LLC Statute. If that passes we will have that requirement on the formation document.
New Jersey	
New Mexico	
New York	
North Carolina	
North Dakota	In North Dakota, manager and member information is not required on the LLC organization document; we only require the organizers and the registered agent.
Ohio	Ohio only requires the name and address of a the statutory agent for the LLC. An authorized representative must sign the form, but this person does not have to be a member or manager and we do not collect address information on the organizer. Please let me know if you have any other questions.
Oklahoma	Manager and member information is not required on the LLC organization document; we only require the organizers and the registered agent.
Oregon	Oregon just requires them to note if it will be member-managed or manager-managed, and, if the later, whether it's managed by a manager or managers.
Pennsylvania	Pennsylvania only requires the name and address of each organizer.
Rhode Island	
South Carolina	
South Dakota	
Tennessee	

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Texas	<p>Section 3.010 of the Texas Business Organizations Code provides as follows:</p> <p style="text-align: center;">Sec. 3.010. SUPPLEMENTAL PROVISIONS REQUIRED IN CERTIFICATE OF FORMATION OF LIMITED LIABILITY COMPANY. In addition to the information required by Section 3.005, the certificate of formation of a limited liability company must state:</p> <ul style="list-style-type: none"> (1) whether the limited liability company will or will not have managers; (2) if the limited liability company will have managers, the name and address of each initial manager of the limited liability company; and (3) if the limited liability company will not have managers, the name and address of each initial member of the limited liability company.
Utah	<p>In Utah it all depends: absolutely the registered agent and address if they list an organizer, then the name and address if member managed, then member name(s) and address(es) if manager managed, then manager name(s) and address(es) and no members need to be listed</p>
Vermont	
Virginia	
Washington	<p>In the Certificate of Formation (Washington's LLC organizational document) a statement as to whether the management of the LLC is by members or managers are the only requirement.</p> <p>However, there is an Initial Report due 120 days after the filing of the Certificate of Formation that requires names and addresses of the members (if they are the management) or the managers.</p>
West Virginia	

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Wisconsin	Wisconsin is like Missouri. Only name and address of organizers and registered agent is required. We do also ask if management of the LLC will be vested in members or managers. But they don't have to list the names of the members or managers in the articles of organization.
Wyoming	

Additional comments:

Full text of email:

Hello all,

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Thanks!

Jeff Harvey

UCC Supervisor

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"The only man who never makes a mistake is the man who never does anything." ~ Theodore Roosevelt