

Topic: Question Regarding Managers of LLC's

Question by: Scott W. Anderson

Jurisdiction: Nevada

Date: May 23, 2013

Jurisdiction	Questions				
	Do your statutes allow for a business or entity to be listed as a manager or managing member?	Do you allow an FFN (fictitious firm name or DBA to be listed as a manager or managing member?	Do you allow for a revoked business to be listed as a manager or managing member?	Do you verify the validity or good-standing of a business named as a manager or managing member?	Do you take any action if you receive a complaint that a listed manager or managing member is not a valid person or entity?
Manitoba					
Corporations Canada					
Alabama					
Alaska					
Arizona					
Arkansas					
California					
Colorado					

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Connecticut	yes	yes	YES, BY DEFAULT, BECAUSE WE DO NOT CHECK. EVEN IF WE DID CHECK, WE WOULD NOT BE ABLE TO DETERMINE WHETHER THE MANAGING ENTITY IS REVOKED IN OTHER JURISDICTIONS, FOR EXAMPLE. NOR WOULD WE BE ABLE TO DETERMINE IF A LISTED BUSINESS WERE A SOLE PROPRIETOR OR A GENERAL PARTNERSHIP, FOR EXAMPLE. ALSO, OUR POWER TO REVOKE (ADMIN DISSOLUTION) WAS REPEALED IN 1995, SO THIS IS A RARE CIRCUMSTANCE TO BEGIN WITH IN CONNECTICUT	NO. MINISTERIAL. NO INVESTIGATORY AUTHORITY.	NO. MINISTERIAL. NO INVESTIGATORY AUTHORITY.
Delaware					

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District of Columbia	yes	no	no	Not on a daily basis but if it comes to our attention then we can question the filing	we would research the customer's complaint especially if it is a company; if it is an individual then we may not know and it is probably the internal dispute; we do not get involved in any internal disputes.
Florida	An individual or entity may serve in the capacity of a manager or managing member.			<p>The Florida Statutes do not require an entity serving in the capacity of a manager or managing member of another limited liability company to be filed with the Florida Dept. of State.</p> <p>Therefore, all manager and managing member information is accepted at face value without any verification.</p>	
Georgia					

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Hawaii	yes	no	Hawaii domestic entity that was revoked would not be allowed to be listed.	no	no
Idaho					
Illinois	yes	Yes, if you're referring to a sole proprietorship or general partnership. No, if you're referring to the assumed names of corp., LLC, LP or LLP. Those entities must be listed under their "True" name.	No, upon discovery they have to reinstate or be removed or replaced.	yes	Yes, we turn it over to general counsel, who then sends out an interrogatory or refer them to the Attorney General's office.
Indiana	yes	yes	no	no	possibly a referral to the AG's office
Iowa					

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Kansas	Kansas does not list managers or members for LLCs on the articles of organization, however the annual report asks for a listing of each member who owns more than 5% of capital. Business entities are allowed to be listed as a members owning more than 5% of capital, but our office does not verify the standing of the entities listed.	Yes, on the annual reports. This is by default since we do not verify the existence or standing of the entity.	Yes, on annual reports. This is by default since we do not verify the existence or standing of the entity.	no	If we receive a complaint regarding possible fraud we refer the complaining individual to the Attorney General.
Kentucky					
Louisiana	yes	no	yes	no	No, we would refer customer complaint to the Attorney General's office
Maine					
Maryland					

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Massachusetts	Massachusetts does allow for a business entity to be a manager of an LLC. The entity acting as the manager must be registered with this office.	If using a DBA the legal name of the person must also be identified.	Only those entities that have an active registration may act as the manager.	At the time the manager registers it is required to provide a certificate of legal existence or good standing issued by the home jurisdiction	no
Michigan	Yes	Yes	Yes	No	We would consult with our Assistant Attorney General. In Michigan, the Corporation Division is purely administrative in its authority.
Minnesota					
Mississippi					
Missouri					
Montana	A business entity may be listed as a Member Manager or Manager of an LLC.	An Assumed Business Name could be listed as a Member Manager or Manager, but the entity or individual that owns the ABN would have to be registered with this office.	no	For a domestic entity, yes, but not for a foreign entity that may not be qualified in Montana.	If a company were to be found to be fraudulently attempting to be listed as a Managing Member or Manager, the issue would be referred to the Attorney General.
Nebraska					

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Nevada					
New Hampshire	yes	yes	no	No (only on formation)	Not at this time
New Jersey					
New Mexico					
New York					
North Carolina	At present, the entity can be managed by all of its members by virtue of being a member; or it can be managed by managers and not members by virtue of their status as a member.	Only if the entity is registered as a foreign entity in North Carolina with the fictitious name of record.	A revoked entity in North Carolina is a foreign entity that has been administratively revoked due to some issue. Being revoked doesn't revoke the entity in its home jurisdiction, so, we would not reject the filing.	no	We treat such filings as business identity theft, especially if information has been changed and the manger or managing member being complained about signed the document.

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North Dakota	In North Dakota, an LLC would list managing members on their annual report if not managed by a board of governors. To answer your questions: yes	If the managing members are from another state, we would not be able to recognize whether it's the actual entity name or a FFN.	“Revoked” is usually associated with a foreign entity; so, yes, we would allow it because a managing member need not be registered as a foreign entity.	no	If we received a complaint, which we haven't, we would refer the issue to our Attorney General to pursue an action under the perjury laws since the filer confirms that the information is true and correct on the annual report
Ohio	Ohio does not list managers or members either.				
Oklahoma	Oklahoma does not list managers or members for LLC's.				
Oregon	yes	yes	yes	no	no
Pennsylvania	Pennsylvania does not ask for, nor list, the managers or managing members.				

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Rhode Island	yes	YES. The fictitious business name must be properly registered with our office and the entity holding the name must be active and in good standing.	NO. However, once the initial filing is recorded, we do not verify status again.	We will check our database for a record of the named entity. If it is a domestic entity, it must be active and in good standing.	Each complaint is reviewed by our legal counsel. Depending on the circumstances he may refer it to either the State Police or the Attorney General's Office.
South Carolina					
South Dakota					
Tennessee					
Texas					
Utah	yes	yes	not if the revocation is in Utah (we wouldn't know about other states)	If the manager is a Utah entity we require registration, if not a Utah company it's not required.	maybe, see #4 UCA§48-2c-804(6)(d) "a manager need not be a member of the company or a resident of this state;" is the Utah statute we base our policy on.....
Vermont					
Virginia					
Washington	Same as Connecticut				
West Virginia					

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Wisconsin					
Wyoming					

Additional comments:

If there is an LLC statute in the country that prohibits entities from being a manager or managing member, I would (i) be very surprised; and (ii) as to any such statute, buy a drink for the first person to bring the statute to my attention.

Thanks.

Dan Kleinberger

Professor Daniel S. Kleinberger | Founding Director, Mitchell Fellows Program

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Series of Unincorporated Business Entities

Co-Reporter, Uniform Law Conference Project for

Harmonization of Business Entity Acts

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Full text of email:

Hello everyone the following questions have arisen regarding entities as managers or managing members of an LLC. We understand the ministerial role of most filing offices, but were interested if you had run into any issues with businesses listed as such.

1. Do your statutes allow for a business or entity to be listed as a manager or managing member?
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4. Do you verify the validity or good-standing of a business named as a manager or managing member?
5. Do you take any action if you receive a complaint that a listed manager or managing member is not a valid person or entity?

I appreciate your input.

Scott

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