



Vermont Secretary of State
ARTICLES OF ORGANIZATION of a Domestic (Vermont)
 Limited Liability Company (LLC), Professional LLC (PLC), or Low-
 Profit LLC (L3C)

Business ID: _____

PLEASE RETURN ACKNOWLEDGEMENT TO: **(REQUIRED - NAME AND ADDRESS)**

NAME _____

ADDRESS _____

Processed by: _____
 FOR OFFICE USE ONLY

PLEASE REVIEW INSTRUCTIONS PAGE BEFORE BEGINNING

ARTICLE 1. BUSINESS NAME: REQUIRED – MUST INCLUDE AN LLC IDENTIFIER LIKE “LLC,” “PLC,” or “L3C.” --- PLEASE SEE INSTRUCTIONS PAGE FOR COMPLETE LIST OF LLC IDENTIFIERS.

BUSINESS NAME: _____

ARTICLE 2. BUSINESS INFORMATION

a. **LLC TYPE:** REQUIRED – SELECT ONE (1) OF THE FOLLOWING.

- This company will be a **limited liability company (LLC)** in accordance with 11 V.S.A. Chapter 25.
- This company will be a **professional limited liability company (PLC)** in accordance with 11 V.S.A. § 4011(g).
 REQUIRED - IF SELECTED: MUST ATTACH PROFESSIONAL LICENSE(S).

- Specific professional service to be provided: REQUIRED - IF PLC SELECTED _____

- This company will be a **low-profit limited liability company (L3C)** in accordance with 11 V.S.A. Subch. 11.

b. **FISCAL YEAR END MONTH:** OPTIONAL _____

- DECEMBER IS DEFAULT FISCAL YEAR END IF NO ENTRY MADE.

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

c. **BUSINESS DISCRIPTION:** REQUIRED - [NAICS CODE](#) (PREFERRED) OR BRIEF STATEMENT OF PRIMARY SERVICE(S) TO BE PROVIDED BY THIS COMPANY

DESCRIPTION: _____

e. **BUSINESS E-MAIL ADDRESS:** OPTIONAL _____

ARTICLE 3. INITIAL DESIGNATED OFFICE REQUIRED.

a. **PHYSICAL STREET ADDRESS:** NO PO BOX _____

City/Town: _____ State/Province: _____

Country: _____ ZIP/Postal Code: _____ - _____

b. **MAILING ADDRESS:** _____

City/Town: _____ State/Province: _____

Country: _____ ZIP/Postal Code: _____ - _____

ARTICLE 4. INITIAL REGISTERED AGENT REQUIRED.

a. **NAME:** _____

b. **PHYSICAL ADDRESS:** AGENT’S NORMAL LOCATION DURING REGULAR BUSINESS HOURS.

Street Address: NO PO BOX _____

City/Town: _____ State: **VT** ZIP: _____ - _____

c. **MAILING ADDRESS:** _____

City/Town: _____ State: **VT** ZIP: _____ - _____

d. **EMAIL:** _____

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SUBMISSION INSTRUCTIONS

- a. *This form* must be filed in duplicate (1 original + 1 copy –or– 2 originals) 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 www.vtsosonline.com, and for evidence of filing to be returned.

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

- *This form* CANNOT be accepted by Phone, Fax, or E-mail; however, this filing is now available online:
 - If you wish to submit this filing electronically, **DO NOT** fill out *this form*, please file online at <https://www.vtsosonline.com/online/Account?referrer=BF>.
- Payment for *this form* also CANNOT be accepted by credit card or e-check (ACH); however, payment by credit card or e-check (ACH) is available by filing online:
 - If you wish to submit payment electronically (ACH), **DO NOT** use *this form*, please file online at: <https://www.vtsosonline.com/online/Account?referrer=BF>
 - Online filing normally takes 1 business day or less.

FORM INSTRUCTIONS

Article 1. BUSINESS NAME – REQUIRED:

- a. The business name must include the following:
 - (1) **LLCs:** either “*LLC*,” “*LC*,” “*Ltd Co*,” “*Limited Liability Company*,” or “*Limited Company*.”
 - (2) **Professional LLCs:** either “*PLC*,” “*PLLC*,” “*Professional LLC*,” “*Professional LC*,” “*Professional Ltd Co*,” “*Professional Limited Liability Company*,” or “*Professional Limited Company*.”
 - (3) **Low-Profit LLC:** the abbreviation “*L3C*.”
- b. the Business Name must be *Distinguishable in the Records of the Secretary of State* (as of 7/1/2015).

Article 2a. LLC TYPE – REQUIRED:

- a. If electing to be a **Professional LLC (PLC):**
 - (1) Must provide the, one or more, professional (licensed) services, that PLC is organized for (11 V.S.A. § 820).
 - (2) All PLC members, or not less than one-half of its managers, are licensed in one or more states to render a professional service described in its articles of organization (11 V.S.A. § 821) – these professional licenses **MUST** be attached.

Article 2c. BUSINESS DISCRPTION – REQUIRED: [NAICS Code](#) (preferred) or brief statement of primary service(s) to be provided by this company.

Article 3. INITIAL DESIGNATED OFFICE– REQUIRED: The address where the company, domestic or foreign LLC/PLC/L3C, is located — or — location where business files are primarily kept – Not required to be in Vermont.

Article 4. 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, an LLC, or a Corporation 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 at which the Registered Agent is normally found during regular business hours.
 - (2) **MUST** be an address in Vermont.

Article 5a. MEMBERSHIP STATUS – REQUIRED: Must state whether the company has members at the time of filing of these Articles.

Article 5b. MANAGEMENT STYLE – OPTIONAL:

- a. “**Member**” means an owner of, (or partner in), the company. Members are the LLC equivalent of corporation shareholders.
- b. “**Manager**” means a person appointed by the member(s) to run the day-to-day operations of the company under. Managers are the LLC equivalent of corporation directors.
- c. “**Member-managed**” is a company in which one or more of the members (owners) manage the company.
- d. “**Manager-managed**” is a company in which one or more managers are appointed by the members to manage the company.

Article 5c. INITIAL PRINCIPALS (the members or managers) - OPTIONAL:

- a. The Member(s) of a Member-managed Company are the owner(s) of the LLC. Members are equivalent to the shareholders of a corporation.
- b. The Manager(s) of a Manager-managed Company are person(s) appointed by the LLC member(s) to run the day to day operations of the LLC – Managers are the equivalent of the directors of a corporation – one or more of the members may be appointed as managers.

Article 7. ORGANIZER – REQUIRED: The person submitting these articles to the Vermont Secretary of State – the Organizer may be a principal listed under Article 6.

CERTIFICATION OF DOCUMENT – REQUIRED: This form must be signed by the Organizer listed under Article 7.

For Questions, please see our website at www.sec.state.vt.us

or

contact us at: corps@sec.state.vt.us

or by phone at (802) 828-2386