



VERMONT SECRETARY OF STATE

ARTICLES OF ORGANIZATION of a Vermont Limited Liability Company (including PLC, L3C, & BLLLC)

RETURN ACKNOWLEDGEMENT TO: Required - Name and Mailing Address

Name
Address
Address
Address

FOR OFFICE USE ONLY
Filing Fee: \$155.00

This document must be typewritten or printed. 11A V.S.A. § 1.20
Please review instructions on reverse before beginning.

ARTICLE 1. COMPANY NAME.

Business Name Required - Must include an LLC identifier like "LLC", "PLC" or "L3C." - Please see Instructions Page for complete list of LLC identifier options.

ARTICLE 2. BUSINESS TYPE.

The company is a limited liability company organized under 11 V.S.A. Chapter 25.

Optional - Select any of the following that apply:

- The company elects to be a professional limited liability company (PLC) governed in part by 11 V.S.A. Chapter 4 in accordance with 11 V.S.A. § 4011(g).
The company elects to be a low-profit limited liability company (L3C) organized for a business purpose that satisfies, and shall at all times be operated to satisfy, each of the requirements of 11 V.S.A. § 4162.
The company elects to be a blockchain-based limited liability company, being organized for the purpose of operating a business that utilizes blockchain technology for a material portion of its business activities, governed in part by 11 V.S.A. Chapter 25, Subchapter 12.

ARTICLE 3. BUSINESS PURPOSE. Required.

Business Purpose. NAICS Code (preferred) or brief description of business to be conducted by this company.

If Professional LLC election selected above in Article 2: Business Description is required and must include licensed professional service provided.

ARTICLE 4. FISCAL YEAR END MONTH: _____

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

ARTICLE 5. INITIAL DESIGNATED OFFICE. Required - For notification purposes only. Need not be a place of business. Need not be in Vermont.

a. Street Address Required - No PO Box City/Town State Zip Code Zip + 4
b. Mailing Address Required City/Town State Zip Code Zip + 4
c. Email Address

ARTICLE 6. INITIAL AGENT FOR SERVICE OF PROCESS.

a. Name. Required - Must be an individual resident of Vermont, a domestic corporation, another limited liability company, or a foreign corporation or foreign limited liability company authorized to do business in this State. 11 V.S.A. § 4007(b).
b. Street Address. Required - No PO Box City/Town State Zip Code Zip + 4
c. Mailing Address. Required City/Town State Zip Code Zip + 4
d. Email Address



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ARTICLE 7. ORGANIZER(S).

The following person(s) hereby organize(s) the company:

- 1. Name Required
Address. Street or Mailing Address City/Town State Zip Code Zip + 4
2. Name (if any)
Address. Street or Mailing Address City/Town State Zip Code Zip + 4

Check If Applicable: [] This company will have more than two (2) organizers.
If Selected - must attached Names, Addresses, and Signatures, and Signing Date of all additional organizers.

ARTICLE 8. PRINCIPAL(S).

- a. Initial Membership. Required - Select One (1) of the Following.
[] This company has one or more members at the time of filing of these Articles.
[] This company has no members at the time of filing of these Articles.

b. Initial Principals. Optional

- 1. Name Capacity (Member or Manager)
Address. Street or Mailing Address City/Town State Zip Code Zip + 4
2. Name Capacity (Member or Manager)
Address. Street or Mailing Address City/Town State Zip Code Zip + 4
3. Name Capacity (Member or Manager)
Address. Street or Mailing Address City/Town State Zip Code Zip + 4

Check If Applicable: [] This company will have more than three (3) initial managers/members.
If Selected - must attached list of all additional initial managers or members to this form.

ARTICLE 9. ADDITIONAL PROVISIONS.

Select only if applicable:
[] These articles include the following attachments:

ARTICLE 10. EFFECTIVE DATE. Optional.

Effective Date. May only be post-dated up to 90 days following date of receipt.

ARTICLE 11. CERTIFICATION. Required.

I hereby certify and affirm under the pains and penalties of perjury, 13 V.S.A. ch. 65, that the information provided in this document is true. Must be signed by the organizer(s) listed above.

Organizer 1 Printed or Typed Name Signature Date
Organizer 2 (if any) Printed or Typed Name Signature Date



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SUBMISSION INSTRUCTIONS

- a. This form must be submitted with a check or money order, payable to "VT SOS," in the amount of \$155.00, and a self-addressed stamped envelope.
b. This form can ONLY be accepted by Mail or In-person at:

Vermont Secretary of State
Business Services 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 bizfilings.vermont.gov, and for evidence of filing to be returned.

THIS FILING IS ALSO AVAILABLE ONLINE @ bizfilings.vermont.gov

FORM INSTRUCTIONS

Return Acknowledgement to: REQUIRED - Name and address to whom the Secretary of State should respond to this submission.

Article 1. BUSINESS NAME - REQUIRED:

- a. The business name must include the following:
(1) General LLC (i.e. no subtype election(s) selected) either "LLC," "LC," "Ltd. Co.," "Limited Liability Company," or "Limited Company".
(2) Professional LLC: either "PLC," "PLLC," or the addition of the word "professional" to any identifier listed above for general LLCs.
(3) Low-Profit LLC: the abbreviation "L3C".
(4) If both Professional LLC and Low-profit LLC: the phrase "Professional L3C".
(5) Blockchain Based LLC: no special identifier provided in statute. Please choose an appropriate LLC identifier based on other elections, if any, from (1)-(4) above.
b. the Business Name must be Distinguishable in the Records of the Secretary of State, please see the following for the rules used for this determination:
https://sos.vermont.gov/corporations/fees/business-name-rules/

Article 2. Business Type:

- a. Please note any Business name requirements for any subtype election selected.
b. If electing to be a Professional LLC (PLC):
All members and at least 50% of the managers of the company must be licensed in one or more states to render a professional service described in in Article 3 of these Articles (11 V.S.A. § 821)

Article 3. BUSINESS PURPOSE - REQUIRED NAICS Code (preferred) or brief statement of primary service(s) to be provided by this company. IF PLC - Business Description REQUIRED and must include professional (licensed) services, that PLC is organized for (11 V.S.A. §§ 820 and 4011(g)(2))

Article 4. FISCAL YEAR END MONTH - REQUIRED - Annual Reports are due each year within the first 3 months following the last day of the Fiscal Year End on record with Secretary of State.

Article 5. DESIGNATED OFFICE- REQUIRED: An LLC must designate and continuously maintain a designated office for notification purposes, which may but need not be a place of its business, and may but need not be located in Vermont. 11 V.S.A. § 4007(a)(1).

Article 6. INITIAL AGENT FOR SERVICE OF PROCESS- REQUIRED: An LLC must designate and continuously maintain an agent with a street and mailing address in the State of Vermont.

- a. Agent's Name:
(1) The agent MUST be an individual resident of this State, a domestic corporation, another domestic limited liability company, or a foreign corporation or foreign limited liability company authorized to do business in this State. 11 V.S.A. § 4007(b).
(2) The LLC itself MAY NOT be its own agent.
b. Agent Street and Mailing Addresses:
(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 7. ORGANIZER(S) - Required. An LLC must have at least 1 organizer. 1 or more persons may organize a limited liability company, consisting of one or more members, by delivering articles of organization to the Office of the Secretary of State for filing. The organizers need not be members of the limited liability company at the time of formation or after formation has occurred. 11 V.S.A. § 4022(a).

Article 8a. INITIAL MEMBERSHIP - REQUIRED: Must state whether the company has members at the time of filing of these Articles.

Article 8b. INITIAL PRINCIPALS (the members or managers) - OPTIONAL:

- a. Members: The owners of an LLC - the equivalent of the shareholders of a corporation. 11 V.S.A. § 4011(g)(2)(B).
b. Managers: A person that under the operating agreement of a manager-managed limited liability company is responsible, alone or in concert with others, for performing the management functions stated in 11 V.S.A. § 4054(c). 11 V.S.A. § 4001(15). The equivalent of the directors of a corporation. 11 V.S.A. § 4011(g)(2)(C).

Article 10 CERTIFICATION OF DOCUMENT - Must be signed by an individual Organizer in accordance with 11 V.S.A. § 4025.

For Questions, Contact Business Services at:

https://sos.vermont.gov/corporations/contact/ or by phone at (802) 828-2386