



State of Rhode Island
Department of State - Business Services Division

!
This legal document
should be typed.
All illegible
documents
will be REJECTED.

Instructions for Filing Application for Registration for a Foreign Limited Liability Company

Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended

*The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision.
This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.*

All filings are public records under RIGL 38-2-1, et seq. This means all information is available to the public by a variety of methods including, without limitations, inspections at our office, telephone inquiries and electronically through our online database.

How to complete the form:

1. State the name of the limited liability company. It must match the name on your [Certificate of Good Standing/Letter of Status](#) from the state or country of formation, which must be attached to this form. Your entity name must be distinguishable from any name on file in this office. You may check [name availability](#) on our website; however, this does not ensure the name will still be available upon filing. If you are proposing a different name for transacting business in Rhode Island, you may write it in the second available space. In addition, check yes or no to indicate if this is a low-profit limited liability company.
2. State the state or country under whose laws the limited liability company was organized.
3. State the date the original Articles of Organization were filed in the state or country of formation. Check the appropriate box for the duration of the limited liability company. Check "date certain for dissolution" only if there is a designated dissolution date in the state of formation, otherwise, check "perpetual."
4. State the name of the resident agent. The resident agent is an individual or entity that will accept all legal service for this entity. The agent must be a Rhode Island resident or entity qualified to do business in this state. A Rhode Island street address is required, **NOT** a P.O. Box. In addition to all legal service of process, other important correspondence from the state will be sent to this address.
5. State the specific purpose(s) for transacting business in Rhode Island.
6. In the event that the resident agent cannot be contacted, the Department of State will accept legal service of process for the limited liability company.
7. State the office address required to be maintained in the state or country of formation.
8. State the mailing address for the limited liability company.
9. Indicate whether the limited liability company will be managed by its members or by one or more managers. If it will be managed by managers, list their names and respective addresses. **DO NOT** list members' names.
10. A [Certificate of Good Standing/Letter of Status](#) from the state or country of formation dated within 60 days of the date of this filing must accompany this application.
11. Check "Date received" unless you prefer that the Registration goes into effect at a later date than when it is received in this office. Any later date must be within 90 days of filing.
12. An Authorized Person **MUST** sign and date the form.

How to pay the filing fee:

The filing fee is payable either by mail via check made payable to RI Department of State or in person via cash, credit card, or check at the Business Services Division, 148 W. River Street, Ste. 1, Providence, RI 02904. Contact our office at (401) 222-3040 for further information.

How to confirm your filing:

Entity records are retrievable and viewable through our website. Successful filings will NOT result in a mailed confirmation. Filings that cannot be processed will be posted [online](#) and then returned. To confirm your submission and obtain evidence of your filing:

- Go to our [Corporate Database](#).
- Enter the name or ID number of your entity and click "Search."
- Click on the link to your entity record, scroll down, select "All Filings" and then "View Filing."
- Identify the desired type of filing and click on "PDF" under "View PDF" to view and print the record.



Instructions for Filing (continued) Application for Registration for a Foreign Limited Liability Company

Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended.

How to maintain your status:

The entity is responsible for filing an annual report each calendar year, excluding the year of incorporation, between February 1 and May 1. A courtesy reminder will be mailed to the registered agent prior to February 1 of each year. Be sure to follow up with your registered agent concerning the filing of this report. Failure to file an annual report or maintain a registered agent/office will result in revocation proceedings.

Every entity registered with the RI Department of State - Business Services Division will have filing requirements with the [Rhode Island Division of Taxation](#), even if no business is conducted within Rhode Island for a particular year. Your business may require additional licensing. Please visit our [website](#) for further information.

Your entity may also be required to report (and update, if necessary) information about the business and its beneficial owners to the U.S. Department of Treasury's Financial Crimes Enforcement Network (FinCEN). Visit [FinCEN.gov/boi](#) for more information.

Evidence necessary for businesses providing professional services:

Prior approval required for engineers:

If the entity is engaged in the practice of engineering, at the time of filing, evidence of a current application with the Rhode Island Department of Business Regulation, Board of Design Professionals (401) 462-9592 or [bdp.ri.gov](#) is required.

Professional liability insurance – all entities:

At the time of filing, the corporation is required to file a certificate showing the corporation has obtained insurance against any liability imposed by law upon the corporation or its employees arising out of the performance of professional services. See RIGL [7-5.1-8](#) for further information regarding the insurance exclusions and limits.

Licensing requirements – all entities:

If the entity is engaged in the practice of law, the applicant must apply for a limited liability entity license from the Rhode Island Supreme Court within thirty (30) days of filing with the Department of State. You may contact the Rhode Island Supreme Court Clerk's Office at (401) 222-3272 or [courts.ri.gov](#).

If the entity is engaged in the practice of medicine (see RIGL [7-5.1-2](#) for all applicable disciplines) the applicant must apply for licensing from the Rhode Island Department of Health, Professional Regulation. You may contact the Rhode Island Department of Health at (401) 222-5960 or [health.ri.gov](#).

If the entity is engaged in the practice of land surveying, architecture or landscape architecture, the applicant must apply for licensing from the Rhode Island Department of Business Regulation, Board of Design Professionals at (401) 462-9530 or [bdp.ri.gov](#).

If the entity is engaged in the practice of accountancy, the applicant must apply for licensing from the Rhode Island Department of Business Regulation, Board of Accountancy at (401) 462-9500 or [dbr.ri.gov](#).



State of Rhode Island
Department of State - Business Services Division

Application for Registration

FOREIGN Limited Liability Company

→ Filing Fee: \$150.00

STAMP

FOR
SECRETARY OF STATE
USE ONLY

Pursuant to the provisions of RIGL [7-16-49](#), the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:		
Is this company organized in its state or country of formation as a low-profit limited liability company? Yes No		
The name, if different, under which it proposes to register and transact business in Rhode Island is:		
2. The LLC is organized under the laws of:		
3. The date of its organization is:		
And the period of its duration is: CHECK ONE BOX ONLY		
Perpetual (on-going)		
Date certain for dissolution _____		
4. The name and address of the resident agent/office in Rhode Island is:		
Agent Name		
Street Address (<u>NOT</u> a P.O. Box)		
City/Town	State RHODE ISLAND	Zip Code
5. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:		
Check the box to indicate an attachment		

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

STAMP

FOR
SECRETARY OF STATE
USE ONLY

6. The RI Department of State is appointed the agent of the foreign limited liability company for service of process if, at any time, there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.		
7. The address of the office required to be maintained in the state or country of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company is:		
8. The mailing address for the limited liability company is:		
9. Management of the Limited Liability Company: CHECK ONE BOX ONLY		
<div style="display: flex; justify-content: space-between;"> <div style="text-align: left;"> Members (Owners) DO NOT complete the chart below. </div> <div style="text-align: center;"> OR </div> <div style="text-align: right;"> Manager(s). Complete the chart below. </div> </div>		
X	MANAGER(S) NAME	ADDRESS
Check the box to indicate an attachment		
10. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of filing.		
11. Date when this application for Certificate of Registration will be effective: CHECK ONE BOX ONLY		
<div style="margin-bottom: 10px;">Date received (Upon filing)</div> <div>Later effective date (Date must be no more than 90 days from the date of filing) _____</div>		
<i>Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.</i>		
Type or Print Name of LLC	Date	
Signature of Authorized Person		



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Filer Contact Information

In the event our office needs more information in order to complete the filing of this document, we ask for the filer's contact information. **All fields are REQUIRED.**

Name:		Date:
Proposed Entity Name:		
Street Address:		
City:	State:	Zip Code:
Email Address:		Phone Number:

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.