Registering a Foreign Limited Liability Company (LLC)

A step-by-step guide to using the Secretary of State's Online Business Filing System

Business Services
Missouri Secretary Of State

This guide is designed to help individuals navigate the Missouri Secretary of State's online business filing system to file a foreign LLC. Please view our FAQ page explaining the difference between domestic and foreign entities.

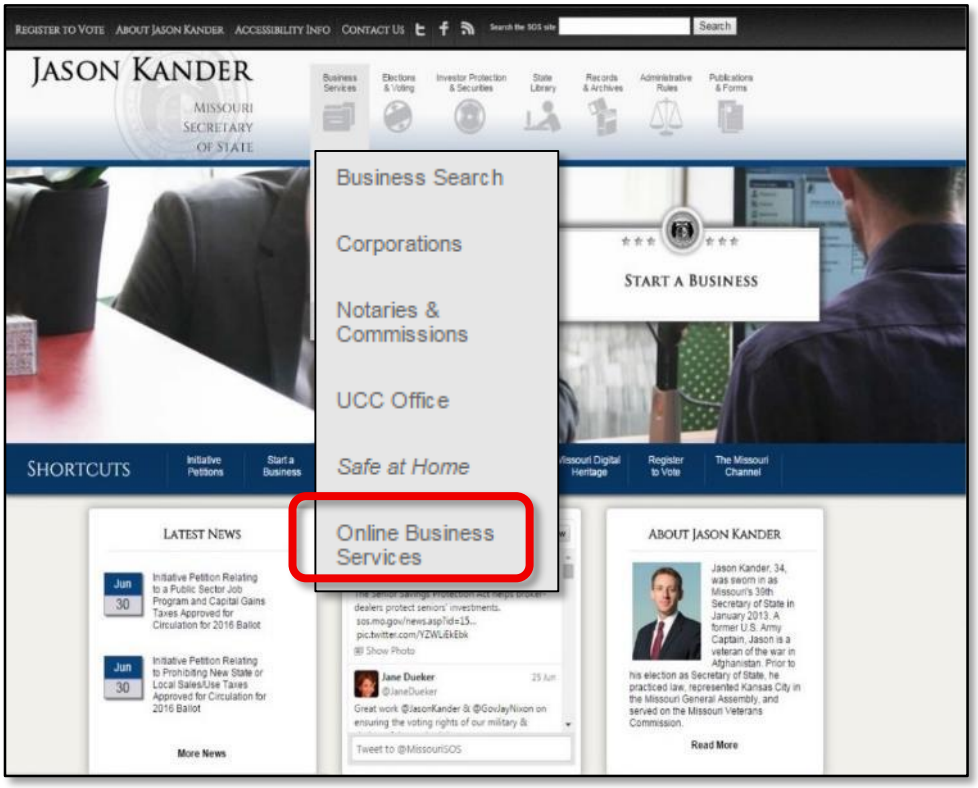
Please consult an attorney and accountant before filing with our office. Choosing the proper business entity for you and your business is an extremely important decision that must be tailored to every person's unique needs and circumstances. This guide does not provide tax or legal advice. It is only designed to navigate the Missouri Secretary of State's online filing system.

Please give us a call at 1-866-223-6535 or email us at corporations@sos.mo.gov if you have any questions about the registration process.

Links to additional business resources are listed on the final page.

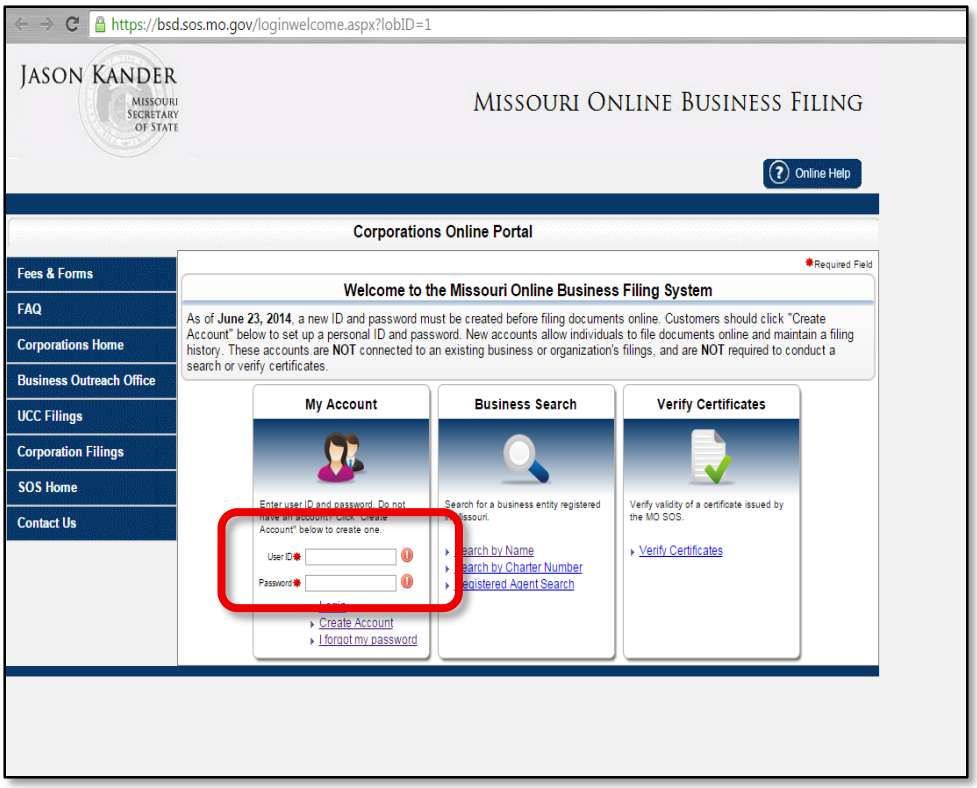
Step 1

Go to ***www.sos.mo.gov***.



Step 2

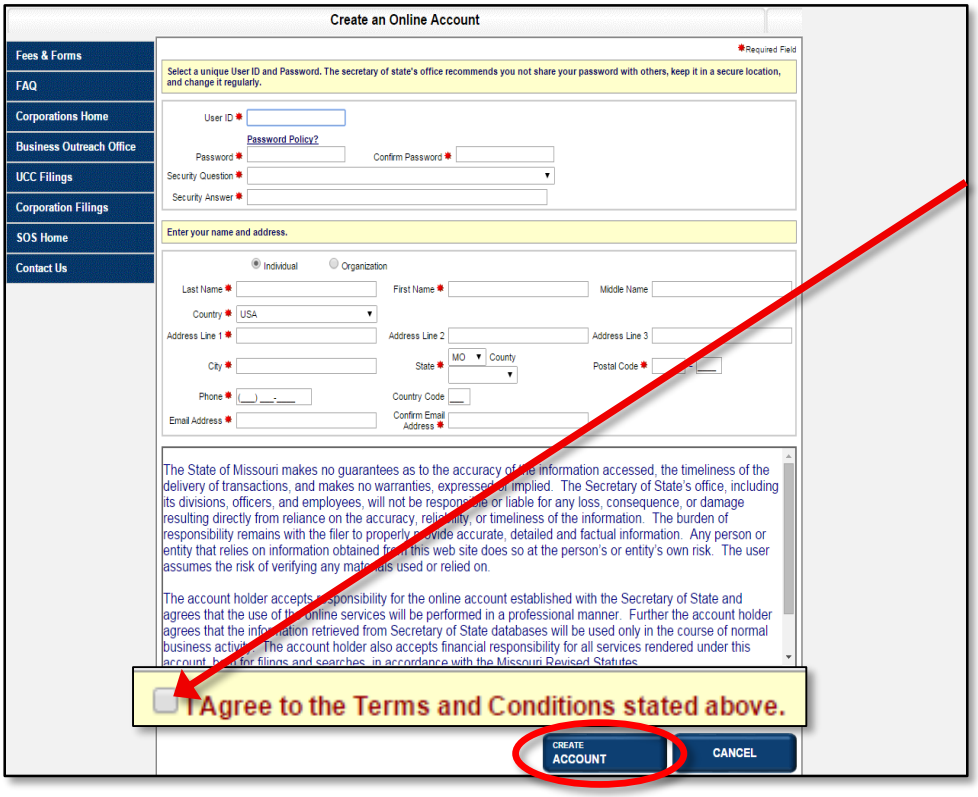
At the top, under "Business Services," mouse over and select the last option in the drop down menu titled, "**Online Business Services**".



Step 3

Log into the online system. Each user must create an individual account. These accounts are unique and are separate from information associated with a business entity. If you already have an account and know your username and password, type them into the appropriate fields and click "**Login**."

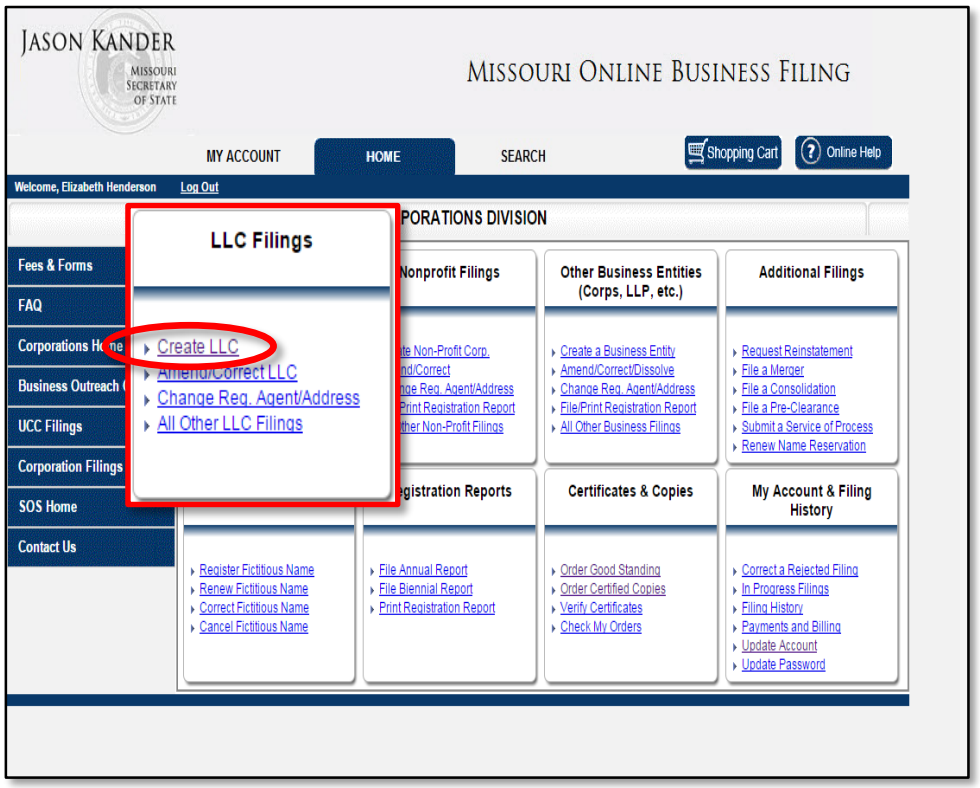
- If you do not remember your password, select "**I forgot my password**" and a temporary password will be emailed to you.
- If you do not remember your username, you will need to call our office for assistance at 1-866-223-6535 or create a new account.
- If you do not have an account, click "**Create Account**" to get started.



Step 3 (cont.)

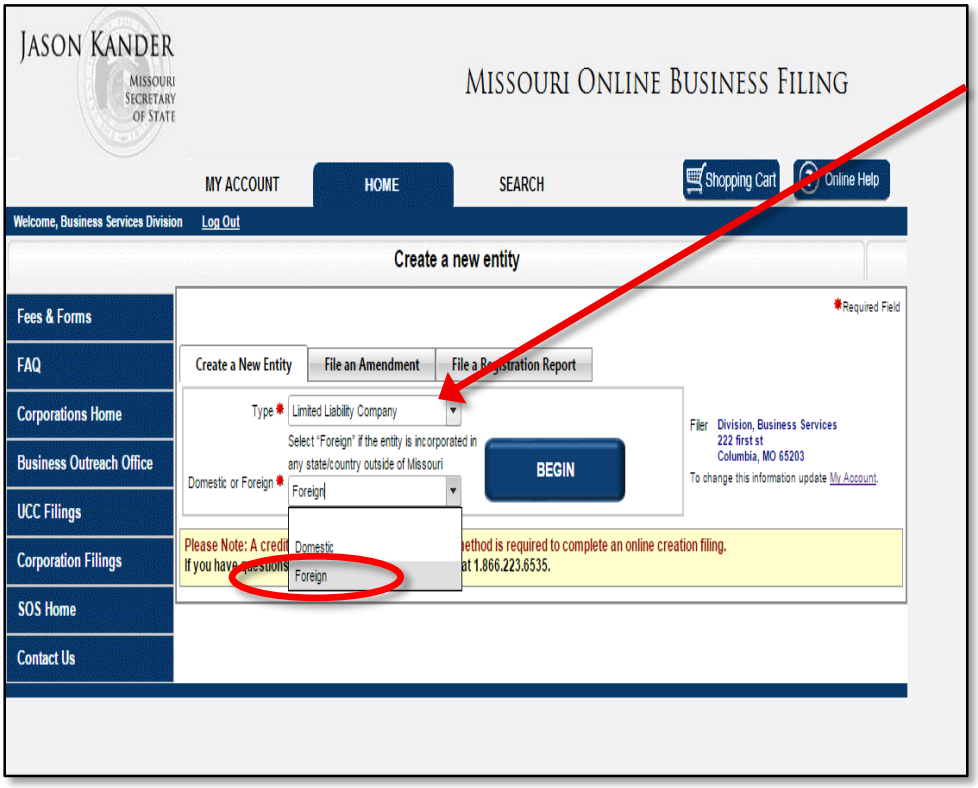
Enter all the appropriate information into the boxes provided.

Check the box stating *"I agree to the Terms and Conditions stated above"* and click "**Create Account**".



Step 4

After you have successfully logged in, you will be directed to the filing "Home" tab. Locate the box titled "LLC Filings" box and click the first option: "**Create LLC**".

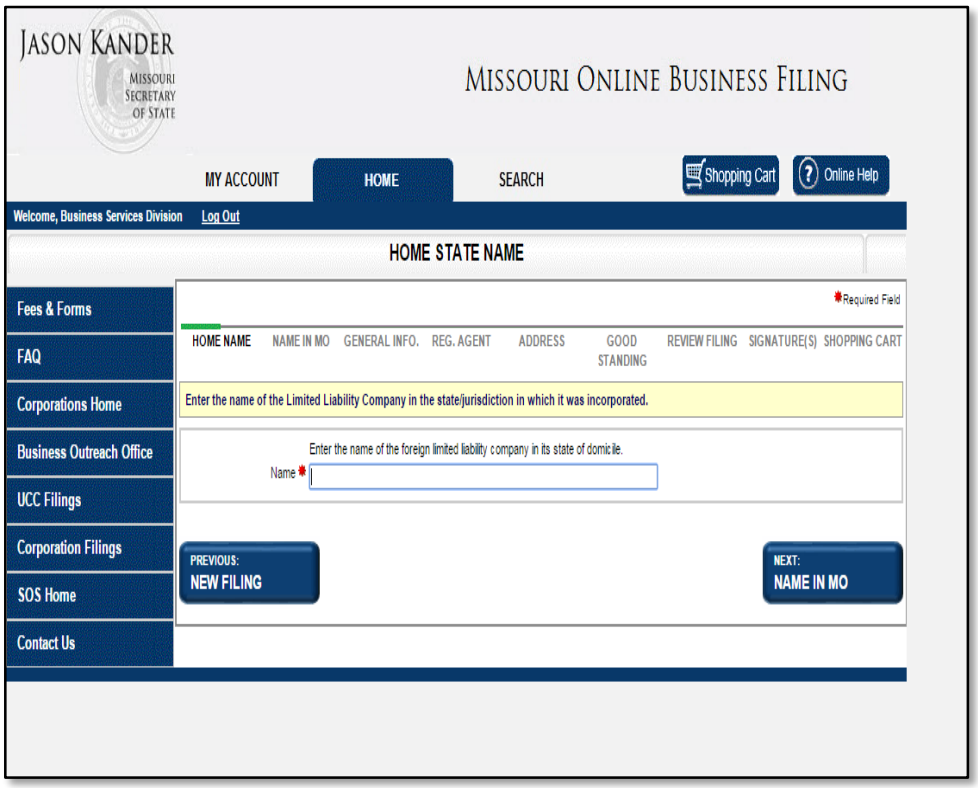


Step 5

From the "Create a new entity" tab, ensure "Limited Liability Company" is selected in the "Type" field.

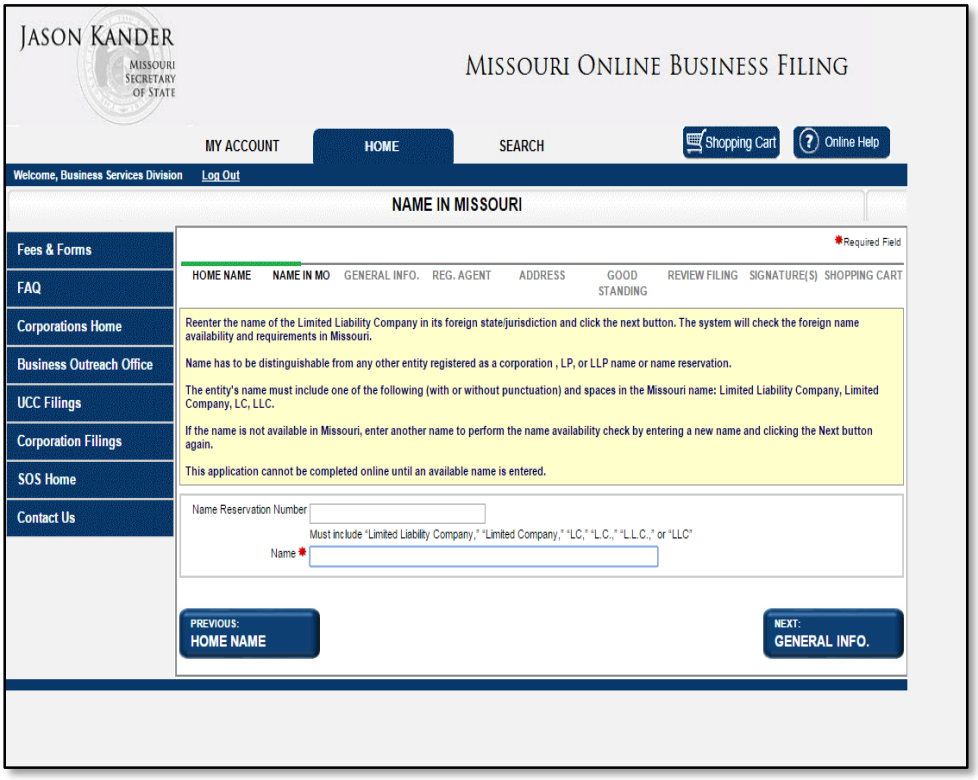
From the drop down menu, select "Foreign". Please view our FAQ page explaining the difference between domestic and foreign entities.

Click "**BEGIN**".



Step 6

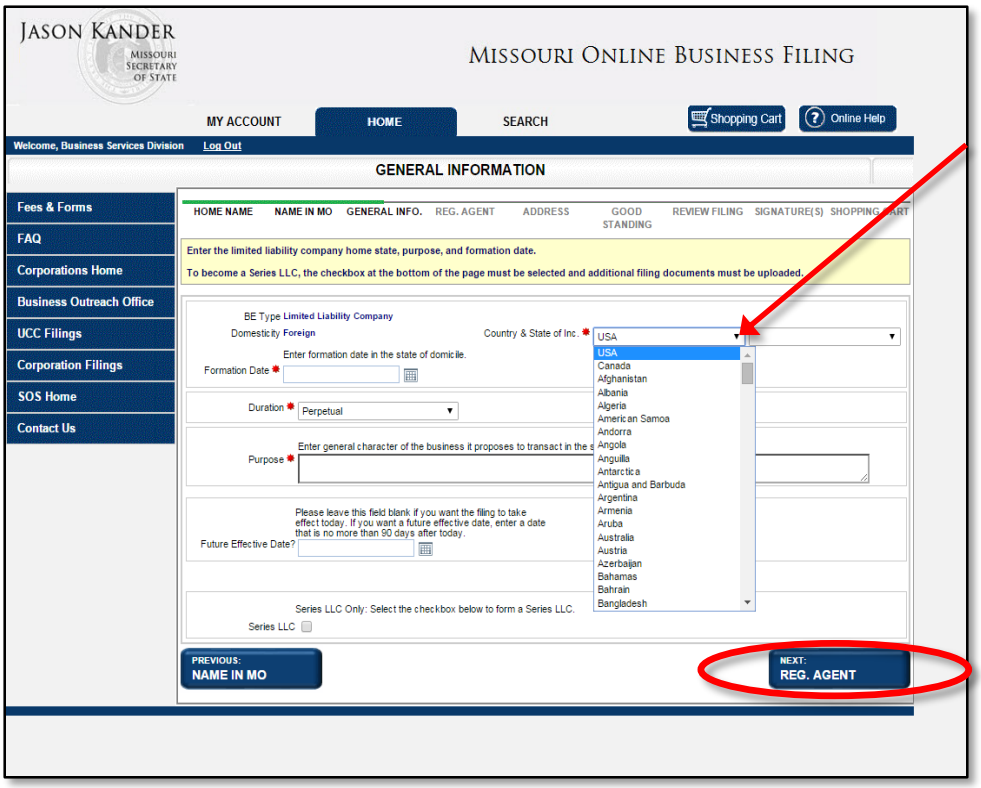
Enter the name of the LLC as it is registered in the state in which it was formed.



Step 7

Read the instructions in yellow carefully. Enter the name of the LLC as it was entered in the previous step. Click the "**GENERAL INFO**." button to check the availability of the name.

- The name must be distinguishable from any other entity registered as a corporation, LP, LLP name or name reservation.
- The name must include one of the following (with or without punctuation and spaces) in its registered Missouri name: Limited Liability Company, Limited Company, LC or LLC.
- If the name is not available in Missouri, enter another name and click **GENERAL INFO**." to perform the name availability check. Repeat the search until an available name is found.

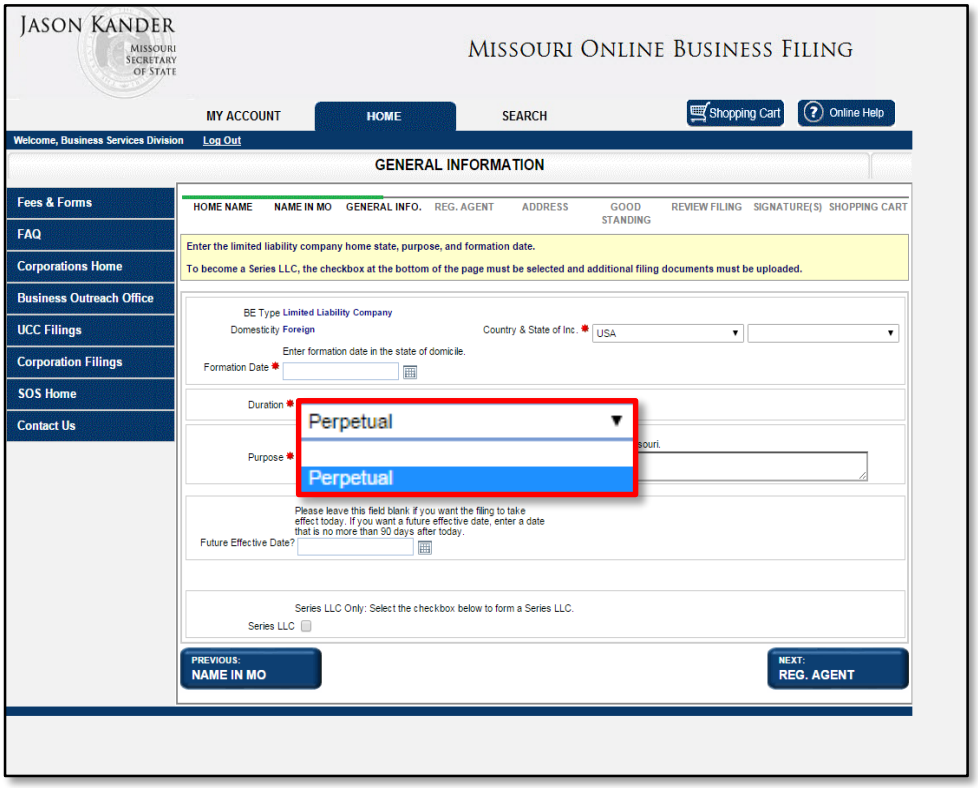


Step 8

You must indicate the country in which your foreign LLC was incorporated. If it was incorporated within the United States, you must also list the state.

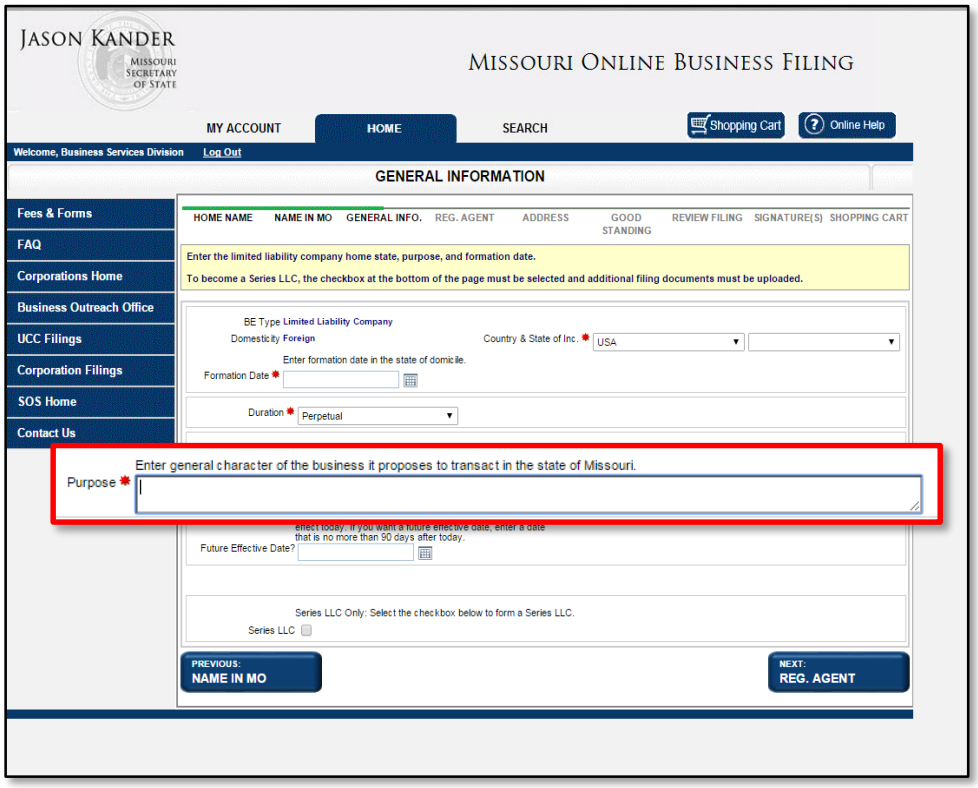
You must also enter the date of original formation of the LLC in the country/state of domicile.

Click **"REG. AGENT"** to continue.



Step 9

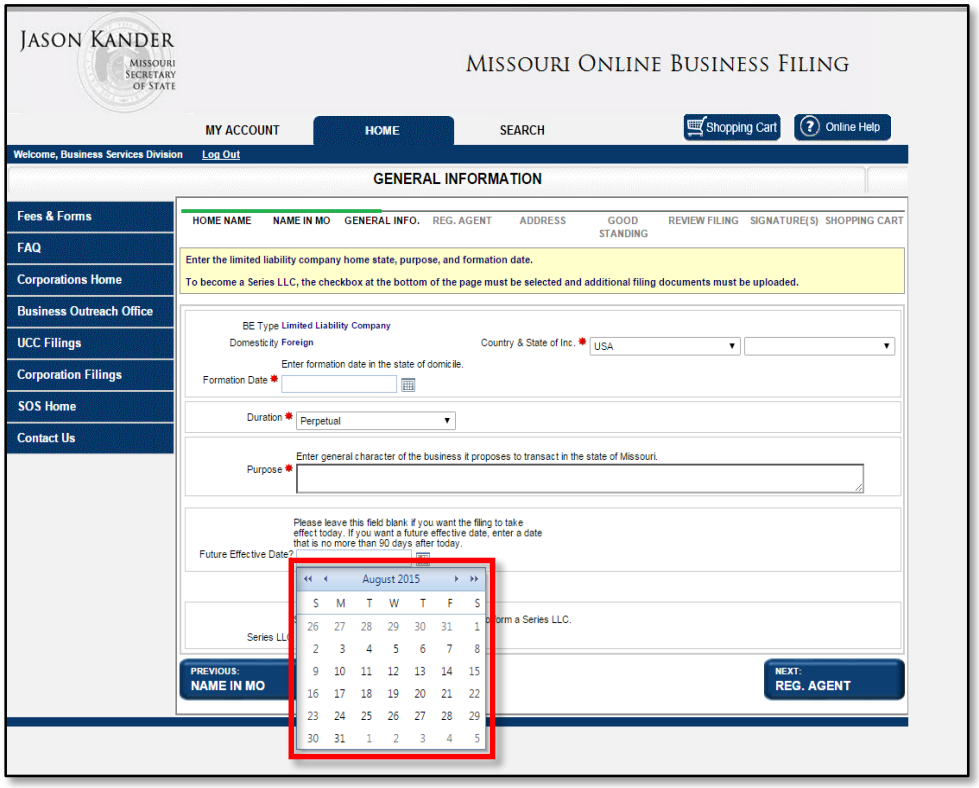
You must indicate the duration of your LLC from the "Duration" drop down menu. The only option for foreign LLCs is "Perpetual." This means that the LLC will continue to exist until it is actively dissolved.



Step 10

Specify a purpose for which the LLC is organized.

You may list a specific purpose directly related to your company's business or endeavor. You may supplement that with, or solely state, that the company's business is to transact any or all lawful business for which a limited liability company may be organized under Missouri law.

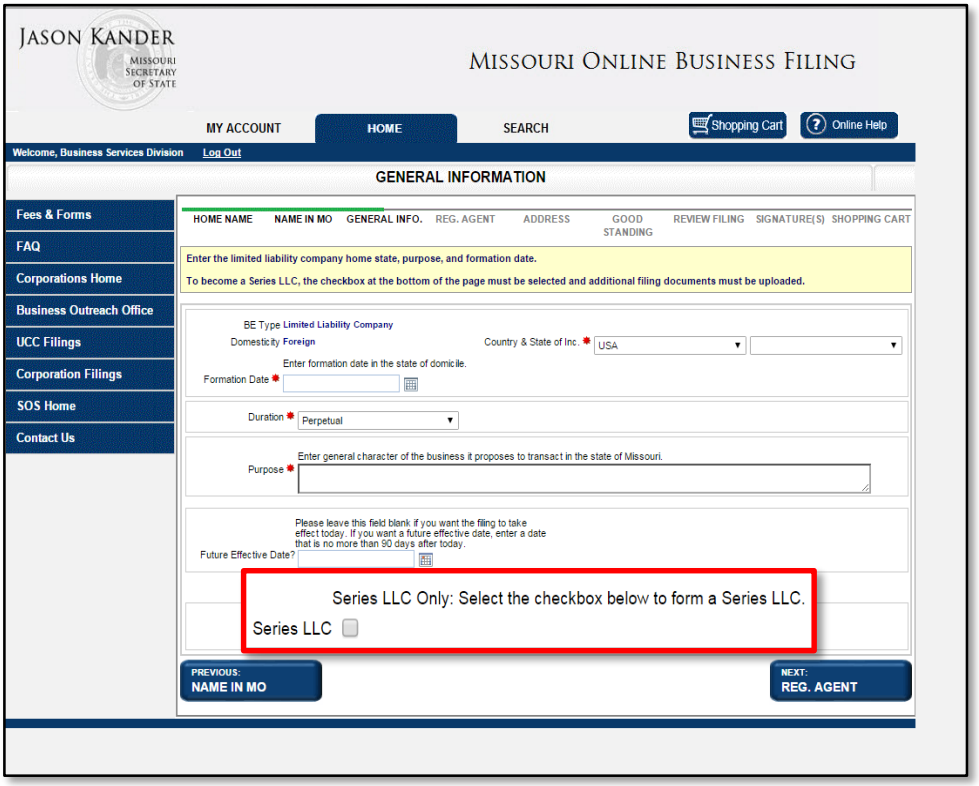


Step 11 (optional)

You have the option to select a future effective date for your filing.

- If you want the effective date to be the same as the date the LLC is submitted or filed, **leave this blank**.
- Click on the small calendar icon next to the "Future Effective Date" text box only if you desire a future date.
- After this registration is completed, any future changes/corrections to the effective date of registration will result in a fee.

Click **"REG. AGENT"** to continue.

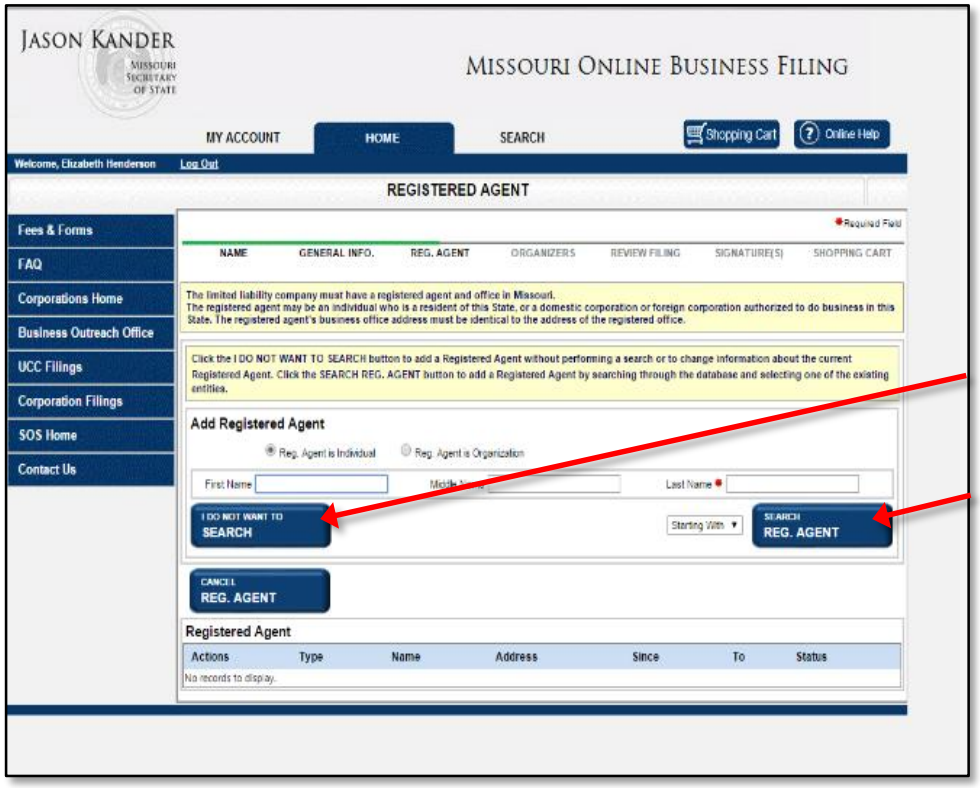


Step #12 (optional)

If establishing a series LLC, check the box "Series LLC".

You will be prompted to upload any supporting LLC 1A documents.

Click "**NEXT: REG. AGENT**".



Step 12

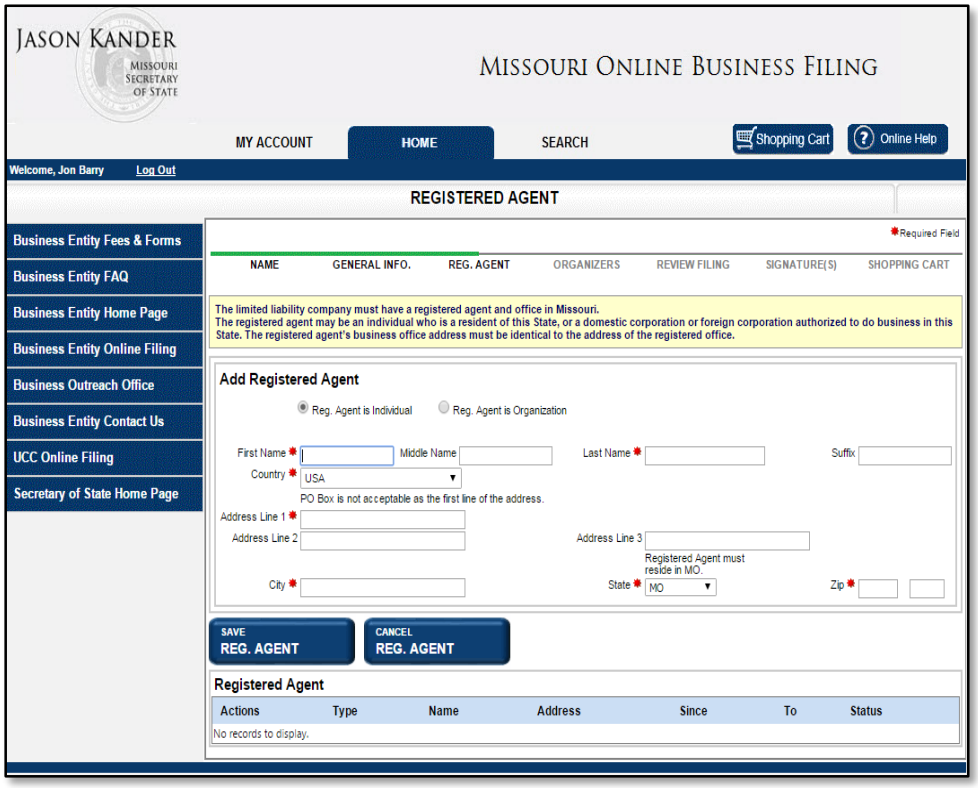
Specify a registered agent.

A registered agent is an individual/organization who receives all notifications of due process for the company.

Read more about registered agents.

- Click "**I DO NOT WANT TO SEARCH**" to add a Registered Agent without searching.
- Click "**SEARCH REG. AGENT**" to search the database and selecting a registered agent.

NOTE: A registered agent must consent to being the registered agent for your business.



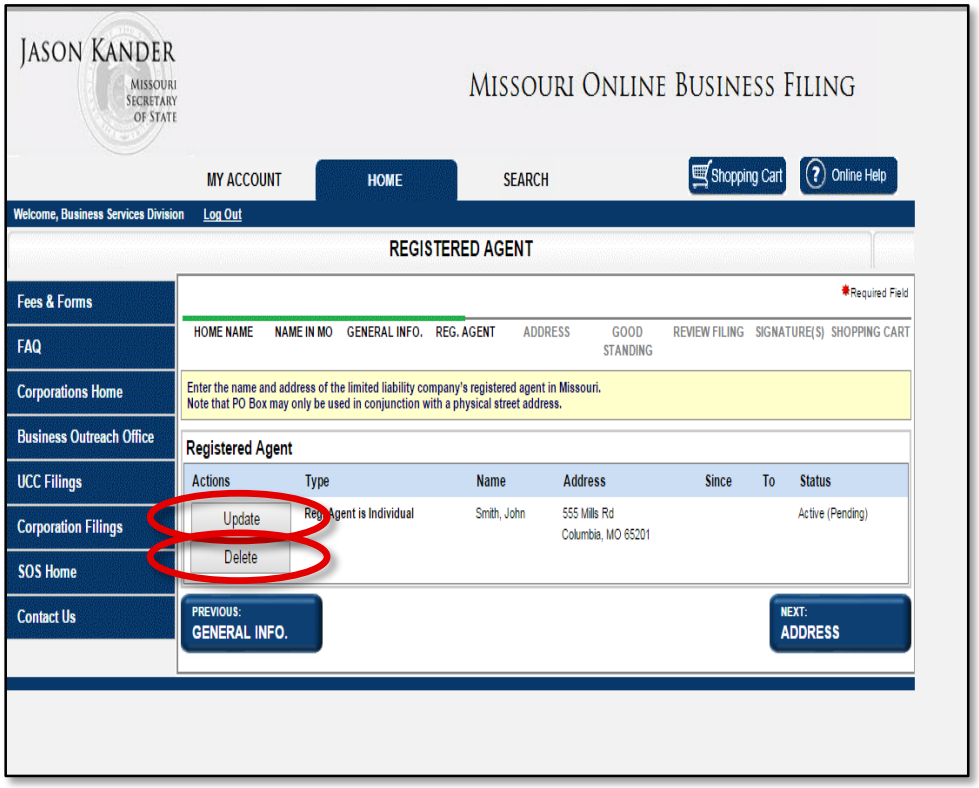
Step 13

Clicking "I do not want to search" will force you to enter the registered agent's information.

A physical address is required. A PO Box may only be used if a physical address is also provided on line 1.

The use of the physical address of a UPS Store or similar mailing/receiving/forwarding service for the registered agent's address is prohibited.

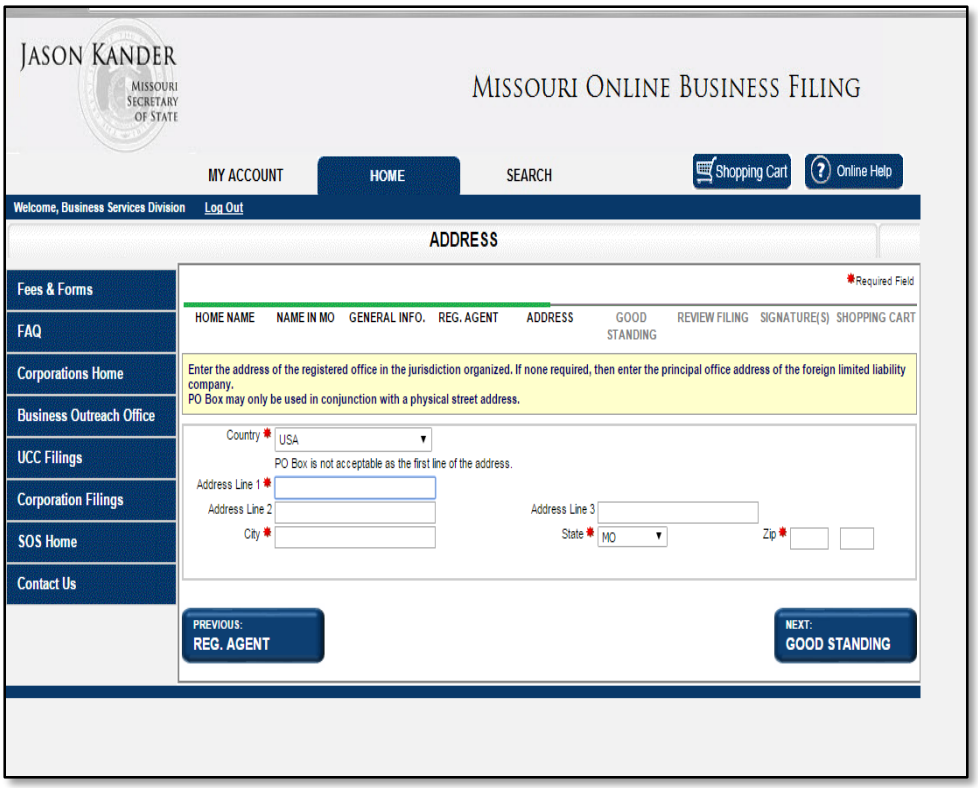
Enter the appropriate information for your registered agent. When finished, click "**SAVE REG. AGENT**".



Step 14

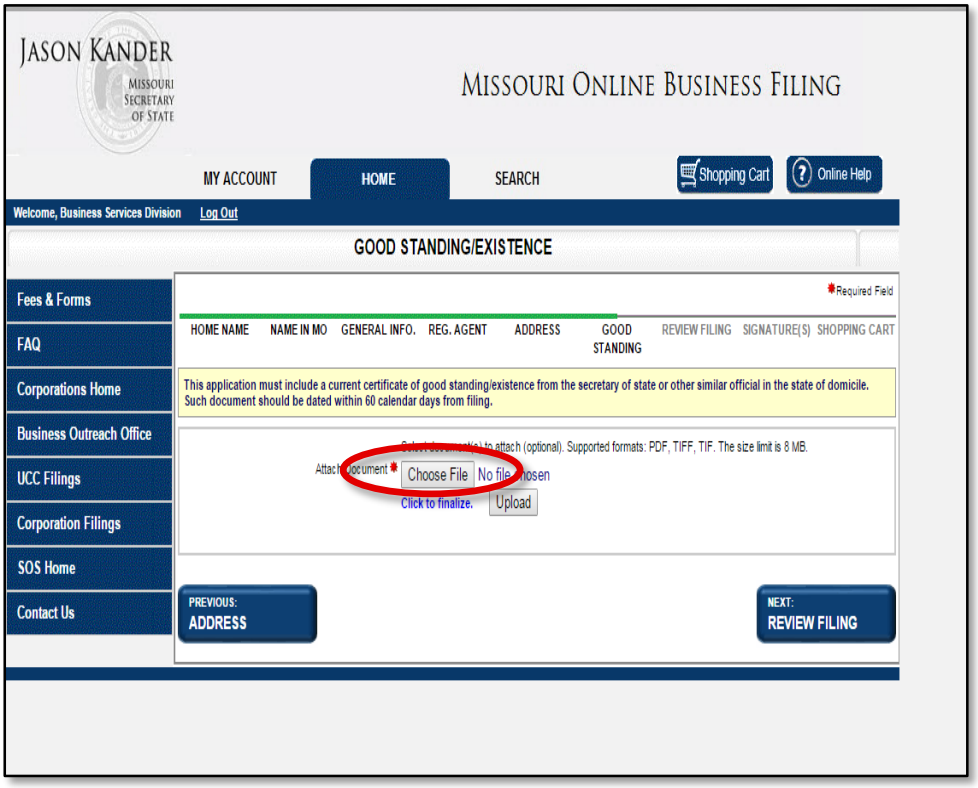
Once saved, you can review and edit the Registered Agent information. From here, you may click "**Update**" to change the information, or click "**Delete**" to search for or reenter the Registered Agent information

Click "**ADDRESS**" to continue.



Step 15

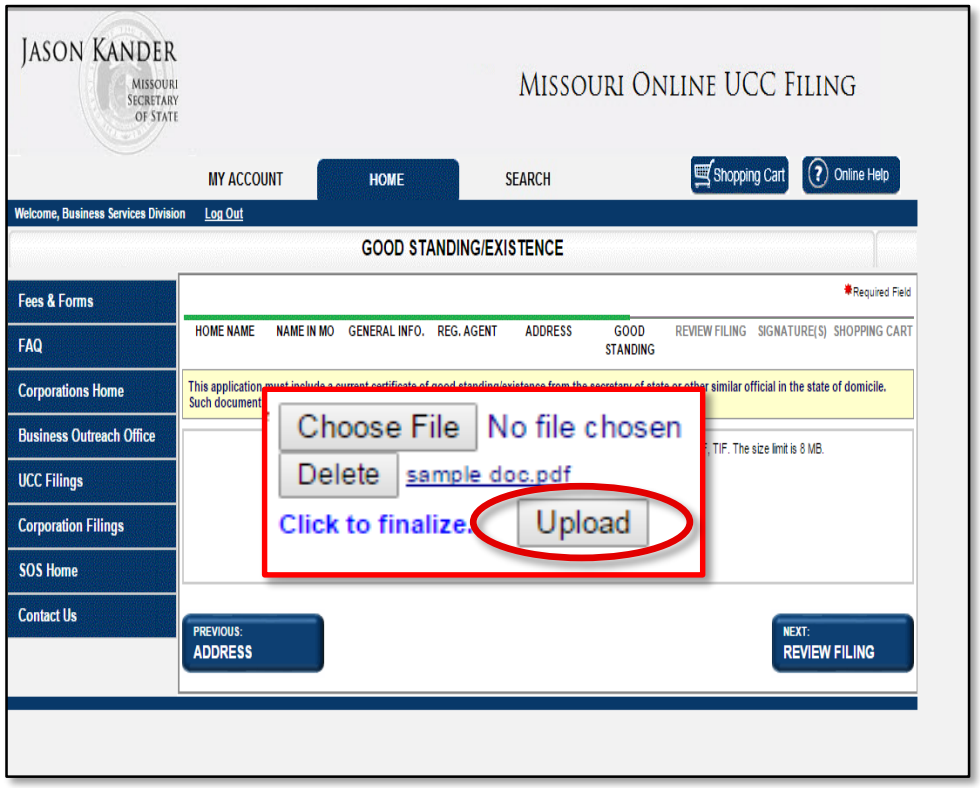
Next you must list your registered office address, in the jurisdiction in which it was organized. If you do not have a registered office address, enter your principal office address.



Step 16(a)

You must upload a current certificate of good standing/existence from the Secretary of State or other similar official in the state where the LLC was formed. The certificate should be dated within 60 calendar days from this filing.

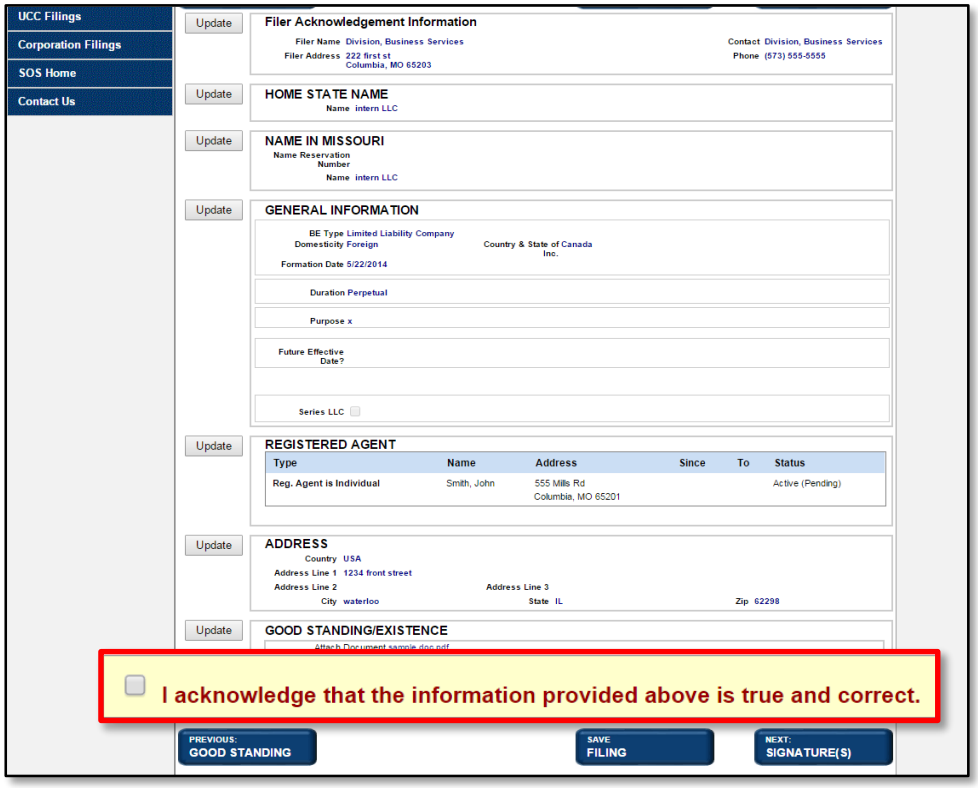
Click "**Choose File**" and select the appropriate document from your computer or storage device.



Step 16(b)

Once you have chosen the correct file, click "**Upload**." A small URL should appear under the "**Choose File**" button.

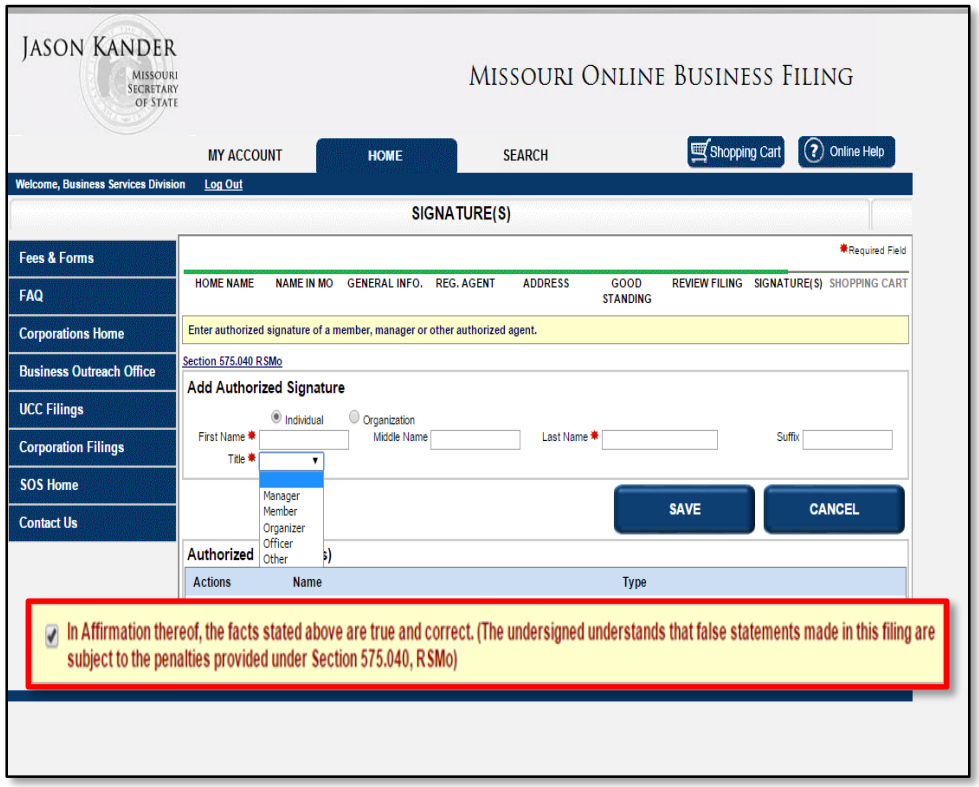
Click "**REVIEW FILING**" to continue.



Step 17

You will see an overview of your LLC. Review all information for accuracy before checking the box stating "*I acknowledge that the information provided above is true and correct.*"

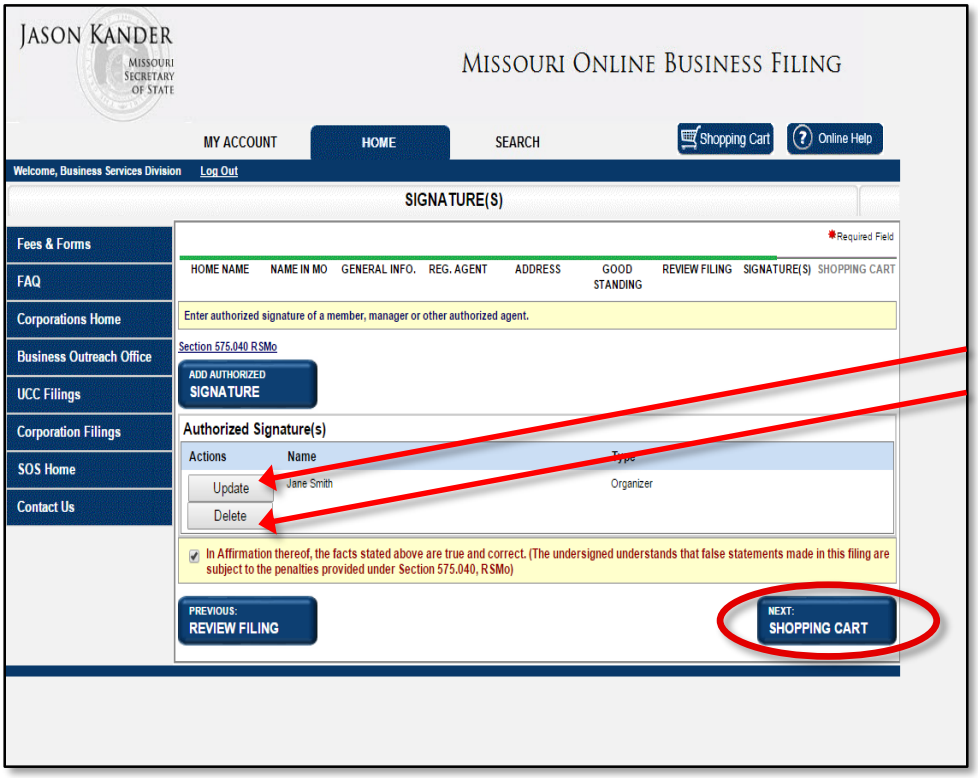
- You may click "**SAVE FILING**" in to save your progress and continue later.
- Or, you may move onto the next step by clicking "**SIGNATURE(S)**".



Step 18

An authorized person or organization must provide an electronic signature. To do so, that person will enter their first and last name and their title (i.e. Member, manager, officer, etc.). For an organization to sign they will enter their organization name, the first and last name of the authorized party as well as their title.

After signing, they must click "**SAVE**" to save the electronic signature.

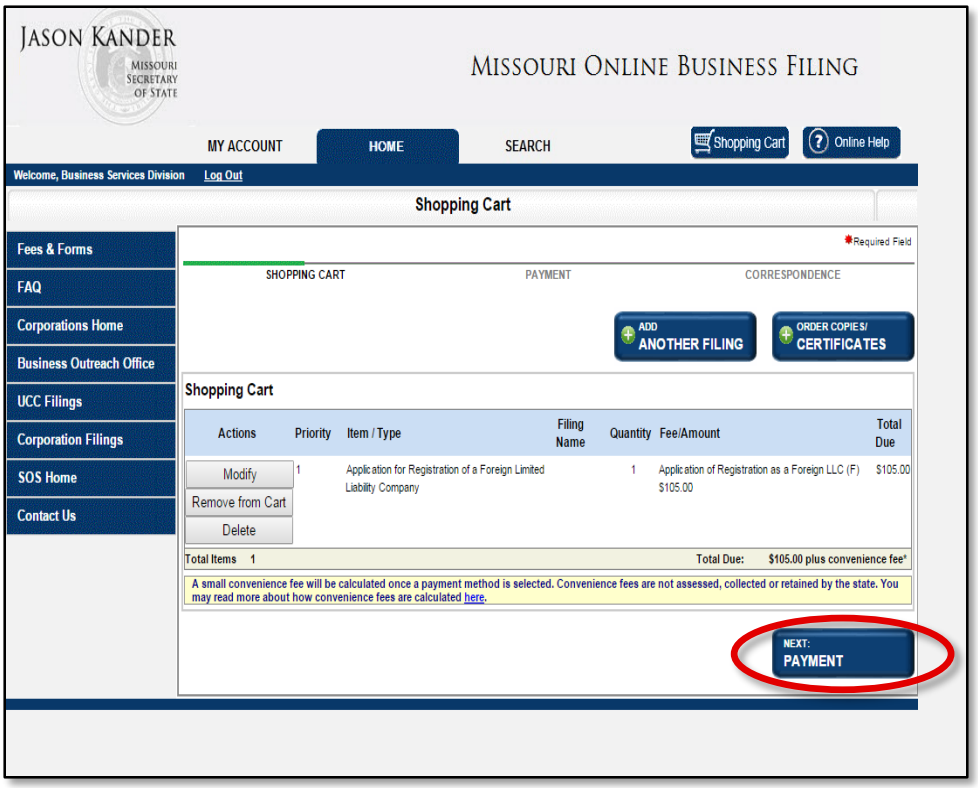


Step 19

If you need to add another authorized signature, click "**ADD AUTHORIZED SIGNATURE**" and repeat **Step 18**.

Ensure the signer information is correct. If you notice inaccurate information, click "**Update**" to make changes or "**Delete**" to remove the signer and add a new one.

To move to the next step, click "**SHOPPING CART**."



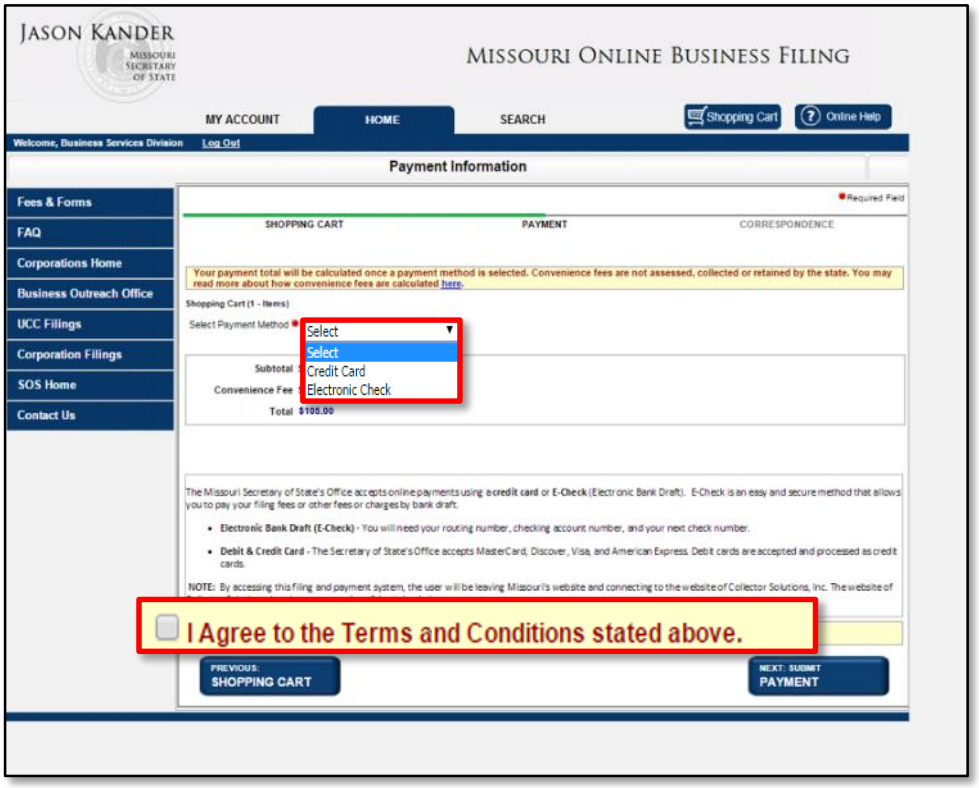
Step 20

The Application for Registration of a Foreign Limited Liability Company will automatically be added to your shopping cart. The fee is $105 plus a convenience fee.

To add another filing, click "**ADD ANOTHER FILING**."

To order copies/certificates, click "**ORDER COPIES/CERTIFICATES.**"

Click "**PAYMENT"** to continue the transaction.



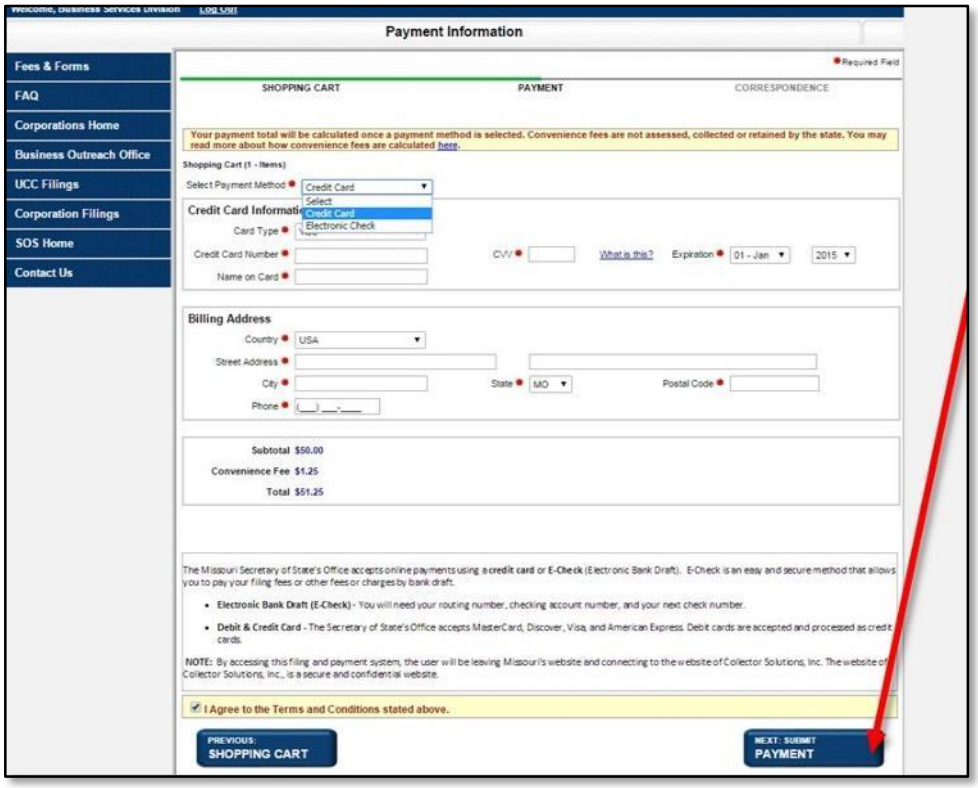
Step 21

Select a payment method from the drop down menu.

- The options are Credit Card or Electronic Check.
- If you'd like to pay through ACH, please contact our office at: **1-866-223-6535** or corporations@sos.mo.gov.

The convenience fees for this transaction are:

- Credit Card: $2.26 = ($105*2.15%)
- Electronic Check: $0.50

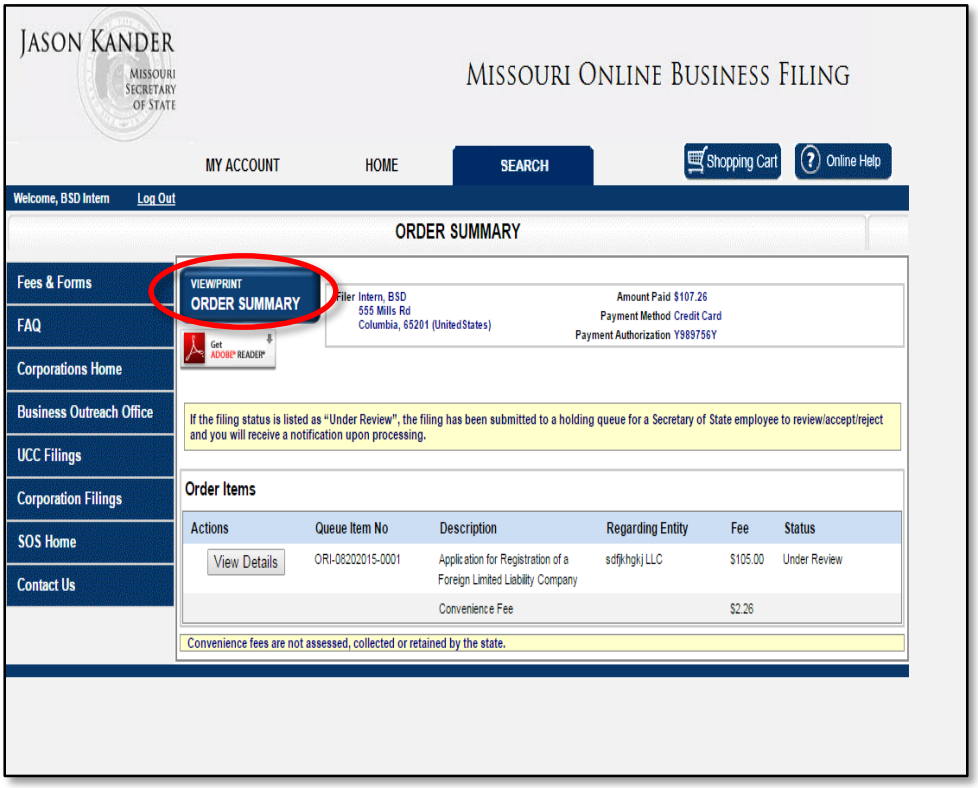


Step 22

Complete the payment information.

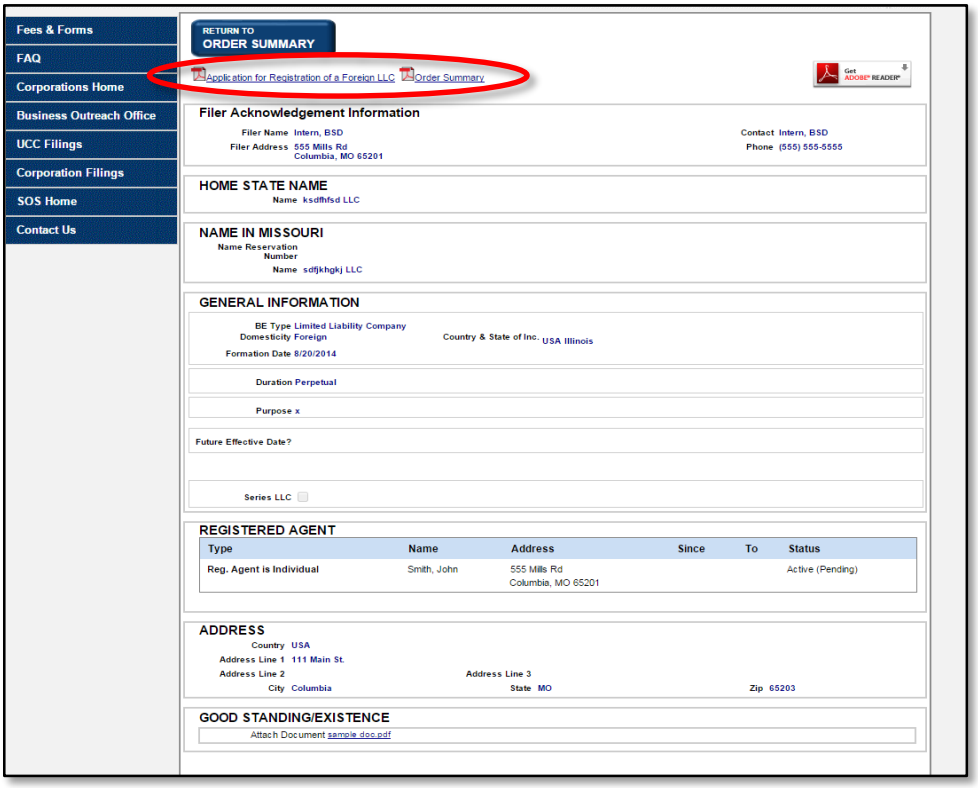
Click *"I Agree to the terms and conditions stated above".*

Click "SUBMIT PAYMENT" to continue.



Step 23

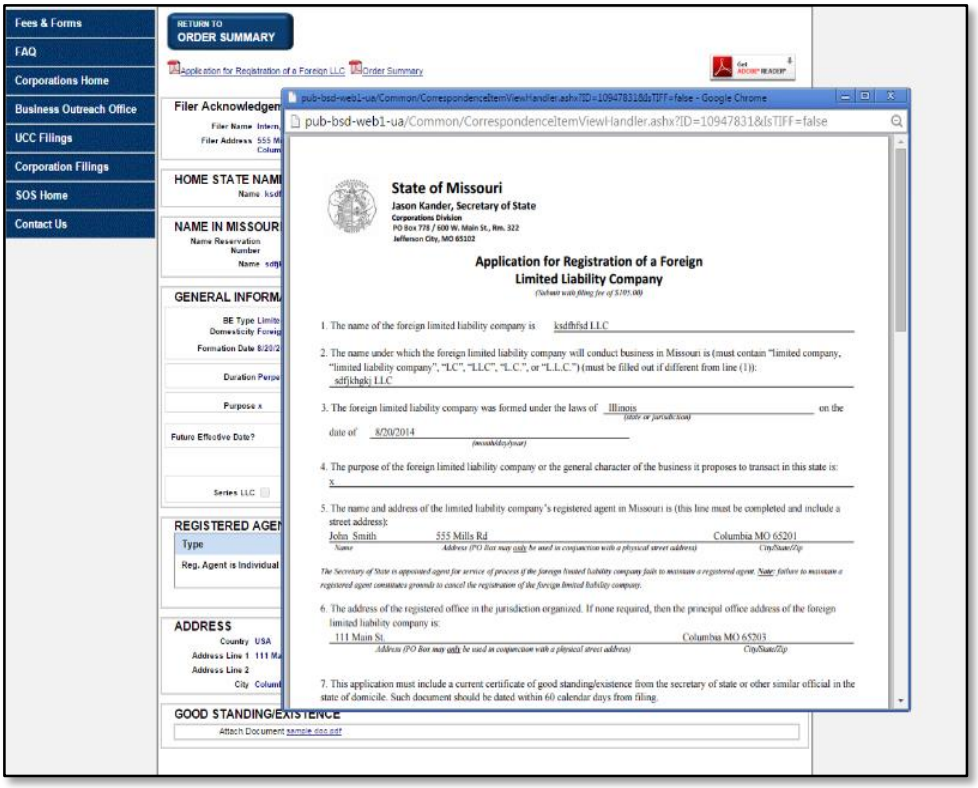
After you submit your payment, click "**VIEW/PRINT ORDER SUMMARY**" to view a printable pdf of your order summary.



Step 24(a)

After selecting "View/Print Order Summary", you will see PDF links near the top of the screen: the application for registration of a foreign LLC and the order summary.

Click on any of the files to view or print. (Example in step 24(b))

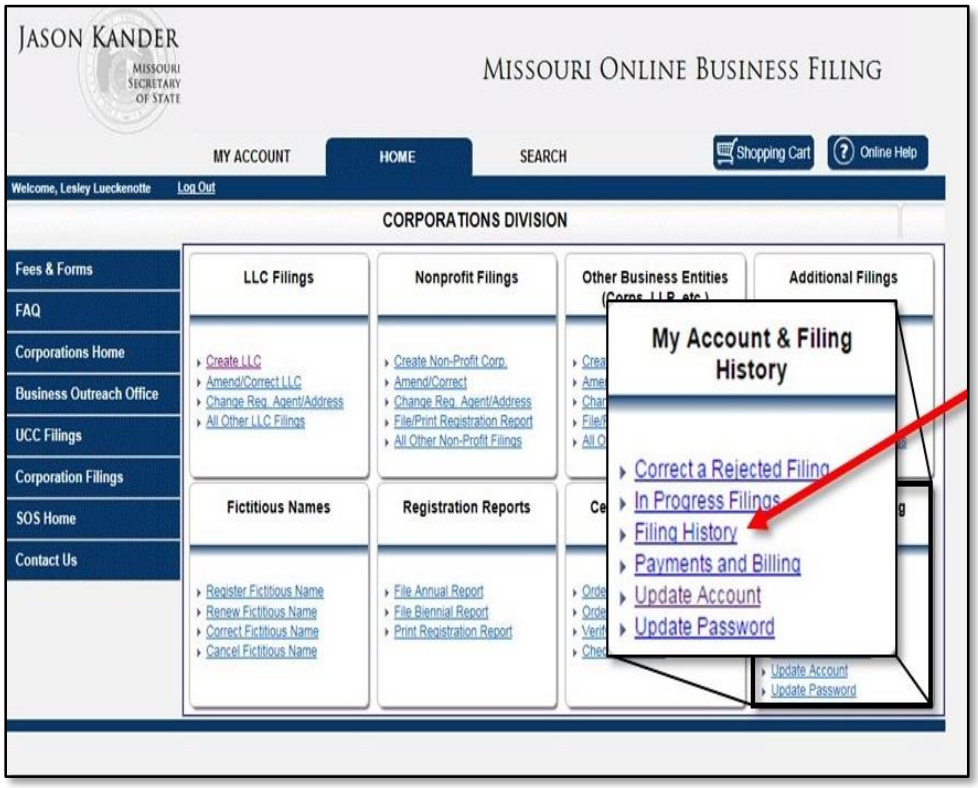


Step 24(b)

After clicking on one of the files, it will be visible in the browser.

- If you mouse over the pdf, a menu will appear with a print icon and a save icon. This will look different depending on what browser you are using.

- You may save your file to your computer or print it now.



Step 25 (optional)

If in the future if you need to print or view filed documents, you may do so by going to the "My Account & Filing History" box from the home page and clicking "**Filing History**".

Additional Reporting Requirements

What are the other reporting requirements for LLCs?
LLCs are required to immediately file if any changes occur to their articles of incorporation, management structure (i.e. member or manager managed) and/or their registered agent or the agent's office address. (Chapter 347 RSMo)

Do LLCs have to file Annual Registration Reports?
No. LLCs do not file annual registration reports.

Please give us a call at 1-866-223-6535 or email us at corporations@sos.mo.gov if you have any questions about the registration process.

Resources for Entrepreneurs and Business Owners

Below are just a few links to the resources available to you when starting and growing a business in Missouri. Take some time to review these sites and take advantage of the many opportunities available to you.

www.ded.mo.gov
The Missouri Department of Economic Development has numerous resources for new and existing businesses. You can find a comprehensive list of all state business assistance programs and incentives at https://ded.mo.gov/businesses/BusinessAssistance.aspx

www.business.mo.gov
The Missouri Business Portal offers many resources to help businesses of all sizes and in all industries start, grow and manage their businesses. You can find educational resources about entrepreneurship to listings of hundreds of available shovel-ready sites and development properties.

www.mosourcelink.com
Focused on helping businesses and nonprofits in the startup and growth phases of their life cycle, MOSourceLink brings together resources from across the state. You can find information about how to evaluate your business idea: http://www.mosourcelink.com/startup/evaluate-your-idea and help finding free business counselors in your area using *TheResourceNavigator*: http://www.mosourcelink.com/startup/meet-with-a-counselor, http://www.mosourcelink.com/resources/find-a-resource