



Instructions for Filing

Articles of Organization for a Domestic L3C Limited Liability Company

[Section 7-16-76](#) 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.

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

How to complete the form:

A low-profit limited liability company shall at all times significantly further the accomplishments of one or more charitable or educational purposes within the meaning of Section 170(c)(2)(B) of the Internal Revenue Code of 1986, 26 U.S.C. section 170(c)(2)(B), or its successor, and would not have been formed but for the entity's relationship to the accomplishment of charitable or educational purposes.

1. State the name of the limited liability company. Your entity name must be distinguishable from any name on file in this office. The name must include "low-profit limited liability company," or the letters "L3C" with or without punctuation. You may check [name availability](#) on our website; however, this does not ensure the name will still be available upon filing.
2. 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.
3. Choose whether your company will be treated as a partnership, a corporation, or disregarded as an entity separate from its member for federal income tax purposes. For more information about these distinctions, visit the [IRS](#) website.
4. Provide the principal address of the limited liability company. If you do not know the address yet, state "not yet determined."
5. All Rhode Island limited liability companies have a perpetual (ongoing) existence until the LLC is formally dissolved with this office. All LLCs are organized to conduct any lawful business unless a more specific purpose or duration is stated in Section 6.
6. State any additional provisions agreed upon by the members that you would like to include in the Articles of Organization. *This is optional.*

7. Check the box to indicate how the limited liability company will be managed. If you check the first box to indicate that the LLC will be managed by its members, **DO NOT** fill out the chart. If you check the second box to indicate that the LLC will be managed by one or more managers, state their names and respective addresses if known. A "Manager" or "Managers" means a person or persons designated by the members of a LLC to manage the limited liability company. A "Member" means a person with an ownership interest in a LLC with the rights and obligations specified in RIGL Chapter [7-16](#).
8. Check "Date received" unless you prefer that the Articles go into effect at a later date than when the form is received in this office. Any later date must be within 90 days of filing.
9. An Authorized Person **MUST** sign and date the form.

How to pay the filing fee:

The filing fee is \$150, 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.



Instructions for Filing (continued)

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[Section 7-16-76](#) of the General Laws of Rhode Island, 1956, as amended

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 desired type of filing and click on "PDF" under "View PDF" to view and print the record

How to maintain your status:

The limited liability company is responsible for filing an annual report each calendar year, excluding the year of organization, between September 1 and November 1. A courtesy reminder will be mailed to the resident agent prior to September 1 of each year. Be sure to follow up with your resident agent concerning filing this report. Failure to file an annual report or maintain a resident agent/office may result in the revocation of the Certificate of Organization pursuant to RIGL [7-16-41](#). An entity that met the requirements of RIGL [7-16-76](#) but no longer satisfies any one of the requirements, shall immediately cease to be a low-profit limited liability company, but by continuing to meet all the other requirements of RIGL [7-16](#), may continue to exist as a limited liability company. The name of the entity must be changed to conform with the provisions of RIGL [7-16-9](#) by filing Articles of Amendment.

Every entity registered with the Rhode Island Department of State - Business Services Division may 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.



State of Rhode Island

Department of State - Business Services Division



Articles of Organization

DOMESTIC L3C Limited Liability Company

→ Filing Fee: \$150.00

STAMP

FOR SECRETARY OF STATE USE ONLY

Pursuant to the provisions of RIGL [7-16-76](#), the following Articles of Organization are adopted for the limited liability company to be organized hereby:



1. The name of the limited liability company is:		
2. The name and address of the initial resident agent/office in Rhode Island is:		
Name		
Street Address (<u>NOT</u> a P.O. Box)		
City/Town	State RHODE ISLAND	Zip Code
3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as (CHECK ONE BOX):		
<input type="checkbox"/> partnership or <input type="checkbox"/> a corporation or <input type="checkbox"/> disregarded as an entity separate from its member		
4. The address of the principal office of the limited liability company if it is determined at the time of organization:		
Street Address		
City/Town	State	Zip Code
5. The limited liability company has the purpose of engaging in any lawful business, subject to the statutory provisions stated herein, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-16 , unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization. No significant purpose of the entity is the production of income or the appreciation of property; provided, however, that the fact that an entity produces significant income or capital appreciation shall not, in the absence of other factors, be conclusive evidence of a significant purpose involving the production of income or the appreciation of property. No purpose of the entity is to accomplish one or more political or legislative purposes within the meaning of Section 170(c)(2)(D) of the Internal Revenue Code of 1986, 26 U.S.C. Section 170(c)(2)(D), or its successor.		

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. Additional provisions, if any, not inconsistent with law, which the member(s) elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purpose(s) or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

Check this box to indicate attachment

7. The Limited Liability Company is to be managed by:

You **MUST** check one box:

Its member(s) (If you have checked this box, skip to Section 8. **DO NOT** fill out the chart below.)

One (1) or more manager(s) (If the limited liability company has manager(s) at the time of the filing of these Articles of Organization, state the name and address of each manager below.)

MANAGER	ADDRESS

8. Date when these Articles of Organization will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Name of Authorized Person	Address		
City/Town	State	Zip Code	
Signature of Authorized Person			Date



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: