

# Instructions L017i

## Articles of Amendment to Application for Registration of Foreign LLC

### ARIZONA CORPORATION COMMISSION

Corporations Division  
1300 West Washington Street  
Phoenix, Arizona 85007  
[www.azcc.gov](http://www.azcc.gov)  
(602) 542-3026



## General Information

### When are amendments required?

Foreign LLCs are required by law to amend their Application for Registration if any statement in the application was false or erroneous when it was made or if any arrangements or facts have changed making the application inaccurate in any respect. See A.R.S. § 29-805(B).

In addition, the foreign LLC is required to provide to the Arizona Corporation Commission copies of any amendments or restatements to its articles of organization within 60 days of the amendment or restatement. See A.R.S. § 29-805(A).

Statutes are available on the Arizona Legislature's website, [www.azleg.gov](http://www.azleg.gov), by following the link for Arizona Revised Statutes. Failure to make a required amendment will subject the foreign LLC to being administratively revoked. See A.R.S. § 29-807.

### What must be filed with the Arizona Corporation Commission?

The foreign LLC should submit Articles of Amendment to Application for Registration. The Arizona Corporation Commission has a form for this, although its use is not required. Forms are available on the A.C.C. website, [www.azcc.gov/Divisions/Corporations](http://www.azcc.gov/Divisions/Corporations).

### What are the requirements for changing the foreign LLC name?

The examiner will determine if the LLC name to be used complies with the statutory requirements, but you can review the name criteria, check for name availability and, if desired, submit a name reservation application by using our website at [www.azcc.gov/divisions/corporations/filings/namingpolicy.asp](http://www.azcc.gov/divisions/corporations/filings/namingpolicy.asp). Reserving the name is not required. Web access is available to the public at our Phoenix and Tucson offices.

The LLC name must satisfy the requirements of A.R.S. § 29-602. The professional LLC name must satisfy the requirements of A.R.S. § 29-845. Statutes are available on the Arizona Legislature's website, [www.azleg.gov](http://www.azleg.gov),

by following the link for Arizona Revised Statutes.

The minimum requirements under Arizona law for the name of a limited liability company are that it:

*shall contain* the words "limited liability company" or "limited company" or the abbreviations "L.L.C.", "L.C.", "LLC", or "LC"

AND

*shall not contain* the words "association", "corporation", "incorporated", or an abbreviation of those words.

If the name contains any of the following words, prior written approval must be obtained from the Arizona Department of Financial Institutions before registration is allowed: Bank; Banker; Banking; Banc; Banco; Banque; Credit Union; Deposit; Savings Association; Building Association; Savings and Loan Association; Building and Loan Association; Savings Bank; Thrift; Trust; or Trust Company. See A.R.S. §§ 29-602, 29-804.

A *professional limited liability company* name shall not conflict with any of the above, and *shall contain* the words "professional limited liability company" or one of the following abbreviations: "P.L.L.C.", "P.L.C.", "PLLC", or "PLC", in upper or lower case letters.

*Fictitious name.* If a foreign LLC's name is not available or does not satisfy the LLC name requirements, it may use a fictitious name if it attaches to the Application For Registration a company resolution adopting a fictitious name. See A.R.S. § 29-809.

*Trade name* – if you are the owner of a trade name registered with the Secretary of State's office that is identical to the LLC name you wish to use, you must complete and attach to the Articles of Organization a Trade Name Declaration form M003. Forms are available on our website at <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

**Is publication required?** No.

**Filing fee.** The filing fee is \$25.00. For expedited processing (read the next paragraph), add \$35.00 to the filing fee. All fees are nonrefundable. See A.R.S. § 29-851.

**Processing time.** Processing times are posted on our website each Monday at [www.azcc.gov/Divisions/Corporations](http://www.azcc.gov/Divisions/Corporations). For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. See A.R.S. § 29-851. The expedite fee is \$35.00. See Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. The Arizona Corporation Commission does not currently offer same day or next day service.

## Instructions

**Number 1.** List the exact name of the foreign LLC as shown in the records of the Arizona Corporation Commission, including exact spelling, punctuation, and the LLC identifier such as Limited Liability Company or LLC, etc. For name changes, please refer to "What are the requirements for changing the foreign LLC name" under the General Information section above.

**Number 2.** A.C.C. file number – list the foreign LLC's file number given to it by the Arizona Corporation Commission. Find the file number on our website at [www.azcc.gov/Divisions/Corporations](http://www.azcc.gov/Divisions/Corporations).

**Number 3.** If the foreign LLC changed its name in its state or country of formation or organization, check the box next to number 3 and put the exact NEW name in the blank. Please refer to "What are the requirements for changing the foreign LLC name" under the General Information section above. If the new name listed in number 3 will also be used in Arizona, number 4 must also be completed – do not write "see above" in number 4. If the foreign LLC did not change its name in its state or country of formation, do not check the box or fill in that blank.

**Number 4.** If the foreign LLC is changing the name it uses in Arizona, check the box next to number 4 and put

the exact NEW name to be used in Arizona in the blank. The exact name must be provided even if it is the same name as listed in number 3 – do not write “see above.” Please refer to “What are the requirements for changing the foreign LLC name” under the General Information section above.

**Number 5.** Check the box next to number 5 if the foreign LLC has changed from a regular LLC to a professional one or vice versa, or if this information was erroneous on the original application for registration. Then check the applicable box under number 5 indicating the specific change in entity type. Note – if the LLC is changing to a professional LLC, number 6 must also be completed.

**Number 6.** If the professional foreign LLC is changing the type of professional services it renders, or if the foreign LLC is changing to be a professional LLC as indicated in number 5, check the box next to number 6, then give a brief description of the NEW type of professional services in the blank (for example: law firm, medical, accounting).

**Number 7.** Check the box next to number 7 if the foreign LLC changed its domicile, for example, if the LLC changed from being a Delaware LLC to a Texas LLC. Provide the NEW domicile state or country in the blank.

**Number 8.** Check the box next to number 8 if the foreign LLC is changing its purpose or character of business, then provide a brief description of the NEW purpose or character of business.

**Number 9.** Check the box next to number 9 if a change is being made with respect to one or more members. The Amendment Attachment For Members form L044 must be also be completed and attached. If the box beside number 9 is checked and the document is submitted without the attachment, the Articles of Amendment will be rejected.

**Number 10.** Check the box next to number 10 if a change is being made with respect to one or more managers. The Amendment Attachment For Managers form L043 must be also be completed and attached. If the box beside number 10 is checked and the document is submitted without the

attachment, the Articles of Amendment will be rejected.

**Number 11.** Check the box next to number 11 if you are changing the management structure of the foreign LLC, for example, a member-managed LLC is becoming a manager-managed LLC, or vice versa. Then check the appropriate box under number 11 to indicate the specific change. Any change in management structure will require an attachment – either the Manager Structure Attachment or the Member Structure Attachment. If the appropriate attachment is not submitted with the Articles of Amendment, the amendment will be rejected.

**Number 12.** If the principal office address (the address in the foreign LLC’s state of formation) is being changed, check the box next to number 12 and provide the complete NEW address.

**Number 13.** If you are changing the Arizona known place of business address, check the box next to number 13 and complete number 13.1 and, if applicable, 13.2.

**Number 14.** If a NEW statutory agent is being appointed, check the box next to number 14 and complete 14.1. Number 14.2 is optional. A Statutory Agent Acceptance form M002 will be required (number 14.3) and should be submitted at the same time as the Articles of Amendment form.

**Number 15.** If you are not appointing a new statutory agent but you are changing the existing agent’s address, check the box next to number 15 and complete 15.1 and/or 15.2.

**Number 16.** If the change the foreign LLC is making is not covered by any of the check boxes on the A.C.C.’s Articles of Amendment form, you must check the box beside number 16 and attach to the Articles of Amendment form a copy of the foreign LLC’s written amendment.

## *Signature and Verification*

If the LLC is manager-managed, a manager may sign the Articles of Amendment to Application for Registration. Please note – there is no such thing as a “managing member” in the LLC statutes – the person is either a manager or not.

If the LLC is member-managed, any member can sign the Articles of Amendment to Application for Registration. Please note – there is no such thing as a “managing member” in the LLC statutes – the person is simply a member of a member-managed LLC.

The Articles of Amendment to Application for Registration may also be signed by any authorized agent of the foreign LLC. An “authorized agent” is any person given permission by the foreign LLC to sign or act on its behalf.

The document is submitted under penalty of perjury, and the “I accept” box must be checked.

Sign on the line underneath the “I accept” box. Print the name of the individual next to the signature. If completing the form online, type in the name in both fields. Fill in the date. Check the appropriate box underneath the signature line to indicate whether the person signing is a manager of a manager-managed LLC or a member of a member-managed LLC, or a duly authorized agent. If the member or manager signing the document is an entity, fill in the entity name underneath the appropriate check box.

## *Submit the document*

**Cover Sheet.** All documents must be submitted with a Cover Sheet. Forms are available on our website at this link: <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

### **What to submit:**

1. Cover Sheet
2. Articles of Amendment to Application for Registration
3. Attachment for change in members, if applicable
4. Attachment for change in managers, if applicable
5. Attachment for change in management structure, if applicable
6. Attachment for the LLC’s own amendment form, if applicable
7. Statutory Agent Acceptance
8. Payment.

**By Mail.** Mail the completed paper document, cover sheet, and payment (see below for payment information) to:  
Arizona Corporation Commission  
Corporations Division  
1300 W. Washington St.  
Phoenix, Arizona 85007

**In Person.** Deliver the completed document, cover sheet, and payment (see below for payment information) to:

Arizona Corporation Commission  
Corporations Division  
1300 W. Washington St.  
Phoenix, Arizona 85007

## *Payment Methods*

**Credit card.** If submitting the document in person, payment by credit card is acceptable. Credit cards cannot be used if submitting by mail. The Arizona Corporation Commission accepts only Visa, MasterCard, or American Express.

**Check.** If submitting the document by mail or in person, payment by check is acceptable. Checks must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. Checks that do not have an imprinted or preprinted name and address of the account holder and an imprinted or preprinted check number will not be accepted. Handwritten or stamped names, addresses, or check numbers will not be accepted. For example, we will not accept temporary checks, such as those from a new account. We will accept checks drawn on non-U.S. banks as long as the check states that the funds are payable in U.S. dollars.

**Money order.** If submitting the document by mail or in person, payment by money order is acceptable.

**Cash.** If submitting the document in person, cash payments are acceptable. Do not mail cash.

## *Questions*

For questions, contact our Customer Service Call Center at 602-542-3026, or, within Arizona only, 800-345-5819.