



Vermont Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY

of a non-Vermont Limited Liability Company (LLC/PLC/L3C) seeking to do business in the state of Vermont

Business ID: _____

PLEASE RETURN ACKNOWLEDGEMENT TO: (**REQUIRED** - NAME AND ADDRESS)

NAME: _____

ADDRESS: _____

Processed by: _____
FOR OFFICE USE ONLY

PLEASE REVIEW INSTRUCTIONS PAGE BEFORE BEGINNING

- 1. BUSINESS NAME:** *REQUIRED – MUST INCLUDE AN LLC IDENTIFIER, OR ADD FOR USE IN VERMONT, SUCH AS “LLC,” “LC,” “PLC,” “PLLC,” or “L3C.”*
PLEASE SEE INSTRUCTIONS PAGE FOR COMPLETE LIST OF LLC IDENTIFIERS.

2. BUSINESS INFORMATION

- a. DOMESTIC STATE:** *REQUIRED - US STATE or NON-US COUNTRY.* _____
REQUIRED - MUST ATTACH A CERTIFICATE OF GOOD STANDING (OR EQUIVALENT), AUTHENTICATED BY THE SECRETARY OF STATE or OTHER OFFICIAL HAVING CUSTODY OF BUSINESS RECORDS IN THE STATE OR COUNTRY UNDER WHOSE LAW THIS LLC IS ORGANIZED, DATED NO EARLIER THAN 90 DAYS PRIOR TO FILING OF THE APPLICATION.
- b. FISCAL YEAR END MONTH:** *OPTIONAL* _____
- IF NO ENTRY MADE – DECEMBER (12) WILL BE ENTERED AS THE FISCAL YEAR END.
- ANNUAL REPORTS ARE DUE EACH YEAR WITHIN THE FIRST 3 MONTHS FOLLOWING THE FISCAL YEAR END ON RECORD WITH SECRETARY OF STATE.
- c. BUSINESS DISCRIPTION:** *REQUIRED - [NAICS CODE](#) (PREFERRED) OR BRIEF STATEMENT OF PRIMARY SERVICE(S) TO BE PROVIDED BY THIS COMPANY*
DESCRIPTION: _____
- d. BUSINESS E-MAIL ADDRESS:** *OPTIONAL* _____

3. DESIGNATED OFFICE *REQUIRED.*

- a. Physical Street Address:** *NO PO BOX* _____
City/Town: _____ State/Province: _____
Country: _____ ZIP/Postal Code: _____ - _____
- b. Mailing Address:** _____
City/Town: _____ State/Province: _____
Country: _____ ZIP/Postal Code: _____ - _____

4. INITIAL REGISTERED AGENT *REQUIRED.*

- a. Agent Name:** _____
- b. Agent Physical Address:** *AGENT’S NORMAL LOCATION DURING REGULAR BUSINESS HOURS.*
Street Address: *NO PO BOX* _____
City/Town: _____ State: **VT** ZIP: _____ - _____
- c. Agent Mailing Address:** _____
City/Town: _____ State: **VT** ZIP: _____ - _____
- d. Agent Email:** _____

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5. PRINCIPAL INFORMATION

a. MANAGEMENT STYLE: OPTIONAL – SELECT ONLY ONE (1) OF THE FOLLOWING.

- ☐ This company is **Member-Managed**.
☐ This company is **Manager-Managed**.

b. PRINCIPALS (MEMBERS OR MANAGERS) OPTIONAL

- a. Principal 1:** _____
Address: _____
City/Town: _____ State/Province: _____
Country: _____ ZIP/Postal Code: _____ - _____
- b. Principal 2:** _____
Address: _____
City/Town: _____ State/Province: _____
Country: _____ ZIP/Postal Code: _____ - _____

CHECK IF APPLICABLE:

- ☐ This company has more than two (2) principals; please see a complete list of additional members or managers attached.

6. EFFECTIVE DATE OF THIS APPLICATION *OPTIONAL* _____

MAY BE POST-DATED UP TO 90 DAYS FROM DATE OF RECEIPT.

CERTIFICATION OF DOCUMENT *REQUIRED – SELECT ONE OF THE FOLLOWING.*

By signing below, I hereby certify, under penalty of law ([11 V.S.A. § 4029](#) & [13 V.S.A. § 2904](#)), as a/the principal or registered agent listed above, that the above information is accurate as of the date of filing; and this form is being provided in duplicate, with a self-addressed stamped envelope, and a check or money order for \$125.00 made payable to "VT SOS".

_____ Printed/Typed Name of Principal	_____ Signature	_____ Title	_____ Date
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SUBMISSION INSTRUCTIONS

- a. This form must be filed in duplicate (1 original + 1 copy –or– 2 originals) with a check or money order, payable to “VT SOS,” in the amount of \$125.00, and a self-addressed stamped envelope.
- b. This form can **ONLY** be accepted by Mail or In-person at:

**Vermont Secretary of State
Corporations 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 www.vtsosonline.com, and for evidence of filing to be returned.

THIS FILING IS NOW AVAILABLE ONLINE

- This form CANNOT be accepted by Phone, Fax, or E-mail; however, this filing is now available online:
 - If you wish to submit this filing electronically, **DO NOT** fill out this form, please file online at <https://www.vtsosonline.com/online/Account?referrer=BF>.
- Payment for this form also CANNOT be accepted by credit card or e-check (ACH); however, payment by credit card or e-check (ACH) is available by filing online:
 - If you wish to submit payment by credit card or e-check (ACH), **DO NOT** use this form, please file online at: <https://www.vtsosonline.com/online/Account?referrer=BF>
- Online filing normally takes 1 business day or less.

FORM INSTRUCTIONS

PLEASE RETURN ACKNOWLEDGEMENT TO – **REQUIRED**: Must provide the name and address that the Vermont Secretary of State should return this application to following processing.

Line 1a. BUSINESS NAME IN DOMESTIC STATE – REQUIRED:

- a. The business name must include, or add for use in Vermont the one of the following:
 1. LLCs: either “LLC,” “LC,” “Ltd Co,” “Limited Liability Company,” or “Limited Company.”
 2. Professional LLCs: either “PLC,” “PLLC,” “Professional LLC,” “Professional LC,” “Professional Ltd Co,” “Professional Limited Liability Company,” or “Professional Limited Company.”
 3. Low-Profit LLC: the abbreviation “L3C.”
- b. The business name must be *Distinguishable in the Records* of the Vermont Secretary of State.

Line 2a. DOMESTIC STATE – REQUIRED:

- a. The domestic state is the jurisdiction (i.e. the US state, commonwealth, or non-US country) under whose laws this company is organized.
- b. Must attached a Certificate of Good Standing (or equivalent instrument) from the Secretary of State (or equivalent) of the domestic state.

Line 2b. FISCAL YEAR END – OPTIONAL:

- If no entry made – December (12) will be entered as the fiscal year end.
- Annual reports are due each year within the first 3 months following the fiscal year end on record with secretary of state.

Line 2c. BUSINESS DISRIPTION – REQUIRED: [NAICS Code](#) (preferred) or brief statement of primary service(s) to be provided by this company.

Line 3. DESIGNATED OFFICE– REQUIRED: The address where the company, domestic or foreign LLC/PLC/L3C, is located — or — location where business files are primarily kept – Not required to be in Vermont.

Line 4. INITIAL REGISTERED AGENT – REQUIRED:

An LLC/PLC/L3C must designate (and continuously maintain) an agent with a physical address in the state of Vermont.

- a. **Agent’s Name:**
 - (1) The agent **MUST** be an individual person, an LLC, or a Corporation with an **ACTIVE** registration to do business in Vermont with the Vermont Secretary of State.
 - (2) The agent **MUST** have a physical address in the state of Vermont.
 - (3) The agent **MAY** be any principal (member or manager) of the LLC.
 - (4) The LLC itself **MAY NOT** be its own agent.
- b. **Agent Physical Address:**
 - (1) Physical location at which at which the Registered Agent is normally found during regular business hours.
 - (2) **MUST** be an address in Vermont.

Line 5a. MANAGEMENT STYLE – OPTIONAL:

- a. “Member” means an owner of, (or partner in), the company; the LLC equivalent of corporation shareholders.
- b. “Manager” means a person appointed by the member(s) to run the day-to-day operations of the company under [11 VSA § 4054\(c\)](#). Managers are the LLC equivalent of corporation directors.
- c. “Member-managed” is a company in which one or more of the members (owners) manage the company.
- d. “Manager-managed” is a company in which one or more managers are appointed by the members to manage the company.

Line 5b. CURRENT PRINCIPALS (the members or managers)-OPTIONAL:

- a. The Member(s) of a Member-managed Company are the owner(s) of the LLC. Members are equivalent to the shareholders of a corporation.
- b. The Manager(s) of a Manager-managed Company are person(s) appointed by the LLC member(s) to run the day to day operations of the LLC – Managers are the equivalent of the directors of a corporation – one or more of the members may be appointed as managers.

Line 6. Effective Date – OPTIONAL:

- The effective date of this document may be postdated up to 90 FOLOWING the date of receipt by this office.
- If the effective date is prior to the date of receipt by this office – the effective date will be the date of receipt.
- If the effective date is more than 90 days following the date of receipt, this document will be rejected.

CERTIFICATION OF DOCUMENT – REQUIRED: This form must be signed by a principal or registered agent listed on this form.

For Questions, please see our website at www.sec.state.vt.us

or

contact us at: corps@sec.state.vt.us

or by phone at (802) 828-2386