
ENTITY CHECKLIST

Basic requirements for all entity documents:

- ✓ Complete, clear, and legible with all exhibits and amendments
- ✓ Properly dated and wet signed*, or electronically signed per e-signature requirements by ALL members/shareholders/partners of the company identified by their name and title
- ✓ Names on the documents must match their legal identification; else, provide a letter of explanation addressing the name discrepancy and an executed & notarized Signature Affidavit (at closing is acceptable)

For all entities / companies regardless of type (LLC, Inc., or Partnerships):

1. All companies must be domestic, U.S. registered companies; foreign companies are not permitted
2. An IRS issued Letter with the Employer tax Identification Number (EIN) [reviewed by UW]
3. Stamped Articles or Certificate of Formation / Organization with all amendments as applicable
4. Signed and dated Operating Agreement for limited liability companies (LLC) and partnerships; or Bylaws for corporation (Inc.), with all exhibits and amendments as applicable, which clearly provides:
 - a. Authorization to borrower, mortgage, and pledge security; and
 - b. Designates signer on behalf of and to bind the company
5. Certificate of Good Standing or Entity Status Report by the Secretary of State from the state in which the entity was formed within the last 90 days confirming entity is authorized to do business, and is not dissolved, revoked, suspended, terminated, etcetera
 - a. Certificate of Foreign Qualification / Entity Registration within the last 90 days if entity is formed in a state other than where the mortgaged property is located
 - i. If registration is not available, then copy of complete signed application with proof of payment
6. If required by the Operating Agreement or Bylaws, Unanimous Member Consent or Board Resolution, signed by all members/shareholders/partners with their name & titles, authorizing the mortgage loan transaction and identifying authorized signer(s) on behalf of the company or Entity Consent
7. Any person with 20% or more interest in the company must
 - a. complete a loan application; and
 - b. be a personal guarantor
8. Only one nested entity is allowed with all the above required documents for the nested company or trust; multiple nested entities are not permitted (e.g., one LLC owned by another LLC is permitted provided that the owning LLC is then owned by an individual).

Additional requirements for LLCs:

- ✓ Single purpose LLC only; No series LLCs; No non-profit companies
- ✓ For multi-member LLC, Operating Agreement or exhibit specifies name and ownership interest of each member
- ✓ For manager-managed LLC, Operating Agreement specifies names of authorized manager(s) and their authority
- ✓ Provide all Membership Certificates, if issued by LLC

Additional requirements for Inc.:

- ✓ *Bylaws do not need to be signed but must be adopted by the corporation
- ✓ Stock Certificate(s) for all outstanding shares (as listed on the Articles of Formation) issued by the corporation to every shareholder
- ✓ If Stock Certificates are lost or unavailable, a notarized Affidavit of Lost Stock Certificate and Stock Ledger accounting for all outstanding shares issued by the corporation.

Note: Questions or escalation for entities reviews should be sent to paralegalteam@citadel.com