322C.0201 FORMATION OF LIMITED LIABILITY COMPANY; ARTICLES OF ORGANIZATION.

Subdivision 1. **Organizers.** One or more persons may act as organizers to form a limited liability company by signing and filing with the secretary of state articles of organization.

Subd. 2. **Required contents of articles of organization.** Articles of organization must state:

(1) the name of the limited liability company, which must comply with section 322C.0108;

(2) the street address of the initial registered office and, if the limited liability company has an agent for the service of process, the name of the agent for service of process of the company at the registered office; and

(3) the name and street address of each organizer.

Subd. 3. **Optional contents of articles of organization.** Subject to section 322C.0112, subdivision 3, articles of organization may also contain statements as to matters other than those required by subdivision 2. However, a statement in articles of organization is not effective as a statement of authority.

Subd. 4. **Formation.** (a) A limited liability company is formed when articles of organization have been filed with the secretary of state accompanied by a payment of $135.

(b) Except in a proceeding by this state to dissolve a limited liability company, the filing of the articles of organization by the secretary of state is conclusive proof that the organizer satisfied all conditions to the formation of a limited liability company.

(c) The formation of a limited liability company does not by itself cause any person to become a member. However, this chapter does not preclude an agreement, made before or after formation of a limited liability company, which provides that one or more persons will become members, or acknowledging that one or more persons became members, upon or otherwise in connection with the formation of the limited liability company.

History: *2014 c 157 art 1 s 18; 2015 c 39 s 30; 2016 c 135 art 4 s 16*