COMPLETE, PRINT, SIGN AND MAIL (If paying with credit card, complete Credit Card Payment Authorization)

NORTH DAKOTA PROFESSIONAL LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION

SECRETARY OF STATE
SFN 60525 (07-2015)

ID Number	
Work Order Number	
Filed	By

FILING FEE: $135.00

ATTACHMENT: Articles of Organization must be accompanied by a certificate from the regulating board of the profession involved certifying that each of the governors and members are licensed to practice the profession. **For Architecture and Landscape Architecture PLLCs Only:** If there are one or more lawful minority owners, you must also provide a certificate from the professional limited liability company identifying the minority owners and the express law authorizing minority ownership.

TYPE OR PRINT LEGIBLY. SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION.

I (We), the undersigned natural person(s) of the age of eighteen years or more, acting as organizer(s), adopt the following Articles of Organization according to North Dakota Century Code Chapter 10-31.

Article 1A. Name of Professional Limited Liability Company (name MUST include "professional limited liability company", "limited liability company", "P.L.C.", "PLC", "P.L.L.C.", "PLLC", "L.L.C.", or "LLC")

Article 1B. Address of Principal Executive Office (Street/Rural Route, City, State, ZIP+4). **Street address MUST be provided; may not be only a post office box.**

Article 2A. Name of **Commercial** Registered Agent in North Dakota

OR

Article 2B. Name of **Noncommercial** Registered Agent in North Dakota

Article 2C. Address of **Noncommercial** Registered Agent in North Dakota (Street/RR, PO Box, City, State, ZIP+4) **Street address MUST be provided; may not be only a post office box.**

Article 3. The Professional Limited Liability Company Shall be Effective: (check one)

☐ When Filed with the Secretary of State ☐ Later on (month, day, year): _____

Article 4. The Existence of the Professional Limited Liability Company Shall be Perpetual (Indefinite), **OR**

Article 5. Profession to be Practiced through the Professional Limited Liability Company

Article 6. Other Provisions Elected for Inclusion

Article 7. Name and Address of Each Original Member. Indicate Whether Each Original Member is a Member Who Will Practice the Profession (Licensed Professional) or a Lawful Minority Member (Minority Member). **Minority Members May Only be Listed for Architecture and Landscape Architecture PLLCs.**

Name	Licensed Professional	Minority Member	COMPLETE MAILING ADDRESS Street/Rural Route	Post Office Box	City	State	ZIP+4
	☐	☐					
	☐	☐					
	☐	☐					

Article 8. Name and Address of Each Organizer

Name	COMPLETE MAILING ADDRESS Street/Rural Route	Post Office Box	City	State	ZIP+4

"The above-named organizer(s) have read the foregoing Articles of Organization, know the contents, and believe the statements made therein to be true. I (We) further authorize the Secretary of State to correct Articles 2.A., 2.B., or 2.C. if not correctly reflected. I (We) understand that if I (we) make a false statement in this document, I (we) may be subject to criminal penalties."

Signature	Date
Signature	Date
Signature	Date

Name of Person to Contact About This Document	Email Address	Daytime Telephone Number and Extension, if any

NORTH DAKOTA PROFESSIONAL LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION

North Dakota Century Code Chapter 10-31 allows the formation of a professional limited liability company (PLLC). A PLLC is established when Articles of Organization are filed with the Secretary of State or at a later date as specified in the Articles of Organization.

FILING FEES: $135.00. If the PLLC selects a name that is the same as, or deceptively similar to, the name of another organization registered with the Secretary of State, an additional $10 is required for filing each Consent to Use Business Name that may be required. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, MasterCard, or Discover.)

ATTACHMENT: A professional LLC must support the Articles of Organization with a certificate from the regulating board of the profession involved certifying that each of the members are licensed to practice the profession. A copy of an individual's professional license is not acceptable. **For Architecture and Landscape Architecture PLLCs Only:** If there are one or more lawful minority owners, you must also provide a certificate from the professional limited liability company identifying the minority owners and the express law authorizing minority ownership.

The sentence immediately above Article 1 is declaring the organizers as being eighteen years of age and governance under North Dakota Century Code Chapter 10-31.

The following article numbers correspond to the numbered sections on the form:

ARTICLE 1A. Provide the PLLC name. The name must be expressed in characters or letters in the English language as those characters or letters appear in the American Standard Code of Information Interchange (ASCII) table. The name must include the words "professional limited liability company", "limited liability company", or the abbreviation "P.L.C.", "PLC", "P.L.L.C.", "PLLC", "L.L.C.", OR "LLC".

The name may not be the same as, or deceptively similar to, any other corporate name, limited liability company name, trade name, limited partnership name, limited liability limited partnership name, or a name that is in any manner reserved with the Secretary of State.

The name may not include such words as "bank," "banker," "banking," "trust," or "trust company," or any other word or words of like import unless the Articles of Organization are supported by a written approval for the use from the Department of Financial Institutions. These words are preserved by North Dakota law for use by the Bank of North Dakota, state and national banks, and trust companies. Contact information: ND Department of Financial Institutions
2000 Schafer St Ste G
Bismarck, ND 58501-1204
Phone: (701) 328-9933
Email: dfi@nd.gov

Filing of the Articles of Organization with the Secretary of State provides protection of the PLLC name in North Dakota. However, if a mark is registered with the Patent and Trademark Office in Washington, D.C., the federal registration may supersede the protection afforded by state law.

ARTICLE 1B. Provide the complete address of the principal executive office. The address cannot be only a post office box.

ARTICLE 2. A PLLC must continuously maintain a commercial ***or*** noncommercial registered agent and address in North Dakota. A PLLC cannot serve itself as its registered agent.

A commercial registered agent must be registered as a commercial registered agent with the North Dakota Secretary of State. The appointed agent can verify its status as a commercial registered agent from its acknowledged filing and from the list of commercial registered agents maintained on the Secretary of State's website at sos.nd.gov.

A noncommercial registered agent may be one of the following:
a) An individual residing in North Dakota,
b) A domestic or foreign corporation, or
c) A domestic or foreign limited liability company.

A corporation or limited liability company appointed as a noncommercial registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation or limited liability company is named as a noncommercial registered agent, provide the "correct" name of the organization.

Seek the approval of the party before naming the party as the commercial or noncommercial registered agent. Proof of the approval is not required to be filed with the Secretary of State. Failure to seek consent from the party named as agent may result in involuntary dissolution of the PLLC.

ARTICLE 2A. If a commercial registered agent is being appointed, provide the correct name as registered with the North Dakota Secretary of State. If the name in Article 2A is not the same as registered by the commercial registered agent, the name will be corrected by the Secretary of State when the document is reviewed.

OR

ARTICLE 2B. If a noncommercial registered agent is being appointed, provide the correct name. If another corporation or limited liability company is appointed as registered agent and the name of that organization in Article 2B is not the same as registered, the name will be corrected by the Secretary of State when the document is reviewed.

ARTICLE 2C. If a noncommercial registered agent is being appointed, provide the complete address which may not be only a post office box. **Leave this line blank if a commercial registered agent is appointed.** If a commercial registered agent is named in Article 2A and an address is provided in Article 2C, the address will be removed by the Secretary of State.

NORTH DAKOTA PROFESSIONAL LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION (continued)

ARTICLE 3. Check the box for the desired effective date. Articles of Organization may be effective at the time the certificate of organization is issued by the Secretary of State or within 90 days after the certificate is issued. If a later date is specified, include the month, day, and year. If neither box is checked, the Articles of Organization will be effective when the Secretary of State issues the certificate of organization.

ARTICLE 4. No addition is required to this section if the PLLC is intended to exist perpetually or indefinitely. If a specific record of existence is desired, provide the number of years of intended existence, or a specific date on which termination is to occur. If a specific termination date or period is specified, an amendment is required to the Articles of Organization if the PLLC wishes to continue its existence beyond that date.

ARTICLE 5. Provide the profession to be practiced by the PLLC. A professional LLC may render only one specific type of professional service, and any services ancillary thereto, except as otherwise provided in N.D.C.C. Section 10-31-06.

ARTICLE 6. Provide any articles not otherwise included on this form. State "None" if the PLLC does not include any optional provisions.

ARTICLE 7. Provide the names and residence addresses of the members. Mark the appropriate checkbox for licensed professional or minority member. **Minority members may only be listed for architecture and landscape architecture PLLCs.** If adequate space is not provided, attach a sheet listing additional members and their designation.

ARTICLE 8. Provide the names and complete mailing addresses of the organizers. If there are more than 3 organizers, attach a list of additional organizers, including their addresses and signatures. Only one organizer is required, and more may be named. Organizers must be individuals and must be at least eighteen years of age. All organizers named must sign the Articles of Organization.

At the bottom of the form, list the name, email address, and daytime telephone number of a contact person if this office has any questions or needs additional information to file the Articles of Organization. The email address is not disclosed to the public; this information is privatized in accordance with N.D.C.C. Section 44-04-18.21.

ASSISTANCE: If assistance is required to complete the Articles of Organization, call 701-328-2904.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send Articles of Organization and payment to:

Business Registration Unit
Secretary of State
State of North Dakota
600 East Boulevard Avenue Department 108
Bismarck ND 58505-0500

Telephone: 701-328-2904 Toll Free: 800-352-0867 (extension 328-2904) Fax: 701-328-2992 Website: sos.nd.gov

ANNUAL REPORT: An annual report is required of a professional LLC on November 15th in the year after that in which the Articles of Organization are effective. The registered agent will be notified when the required reporting form is available.

CREDIT CARD PAYMENT AUTHORIZATION

SECRETARY OF STATE
SFN 51478 (04-2014)
(All items required to complete transaction)

Amount Authorized			
Name			Telephone Number
Address	City	State	ZIP Code
☐ VISA ☐ MasterCard ☐ Discover			Signature (Required by Credit Card Companies)
Account Number	CSC Number *	Card Expires Month Year	Date

* (CSC is the three-digit security code on the back of your card by the signature)