

SUBCHAPTER B
FORMATION AND FILINGS

Sec.

- 8821. Formation of limited liability company and certificate of organization.
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- 8823. Signing of filed documents.
- 8824. Liability of member, manager or other person for false or missing information in filed document.
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§ 8821. Formation of limited liability company and certificate of organization.

(a) Formation.--One or more associations or individuals 18 years of age or older may act as organizers to form a limited liability company by delivering to the department for filing a certificate of organization.

(b) Required contents of certificate.--A certificate of organization must state:

(1) the name of the limited liability company, which must comply with Subchapter A of Chapter 2 (relating to names); and

(2) subject to section 109 (relating to name of commercial registered office provider in lieu of registered address), the address, including street and number, if any, of the company's registered office.

(c) Optional contents of certificate.--A certificate of organization may contain statements as to matters other than those required by subsection (b), but may not vary or otherwise affect the provisions specified under section 8815(c) and (d) (relating to contents of operating agreement) in a manner inconsistent with that section.

(d) Substitute certificate of authority.--A statement in a certificate of organization with respect to a matter described in section 8832(a)(2) or (3) (relating to certificate of authority) is effective as a certificate of authority and the statement is subject to the provisions of section 8832 in the same manner as a certificate of authority.

(e) Effect of certificate of organization.--A provision of the certificate of organization shall be deemed to be a provision of the operating agreement for purposes of any provision of this title that refers to a rule as set forth in the operating agreement.

(f) Time of formation.--A limited liability company is formed when its certificate of organization becomes effective.

(g) Cross references.--See:

Section 134 (relating to docketing statement).

Section 135 (relating to requirements to be met by filed documents).

Section 136(c) (relating to processing of documents by Department of State).

Section 8818(d)(1) (relating to characteristics of limited liability company).

Section 8823 (relating to signing of filed documents).

Section 8893(a) (relating to benefit company status).

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2022 Amendment. Act 122 amended subsecs. (a) and (g).

Cross References. Section 8821 is referred to in sections 8812, 8893 of this title.