THE STATE of ALASKA
Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing

Corporations Section
State Office Building, 333 Willoughby Avenue, 9th Floor
PO Box 110806, Juneau, AK 99811-0806
Phone: (907) 465-2550 ★ *Fax:* (907) 465-2974
Email: corporations@alaska.gov
Website: http://commerce.alaska.gov/cbpl/corp

STATEMENT OF DOMESTICATION

These instructions and the attached form 08-595 are specifically for

A Foreign (non-Alaskan) Limited Liability Company without an AK Entity Number Domesticating to a Domestic (Alaskan) Limited Liability Company

Under the Alaska Entity Transactions Act AS 10.55.501 - AS 10.55.506 and AS 10.50.075

☐ **$275.00 filing fee.**

- **$ 25.00 Statement of Domestication (non-refundable)**
- **$250.00 Articles of Organization (non-refundable)**

INSTRUCTIONS FOR STATEMENT OF DOMESTICATION *(Please retain for your records):*

WHAT IS A DOMESTICATION?
Domestication (moving from a different jurisdiction or home state to a new jurisdiction or home state) means a transaction authorized by AS 10.55.501-10.55.506, with the exception of the entities excluded under AS 10.55.110. Under this:

- A foreign (non-Alaskan) limited liability company may become a domestic (Alaskan) limited liability company in this state if the domestication is authorized by the law of the foreign entity's jurisdiction of organization.

NOTICE: The Statement of Domestication must be filed in conjunction with Articles of Organization (attached to this form) for a domestic (Alaskan) Limited Liability Company and the applicable $250.00 fee (which is already included in the above stated filing fees).

ITEM 1: Provide the domesticating (moving from) foreign (non-Alaskan) limited liability company name (which is moving from a different jurisdiction to Alaska), the jurisdiction (the home state from which the limited liability company is leaving). (Note: the entity type in Item #1 must match the entity type in Item #2.)

ITEM 2: Provide the domesticated (moving to) domestic (Alaskan) limited liability company name (which continues in existence after the domestication). (Note: the entity type in Item #2 must match the entity type in Item #1.)

- The name of the limited liability company must contain the words "limited liability company" or the abbreviation "L.L.C.," or "LLC". The word "limited" may be abbreviated as "Ltd.," and the word "company" may be abbreviated as "Co."
- The name of a city, borough, or village may be used in a limited liability company name; however, the name may not contain the word "city," "borough," or "village" or otherwise imply that the company is a municipality.
- A company name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska go to the above website, click License Search, and select Search Corporations Database.

- **NOTE:** the name of the limited liability company in Item #2 on the Statement of Domestication must match Article #1 in the Articles of Organization portion of this filing.

ITEM 3: (Optional) The future effective date of domestication, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing. Future effective date (mm/dd/yyyy format).

ITEM 4: This statement is required by statute. Please read through and verify.

ITEM 5: The domesticated (moving to) entity is a domestic (Alaskan) limited liability company; therefore the text of the converted entity's articles of organization must be attached.to this Statement of Domestication. Choose only *one* of the options.

- Complete the attached Articles of Organization portion of this form.

-OR-

- Provide Articles of Organization, which satisfy the requirements of AS 10.50.075 and AS 10.55.505, as an attachment.

ITEM 6: The Statement of Domestication must be signed on behalf of the domesticating (moving from) entity (listed in Item #1 above) in the following manner:

- If the domesticating entity is a corporation, it must be signed by an officer of the corporation.
- If the domesticating entity is not a corporation, it must be signed by the person authorized by the entity.
- If the domesticating entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by the fiduciary.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the business corporation that the individual is representing, and signature of the individual authorized to sign.

NOTE - Signatures:
Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

NOTE: Plan of Domestication –OR- Statement of Domestication
Do not send both together. Submit either the Statement of Domestication **OR** the plan of domestication that is signed on behalf of all entities and contains all the information required to be in the Statement of Domestication and is delivered to the Division for filing after the plan has been adopted and approved by all merging entities. Sending both the plan of domestication and the Statement of Domestication together may cause delays in processing time.

SUBMITTAL: Please submit forms and payment together.

- Mail the Statement of Domestication (form 08-595) and the $275.00 non-refundable filing fee in U.S. dollars to:
  - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
- If faxing the form please include the Credit Card Payment form with the appropriate fees.
- Do not email forms or payment.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

INSTRUCTIONS FOR ARTICLES OF ORGANIZATION:

These instructions are specific for the Articles of Organization which must be attached to the Statement of Domestication (form 08-595).

ARTICLE 1: Name of the Limited Liability Company

Provide the name of the domestic (Alaskan) limited liability company here:

- A limited liability name must contain the words “limited liability company” or the abbreviation “L.L.C.,” or “LLC”. The word “limited” may be abbreviated as “Ltd.,” and the word “company” may be abbreviated as “Co.”
- The name of a city, borough, or village may be used in a limited liability company name; however, the name may not contain the word “city,” “borough,” or “village” or otherwise imply that the company is a municipality.
- A name must be distinguishable upon the record. To search the availability of the legal name of the corporation in the State of Alaska go to the above website, click License Search, and select Search Corporations Database.
- **NOTE:** the name of the limited liability company in Article #1 on the Articles of Organization must match the name in Item #2 on the Statement of Domestication portion of this filing.

ARTICLE 2: Disclosure of Corporate Purposes

- The purpose describes activities of the corporation at the time of filing and may include “any lawful.”
- In addition to purpose, also include the NAICS code where indicated. NAICS code may not conflict with the purpose listed. For a complete list of NAICS codes go to the above website and select NAICS Codes.

ARTICLE 3: Registered Agent

Per Alaska Statues a limited liability company shall (must) continuously (without interruption) maintain in this state (Alaska only) a registered agent and a registered office.

- The registered agent of this domestic limited liability company must be an individual who is a resident of Alaska, or a corporation (excluding LLC, LP and LLP) registered and in good standing with this office.
- The registered agent is statutorily responsible for receiving and forwarding processes, notices, or demands to the last known address of the business corporation.
- A limited liability company may not act as its own registered agent.
- A physical address and a mailing address in the State of Alaska must be given.

For more information go to the above website and select Registered Agents FAQs.

ARTICLE 4: Management

An LLC may be managed by members, or managed by managers.

- If the LLC is managed by members, there will be no managers and at least one member.
- If the LLC is managed by managers, there must be at least one member and one manager; additionally the managers have sole decision making power within the LLC.

For additional information see AS 10.50 Limited Liability Company Act.

ARTICLE 5: Optional Provisions

- Attach additional pages for continuation of optional provisions and/or additional articles as authorized in the statutes.
- Please indicate which article you are continuing and/or insert any desired additional provisions authorized by Alaska Statutes.

- Additional articles should be a continuation of the numbering as it appears on these Articles of Organization.

ADDRESS: (Optional) Principal Office Address of the Limited Liability Company (wherever located).

SIGNATURES:
Per AS 10.55.405(d) the Articles of Organization filed with the Statement of Domestication (form 08-595) does not need to be signed; the Statement of Domestication portion of this filing must be signed.

NOTE - Operating Agreement: An operating agreement is not required to be filed with this office; operating agreements are to be maintained by the entity. If you include your operating agreement, it will be returned without being filed for record.

NOTE - INITIAL REPORT:

- To avoid non-compliance with this division: after these filings have been filed for record and the entity has been issued its certificates and an Alaska Entity Number, visit the Corporations website at the above website and file the Initial Report for this entity.
- The Initial Report identifies the officials who have authority on behalf of this entity and can be filed online for immediate posting.
- Note: other agencies and businesses, based on the entity's business needs or their own, watch this division's website for this information.

ADDITIONAL RESOURCES:

Professional Licensing Section:
For information regarding what professions require a professional license, statutes, how to obtain a professional license, and/or the expiration date if you already have a professional license, visit the Professional Licensing website at *http://commerce.alaska.gov/cbpl/pl*.

NOTICE: if a professional license is owned by an entity and there is a change in the entity then the professional license may be impacted. Contact the appropriate professional licensing examiner.

Business Licensing Section:
For the privilege of engaging in a business in the State of Alaska, a business license is required for a new entity. For information regarding business licenses, statutes, and how to obtain a business license, visit the Business Licensing website at *http://commerce.alaska.gov/cbpl/bl*.

NOTE: a change in the ownership of a business license requires a new business license.

Alaska Corporate Net Income Tax:
Every corporation earning gross income from sources within the state, except for those corporations that are specifically exempted, must file a corporation net income tax return. Contact the Alaska Department of Revenue, Tax Division, PO Box 110420, Juneau, Alaska, 99811-0420, telephone number (907) 465-2320 for more information.

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STATEMENT OF DOMESTICATION

Specifically for

A Foreign (non-Alaskan) Limited Liability Company without an AK Entity Number Domesticating to a Domestic (Alaskan) Limited Liability Company

Under the Alaska Entity Transactions Act AS 10.55.505

☐ **$275.00 filing fee.**

- **$ 25.00 Statement of Domestication (non-refundable)** ($25 Corp Fee)
- **$250.00 Articles of Organization (non-refundable)** ($250 Corp Fee)

NOTICE: The Articles of Organization must be submitted as an attachment.

Pursuant to the provisions of Alaska Statutes 10.55.505, excluding entities stated in AS 10.55.110,a foreign (non-Alaskan) limited liability company may domesticate (move from one jurisdiction to a different jurisdiction) and become a domestic (Alaska) limited liability company of the same entity type by submitting the following statement.

ITEM 1: Name of the domesticating (moving from) foreign (non-Alaskan) limited liability company:

Foreign (non-Alaskan) State of Domicile or Jurisdiction (moving from):	Type of Entity:
	Limited Liability Company

ITEM 2: Name of the domesticated (moving to) domestic (Alaskan) limited liability company must contain the words “limited liability company” or the abbreviation of “L.L.C” or “LLC.” The word “limited” may be abbreviated as “Ltd.” and the word “company” may be abbreviated as “Co.” (Note: the name of the limited liability company in Item #2 on the Statement of Domestication must match the name in Article #1 on the Articles of Organization attached to this filing.):

State of Domicile or Jurisdiction (moving to):	Type of Entity:
Alaska	**Limited Liability Company**

ITEM 3: (Optional) The future effective date of domestication, if different from date of filing, must be a specific future date and cannot exceed 90 days from date of filing. Future effective date (mm/dd/yyyy format): ___/___/_____.

ITEM 4: The domestication has been approved by the domesticating (moving from) foreign (non-Alaskan) limited liability company (listed in Item #1 above) in accordance with the laws of its jurisdiction of organization.

ITEM 5: The domesticated (moving to) domestic (Alaskan) entity's articles of organization for a domestic limited liability company must be attached to this Statement of Domestication. Choose only *one* of the options below:

☐ Complete the attached Articles of Organization portion of this form.

-OR-

☐ Provide Articles of Organization, which satisfy the requirements of AS 10.50.075 and AS 10.55.505, as an attachment.

ITEM 6: The Statement of Domestication must be signed on behalf of the domesticating (moving from) entity (listed in Item #1 above) in the following manner:

- If the domesticating entity is a corporation, it must be signed by an officer of the corporation.
- If the domesticating entity is not a corporation, it must be signed by the person authorized by the entity.
- If the domesticating entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, it must be signed by the fiduciary.

Provide the printed name of the signer, the full title/capacity of the authorized signer, the name of the business corporation that the individual is representing, and signature of the individual authorized to sign.

Signature	Printed Name	Title and entity that is represented	Date

NOTE - Signatures:
Per AS 10.55.609, persons who sign documents to be filed with the commissioner that are known by the person to be false in material respects are guilty of a class A misdemeanor.

SUBMITTAL: Please submit forms and payment together.

- Mail the Statement of Domestication (form 08-595) and the $275.00 non-refundable filing fee in U.S. dollars to:
  - State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806
- If faxing the form please include the Credit Card Payment form with the appropriate fees.
- Do not email forms or payment.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

ARTICLES OF ORGANIZATION

Specifically for

A Domestic (Alaskan) Limited Liability Company with Statement of Domestication

Under AS 10.50.075 and the Alaska Entity Transactions Act AS 10.55.505

Pursuant to AS 10.55.505 the domesticated entity's public organic document must be submitted as an attachment to this Statement of Domestication.

Pursuant to AS 10.50.075 the undersigned domestic (Alaskan) limited liability company applies for a Certificate of Organization and, for that purpose, submits the following:

ARTICLE 1: Name of the limited liability company must contain the words "limited liability company" or the abbreviation of "L.L.C" or "LLC." The word "limited" may be abbreviated as "Ltd." and the word "company" may be abbreviated as "Co." (Note: the name of the limited liability company in Article #1 in the Articles of Organization must match the name in Item #2 on the Statement of Domestication portion of this filing.):

ARTICLE 2: The purpose of the company (may include "any lawful") and, separately, the 6 digit NAICS Industry Grouping Code that most clearly describes the initial activities of the company:

Purpose:	NAICS code:						

ARTICLE 3: Registered agent name and address (*must* include a physical and mailing address *in Alaska*):

Name:

Physical address in Alaska:		
City:	State: ALASKA	Zip Code:

Mailing address in Alaska:		
City:	State: ALASKA	Zip Code:

ARTICLE 4: Management. Choose only one of the options below:

☐ The limited liability company is managed by its Members.
(There must be at least one member and there are no managers.)

-OR-

☐ The limited liability company is managed by a Manager.
(There must be at least one member and one manager; additionally the manager(s) have sole decision making power within the LLC.)

ARTICLE 5: **Optional Provisions and Additional Articles**

- Attach additional pages for continuation of optional provisions and/or additional articles.
- Please indicate which article you are continuing and/or insert any desired additional provisions authorized by Alaska Statutes.
- Additional articles should be a continuation of the numbering as it appears on these Articles of Incorporation.

Attach an additional sheet if necessary.

ADDRESS: Principal Office Address of the Limited Liability Company (wherever located):

Physical address:		
City:	State:	Zip Code:

Mailing address:		
City:	State:	Zip Code:

SIGNATURES:
Per AS 10.55.405(d) the Articles of Organization filed with the Statement of Domestication (form 08-595) does not need to be signed; the Statement of Domestication portion of this filing must be signed.

NOTE - Operating Agreement: An operating agreement is not required to be filed with this office; operating agreements are to be maintained by the entity. If you include your operating agreement, it will be returned without being filed for record.

STANDARD PROCESSING TIME for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

NOTE - INITIAL REPORT:
After these filings have been filed for record and the entity been issued its certificates and an Alaska Entity Number, to avoid non-compliance, please visit the Corporations Section at the above website and file the Initial Report for this entity.

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CONTACT INFORMATION SHEET

Please return this document with your filing. This information may be used by the division to assist with processing the attached filings. (NOTE: this form will not be filed for record or appear online.)

ENTITY NAME as it appears on this filing:	Alaska Entity #:

QUESTIONS/PROBLEMS - The division may send any problems regarding this filing to:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:
Phone:	Email:	

FILED DOCUMENTS – Documents filed for record pertaining to this filing may be sent to:

☐ Check this box if you want filed for record documents returned to the address listed above.

If you want the filed for record documents sent to a different address, please complete the following:

Company:		
ATTN:		
Mailing Address:		
City:	State:	Zip Code:

SUBMITTAL: Please submit forms and payment together.

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FOR DIVISION USE ONLY

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PO Box 110806, Juneau, AK 99811
Phone: (907) 465-2550

Credit Card Payment Form

All major credit cards are accepted. For security purposes, do not email credit card information. Include this credit card payment form with your application.

Name of Applicant or Licensee: _____

Program Type: _____ License Number *(if applicable)*: _____

I wish to make payment by credit card for the following *(check all that apply)*: **AMOUNT**

- ☐ Application Fee: _____ _____
- ☐ License or Renewal Fee: _____ _____
- ☐ Other *(name change, wall certificate, fine, duplicate license, exam, etc.)*:
  1. _____ _____
  2. _____ _____

TOTAL: 0

Name *(as shown on credit card)*: _____

Mailing Address: _____

Phone Number: _____ Email *(optional)*: _____

Signature of Credit Card Holder: _____

08-4438 Rev 12/26/18 Credit Card Payment Form (all major cards accepted)

CREDIT CARD INFO: Your payment cannot be processed unless all fields are completed!

1. Account Number: _____
2. Expiration Date: _____
3. Billing ZIP Code: _____
4. Security Code: _____

All four fields **MUST** be completed!

This section will be destroyed after the payment is processed.