

## Instructions for Completing the Restated Articles of Organization (Form LLC-10)

To restate the Articles of Organization of a limited liability company (LLC), you must file Restated Articles of Organization (Form LLC-10) with the California Secretary of State.

- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.
- All LLCs must have a current Statement of Information (Form LLC-12) on file with the Secretary of State. To avoid rejections, it is recommended you file a Statement of Information (Form LLC-12) online at [bizfile.sos.ca.gov](http://bizfile.sos.ca.gov) before submitting your Restated Articles of Organization (Form LLC-10).
- You must file a Statement of Information (Form LLC-12) to change the LLC's business address(es), or to change the name or address of the LLC's manager(s) or agent for service of process, which can be filed online at [bizfile.sos.ca.gov](http://bizfile.sos.ca.gov)
- To file this Form LLC-10, the LLC must be active on the records of the California Secretary of State. To check the status of the LLC, go to [BusinessSearch.sos.ca.gov](http://BusinessSearch.sos.ca.gov).
- Operating Agreements are to be maintained by the LLC and **are not filed with the California Secretary of State.**

### Fees:

- **Filing Fee:** The fee for filing the Restated Articles of Organization (Form LLC-10) is **\$30.00**.
- **Faster Service Fee:**
  - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office.*
  - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person (drop off) your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
  - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee instead of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to <http://www.sos.ca.gov/business-programs/business-entities/service-options/>.

**Copies:** Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee. To obtain additional copies or certified copies of this filed Restated Articles of Organization, include payment for copy fees and certification fees at the time the Restated Articles of Organization is submitted. Additional copy fees are \$1.00 for the first page and \$.50 for each attachment page. For certified copies, there is an additional \$5.00 certification fee, per copy.

**Payment Type:** Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or MasterCard).

**Processing Times:** For current processing times, go to <http://www.sos.ca.gov/business-programs/business-entities/processing-times/>.

If you are not completing this form online, please **type or legibly print** in black or blue ink. **Complete the Restated Articles of Organization (Form LLC-10) as follows:**

Item	Instruction	Tips
1.	Enter the name of the LLC <b>exactly</b> as it appears on the records of the California Secretary of State including the entity ending (ex: "Jones & Company, LLC" or "Smith Construction, a Limited Liability Company").	To ensure you have the exact name of the LLC, look to your registration document filed with the California Secretary of State and any name change amendments.

2.	<p>Enter the 12-digit Entity (File) Number issued to the LLC by the California Secretary of State at the time of registration.</p>	<ul style="list-style-type: none"> <li>• To ensure you have the correct Entity (File) Number and exact name of the LLC, look to your registration document filed with the California Secretary of State and any name change amendments.</li> <li>• Secretary of State Records can be accessed online through our Business Search at <a href="http://BusinessSearch.sos.ca.gov">BusinessSearch.sos.ca.gov</a>. While searching the Business Search, be sure to identify your LLC correctly including the jurisdiction that matches your LLC.</li> </ul>
3.	<p>If you are changing the name of the LLC listed in Item 1, enter the <b>new name</b> of the LLC exactly as you want it to appear on the records of the California Secretary of State including the entity ending (ex: "Jones &amp; Company, LLC" or "Smith Construction, a Limited Liability Company").</p>	<ul style="list-style-type: none"> <li>• California Corporations Code section <a href="#">17701.08</a> requires: <ul style="list-style-type: none"> <li>- The LLC name must include: LLC, L.L.C., Limited Liability Company, Limited Liability Co., Ltd. Liability Company, or Ltd Liability Co.</li> <li>- The LLC name may not include: bank, trust, trustee, incorporated, inc., corporation, or corp.</li> <li>- The LLC name may not include: insurer, insurance company, or any other words suggesting that the LLC is in the business of issuing policies of insurance and assuming insurance risks.</li> <li>- The name is not likely to mislead the public and is distinguishable from other LLCs of record or reserved with the California Secretary of State.</li> </ul> </li> <li>• There are legal limitations on what name can be used for the LLC. For general LLC name requirements and restrictions or for information on reserving an LLC name prior to submitting Form LLC-10, go to <a href="http://www.sos.ca.gov/business-programs/business-entities/name-availability">www.sos.ca.gov/business-programs/business-entities/name-availability</a>.</li> <li>• A name reservation is not required to submit Form LLC-10.</li> <li>• A preliminary search of LLC names already of record can be made online through our Business Search at <a href="http://BusinessSearch.sos.ca.gov">BusinessSearch.sos.ca.gov</a>. Please note: The Business Search is not intended to serve as a formal name availability search. For information on checking or reserving a name, go to <a href="http://www.sos.ca.gov/business-programs/business-entities/name-availability">www.sos.ca.gov/business-programs/business-entities/name-availability</a>.</li> </ul>
4.	<p>Check the applicable box to indicate if the LLC will be managed by "one manager," "more than one manager" or "all limited liability company member(s)."</p> <p><b>Only</b> one box may be checked.</p>	<ul style="list-style-type: none"> <li>• Every LLC is <b>required</b> to have at least one member. If no manager is appointed or elected, all members are managers.</li> <li>• A member(s) is the owner of the company similar to a shareholder(s) in a corporation.</li> </ul>
5.	<p>The purpose statement is required. Do not alter.</p>	
6.	<ul style="list-style-type: none"> <li>• If applicable, list other article provisions on only one side of a standard letter-sized piece of paper (8 1/2" x 11"), clearly marked as an attachment to Form LLC-10 and attach the extra page(s) to the completed Form LLC-10.</li> </ul>	<ul style="list-style-type: none"> <li>• You must file a Statement of Information (Form LLC-12) to change the LLC's business address(es), or to change the name or address of the LLC's manager(s) or agent for service of process, which can be filed online at <a href="http://bizfile.sos.ca.gov">bizfile.sos.ca.gov</a>.</li> </ul>

	<ul style="list-style-type: none"> <li>List both the current text followed by the new text as amended by this filing.</li> </ul>	<ul style="list-style-type: none"> <li>To avoid rejection of your Form LLC-10, it is recommended that you file your Statement of Information (Form LLC-12) online at <a href="http://bizfile.sos.ca.gov">bizfile.sos.ca.gov</a> before submitting your Form LLC-10.</li> </ul>
Signature	<ul style="list-style-type: none"> <li>Sign and type or print the name of the signor(s).</li> <li>Unless a greater number is provided for in the Articles of Organization, this Form LLC-10 must be signed by at least one manager, if the LLC is manager-managed <b>or</b> at least one member, if the LLC is member-managed indicating the information is true and correct.</li> <li><b>Do not</b> use a computer-generated signature.</li> </ul>	<ul style="list-style-type: none"> <li>If you need more space for signatures: <ul style="list-style-type: none"> <li>Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LLC-10 and attach the extra page(s) to the completed Form LLC-10.</li> <li>All attachments are part of this document.</li> </ul> </li> <li>If Form LLC-10 is signed by a business entity, the person who signs on behalf of the entity should note their name and position/title and the entity name. Example: If a limited liability company ("Smith LLC") is the manager, the signature of the person signing on behalf of the Smith LLC should be reflected as Joe Smith, Manager of Smith LLC, Manager.</li> <li>If Form LLC-10 is signed by a trust, the trustee should sign as follows: _____, trustee for _____ trust (including the exact name of the trust and date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T 5-1-1994), Manager.</li> <li>Multiple-Form LLC-10s with <b>different signatures</b> will be returned without being filed – use only one form.</li> </ul>

**Mail Submission Cover Sheet (Optional):** To make it easier to receive communication related to **this document**, including the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

**Where to File:** Completed forms along with the applicable fees can be mailed to Secretary of State, Business Entities Filings, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink.

**Legal Authority:** General statutory filing provisions are found in Section [17702.02](#). All statutory references are to the California Corporations Code, unless otherwise stated.

**Statement of Information:** A Statement of Information (Form LLC-12) must be filed with the California Secretary of State within 90 days **after** filing the Articles of Organization (Form LLC-1) and **every two years** thereafter during the applicable filing period. The applicable filing period is the calendar month in which the Articles of Organization were filed and the immediately preceding five calendar months (Section [17702.09](#)).

For faster service, the Statement of Information may be filed online at [bizfile.sos.ca.gov](http://bizfile.sos.ca.gov).

**Additional Resources:** For a list of other agencies you may need to contact to ensure proper compliance, go to <http://www.sos.ca.gov/business-programs/business-entities/resources>. Note: The California Secretary of State does not license LLCs. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the LLC.



# Mail Submission Cover Sheet

### Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

### Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

### Contact Person: (Please type or print legibly)

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Phone (optional): \_\_\_\_\_

### Entity Information: (Please type or print legibly)

Name: \_\_\_\_\_

Entity Number (if applicable): \_\_\_\_\_

Comments: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Return Address:** For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [ \_\_\_\_\_ ]

Company:

Address:

City/State/Zip: [ \_\_\_\_\_ ]

Secretary of State Use Only	
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**Secretary of State  
Restated Articles of Organization  
of a Limited Liability Company (LLC)**

**LLC-10**

**IMPORTANT** — *Read Instructions* before completing this form.

**Filing Fee** – \$30.00

**Copy Fees** – First page \$1.00; each attachment page \$0.50;  
Certification Fee - \$5.00

**Note:** You must file a Statement of Information (Form LLC-12) to change the LLC's business address(es) or to change the name or address of the LLC's manager(s) or agent for service of process, which can be filed online at [bizfile.sos.ca.gov](http://bizfile.sos.ca.gov).

*Above Space For Office Use Only*

**1. LLC Exact Name** (Enter the exact name on file with the California Secretary of State)

**2. LLC 12-Digit Entity (File) Number** (Enter the exact 12-digit Entity (File) Number issued by the California Secretary of State.)

**3. New LLC Name (If Amending)** (*See Instructions* – Only complete Item 3, if you are changing the name of your LLC on file with the California Secretary of State. List the proposed new LLC name exactly as it is to appear on the records of the California Secretary of State.)

**4. Management** (Select **only** one box)

The LLC will be managed by:

- One Manager
  More than One Manager
  All LLC Member(s)

**5. Purpose Statement** (Do not alter Purpose Statement.)

The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

**6. Additional Articles** set forth on attached pages, if any, are incorporated herein by reference and made part of this Form LLC-10. (All attachments should be 8½ x 11, one-sided, legible and clearly marked as an attachment to this form LLC-2.)

**Signature**

By signing, I certify that the information is true and correct and that I am authorized by California law to sign.

\_\_\_\_\_  
Sign here

\_\_\_\_\_  
Print your name here