

Limited Liability Companies

To determine if a Limited Liability Company (L.L.C.) meets the requirements of a " citizen of the United States", its structure is measured against the definition of a United States corporation or association contained in Title 49, U.S.C., 40102(a)(15), which provides as follows:

"Citizen of the United States' means (a) an individual who is a citizen of the United States, or (b) a partnership each of whose partners is an individual who is a citizen of the United States, or (c) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, and in which at least 75 percent of the voting interest is owned or controlled by persons that are citizens of the United States."

When submitting documents to register in the name of an L.L.C., one of the following must also be submitted:

a. Copy of the document evidencing the organization of the above L.L.C. (e.g., Certificate of Formation, Articles of Organization, or Operating Agreement). The submitted document must include the name of each of the members and clearly state how management of the L.L.C. will be vested (i.e., by the members, by a manager, by officers, etc.). Information as to citizenship of each entity should also be provided, either in a cover letter or separate statement, OR,

b. A written representation, in letter form, that the L.L.C. qualifies as a citizen of the United States. This written representation must show signature and title of a knowledgeable party. Satisfactory evidence must include the following information and representations:

1. The full name of the L.L.C.
2. The State in which the L.L.C. is lawfully organized.
3. The date the L.L.C. was legally formed or organized.
4. The Name of each of the members of the L.L.C. and the type of entity of each member (i.e., individual, corporation, partnership, L.L.C.). NOTE: If a partnership (either general or limited) is involved in the L.L.C. as a member, manager, or officer, the statement should represent whether the partnership is comprised entirely of individuals (natural persons).
5. Whether the L.L.C. is managed by its members or by manager(s) or officer(s). NOTE: Show the title that will be used to sign all documents.
6. The name of the manager(s) or officer(s), if applicable, and type of entity.
7. Whether the members, manager(s), or officer(s) may act independently. NOTE: A non - citizen member/manager cannot act independently in a management capacity.
8. A description as to how each legal entity within the L.L.C. structure supports a determination that the L.L.C. is a citizen of the United States as required by 49 U.S.C. Section 40102(a)(15)(c). NOTE: If a partnership is involved in the L.L.C., the statement should represent the citizenship of each partner.

If the applicant L.L.C. includes a member or manager that is also an L.L.C., the above documentation must also be provided for the member L.L.C.

If the management of the L.L.C. changes at a later date (e.g., originally managed by the members, but now by a manager), the Registry must receive written notice of the change. This may be submitted in the form of a written statement, a copy of minutes of a meeting, an amended operating agreement, etc. The submitted document must explain any changes or additions made and give the effective date of those changes or additions.