



# State of California Secretary of State

## LIMITED LIABILITY COMPANY RESTATED ARTICLES OF ORGANIZATION

A \$30.00 filing fee must accompany this form.

**IMPORTANT – Read instructions before completing this form.**

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER 2. NAME OF LIMITED LIABILITY COMPANY:

3. NAME OF LIMITED LIABILITY COMPANY IF DIFFERENT FROM ITEM 2. (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY" OR "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC OR L.L.C.")

4. FUTURE EFFECTIVE DATE, IF ANY: MONTH: DAY: YEAR:

5. 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 BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS  
 AN INDIVIDUAL RESIDING IN CALIFORNIA. PROCEED TO ITEM 7  
 A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO SECTION 1505. PROCEED TO ITEM 8.  
AGENT'S NAME: \_\_\_\_\_

7. CALIFORNIA ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. COMPLETE ONLY IF AN INDIVIDUAL.  
ADDRESS  
CITY STATE: CA ZIP CODE:

8. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY: (CHECK ONE)  
 ONE MANAGER  
 MORE THAN ONE MANAGER  
 ALL LIMITED LIABILITY COMPANY MEMBER(S)

9. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE THE LATEST DATE ON WHICH THE LIMITED LIABILITY IS TO DISSOLVE.

10. TOTAL NUMBER OF PAGES ATTACHED, IF ANY:

11. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.  
\_\_\_\_\_  
SIGNATURE OF AUTHORIZED PERSON DATE  
\_\_\_\_\_  
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

12. RETURN TO:  
NAME  
FIRM  
ADDRESS  
CITY/STATE  
ZIP CODE



**Secretary of State**  
Business Programs Division

1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor  
Sacramento, CA 95814

Business Entities  
(916) 657-5448

## **EXPANSION OF PRECLEARANCE AND EXPEDITED FILING SERVICES (Effective Monday, October 2, 2006)**

We are pleased to announce that our preclearance and expedited filing services have been expanded to include all business entity documents filed with the Secretary of State pursuant to the California Corporations Code, the California Financial Code or the California Insurance Code. These services, previously offered only for specified corporate documents, are now available for all corporate, limited liability company and limited partnership documents, including interspecies mergers and conversions, and for all other documents filed by other entity types. In addition, the number of copies required to be submitted for the preclearance service has been reduced from two to one.

Preclearance service provides a customer with the opportunity to submit a business entity document in person to the Secretary of State's Sacramento office prior to filing to determine if the document conforms to law and to receive a preclearance response within a guaranteed time frame.

Expedited filing service provides a customer with the opportunity to submit for filing a business entity document in person to the Secretary of State's Sacramento office and to receive a filing response within a guaranteed time frame.

Please refer to the Secretary of State's website at <http://www.ss.ca.gov/business/precexp.htm> for detailed information regarding the preclearance and expedited filing services.

Authority cited: Title 2, California Code of Regulations, sections 21904 and 21905; and Government Code section 12182.

## INSTRUCTIONS FOR COMPLETING RESTATED ARTICLES OF ORGANIZATION (LLC-10)

For easier completion, this form is available in a “fillable” version online at the Secretary of State’s website at <http://www.ss.ca.gov/business/business.htm>. The form can be filled in on your computer, printed and mailed to the Secretary of State, Document Filing Support Unit, P O Box 944228, Sacramento, CA 94244-2280 or can be delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink.

**FILING FEE:** The filing fee is \$30.00. Make the check(s) payable to the Secretary of State and send the executed document and filing fee to the address stated above.

Statutory filing provisions can be found in California Corporations Code section [17054\(f\)](#). All statutory references are to the California Corporations Code, unless otherwise stated.

### Complete the Restated Articles of Organization (Form LLC-10) as follows:

- Item 1.** Enter the file number issued by the California Secretary of State.
- Item 2.** Enter the name of the limited liability company as filed with the California Secretary of State.
- Item 3.** If the name of the limited liability company is being amended, the name shall contain the words “Limited Liability Company”, “Ltd. Liability Co.” or the abbreviation “LLC” or “L.L.C.” at the end. The name of the limited liability company may not contain the words “bank,” “trust,” “trustee,” “incorporated,” “inc.,” “corporation,” or “corp.,” and shall not contain the words “insurer” or “insurance company” or any other words suggesting that it is in the business of issuing policies of insurance and assuming insurance risks. (Section [17052](#).)
- Item 4.** Enter the future effective date of the Restated Articles of Organization (LLC-10), if any. If none is indicated, the Restated Articles of Organization (LLC-10) shall be effective upon filing with the California Secretary of State.
- Item 5.** Execution of this document confirms the following statement which has been preprinted on the form and may not be altered: “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 Beverly-Killea Limited Liability Company Act.” Provisions limiting or restricting the business of the limited liability company may be included as an attachment.
- Item 6.** Enter the name of the agent for service of process in this state. Check the appropriate provision indicating whether the agent is an individual residing in California or a corporation which has filed a certificate pursuant to Section [1505](#) of the California Corporations Code. If an individual is designated as agent, proceed to item 7. If a corporation is designated, proceed to item 8.
- Item 7.** If an individual is designated as the agent for service of process, enter an address in California. Do not enter “in care of” (c/o) or abbreviate the name of the city. DO NOT enter an address if a corporation is designated as the agent for service of process.
- Item 8.** Check the appropriate provision indicating whether the limited liability company is to be managed by one manager, more than one manager, or all the limited liability company member(s). (Section [17051\(a\)\(5\)](#).)
- Item 9.** The Restated Articles of Organization (LLC-10) may include other matters that the person filing the certificate determines to include. Other matters may include the latest date on which the limited liability company is to dissolve. If other matters are to be included, attach one or more pages setting forth the other matters.
- Item 10.** Enter the number of pages attached, if any. All attachments should be 8½” x 11”, one-sided and legible.
- Item 11.** The Restated Articles of Organization shall be executed, with an original signature and title, of at least one manager unless a greater number is provided for in the Articles of Organization.

If the Restated Articles of Organization (LLC-10) are signed by an entity, the person who signs for the entity must note the exact entity name, his/her name, and his/her position/title.

If the Restated Articles of Organization (LLC-10) are signed by a trust, the certificate must be signed by a trustee as follows: \_\_\_\_\_, trustee for \_\_\_\_\_ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

- Item 12.** Enter the name and address of the person or firm to whom a copy of the filing should be mailed.

- For further information contact the Business Filings Section at (916) 657-5448.