

Forming a Nevada LLC

The steps to form a Nevada LLC coincide with the protocol followed to file a conventional corporation. Doing business as a limited liability company involves more than registering an application with the state. Declaring management composition, keeping correct records and designating agents are all part of starting the company.

To form an LLC in Nevada, the organizer will need to specify a legal business name; appoint managers and members; submit Articles of Organization; and adopt an operating agreement. By completing this procedure, your LLC is legally formed, and limited liability will be extended to the company principals.

Articles of Organization - Mandatory and Optional Provisions

Every Nevada LLC is begun by filing articles of organization with the [Nevada Secretary of State](#). These articles can include an extensive amount of information. State law requires articles to at least contain the name of the company, its management structure and any applicable dissolution date. Nevada articles of organization must also specify the names and addresses of the registered agent, the organizer, and the members or managers.

Other provisions may be included which LLC members elect for the regulation of the internal affairs of the company. This may include any provision within NRS [Chapter 86](#) that are permitted in the operating agreement of an LLC.

Usually, the "other provisions" which "may be set forth" in the articles will be contained in the limited liability company's operating agreement instead. This is because it is easier and less costly to modify an operating agreement than it is to amend the articles of organization. If changes become necessary or desirable, they can be implemented without filing corrected paperwork.

Inclusion of a "Dissolution Date" is optional. Nevada Revised Statute 86.155 provides that limited liability companies have perpetual existence, unless the operating agreement or articles provide to the contrary. (See [applicable law](#).) If your LLC will have a set date to dissolve, then make this statement in the LLC's operating agreement or articles of organization.

Designation of Business Name

As with other states, Nevada has rules to be observed in designating names for companies. Generally, it is correct for a LLC to use any name so long as it is distinguishable from other Nevada companies. This includes not just limited-liability companies, but corporations, partnerships and trusts.

A Nevada limited liability company must contain the standard words or abbreviations designating its legal structure. (See [acceptable designators.](#)) The designation is contained within the articles of organization.

If it appears to the Secretary of State that the business purpose of the LLC is subject to certain state regulations, then approval by the applicable agency may be necessary before filing the Articles of Organization. (Reference [NRS 86.171](#))

Company Management and Membership Composition

Under [Nevada Limited Liability Company Laws](#), a limited-liability company's management is vested in its members in proportion to their contribution, although the articles of organization can stipulate management is vested in manager(s). In this case, managers do not need to be members and their management rights are as prescribed by the LLC's operating agreement. (See [NRS Statute 86.291](#))

In simpler terms this means that by default, the LLC will be managed by the members (the parties with legal rights to the profits of the company), and their management rights will be proportionate to the value of their capital contributions. However, an operating agreement can provide the members' management rights will be "lopsided" or even that only specific individuals will own management rights. (See [examples.](#))

In either event, Nevada articles of organization must indicate if the LLC's composition is to be member-managed or manager-managed. Remember that even though an operating agreement is not mandated under Nevada laws, it is absolutely necessary to adopt one, unless the LLC members are to have proportionate management rights. In all other scenarios a limited liability company operating agreement must be adopted to define these deviations from the statutory standard.

In the [Nevada LLC Questionnaire Form](#) on this site, more guidelines about this topic are available, and you can form your Nevada LLC online. There is no payment obligation, and the pages are designed to take the user through each step of forming a company while giving helpful facts.

Parties Designated in LLC Articles

The persons who must be listed in the articles of organization include the LLC Members, the Organizer, Registered Agent and the designated Managers (if applicable). The names and addresses of each of these parties are contained in the articles. The only party which must be in Nevada is the Registered Agent.

If the company is to be the standard member-managed variety then the articles will list the member(s) and their street or postal addresses. Manager-managed LLCs only list the Managers and their postal or street address.

The articles are supplemented annually with an Initial List of Managers or Members submitted to the Nevada Secretary of State. Under NRS 86.263, every LLC formed under the laws of Nevada must file this form "on or before the last day of the first month after the filing of its articles of organization" and annually thereafter. (Refer to [NRS Statute 86.263](#))

An Organizer is denoted in the Articles. This person is the party responsible for corresponding with the Nevada Secretary of State about forming the LLC. A physical or postal address is permissible. The Organizer can, but does not have to be located in Nevada. The approved formation documents are returned to this person. Organizers are not necessarily involved with the LLC to any other extent. If you hire a lawyer or incorporation service to form a LLC then they will normally sign the form as the organizer. Ordinarily the articles specify that this person's rights will terminate at the point of filing.

The registered agent's signature is required with the initial filing. In all instances, this person must be located within Nevada, and a physical address must be stated. The agent may include a separate mailing address, but the physical address is always required for service of process purposes on the LLC. Any natural person or corporation residing or located in Nevada can serve as a registered agent. Note the important roles of a Nevada [LLC's registered agent](#).

LLC Submission and Processing

Limited liability company formation documents can be filed with either the Las Vegas or Carson City offices of the Nevada Secretary of State. The main Carson City location will accept regular and expedited LLC filings. The Las Vegas satellite location accepts expedited processing applications only.

Either office will accept documents by personal delivery, postal or courier mail. If expedited handling is used, the application can also be submitted telephonically or via facsimile transmission.

Nevada's approval process can be reduced to as little as one hour, but the costs can be preclusive. Submissions With normal handling are charged a \$75.00 filing fee. For another \$125.00, the documents are processed within 24 hours. Two more expedited service levels are available for limited liability companies to be [approved in as little as one hour](#).

The commencement of the Nevada LLC's legal existence begins when the articles are filed with the Secretary of State [pursuant to NRS 86.201](#).

Assuming the formation documents have been prepared correctly and applicable fees paid, the Secretary of State will send a certified copy of the Articles to the company's organizer. A certified copy of the articles will also be returned, provided the application specifies this and the accompanying fee is paid. It is advisable to obtain the certified copy at this point, being that NRS86.241 requires it to be kept at the company's registered address.

Transacting Business, Records Keeping and Licensing

The company is legally formed at this point. Per NRS 86.201(2) a Nevada LLC should not transact business before this juncture.

This is the time to make sure a certified copy of the Articles of Organization and operating agreement are inserted in the records file. The records must be maintained at the company's registered address to follow Nevada law.

If the LLC has a base of operations in Nevada, correct protocol is to secure a State Business License from the Department of Taxation. Refer to [NRS 360.780](#) for underlying statutory provisions and exemptions. The Nevada Department of Taxation has [information about the business license](#) on their internet site.

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