Office of the Minnesota Secretary of State

Minnesota Nonprofit Limited Liability Company | Articles of Organization

Minnesota Statutes, Chapter 322B

Read the instructions before completing this form.
Filing Fee: $155 for expedited service in-person and online filings, $135 if by mail

A nonprofit limited liability company that wishes to apply for tax exempt status under 501(c)(3) to the Internal Revenue Service (IRS) cannot use this form for its articles due to the fact that the IRS has additional language requirements. See the instructions for further information.

The undersigned organizer(s), in order to form a Nonprofit Limited Liability Company under *Minnesota Statutes*, Chapter 322B adopt the following:

Article I – Name of Limited Liability Company (Required)

(The company name must include the words Limited Liability Company or the abbreviation LLC)

Article II - Registered Office Address and Agent (A Registered Office Address is Required)

Street Address *(A PO Box by itself is not acceptable)* | City | State: MN | Zip Code

Registered Agent at the above address:

Article III – Duration
The period of duration for this limited liability company shall be: (If this is not completed, a perpetual duration is assumed by law.)

Article IV - This Nonprofit Limited Liability Company is subject to *Minnesota Statutes,* section 322B.975.

Article V – Organizers (Required)
I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Organizer's Name | Street Address | City | State | Zip

Signature | Date

Organizer's Name | Street Address | City | State | Zip

Signature

Email Address for Official Notices
Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

☐ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

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List a name and daytime phone number of a person who can be contacted about this form:

Contact Name	Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Print Reset

INSTRUCTIONS

File your business document online by visiting our website at www.sos.state.mn.us.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

A nonprofit limited liability company that wishes to apply for tax exempt status 501(c)(3) to the Internal Revenue Service (IRS), should not use this form for its articles due to the fact that the IRS has additional language requirements . Additional information on the language requirements can be obtained from IRS publication 557 at http://www.irs.gov/charities or by calling 1-800-829-1040. After combining the IRS language with the requirements on the front of this form, submit the articles for filing to this office. Once the articles have been filed and returned to you, your organization's application for tax exempt status can be sent to the IRS. You may wish to consult with an accountant or attorney to verify if your organization needs to file additional information with the IRS for tax exempt status. This form is to be used to organize a Nonprofit Limited Liability Company only.

Article I – Name of Limited Liability Company (Required)
List the exact company name. The company name MUST include the words Limited Liability Company or abbreviation LLC, and may not include the words corporation" or "incorporated" or their abbreviations. A preliminary name availability check may be done by accessing our website at www.sos.state.mn.us.
Article II - Registered Office Address and Agent (A Registered Office Address is Required)
A registered office address in Minnesota is required. List the complete street address or rural route and rural route box number for the registered office address. A post office box by itself is not acceptable. If you have a registered agent, list the full name of the agent located at the registered office address. An Agent is not required.
Article III - Duration
The limited liability company has a perpetual duration unless stated otherwise.
Article IV - This Nonprofit Limited Liability Company is subject to *Minnesota Statutes,* section 322B.975.
A limited liability company is a nonprofit limited liability company if it is organized under or governed by this chapter and its articles of organization state that it is a nonprofit limited liability company governed by this section.
Article V – Organizers (Required)
Only one organizer is required. An organizer must be an individual 18 years of age or older. List the name and complete address for each organizer. A signature is required for each organizer or by an Authorized Agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).) List the organizers on an additional sheet if there are more than two organizers.
Email Address for Official Notices. This email address may be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.
List a name and daytime telephone number of a person who can be contacted about this form.

Filing Fee: $155 for expedited service in-person and online filings, $135 if submitted by mail
Payable to the MN Secretary of State
Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:
Minnesota Secretary of State - Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, Suite 100
St Paul, MN 55103
(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)
Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.