Part 9
Foreign Limited Liability Companies

Repealed 10/1/2026

48-3a-901 Governing law.

(1) The law of the jurisdiction of formation of a foreign limited liability company governs:
  (a) the internal affairs of the foreign limited liability company; and
  (b) the liability of a member as member and a manager as manager for a debt, obligation, or other liability of the company.
(2) A foreign limited liability company is not precluded from registering to do business in this state because of any difference between the law of the jurisdiction of formation and the law of this state.
(3) Registration of a foreign limited liability company to do business in this state does not authorize the foreign limited liability company to engage in any activities or affairs or exercise any power that a limited liability company may not engage in or exercise in this state.
(4)
  (a) The division may permit a tribal limited liability company to apply for authority to transact business in the state in the same manner as a foreign limited liability company formed in another state.
  (b) If a tribal limited liability company elects to apply for authority to transact business in the state, for purposes of this chapter, the tribal limited liability company shall be treated in the same manner as a foreign limited liability company formed under the laws of another state.

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026

48-3a-902 Registration to do business in this state.

(1) A foreign limited liability company may not do business in this state until it registers with the division under this chapter.
(2) A foreign limited liability company doing business in this state may not maintain an action or proceeding in this state unless it is registered to do business in this state.
(3) The failure of a foreign limited liability company to register to do business in this state does not impair the validity of a contract or act of the foreign limited liability company or preclude it from defending an action or proceeding in this state.
(4) A limitation on the liability of a member or manager of a foreign limited liability company is not waived solely because the foreign limited liability company does business in this state without registering to do business in this state.
(5) Subsections 48-3a-901(1) and (2) apply even if a foreign limited liability company fails to register under this chapter.

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026

48-3a-903 Foreign registration statement.

To register to do business in this state, a foreign limited liability company must deliver a foreign registration statement to the division for filing. The statement must state:
(1) the name of the foreign limited liability company and, if the name does not comply with Section 48-3a-108, an alternate name adopted pursuant to Subsection 48-3a-906(1);
(2) that the company is a foreign limited liability company;
(3) the name of the foreign limited liability company's jurisdiction of formation;
(4) the street and mailing addresses of the foreign limited liability company's principal office and, if the law of the jurisdiction of formation requires the foreign limited liability company to maintain an office in that jurisdiction, the street and mailing addresses of the required office; and
(5) the information required by Subsection 16-17-203(1).

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026

48-3a-904 Amendment of foreign registration statement.

A registered foreign limited liability company shall deliver to the division for filing an amendment to its foreign registration statement if there is a change in:
(1) the name of the foreign limited liability company;
(2) the foreign limited liability company's jurisdiction of formation;
(3) an address required by Subsection 48-3a-903(4); or
(4) the information required by Subsection 48-3a-903(5).

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026

48-3a-905 Activities not constituting doing business.

(1) Activities of a foreign limited liability company which do not constitute doing business in this state under this part include:
  (a) maintaining, defending, mediating, arbitrating, or settling an action or proceeding;
  (b) carrying on any activity concerning its internal affairs, including holding meetings of its members or managers;
  (c) maintaining accounts in financial institutions;
  (d) maintaining offices or agencies for the transfer, exchange, and registration of the securities of the foreign limited liability company or maintaining trustees or depositories with respect to those securities;
  (e) selling through independent contractors;
  (f) soliciting or obtaining orders by any means if the orders require acceptance outside this state before they become contracts;
  (g) creating or acquiring indebtedness, mortgages, or security interests in property;
  (h) securing or collecting debts or enforcing mortgages or security interests in property securing the debts and holding, protecting, or maintaining property;
  (i) conducting an isolated transaction that is not in the course of similar transactions;
  (j) owning, without more, property; and
  (k) doing business in interstate commerce.
(2) A person does not do business in this state solely by being a member or manager of a foreign limited liability company that does business in this state.

(3) This section does not apply in determining the contacts or activities that may subject a foreign limited liability company to service of process, taxation, or regulation under law of this state other than this chapter.

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026

48-3a-906 Noncomplying name of foreign limited liability company.

(1) A foreign limited liability company whose name does not comply with Section 48-3a-108 may not register to do business in this state until it adopts, for the purpose of doing business in this state, an alternate name that complies with Section 48-3a-108. A registered foreign limited liability company that registers under an alternate name under this Subsection (1) need not comply with Title 42, Chapter 2, Conducting Business Under Assumed Name. After registering to do business in this state with an alternate name, a registered foreign limited liability company shall do business in this state under:
  (a) the alternate name;
  (b) the foreign limited liability company's name, with the addition of its jurisdiction of formation; or
  (c) an assumed or fictitious name the foreign limited liability company is authorized to use under Title 42, Chapter 2, Conducting Business Under Assumed Name.
(2) If a registered foreign limited liability company changes its name to one that does not comply with Section 48-3a-108, it may not do business in this state until it complies with Subsection (1) by amending its registration to adopt an alternate name that complies with Section 48-3a-108.

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026

48-3a-907 Withdrawal deemed on conversion to domestic filing entity or domestic limited liability partnership.

A registered foreign limited liability company that converts to a domestic limited liability partnership or to a domestic entity that is organized, incorporated, or otherwise formed through the delivery of a record to the division for filing is deemed to have withdrawn its registration on the effective date of the conversion.

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026

48-3a-908 Withdrawal on dissolution or conversion to nonfiling entity other than limited liability partnership.

(1) A registered foreign limited liability company that has dissolved and completed winding up or has converted to a domestic or foreign entity that is not organized, incorporated, or otherwise formed through the public filing of a record, other than a limited liability partnership, shall deliver a statement of withdrawal to the division for filing. The statement must state:
  (a) in the case of a foreign limited liability company that has completed winding up:
    (i) its name and jurisdiction of formation; and

(ii) that the foreign limited liability company surrenders its registration to do business in this state; and

(b) in the case of a foreign limited liability company that has converted:

(i) the name of the converting foreign limited liability company and its jurisdiction of formation;

(ii) the type of entity to which the foreign limited liability company has converted and its jurisdiction of formation;

(iii) that the converted entity surrenders the converting foreign limited liability company's registration to do business in this state and revokes the authority of the converting foreign limited liability company's registered agent to act as registered agent in this state on behalf of the foreign limited liability company or the converted entity; and

(iv) a mailing address to which service of process may be made under Subsection (2).

(2) After a withdrawal under this section of a foreign limited liability company that has converted to another type of entity is effective, service of process in any action or proceeding based on a cause of action arising during the time the foreign limited liability company was registered to do business in this state may be made pursuant to Subsection 16-17-301(2).

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026

48-3a-909 Transfer of registration.

(1) When a registered foreign limited liability company has merged into a foreign entity that is not registered to do business in this state or has converted to a foreign entity required to register with the division to do business in this state, the foreign entity shall deliver to the division for filing an application for transfer of registration. The application must state:

(a) the name of the registered foreign limited liability company before the merger or conversion;

(b) that before the merger or conversion the registration pertained to a foreign limited liability company;

(c) the name of the applicant foreign entity into which the foreign limited liability company has merged or to which it has been converted, and, if the name does not comply with Section 48-3a-108 or similar provision of law of this state governing an entity of the same type as the applicant foreign entity, an alternate name adopted pursuant to Subsection 48-3a-906(1) or similar provision of law of this state governing a foreign entity registered to do business in this state of the same type as the applicable foreign entity;

(d) the type of entity of the applicant foreign entity and its jurisdiction of formation;

(e) the street and mailing addresses of the principal office of the applicant foreign entity and, if the law of the entity's jurisdiction of formation requires the entity to maintain an office in that jurisdiction, the street and mailing addresses of that office; and

(f) the information required under Subsection 16-17-203(1).

(2) When an application for transfer of registration takes effect, the registration of the foreign limited liability company to do business in this state is transferred without interruption to the foreign entity into which the foreign company has merged or to which it has been converted.

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026

48-3a-910 Termination of registration.

(1) The division may terminate the registration of a registered foreign limited liability company in the manner provided in Subsections (2) and (3) if the foreign limited liability company does not:
(a) pay, not later than 60 days after the due date, any fee, tax, interest, or penalty required to be paid to the division under this chapter or law other than this chapter;
(b) deliver to the division for filing, not later than 60 days after the due date, an annual report required under Section 48-3a-212;
(c) have a registered agent as required by Section 48-3a-111; or
(d) deliver to the division for filing a statement of a change under Section 16-17-206 not later than 30 days after a change has occurred in the name or address of the registered agent.
(2) The division may terminate the registration of a registered foreign limited liability company by:
(a) filing a notice of termination or noting the termination in the records of the division; and
(b) delivering a copy of the notice or the information in the notation to the foreign limited liability company's registered agent, or if the foreign limited liability company does not have a registered agent, to the foreign limited liability company's principal office.
(3) A notice must state or the information in the notation must include:
(a) the effective date of the termination, which must be at least 60 days after the date the division delivers the copy; and
(b) the grounds for termination under Subsection (1).
(4) The authority of a registered foreign limited liability company to do business in this state ceases on the effective date of the notice of termination or notation under Subsection (2), unless before that date the foreign limited liability company cures each ground for termination stated in the notice or notation. If the foreign limited liability company cures each ground, the division shall file a record so stating.

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Enacted by Chapter 412, 2013 General Session

Repealed 10/1/2026
48-3a-911 Withdrawal of registration of registered foreign limited liability company.
(1) A registered foreign limited liability company may withdraw its registration by delivering a statement of withdrawal to the division for filing. The statement of withdrawal must state:
(a) the name of the foreign limited liability company and its jurisdiction of formation;
(b) that the foreign limited liability company is not doing business in this state and that it withdraws its registration to do business in this state;
(c) that the foreign limited liability company revokes the authority of its registered agent to accept service on its behalf in this state; and
(d) an address to which service of process may be made under Subsection (2).
(2) After the withdrawal of the registration of a foreign limited liability company, service of process in any action or proceeding based on a cause of action arising during the time the foreign limited liability company was registered to do business in this state may be made pursuant to Subsection 16-17-301(2).

Repealed by Chapter 93, 2026 General Session
Enacted by Chapter 412, 2013 General Session

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48-3a-912 Action by attorney general.

The attorney general may maintain an action to enjoin a foreign limited liability company from doing business in this state in violation of this part.

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Enacted by Chapter 412, 2013 General Session