

[Note: Most states have a similar statute as the ones below (Alaska, California, Colorado, Connecticut, Florida, Texas, Oregon, Tennessee, Louisiana, Nevada, Washington, New Hampshire, New York, Michigan, Minnesota, Missouri, Utah, Hawaii, Arizona, Virginia, Illinois, Idaho, Georgia, Massachusetts, Maryland, Pennsylvania, Wyoming, Ohio) which exempts you from having to register your LLC in your state as a "Foreign LLC".]

Alaska:

<http://codes.lp.findlaw.com/akstatutes/10/10.50./13./10.50.720>.

The activities of a foreign limited liability company that are not considered to be conducting affairs in this state for the purposes of AS 10.50.600 - 10.50.720 include

- (1) maintaining, defending, or settling a court action or other proceeding or a claim;
- (2) holding meetings of the members or managers of the company;
- (3) maintaining bank accounts;
- (4) selling through independent contractors;
- (5) soliciting or procuring orders by mail, through employees, agents, or otherwise, if the orders require acceptance outside the state before becoming binding contracts;
- (6) creating as borrower or lender, or acquiring, indebtedness or mortgages or other security interests in real or personal property;
- (7) securing or collecting debts, or enforcing rights in property securing debts;
- (8) conducting an isolated transaction that is completed within 30 days and that is not part of a course of repeated transactions of a similar nature; or
- (9) conducting affairs in interstate commerce.

California:

This company is excluded from the "LLC-5" requirement under Title 2.5, Chapter 1, **Section 17001**, sub-sections (ap)(2)(I) of the California Corporations Code which says:

(ap) "Transact intrastate business" means to enter into repeated and successive transactions of business in this state, other than in interstate or foreign commerce.

(2) Without excluding other activities which may not be considered to be transacting intrastate business, a foreign limited liability company shall not be considered to be transacting intrastate business within the meaning of this subdivision solely by reason of carrying on in this state any one or more of the following activities:

(I) Conducting an isolated transaction that is completed within 180 days and not in the course of a number of repeated transactions of a like nature.

Colorado:

7-90-801. Authority to transact business or conduct activities required.

(1) A foreign entity shall not transact business or conduct activities in this state except in compliance with this part 8 and not until its statement of foreign entity authority is filed in the records of the secretary of state. Notwithstanding the foregoing, this part 8 shall not apply to foreign general partnerships that are not foreign limited liability partnerships and shall not apply to foreign unincorporated nonprofit associations. To the extent that a provision of this part 8 is inconsistent with another statute of this state in its application to a foreign entity, such other statute, and not such provision of this part 8, shall apply.

(2) A foreign entity shall not be considered to be transacting business or conducting activities in this state within the meaning of subsection (1) of this section by reason of carrying on in this state any one or more of the following activities:

- (a) Maintaining, defending, or settling in its own behalf any proceeding or dispute;
- (b) Holding meetings of its owners or managers or carrying on other activities concerning its internal affairs;
- (c) Maintaining bank accounts;
- (d) Maintaining offices or agencies for the transfer, exchange, and registration of its own securities or owner's interests, or maintaining trustees or depositories with respect to those securities or owner's interests;
- (e) Selling through independent contractors;
- (f) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
- (g) Creating, as borrower or lender, or acquiring, indebtedness;
- (h) Creating, as borrower or lender, or acquiring, mortgages or other security interests in real or personal property;
- (i) Securing or collecting debts in its own behalf or enforcing mortgages or security interests in property securing such debts;
- (j) Owning, without more, real or personal property;
- (k) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;
- (l) Transacting business or conducting activities in interstate commerce; and
- (m) In the case of a foreign nonprofit corporation:
 - (I) Granting funds; or
 - (II) Distributing information to its members.

(3) The list of activities in subsection (2) of this section is not exhaustive.

(4) Nothing in this section shall limit or affect the right to subject a foreign entity that does not, or is not required to, have authority to transact business or conduct activities in this state to the jurisdiction of the courts of this state or to serve upon any foreign entity any process, notice, or demand required or permitted by law to be served upon an entity pursuant to part 7 of this article or sections 13-1-124 and 13-1-125, C.R.S., or any other provision of law or pursuant to the applicable rules of civil procedure.

(5) A foreign nonprofit entity shall be considered to be transacting business or conducting activities in this state if it is required to file a registration statement with the secretary of state pursuant to section 6-16-104, C.R.S.

Source: L. 2003: Entire part added, p. 2305, § 217, effective July 1, 2004. L. 2004: (1) amended, p. 1492, § 236, effective July 1. L. 2007: (5) added, p. 244, § 39, effective May 29.

CONNECTICUT

source: <http://www.cga.ct.gov/2011/pub/chap613.htm>

Sec. 34-235. Activities not constituting transacting business in this state. (a) Any foreign limited liability company may purchase, hold, mortgage, lease, sell and convey real and personal property in this state for its lawful uses and purposes, and may hold such property as it may acquire by foreclosure or otherwise in payment of debts due such limited liability company without such action constituting transacting business in this state for the purposes of sections 34-100 to 34-242, inclusive.

(b) Without excluding other activities which may not constitute transacting business in this state, a foreign limited liability company shall not be considered to be transacting business in this state, for the purposes of sections 34-100 to 34-242, inclusive, by reason of carrying on in this state any one or more of the following activities: (1) Maintaining, defending or settling any proceeding; (2) holding meetings of its members or carrying on any other activities concerning its internal affairs; (3) maintaining bank accounts; (4) maintaining offices or agencies for the transfer, exchange and registration of the foreign limited liability company's own securities or maintaining trustees or depositaries with respect to those securities; (5) selling through independent contractors; (6) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts; (7) creating or acquiring indebtedness, mortgages and security interests in real or personal property; (8) securing or collecting debts or enforcing mortgages and security interests in property securing the debts; (9) voting securities or other equity ownership interests owned by the foreign limited liability company; (10) conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature; or (11) transacting business in interstate commerce.

(c) A foreign limited liability company shall not be considered to be transacting business solely because it: (1) Owns a controlling interest in a corporation or foreign corporation that is

transacting business in this state; (2) is a limited partner of a limited partnership or foreign limited partnership that is transacting business in this state; or (3) is a member or manager of a limited liability company or foreign limited liability company that is transacting business in this state.

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

Florida Exclusions

Below are the “exclusions” that will keep you from having to register the LLC’s in Florida as “Foreign LLC’s”. The way to stay clear of having to register as a Foreign LLC is to not engage in (“repeated transactions”) in the same LLC within a short period of time.

If you will be engaging in “repeated transactions” such as buying & selling multiple real estate properties in a short period of time, we recommend that you set up an LLC for each property. This will keep each LLC from meeting the “repeated transaction” test.

As mentioned, we may use a New Mexico Business Address for filing your LLC’s with the state of New Mexico. For receiving correspondence you will not use the NM address but instead you would simply have people write to your LLC “in care of” or “c/o” your Florida address.

The 2005 Florida Statutes

[Title XXXVI](#)

BUSINESS ORGANIZATIONS

[Chapter 608](#)

LIMITED LIABILITY COMPANIES

[View Entire Chapter](#)

608.501 Foreign limited liability company; authority to transact business required.--

(1) A foreign limited liability company may not transact business in this state until it obtains a certificate of authority from the Department of State.

(2) **The following activities, among others, do not constitute transacting business** within the meaning of subsection (1):

(a) Maintaining, defending, or settling any proceeding.

(b) Holding meetings of the managers or members or carrying on other activities

concerning internal company affairs.

(c) Maintaining bank accounts.

(d) Maintaining managers or agencies for the transfer, exchange, and registration of the limited liability company's own securities or maintaining trustees or depositaries with respect to those securities.

(e) Selling through independent contractors.

(f) Soliciting or obtaining orders, whether by mail or through employees, agents or otherwise, if the orders require acceptance outside this state before they become contracts.

(g) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property.

(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

(i) Transacting business in interstate commerce.

(j) Conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature.

(k) Owning and controlling a subsidiary corporation or limited liability company incorporated in or transacting business within this state or voting the stock of any corporation which it has lawfully acquired.

(l) Owning a limited partnership interest in a limited partnership that is doing business within this state, unless such limited partner manages or controls the partnership or exercises the powers and duties of a general partner.

(m) Owning, without more, real or personal property.

(3) The list of activities in subsection (2) is not exhaustive.

(4) This section has no application to the question of whether any foreign limited liability company is subject to service of process and suit in this state under any law of this state.

History.--s. 59, ch. 93-284.

Texas Exclusions:

Source: <http://www.sos.state.tx.us/corp/index.shtml>

B. Without excluding other activities which may not constitute transaction of business in this state, a foreign limited liability company shall not be considered to be transacting

business in this state, for the purposes of this Act, by reason of carrying on in this state any one (1) or more of the following activities:

- (1) Maintaining or defending any action or suit or any administrative or arbitration proceedings, or effecting the settlement thereof or the settlement of claims or disputes to which it is a party;
- (2) Holding meetings of its members or managers or carrying on other activities concerning its internal affairs;
- (3) Maintaining bank accounts;
- (4) Maintaining offices or agencies for the transfer, exchange, and registration of securities issued by it, or appointing and maintaining trustees or depositaries with relation to its securities;
- (5) Voting the stock or other equity interest of any person;
- (6) Effecting sales through independent contractors;
- (7) Creating as borrower or lender, or acquiring, indebtedness or mortgages or other security interests in real or personal property;
- (8) Securing or collecting debts due to it or enforcing any rights in property securing the same;
- (9) Transacting any business in interstate commerce;
- (10) Conducting an isolated transaction completed within a period of thirty (30) days and not in the course of a number of repeated transactions of like nature;
- (11) Exercising the powers of executor or administrator of the estate of a non-resident decedent under ancillary letters issued by a court of this state, or exercising the powers of a trustee under the will of a non-resident decedent, or under a trust created by one or more non-residents of this state, or by one or more foreign limited liability companies if the exercise of such powers, in any such case, will not involve activities which would be deemed to constitute the transacting of business in this state in the case of a foreign limited liability company acting in its own right;
- (12) Acquiring, in transactions outside Texas, or in interstate commerce, of debts secured by mortgages or liens on real or personal property in Texas, collecting or adjusting of principal and interest payments thereon, enforcing or adjusting any rights and property securing said debts, taking any actions necessary to preserve and protect the interest of the mortgagee in said security, or any combination of such transactions;
- (13) Investing in or acquiring, in transactions outside of Texas, royalties and other non-operating mineral interests, and the execution of division orders, contracts of sale and other instruments incidental to the ownership of such non-operating mineral interests.

<http://www.leg.state.or.us/ors/063.html>

63.701 Authority to transact business required. (1) A foreign limited liability company may not transact business in this state until it has been authorized to do so by the Secretary of State.

(2) The following activities, among others, **do not constitute transacting business** within the meaning of subsection (1) of this section:

(a) Maintaining, defending or settling any proceeding.

(b) Holding meetings of the managers or members or carrying on other activities concerning internal affairs.

(c) **Maintaining bank accounts.**

(d) Maintaining offices or agencies for the transfer, exchange and registration of the foreign limited liability company's own securities or maintaining trustees or depositories with respect to those securities.

(e) Selling through independent contractors.

(f) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts.

(g) **Creating or acquiring indebtedness, mortgages and security interests in real or personal property.**

(h) **Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.**

(i) **Owning, without more, real or personal property.**

(j) **Conducting an isolated transaction that is completed within 30 days and is not one in the course of repeated transactions of a like nature.**

(k) **Transacting business in interstate commerce.**

(3) The list of activities in subsection (2) of this section is not exhaustive. [1993 c.173 §75]

63.704 Consequences of transacting business without authority. (1) A foreign limited liability company transacting business in this state without authorization from the Secretary of State may not maintain a proceeding in any court in this state until it obtains authorization from the Secretary of State to transact business in this state.

(2) The successor to a foreign limited liability company that transacted business in this state without authority to transact business in this state and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this state until the foreign limited liability company or its successor obtains authorization from the Secretary of State to transact business in this state.

(3) A court may stay a proceeding commenced by a foreign limited liability company or its successor or assignee until it determines whether the foreign limited liability company or its successor requires authorization from the Secretary of State to transact business in this state. If it so determines, the court may further stay the proceeding until the foreign limited liability company or its successor obtains the authorization.

(4) A foreign limited liability company that transacts business in this state without authority shall be liable to this state for the years or parts thereof during which it transacted business in this state without authority in an amount equal to all fees that

would have been imposed by this chapter upon the foreign limited liability company had it duly applied for and received authority to transact business in this state as required by this chapter and thereafter filed all reports required by this chapter.

(5) Notwithstanding subsections (1) and (2) of this section, the failure of a foreign limited liability company to obtain authority to transact business in this state does not impair the validity of its acts or prevent it from defending any proceeding in this state.

(6) A member of a foreign limited liability company is not liable for the debts and obligations of the foreign limited liability company solely by reason of the foreign limited liability company's having transacted business in this state without authority. [1993 c.173 §76]

63.707 Application for authority to transact business. (1) A foreign limited liability company may apply for authority to transact business in this state by delivering an application to the office for filing. The application shall set forth:

(a) The name of the foreign limited liability company or, if its name is unavailable for filing in this state, another name that satisfies the requirements of ORS 63.717;

(b) The name of the state or country under whose law it is organized;

(c) Its date of organization and either the date on which the period of its duration expires or a statement that its duration is perpetual;

(d) The address, including street and number, and mailing address, if different, of its principal office;

(e) The address, including street and number, of its registered office in this state and the name of its registered agent at that office;

(f) A statement that the foreign limited liability company satisfies the requirements of ORS 63.714 (3); and

(g) A statement whether the foreign limited liability company is member-managed or manager-managed, or whether the foreign limited liability company is managed by a manager or managers.

(2) The foreign limited liability company shall deliver with the completed application a certificate of existence, or a document of similar import, current within 60 days of delivery and authenticated by the official having custody of limited liability company records in the state or country under whose law it is organized. [1993 c.173 §77; 1999 c.86 §16; 2005 c.22 §43]

NEVADA

source: <http://www.leg.state.nv.us/nrs/NRS-086.html#NRS086Sec5483>

NRS 86.5483 **Activities not constituting transaction of business.**

1. For the purposes of [NRS 86.543](#) to [86.549](#), inclusive, the following activities do not constitute transacting business in this State:

(a) Maintaining, defending or settling any proceeding;

(b) Holding meetings of the managers or members or carrying on other activities concerning internal company affairs;

(c) **Maintaining accounts in banks or credit unions;**

(d) Maintaining offices or agencies for the transfer, exchange and registration of the company's own securities or maintaining trustees or depositaries with respect to those securities;

(e) Making sales through independent contractors;

(f) Soliciting or receiving orders outside this State through or in response to letters, circulars, catalogs or other forms of advertising, accepting those orders outside this State and filling them by shipping goods into this State;

(g) **Creating or acquiring indebtedness, mortgages and security interests in real or personal property;**

(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;

(i) **Owning, without more, real or personal property;**

(j) Isolated transactions completed within 30 days and not a part of a series of similar transactions;

(k) The production of motion pictures as defined in [NRS 231.020](#);

(l) Transacting business as an out-of-state depository institution pursuant to the provisions of title 55 of NRS; and

(m) Transacting business in interstate commerce.

2. The list of activities in subsection 1 is not exhaustive.

3. **A person who is not transacting business in this State within the meaning of this section need not qualify or comply with any provision of this chapter, title 55 or 56 of NRS or [chapter 645A](#), [645B](#) or [645E](#) of NRS unless he:**

(a) Maintains an office in this State for the transaction of business; or

(b) Solicits or accepts deposits in the State, except pursuant to the provisions of [chapter 666](#) or [666A](#) of NRS.

4. The fact that a person is not transacting business in this State within the meaning of this section:

(a) Does not affect the determination of whether any court, administrative agency or regulatory body in this State may exercise personal jurisdiction over the person in any civil action, criminal action, administrative proceeding or regulatory proceeding; and

(b) Except as otherwise provided in subsection 3, does not affect the applicability of any other provision of law with respect to the person and may not be offered as a defense or introduced in evidence in any civil action, criminal action, administrative proceeding or regulatory proceeding to prove that the person is not transacting business in this State, including, without limitation, any civil action, criminal action, administrative proceeding or regulatory proceeding involving an alleged violation of [chapter 597](#), [598](#) or [598A](#) of NRS.

5. As used in this section, "deposits" means demand deposits, savings deposits and time deposits, as those terms are defined in [chapter 657](#) of NRS.

(Added to NRS by [2003. 3134](#))

TENNESSEE

Click on the following link and turn to page 77 and 78 for the Tennessee Foreign LLC exclusions. Look for Chapter 9, Section 902:

<http://www.state.tn.us/sos/acts/104/pub/pc0286.pdf>

LOUISIANA

<http://www.legis.state.la.us/lss/lss.asp?doc=76298>

WASHINGTON:

<http://apps.leg.wa.gov/RCW/default.aspx?cite=25.15.350>

RCW 25.15.350

Transactions not constituting transacting

business [Washington State].

(1) The following activities, among others, do not constitute transacting business within the meaning of this article:

(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;

(b) Holding meetings of the members, or managers if any, or carrying on other activities concerning internal limited liability company affairs;

(c) Maintaining bank accounts, share accounts in savings and loan associations, custodian or agency arrangements with a bank or trust company, or stock or bond brokerage accounts;

(d) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited liability company's own securities or interests or maintaining trustees or depositaries with respect to those securities or interests;

(e) Selling through independent contractors;

(f) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where the orders require acceptance outside this state before becoming binding contracts and where the contracts do not involve any local performance other than delivery and installation;

(g) Making loans or creating or acquiring evidences of debt, mortgages, or liens on real or personal property, or recording same;

(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;

(i) Owning, without more, real or personal property;

(j) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;

(k) Transacting business in interstate commerce;

(l) Owning a controlling interest in a corporation or a foreign corporation that transacts business within this state;

(m) Participating as a limited partner of a domestic or foreign limited partnership that transacts business within this state; or

(n) Participating as a member or a manager of a domestic or foreign limited liability company that transacts business within this state.

(2) The list of activities in subsection (1) of this section is not exhaustive.

New Hampshire: <http://www.gencourt.state.nh.us/rsa/html/XXVIII/304-C/304-C-63.htm>

New York

Article 13 - FOREIGN CORPORATIONS

§ 1301. Authorization of foreign corporations.

(a) A foreign corporation shall not do business in this state until it has been authorized to do so as provided in this article. A foreign corporation may be authorized to do in this state any business which may be done lawfully in this state by a domestic corporation, to the extent

that it is authorized to do such business in the jurisdiction of its incorporation, but no other business.

(b) Without excluding other activities which may not constitute doing business in this state, a foreign corporation **shall not be considered to be doing business in this state**, for the purposes of this chapter, by reason of carrying on in this state any one or more of the following activities:

(1) Maintaining or defending any action or proceeding, whether judicial, administrative, arbitrative or otherwise, or effecting settlement thereof or the settlement of claims or disputes.

(2) Holding meetings of its directors or its shareholders.

(3) Maintaining bank accounts.

(4) Maintaining offices or agencies only for the transfer, exchange and registration of its securities, or appointing and maintaining trustees or depositaries with relation to its securities.

(c) The specification in paragraph (b) does not establish a standard for activities which may subject a foreign corporation to service of process under this chapter or any other statute of this state.

(d) A foreign corporation whose corporate name is not acceptable for authorization pursuant to sections 301 and 302 of this chapter, may submit in its application for authority pursuant to section 1304 of this chapter, a fictitious name under which it shall do business in this state. A fictitious name submitted pursuant to this section shall be subject to the provisions of subparagraphs (2) through (9) of paragraph (a) of section 301 and 302 of this chapter. A foreign corporation authorized to do business in this state under a fictitious name pursuant to this section, shall use such fictitious name in all of its dealings with the secretary of state and in the conduct of its business in this state. The provisions of section one hundred thirty of the general business law shall not apply to any fictitious name filed by a foreign corporation pursuant to this section, and a filing under section one hundred thirty of the general business law shall not constitute the adoption of a fictitious name.

Michigan

(source: <http://www.dleg.state.mi.us/bcsc/forms/corp/stat/act23.pdf>)

450.5008 Activities not considered to be transacting business in state; applicability of section to other state laws.

Sec. 1008. (1) **Without excluding other activities that may not constitute transacting business in this state, a foreign limited liability company is not considered to be transacting business in this state, for the purposes of this act, because it is carrying on in this state any 1 or more of the following activities:**

(a) Maintaining, defending, or settling any proceeding.

(b) Holding meetings of its members or carrying on any other activities concerning its internal affairs.

(c) Maintaining bank accounts.

(d) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited liability company's own securities or maintaining trustees or depositaries with respect to those securities.

(e) Selling through independent contractors.

(f) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts.

(g) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property.

(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

(i) Owning, without more, real or personal property.

(j) Conducting an isolated transaction that is completed within 30 days and that is not 1 in the course of repeated transactions of a like nature.

(k) Transacting business in interstate commerce.

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

Minnesota Exclusion

==321.0903

321.0903 Activities not constituting transacting business.

(a) Activities of a foreign limited partnership which do not constitute transacting business in this state within the meaning of this article include:

(1) maintaining, defending, and settling an action or proceeding;

(2) holding meetings of its partners or carrying on any other activity concerning its internal affairs;

(3) maintaining accounts in financial institutions;

(4) maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited partnership's own securities or maintaining trustees or depositories with respect to those securities;

(5) selling through independent contractors;

(6) soliciting or obtaining orders, whether by mail or electronic means or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;

(7) creating or acquiring indebtedness, mortgages, or security interests in real or personal property;

(8) securing or collecting debts or enforcing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;

(9) conducting an isolated transaction that is completed within 30 days and is not one in the course of similar transactions of a like manner; and

(10) transacting business in interstate commerce.

(b) For purposes of this article, the ownership in this state of income-producing real property or tangible personal property, other than property excluded under subsection (a), constitutes transacting business in this state.

(c) This section does not apply in determining the contacts

or activities that may subject a foreign limited partnership to service of process, taxation, or regulation under any other law of this state.

HIST: 2004 c 199 art 9 s 76

==321.0904

MISSOURI

<http://www.moga.mo.gov/statutes/C300-399/3470000163.HTM>

UTAH

48-2c-1602. Authority to transact business required.

(1) A foreign company may not transact business in this state until its application for authority to transact business is filed with the division. This applies to foreign companies that conduct a business governed by other statutes of this state only to the extent this part is not inconsistent with those other statutes.

(2) The following is a nonexhaustive list of activities that do not constitute "transacting business" within the meaning of Subsection (1):

- (a) maintaining, defending, or settling in its own behalf any proceeding;
- (b) holding meetings of the managers or members or otherwise carrying on activities concerning internal company affairs;
- (c) maintaining bank accounts;
- (d) selling through independent contractors;
- (e) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
- (f) creating as borrower or lender or acquiring indebtedness, mortgages, or security interests in real or personal property;
- (g) securing or collecting debts in its own behalf or enforcing mortgages or security interests in property securing those debts;
- (h) owning, without more, real or personal property;
- (i) conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature;
- (j) transacting business in interstate commerce;
- (k) acquiring, in transactions outside this state or in interstate commerce, of conditional sales contracts or of debts secured by mortgages or liens on real or personal property in this state, collecting or adjusting of principal or interest payments on the contracts, mortgages, or liens, enforcing or adjusting any rights provided for in conditional sales contracts or securing the described debts, taking any actions necessary to preserve and protect the interest of the conditional vendor in the property covered by a conditional sales contract or the interest of the mortgagee or holder of the lien in the security, or any combination of such transactions; and
- (l) any other activities not considered to constitute transacting business in this state as determined in the discretion of the director of the division.

(3) Nothing in this section limits or affects the right to subject a foreign company which does not, or is not required to, have authority to transact business in this state to the jurisdiction of the courts of this state or to serve upon any foreign company any process, notice, or demand required or permitted by law to be served upon a company pursuant to any applicable provision of law or pursuant to any applicable rules of civil procedure.

http://le.utah.gov/~code/TITLE48/htm/48_02c160200.htm

HAWAII

[§428-1003] Activities not constituting transacting business. (a) The activities of a foreign limited liability company that do not constitute transacting business in this State within the meaning of this part include:

- (1) Maintaining, defending, or settling an action or proceeding;
- (2) Holding meetings of its members or managers or carrying on any other activity concerning its internal affairs;

(3) Maintaining bank accounts;

(4) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited liability company's own securities or maintaining trustees or depositories with respect to those securities;

(5) Selling through independent contractors;

(6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this State before they become contracts;

(7) Creating or acquiring indebtedness, mortgages, or security interests in real or personal property;

(8) Securing or collecting debts or enforcing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;

(9) Conducting an isolated transaction that is completed within thirty days and is not one in the course of similar transactions of a like manner; or

(10) Transacting business in interstate commerce.

(b) For purposes of this part, the ownership in this State of income-producing real property or tangible personal property, **other than property excluded under subsection (a)**, constitutes transacting business in this State.

(c) 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 any other law of this State. [L 1996, c 92, pt of §1]

http://www.capitol.hawaii.gov/hrscurrent/Vol08_Ch0401-0429/HRS0428/HRS_0428-1003.htm

ARIZONA

29-809. Transaction of business without registration

A. A foreign limited liability company transacting business in this state shall not maintain an action, suit or proceeding in a court of this state until it has obtained a certificate of registration to transact business.

B. The failure of a foreign limited liability company to obtain a certificate of registration to transact business does not impair the validity of any contract or act of the foreign limited liability company or prevent the foreign limited liability company from defending any action, suit or proceeding in a court of this state.

C. A member of a foreign limited liability company is not liable for any debt, obligation or liability of the limited liability company by reason of having transacted business in this state without a certificate of registration.

D. A foreign limited liability company that transacts business in this state without a certificate of registration appoints the commission as its agent for service of process with respect to causes of action arising out of the transaction of business in this state.

E. Without excluding other activities that may not constitute transacting business in this state, a foreign limited liability company **is not considered to be transacting business in this state for the purposes of this chapter solely because it is carrying on one or more of the following activities in this state:**

1. Maintaining, defending or effecting a settlement of an action or suit or an administrative or arbitral proceeding or effecting the settlement of a claim or dispute.

2. Holding meetings of its members or carrying on any other activities concerning its internal affairs.

3. **Maintaining a bank account.**

4. Maintaining an office or agency for the transfer, exchange and registration of its securities or appointing and maintaining trustees or depositories with relation to its securities.

5. Effecting sales through an independent contractor.

6. Soliciting or receiving orders outside this state in pursuance of letters, circulars, catalogs or other forms of advertising or solicitation and accepting the orders outside this state and filling them with goods shipped into this state.

7. Creating as borrower or lender or acquiring indebtedness, mortgages or other security interests in real or personal property.

8. Securing or collecting debts or enforcing any right in property securing the debts.

9. Transacting business in interstate commerce.

10. Conducting an isolated transaction completed within a period of thirty days and not in the course of a number of repeated transactions of a similar nature.

F. This section does not apply in determining the context or activities that may subject a foreign limited liability company to service of process, suit, taxation or regulation under any other statute of this state.

<http://www.azleg.state.az.us/FormatDocument.asp?inDoc=/ars/29/00809.htm&Title=29&DocType=ARS>

VIRGINIA

Virginia Code § 13.1-1059 - Transactions not constituting doing business

<http://law.justia.com/virginia/codes/toc1301000/13.1-1059.html>

§ 13.1-1059. Transactions not constituting doing business.

A. The following activities of a foreign limited liability company, among others, do not constitute transacting business within the meaning of this article:

1. Maintaining, defending, or settling any proceeding;
2. Holding meetings of its members or carrying on any other activities concerning its internal affairs;
3. Maintaining bank accounts;
4. Maintaining offices or agencies for the transfer, exchange and registration of the foreign limited liability company's securities or maintaining trustees or depositories with respect to those securities;
5. Selling through independent contractors;
6. Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this Commonwealth before they become contracts;
7. Creating or acquiring indebtedness, deeds of trust, and security interests in real or personal property;
8. Securing or collecting debts or enforcing deeds of trust and security interests in property securing the debts;
9. Owning, without more, real or personal property;
10. Conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature;
11. For a period of less than 90 consecutive days, producing, directing, filming, crewing or acting in motion picture feature films, television series or commercials, or promotional films that are sent outside of the Commonwealth for processing, editing, marketing and distribution; or
12. Serving, without more, as a general partner of, or as a partner in a partnership that is a general partner of, a domestic or foreign limited partnership that does not otherwise transact business in the Commonwealth.

B. The term "transacting business" as used in this section shall have no effect on personal jurisdiction under § 8.01-328.1.

C. The list of activities in subsection A of this section is not exhaustive. This section does not apply in determining the contracts or activities that may subject a foreign limited liability company to service of process or taxation in this Commonwealth or to regulation under any other law of this Commonwealth.

(1991, c. 168; 1996, c. 265; 2004, c. 601.)

ILLINOIS

<http://tinyurl.com/af5qgc>

(805 ILCS 180/45-47)

Sec. 45-47. Activities that do not constitute transacting business.

(a) Without excluding other activities that may not constitute transacting business in this State, a foreign limited liability company shall not be considered to be transacting business in this State, for purposes of this Article 45, by reason of carrying on in this State any one or more of the following activities:

- (1) Maintaining, defending, or settling any proceeding.
- (2) Holding meetings of the managers or members or

carrying on other activities concerning internal company affairs.

- (3) Maintaining bank accounts.
- (4) Maintaining offices or agencies for the

transfer, exchange, and registration of the limited liability company's own securities or maintaining trustees or depositaries with respect to those securities.

- (5) Selling through independent contractors.
- (6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if orders require acceptance outside this State before they become contracts.
- (7) Owning, without more, real or personal property.
- (8) Conducting an isolated transaction that is completed within 120 days and that is not one in the course of repeated transactions of a like nature.
- (9) Having a member or manager who is a resident of this State.

(b) This Section has no application to the question of whether any foreign limited liability company is subject to service of process and suit in this State under any law of this State.

(Source: P.A. 93-59, eff. 7-1-03.)

IDAHO

Idaho Statutes

<http://www.legislature.idaho.gov/idstat/Title53/T53CH6SECT53-657.htm>

TITLE 53
PARTNERSHIP
CHAPTER 6

IDAHO LIMITED LIABILITY COMPANY ACT

53-657. Transactions not constituting transacting business. [EFFECTIVE UNTIL JULY 1, 2010. SEE SECTION 30-6-1104](1) The following activities of a foreign limited liability company, among others, do not constitute transacting business within the meaning of this chapter.

- (a) Maintaining or defending any action or suit or any administrative or arbitration proceedings or effecting the settlement thereof or the settlement of claims or disputes;
- (b) Holding meetings of its members or managers or carrying on any other activities concerning its internal affairs;
- (c) Maintaining bank accounts;
- (d) Maintaining offices or agencies for the transfer, exchange and registration of the foreign limited liability company's own securities or interests or appointing and maintaining trustees or depositaries with respect to those securities or interests;
- (e) Effecting sales through independent contractors;
- (f) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where such orders require acceptance outside this state before they become contracts;
- (g) Creating as borrower or lender, or acquiring indebtedness or mortgages or other security interests in real or personal property;

(h) Securing or collecting debts or enforcing any rights in property securing the same. The provisions of this subsection shall not be construed to allow any person or limited liability company to act in a manner contrary to the provisions of [chapter 22, title 26](#), Idaho Code;

(i) Owning, without more, real or personal property;

(j) Conducting an isolated transaction that is completed within thirty (30) days and that is not one in the course of a number of repeated transactions of a like nature; or

(k) Transacting any business in interstate commerce.

(2) The foreign limited liability company shall not be considered to be transacting business solely because it:

(a) Owns a controlling interest in a corporation that is transacting business;

(b) Is a limited partner of a limited partnership that is transacting business; or

(c) Is a member or manager of a limited liability company or foreign limited liability company that is transacting business.

(3) The provisions of this section do not apply in determining the contracts or activities that may subject a foreign limited liability company to service of process or taxation in this state or to regulation under any other law of this state.

Georgia:

§ 14-11-702. Requirement for certificate of authority; application; activities not considered transacting business in this state

(b) Without excluding other activities which may not constitute transacting business in this state, a foreign limited liability company shall not be considered to be transacting business in this state, for the purpose of qualification under this chapter, solely by reason of carrying on in this state any one or more of the following activities:

(1) Maintaining or defending any action or administrative or arbitration proceeding or effecting the settlement thereof or the settlement of claims or disputes;

(2) Holding meetings of its managers, members, or other owners or carrying on other activities concerning its internal affairs;

(3) Maintaining bank accounts, share accounts in savings and loan associations, custodial or agency arrangements with a bank or trust company, or stock or bond brokerage accounts;

(4) Maintaining offices or agencies for the transfer, exchange, and registration of membership or other ownership interests in it or appointing and maintaining trustees or depositaries with relation to such interests;

(5) Effecting sales through independent contractors;

(6) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where such orders require acceptance outside this state before becoming binding contracts and where such contracts do not involve any local performance other than delivery and installation;

(7) Making loans or creating or acquiring evidences of debt, mortgages, or liens on real or personal property or recording the same;

(8) Securing or collecting debts or enforcing any rights in property securing the same;

(9) Owning, without more, real or personal property;

(10) Conducting an isolated transaction not in the course of a number of repeated transactions of a like nature;

(11) Effecting transactions in interstate or foreign commerce;

(12) Serving as trustee, executor, administrator, or guardian, or in like fiduciary capacity, where permitted so to serve by the laws of this state; or

(13) Owning directly or indirectly an interest in or controlling directly or indirectly another person organized under the laws of or transacting business within this state.

(c) The list of activities in subsection (b) of this Code section is not exhaustive.

(d) This Code section shall not be deemed to establish a standard for activities that may subject a foreign limited liability company to taxation or to service of process under any of the laws of this state.

Massachusetts:

<http://www.mass.gov/legis/laws/mgl/156d-15.01.htm>

PART I. ADMINISTRATION OF THE GOVERNMENT

TITLE XXII. CORPORATIONS

CHAPTER 156D. BUSINESS CORPORATIONS

SUBDIVISION A. REQUIREMENTS FOR AUTHORITY TO TRANSACT BUSINESS

Chapter 156D: Section 15.01. Authority to transact business required

Section 15.01. AUTHORITY TO TRANSACT BUSINESS REQUIRED

(a) A foreign corporation that transacts business or has a usual place of business in the commonwealth shall deliver the certificate required by section 15.03 to the secretary of state for filing.

(b) The following activities, among others, do constitute transacting business within the meaning of subsection (a):

- (1) the ownership or leasing of real estate in the commonwealth;
- (2) engaging in the construction, alteration or repair of any structure, railway or road; or
- (3) engaging in any other activity requiring the performance of labor.

(c) The following activities, among others, without more, do not constitute transacting business within the meaning of subsection (a):

- (1) maintaining, defending, or settling any proceeding;
- (2) holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs;
- (3) maintaining bank accounts;
- (4) maintaining offices or agencies for the transfer, exchange, and registration of the corporations own securities or maintaining trustees or depositories with respect to those securities;
- (5) selling through independent contractors;
- (6) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside the commonwealth before they become contracts;

[There is no clause (7) or clause (8).]

- (9) conducting an isolated transaction that is not one in the course of repeated transactions of a like nature;
- (10) transacting business in interstate commerce; or

[Clause (11) of subsection (c) effective until January 5, 2009. For text effective January 5, 2009, see below.]

(11) performing activities subject to regulation under chapter 167 or chapter 175, if the foreign corporation has complied with applicable chapter.

[Clause (11) of subsection (c) as amended by 2008, 451, Sec. 134 effective January 5, 2009. For text effective until January 5, 2009, see above.]

(11) performing activities subject to regulation under chapter 167 or chapter 175, if the foreign corporation has complied with the applicable chapter.

(d) The list of activities in subsections (b) and (c) is not exhaustive.

Maryland:

§ 4A-1009. Doing business.

(a) **Activities not considered doing business.**- In addition to any other activities which may not constitute doing business in this State, for the purposes of this title, the following activities of a foreign limited liability company do not constitute doing business in this State:

- (1) Maintaining, defending, or settling an action, suit, claim, dispute, or administrative or arbitration proceeding;
- (2) Holding meetings of its members or agents or carrying on other activities that concern its internal affairs;
- (3) Maintaining bank accounts;
- (4) Conducting an isolated transaction not in the course of a number of similar transactions;
- (5) Foreclosing mortgages and deeds of trust on property in this State;
- (6) As a result of default under a mortgage or deed of trust, acquiring title to property in this State by foreclosure, deed in lieu of foreclosure, or otherwise;
- (7) Holding, protecting, renting, maintaining, and operating property in this State so acquired; or
- (8) Selling or transferring title to property in this State so acquired to any person, including the Federal Housing Administration or the Veterans Administration.

(b) Activities considered doing business.- In addition to any other activities which may constitute doing business in this State, for the purposes of this title any foreign limited liability company which owns income producing real or tangible personal property in this State, other than property exempted by subsection (a) of this section, shall be considered to be doing business in this State.

[1992, ch. 536.]

PENNSYLVANIA

<http://tinyurl.com/5waq4wt>

SECTION 803. ACTIVITIES NOT CONSTITUTING TRANSACTIONING BUSINESS.

(a) Activities of a foreign limited liability company which do not constitute transacting business in this state within the meaning of this [article] include:

- (1) maintaining, defending, and settling an action or proceeding;
- (2) carrying on any activity concerning its internal affairs, including holding meetings of its members or managers;
- (3) maintaining accounts in financial institutions;
- (4) maintaining offices or agencies for the transfer, exchange, and registration of the company's own securities or maintaining trustees or depositories with respect to those securities;
- (5) selling through independent contractors;
- (6) soliciting or obtaining orders, whether by mail or electronic means or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
- (7) creating or acquiring indebtedness, mortgages, or security interests in real or personal property;
- (8) securing or collecting debts or enforcing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;
- (9) conducting an isolated transaction that is completed within 30 days and is not one in the course of similar transactions of a like manner; and
- (10) transacting business in interstate commerce.

WYOMING

ARTICLE 15 - FOREIGN CORPORATIONS

17-19-1501. ♦ Authority to transact business required.

(a) ♦ A foreign corporation may not transact business in this state until it obtains a certificate of authority from the secretary of state.

(b) ♦ The following activities, among others, do not constitute transacting business within the meaning of subsection (a) of this section:

- (i) ♦ Maintaining, defending or settling any proceeding;
- (ii) ♦ Holding meetings of the board of directors or members or carrying on other activities concerning internal corporate affairs;
- (iii) ♦ Maintaining bank accounts;
- (iv) ♦ Maintaining offices or agencies for the transfer, exchange and registration of memberships or securities or maintaining trustees or depositories with respect to those securities;
- (v) ♦ Selling through independent contractors;

(vi) ♦ Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;

(vii) ♦ Creating or acquiring indebtedness, mortgages, and security interests in real or personal property;

(viii) ♦ Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;

(ix) ♦ Owning, without more, real or personal property;

(x) ♦ Conducting an isolated transaction that is completed within thirty (30) days and that is not one in the course of repeated transactions of a like nature;

(xi) ♦ Transacting business in interstate commerce.

(c) ♦ The list of activities in subsection (b) of this section is not exhaustive.

Ohio – Ohio does not appear to define what does not constitute “transacting business within the State” in their LLC Statutes but I found the following in their LLP Statutes:

Source: <http://codes.ohio.gov/orc/1776.88>

1776.88 What constitutes transacting business.

(A) Activities of a foreign limited liability partnership that do not constitute transacting business for the purpose of section [1776.86](#) of the Revised Code include all of the following:

- (1) Maintaining, defending, or settling an action or proceeding;
- (2) Holding meetings of its partners or carrying on any other activity concerning its internal affairs;
- (3) Maintaining bank accounts;
- (4) Maintaining offices or agencies for the transfer, exchange, and registration of the partnership’s own securities or maintaining trustees or depositories with respect to those securities;
- (5) Selling through independent contractors;
- (6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
- (7) Creating or acquiring indebtedness, with or without a mortgage or other security interest in property;
- (8) Collecting debts or foreclosing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;
- (9) Conducting an isolated transaction that is completed within thirty days and is not one in the course of similar transactions;
- (10) Transacting business in interstate commerce.

(B) For purposes of section [1776.86](#) of the Revised Code, the ownership in this state of income-producing real property or tangible personal property, other than property excluded under division (A) of this section, constitutes transacting business in this state.

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

Effective Date: 2008 HB332 08-06-2008