

## **275.025 Contents of articles of organization.**

- (1) The articles of organization shall set forth:
  - (a) A name for the limited liability company that satisfies the requirements of KRS 14A.3-010;
  - (b) The registered office and initial registered agent that satisfy the requirements of KRS 14A.4-010;
  - (c) The mailing address of the initial principal office of the limited liability company; and
  - (d) A statement that the limited liability company is to be managed by a manager or managers or that the limited liability company is to be managed by its members.
- (2) The term of a limited liability company shall be perpetual unless a period of duration other than perpetual is set forth in the articles of organization.
- (3) The articles of organization of a professional limited liability company shall designate the professional services to be practiced through the professional limited liability company.
- (4) The articles of organization may set forth any other matter that under this chapter is permitted to be set forth in an operating agreement not inconsistent with law.
- (5) A member of a limited liability company shall not have a vested property right resulting from any provision of the articles of organization.
- (6) If the limited liability company is a nonprofit limited liability company, then the articles of organization shall state that fact and its nonprofit purpose. This provision of the articles of organization shall not be removed from the articles of organization without written notice to the Attorney General of Kentucky given not less than ten (10) business days prior to the filing of the amendment.
- (7) The fact that the articles of organization are on file with the Secretary of State is notice:
  - (a) That the limited liability company formed by the filing of the articles of organization is a limited liability company formed under the laws of the Commonwealth of Kentucky; and
  - (b) Of all other facts set forth in the articles of organization which are required to be set forth by subsections (1), (3), and (6) of this section.

**Effective:** June 8, 2011

**History:** Amended 2011 Ky. Acts ch. 29, sec. 13, effective June 8, 2011. -- Repealed and reenacted 2010 Ky. Acts ch. 51, sec. 95, effective July 15, 2010; and amended ch. 151, sec. 71, effective January 1, 2011.-- Amended 2007 Ky. Acts ch. 137, sec. 95, effective June 26, 2007. -- Amended 1998 Ky. Acts ch. 341, sec. 23, effective July 15, 1998. -- Created 1994 Ky. Acts ch. 389, sec. 5, effective July 15, 1994.

**Legislative research Commission Note (6/8/2011).** 2011 Ky. Acts ch. 29, sec. 24, provides that the amendments to this section in 2011 Ky. Acts ch. 29, sec. 13, are retroactive to January 1, 2011.

**Legislative Research Commission Note (1/1/2011).** This section was amended by 2010 Ky. Acts ch. 151, and repealed and reenacted by 2010 Ky. Acts ch. 51. Pursuant to Section 184 of Acts ch. 51, it was the intent of the General Assembly that the repeal and reenactment not serve to void the amendment,

and these Acts do not appear to be in conflict, therefore, they have been codified together.

**Legislative Research Commission Note** (7/15/2010). 2010 Ky. Acts ch. 51, sec. 183, provides, "The specific textual provisions of Sections 1 to 178 of this Act which reflect amendments made to those sections by 2007 Ky. Acts ch. 137 shall be deemed effective as of June 26, 2007, and those provisions are hereby made expressly retroactive to that date, with the remainder of the text of those sections being unaffected by the provisions of this section."