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11 TCA 48-249-202

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Tennessee Code Annotated § 48-249-202 – Articles of organization

- (a) Mandatory contents. The articles shall set forth:
- (1) A name for the LLC that satisfies the requirements of § 48-249-106;
 - (2) The street address and zip code of the initial registered office of the LLC, the county in which the office is located, and the name of its initial registered agent at that office;
 - (3) The street address and zip code of the principal executive office of the LLC (and a mailing address such as a post office box if the United States postal service does not deliver to the principal executive office), and the county in which the office is located;
 - (4) A statement as to whether the LLC will be member-managed, manager-managed, or director-managed;
 - (5) If the LLC will have more than six (6) members at the date of filing of the articles, a statement of the number of members at the date of the filing of the articles;
 - (6) If, under § 48-249-114(f), one (1) or more members are personally liable for all of the debts, obligations and liabilities of the LLC, the information required in § 48-249-114(f);
 - (7) If the existence of the LLC is to begin upon a future date, or the occurrence of a specific event, the future date or a description of the specific event; except that, in no event may the future date, or the actual occurrence of the specific event, be more than ninety (90) days after the filing of the articles in compliance with § 48-249-201;
 - (8) If the LLC, while being formed under Tennessee law, is not to engage in business in Tennessee, a statement that the LLC is prohibited from engaging in business in Tennessee; and
 - (9) If the duration of the LLC is to be limited to a specific period of time or term of years, such limitation and the future date on which dissolution is to occur or the term of years shall be stated in the articles.
- (b) Optional contents.
- (1) The articles may set forth:
 - (A) Provisions permitted to be set forth in an operating agreement;
 - (B) Other provisions not inconsistent with law, relating to the management of the business or the regulation of the affairs of the LLC;
 - (C) If the LLC is director-managed, a provision eliminating or limiting the personal liability of a director to the LLC or its members for monetary damages for breach of fiduciary duty as a director; provided, that such provision shall not eliminate or limit the liability of a director:
 - (i) For any breach of the director's duty of loyalty to the LLC or its members;

- (ii) For acts or omissions not in good faith, or that involve intentional misconduct or a knowing violation of law; or
 - (iii) Under § 48-249-307; and
- (D) A statement to the effect that § 48-249-503(b)(2) shall not apply to the LLC, regardless of whether the LLC falls within the definition of a “family LLC” under § 48-249-102(10).
- (2) No provision included in the articles under subdivision (b)(1)(C) shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective. All references in subdivision (b)(1)(C) to a “director” are also deemed to refer to a member who, under the operating agreement, has been delegated some or all of the rights of a director in the management and conduct of the LLC's business, as set forth in § 48-249-403(i)(2). If the secretary of state prescribes a form for articles, such form shall contain substantially the following statement: “If the LLC desires that § 48-249-503(b)(2), which restricts withdrawals from a ‘family LLC’, NOT apply to the LLC, regardless of whether the LLC falls within the definition of a ‘family LLC’, place an ‘x’ in the following space: _____.”
- (c) Statement of powers not necessary. It is not necessary to set forth in the articles any of the LLC powers granted by this chapter.
- (d) Nonwaivable provisions; conflict with operating agreement. The articles may not contain any provisions prohibited by § 48-249-205(b). As to all other matters, if the articles are inconsistent with any provision of an operating agreement, the articles shall control.

***Effective: July 1, 2014