



Ohio Revised Code

Section 1706.01 Limited liability company definitions.

Effective: April 12, 2021

Legislation: Senate Bill 276 - 133rd General Assembly

As used in this chapter:

(A) "Articles of organization" means the articles of organization described in section 1706.16 of the Revised Code, and those articles of organization as amended or restated.

(B) "Assignment" means a transfer, conveyance, deed, bill of sale, lease, mortgage, security interest, encumbrance, gift, or transfer by operation of law.

(C) "Constituent limited liability company" means a constituent entity that is a limited liability company.

(D) "Constituent entity" means an entity that is party to a merger.

(E) "Contribution" means anything of value including cash, property, or services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services, that a person contributes to a limited liability company, or a series thereof, in the person's capacity as a member.

(F) "Converted entity" means the entity into which a converting entity converts pursuant to sections 1706.72 to 1706.723 of the Revised Code.

(G) "Converting limited liability company" means a converting entity that is a limited liability company.

(H) "Converting entity" means an entity that converts into a converted entity pursuant to sections 1706.72 to 1706.723 of the Revised Code.

(I) "Debtor in bankruptcy" means a person who is the subject of an order for relief under Title 11 of



the United States Code, a comparable order under a successor statute of general application, or a comparable order under any federal, state, or foreign law governing insolvency.

(J) "Distribution" means a transfer of money or other property from a limited liability company, or a series thereof, to another person on account of a membership interest.

(K) "Entity" means a general partnership, limited partnership, limited liability partnership, limited liability company, association, corporation, professional corporation, professional association, nonprofit corporation, business trust, real estate investment trust, common law trust, statutory trust, cooperative association, or any similar organization that has a governing statute, in each case, whether foreign or domestic.

(L) "Foreign limited liability company" means an entity that is all of the following:

- (1) An unincorporated association;
- (2) Organized under the laws of a state other than this state or under the laws of a foreign country;
- (3) Organized under a statute pursuant to which an association may be formed that affords to each of its members limited liability with respect to the liabilities of the entity;
- (4) Not required to be registered, qualified, or organized under any statute of this state other than this chapter.

(M) "Governing statute" means the law that governs an entity's internal affairs.

(N) "Limited liability company," except in the phrase "foreign limited liability company," means an entity formed or existing under this chapter.

(O) "Manager" means any person designated by the limited liability company or its members with the authority to manage all or part of the activities or affairs of the limited liability company on behalf of the limited liability company, which person has agreed to serve in such capacity, whether such person is designated as a manager, director, officer, or otherwise.



(P) "Member" means a person that has been admitted as a member of a limited liability company under section 1706.27 of the Revised Code and that has not dissociated as a member.

(Q) "Membership interest" means a member's right to receive distributions from a limited liability company or series thereof.

(R) "Operating agreement" means any valid agreement, written or oral, of the members, or any written declaration of the sole member, as to the affairs and activities of a limited liability company and any series thereof. "Operating agreement" includes any amendments to the operating agreement.

(S) "Organizational documents" means any of the following:

(1) For a general partnership or foreign general partnership, its partnership agreement;

(2) For a limited partnership or foreign limited partnership, its certificate of limited partnership and partnership agreement;

(3) For a limited liability limited partnership or foreign limited liability limited partnership, its certificate of limited partnership and partnership agreement;

(4) For a limited liability company or foreign limited liability company, its articles of organization and operating agreement, or comparable records as provided in its governing statute;

(5) For a business or statutory trust or foreign business or statutory trust, its trust instrument, or comparable records as provided in its governing statute;

(6) For a for-profit corporation or foreign for-profit corporation, its articles of incorporation, regulations, and other agreements among its shareholders that are authorized by its governing statute, or comparable records as provided in its governing statute;

(7) For a nonprofit corporation or foreign nonprofit corporation, its articles of incorporation, regulations, and other agreements that are authorized by its governing statute or comparable records



as provided in its governing statute;

(8) For a professional association, its articles of incorporation, regulations, and other agreements among its shareholders that are authorized by its governing statute, or comparable records as provided in its governing statute;

(9) For any other entity, the basic records that create the entity, determine its internal governance, and determine the relations among the persons that own it, are members of it, or govern it.

(T) "Organizer" means a person executing the initial articles of organization filed by the secretary of state in accordance with section 1706.16 of the Revised Code.

(U) "Person" means an individual, entity, trust, estate, government, custodian, nominee, trustee, personal representative, fiduciary, or any other individual, entity, or series thereof in its own or any representative capacity, in each case, whether foreign or domestic. As used in this division, "government" includes a country, state, county, or other political subdivision, agency, or instrumentality.

(V) "Principal office" means the location specified by a limited liability company, foreign limited liability company, or other entity as its principal office in the last filed record in which the limited liability company, foreign limited liability company, or other entity specified its principal office on the records of the secretary of state. If no such location has previously been specified, then "principal office" means the location reasonably apparent to an unaffiliated person as the principal executive office of the limited liability company, foreign limited liability company, or other entity.

(W) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in written or paper form through an automated process.

(X) "Sign" means, with the present intent to authenticate or adopt a record, either of the following:

(1) To execute or adopt a tangible symbol;

(2) To attach to or logically associate with the record an electronic symbol, sound, or process.



(Y) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.

(Z) "Surviving entity" means an entity into which one or more other entities are merged, whether the entity pre-existed the merger or was created pursuant to the merger.

(AA) "Tribunal" means a court or, if provided in the operating agreement or otherwise agreed, an arbitrator, arbitration panel, or other tribunal.