



Ohio Revised Code

Section 1706.512 Actions not constituting transacting business in Ohio.

Effective: April 12, 2021

Legislation: Senate Bill 276 - 133rd General Assembly

(A) A foreign limited liability company shall not be considered to be transacting business in this state within the meaning of sections 1706.51 to 1706.515 of the Revised Code by reason of its or any one or more of its series' carrying on in this state any of the following actions:

- (1) Maintaining, defending, or settling in its own behalf any proceeding or dispute;
- (2) Holding meetings or carrying on any other activities concerning its internal affairs;
- (3) Maintaining accounts in financial institutions;
- (4) Maintaining offices or agencies for the assignment, exchange, and registration of the foreign limited liability company's or its series' own securities or interests or maintaining trustees or depositories with respect to those securities or interests;
- (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, as borrower or lender, or acquiring indebtedness, mortgages, or security interests in real or personal property;
- (8) Securing or collecting debts in its own behalf or enforcing mortgages or other security interests in real or personal property securing those debts, and holding, protecting, and maintaining property so acquired;
- (9) Owning real or personal property;



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

(11) Transacting business in interstate commerce.

(B) A foreign limited liability company shall not be considered to be transacting business in this state solely because it or any one or more of its series:

(1) Owns a controlling interest in an entity 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;

(3) Is a member of a limited liability company or foreign limited liability company that is 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, or a series thereof, to service of process, taxation, or regulation under laws of this state other than this chapter.

(D) Nothing in this section shall limit or affect the right to subject a foreign limited liability company, or a series thereof, to the jurisdiction of the courts of this state or to serve upon any foreign limited liability company, or series thereof, any process, notice, or demand required or permitted by law to be served upon a foreign limited liability company, or series thereof, pursuant to any other provision of law or pursuant to the applicable rules of civil procedure.