

**Form 409—General Information  
(Articles of Amendment—Limited Liability Company)**

**The attached form may be used for filing articles of amendment for a limited liability company. The form is drafted to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist. No warranty is made regarding the suitability of this form for any particular purpose as no sample form can meet the particular requirements of a specific transaction.**

**Commentary**

Pursuant to Article 3.05 of the Texas Limited Liability Company Act, (article 1528n, TEX. REV. CIV. STAT. ANN.) a limited liability company [LLC] may amend its articles of organization at anytime and in as many respects as may be desired, *so long as the articles as amended contain only such provisions as are lawful under the Act*. Amendments may be adopted to change the name of the LLC, to change its period of duration or time stated for dissolution, or to change its purpose, or to change or modify an existing article, to add an article or to delete an article. If extensive amendments are proposed, the LLC may wish to consider filing restated articles of organization to article 3.09 of the Texas Limited Liability Company Act. This office does not however provide forms for restated articles.

**Procedural Information**

Unless the articles of organization or the regulations of the company provide otherwise, amendments to the articles of organization are adopted in the following manner:

- **LLC HAS NO MEMBERS, NO CAPITAL, AND NO BUSINESS COMMENCED:** Pursuant to article 2.23G, if the LLC has no members, has not received any capital, and has not otherwise commenced business, a majority of the initial managers named in the articles of organization may amend the articles of organization of the LLC.
- **LLC HAS MEMBERS:** Pursuant to article 2.23H, if the LLC has members, the approval or affirmative vote of **all** members would be required to amend the articles of organization.
- **NOTE:** A majority of all managers or a majority of all members means *more than one-half by number* of all the managers or members, as the case may be.

Please refer to Article 2.23 of the Texas Limited Liability Company Act for further information on provisions relating to voting, quorum, and actions taken by the members or managers of a LLC.

**Instructions for Form**

- **Article 1—Company Name and Filing Number:** The articles of amendment must contain the legal name of the LLC. *If the amendment changes the name of the LLC, the name of the LLC as it currently appears on the records of the secretary of state should be stated.* Provide the filing number issued by the secretary of state to facilitate processing of the document.
- **Article 2—Amended Name:** This form is designed to provide a standardized amendment form to effect a change of name for the LLC. If the legal name of the LLC is to be changed, state the new name of the LLC in Article 2. Please note that the legal name of the LLC must include an appropriate organizational designation. If the entity is a general purpose LLC, then the name must include the words “Limited Liability Company” or “Limited Company” or the abbreviations “L.L.C.”, “LLC”,

“LC,” “L.C.,” or “Ltd. Co.” The word “Company” or the abbreviations “Co.” or “Ltd.” alone are unacceptable to satisfy the requirement that the name contain an organizational designation. If the LLC is a professional limited liability company, then the name must include the words “Professional Limited Liability Company” or the abbreviation “PLLC,” or “P.L.L.C.”

The new company name will be checked for availability upon submission of the articles of amendment. If the new name of the entity is the same as, deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, name reservation or name registration on file with the secretary of state, then the document cannot be filed. If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555, dial 7-1-1 for relay services, or e-mail your name inquiry to [corpinfo@sos.state.tx](mailto:corpinfo@sos.state.tx). **A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.”**

If the LLC does not seek to make any other changes to its articles of organization, you may proceed to Article 5 of this form.

- **Article 3—Changes to Registered Agent and/or Registered Office:** It is unnecessary to file articles of amendment if the LLC seeks only to change its registered agent or its registered office. An LLC may file a statement of change of registered agent/registered office pursuant to article 2.06 of the Texas Limited Liability Company Act for a fee of \$15. Form 401 may be used for this purpose.

However, if the LLC is changing its name or making other changes to its articles of organization, complete Article 3 to effect a change to the registered agent or registered office address of the corporation. The registered agent can be either: (A) a Texas corporation or other entity, such as a limited liability company, limited partnership, or partnership organized under the laws of this state, or a foreign corporation or other foreign entity authorized to transact business in this state; or (B) an individual resident of the state. **The LLC cannot act as its own registered agent.**

The registered office address must be an address that is generally open during normal business hours so that the registered agent may accept service of process. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**

If the LLC does not seek to make any other changes to its articles of organization, you may proceed to Article 5 of this form.

- **Article 4—Other Provisions to be Altered, Added, or Deleted:** Use the space provided in Article 4 to make alterations or changes to other provisions in the articles of organization.
  - If the amendment alters or changes an existing article or provision in the articles of organization, then you must include an identification of the article number or description of the altered provision and a statement of the text of the article or provision as it is amended to read.
  - If the amendment deletes an existing article or provision in its entirety, then include a statement to that effect and a reference to the article number or provision being deleted.
  - If the amendment is an addition to the articles of organization, then include a statement of that fact and the full text of each provision added.

If the space provided is insufficient, you may include the provisions as an attachment to this form.

- **Articles 5 and 6—Date of Adoption and Statement of Approval:** Provide the date on which the amendment was approved by the members or by the managers of the LLC, as applicable. In accordance with article 3.06, indicate the manner in which the amendment was approved by checking the appropriate box in Article 6.

- **Effectiveness of Filing:** Articles of amendment become effective as of the date of filing by the secretary of state. However, pursuant to Article 9.03 of the Texas Limited Liability Company Act, the effectiveness of the articles of amendment may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, in the case of a name change amendment, the name status of the entity’s former name will be shown as “prior” and the name status of the entity’s new name will be shown as “in use” on the records of the secretary of state at the time that the document is filed by the secretary of state.

- **Execution:** If the limited liability company has managers, an authorized manager must sign the articles of amendment. If the company does not have managers and is managed by its members, an authorized managing-member must sign the articles of amendment. Prior to signing, the authorized person should read the statements contained in the document carefully. A person commits an offense under the Texas Limited Liability Company Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

- **Payment and Delivery Instructions:** The filing fee is **\$150**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or MasterCard, Visa, and Discover credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (**Form 807**). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

Revised 10/06

**Form 409**  
**(revised 10/06)**



This space reserved for office use.

Return in Duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709

**Filing Fee: \$150**

**Articles of Amendment  
Pursuant to Article 3.06,  
Texas Limited Liability  
Company Act**

**Article 1 –Name**

The name of the limited liability company is as set forth below:

State the name of the entity as it is currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name in Article 1.

The filing number issued to the company by the secretary of state is: \_\_\_\_\_

**Article 2—Amended Name**

(If the purpose of the articles of amendment is to change the name of the company, then use the following statement)

The amendment changes the articles of organization to change the article that names the limited liability company. The article in the Articles of Organization is amended to read as follows:

The name of the limited liability company is (state the new name of the company below)

The name of the entity must contain an organizational ending or accepted abbreviation of such term. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

**Article 3 –Amendment to Registered Agent/Registered Office**

The amendment changes the articles of organization to change the article stating the registered agent and the registered office address of the company. The article is amended to read as follows:

Registered Agent of the Limited Liability Company  
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (**cannot be company named above**) by the name of:

**OR**

B. The registered agent is an individual resident of the state whose name is set forth below.

| First Name | MI | Last Name | Suffix |
|------------|----|-----------|--------|
|            |    |           |        |

Registered Office of the Limited Liability Company (Cannot be a P.O. Box.)

C. The business address of the registered agent and the registered office address is:

| Street Address | City | State | Zip Code |
|----------------|------|-------|----------|
|                |      | TX    |          |

### Article 4 – Other Altered, Added, or Deleted Provisions

Other changes or additions to the articles of organization may be made in the space provided below. If the space provided is insufficient to meet your needs, you may incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area [The attached addendum, if any, is incorporated herein by reference.]

### Article 5—Date of Adoption

The date of the approval of the amendment(s) is \_\_\_\_\_

### Article 6—Statement of Approval (check either A or B)

A. The company has no members, has not received any capital, and has not commenced business. In accordance with Section G of Article 2.23 of the Act, the amendments to the articles of organization were approved by a majority of the initial managers named in the articles of organization.

B. The amendments were approved by all members of the limited liability company in accordance with Section H of Article 2.23 of the Act or as otherwise provided in the articles of organization or the regulations of the company.

### Effectiveness of Filing

A.  This document will become effective when the document is filed by the secretary of state.

**OR**

B.  This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is \_\_\_\_\_

### Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Authorized Manager/Member