

# HOUSE BILL 271

C1  
HB 981/23 – ECM

4lr1770

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By: **Delegate Grammer**  
Introduced and read first time: January 12, 2024  
Assigned to: Economic Matters

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## A BILL ENTITLED

1 AN ACT concerning

2 **Limited Liability Companies – Articles of Organization – Required Information**

3 FOR the purpose of requiring a limited liability company to include in its articles of  
4 organization the name and home address of each member who is authorized to act  
5 on behalf of the limited liability company; requiring a limited liability company to  
6 update information required under this Act in a certain manner; prohibiting a person  
7 from filing certain documents with the State Department of Assessments and  
8 Taxation that the person knows or has reason to know contain false information  
9 required under this Act; and generally relating to the articles of organization of a  
10 limited liability company.

11 BY repealing and reenacting, with amendments,  
12 Article – Corporations and Associations  
13 Section 1–203(b)(2), 4A–204, and 4A–207  
14 Annotated Code of Maryland  
15 (2014 Replacement Volume and 2023 Supplement)

16 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND,  
17 That the Laws of Maryland read as follows:

18 **Article – Corporations and Associations**

19 1–203.

20 (b) (2) For each of the following documents, the nonrefundable processing fee  
21 is as indicated:

22 (i) Notice of change of address of principal office.....\$25

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EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.  
[Brackets] indicate matter deleted from existing law.



1 (ii) Notice of change of name or address of resident  
2 agent.....\$25,  
3 up to a maximum of \$30,000 for a bulk filing

4 (iii) Certificate of correction.....\$25

5 (iv) **NOTICE OF CHANGE OF MEMBER AUTHORIZED TO ACT ON**  
6 **BEHALF OF THE LIMITED LIABILITY COMPANY OR THE ADDRESS OF THE**  
7 **MEMBER.....\$25**

8 (V) Except as provided in paragraph (14) of this subsection, any  
9 other documents.....\$25

10 4A-204.

11 (a) The articles of organization shall set forth:

12 (1) The name of the limited liability company;

13 (2) The address of its principal office in this State and the name and  
14 address of its resident agent; [and]

15 **(3) THE NAME AND HOME ADDRESS OF EACH MEMBER AUTHORIZED**  
16 **TO ACT ON BEHALF OF THE LIMITED LIABILITY COMPANY; AND**

17 ~~[(3)]~~ (4) Any other provision, not inconsistent with law, which the  
18 members elect to set out in the articles, including, but not limited to, a statement that the  
19 authority of members to act for the limited liability company solely by virtue of their being  
20 members is limited.

21 (b) It is not necessary to set out in the articles of organization any of the powers  
22 enumerated in this title.

23 (c) An amendment to the articles of organization shall be:

24 (1) In writing;

25 (2) Unless otherwise agreed, approved by unanimous consent of the  
26 members;

27 (3) Executed under the provisions of § 4A-206 of this subtitle; and

28 (4) Filed for record with the Department.

29 **(D) IF THERE IS ANY CHANGE IN THE NAME AND ADDRESS INFORMATION**  
30 **REQUIRED UNDER SUBSECTION (A)(3) OF THIS SECTION, THE LIMITED LIABILITY**

1 COMPANY SHALL PROMPTLY UPDATE THE INFORMATION BY FILING FOR RECORD  
2 WITH THE DEPARTMENT A STATEMENT SIGNED BY AN AUTHORIZED PERSON THAT  
3 AUTHORIZES THE CHANGE.

4 4A-207.

5 (a) (1) The Department may not accept for record or filing any document of a  
6 limited liability company that does not conform with law.

7 (2) Any document which purports to be acknowledged may be treated by  
8 the Department as properly acknowledged.

9 (b) The Department may not accept for record or filing any articles, certificate,  
10 qualification, registration, change of resident agent or principal office, report, service of  
11 process or notice, or other document until all required recording, filing, and other fees have  
12 been paid to the Department.

13 (c) When the Department accepts for record any articles, certificate, or other  
14 document, the Department shall:

15 (1) Endorse on the document its acceptance for record and the date and  
16 time of acceptance;

17 (2) Record promptly the document; and

18 (3) Send an acknowledgment to the limited liability company, its attorney,  
19 or its agent stating the date and time that the document was accepted for record.

20 (D) (1) A PERSON MAY NOT FILE WITH THE DEPARTMENT ARTICLES OF  
21 ORGANIZATION OR A STATEMENT AUTHORIZING A CHANGE TO ARTICLES OF  
22 ORGANIZATION THAT THE PERSON KNOWS OR HAS REASON TO KNOW CONTAINS  
23 INCORRECT INFORMATION REQUIRED UNDER § 4A-204(A)(3) OR (D) OF THIS  
24 SUBTITLE.

25 (2) A PERSON WHO VIOLATES THIS SUBSECTION IS GUILTY OF A  
26 MISDEMEANOR AND ON CONVICTION IS SUBJECT TO A FINE NOT EXCEEDING \$5,000.

27 SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect  
28 October 1, 2024.