Presented:
2018 Primer: Nuts and Bolts of LLCs, LPs and Partnerships

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Basic Resources from the Office of the Secretary of State

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I. SOS FILING OPTIONS AND SERVICES

A. DELIVERY AND PAYMENT OPTIONS

1. Delivery Methods

Delivery options for submission and review of filing instruments are:

- Mail to P.O. Box 13697, Austin, Texas 78711-3697
- Fax to (512) 463-5709
- Hand-delivery or courier to Rudder Bldg., 1019 Brazos, Room 105, Austin, TX 78701
- Online through SOSDirect (must have an SOSDirect account)

Documents that may be submitted electronically through SOSDirect include certificates of formation, applications for registration, applications for name reservation, statements of change of registered agent/office, certificates of amendment (name change only), reinstatements following a tax forfeiture, certificates of termination and applications for withdrawal of a foreign entity registration.

2. Payment Options

Accepted methods of payment for documents sent by mail or hand-delivery are: check (personal, business or cashiers), money order, pre-funded SOS client account, LegalEase debit card account, or credit card. Accepted methods of payment for documents submitted electronically through SOSDirect are: credit card, LegalEase debit card[1], or pre-funded SOSDirect client account.

Checks and money orders submitted 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 due. American Express, Discover, MasterCard, and Visa credit cards are accepted at this time. When providing a credit card in payment of a filing fee, use of the agency's payment form (SOS form 807) facilitates processing, especially when expedited service is requested.

3. Dishonored Payments

If a check, credit card, or debit card is dishonored when presented for payment, the Secretary of State will treat the document as if no filing fee had been tendered and will take all action authorized by law. This

[1] LegalEase℠ is a guaranteed electronic payment method that facilitates the payment of fees to governmental agencies. This proprietary electronic service is offered by Frost Bank. To utilize the service, a customer maintains funds in an account with Frost Bank and is issued a debit card. The customer provides the debit card number when submitting an instrument or paying for services received from the Secretary of State. The cost of the instrument or service is charged to the customer's account and Frost Bank makes payment to the Secretary of State. Go to frostbank.com/firstpay or contact Frost Bank at (800) 562-6732 to obtain further information about LegalEase.

action may include rejection of the filing instrument for nonpayment, revocation of the filing of the document, or the involuntary termination of the corporation, limited liability company, or limited partnership or revocation of the registration of the subject entity.

B. SERVICE OPTIONS

1. Expedited Handling

The Secretary of State is authorized to review and process filing instruments, other than a trademark document, on an expedited or on a non-expedited basis. If a business entity document must be reviewed or filed in an expeditious manner, you should request "expedited handling." Documents submitted by mail, by fax, or by hand-delivery can be reviewed on an expedited basis. Documents submitted electronically through SOSDirect are not expedited, but processed on a first-in, first-out basis.

The fee for this service, in accordance with Section 405.032 of the Texas Government Code, is $25 per document and may be included in one check with the filing fee for the document. You must clearly indicate your request for expedited handling at the time of submission in a cover letter or on our payment/transmission form. When requesting expedited service include your name, email address, and a phone number where you may be reached between the hours of 8 a.m. and 5 p.m. so we can contact you.

Generally, an expedited handling document is processed by the close of the next business day following the date of receipt of the document. However, this timeframe is an estimate and is subject to change based on staffing, office closures, workload, and system resources.

Once the expedited document is reviewed and processed, the submitter will be notified by email and provided with a link to the written notice of rejection or certificate of filing, as applicable. We will return the hard copy of the evidence of processing by regular mail.

2. Non-Expedited or Regular Processing

Documents that *are not* submitted or delivered with a request for "expedited handling", or documents that do not include the applicable expedited handling fees, are generally given "regular processing" and processed within 5-7 business days of receipt. Again, this turnaround time is an estimate and may be subject to change due to staffing, office closures, workload and system resources.

Please note that the submission of a document by fax does not mean that the document will be processed on an expedited basis by the Secretary of State. A document transmitted by fax is treated in the same manner as a document delivered by mail received on the same date, unless the fax transmission is accompanied by a request for expedited handling.

C. PRECLEARANCE

The Secretary of State will review the draft of a filing instrument, other than a trademark document, proposed to be filed with this office and will provide a written statement that the draft instrument is suitable for filing or with the reasons why the instrument would be rejected if submitted for filing as drafted. Section 4.151(7) of the BOC authorizes a fee of $50.00 for this service. Please note that the preclearance review will be given regular process unless you include the $25 expedited handling fee with the preclearance fee. When transmitting a filing instrument for preclearance, please clearly indicate by means of a cover sheet that the filing instrument is a draft submitted for preclearance and not submitted for purposes of filing.

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First appeared as part of the conference materials for the
2018 Nuts and Bolts of LLCs, LPs and Partnerships session
"Nuts and Bolts of LLCs and Partnerships, Part I: Panel Discussion"