

# **Primer: Nuts and Bolts of LLCs, LLPs and Partnerships**

## *The SOS Perspective*



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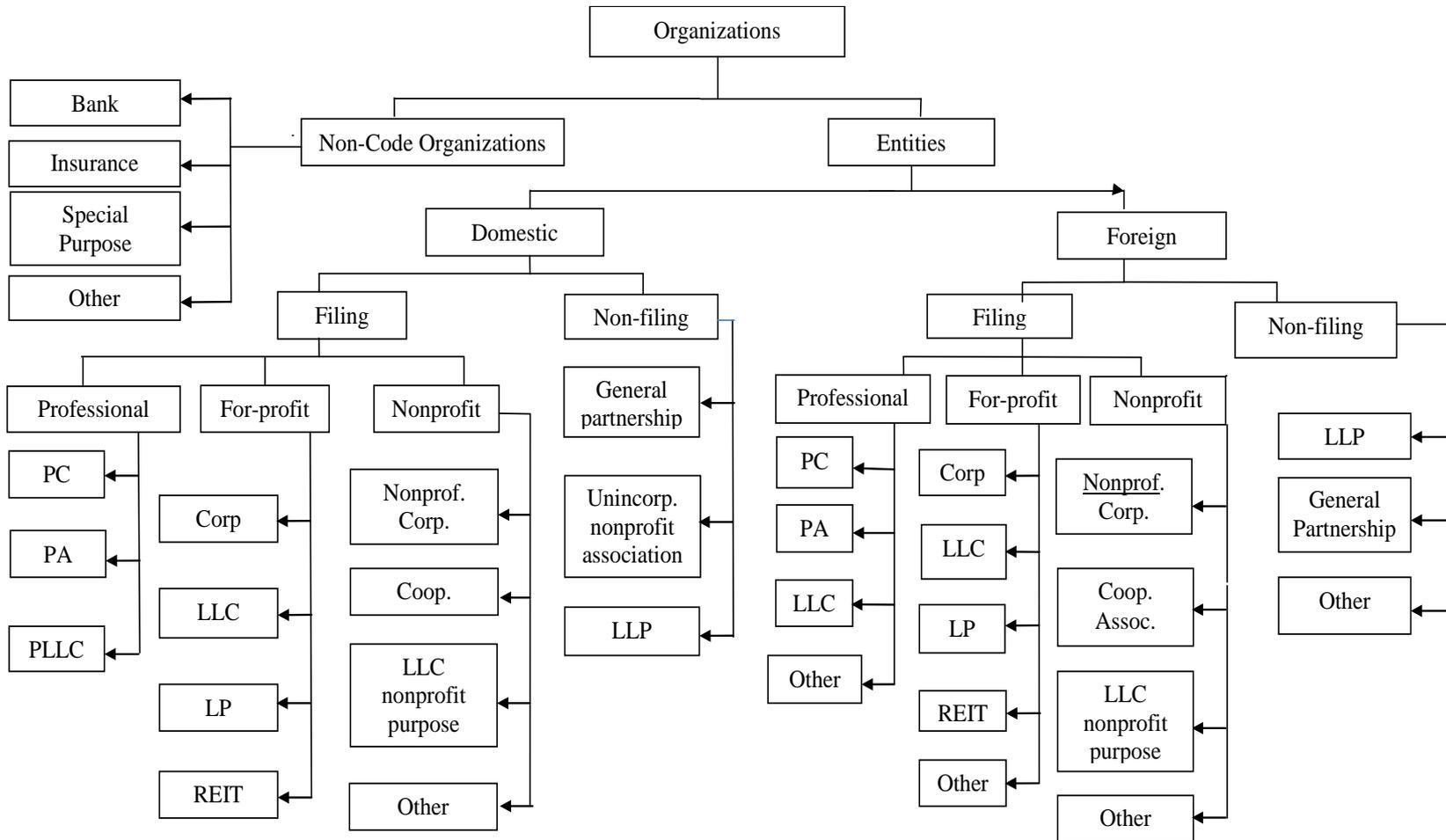
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# Texas Business Organizations Code Structure and Entity Types



# Texas Secretary of State

## Hope Andrade



## Entity Names



## **Entity Name Determinations**

SOS determines availability of the legal names of corporations, limited liability companies and limited partnerships.

- No SOS determination of availability for names of LLPs or assumed names filed under chapter 71 of Texas Business & Commerce Code (unless the assumed name is the name under which a foreign entity is required to transact business in Texas).

## **Administrative Rules on Availability of Entity Names**

The standards that the SOS applies when determining the availability of an entity name are included in Title 1, Part 4, Chapter 79, Subchapter C of the Texas Administrative Code.

There is a link to the rules on the *About the Corporations Section* tier page on SOS website under *Points of Interest*.

### **Points of Interest**

Information on the Texas Business Organizations Code

Business and Nonprofit Forms

Fee Schedule

Frequently Asked Questions

Name Availability Rules

## Entity Name Availability

Three categories of names that are not available:

- Same
- Deceptively similar
- Similar requiring consent

*Name availability standards vary from state to state. Texas does not use the distinguishable upon the record standard that may be used in other states. Just because a name was available in Delaware doesn't mean that the name will comply with § 5.053 BOC.*

## **Deceptively Similar**

### **1 TAC §§ 79.37-79.39**

Deceptively similar when difference is:

- ▶ words or abbreviations of organization
- ▶ use of different articles, prepositions or conjunctions
- ▶ spacing, periods, or other symbols
- ▶ singular, plural, possessive
- ▶ spelled differently but sound the same
- ▶ commonly known abbreviations or acronyms

## **Deceptively Similar Names are Not Available with Consent**

*Steakley v. Braden*

322 S.W.2d 363

*(Tex. Civ. App.—Austin 1959, writ ref'd n.r.e.)*

Consent does not apply to names that are deceptively similar. Legislature did not empower persons to authorize, by giving consent, the practice of unfair competition, confusion or fraud.

## Names of Related Entities

Names of related entities can be close but cannot be deceptively similar.

- You can create an LP under the name *Waszdorf-Flores Limited Partnership* and name the LLC general partner *Waszdorf-Flores GP*, LLC.
- You cannot name the LLC general partner *Waszdorf-Flores LLC* since the difference between the names is the organizational designations, a *deceptively similar category*.

## **Similar Requiring Consent**

### **1 TAC §§ 79.40-79.43**

Similar when difference is:

- ▶ geographical designation at end of name
- ▶ first two or more words same
- ▶ numerical expression that implies affiliation
- ▶ same words in inverted order
- ▶ internet locator at the beginning or end of name
- ▶ same root word

## One Word in Common

Unless the conditions of deceptively similarity apply, one word in common will not bar a name.

- Ergon Energy, Inc. is not similar requiring a letter of consent from Ergon, Inc.

*Ergon, Inc. V. Dean, 649 S.W.2d 772 (Tex. App.—Austin 1983, no writ)*

*Note that case also stands for the proposition that a violation of the administrative rules on availability is functional equivalent of a violation of the statute.*

## **Forms of Consent**

- Consent can be in any written format and signed by an officer or authorized agent of the consenting entity. Email consent acceptable.
- Consent cannot be withdrawn. SOS does not enforce any private agreements or conditions that parties may have regarding consent.
- Consent should be submitted with the document for which the consent has been obtained. Do not submit separately.
- SOS provides form 509 that may be used for consent.

## How to Check Availability

- ❖ SOSDirect Name Availability Search
- ❖ Call (512) 463-5555
- ❖ Email [corpinfo@sos.state.tx.us](mailto:corpinfo@sos.state.tx.us)

This is preliminary clearance.

## **What to do after checking name availability with the SOS**

Do not authorize client to execute contracts under proposed name or expend money for letterhead, signage, or other purchases utilizing the proposed name based on a preliminary clearance of the name.

*Final determination is made when the SOS files a document approving the use of the proposed name. 1 TAC § 79.49*

## **Name Reservations**

Consider reserving a name if there is going to be a lapse between preliminary clearance and submission of a filing instrument to the SOS.

- ❖ Form 501
- ❖ \$40 filing fee
- ❖ Reserved for a period of 120 days
- ❖ May be renewed

## **Effect of Filing on Rights of Another** **§ 5.001 BOC**

Filing of a certificate of formation, application for registration, name reservation or name registration does not authorize the use of the name in Texas in violation of a right of another under:

- Federal or state trademark law or
- Common law

## **Other Places to Check**

- ✓ Check for assumed names and state trademarks in SOS records.
- ✓ Check for assumed names in county records.
- ✓ Check USPTO.
- ✓ Search the internet, telephone directories, trade magazines.

## **SOS determination of availability may not be persuasive in a subsequent suit for name infringement**

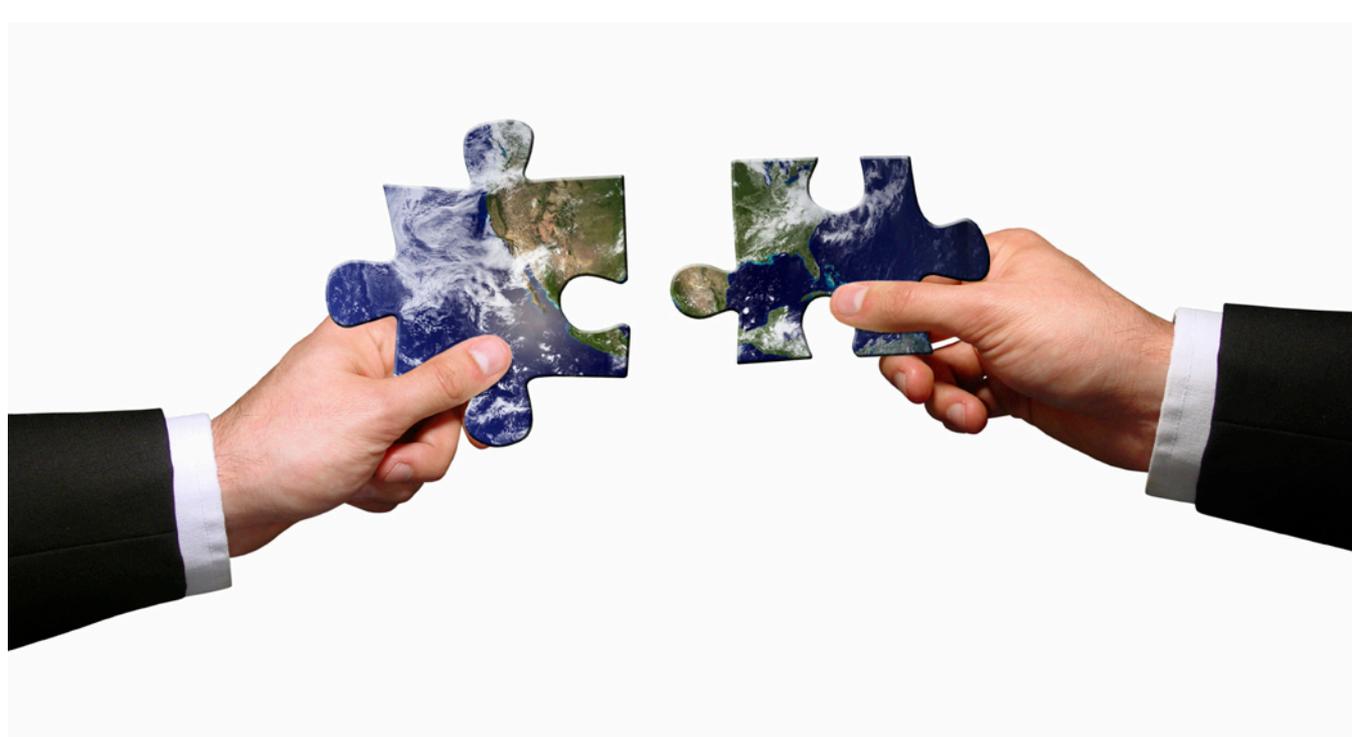
In determining availability, SOS *only* compares the proposed names with the legal names of corporations, LLCs and LPs as filed with the SOS.

*No consideration given to location of operations, trade territories or channels, purposes, or prior or superior rights as evidenced by filings outside of the SOS records. 1 TAC § 79.48*

## **Troublesome Words**

- **Words that imply an unauthorized purpose**
  - ✓ Bank, Trust, Insurance
  - ✓ College, University
- **Words that imply that entity is created for veterans**
  - ✓ Veteran, Foreign, War, Legion, Spanish
- **Prohibited words**
  - ✓ Olympic
  - ✓ Lotto or Lottery

## **Foreign Entity Issues**



## **Foreign Entities Transacting Business in Texas**

If you opt to create, for example, a Delaware LLC that will be transacting business in Texas, be sure the Delaware LLC promptly files its application for registration with the Texas SOS to avoid late filing fees.

The SOS may collect a late filing fee if the entity has transacted business in Texas for more than 90 days without registering. SOS may condition registration on payment of the late fee. § 9.054 BOC

## Late Fee Calculation

*Late filing fee = filing fee for registration for each year or part of a year that the entity transacted business without being registered.*

SOS provides tool on its website for calculating the late fee:  
[www.sos.state.tx.us/corp/foreign\\_outofstate.shtml](http://www.sos.state.tx.us/corp/foreign_outofstate.shtml)

The screenshot shows a web-based calculator titled "Late Fees Calculator". It includes a date input field for "Date Entity Began Transacting Business in Texas:" with a placeholder "(mm/dd/yyyy)". Below this is a "Type of Entity" section with three radio button options: "Nonprofit corporation or cooperative association", "Limited liability partnership", and "All other entities". To the right of these options is a "Display Fees" button. Below the button are three input fields labeled "Registration Fee", "Late Penalties", and "Total Fees (late penalties + registration fee)". A "Reset Form" button is located at the bottom right of the calculator area. At the bottom of the window, there is a disclaimer: "Fees are based on a registration date of today and are subject to change with the passage of time." and a note: "The following entity types are not charged late fees for years prior to 2006: professional corporations, professional associations, business trusts, real estate investment trusts, and other foreign entities not required to register under prior law. (The calculator does not account for this.)"

## **Transaction of Business**

Corporation can be *doing business* in Texas and be subject to state taxation without being considered to be transacting business. Transacting business is not defined in BOC. Generally, if an entity has office or employee in Texas, it should file an application for registration.

While a Texas REIT would not file a certificate of formation with the SOS, a foreign REIT transacting business in Texas is required to register with the SOS. See § 9.001 BOC

## **Activities Not Considered to be the Transaction of Business**

Section 9.251 provides a list of activities that are not considered to be the transaction of business:

- Interstate commerce
- Isolated transaction completed within 30 days
- Sales through independent contractor
- Owning, without more, real or personal property in Texas
- Maintaining a bank account

## **Restated Certificates of Formation**



## **Names & Addresses of Governing Authority**

- Restated certificate is required to restate the text of the certificate of formation, as amended, corrected, or restated, in its entirety.
  - While BOC permits entity to omit organizer information, the number, names and addresses of an entity's governing authority are required.
  - Sections 3.060(a), 3.061(a), and 3.0611 of the BOC permit you to provide an update to reflect current governing authority.
  - Update is not a further amendment.

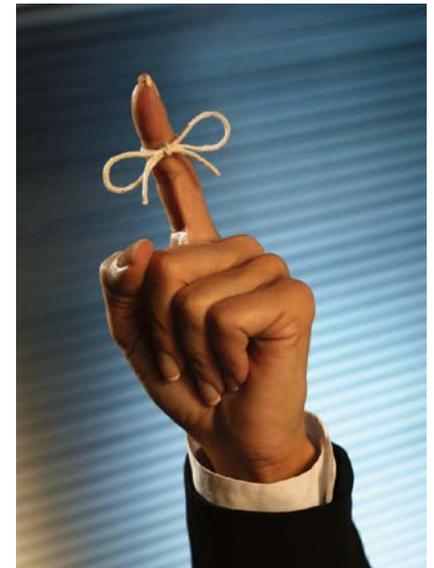
## Failure to Identify Amendments

### Restated Certificates Making Further Amendments

- Section 3.059(d)(2) requires a restated certificate to “identify by reference or description each added, altered, or deleted provision.”
- Cannot simply state: *“The certificate of formation is amended and restated in its entirety.”*
- Do not need to fully set forth each amended, altered, or deleted provision. Identification may be brief and concise. For example:  
*“The title is amended and restated. Articles 1 - 5 are amended and restated in their entirety; article 6 is deleted; and articles 7 and 8 are renumbered accordingly.”*

## **Entities Created by Merger or Conversion Additional Statements Required**

The restated certificate of formation of an entity created pursuant to a plan of merger or conversion also must include the additional statements that were required to be contained in the certificate of formation under § 3.005(a)(7) of the BOC.

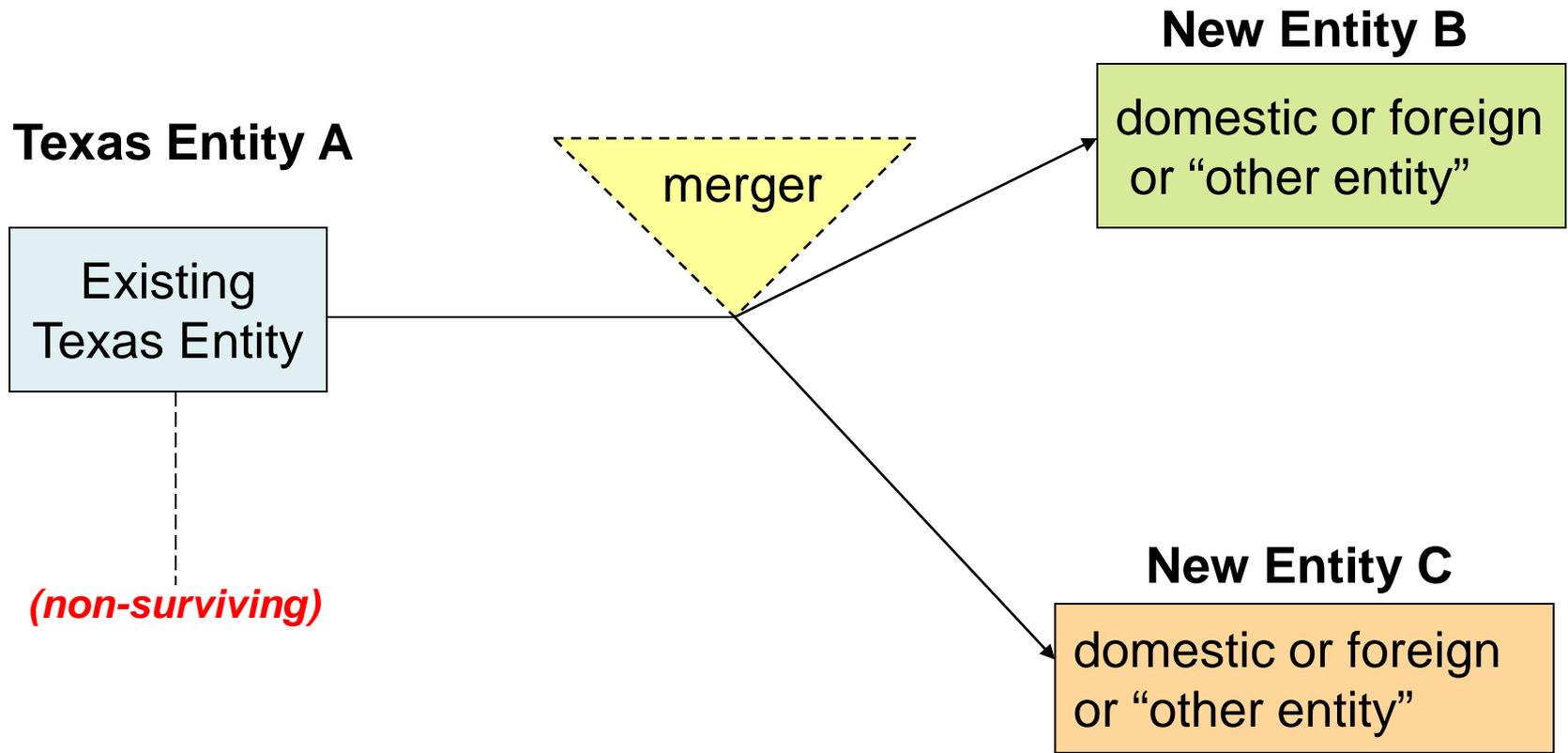


## **Mergers & Conversions**



## **Merger Defined**

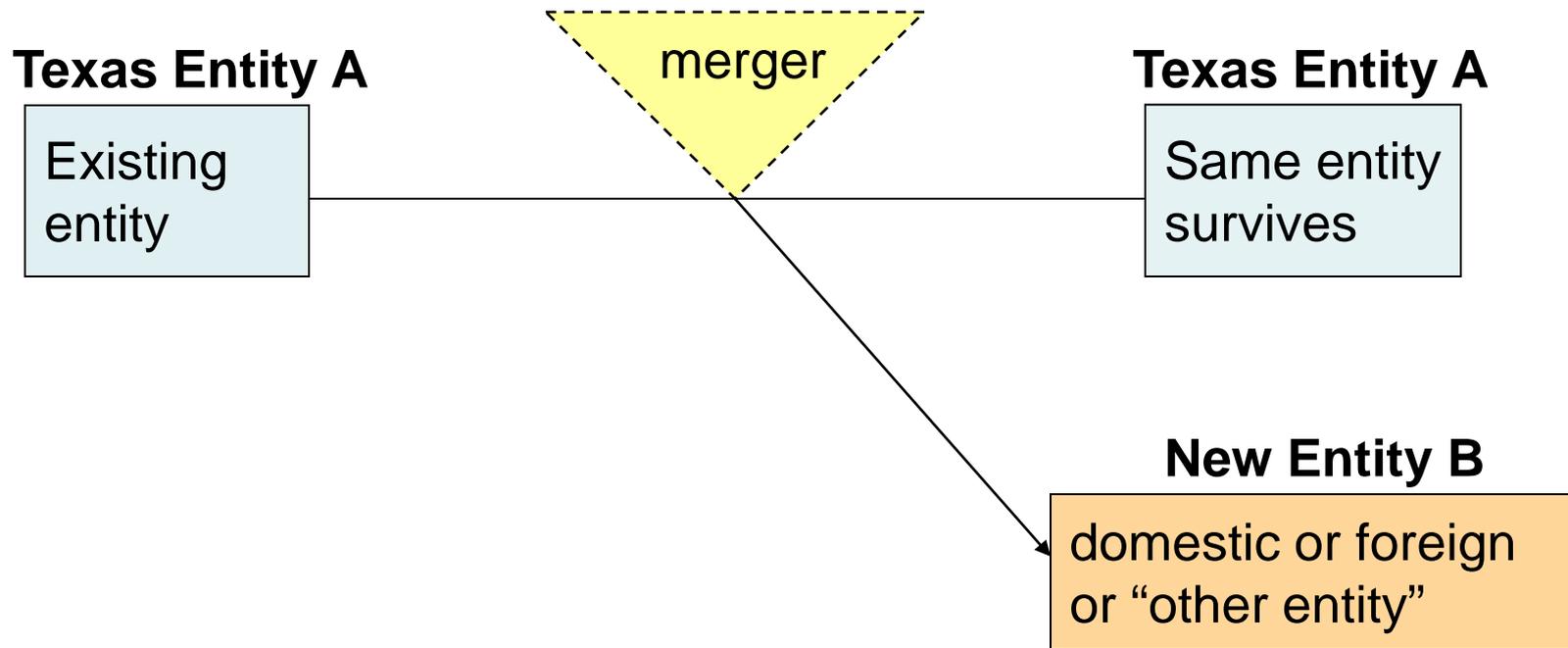
- **Section 1.002(55) BOC**
  - (A) The division of a domestic entity into:**
    - (i) Two or more new domestic entities or other organizations; or**
    - (ii) A surviving domestic entity and one or more new domestic or foreign entities or non-code organizations.**



Divisive Merger—definition A (i)

## Merger Defined

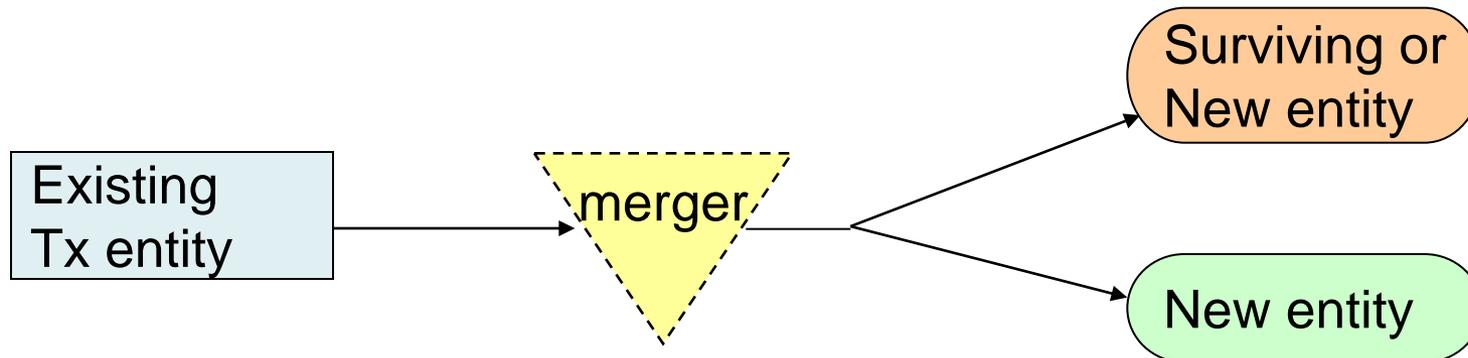
- Section 1.002(55) BOC
  - (A) The division of a domestic entity into:
    - (i) Two or more new domestic entities or other organizations; or
    - (ii) A surviving domestic entity and one or more new domestic or foreign entities or non-code organizations.



Divisive Merger—definition A (ii)

## Divisive Merger

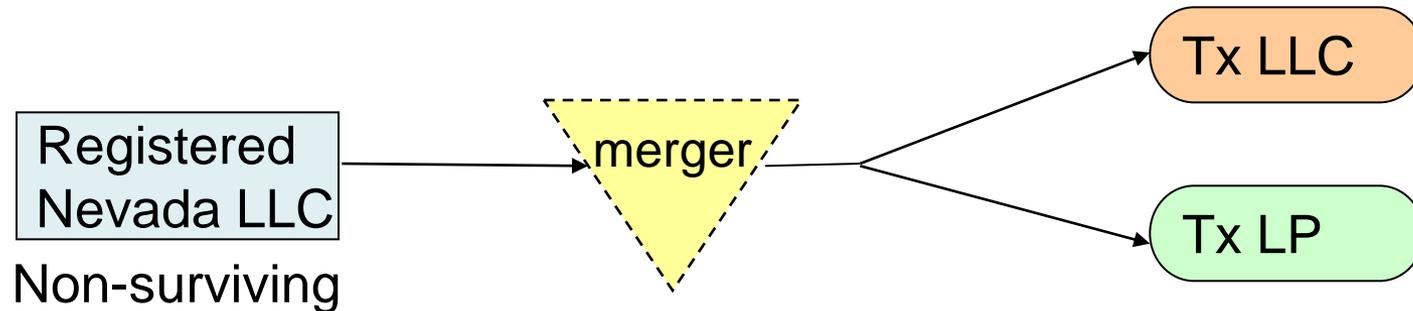
1. In a divisive merger there is always one existing Texas entity at the front end of the merger.



2. *There are always two or more entities at the end of the merger.*

## Divisive Merger Common Questions & Issues

Q: Can a foreign entity use the divisive merger provisions to create a Texas entity into which it will merge?

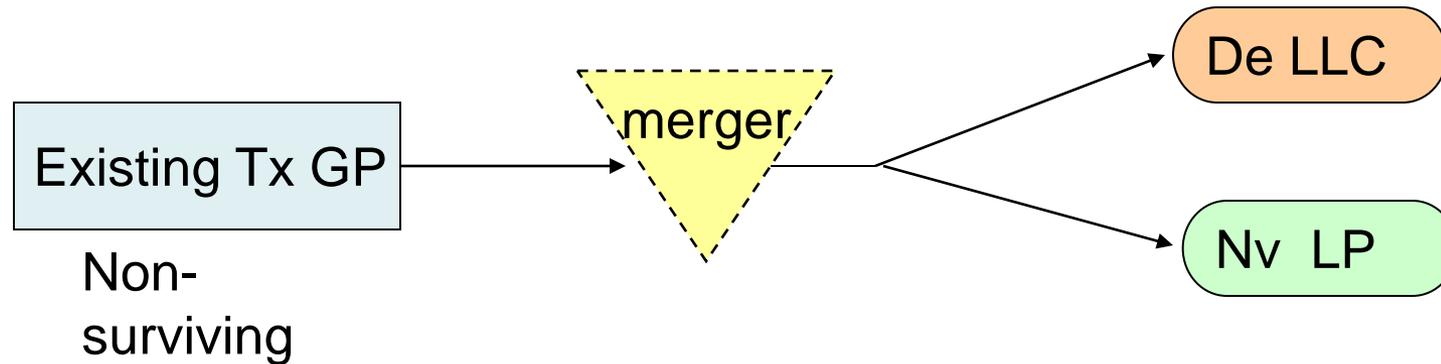


A: **No**. By definition, a divisive merger cannot be used by a foreign entity to create a Texas entity into which to merge.



## Divisive Merger Common Questions & Issues

Q: Can a Texas general partnership use the divisive merger provisions?



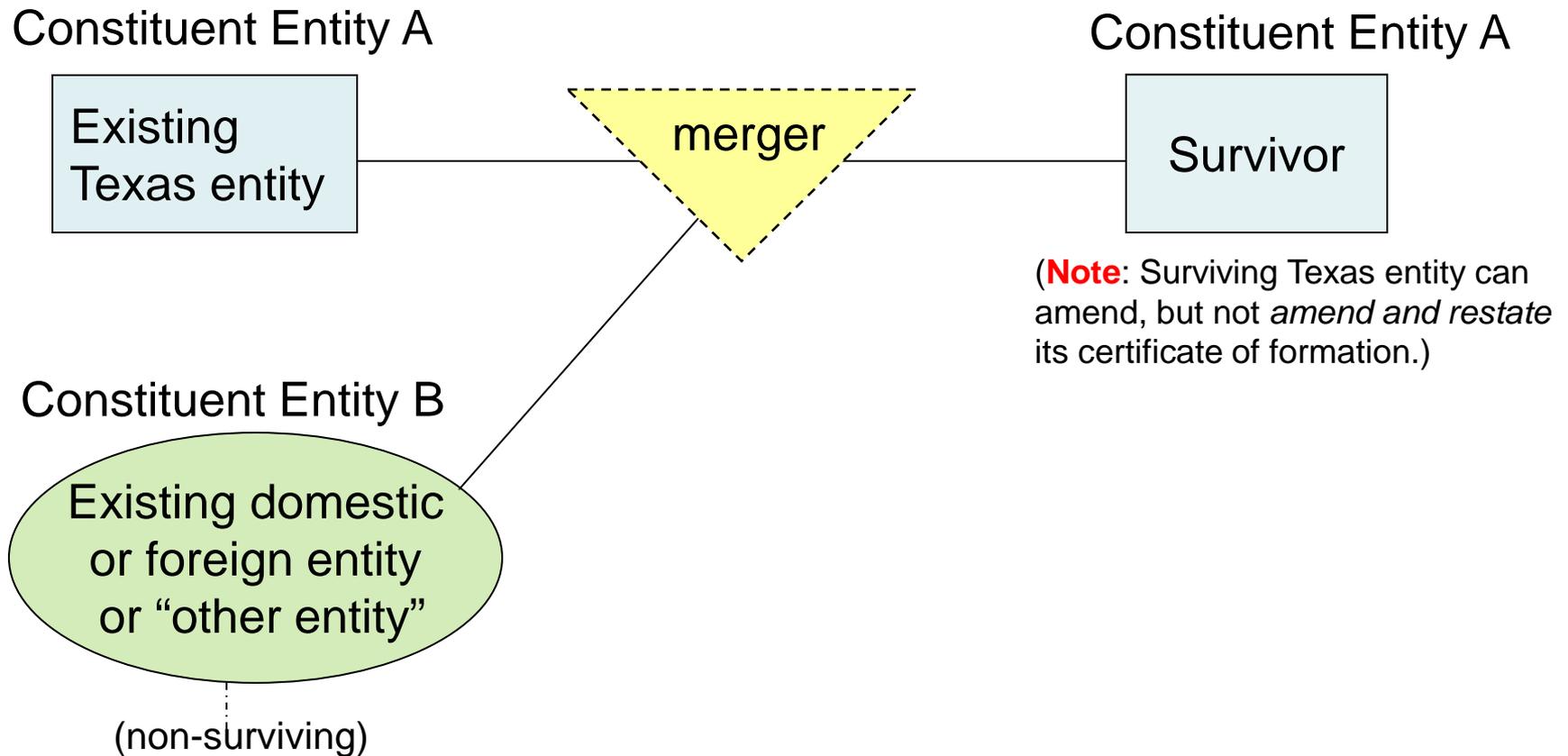
A: Yes. Although a general partnership is not a filing entity, it is a domestic entity that may engage in a divisive merger. In the scenario shown, a certificate of merger would not be filed with SOS.



## **Merger Defined**

- **Section 1.002(55) BOC**
  - (B) The combination of one or more domestic entities with one or more domestic entities or non-code organizations resulting in:**
  - (i) One or more surviving domestic entities or non-code organizations;**
  - (ii) The creation of one or more new domestic entities or non-code organizations; or**
  - (iii) One or more surviving domestic entities or non-code organizations and one or more new domestic or foreign entities or non-code organizations.**

## SOS Merger Form 622



Combination Merger—Definition B (i)

## SOS Merger Form 622

Constituent Entity A

Existing  
Texas entity

(non-surviving)

Constituent Entity B

Existing domestic  
or foreign entity  
or “other entity”

(non-surviving)

merger

New Entity C

Domestic or foreign entity  
or “other entity”

Combination Merger—Definition B (ii) a.k.a. a “consolidation”

## SOS Merger Form 622

Constituent Entity A

Existing  
Texas entity

(non-surviving)

New Entity C

Domestic or foreign entity  
or "other entity"

Constituent Entity B

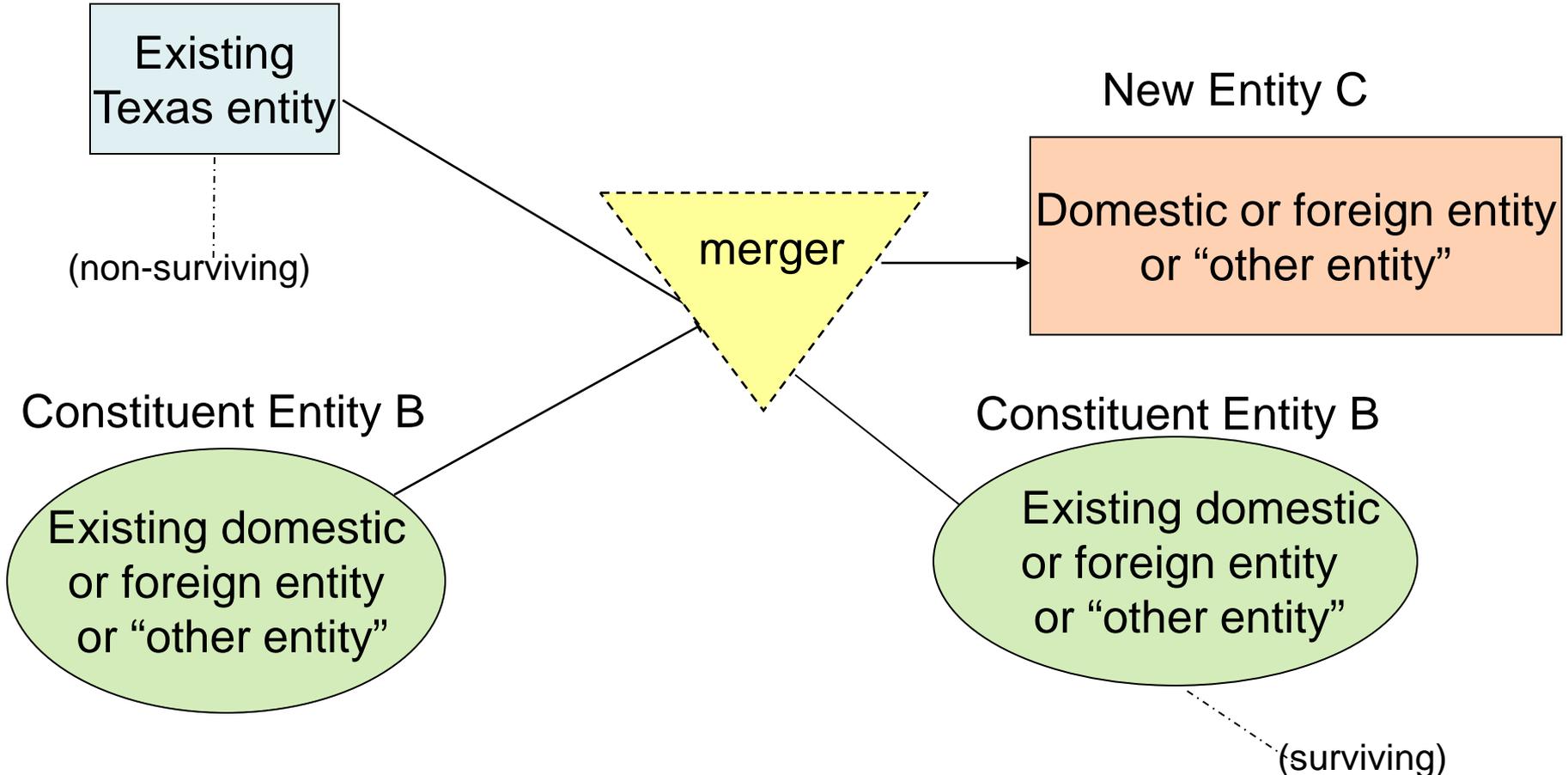
Existing domestic  
or foreign entity  
or "other entity"

Constituent Entity B

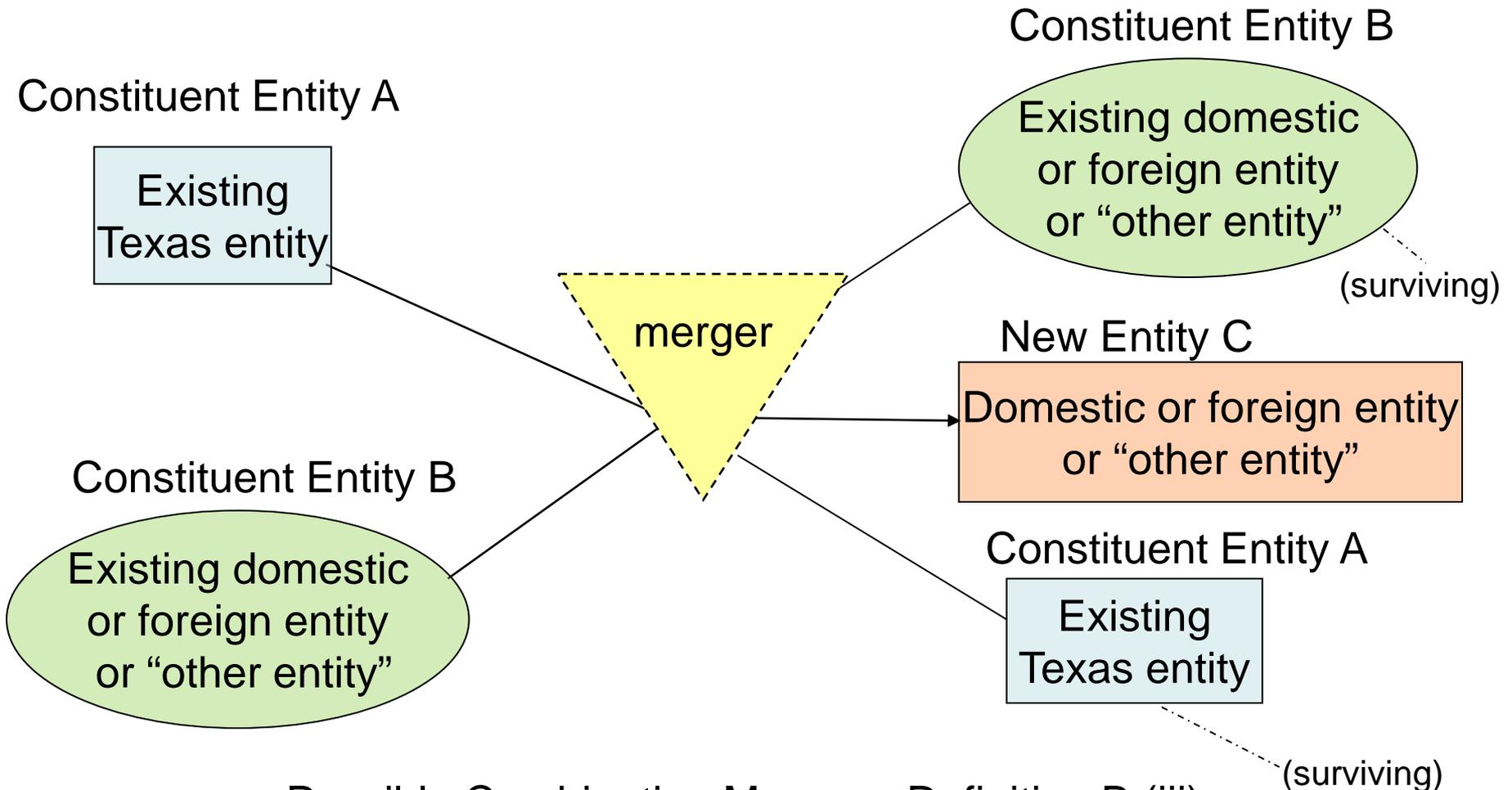
Existing domestic  
or foreign entity  
or "other entity"

(surviving)

Combination Merger—Definition B (iii)



## SOS Merger Form 622



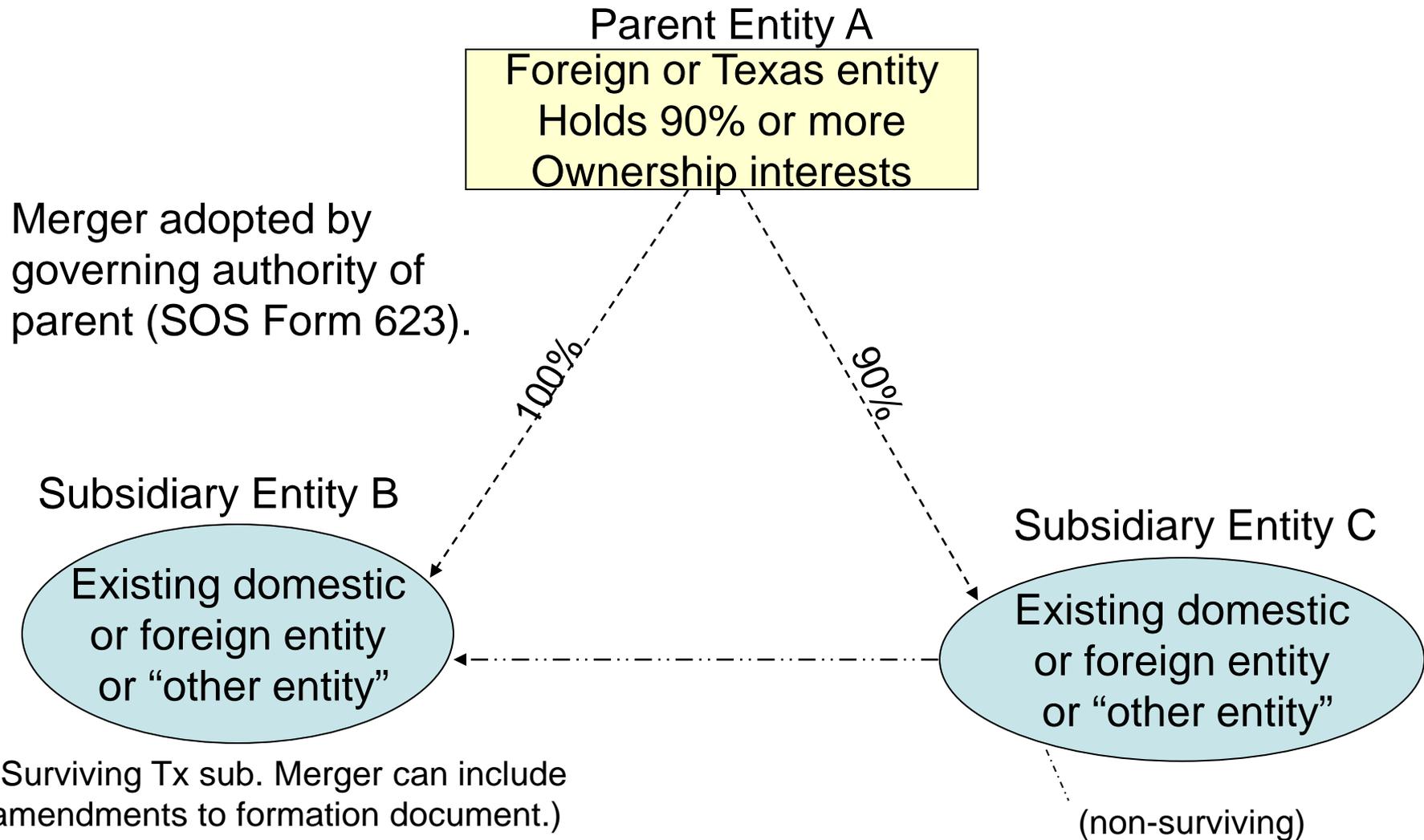
Possible Combination Merger—Definition B (iii)

## **Short-form Mergers**

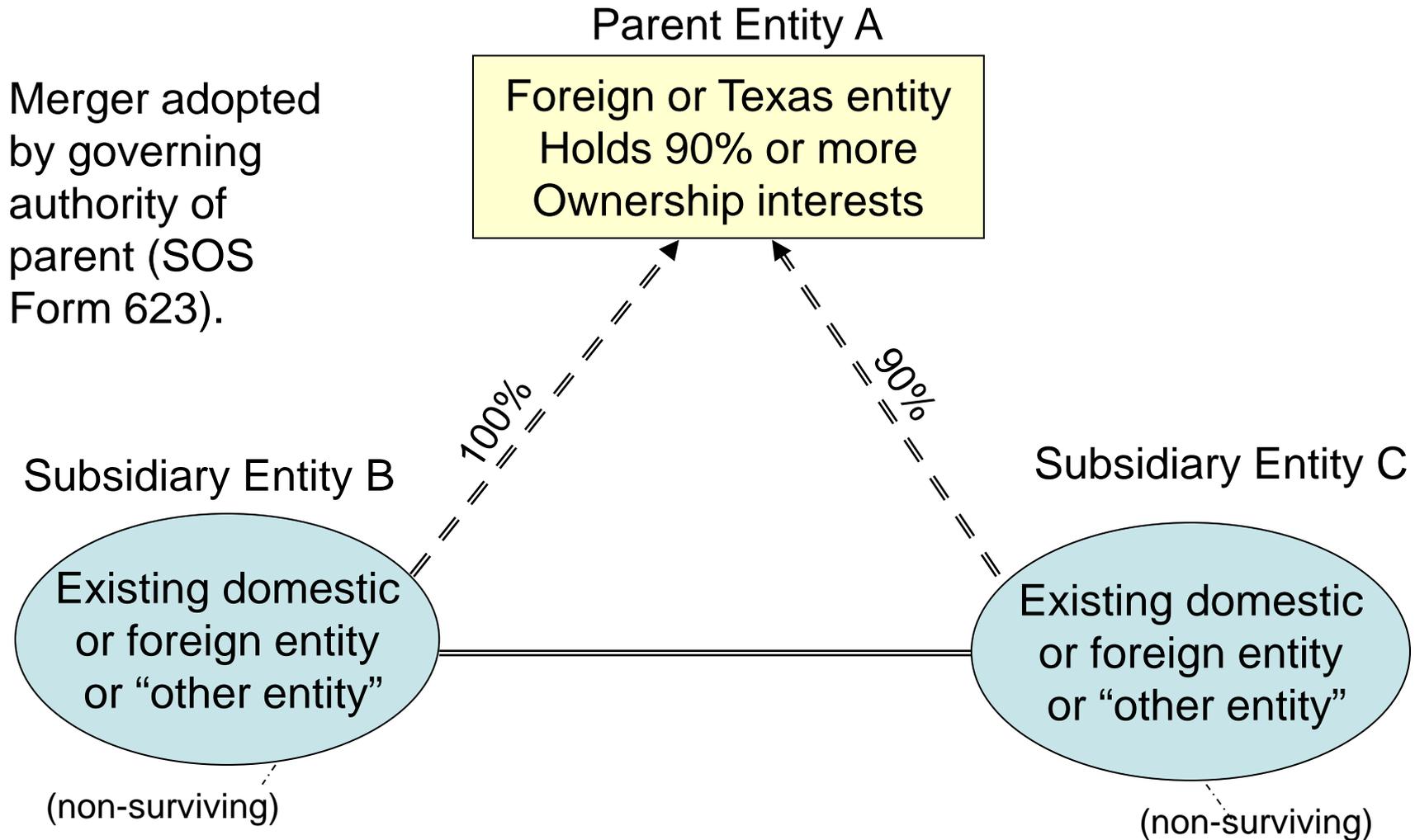
- BOC § 10.006
  - Parent organization must own at least 90% of the outstanding ownership interests of each class and series of each one or more subsidiary organizations to merge with one or more subsidiary organizations.
  - One party to the merger must be a Texas entity.
  - Each other party is an organization organized under a jurisdiction that permits a merger of this type.
  - None of the subs is a Texas partnership (parent organization may be partnership).
  - Resulting organization(s) are the parent, one or more existing subs, or one or more new organizations.

## Short-form Mergers

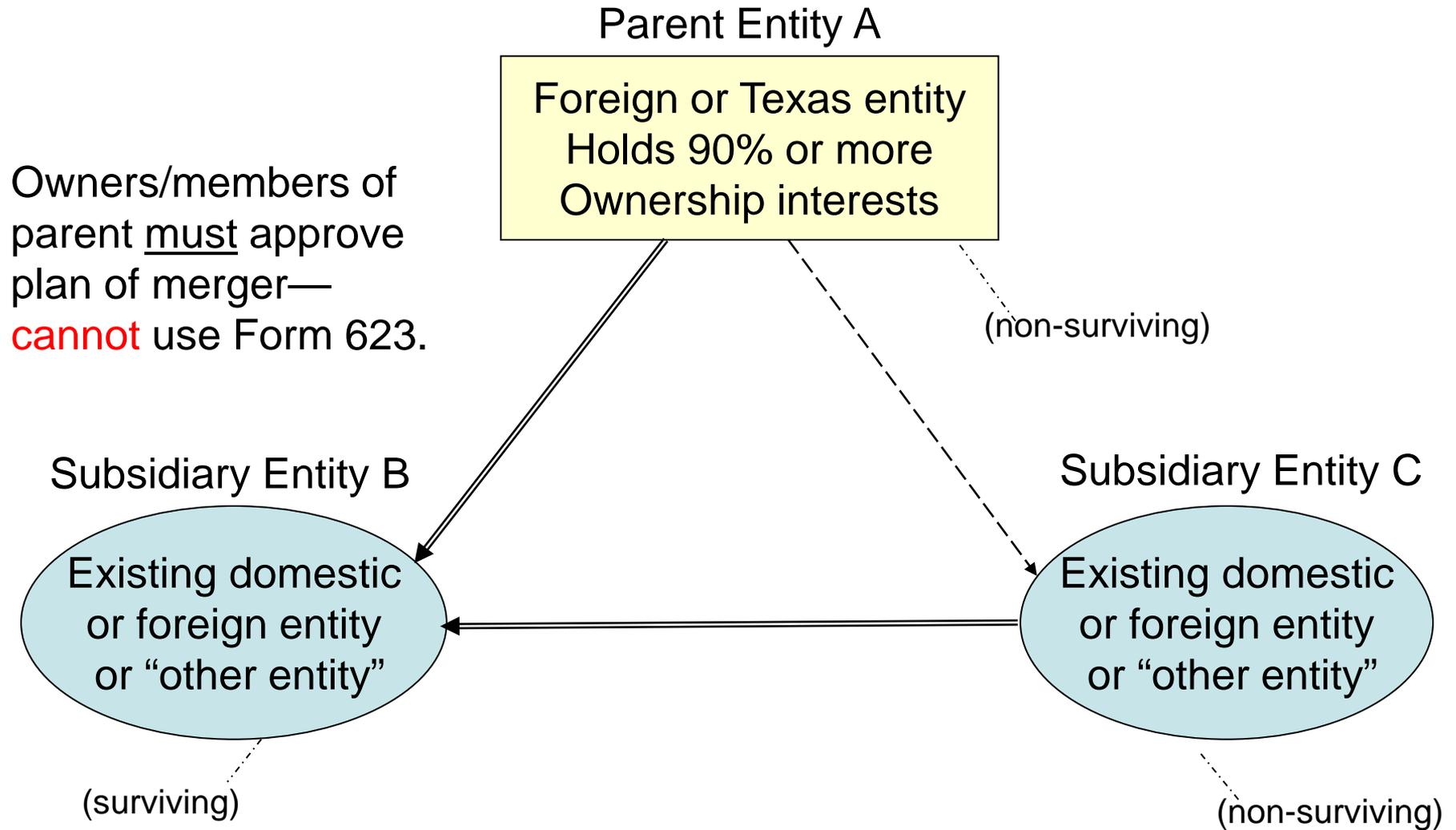
- BOC § 10.006
  - Texas subsidiaries not required to approve a merger under § 10.006.
  - When parent is the survivor, only approval required is a resolution of the governing authority of parent.
  - When parent not the survivor, a plan of merger must be adopted by action of owners/members of parent.
  - No amendments to certificate of formation of Texas parent organization.
  - Merger can include amendments to a domestic sub's formation document.



Short Form Merger—sub into sub

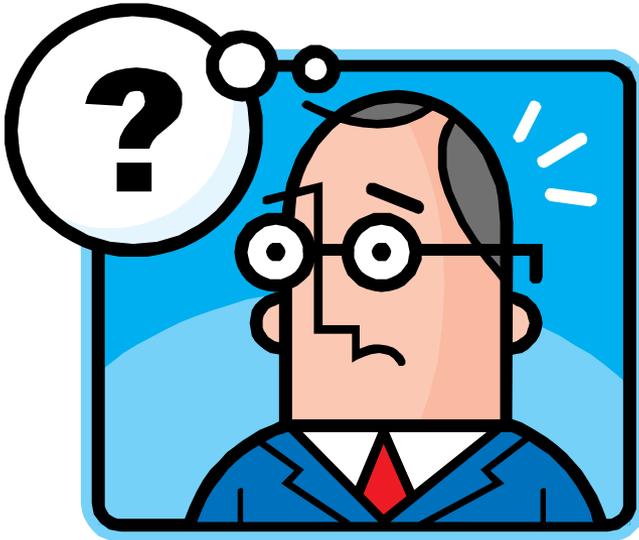


Short Form Merger—subs into parent (upstream merger)



"Short Form" Merger—parent into sub (downstream merger)

## Short-form Mergers



- Most common rejection reasons:
  - Merger fails to include copy of resolution of parent organization.
  - Date of adoption of resolution not included in merger approval.

## Mergers & Conversions

- Need statutory authority to merge or convert
- Need a *written* plan and agreement
  - Requirements for a plan of merger for domestic entities are found in §§ 10.001 through 10.004.
  - Requirements for plan of conversion for domestic entities are found in §§ 10.103 and 10.104.
- Need approval of governing persons and/or the owners or members of each domestic entity that is a party to the plan of merger/conversion.

## **Mergers & Conversions**

- Special provisions relating to Texas partnership mergers/conversions
  - Partnership agreement must contain provisions that authorize a merger or conversion of the type provided for in the plan. BOC §§10.009(f) & 10.107(b)
  - Partners to approve merger/conversion in the manner set forth in the partnership agreement. BOC §§10.009(g) & 10.107(c)

## **Mergers & Conversions**

- Statutory restrictions may be placed on authority to merge or convert.
  - Unincorporated nonprofit associations do not have statutory authority to merge or convert. BOC § 252.017
  - Nonprofit corporation cannot merge into another entity if corporation would, because of the merger, lose or impair its charitable status. BOC § 10.010 (a)
  - If other parties to merger are domestic or foreign for-profit entities or non-code organizations, nonprofit corporation must be one of survivors to merger. BOC § 10.010 (b)

## Nonprofit Conversions

- ◆ Section 10.108 of the BOC provides that a nonprofit corporation *may not* convert into a for-profit entity.
- ◆ SOS will accept a certificate of conversion that converts a Texas nonprofit corporation to a:
  - foreign nonprofit corporation;
  - nonprofit LLC;
  - Cooperative association; or
  - special nonprofit corporation formed under a code other than BOC.

**A for-profit entity *may* convert to a nonprofit entity.**

## Conversion Pitfalls

- ◆ Remember to include the filing fee for the certificate of conversion as well as the filing fee for the certificate of formation for the converted domestic *filing* entity.
- ◆ *Don't file the Certificate of Formation of the converted entity before the conversion!*
- ◆ A domestic entity created by a plan of conversion is formed by filing the Certificate of Conversion. Its existence is effective on the effectiveness of the conversion.
- ◆ Remember to include a statement in the certificate of formation that the converted entity was formed under a plan of conversion and the name, address, date of formation, prior form of organization, and jurisdiction of formation of the converting entity.

## Filing Aids and Options

## **Expedited Handling**

- Section 405.032 of the Government Code provides for the expedited filing or review of business filing instruments.
- The fee for expediting is \$25 per instrument.
- Expedited service is *not* same day service. Documents are generally reviewed and filed by close of business the first business day after receipt.
- Notification of filing is a faxed copy of the certificate of filing; notification of rejection is a faxed copy of the rejection letter.
- File-stamped copy, if duplicate provided, is returned by regular mail.

## **SOS Forms**

- Use of SOS forms is permissive.
- Forms drafted to meet minimal statutory requirements.
- Not intended to be a substitute for advice and services of an attorney.
- Can serve as a guideline for drafting a filing instrument or a checklist for ensuring compliance with code requirements.
- Failure to promulgate form does not mean that a document cannot be filed with the SOS.

## **Forms Available on the SOS website in Word or PDF format**

**[http://www.sos.state.tx.us/corp/forms\\_boc.shtml](http://www.sos.state.tx.us/corp/forms_boc.shtml)**

- Certificates of formation
- Applications for registration
- Amendments, corrections, changes of registered office
- Name reservations, name registrations, assumed names

## **Report Forms**

**[http://www.sos.state.tx.us/corp/forms\\_reports.shtml](http://www.sos.state.tx.us/corp/forms_reports.shtml)**

- Nonprofit corporation periodic report—802
- Professional association annual statement (due June 30<sup>th</sup>)—803
- Limited partnership periodic report—804

## **More Forms**

- Terminations, Withdrawals
- Mergers, Conversions
- Reinstatements
- LLP registrations
- Appointment of agents by financial institutions, unincorporated associations, foreign corporate fiduciary

## **SOS has not promulgated forms for all possible filing scenarios**

SOS has not promulgated forms for certificates of formation for:

- Close corporations
- Entities created under special statutes (cemeteries, industrial development corporations, health facility corporations, cultural educational corporations, agricultural cooperatives, etc.)
- Texas Series LLCs

## **Merger Forms**

- Divisional merger: Form 621
- Combination merger: Form 622
- Parent-sub merger (parent survives): Form 623
- Nonprofit merger: Form 624

While forms can be used when a foreign entity is involved in the merger, the Texas drafted merger may not comply with the laws that govern the foreign entity.

*SOS does not provide forms for plans of merger or conversion.*

## **Conversion Forms for Corporations (for-profit and professional)**

Corporation converting to

- General partnership: Form 631
- LLC: Form 632
- LP: Form 633
- REIT: Form 634

## **Conversion Forms for LLCs**

Limited Liability Company converting to

- General partnership: Form 635
- Corporation: Form 636
- Limited Partnership: Form 637
- REIT: Form 638

## **Conversion Forms for LPs**

Limited Partnership converting to

- **General Partnership: Form 641**
- **Limited Liability Company: Form 642**
- **Corporation: Form 643**
- **REIT: Form 644**

## **Other Conversion Forms**

- ❖ Conversion of a Professional Association to a Professional Limited Liability Company (Form 645)
- ❖ Conversion of a Texas General Partnership to a Texas Filing Entity (Form 646)

## **Converting a Foreign Entity to a Texas Filing Entity**

SOS does not provide a form for conversion of a foreign entity to a Texas filing entity. A summary of the requirements included in Form 647.

- ◆ Not all jurisdictions permit conversions. For a cross-jurisdiction conversion to be effective, the laws of both jurisdictions must permit the transaction and be followed.
- ◆ The registration of a foreign entity to transact business in Texas is automatically withdrawn on filing a conversion to convert the foreign entity to a domestic entity.

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**SOSDirect**   
click here to enter

## **Document Filing via SOSDirect**

- Best Turnaround that the SOS provides. Usually between four and eight business hours.
- Available 24 by 7 for submissions and retrieving information.
- File dates are based submission date because that is when the documents are received by the SOSDirect system.
- No expedite fees assessed.
- Certificates of filing, file-stamped copy of document, and packing slip returned by email. Rejection notices too!

## **Documents that can be Submitted via SOSDirect**

- ✓ Name reservations and name registrations
- ✓ Certificates of formation (not for entities created under special statutes)
- ✓ LLP registrations (no renewals)
- ✓ Applications for foreign registration
- ✓ Changes of registered office/agent
- ✓ Assumed name certificates (does not include county filing)
- ✓ Terminations and Withdrawals

## **Documents that can be Submitted via SOSDirect *with limitations***

- ✓ Certificates of amendments (*online filings limited to entity name changes*).
- ✓ Reinstatements *after tax forfeitures*
- ✓ Annual statements and periodic reports for limited partnerships and nonprofit corporations *so long as the filing is timely*

## **SOSDirect Helpful Hints**

- SOS does not re-key the data you submit. The database and any certificates issued will reflect the entity name, and other information, exactly as you entered the data.
- Email from the SOSDirect system is sent via an automated process. If you use a Spam filtering service make sure the address [sosdirect@sos.state.tx.us](mailto:sosdirect@sos.state.tx.us) is allowed through without being filtered. This will ensure your documents delivered via email will arrive without delay and without the need for human intervention.

*Open emails and links to zipped files as soon as practical.*

*Document submitted may have been rejected!*

## **SOSDirect Payment Options**

- \$ Charges for Inquiries/Orders may accrue to the Client Account and be paid from a monthly statement. Charges for Web Filings require payment at time of submission.
- \$ Methods of payment include client account, credit card [American Express, Discover Card, Mastercard, or Visa] or LegalEase.
- \$ Use Credit Card or LegalEase for payment method unless client account has been funded 24 hours in advance.
- \$ Credit card company may decline payment if name and address entered on payment screen do not match card statement.

## **Attachments and Text Boxes in SOSDirect**

- SOSDirect allows for attachment of documents in the following formats: PDF, TIF and TXT.
- Attachment feature generally used for consent of registered agent, consent to use of an entity name, and for tax certificates.
- *Note: On request, Comptroller of Public Accounts will provide a tax certificate or tax clearance letter in the appropriate format for attachment purposes.*
- Text Boxes allow user to input optional provisions or to cut and paste these provisions from another document.

## **SOSDirect Statistics**

- Currently, over 40% of all filing instruments are submitted via SOSDirect.
- The percentage of certificates of formation submitted through SOSDirect is 58% and rising.
- Percentage of orders (certificates of fact, certified copies and plain copies) placed over SOSDirect approaching 90%.



## **Searching on SOSDirect**

Users can search the same database and conduct the same searches as an SOS employee:

- Name availability
- Find by name of entity
- Find by name of person associated with the entity
- Find global, supplemental, assumed name
- Find by number (file number, document number, tid, fein)
- Find by registered agent
- Find entities that have named you as registered agent in the last 60 days

***Note: \$1.00 fee per search on SOSDirect.***

# Texas Secretary of State

## Hope Andrade

### TEXAS SECRETARY of STATE

### HOPE ANDRADE

UCC | Business Organizations | Trademarks | Notary | Account | Help/Fees | Briefcase | Logout

#### BUSINESS ORGANIZATIONS MENU

Use client reference to keep track of work performed for client.

#### CLIENT REFERENCE (optional): [NONE]

● **Client Reference:**

#### INQUIRIES AND ORDERS

- |  |   |
|--|---|
| ● <a href="#">Name Availability Search</a> | ● <a href="#">Filing Number Search</a>                                  |
| ● <a href="#">Find - Entity</a>            | ● <a href="#">FEIN Search</a>   |
| ● <a href="#">Find - Supplemental</a>      | ● <a href="#">TID Search</a>  |
| ● <a href="#">Find - Global</a>            | ● <a href="#">Document Number Search</a>                                |
| ● <a href="#">Find - Assumed Name</a>      | ● <a href="#">Order - Certificates and Copies</a>                       |
| ● <a href="#">Find - People</a>            | ● <a href="#">Bulk Order - Data</a>                                     |
| ● <a href="#">Find - Registered Agent</a>  | ● <a href="#">Registered Agent activity past 60 days</a> <sup>NEW</sup> |

#### WEB FILINGS

##### DO NOT USE 'BACK' BUTTON

Use of the 'BACK' button during the "WEB FILINGS" process will result in loss of data. Please press the 'Cancel Filing' button and start again.

##### ● [Reservation \\* Formation \\* Registration Documents](#)

First select the type of entity for which you wish to submit a filing, and then click 'File Document'

**File assumed name certificates, changes to registered office/agent, dissolutions, reinstatements, cancellations, withdrawals and annual statements as change documents.**

##### ● [Change Documents](#)

Enter filing number and click 'File Document' or click 'Find Entity'

### NAME AVAILABILITY SEARCH

This search was performed on with the following search parameter:

**ENTITY NAME** : Dell Computer

<u>Mark</u>	<u>Filing Number</u>	<u>Name</u>	<u>Entity Type</u>	<u>Entity Status</u>	<u>Name Type</u>	<u>Name Status</u>
<input type="radio"/>	<a href="#">7444706</a>	Dell Computer Inc.	Foreign For-Profit Corporation	In existence	Fictitious	In use
<input type="radio"/>	<a href="#">6838710</a>	DELL COMPUTER HOLDINGS L.P.	Domestic Limited Partnership (LP)	In existence	Legal	In use
<input type="radio"/>	<a href="#">800471828</a>	Computer Modelling Group, Inc.	Foreign For-Profit Corporation	In existence	Legal	In use
<input type="radio"/>	<a href="#">9163206</a>	DEALER COMPUTER SERVICES, INC.	Foreign For-Profit Corporation	In existence	Legal	In use
<input type="radio"/>	<a href="#">10860306</a>	CITADEL COMPUTER SYSTEMS INCORPORATED	Foreign For-Profit Corporation	In existence	Legal	In use
<input type="radio"/>	<a href="#">800116510</a>	MODEL Computer Consulting Services, LLC	Domestic Limited Liability Company (LLC)	In existence	Legal	In use
<input type="radio"/>	<a href="#">800635290</a>	Dallas Computers Incorporated	Domestic For-Profit Corporation	In existence	Legal	In use
<input type="radio"/>	<a href="#">800637361</a>	CDI Computer Dealers, Corp.	Foreign For-Profit Corporation	In existence	Legal	In use
<input type="radio"/>	<a href="#">801577939</a>	COMPUTER GUYS OF DALLAS, INC.	Domestic For-Profit Corporation	In existence	Legal	In use
<input type="radio"/>	<a href="#">700576422</a>	COMPUTER CABLES OF DALLAS, L.L.C.	Domestic Limited Liability Company (LLC)	In existence	Legal	In use

Records 1 to 10 of 30 scroll

[Next >>](#)

OR proceed to page

of 3 pages

[GO](#)

[Return to Order](#)

[New Search](#)

#### Instructions:

- To view additional information pertaining to a particular filing select the number associated with the name.
- To place an order for additional information about a filing select the radial button listed under 'Mark' that is associated with the entity and press the 'Order' button.

### BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

**Filing Number:** 7444706      **Entity Type:** Foreign For-Profit Corporation  
**Original Date of Filing:** October 27, 1987      **Entity Status:** In existence  
**Formation Date:** N/A  
**Tax ID:** 17424878340      **FEIN:**

**Name:** Dell Inc.  
**Address:** 1 DELL WAY  
ROUND ROCK, TX 78682-7000 USA

**Fictitious Name:** Dell Computer Inc.  
**Jurisdiction:** DE, USA  
**Foreign Formation Date:** N/A

[REGISTERED AGENT](#)

[FILING HISTORY](#)

[NAMES](#)

[MANAGEMENT](#)

[ASSUMED NAMES](#)

[ASSOCIATED ENTITIES](#)

Name	Address	Inactive Date
CORPORATION SERVICE COMPANY D/B/A+	211 E. 7th Street, Suite 620 Austin, TX 78701-3218 USA	

[Order](#)

[Return to Search](#)

#### Instructions:

● To place an order for additional information about a filing press the 'Order' button.

The “entity detail” screen provides a brief summary of information relating to the entity and defaults to display the current registered agent/office information.

# Texas Secretary of State

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[Trademarks](#)
[Notary](#)
[Account](#)
[Help/Fees](#)
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### BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

**Filing Number:** 7444706      **Entity Type:** Foreign For-Profit Corporation  
**Original Date of Filing:** October 27, 1987      **Entity Status:** In existence  
**Formation Date:** N/A  
**Tax ID:** 17424878340      **FEIN:**

**Name:** Dell Inc.  
**Address:** 1 DELL WAY  
 ROUND ROCK, TX 78682-7000 USA  
**Fictitious Name:** Dell Computer Inc.  
**Jurisdiction:** DE, USA  
**Foreign Formation Date:** N/A

<a href="#">REGISTERED AGENT</a>		<a href="#">FILING HISTORY</a>	<a href="#">NAMES</a>	<a href="#">MANAGEMENT</a>	<a href="#">ASSUMED NAMES</a>	<a href="#">ASSOCIATED ENTITIES</a>
View Image	Document Number	Filing Type	Filing Date	Effective Date	Eff. Cond	Page Count
	3105275	Application For Certificate Of Authority	October 27, 1987	October 27, 1987	No	4
	3105276	Change Of Registered Agent/Office	October 28, 1993	October 28, 1993	No	1
	3105277	Change Of Registered Agent/Office	September 18, 1995	September 18, 1995	No	1
	3105278	Change Of Registered Agent/Office	November 20, 1996	November 20, 1996	No	1
	3105279	Change Of Registered Agent/Office	August 21, 1997	August 21, 1997	No	1
	3105280	Maintenance	September 12, 1997	September 12, 1997	No	1
	3105281	Change Of Registered Agent/Office	January 22, 1999	January 22, 1999	No	1
	32714250001	Public Information Report (PIR)	December 31, 2002	April 28, 2003	No	4
	39207060854	Change of Registered Agent/Office	July 31, 2003	July 31, 2003	No	1
	45437770001	Public Information Report (PIR)	December 31, 2003	October 19, 2003	No	4
	76782710001	Public Information Report (PIR)	December 31, 2004	December 8, 2004	No	4
	122161600001	Public Information Report (PIR)	December 31, 2005	March 23, 2006	No	2
	154961860002	Certificate of Assumed Business Name	December 20, 2006	December 20, 2006	No	2
	154961410002	Application for Amended Certificate of Authority	December 20, 2006	December 20, 2006	No	3



Image icon indicates you can print a copy of document from your PC.

# Texas Secretary of State

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View Image	Document Number	Filing Type	Filing Date	Effective Date	Eff. Cond	Page Count
<input checked="" type="checkbox"/>	3105275	Application For Certificate Of Authority	October 27, 1987	October 27, 1987	No	4
<input checked="" type="checkbox"/>	3105276	Change Of Registered Agent/Office	October 28, 1993	October 28, 1993	No	1
<input checked="" type="checkbox"/>	3105277	Change Of Registered Agent/Office	September 18, 1995	September 18, 1995	No	1
<input checked="" type="checkbox"/>	3105278	Change Of Registered Agent/Office	November 20, 1996	November 20, 1996	No	1
<input checked="" type="checkbox"/>	3105279	Change Of Registered Agent/Office	August 21, 1997	August 21, 1997	No	1
<input checked="" type="checkbox"/>	3105280	Maintenance	September 12, 1997	September 12, 1997	No	1
<input checked="" type="checkbox"/>	3105281	Change Of Registered Agent/Office	January 22, 1999	January 22, 1999	No	1
<input checked="" type="checkbox"/>	32714250001	Public Information Report (PIR)	December 31, 2002	April 28, 2003	No	4
<input checked="" type="checkbox"/>	39207060854	Change of Registered Agent/Office	July 31, 2003	July 31, 2003	No	1
<input checked="" type="checkbox"/>	45437770001	Public Information Report (PIR)	December 31, 2003	October 19, 2003	No	4
<input checked="" type="checkbox"/>	76782710001	Public Information Report (PIR)	December 31, 2004	December 8, 2004	No	4
<input checked="" type="checkbox"/>	122161600001	Public Information Report (PIR)	December 31, 2005	March 23, 2006	No	2
<input checked="" type="checkbox"/>	154961860002	Certificate of Assumed Business Name	December 20, 2006	December 20, 2006	No	2
<input checked="" type="checkbox"/>	154961410002	Application for Amended Certificate of Authority	December 20, 2006	December 20, 2006	No	3
<input checked="" type="checkbox"/>	154964050002	Certificate of Assumed Business Name	December 20, 2006	December 20, 2006	No	2
<input checked="" type="checkbox"/>	168805530001	Public Information Report (PIR)	December 31, 2006	April 29, 2007	No	1
<input checked="" type="checkbox"/>	183510430001	Public Information Report (PIR)	December 31, 2007	August 25, 2007	No	1
<input checked="" type="checkbox"/>	281713091384	Change of Office by Registered Agent	October 30, 2009	October 30, 2009	No	1
<input checked="" type="checkbox"/>	322263540001	Public Information Report (PIR)	December 31, 2009	August 20, 2010	No	2
<input checked="" type="checkbox"/>	359232520001	Public Information Report (PIR)	December 31, 2010	March 14, 2011	No	2

Order

Return to Search

To order certified copies or certificates of fact, press the order button at the bottom of the filing history display.

# Texas Secretary of State

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### BUSINESS ORGANIZATION AND TRADEMARK ORDERS

#### Add Order Item

Order Type	Fact Type
<input type="text"/>	None
Filing Number	Trademark Registration Number
7444706 <input type="button" value="Find Entity..."/>	<input type="text"/> <input type="button" value="Find Trademark..."/>
<input type="button" value="Add Order Item"/>	<input type="button" value="Return To Search Results"/>

#### Current Order Items for this Order

<input type="button" value="Delete"/>	<input type="button" value="Order Details"/>	<input type="button" value="Order Type"/>
---------------------------------------	--	---

No order items have been entered for this order.

#### Instructions:

- Select an order type. If you selected a certificate of fact, you must also select a fact type.
- Input the filing number of the entity for which you are ordering copies or certificates or the registration number for the trademark. Enter the filing number without spaces or hyphens. Some filing numbers on the legacy computer system consisted of a two digit type code. Include those digits as the last two numbers of the filing number.
- If you do not know the filing or registration number, click the 'find' button.
- When you have identified the applicable entity or trademark and selected the order type, click on 'Add Order Item.' This will add the item to the grid. If an order item has been incorrectly added, you may click on 'Delete' to remove it.
- The statutory fees for order types are as follows:
  - Certificates of Fact \$15.00 per certificate
  - Information Letters \$ 5.00 per letter
  - Certified Copies \$15.00 for the certificate and \$1.00 for each page in the copy
  - Plain copies Copies of less than 50 pages, \$0.10 per page
- You will be notified by e-mail when the order is processed and ready for retrieval from your briefcase. Certificates will have a digitized signature of the Secretary of State and seal of the State of Texas

### BUSINESS ORGANIZATION AND TRADEMARK ORDERS

#### Add Order Item

Order Type	Fact Type
<input type="text"/>	<input type="text" value="None"/>
<input type="text"/>	Trademark Registration Number
<b>Certificate of Fact</b>	<input type="text" value="Find Trademark..."/>
Certified copies of a record or document	<input type="text" value="Search Results"/>
Information Letter for Entity	
Plain copies of a record or document	

#### Current Order Items for this Order

No order items have been entered for this order.

#### Instructions:

- Select an order type. If you selected a certificate of fact, you must also select a fact type.
- Input the filing number of the entity for which you are ordering copies or certificates or the registration number for the trademark. Enter the filing number without spaces or hyphens. Some filing numbers on the legacy computer system consisted of a two digit type code. Include those digits as the last two numbers of the filing number.
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Select “order type” from the drop down list. To get a “certificate of existence,” first select “Certificate of Fact.”

#### BUSINESS ORGANIZATION AND TRADEMARK ORDERS

##### Add Order Item

Order Type	Fact Type
<input type="text" value="Certificate of Fact"/>	<input type="text" value="None"/>
Filing Number	Trade
<input type="text" value="7444706"/>	<input type="text"/>
<input type="button" value="Find Entity..."/>	
<input type="button" value="Add Order Item"/>	<input type="button" value="Return To Search"/>

None

Assumed Name

Management

Name change

Name reservation

Status

Status and Name Change

Status and Registered Agent and Office

##### Current Order Items for this Order

No order items have been entered for this order.

##### Instructions:

- Select an order type. If you selected a certificate of fact, you must also select a fact type.
- Input the filing number of the entity for which you are ordering copies or certificates or the registration number for the trademark. Enter the filing number without spaces or hyphens. Some filing numbers on the legacy computer system consisted of a two digit type code. Include those digits as the last two numbers of the filing number.
- If you do not know the filing or registration number, click the 'find' button.
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After selecting "Certificate of Fact," select a "fact type." For a certificate of existence, select "status."

# Texas Secretary of State

## Hope Andrade

### TEXAS SECRETARY of STATE

### HOPE ANDRADE

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#### BUSINESS ORGANIZATION AND TRADEMARK ORDERS

##### Add Order Item

Order Type: Certificate of Fact  
Fact Type: Status

Filing Number: 7444706  
Trademark Registration Number:

##### Current Order Items for this Order

Delete	Order Details	Order Type
<input type="button" value="Delete"/>	7444706 - Dell Inc.	Certificate of Fact - Status

##### Instructions:

- Select an order type. If you selected a certificate of fact, you must also select a fact type.
- Input the filing number of the entity for which you are ordering copies or certificates or the registration number for the trademark. Enter the filing number without spaces or hyphens. Some filing numbers on the legacy computer system consisted of a two digit type code. Include those digits as the last two numbers of the filing number.
- If you do not know the filing or registration number, click the 'find' button.
- When you have identified the applicable entity or trademark and selected the order type, click on 'Add Order Item.' This will add the item to the grid. If an order item has been incorrectly added, you may click on 'Delete' to remove it.
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- You will be notified by e-mail when the order is processed and ready for retrieval from your briefcase. Certificates will have a digitized signature of the Secretary of State and seal

Click the “Add Order Item” button to add the order item selected. Click the “Submit Order” button, to transmit your order.

## Date of Filing

- If the SOS finds that a filing instrument delivered conforms to the provisions of this code and the administrative rules, and all required fees have been paid, the SOS will file the instrument and assign a date of filing. § 4.002 BOC
- Date of filing does not include the time of filing.
- Date of filing is the date of receipt for documents that conform to law and for which the filing fee has been paid. 1 TAC § 79.9. (Exception: Name reservations)

***Postmark rule does not apply.***

## **Date of Filing when a Document is Rejected**

When a document is corrected and resubmitted, the date of filing of the document will be the date of *last* receipt.

*The date of filing may not be a date prior to the date on which the document is found to conform to law and the filing fee has been tendered.*

***Texas SOS does not “backdate” documents!***

## **Delayed Effective Dates or Conditions**

General rule: Filing instrument takes effect on filing.

Section 4.052 BOC allows an instrument to take effect after the time the filing instrument would otherwise take effect:

- at a specified date and time; or
- on the occurrence of a future event or fact.

## **Conditions for Delayed Effectiveness (Specific Date and Time)**

- ❖ Filing instrument must clearly and expressly state the specific date and time.
- ❖ Statement regarding date and time cannot be in a cover letter.
- ❖ Date may not be later than 90 days after the instrument is signed.
- ❖ Time cannot be 12:00 a.m. or 12:00 p.m.
- ❖ Time will be shown in SOS records as central time.

## **Conditions for Delayed Effectiveness (Future Event or Fact)**

❖ Filing instrument must clearly and expressly state:

1. the manner in which the event or fact will cause the instrument to take effect; and
2. the date of the 90<sup>th</sup> day after the date the instrument is signed.

Entity must file a statement of future event or fact (Form 805) when the conditions have been satisfied or waived.

## Statement of Event or Fact

Section 4.055 BOC requires the statement to be filed not later than the 90<sup>th</sup> date after the instrument is filed. Statement must confirm:

- that each event or fact on which the effect of the instrument is conditioned has been satisfied or waived; and
- state the date and time on which the condition was satisfied or waived.

*What happens if the statement is not filed?*

## **Failure to File Statement of Event or Fact** **§ 4.056 BOC**

If not filed, the filing instrument is not effective.

Parties must either:

- File a subsequent filing instrument to make the action or transaction evidenced by the original filing effective; or
- File a statement of abandonment under § 4.057.

## **Delayed Effectiveness Not Permitted**

### **§ 4.058 BOC**

- Name reservations
- Name registrations
- Statement of event or fact
- Abandonment prior to effectiveness

# **Update of SOS Records Upon Filing**

## **1 TAC § 79.73**

(a) 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, the future date on which the document will be effective or a code indicating that the effectiveness is based on a future condition, and the name of the surviving entity or entities, if applicable. In addition, at the time of such filing:

(1) the status of any domestic entity on file with the secretary of state that is converting, merging out of existence, or terminating, will be changed from active to inactive, and the status of any foreign entity withdrawing or terminating its registration will be changed from active to inactive;

(2) the status of any domestic entity to be created and filed with the secretary of state by the terms of a plan of merger, plan of conversion, or certificate of formation, or the status of any foreign entity registered to transact business in Texas shall appear in the active records of the secretary of state; and

(3) any filings making amendments to a certificate of formation or application for registration will be recorded in the records of the secretary of state.

## **Preclearance**

- ✓ Recommended for complex or unusual transactions, especially mergers or conversions.
- ✓ Reduce risk of rejection on date of closing—submit draft for preclearance well before anticipated filing date.
- ✓ Identify submission as a preclearance request and submit \$50 fee.
- ✓ SOS will issue a letter indicating that the document has been precleared for filing.
- ✓ When document is submitted for filing, attach the preclearance letter; make sure the document has been executed and the filing fee is paid.

## **Certificate Validation**

**<https://sosdirectws.sos.state.tx.us/pdfondemand/CertValidation.aspx>**

The online certificate validation process can be used to verify that a certificate of filing or a certificate of fact has, in fact, been issued by the Corporations Section of the Texas Secretary of State.

Uses the document number found at the bottom of each certificate.

Applies only to certificates of filing, certificates of fact, and information letters issued after January 1, 2006 in connection with business organization documents on file with the Corporations Section.

***Certificates generated in connection with state trademark registrations or UCC filings cannot be verified through this service.***

## Frequently Asked Questions

[www.sos.state.tx.us/corp/generalfaq.shtml](http://www.sos.state.tx.us/corp/generalfaq.shtml)

<a href="#"><u>Formation of Texas Entities</u></a>	<a href="#"><u>Amendments and Corrections</u></a>	<a href="#"><u>Name Filings</u></a>
<a href="#"><u>Mergers and Conversions</u></a>	<a href="#"><u>Terminations and Reinstatements</u></a>	<a href="#"><u>Foreign or Out-of-State Entities</u></a>
<a href="#"><u>Nonprofit Organizations</u></a>	<a href="#"><u>Management and Ownership</u></a>	<a href="#"><u>Registered Agents</u></a>
<a href="#"><u>Home or Property Owners' Assns.</u></a>	<a href="#"><u>Business Organizations Code</u></a>	<a href="#"><u>Filing &amp; Other General Questions</u></a>
<a href="#"><u>SOSDirect</u></a>	<a href="#"><u>Trademarks</u></a>	<a href="#"><u>Service of Process Information</u></a>

## **Need Help?**

### **Contact SOS by Email**

Name availability & general entity information:

***corpinfo@sos.state.tx.us***

Request copies or certificates of fact:

***corpcert@sos.state.tx.us***

Legal questions relating to filing issues:

***corphelp@sos.state.tx.us***

SOSDirect assistance & issues:

***sosdirect@sos.state.tx.us***

**Need Help?**  
**Contact SOS by Email**

Contact individual at SOS:  
***first initial last name@sos.state.tx.us***

***lwassdorf@sos.state.tx.us***

## **Need Help?**

Call (512) 463-5586



- Meridith Debus 463-5747
- Donna Murphy 475-2081
- Briana Godbey 463-5590
- Mike Powell 463-9856
- Carmen Flores 463-5588
- Lorna Wassdorf 463-5591