

IN THE HOUSE OF REPRESENTATIVES

HOUSE BILL NO. 738

BY STATE AFFAIRS COMMITTEE

AN ACT

1 RELATING TO FORMATION OF LIMITED LIABILITY COMPANIES; AMENDING SECTION  
2 30-25-201, IDAHO CODE, TO PROVIDE THAT AN ORGANIZER MAY USE THE STREET  
3 AND MAILING ADDRESSES OF A COMPANY'S COMMERCIAL REGISTERED AGENT IN  
4 CERTAIN CIRCUMSTANCES; AND DECLARING AN EMERGENCY AND PROVIDING AN EF-  
5 FECTIVE DATE.  
6

7 Be It Enacted by the Legislature of the State of Idaho:

8 SECTION 1. That Section 30-25-201, Idaho Code, be, and the same is  
9 hereby amended to read as follows:

10 30-25-201. FORMATION OF LIMITED LIABILITY COMPANY -- CERTIFICATE OF  
11 ORGANIZATION. (a) One (1) or more persons may act as organizers to form a lim-  
12 ited liability company by delivering to the secretary of state for filing a  
13 certificate of organization.

14 (b) A certificate of organization must state:

15 (1) The name of the limited liability company that must comply with sec-  
16 tions 30-21-301 and 30-21-302(d), Idaho Code;

17 (2) (i) The street and mailing addresses of the company's principal  
18 office; or

19 (ii) The street and mailing addresses of the company's commercial  
20 registered agent if:

21 1. The limited liability company attests that it has no  
22 physical location other than a residential address; and

23 2. The commercial registered agent maintaining the regis-  
24 tered office consents to the use of its address as the lim-  
25 ited liability company's principal office;

26 (3) The information required by section 30-21-404(a), Idaho Code;

27 (4) The name and mailing address of at least one (1) governor of the com-  
28 pany; and

29 (5) If the company is a professional entity, a statement that the com-  
30 pany is a professional limited liability company and the principal  
31 profession or professions for which the company's members are duly  
32 licensed or otherwise legally authorized to render professional ser-  
33 vices.

34 (c) A certificate of organization may contain statements as to matters  
35 other than those required by subsection (b) of this section, but may not  
36 vary or otherwise affect the provisions specified in section 30-25-105(c)  
37 and (d), Idaho Code, in a manner inconsistent with that section. However, a  
38 statement in a certificate of organization is not effective as a statement  
39 of authority. The secretary of state shall not accept operating agreements  
40 for filing.

41 (d) A limited liability company is formed when the certificate of or-  
42 ganization becomes effective.

1           SECTION 2. An emergency existing therefor, which emergency is hereby  
2 declared to exist, this act shall be in full force and effect on and after  
3 July 1, 2026.