

## TEXAS STATE BOARD OF PUBLIC ACCOUNTANCY

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# INSTRUCTIONS FOR REGISTRATION OF A LIMITED LIABILITY COMPANY (LLC)

- Registering a limited liability company is a multi-step procedure requiring the submission of the necessary documents to the Texas State Board of Public Accountancy (the Board). After the Board has reviewed and approved the registration application, the firm will be mailed an initial licensing package of forms detailing the required fees that must be submitted. The firm must complete the registration process and pay required fees before it can practice public accountancy in Texas.
- A **limited liability company (LLC)** with offices in Texas, whose *Articles of Incorporation* (if formed prior to Jan. 1, 2006) or *Certificate of Filing/Certificate of Formation* (if formed after Jan. 1, 2006) has been approved by the Secretary of State and which meets the requirements of the *Texas Limited Liability Act* and *Public Accountancy Act*, must register with this Board and obtain a license for each office located in Texas in order to practice public accountancy in Texas.
- An out-of-state **limited liability company (LLC)** performing financial statement audits or other engagements in accordance with Statements on Auditing Standards (SAS), Standards for Attestation Engagements (SAE), or Public Company Accounting Oversight Board (PCAOB) audits for a business entity with its principal office in Texas must register the LLC's main office with this Board and obtain a license to practice public accountancy in Texas. To register in Texas, the out-of-state LLC must be licensed and in good standing in the state in which the LLC has its primary practice of accountancy.
- The limited liability company license must be renewed annually.
- The name of each limited liability company registered with the Board must include "*limited liability company*," "*LLC*," or "*L.L.C.*" in or with the firm name each time it is used.
- The designation "*and Company*" or "*and Associates*" or their abbreviations may be used as long as there are at least two licensees involved in the practice; these would not have to be principals, but may be employees. Each employee holding a CPA certificate and license must be listed.
- A Texas firm name will be registered as shown on the *Articles of Incorporation/Certificate of Filing/Certificate of Formation* approved by the Secretary of State of Texas. A copy of the *Articles of Incorporation/Certificate of Filing/Certificate of Formation* must be submitted with the application.
- The words "*Certified Public Accountant(s)*" may appear on the letterhead beneath the firm name. A current copy of the firm's letterhead must be attached to the application.
- Each limited liability company must have at least one director.
- **If the firm is a Texas firm and the name of the firm has changed or is changing, the firm must:**
  - \* file with the Secretary of State of Texas the new firm name as shown on the *Articles of Amendment*;
  - \* complete a new registration application for a Board license to practice under the new name; and
  - \* attach the amended articles to the above mentioned application.
- The Board must be notified within 30 days of the admission or withdrawal of a member of the firm.
- All attachments must be submitted before the firm can be registered and a license issued to the office.

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**INSTRUCTIONS FOR REGISTRATION OF A LIMITED LIABILITY COMPANY (LLC) - continued**

- If the firm has any non-CPA owners who are residents of Texas, the non-CPA owners must register with the Board for the firm to conduct business in Texas. Refer to Form L0023, *Instructions for Completing the Application as a Non-CPA Owner of a Firm in Texas*, and Form L0022, *Application for Non-CPA Owner of a Firm in Texas*.
- The application will not be approved and will be returned if the form is not properly completed.
- The *Application for Registration of Firm Office* form must be completed for each office of the firm located in Texas before the firm can be registered and a license issued to the firm. Complete the *Application for Registration of Firm Office* form listing the addresses and the resident managers of all offices within Texas.
- Out-of-state firms must complete an *Application for Registration of Firm Office* (Form L0011) for the firm's main office before the firm can be registered and a license issued.
- The *Affidavit of Firm* must be completed by an officer, director, or shareholder.
- *Peer Review Reporting Form* (Form L0014) and the *Affidavit for Peer Review* (Form L0031) must be completed and submitted with the registration application.
- After approval of the registration application, the firm will be sent a licensing package that includes forms and lists the appropriate fees that must be submitted before the firm is issued a license.

**For your convenience please use the checklist below to help when submitting all the necessary documentation for the registration of your firm.**

<b>LLC CHECK-OFF LIST</b>	
<i>The following must be submitted to the Board before the FIRM application will be processed:</i>	
<input type="checkbox"/>	LLC Application form L0010
<input type="checkbox"/>	Application for Registration of Firm Office(s) form L0011
<input type="checkbox"/>	Peer Review Reporting form L0014
<input type="checkbox"/>	Affidavit for Peer Review L0031
<input type="checkbox"/>	Application for Non-CPA Owner of a Firm in Texas (if applicable)
<input type="checkbox"/>	Articles of Incorporation/Certificate of Filing/Certificate of Formation
<input type="checkbox"/>	Copy of Letterhead