

TITLE 4: ECONOMIC RESOURCES
DIVISION 4: CORPORATIONS, PARTNERSHIPS AND ASSOCIATIONS

§ 4823. Articles of Organization.

(a) Articles of organization of a limited liability company must set forth:

- (1) The name of the company;
- (2) The address of the initial designated office;
- (3) The name and street address of the initial agent for service of process;
- (4) The name and address of each organizer;
- (5) Whether the company is to be a term company and, if so, the term specified;
- (6) Whether the company is to be manager-managed, and, if so, the name and address of each initial manager; and
- (7) Whether one or more of the members of the company are to be liable for its debts and obligations under section 4843(c).

(b) Articles of organization of a limited liability company may set forth:

- (1) Provisions permitted to be set forth in an operating agreement; or
- (2) Other matters not inconsistent with law.

(c) Articles of organization of a limited liability company may not vary the nonwaivable provisions of section 4804(b). As to all other matters, if any provision of an operating agreement is inconsistent with the articles of organization:

- (1) The operating agreement controls as to managers, members, and members' transferees; and
- (2) The articles of organization control as to persons, other than managers, members and their transferees, who reasonably rely on the articles to their detriment.

Source: PL 14-11, § 2 (203), modified.

Commission Comment: See the comment to 4 CMC § 4801 regarding PL 14-11.