

## Massachusetts House of Representatives Bill Summary

<b>Bill #:</b>	H.479
<b>Title:</b>	An Act relative to limited liability company fees
<b>Sponsor:</b>	Rep. James Arciero
<b>Committee:</b>	Economic Development and Emerging Technologies
<b>Hearing Date:</b>	June 5, 2025
<b>Reporting Deadline:</b>	August 4, 2025 (subject to extensions under House Rule 27)
<b>Prior History:</b>	N/A
<b>Similar Matters:</b>	H.494 (Rep. Ramos-Similar to H.479)-in the Economic Development Committee
<b>Key Terms:</b>	Limited liability company (LLC) and domestic limited liability company, an unincorporated organization formed under this chapter and having 1 or more members.
<b>Current Law:</b>	<p><b>Chapter 156C of MGL is known as The Limited Liability Company Act.</b> Massachusetts limited liability companies are governed by this Chapter which was enacted in 1995. The Statute governs the management and operation of an LLC and includes provisions concerning issues, such as:</p> <ul style="list-style-type: none"><li>• Formation.</li><li>• Management by members or managers.</li><li>• Contributions and distributions.</li><li>• Membership and assignment of membership interests.</li><li>• Winding up and dissolution.</li><li>• Filing requirements.</li></ul> <p><b><u>Chapter 156C, Section 12 – Certificate of organization</u></b></p> <ul style="list-style-type: none"><li>• <i>Subsection (a)</i> requires that, to form a limited liability company, one or more authorized persons must execute a certificate of organization which is filed with the secretary of state. (M.G.L. 156C § 12(a)).</li></ul>

- *Subsection (b)* states that a limited liability company is formed upon filing of the initial certificate of organization or at such later date as therein specified, in either case, if there has been “substantial compliance” with the requirements of this section.
- *Subsection (c)* requires that all limited liability companies (LLCs) formed under Chapter 156C must file an annual report with the Secretary of the Commonwealth.
- *Subsection (d)* establishes filing fees for certificate of organization and for filing annual reports. The fee for submitting the certificate of organization required by subsection (a) is \$500 and must be paid at the time of filing the certificate of organization. In addition, under Chapter 156C Section 12(d) of MGL, all limited liability companies (LLCs) in Massachusetts are required to file an annual report with the Corporations Division of the Secretary of State by the anniversary date of their original certificate of organization. The filing fee for the annual report is currently \$500, which must also be paid to the State Secretary.

**Summary:** The bill proposes to reduce the “annual report fee” for limited liability companies (LLCs) that earn less than \$50,000 in annual revenue from \$500 to \$100 under Chapter 156C Section 12(d) of MGL. All limited liability companies earning \$50,000 or more in annual revenue would continue to pay the full annual report fee of \$500.