

# How to Form an LLC in Florida

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 llcuniversity.com/florida-llc

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## Florida LLC Costs:

Florida LLC filing fee: \$125 (one-time)

Florida LLC annual report fee: \$138.75 (per year)

## Need to save time?

Hire a reliable service to form your Florida LLC:

[Northwest \(\\$39 + state fee\)](#) or [LegalZoom \(\\$149 + state fee\)](#)

Hi there, my name is Matt Horwitz and I'm the founder of LLC University®.

We've put together a free guide on how to form an LLC in Florida. We hope you find it helpful!

To form a Florida LLC, you can either follow the 4 lessons above (which are more detailed and step-by-step), or you can follow the Quick Start Guide below (which is a brief overview of all the steps).

If this is your first time setting up an LLC in Florida, I recommend that you follow the more detailed lessons above. Please make sure to follow them in order.

A Florida LLC (Limited Liability Company) is a legal business structure which provides personal asset protection to its owners (called "members").

A Florida LLC harnesses the benefits of both the Sole Proprietorship/Partnership (pass-through taxation) and the Corporation (liability protection for the owners). LLCs also have less formalities and annual requirements than Corporations, usually making them much easier to manage.

LLCs in Florida are used to run businesses and they are also used to hold assets, such as real estate, boats, aircraft, and vehicles.

To form an LLC in Florida:

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- follow the 4 lessons above (detailed and step-by-step), or
  - follow the Quick Start Guide below (the brief overview)



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## 1. Florida LLC Name

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- Before filing the necessary paperwork to form your LLC with the Florida Department of State, you need to come up with an LLC name that is unique and distinguishable.
- Your desired Florida LLC name must be “distinguishable upon the records”. Meaning, it must be unique from the names of all the existing businesses in the Florida Department of State’s database.
- Florida LLC Name Search:

<http://search.sunbiz.org/Inquiry/CorporationSearch/ByName>

- **LLC Designator:** your LLC name must end with a proper designator. Florida law allows for the following:

- “LLC” (most common)
- “L.L.C.”
- “Limited Liability Company”

- Your Florida LLC name **cannot** include a designator that makes it sound like a different type of legal entity. For example, your Florida LLC name cannot include the words or abbreviations Corporation, Corp., Inc., Incorporated, Limited Partnership, LP, L.P., or Trust.

- *Florida LLC Name statute:*

*Chapter 605, Section 0112 of the Florida Revised LLC Act*

## 2. Florida Registered Agent

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- In order to legally do business in the state of Florida, your LLC must always have a Registered Agent on file with the Division of Corporations. Your LLC needs a Registered Agent in order to receive Service of Process on its behalf. Service of Process includes legal documents such as notice of lawsuits, subpoenas, summons, and complaints.
- Not having a Florida Registered Agent opens your LLC to various penalties. Worse, the Florida Department of State may even administratively dissolve and shut down your LLC if you fail to comply with this requirement. Administrative dissolution means your LLC won’t be able to do business in the state anymore.
- Your **Florida LLC’s Registered Agent** can be a person or another company (your LLC cannot be its own Registered Agent though). Your Registered Agent **must have** a physical street address in Florida (PO Boxes are not allowed) where delivery of Service of Process can be made.

- If your LLC's Registered Agent is a person, then he/she must be at least 18 years old and be a resident of Florida. As long as these requirements are met (including the physical street address), you, a friend, or family member can be your Florida LLC's Registered Agent.
- Alternatively, if you don't have an address in the state or prefer to keep your address off of the public records, then you can hire a Commercial Registered Agent.
- Think of a Florida Commercial Registered Agent as a "middleman" between your LLC and any state or legal correspondence. They receive any legal mail sent to your LLC and then forward it to you. The companies that we recommend below will actually scan your mail and upload it to your online dashboard.
- **Florida Commercial Registered Agent:** If you need to hire a Commercial Registered Agent in Florida, we recommend Northwest Registered Agent (\$125 per year).

Northwest has been in the business for over 20 years and they have great customer support. Any mail that is sent to your LLC will be scanned by them and uploaded to your online account.

- **FL LLC Privacy:** If you use the services of Northwest Registered Agent, they will not only serve as your LLC's Registered Agent, but they'll also let you list their Florida office address in all other places on your Articles of Organization. That means your principal office address, mailing address, and the address of members and managers. All other Commercial Registered Agents in Florida charge extra for this. Northwest provides this at no additional charge. This is one of the easiest ways of remaining private and keeping your name address and address off of public records.

• *Florida Registered Agent statute:*  
*Chapter, 605, Section 0113 of the Florida Revised LLC Act*

### 3. Florida LLC Articles of Organization

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- **Florida LLC form:** Articles of Organization (Form CR2E047)
- **Florida LLC filing fee:** \$125 (one-time fee)
- **Florida LLC approval times:**
  - Your Florida LLC will be approved in 1-2 business days if you file online.
  - Your Florida LLC will be approved in 5-7 business days if you file by mail.
  - Your Florida LLC will be approved in 30 minutes if you file it in person.
- **File your Florida LLC online** (recommended method):  
[https://efile.sunbiz.org/llc\\_file.html](https://efile.sunbiz.org/llc_file.html)
- **File your Florida LLC by mail:** <http://form.sunbiz.org/pdf/cr2e047.pdf>
  - Pay by check or money order and make it payable to "Department of State"

– Send your completed Articles of Organization and \$125 filing fee to:

New Filing Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

• **File your Florida LLC in person:**

– Bring your check or money order (payable to “Department of State”), and your Completed Articles of Organization to the Division of Corporations at:

Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
(850-245-6052)

– To make sure your Articles of Organization is processed on the same day, you should arrive at their office before 4:30 pm... but the earlier, the better.

• **Items listed in your Articles of Organization:**

- LLC name
- principal office address
- Florida Registered Agent (name, street address, and signature)
- name and address of each member and/or manager (what's the difference?)
- effective date
- additional provisions (if applicable)
- name and signature of your LLC's organizer

• **Certificate of Status and Certified Copy:** While filing your LLC Articles of Organization, the Florida Division of Corporations also allows you to order a Certified Copy (of your Articles) for \$30 extra and/or a Certificate of Status for \$5 extra.

• **Florida LLC approval:** After the Florida Department of State approves your LLC, you will receive back a stamped and approved copy of your Articles of Organization, an Acknowledgment Letter, and a Certified Copy or Certificate of Status (if you ordered them). If you file online, these documents will be emailed to you. If you file by mail, they'll be returned to you by regular mail. If you file in person, they'll be returned to you on the spot.

• **Copies of FL LLC forms:** If you need an extra copy of your Florida LLC's Articles of Organization, you can also download it by searching your LLC on Sunbiz, then scrolling to the bottom and looking under “Document Images”.

**Need to save time?** Hire a professional to form your LLC in Florida:  
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- *Florida LLC Articles of Organization statute:*  
Chapter 605, Section 0201 of the Florida Revised LLC Act

## 4. Florida LLC Operating Agreement

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- If the Articles of Organization is the document that forms your LLC, then the Operating Agreement is the document that governs it.
- Unlike the Articles of Organization, you don't need to file your Operating Agreement with the Florida Department of State (or with any other agency for that matter). It's an "internal document", meaning you just a copy with your LLC/business records.

*Quick Tip:* If your LLC has more than 1 member ("multi-member LLC") make sure each member gets a copy of the Operating Agreement.

- **What does an Operating Agreement usually contain?** Names of the owners (also called members), how much of the LLC each member owns, how the LLC is managed, how the business is run, the duties and responsibilities of the owners, managers, and officers, how taxes are paid, and how profits and losses are distributed.

*Note:* Operating Agreements are not limited in nature. If necessary, you can add any additional provisions/sections, as long as they are legal.

- **Why having an Operating Agreement is important?** It provides a written document for how to handle disputes and arguments among the members. It spells out the "bylaws" of how your business is to be run. Having an Operating Agreement can also help maintain your personal liability protection (it's very important to have if you ever end up in court).

- **Single-member LLC & Multi-member LLCs:** regardless if your LLC has one member or several members, it's always a good idea to have an Operating Agreement for your Florida LLC.

- **Free Florida LLC Operating Agreement:** You can download a free Florida Operating Agreement in one of the following 3 formats:

PDF, Google Doc, or Microsoft Word

*(Just choose your preference. They are all the same form.)*

- *Florida LLC Operating Agreement statute:*  
Chapter 605, Section 0105 – 0107 of the Florida Revised LLC Act

## 5. Federal Tax ID Number (EIN)

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- After the Florida Department of State approves your LLC filing, the next step is to get a Federal Tax ID Number for your LLC from the IRS.

*Important Tip:* make sure to apply for your Federal Tax ID Number only **after** your Florida LLC is approved. If you don't, and your LLC filing is rejected for some reason, you'll have a Federal

Tax ID Number connected to a non-existent LLC.

- **Like a “social security number”:** The LLC’s Federal Tax ID Number is similar to our Social Security Number. It identifies your business entity with the IRS and will be used for taxes and reporting.

- **A Federal Tax ID Number is also called:**

- Employer Identification Number (EIN)
- Federal Employer Number
- Federal Tax Number
- Tax ID Number
- Federal Employer Identification Number (FEIN)

- **Needed for banking and more:** Besides being used by the IRS for tax purposes, you’ll need your LLC’s Federal Tax ID Number when you go to open an LLC business checking account. You’ll also use your LLC’s Federal Tax ID Number when operating with other businesses and for the registration of certain business licenses and permits.

- **Free (\$0):** Applying for a Federal Tax ID Number (EIN) with the IRS doesn’t cost anything. There is no application or registration fee.

- **Methods of applying:** You can get a Federal Tax ID Number for your Florida LLC either online, by fax, or by mail.

- To apply online, use the [EIN online application](#)
- To apply by fax or regular mail, complete and sign [Form SS-4](#)

- **File online:** we recommend using the EIN online application because of the extremely fast approval time of 10 to 15 minutes. You’ll get a PDF printout with your Federal Tax ID Number at the end of the application. The online application is only available Monday through Friday, from 7am to 10pm Eastern.

*Important:* You can only use the online EIN application if you have an **SSN** or **ITIN**. Also, in order to use the online application, your LLC **cannot** be owned by another company. It must be owned by one (or more) people.

- If you cannot use the online application due to any of the reasons above, don’t worry. You can still apply for a Federal Tax ID Number by fax or mail (using Form SS-4).

- **File by fax:** Complete and sign Form SS-4 and fax to the IRS at 855-641-6935. No cover letter is needed. Your EIN will be approved in approximately 4-5 business days.

- **File by mail:** Complete and sign Form SS-4 and mail to the IRS at the address below. Your EIN will be approved in approximately 4-6 weeks.

Internal Revenue Service  
Attn: EIN Operation  
Cincinnati, OH 45999

- **Tip for foreigners:** On line 7b, just write “Foreign” if you don’t have an SSN or ITIN. Also, if you are applying for a Federal Tax ID Number by fax and you are a foreigner, approval can take up to 6 weeks.

## 6. Florida LLC Annual Report

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- All LLCs in Florida must file an **Annual Report** every year in order to remain in “active” status and to avoid being administratively dissolved and shut down by the Department of State.

- **Florida LLC Annual Report Fee:** \$138.75 (due every year).

- **Due:** Your Annual Report must be filed before May 1st every year. It can be filed as early as January 1st. Anything received after May 1st is late and will be assessed a hefty penalty.

- **Penalty:** If your Florida LLC Annual Report is late, you are required to pay a \$400 late fee (one of the most expensive in the country), bringing your total amount due to \$538.75. If you continue to ignore the Florida Annual Report requirement (and fail to pay), the Department of State will shut down your LLC after the 4th Friday in September.

*Note:* Your first Annual Report is not due until the year following the year of your LLC’s formation. For example, if your LLC was formed **anytime** in 2017, your LLC’s Annual Report will not be due until sometime between January 1st and May 1st of 2018.

- **Method of filing:** The Department of State only allows you to file your LLC’s Annual Report online.

- **File your LLC Annual Report online:**

<https://services.sunbiz.org/Filings/AnnualReport/FilingStart>

- **What you’ll get back:** After you file your LLC Annual Report online successfully, you won’t get back a copy of the form. You’ll just get a success message. If you want to download a copy of your filed Annual Report, you search your LLC name on [Sunbiz](#). Click on your LLC name, then scroll to the bottom and look under the “Document Images” section.

- *Florida LLC Annual Report statute:*

*Chapter 605.0212 of the Florida Revised LLC Act*

## 7. Business Licenses and/or Permits

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- After your Florida LLC is formed, you’ll need to obtain the necessary business licenses and/or permits in order to legally operate.

- Florida does not have a statewide general business license. The kind of business license and/or permits your LLC may need will depend on its location and the nature of its business.
- Contact the officials of the county where your LLC is located, and the Department of Business & Professional Regulation to find the specific business licenses and/or permits your LLC will need.
- **Need to save time?** If you'd rather not do the research to determine your business license and permit requirements yourself, we recommend hiring License Suite.

## 8. Florida State Taxes

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- **Federal Taxes:** By default, Florida LLCs are taxed either as Sole Proprietorships (single-member LLCs) or Partnerships (multi-member LLCs). Since these LLCs have “pass-through” taxation, your Florida LLC is not subject to double taxation like a Corporation (there is no federal-level filing). However, the profits or losses from your LLC will be reported on a Schedule on your personal tax return.
- **No personal income tax:** Florida does not impose any personal state income tax. However, your LLC may still have to pay certain state and local corporate/business taxes depending on its line of business and how it derives income.
- **Register with the FL Department of Revenue:** Your LLC may need to register with the FL Department of Revenue for corporate taxes, sales tax, withholding tax (and possibly other taxes too), depending on your unique business situation. Please check with an accountant for details.
- **Business taxes your LLC may need to pay in Florida:** sales and use tax, discretionary sales surtax (imposed by some counties), reemployment tax, communications services tax, corporate income tax, and more (see here).
- **Recommendation:** Calculating your federal, state, and local taxes can be complex and time-consuming. If done incorrectly, your Florida LLC may be negatively affected. For that reason, we recommend working with an accountant in Florida after your LLC is formed. Please see our how to find an accountant guide.

## 9. Florida LLC Bank Account

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- After your Florida LLC is approved by the Department of State and it has a Federal Tax ID Number, the next step is to open a separate LLC bank account.
- **Benefits of a separate LLC bank account:** It makes accounting and recording easier. Also, it ensures that only your LLC's assets (and not your personal assets) will be used to pay off any debt or lawsuit.
- **Items needed to open an account:** The stamped and approved copy of your Florida LLC's



Articles of Organization, Federal Tax ID Number, and two valid IDs, such as a passport or driver's license. Be prepared though, as some banks require extra documents, so be sure to call them ahead of time.

- **Signers on the bank account:** Members desiring to be authorized signers on your Florida LLC's bank account should be present during the opening of the account. If you need to add a signer later, you'll need to ask the bank about how they handle this.

- **LLC banking fees:** We recommend calling the banks ahead and asking them how much their monthly maintenance fees cost. A lot of banks in Florida charge monthly fees, but about 25% or so do not. We recommend you speak to at least 5-6 banks in order to find a free business checking account for your LLC.

- **DBA (Doing Business As):** This is also known as a "Fictitious Name" and is used by some LLCs operating under a business name that is different than what is registered with the Department of State (for example: "AGR Logistics LLC" d/b/a/ "Fred's Shipping Services").

If the bank representative asks for your LLC's DBA (but you're not using one... which is the case for most LLCs), just explain this to them. A lot of bank representatives are not well versed in business entities and they usually confuse LLCs and Sole Proprietorships (thinking that all businesses have a DBA).

- **When a debit card is issued:** After opening your LLC bank account, the debit card will either be issued right away (at the bank), or mailed out a few days later to each signer.

- If you'd also like to get rewards for your business, such as travel points and cashback, then we recommend applying for a business credit card or two. You can browse business credit cards on [www.creditcards.com](http://www.creditcards.com)

## 10. Business Phone Number

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Instead of using your home telephone number or your cell phone, you can purchase an affordable "virtual business number" specifically for your Florida LLC. You can set this virtual business phone up to forward to your cell phone, go through voice prompts, or configure it any way you'd like.

We recommend using [Phone.com](http://Phone.com) as they have the cheapest plans and their customer service is excellent.

They offer local phone numbers as well as 1-800 toll-free numbers. You can easily setup call forwarding, pre-recorded prompts, and get voicemail messages forwarded to your email.

Getting a separate business phone number for your Florida LLC is also a good idea in order to keep your actual number private from those pesky "public record" websites.

## Florida State Agencies

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**Florida Department of State**

**Division of Corporations**

Phone: 850-245-6052

Hours: 8am to 5pm, Monday through Friday (Eastern)

Website: <http://dos.myflorida.com/sunbiz>

**Florida Department of Revenue**

Phone: 850-488-6800

Hours: 8am to 5pm, Monday through Friday (Eastern)

Website: <http://floridarevenue.com/pages/default.aspx>

Contact: <http://floridarevenue.com/Pages/contact.aspx>