



State of Hawaii
Department of Commerce and Consumer Affairs
Business Registration Division
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INFORMATION FOR FOREIGN LIMITED LIABILITY COMPANIES

Chapter [428](#), Hawaii Revised Statutes (HRS)

Registered Agent

Each limited liability company and foreign limited liability company shall have and continuously maintain in this State a registered agent who has a business address in this state. The registered agent shall be either an individual residing in this State or a domestic or foreign entity authorized to transact business in this State. Refer to Section [428-107](#), HRS, for more information.

A limited liability company or a foreign limited liability company may change its registered agent by delivering to the department director for filing a statement of change setting forth the particulars required by this section. Refer to Section [428-108](#), HRS, for more information.

Any registered agent in this State appointed by a limited liability company or a foreign limited liability company may change its registered agent's name, business address, or its type or jurisdiction of organization by signing and delivering to the department director for filing a statement of change. Refer to Section [428-108](#), HRS, for more information.

Any registered agent in this State appointed by a limited liability company or a foreign limited liability company may resign as the registered agent by signing and delivering a statement of resignation to the department director for filing. The registered agent shall promptly furnish the represented entity notice in a record of the date on which a statement of resignation was filed. The statement of resignation takes effect on the earlier of the thirty-first day after the day on which it is filed or the appointment of a new registered agent for the represented entity. Refer to Section [428-109](#), HRS, for more information. Change forms are available online at <https://hbe.ehawaii.gov/BizEx/manage.eb>.

Name Change

Whenever the name of a foreign limited liability company authorized to transact business in this State is changed by the amendment of its articles of organization, the foreign limited liability company shall, within sixty days after the amendment becomes effective, deliver to the director for filing a certificate evidencing the name change, duly authenticated by the proper officer of the state or country under the laws of which it is organized. If the certificate is in a foreign language, a translation under oath of the translator shall accompany the certificate. A fee of \$25.00 shall accompany the filing of the certificate.

If a foreign limited liability company authorized to transact business in this State changes its name to one that is substantially identical to the name of any business entity or trade name registered in this State, the foreign limited liability company shall not thereafter transact any business in this State until it has changed its name to a name that is available to it under the laws of this State or has otherwise complied with this chapter. If a foreign limited liability company is unable to change its name to a name that is available to it under the laws of this State, it may deliver to the director a copy of a certificate of registration of a different name as a trade name and thereafter shall become authorized to transact business in this State under that name. Refer to Section [428-1005.5](#), HRS, for more information.

Continued on next page.

Foreign Mergers

If a foreign entity authorized to transact business in this State shall be a party to a statutory merger permitted by the laws of the state or country under the laws of which it is organized, the surviving entity shall, within sixty days after the merger becomes effective, file with the department director a certificate evidencing the merger, duly authenticated by the proper officer of the state or country under the laws of which the statutory merger was effectuated. A fee of \$25.00 shall accompany the filing of the certificate. If a certificate is in a foreign language, it shall be accompanied by a translation under oath of the translator. Refer to Section [428-901.5](#), HRS, for more information.

Cancellation of Authority

A foreign limited liability company may cancel its certificate of authority to transact business in Hawaii by filing an application for cancellation, available online at <https://hbe.ehawaii.gov/BizEx/manage.eb>. Refer to Section [428-1007](#), HRS, for more information.

Annual Report

The due date of the annual report or annual statement is dependent on the registration date.

For a domestic or foreign limited liability company whose date of organization or registration in this State falls between:

1. January 1 and March 31, an annual report shall be filed on or before March 31 of each year and shall reflect the state of the corporation's affairs as of January 1 of the year when filed;
2. April 1 and June 30, an annual report shall be filed on or before June 30 of each year and shall reflect the state of the corporation's affairs as of April 1 of the year when filed;
3. July 1 and September 30, an annual report shall be filed on or before September 30 of each year and shall reflect the state of the corporation's affairs as of July 1 of the year when filed; and
4. October 1 and December 31, an annual report shall be filed on or before December 31 of each year and shall reflect the state of the corporation's affairs as of October 1 of the year when filed;

provided that if a domestic or foreign limited liability company organized or registered in the same year in which the annual report is due, the domestic or foreign limited liability company shall not be required to file an annual report for that year. Thereafter, the domestic or foreign limited liability company shall comply with the requirements of Section [428-210](#), HRS.

If you would like to receive reminders about filing your Annual Business Report, the Division offers the following:

- Annual business reports filed [online](#) can receive free email reminders the following year.
- Anyone can sign up for email reminders through the "[MyBusiness Notifications](#)" page on Hawaii Business Express. There is a \$2.50 fee per year per business to subscribe.
- Initial business filings filed online through [Hawaii Business Express](#) can receive free email reminders when the annual report is due the following year.

To check on the status of a business entity, enter the business name in our [Business Name Search](#), then click on "Search." The filing quarters are as follows: First quarter is January – March; Second quarter is April – June; Third quarter is July – September; Fourth quarter is October – December.

Filing Fees

Foreign Limited Liability Company Annual Report: \$15.00

Online filing fee for Foreign Limited Liability Company Annual Report: \$12.50

If you are delinquent in filing your Hawaii annual report(s), you can submit your filing [online](#) and a \$10.00 late fee will be assessed per year delinquent.

Failure to file the annual report within the prescribed time shall be subject to a penalty not exceeding \$100.00 for each thirty-day period that the delinquency continues. The director may revoke the certificate of authority of a foreign limited liability company to transact business in this State if the company has not filed its annual report for a period of two years, pursuant to Section [428-1006](#), HRS.

For any questions, call (808) 586-2727 or email breg@dcca.hawaii.gov.

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE BUSINESS REGISTRATION DIVISION SECRETARY AT (808) 586-2744 TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION 92F-11, HRS)