

**18 GCA BUSINESS STRUCTURES & FUNCTION**  
**CH. 7 FOREIGN CORPORATIONS**

**CHAPTER 7**  
**FOREIGN CORPORATIONS**

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**ARTICLE 1**  
**FOREIGN CORPORATIONS**

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**SOURCE:** This entire Article 1 of Chapter 7 was repealed/reenacted by P.L. 27-57:16.

**§ 7101. Definitions.**

As used in this Chapter, unless the context otherwise requires:

- (a) *Department* shall mean the Department of Revenue and Taxation.

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(b) *Director* shall mean the Director of the Department of Revenue and Taxation.

(c) *Person* shall mean any individual, firm, partnership, association, corporation, company, syndicate, estate, trust, limited liability company, limited partnership, limited liability partnership, business trust or organization of any kind, or any branch or division thereof.

**§ 7102. License and Authority to Transact Business Required.**

(a) A foreign corporation shall not transact business in Guam until it obtains both a business license and a certificate of authority to do so from the Director of the Department of Revenue and Taxation.

(b) Without excluding other activities which may not be considered to be transacting business, a foreign corporation shall not be considered to be transacting business merely because its subsidiary transacts business in Guam, or merely because of its status as any one (1) or more of the following:

- (1) a shareholder of a domestic corporation;
- (2) a shareholder of another foreign corporation transacting business;
- (3) a limited partner of a foreign limited partnership transacting business;
- (4) a limited partner of a domestic limited partnership;
- (5) a member or manager of a foreign limited liability company transacting business;
- (6) a member or manager of a domestic limited liability company;
- (7) a limited partner of a foreign limited liability partnership transacting business; or
- (8) a limited partner of a domestic limited liability partnership.

(c) Without excluding other activities which may not be considered to be transacting business in Guam, a foreign corporation shall not be considered to be transacting business in Guam within the meaning of this Subdivision solely by reason of carrying on in Guam any one (1) or more of the following activities.

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The following activities, among others, do not constitute transacting business within the meaning of Subsection (1) of this Section:

- (1) maintaining, defending or settling any proceeding;
- (2) holding meetings of the board of directors or shareholders, or carrying on other activities concerning internal corporate affairs;
- (3) maintaining bank accounts;
- (4) maintaining offices or agencies for the transfer, exchange and registration of the corporation's own securities, or maintaining trustees or depositaries with respect to those securities;
- (5) selling through independent contractors;
- (6) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside Guam before they become contracts;
- (7) creating or acquiring indebtedness, mortgages and security interests in real or personal property;
- (8) securing or collecting one's own debts or enforcing mortgages and security interests in property securing one's own debts;
- (9) owning, without more, real or personal property;
- (10) conducting an isolated transaction that is completed within sixty (60) days and that is not one in the course of repeated transactions of a like nature; or
- (11) transacting business in interstate commerce.

(d) The list of activities in this Section are not exhaustive.

**§ 7103. Consequences of Transacting Business Without Authority.**

(a) No foreign corporation transacting business on Guam without a business license and a certificate of authority shall be permitted to maintain any action, suit or proceeding in any court on Guam until it obtains both a business license and a certificate of authority to transact business on Guam.

(b) No successor to a foreign corporation that transacted business on Guam without a business license and a certificate of authority, and the assignee of a cause of action arising out of that business, shall maintain any action, suit or proceeding based upon that cause of action in any court on

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Guam until the foreign corporation, or its successor or assignee obtains both a business license and a certificate of authority.

(c) The court may stay any action, suit or proceeding commenced by a foreign corporation, its successor, or assignee until it determines whether the foreign corporation, or its successor, requires a business license and a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign corporation, or its successor or assignee obtains the license and certificate.

(d) A foreign corporation which transacts business on Guam without a business license and a certificate of authority shall be liable to the government of Guam for the years or parts thereof during which it transacted business on Guam without a business license and a certificate of authority, in an amount equal to all fees and taxes which would have been imposed under this Chapter upon such corporation had it duly applied for and received a business license and a certificate of authority to transact business on Guam, as required by this Chapter, and thereafter filed all reports required by this Chapter, plus a penalty of Two Hundred Dollars (\$200.00) for each day that unauthorized business is transacted; and the foreign corporation, by transacting unauthorized business, shall be deemed to consent to the jurisdiction of the courts of Guam in any civil action arising on Guam in which the corporation is named a party defendant.

The penalty established in this Section shall be assessed according to the number of days it is found that the corporation has been willfully transacting unauthorized business.

(e) Notwithstanding Subsections (a) and (b) of this Section, the failure of a foreign corporation to obtain both a business license and a certificate of authority does not impair the validity of any contract, mortgage, deed or act of such corporation, and shall not prevent such corporation from defending any action, suit or proceeding in any courts of Guam.

**§ 7104. Application for Certificate of Authority.**

(a) A foreign corporation may apply for a certificate of authority to transact business on Guam by delivering an application to the Director of the Department of Revenue and Taxation for filing. The application shall set forth:

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(1) the name of the foreign corporation or, if its name is unavailable for use on Guam, a corporate name that satisfies the requirements of § 7107 of this Title;

(2) the name of the state or country under whose law it is incorporated;

(3) the date of incorporation and the period of duration of the corporation;

(4) the address, including street and number and mailing address, if different, of the principal office of the corporation in the state or country under the laws of which it is incorporated;

(5) the address, including street and number, of its registered office on Guam and the name of its registered agent at that office;

(6) the purpose(s) of the corporation which it proposes to pursue in the transaction of business on Guam;

(7) the names and usual business addresses of its current directors and officers; and

(8) such additional information as may be necessary or appropriate in order to enable the Director of the Department of Revenue and Taxation to determine whether such corporation is entitled to a certificate of authority to transact business on Guam, and to determine and assess the fees and taxes payable as prescribed by the laws of Guam.

(b) The foreign corporation shall deliver with the completed application a certificate of existence, or a document of similar import, duly authenticated by the secretary of state, or other official having custody of corporate records in the state or country under whose law it is incorporated. A translation of the certificate, under oath of the translator, must be attached to a certificate which is in a language other than the English language.

(c) The filing fee for application of a certificate of authority shall be One Hundred Dollars (\$100.00).

**§ 7105. Amended Certificate of Authority.**

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(a) A foreign corporation authorized to transact business on Guam must obtain an amended certificate of authority from the Director of the Department of Revenue and Taxation if it changes:

- (1) its corporate name;
- (2) the period of its duration;
- (3) the state or country of its incorporation; or

(4) if any, the purpose or purposes of the corporation which it proposes to pursue in the transaction of business on Guam, in addition to those set forth in its prior application for a certificate of authority.

(b) Such application shall be made within thirty (30) days after the occurrence of any change mentioned in Subsection (a).

(c) The requirements of § 7104 for obtaining an original certificate of authority apply to obtaining an amended certificate under this Section.

(d) The filing fee for application of an amended certificate of authority shall be Twenty-five Dollars (\$25.00).

**§ 7106. Effect of Certificate of Authority.**

(a) A certificate of authority authorizes the foreign corporation to which it is issued to transact business on Guam; subject, however, to the right of the government of Guam to suspend or revoke such authority and certificate as provided in this Chapter and all applicable laws of Guam.

(b) A foreign corporation with a valid certificate of authority under this Chapter shall, until the certificate is revoked or withdrawn, have the same, but no greater rights and has the same but no greater privileges as, and except as otherwise provided by this Chapter, is subject to the same duties, restrictions, penalties, and liabilities now or later imposed upon, a domestic corporation of like character.

(c) This Chapter does not authorize the government of Guam to regulate the organization or internal affairs of a foreign corporation authorized to transact business on Guam.

**§ 7107. Corporate Name of Foreign Corporation.**

(a) If the corporate name of a foreign corporation does not satisfy the requirements of §2110, the foreign corporation to obtain or maintain a certificate of authority to transact business on Guam:

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(1) may add the word 'corporation,' 'incorporated,' 'company,' or 'limited,' or the abbreviations 'corp.,' 'inc.,' 'co.,' or 'ltd.,' to its corporate name for use in Guam; or

(2) may use a fictitious name to transact business on Guam if its real name is unavailable and it delivers to the Director of the Department of Revenue and Taxation for filing a copy of the resolution of its Board of Directors, certified by its secretary, adopting the fictitious name.

(b) Except as authorized by Subsections (d) and (e) of this Section, the corporate name, including a fictitious name, of a foreign corporation must be distinguishable upon the records of the Director of the Department of Revenue and Taxation from:

(1) the name of any domestic and foreign corporation, partnership, limited liability company, limited partnership or limited liability partnership organized under the laws of Guam or authorized to transact business on Guam;

(2) a corporate name reserved or registered under §2110.1 and §2110.2;

(3) the fictitious name of another foreign corporation authorized to transact business on Guam; or

(4) the name of a not-for-profit corporation incorporated or authorized to transact business on Guam.

(c) A foreign corporation may apply to the Director of the Department of Revenue and Taxation for authorization to use on Guam a name of another domestic or foreign corporation incorporated or authorized to transact business on Guam that is not distinguishable upon the corporation's records from the name applied for. The Director of the Department of Revenue and Taxation shall authorize use of the name applied for if:

(1) the other corporation consents to the use in writing and submits an undertaking in form satisfactory to the Director of the Department of Revenue and Taxation to change its name to a name that is distinguishable upon the records of the Director of the Department of Revenue and Taxation from the name of the applying corporation; or

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(2) the applicant delivers to the Director of the Department of Revenue and Taxation a certified copy of a final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for on Guam.

(d) A foreign corporation may use on Guam a name which is the same as the name, including the fictitious name, of another domestic or foreign corporation organized under the laws of Guam, or authorized to transact business on Guam, if the foreign corporation:

- (1) has merged with the other corporation;
- (2) has been formed by reorganization of the other corporation; or
- (3) has acquired all, or substantially all, of the assets, including the corporate name, of the other corporation.

(e) If a foreign corporation authorized to transact business on Guam changes its corporate name to one that does not satisfy the requirements of §2110, it may not transact business on Guam under the changed name, until it adopts a name satisfying the requirements of §2110 and obtains an amended certificate of authority under § 7105.

**§ 7108. Registered Office and Registered Agent of Foreign Corporation.**

(a) Each foreign corporation authorized to transact business on Guam shall continuously maintain on Guam:

- (1) a registered office that may be the same as any of its places of business; and
- (2) a registered agent, who shall be:
  - (i) an individual who resides on Guam and whose business office is identical to the registered office;
  - (ii) a domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office; or
  - (iii) a foreign corporation or foreign nonprofit corporation authorized to transact business on Guam whose business office is identical with the registered office.

(b) A registered agent appointed pursuant to this Section or a successor registered agent appointed pursuant to § 7109 on whom process may be



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served shall each file a statement in writing with the Department, in such form and manner as shall be prescribed by the Director of the Department of Revenue and Taxation, accepting the appointment as a registered agent simultaneously with the registered agent being designated. Such statement of acceptance shall state that the registered agent is familiar with, and accepts, the obligations of that position.

**§ 7109. Change of Registered Office or Registered Agent of Foreign Corporation.**

(a) A foreign corporation authorized to transact business on Guam may change its registered office or registered agent, or both, by delivering to the Director of the Department of Revenue and Taxation for filing a statement of change that sets forth:

- (1) the name of the foreign corporation;
- (2) the street address of its current registered office;
- (3) if the current registered office is to be changed, the street address to which the registered office is to be changed;
- (4) the name of its current registered agent;
- (5) if the current registered agent is to be changed, the name of its new registered agent and the new agent's written consent, either on the statement or attached to it, or in the corporation's next annual report filed with the Director of the Department of Revenue and Taxation, to the appointment;
- (6) that after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical; and
- (7) that such change was authorized by resolution duly adopted by its Board of Directors.

(b) If a registered agent changes the mailing address or location of the registered agent's business office, the registered agent shall change the mailing address or location of the registered office of any foreign corporation for which that person is the registered agent by notifying the corporation in writing of the change and signing, either manually or in facsimile, and delivering to the Director of the Department of Revenue and Taxation for filing a statement of change that complies with the

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requirements of Subsection (a) of this Section, and recites that the corporation has been notified of the change.

**§ 7110. Resignation of Registered Agent of Foreign Corporation.**

(a) The registered agent of a foreign corporation may resign the registered agent's agency appointment upon signing and delivering to the Director of the Department of Revenue and Taxation for filing the original and two (2) exact or conformed copies of a statement of resignation. The statement of resignation may include a statement that the registered office is also discontinued.

(b) After filing the statement, the Director of the Department of Revenue and Taxation shall attach the filing receipt to one (1) copy and mail the copy and receipt to the registered office if not discontinued. The Director of the Department of Revenue and Taxation shall mail the other copy to the foreign corporation at the foreign corporation's mailing address or the foreign corporation's principal office address shown in its most recent annual report.

(c) The agency appointment is terminated, and the registered office discontinued if so provided in the signed statement under Subsection (a) of this Section, on the thirty-first (31st) day after the date on which the statement was filed.

**§ 7111. Amendment to Articles of Incorporation of Foreign Corporation.**

(a) Whenever the Articles of Incorporation of a foreign corporation authorized to transact business on Guam are amended, such foreign corporation shall, within thirty (30) days after such amendment becomes effective, file in the office of the Director of the Department of Revenue and Taxation a copy of such amendment duly authenticated by the proper officer of the state or country under the laws of which it is incorporated; provided, the filing thereof shall not of itself enlarge or alter the purpose or purposes which such corporation is authorized to pursue in the transaction of business on Guam, nor authorize such corporation to transact business on Guam under any other name than the name set forth in its certificate of authority.

(b) The filing fee for application for amendment to Articles of Incorporation shall be Fifty Dollars (\$50.00).

**§ 7112. Suits by Attorney General Against Foreign Corporations.**

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The Attorney General may bring an action to restrain a foreign corporation from transacting business on Guam without authority any business for which authority is required by this Chapter; any business which it is not authorized to do in its jurisdiction of incorporation, or which it is not authorized to do under this Chapter, or which it is transacting without securing any license or other authority required under the laws of Guam; any business, authority for which was obtained through fraud, misrepresentation or concealment of a material fact. A certified copy of any order or judgment restraining or enjoining any such corporation from doing business, or a particular business, on Guam shall be filed with the Director of the Department of Revenue and Taxation.

**§ 7113. Service of Process on Foreign Corporation.**

(a) The registered agent of a foreign corporation authorized to transact business on Guam is the corporation's agent for service of process, notice or demand required or permitted by law to be served on the foreign corporation.

(b) A foreign corporation may be served by registered or certified mail, return receipt requested, addressed to the secretary of the foreign corporation at its principal office shown in its application for a certificate of authority or the correspondence address indicated in its most recent annual report if the foreign corporation:

(1) has no registered agent, or its registered agent cannot with reasonable diligence be served;

(2) has withdrawn from transacting business on Guam under § 7114 of this Title; or

(3) has had its certificate of authority revoked under § 7116 of this Title.

(c) Service is perfected under Subsection (b) of this Section at the earliest of:

(1) the date the foreign corporation receives the mail;

(2) the date shown on the return receipt, if signed on behalf of the foreign corporation; or

(3) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed.

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(d) In addition to Subsection (b), whenever a foreign corporation authorized to transact business on Guam *shall* fail to appoint or maintain a registered agent on Guam, or whenever any such registered agent cannot with reasonable diligence be found at the registered office, or whenever the certificate of authority of a foreign corporation *shall* be suspended or revoked, then the Director of Revenue and Taxation may be an agent of such corporation upon whom any such process notice, or demand may be served. The fee for service of process *shall* be Forty Dollars (\$40.00).

(e) Every foreign corporation which transacts business on Guam without having been authorized to transact business on Guam thereby submits itself to the jurisdiction of the courts of Guam, and also thereby designates the Director of Revenue and Taxation as its agent upon whom any process, notice or demand upon it may be served in any action or proceeding arising out of or in connection with the transaction of business on Guam. The fee for service of process *shall* be Forty Dollars (\$40.00).

(f) This Section does not prescribe the only means, or necessarily the required means, of serving a foreign corporation.

**SOURCE:** Subsections (d) and (e) amended by P.L. 29-002:V:1:59 (May 18, 2007).

**§ 7114. Withdrawal of Foreign Corporation.**

(a) A foreign corporation authorized to transact business on Guam may not withdraw from Guam until it obtains a certificate of withdrawal from the Director of the Department of Revenue and Taxation.

(1) A foreign corporation authorized to transact business on Guam may apply for a certificate of withdrawal by delivering an application to the Director of the Department of Revenue and Taxation for filing. The application must set forth:

(i) the name of the foreign corporation and the name of the state or country under whose law it is incorporated;

(ii) that the corporation is not transacting business on Guam and that it surrenders its authority to transact business on Guam;

(iii) that the corporation revokes the authority of its registered agent to accept service of process on its behalf, and consents that service of process in any action, suit or proceeding based upon any cause of action during the time it was authorized to transact business on Guam may thereafter be made on such

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corporation by service upon the Director of the Department of Revenue and Taxation;

(iv) appoints the Director of the Department of Revenue and Taxation as its agent for a mailing address at which the service may be made under Paragraph (iii) of this Subsection;

(v) a commitment to notify the Director of the Department of Revenue and Taxation in the future of any change in its mailing address; and

(vi) such additional information as may be necessary or appropriate in order to enable the Director of the Department of Revenue and Taxation to determine and assess any unpaid fees or taxes payable by such foreign corporation.

(b) Such application may be made on forms prescribed and furnished by the Director, of the Department of Revenue and Taxation and shall be executed in duplicate by the corporation by its president, a vice-president and by its secretary or an assistant secretary, and verified by one (1) of the officers signing such application.

(c) After the withdrawal of the corporation is effective, service of process on the Director of the Department of Revenue and Taxation under this Section is service upon the foreign corporation. Upon receipt of process, the Director of the Department of Revenue and Taxation shall mail a copy of the process to the foreign corporation at the mailing address set forth under Subsection (b).

(d) The filing fee for application for a certificate of withdrawal shall be Twenty-five Dollars (\$25.00).

**§ 7115. Grounds for Revocation of Certificate of Authority.**

The Director of the Department of Revenue and Taxation may commence a proceeding under § 7116 of this Title to revoke the certificate of authority of a foreign corporation authorized to transact business on Guam if:

(a) the foreign corporation does not deliver its annual report to the Director of the Department of Revenue and Taxation within sixty (60) days after it is due;

(b) the foreign corporation does not pay within sixty (60) days after they are due any fees or penalties imposed under this Chapter or other law;

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(c) the foreign corporation is without a registered agent or registered office on Guam for sixty (60) days or more;

(d) the Director of the Department of Revenue and Taxation has credible information that the foreign corporation has failed to notify the Director of the Department of Revenue and Taxation within sixty (60) days of the occurrence that its registered agent or registered office has changed, that its registered agent has resigned or that its registered office has been discontinued;

(e) the Director of the Department of Revenue and Taxation has credible information that an incorporator, director, officer or agent of the foreign corporation signed a document that that person knew was false in any material respect, with intent that the document be delivered to the Director of the Department of Revenue and Taxation for filing; or

(f) the Director of the Department of Revenue and Taxation receives a duly authenticated certificate from the official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated, stating that it has been dissolved or disappeared as a result of a merger.

**§ 7116. Procedure for and Effect of Revocation.**

(a) If the Director of the Department of Revenue and Taxation determines that one (1) or more grounds exist under § 7115 of this Chapter, for revocation of a certificate of authority, the Director of the Department of Revenue and Taxation shall serve the foreign corporation with written notice of such determination under § 7113.

(b) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the Director of the Department of Revenue and Taxation that each ground determined by the Director of the Department of Revenue and Taxation does not exist within sixty (60) days after issuance of notice is perfected under § 7113, the Director of the Department of Revenue and Taxation shall revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground(s) for revocation and its effective date.

(c) The authority of a foreign corporation to transact business on Guam ceases on the date shown on the notice of revocation of its certificate of authority.

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(d) Service of process on a foreign corporation whose certificate of authority has been revoked may be made upon its registered agent, if any, or pursuant to § 7113.

(e) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.

**§ 7117. Appeal From Revocation.**

(a) A foreign corporation may appeal the Director's revocation of its certificate of authority to the Superior Court of Guam within thirty (30) days after service of the notice of revocation is perfected under § 7113. The foreign corporation appeals by petitioning the Court to set aside the revocation and attaching to the petition copies of its certificate of authority and the notice of revocation from the Director of the Department of Revenue and Taxation.

(b) The Court may summarily order the Director of the Department of Revenue and Taxation to reinstate the certificate of authority, or may take any other action the Court considers appropriate.

(c) The Court's final decision may be appealed as in other civil proceedings.

**§ 7118. Revocation; Application for Reinstatement.**

(a) A foreign corporation whose certificate of authority has been revoked pursuant to § 7116 may apply to the Director of the Department of Revenue and Taxation for reinstatement at any time after the effective date of revocation of authority. The application must:

(1) recite the name of the foreign corporation and the effective date of its revocation of authority;

(2) state that the ground or grounds for revocation of authority either did not exist, or have been eliminated and that no further grounds currently exist for revocation of authority;

(3) state that the foreign corporation's name satisfies the requirements of § 7107; and

(4) state that all fees owed by the corporation and computed at the rate provided by law at the time the foreign corporation applies for reinstatement have been paid; or

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(b) As an alternative, the foreign corporation may submit a current annual report, signed by the registered agent and an officer or director, which substantially complies with the requirements of Subsection (a).

(c) If the Director of the Department of Revenue and Taxation determines that the application contains the information required by Subsections (a) and (b), and that the information is correct, it shall cancel the certificate of revocation of authority and prepare a certificate of reinstatement that recites its determination and prepare a certificate of reinstatement, file the original of the certificate, and serve a copy upon the corporation.

(d) When the reinstatement is effective, it relates back to and takes effect as of the effective date of the revocation of authority, and the foreign corporation resumes carrying on its business as if the revocation of authority had never occurred.

(e) The name of the foreign corporation whose certificate of authority has been revoked is not available for assumption or use by another corporation until one (1) year after the effective date of revocation of authority, unless the corporation provides the Director of the Department of Revenue and Taxation with an affidavit permitting the immediate assumption or use of the name by another corporation.

(f) If the name of the foreign corporation has been lawfully assumed on Guam by another corporation, the Director of the Department of Revenue and Taxation shall require the foreign corporation to comply with § 7107 before accepting its application for reinstatement.

**§ 7119. Laws Governing Foreign Corporations.**

Any foreign corporation not formed, organized or existing under the laws of Guam shall be bound by all laws, rules and regulations applicable to domestic corporations of the same class, save and except such only as provided for the creation, formation, organization, or dissolution of corporations or such as fix the qualifications, relations, liabilities, responsibilities, or duties of members, stockholders, directors, or officers of the corporation to each other or to the corporation; provided, however, that nothing in this Section shall be construed to exempt any foreign corporation from compliance with the Business License Law, Division 3, Title 11 of the Guam Code, Annotated.



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**ARTICLE 2**  
**FOREIGN LIMITED LIABILITY PARTNERSHIPS**

- § 7201. Foreign Limited Liability Partnerships Transacting Business; Registration and Filing Requirements; Fee; Time of Registration; Form; Penalty; Transact Business Definition.
- § 7202. Amended Registration of Foreign Limited Partnership; Notice of Termination; Withdrawal of Registration; Fee.

**SOURCE:** This Article 2 was added by P.L. 27-47:18.

**§ 7201. Foreign Limited Liability Partnerships Transacting Business; Registration and Filing Requirements; Fee; Time of Registration; Form; Penalty; Transact Business Definition.**

(a) (1) Before transacting business in Guam, a foreign limited liability partnership shall comply with all statutory and administrative registration or filing requirements of the rules and regulations governing a particular profession in which the partnership proposes to be engaged. A foreign limited liability partnership that transacts business in Guam shall within thirty (30) days after the effective date of the Act enacting this Section or the date on which the foreign limited liability partnership first transacts business in Guam, whichever is later, register with the Department of Revenue and Taxation by submitting to the Department of Revenue and Taxation an application for registration as a foreign limited liability partnership, signed by a person with authority to do so under the laws of the jurisdiction of formation of the foreign limited liability partnership, stating the name of the partnership, the address of its principal office, the name and address of its agent for service of process in Guam, a brief statement of the business in which the partnership engages, and any other matters that the partnership determines to include, on a form prescribed by the Department of Revenue and Taxation.

(2) Annexed to the application for registration shall be a certificate from an authorized public official of the foreign limited liability partnership's jurisdiction of organization to the effect that the foreign limited liability partnership is in good standing in that jurisdiction, if the laws of that jurisdiction permit the issuance of those certificates, or, in the alternative, a statement by the foreign limited

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liability partnership that the laws of its jurisdiction of organization do not permit the issuance of those certificates.

(b) The registration shall be accompanied by a fee as set by the Department of Revenue and Taxation pursuant to the Administrative Adjudication Law.

(c) The Department of Revenue and Taxation shall register as a foreign limited liability partnership any partnership that submits a completed application for registration with the required fee.

(d) The Department of Revenue and Taxation may cancel the filing of the registration if a check or other remittance accepted in payment of the filing fee is not paid upon presentation. Upon receiving written notification that the item presented for payment has not been honored for payment, the Department of Revenue and Taxation shall give a first written notice of the applicability of this Section to the agent for service of process, or to the person submitting the instrument. Thereafter, if the amount has not been paid by cashier's check or equivalent, the Department of Revenue and Taxation shall give a second written notice of cancellation and the cancellation shall thereupon be effective. The second notice shall be given twenty (20) days or more after the first notice and ninety (90) days or less after the original filing.

(e) A partnership becomes registered as a foreign limited liability partnership at the time of the filing of the initial registration with the Department of Revenue and Taxation, or at any later date or time specified in the registration and the payment of the fee required by Subsection (b). A partnership continues to be registered as a foreign limited liability partnership until a notice that it is no longer so registered as a limited liability partnership has been filed pursuant to § 7202 or, if applicable, once it has been dissolved and finally wound up. The status of a partnership registered as a foreign limited liability partnership and liability of a partner of that foreign limited liability partnership shall not be adversely affected by errors or subsequent changes in the information stated in an application for registration under Subsection (a), or an amended registration or notice under § 7202.

(f) The fact that a registration, or amended registration pursuant to § 7202 is on file with the Department of Revenue and Taxation is notice that the partnership is a foreign limited liability partnership and of those other

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facts contained herein that are required to be set forth in the registration or amended registration.

(g) A foreign limited liability partnership transacting business in Guam shall not maintain any action, suit, or proceeding in any court of Guam until it has registered in Guam pursuant to this Section.

(h) Any foreign limited liability partnership that transacts business in Guam without registration is subject to a penalty of Twenty Dollars (\$20.00) for each day that unauthorized business is transacted, up to a maximum of Ten Thousand Dollars (\$10,000.00).

(i) A foreign limited liability partnership, transacting business in Guam without registration, appoints the Department of Revenue and Taxation as its agent for service of process with respect to causes of action arising out of the transaction of business in Guam.

(j) Without excluding other activities that may not be considered to be transacting business, a foreign limited liability partnership shall not be considered to be transacting business merely because of its subsidiary or affiliate transacts business, or merely business because of its status as any one (1) or more of the following:

- (1) A shareholder of a domestic corporation.
- (2) A shareholder of a foreign corporation transacting business.
- (3) A limited partner of a foreign limited partnership transacting business.
- (4) A limited partner of a domestic limited partnership.
- (5) A member or manager of a foreign limited liability company transacting business.
- (6) A member or manager of a domestic limited liability company.

(k) Without excluding other activities that may not be considered to be transacting business, a foreign limited liability partnership shall not be considered to be transacting business within the meaning of this subdivision solely by reason of carrying on in Guam any one (1) or more of the following activities:

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(1) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes.

(2) Holding meetings of its partners or carrying on any other activities concerning its internal affairs.

(3) Maintaining bank accounts.

(4) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited liability partnership's securities or maintaining trustees or depositories with respect to those securities.

(5) Effecting sales through independent contractors.

(6) Soliciting or procuring orders, whether by mail or through employees or agents otherwise, where those orders require acceptance without this state before becoming binding contracts.

(7) Creating or acquiring evidences of debt or mortgages, liens, or security interest in real or personal property.

(8) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

(9) Conducting an isolated transaction that is completed within thirty (30) days and not in the course of a number of repeated transactions of a like nature.

(l) A person shall not be deemed to be transacting business in Guam merely because of its status as a partner of a registered limited liability partnership or a foreign limited liability company whether or not registered to transact business in Guam.

(m) The Attorney General may bring an action to restrain a foreign limited liability partnership from transacting business in Guam in violation of this Chapter.

**§ 7202. Amended Registration of Foreign Limited Partnership; Notice of Termination; Withdrawal of Registration; Fee.**

(a) The registration of a foreign limited partnership may be amended by an amended registration executed by one or more partners authorized to execute an amended registration and filed with the Department of Revenue and Taxation, as soon as reasonably practical after any information set forth in the registration or previously filed amended registration becomes

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inaccurate, to add information to the registration or amended registration or to withdraw its registration as a foreign limited liability partnership.

(b) If a foreign limited partnership ceases to be a limited liability partnership, it shall file with the Department of Revenue and Taxation a notice, executed by one or more partners authorized to execute the notice, that it is no longer a foreign limited liability partnership.

(c) A foreign limited liability partnership that is, but is no longer required to be, registered under § 7201 may withdraw its registration by filing a notice with the Department of Revenue and Taxation, executed by one (1) or more partners authorized to execute the notice.

(d) The filing of amended registration forms pursuant to subdivision (a) and a notice pursuant to subdivision (b) or (c) shall each be accompanied by a fee as set forth by the Department of Revenue and Taxation pursuant to the Administrative Adjudication Law.

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**ARTICLE 3**  
**FOREIGN LIMITED LIABILITY COMPANIES**

- § 7301. Law Governing; Conflicts of Law.
- § 7302. Registration; Application; Contents; Certificate of Good Standing; Cancellation; Notice.
- § 7303. Certificate of Registration to Transact Business; Issuance; Company Name; Requirements.
- § 7304. Name of Foreign Limited Liability Company.
- § 7305. False or Erroneous Statements in Application for Registration; Amendment; Filing.
- § 7306. Activities not Constituting Transacting Business.
- § 7307. Certificate of Cancellation; Filing; Effect.
- § 7308. Action, Suit, or Proceedings in Guam; Registration Requirement; Failure to Register; Penalty; Liability of Members for Company Debts and Obligations; Agent for Service of Process.
- § 7309. Action to Restrain Foreign Company from Transacting Business.
- § 7310. Revocation of Certificate of Registration of Foreign Limited Liability Company.

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- § 7311. Changes and Amendments to Foreign Registration
- § 7312. Certificate of Registration; Application.
- § 7313. Effect of Failure to Obtain Certificate of Authority.

**SOURCE:** This Article 3 was added by P.L. 27-57:18.

**§ 7301. Law Governing; Conflicts of law.**

(a) The laws of the state or foreign country under which a foreign limited liability company is organized shall govern its organization and internal affairs and the liability and authority of its managers and members.

(b) A foreign limited liability company may not be denied registration by reason of any difference between those laws and the laws of Guam.

**§ 7302. Registration; Application; Contents; Certificate of Good Standing; Cancellation; Notice.**

(a) Before transacting business in Guam, a foreign limited liability company shall register with the Department of Revenue and Taxation. In order to register, a foreign limited liability company shall submit to the Department of Revenue and Taxation an application for registration as a foreign limited liability company, signed by a person with authority to do so under the laws of the state of its organization, on a form prescribed by the Department of Revenue and Taxation and setting forth:

(1) The name of the foreign limited liability company and, if different, the name under which it proposes to transact business in Guam.

(2) The state and date of its organization and a statement that the foreign limited liability company is authorized to exercise its powers and privileges in that state.

(3) The name and address of an agent for service of process on the foreign limited liability company.

(4) A statement that the Department of Revenue and Taxation is appointed the agent of the foreign limited liability company for service of process if the agent has resigned and has not been replaced or if the agent cannot be found or served with the exercise of reasonable diligence.

(5) The address of the principal executive office of the foreign limited liability company and of its principal office in Guam, if any. (b)

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Annexed to the application for registration shall be a certificate from an authorized public official of the foreign limited liability company's jurisdiction of organization to the effect that the foreign limited liability company is in good standing in that jurisdiction, if the laws of that jurisdiction permit the issuance of those certificates; or, in the alternative, a statement by the foreign limited liability company that the laws of its jurisdiction of organization do not permit the issuance of those certificates.

(c) The Department of Revenue and Taxation may cancel the application and certificate of registration of a foreign limited liability company if a check or other remittance accepted in payment of the filing fee is not paid upon presentation. Upon receiving written notification that the item presented for payment has not been honored for payment, the Department of Revenue and Taxation shall give a first written notice of the applicability of this Section to the agent for service of process, or to the person submitting the instrument. Thereafter, if the amount has not been paid by cashier's check or equivalent, the Department of Revenue and Taxation shall give a second written notice of cancellation and the cancellation shall thereupon be effective. The second notice shall be given twenty (20) days or more after the first notice and ninety (90) days or less after the original filing.

**§ 7303. Certificate of Registration to Transact Business; Issuance; Company Name; Requirements.**

(a) If the Department of Revenue and Taxation finds that an application for registration conforms to law and all requisite fees have been paid, the Department of Revenue and Taxation shall issue a certificate of registration to transact business in Guam, subject, however, to any licensing requirements imposed by the laws of Guam.

(b) A foreign limited liability company may register with the Department of Revenue and Taxation under any name, whether or not it is the name under which it is registered in its state of organization, that includes the words "limited liability company" or "limited company" or their abbreviations "L.L.C.", "L.C.", "LLC" or "LC", in uppercase or lowercase letters, or if required or permitted by the jurisdiction in which it was formed the words "professional limited liability company" or the abbreviations "P.L.L.C.", "P.L.C.", "PLLC" or "PLC", in uppercase or

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lowercase letters, and that could be registered by a domestic limited liability company.

**§ 7304. Name of Foreign Limited Liability Company.**

(a) A foreign limited liability company must use a fictitious name to transact business in Guam if its real name is unavailable and it delivers to the Department of Revenue and Taxation for filing a copy of the resolution of its managers, in the case of a manager-managed company, or of its members, in the case of a member-managed company, adopting the fictitious name.

(b) Except as authorized by Subsections (c) and (d), the name, including a fictitious name to be used to transact business in Guam, of a foreign limited liability company must be distinguishable upon the records of the Department of Revenue and Taxation from:

(1) the name of any corporation, limited partnership, or company incorporated, organized, or authorized to transact business in Guam;

(2) a name reserved or registered; and

(3) the fictitious name of another foreign limited liability company authorized to transact business in Guam.

(c) A foreign limited liability company may apply to the Department of Revenue and Taxation for authority to use in Guam a name that is not distinguishable upon the records of the Department of Revenue and Taxation from a name described in Subsection (b). The Department of Revenue and Taxation shall authorize use of the name applied for, if:

(1) the present user, registrant, or owner of a reserved name consents to the use in a record and submits an undertaking in form satisfactory to the Department of Revenue and Taxation to change its name to a name that is distinguishable upon the records of the Department of Revenue and Taxation from the name of the foreign applying limited liability company; or

(2) the applicant delivers to the Department of Revenue and Taxation a certified copy of a final judgment of a court establishing the applicant's right to use the name applied for in Guam.

(d) A foreign limited liability company may use in Guam the name, including the fictitious name, of another domestic or foreign entity that is



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used in Guam, if the other entity is incorporated, organized, or authorized to transact business in Guam and the foreign limited liability company:

- (1) has merged with the other entity;
- (2) has been formed by reorganization of the other entity; or
- (3) has acquired all or substantially all of the assets, including the name, of the other entity.

**§ 7305. False or Erroneous Statements in Application for Registration; Amendment; Filing.**

If any statement in the application for registration of a foreign limited liability company was false when made or any statements made have become erroneous, the foreign limited liability company shall promptly file in the Department of Revenue and Taxation an amendment to the application for registration, signed by a person with authority to do so under the laws of the state of its organization, amending the statement.

**§ 7306. Activities not Constituting Transacting Business.**

(a) Activities of a foreign limited liability company that do not constitute transacting business in Guam within the meaning of this Article to include:

- (1) maintaining, defending, or settling an action or proceeding;
- (2) holding meetings of its members or managers or carrying on any other activity concerning its internal affairs;
- (3) maintaining bank accounts;
- (4) maintaining offices or agencies for the transfer, exchange, and registration of the foreign company's own securities or maintaining trustees or depositories with respect to those securities;
- (5) selling through independent contractors;
- (6) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside Guam before they become contracts;
- (7) creating or acquiring indebtedness, mortgages, or security interests in real or personal property;

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(8) securing or collecting one's own debts or enforcing mortgages or other security interests in property securing one's own debts, and holding, protecting, and maintaining property so acquired;

(9) conducting an isolated transaction that is completed within thirty (30) days and is not one (1) in the course of similar transactions of a like manner; and

(10) transacting business in interstate commerce.

(b) For purposes of this Article, the ownership in this Guam of income-producing real property or tangible personal property, other than property excluded under Subsection (a), constitutes transacting business in Guam.

(c) This Section does not apply in determining the contacts or activities that may subject a foreign limited liability company to service of process, taxation, or regulation under any other law of Guam.

**§ 7307. Certificate of Cancellation; Filing; Effect.**

A foreign limited liability company may cancel its registration by filing with the Department of Revenue and Taxation a certificate of cancellation signed by a person with authority to do so under the laws of the state of its organization. A cancellation does not terminate the authority of the Department of Revenue and Taxation to accept service of process on the foreign limited liability company with respect to causes of action arising out of the transaction of business in Guam.

**§ 7308. Action, Suit, or Proceedings in Guam; Registration Requirement; Failure to Register; Penalty; Liability of Members for Company Debts and Obligations; Agent for Service of Process.**

(a) A foreign limited liability company transacting business in Guam shall not maintain any action, suit, or proceeding in any court of Guam until it has registered in Guam.

(b) Any foreign limited liability company that transacts business in Guam without registration is subject to a penalty of Twenty Dollars (\$20.00) for each day that unauthorized business is transacted, up to a maximum of Ten Thousand Dollars (\$10,000.00).

(c) A member of a foreign limited liability company is not liable for the debts and obligations of the foreign limited liability company solely by reason of its having transacted business in Guam without registration.

(d) A foreign limited liability company, transacting business in Guam without registration, appoints the Department of Revenue and Taxation as its agent for service of process with respect to causes of action arising out of the transaction of business in Guam.

**§ 7309. Action to Restrain Foreign Company From Transacting Business.**

The Attorney General may bring an action to restrain a foreign limited liability company from transacting business in Guam in violation of this Chapter.

**§ 7310. Revocation of Certificate of Registration of Foreign Limited Liability Company.**

The certificate of registration of a foreign limited liability company to transact business in Guam may be revoked by the Department of Revenue and Taxation, if any of the following events occur:

(1) The foreign limited liability company fails to:

(a) Pay any fees or penalties prescribed by this Chapter.

(b) Appoint and maintain a statutory agent as required by this Chapter.

(c) File a report on a change in the name or business address of the statutory agent.

(d) File with the Department of Revenue and Taxation any amendment to its application for a certificate of registration as specified in § 7311.

(2) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by the foreign limited liability company pursuant to this Chapter.

**§ 7311. Changes and Amendments to Foreign Registration.**

If a statement in the application for registration of a foreign limited liability company was false when made, or any arrangements, or other facts described have changed, making the application inaccurate in any respect, a foreign limited liability company shall promptly file with the Department of Revenue and Taxation, in duplicate, a certificate correcting the statement that is signed and acknowledged on its behalf by a member.

**§ 7312. Certificate of Registration; Application.**

Before transacting business in Guam, a foreign limited liability company shall obtain a certificate of registration. An applicant for a certificate of registration shall pay the required filing fee and shall submit to the Department of Revenue and Taxation an application for registration as a foreign limited liability company that is signed and acknowledged on its behalf by any manager, member, or other authorized agent and that states:

(1) The name of the foreign limited liability company and, if different, the name under which it proposes to register and transact business in Guam.

(2) The state and date of its formation.

(3) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in state.

(4) The name and address of the proposed agent for service of process on the foreign limited liability company.

(5) That the Department of Revenue and Taxation is appointed the agent of the foreign limited liability company for service of process, if either of the following occurs:

(a) An agent has not been appointed under paragraph 4, or if appointed, the agent's authority has been revoked.

(b) The agent cannot be found or served with the exercise of reasonable diligence.

(6) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company.

(7) A foreign limited liability company shall deliver with the completed application a certificate of existence or a record of similar import authenticated by the Secretary of State or other official having custody of company records in the State or country under whose law it is organized.

(8) Whether the company is manager-managed, and, if so, the name and address of each initial manager.

(9) The address of its initial designated office in Guam.

**§ 7313. Effect of Failure to Obtain Certificate of Authority.**

(a) A foreign limited liability company transacting business in Guam may not maintain an action, or proceeding in Guam, unless it has a certificate of authority to transact business in Guam.

(b) The failure of a foreign limited liability company to have a certificate of authority to transact business in Guam does not impair the validity of a contract, or act of the company, or prevent the foreign limited liability company from defending an action; or proceeding in Guam.

(c) Limitations on personal liability of managers, members, and their transferees are not waived solely by transacting business in Guam without a certificate of authority.

(d) If a foreign limited liability company transacts business in Guam without a certificate of authority, it appoints the Department of Revenue and Taxation as its agent for service of process for claims of relief arising out of the transaction of business in Guam.

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