

Division Use Only:

Check #: _____ Amt: _____

Issued Permit #: _____

Name: _____

Application to Change the LLC Membership in an Issued Liquor Permit (LLCs Only)

For your application to be deemed complete, you **MUST** fully and legibly:

- Answer and sign all required sections and questions (“*” indicates a required field);
- Pay all the required fee listed below; **and**
- Submit any additional required listed forms.

Questionnaire – Please answer the following questions to help determine whether you need to file this application.

1. Is the permit ONLY changing officers (non-members) within the LLC? For example, Jane Doe (who either does not have any membership interests or the interests they do have has not changed) is now the President of the LLC, in place of John who also did not have any interests or the interests they did have also did not change.
 - YES, **STOP** – You do not need to complete this application. Instead, submit the following documents to liquordocs@com.ohio.gov:
 - A. Cover letter explaining the change;
 - B. [Personal History Background Form \(4121\)](#) for the new person(s);
 - C. Updated [Disclosure Form \(based on the entity type\)](#) with the new role(s); and
 - D. Have the new person(s) complete a [Background Check](#).
 - NO, go to next question.
2. Has a Court appointed a Receiver, a Bankruptcy Trustee, Executor to an Estate, or Guardian for a member?
 - YES, **STOP** – You do not need to complete this application. Submit copy of the certified Court Order to liquordocs@com.ohio.gov. We will update our records and contact you regarding next steps.
 - NO, go to next question.
3. Is the business type being converted (e.g., from an LLC to an INC or vice versa) or the name of the company changing not through a sale? – Note the Secretary of State Charter # should remain the same in a true conversion.
 - YES, **STOP** – You do not need to complete this application. Submit applicable [Entity Disclosure Forms](#) and [Ohio Secretary of State](#) documents showing the name change or conversion to liquordocs@com.ohio.gov.
 - NO, go to next question.
4. Do you have an issued permit and ONLY want to change the second-tier ownership? When applicable, we require that permit holders disclose ownership up to two tiers down. For example, if a permit is issued to ABC, LLC and ABC, LLC is owned by EFG, LLC then a second disclosure would be required to inform us as to who/what owns EFG, LLC. Assume that on EFG’s disclosure it listed MNO, LLC as owning EFG, LLC. If, as noted above, all that is changing is MNO’s ownership in EFG, this would be a second-tier change.
 - YES, **STOP** – You do not need to complete this application. Instead, submit the following documents to liquordocs@com.ohio.gov:
 - A. Cover letter explaining the change;
 - B. [Personal History Background Form \(4121\)](#) for the new person(s);
 - C. Updated [Disclosure Form \(based on the entity type\)](#) with the new role(s); and
 - D. Have the new person(s) complete a [Background Check](#).
 - NO, go to next question.

5. Is ownership of the issued permit changing? For example, ABC, LLC currently holds the permit, but ABC, LLC has sold the business and will transfer the permit to EFG, LLC?

YES, **STOP** – This is a true ownership transfer, not just a change in the underlying members. In this case, a [Transfer of Ownership application](#) is needed instead of this application.

NO, go to next question.

6. Will the LLC name listed on the permit remain the same and all that will change is the membership interests of the people involved in the ownership of the LLC (whether by adding, removing, or changing the existing members)? Below are some examples that would require a membership transfer application to be filed. Assume that ABC, LLC is the current permit holder and that:

- a. John Doe is the sole member and the permit will remain issued to ABC, LLC, but now Jane Doe will take over as the sole member.
- b. John Doe has 80% and Jane has the remaining 20% of the membership units. Mary is added to the company and now John will now have 40%, Jane 40%, and Mary 20% of the units.
- c. John Doe has 80% of ABC, LLC's units while Jane has 20% and now Jane's units will increase to 60% and John's units will decrease to 40%.
- d. John, Jane, and Mary each have 33% of the units in ABC, LLC. John leaves the company entirely leaving Jane and Mary at 50% each.
- e. XYZ, LLC has the sole membership interest in ABC, LLC, and now ABC, LLC will be owned by a new company called EFG, LLC.

YES, **go to Section A** and complete the entire application, including:

- Submitting the \$100 application fee;
- Making sure your check or money order is payable to the Treasurer, State of Ohio;
- Ensuring that both the payment dollar and written amount match and that the check is signed; and
- Including in the memo line the issued permit number and "LLC APP".

Remember to answer ALL questions fully and accurately and where applicable include any additional forms.

NO, please consult your attorney for assistance. You can also contact us at fileinquiry@com.ohio.gov.

Remainder of page left blank.

SECTION A – Issued Permit Holder Information

*Issued Permit Holder’s Business Name as listed on the issued permit:					*Issued Permit Holder #:					
*Permit Premises Address:					*Is Permit Holder an Agency Store? <input type="checkbox"/> YES <input type="checkbox"/> NO If YES, what is the assigned agency # _____					
*Township (if premises is outside city limits):			* City:		*Zip Code:		*County:			
*Contact Name:					*Who will be the Primary Contact for this Application: <input type="checkbox"/> Contact Listed <input type="checkbox"/> Attorney Listed Below					
Phone:					*Business Phone:					
*Primary Contact’s Email Address:										
<i>Attorney Information (if applicable)</i>										
Name:										
Address:			City:		State:		Zip Code:		Phone #:	
Attorney Email Address:										

SECTION B – LLC Ownership Description

1. * List the **CURRENT 5% or more** owners in the issued permit as currently disclosed to us – Not sure who/what we have on record? Go to com.ohio.gov/liquorinfo (select “[who has a disclosed ownership interest in a particular liquor permit](#)” tab and enter the permit number listed on your issued permit).

	Person or Company Name	Membership Units	
		# Held	% Held
1			
2			
3			
4			

2. * List the **NEW/REVISED 5% or more** owners as they should be listed in the issued permit **AFTER** the change. (Note, depending on your proposed change it’s possible that some individuals might be listed above and below.) Any real persons **MUST** be at least 21 years of age. In addition to filling out the below information, please submit an updated [LLC Membership Disclosure Form](#) (OR com.ohio.gov/requiredforms - select form “Limited Liability Disclosure” form) that matches the “**NEW/REVISED**” information below.

	Person or Company Name	Membership Units	
		# Held	% Held
1			
2			
3			
4			

SECTION C – General Questions for the New Disclosed Member (s)

1. *Does the person(s) listed in Section B, Q.2 (whether an individual or business) hold or have any interest in another Ohio liquor permit business whether those other permits are issued or pending with the Division?

YES, provide the permit #(s) & business address(es): _____

NO

2. *Has the person(s) listed in Section B, Q.2 (whether an individual or business) ever been convicted of a felony or misdemeanor crime, including any alcohol-related offenses, in Ohio or any other state? NOTE: You should disclose a conviction even if you think it was minor or that it happened long ago.

YES, provide the company or individual’s name with an explanation that includes the when, where, what, and result of the offense (if needed, you can provide a written statement on an additional sheet of paper): _____

NO

3. *Has the person(s) listed in Section B, Q.2 (whether an individual or business) ever been refused a permit, denied a renewal, or had a permit revoked by this Division or the Ohio Liquor Control Commission?

YES, please give a detailed explanation: _____

NO

4. * If the issued permit is a Class A (manufacturer) or Class B (distributor) permit, do any members listed in Section B, Q.2 (whether an individual or a company) own any stock or have any interest in an Ohio Class C or D retail permit holder, regardless of whether that interest is disclosed to the Division?

YES, please give a detailed explanation: _____

NO or N/A

5. *If the issued permit is an Ohio Class C or D retail permit, do any members listed in Section B, Q.2, (whether an individual or company) own any stock or have any interest in an Ohio Class A manufacturer or Class B wholesale distributor of alcoholic beverages, regardless of whether that interest is disclosed to the Division?

YES, please give a detailed explanation, including permit #'s: _____

NO or N/A

6. *How were the membership units in the business acquired? NOTE: depending on your choice below, we will likely need additional documentation, (e.g., purchase agreements, bills of sale, loan or financial documents, affidavit, agreements, court orders, etc.):

Sale of business/assets (see the included “Stock/LLC Membership Purchase Agreement” form at the end of this packet)

Gift between family members as defined in Ohio Admin Code 4301:1-1-14

Court Order/Appointment (i.e., include court settlement, estate/distribution of assets, receivership, divorce document)

Other – Please provide an explanation: _____

SECTION D – Required Information for application to be deemed complete or the application WILL BE RETURNED

ALL Applicants MUST submit:

1. The non-refundable \$100 application processing fee and ensure the:
 - Payment is by check or money order (NO CASH) and made payable to "Treasurer, State of Ohio"
 - Payment is signed,
 - Numeric amount listed matches the written amount, and
 - Applicant listed in Section A is in the memo line (if different than contact information printed on payment).
2. This application (answer ALL questions, including any requested applicant business information, and signatures).
3. [Personal History Background Form\(s\) \(DLC 4121\)](#) (PHBF) (complete top portion only) for **ALL** required individuals. For a list of individuals required to complete a PHBF and an Ohio Bureau of Criminal Investigation fingerprint webcheck, see the [Background Check Process](#) "Persons Required to Get Both Background Checks". While an Ohio Bureau of Criminal Investigation fingerprint webcheck is not required at the time of application submission, it is strongly encouraged.
4. An [Limited Liability Disclosure Form \(4032\)](#) and any additional disclosure forms.
5. Documents to support the transaction.
6. Documents as applicable showing the source of funds used to purchase the stocks (see our [Financial Verification Guide](#) for more information)
7. If applicable, an Executed Power of Attorney Agreement (must submit an executed power of attorney if you are signing this document on behalf of another person or company).

N/A N/A – VALID POA Already on File

***SECTION E – Certification of Form – Part 1 of 2**

THE FOLLOWING MUST BE COMPLETED BY A PERSON CURRENTLY LISTED ON THE PERMIT (SEE SECTION B, Q1)

By signing below, I certify and understand that:

- I have the authority to execute this document.
- While this membership change application is pending with the Division, the seller has authorized the new members (i.e., buyer) to submit renewal applications on the issued permit holder's behalf **UNLESS** the issued permit holder (i.e., seller) has checked the below box indicating that the new members CANNOT file renewal applications on behalf of the seller.
 - Buyer does **NOT** have authorization to file renewal applications on seller's behalf while this membership change transfer is pending.
- Despite the above, the existing members remain responsible for any citations, tax obligations listed under the applicable provisions of Title 57 of the Ohio Revised Code, and filing of renewal applications with fees until the transfer completes.
- The information provided is true and complete to the best of my knowledge and belief.
- Failing to complete this application, consistent with the above listed instructions, will result in this application being returned, unprocessed, until a corrected, complete application is received by the Division.
- Persons currently listed on the Division files, or any proposed new owners can cancel this transfer application any time before it completes.
- During the review of this application further documentation or actions may be needed and my failure to timely comply could delay the processing of my application.
- Depending on type of transaction, governmental entities and institutions as defined in [R.C. 4303.26](#) may need to be notified and can object to the membership transfer under [R.C. 4303.293](#).

(Signature of Current Member)

(Please Print Name)

(Title)

(Date)

(Email Address)

(Telephone with Area Code)

***SECTION F – Certification of Form – Part 2 of 2**

THE FOLLOWING MUST BE COMPLETED BY ONE OF THE PROPOSED NEW PERSONS (SEE SECTION B, Q2)

By signing below, I certify and understand that:

- I have the authority to execute this document.
- While this transfer application is pending with the Division, I understand that I MUST, if authorized by the seller above, file any renewal applications online with the Division.
- The information provided is true and complete to the best of my knowledge and belief.
- Failing to complete this application, consistent with the above listed instructions, will result in this application being returned, unprocessed, until a corrected, complete application is received by the Division.
- Persons currently listed on the Division files, or any proposed new owners can cancel this transfer application any time before it completes.
- During the review of this application further documentation or actions may be needed and my failure to timely comply could delay the processing of my application.
- Depending on type of transaction, governmental entities and institutions as defined in [R.C. 4303.26](#) may need to be notified and can object to the membership transfer under [R.C. 4303.293](#).

(Signature of New Members)

(Please Print Name)

(Title)

(Date)

(Email Address)

(Telephone with Area Code)

Submit the application, fees, and required forms to:
Ohio Department of Commerce – Division of Liquor Control
c/o Renewal Section
6606 Tussing Road
Reynoldsburg, OH 43068-9005

Questions? Go to com.ohio.gov/ineedhelp
Email fileinquiry@com.ohio.gov
Call (614) 644-3155
Office Hours: 8:00 a.m. - 5:00 p.m. EST
Sign-up to stay informed at com.ohio.gov/stayinformed

