Office Duties & Responsibilities

• Business Services
• Elections
Business Services

Registering and Maintaining a Business in Ohio
In Ohio, Business Starts with the Secretary of State

We:

- Process business filings & uniform commercial code filings
- Protect trademarks & service marks
- Provide record certifications
- Compile business reports
- Operate a Client Service Center & Customer Service Call Center
Create Your Business Profile
Information Card
4.25in x 11in Double-Sided Card

Get Your Business Started Today
LOG IN | CREATE YOUR PROFILE

2. Click Log In | Create Profile on the left side of the screen.
3. Select Click Here To Create Profile on the bottom right of the screen.
4. Complete fields.
5. Click Create Profile.
6. Print confirmation page then click Continue to Filing.
7. Enter your e-signature in the field provided and click Login.

PROCESS FILING

8. Select File a New Business or Register Name from the left hand navigation or from the options in the center.
9. Follow the prompts and enter the requested information.
10. Review and verify the filing.
11. Pay for the filing with a credit or debit card to submit the filing.

JON HUSTED
Ohio Secretary of State
180 E. Broad St. • Columbus, OH 43215
(877) SOS-FILE (877-767-3453) ext. 1 • (614) 466-3910
Starting a Business in Ohio Checklist
8.5in x 11in Double-Sided Flyer

HELPFUL STEPS AS YOU FURTHER DEVELOP YOUR BUSINESS OR ORGANIZATION

1. Register with the Ohio Secretary of State. Register online or find the forms needed to file for your business at www.ohiobusinesscentral.com.

2. Contact the Internal Revenue Service (IRS) to obtain an Employer Identification Number (EIN). Additional information and an online application are available at www.irs.gov, search “EIN.”

3. Then, open a bank account. You will need your EIN to open a bank account.

4. Contact the Ohio Department of Taxation. Register with the Ohio Department of Taxation at www.tax.ohio.gov. The Ohio Department of Taxation can assist businesses in determining state and local tax obligations.


6. Contact the Ohio Bureau of Workers’ Compensation. If your business or organization has an employee or employees, visit www.bwc.ohio.gov under “Employers.”

7. Contact the Ohio Department of Job & Family Services. Employers may be required to establish an unemployment compensation tax account with the Ohio Department of Job & Family Services. Visit www.jfs.ohio.gov search “Employer.”

8. Finally, obtain the proper licenses and permits. The Ohio Business Gateway, www.business.ohio.gov, Licenses and Permits page provides a list of professional licenses and business permits necessary to do business in Ohio. Contact your county and local government to determine if any special requirements exist for your type of business.

SPECIAL CONSIDERATIONS FOR NONPROFIT ORGANIZATIONS

Apply for tax exemption. Apply for tax exemption by applying to become a tax-exempt organization. Also, contact the Ohio Department of Taxation at www.tax.ohio.gov to apply to become a tax-exempt organization. Also, contact the Ohio Department of Taxation at www.tax.ohio.gov to apply to become a tax-exempt organization.

Register with the Ohio Attorney General’s Office if it is a charitable organization. A nonprofit corporation registered as a charitable organization located in Ohio must register with the Ohio Attorney General’s Office if it is a charitable organization located in Ohio. For more information, please visit www.charitylaw.ohio.gov.


FILE ONLINE OR FIND MORE INFORMATION AT WWW.ohioSecretaryofState.gov

Mail filing to: Business Services
180 East Broad Street, 16th floor, Columbus, Ohio 43215
Telephone: (614) 466-3910 - Toll Free: (877) SOS-PLE (877-767-3453)
E-mail: business@OhioSecretaryofState.gov

JON HUSTED
Ohio Secretary of State

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Ohio Secretary of State

Special Considerations
- Ohio Business Central - www.ohioCentral.com
- Ohio Business Profile - www.ohioBusinessProfile.com
- Ohio Secretary of State - www.ohioSecretaryofState.gov

Disclaimer: The information contained in this document is not legal or accounting advice. You should consult a legal or accounting professional.
Ohio Business Forward Existing Businesses

8.5in x 11in Double-Sided Flyer

Ohio Business Forward

SERVICES FOR EXISTING OHIO BUSINESS OWNERS

Dear Ohio Business Owner,

We are working to make Ohio the best place to do business. That means ensuring you have a positive first interaction with the State of Ohio when you register and throughout the life of your business.

Ohio’s economic well-being is directly tied to the success of your company and the hundreds of thousands of others that call Ohio home. We want your focus to be on growing your company, not on government bureaucracy and so we provide a number of services to assist you, just a few of which are highlighted here.

For more information about your business filing or any of the following programs, please visit www.OhioSecretaryofState.gov, or contact my office at (877) 767-3453.

I wish you continued success in your entrepreneurial endeavors and look forward to working with you in the future.

Jon Husted
Ohio Secretary of State

SEVEN YEARS OF RECORD FILINGS

BUSINESS SERVICES @ BUSINESS SPEED

You can now file the most frequently used forms online. Visit www.OhioBusinessCentral.com today.

Ohio Business Central
Start and Manage Your Business Online

STAY CONNECTED

E-mail:
If you would like to receive updates on business services from the Secretary of State’s office, sign up to receive future e-mail notifications online at www.OhioBusinessCentral.com.

Social Media:
Follow OhioOSHusted and stay informed on important updates and events as they happen.

Ohio Business Forward

BUSINESS FILING NOTIFICATION SYSTEM

Protect Your Business From Identity Theft
Business identity theft, or corporate or commercial identity theft, happens when a business’s identity is illegally used to transact business and establish lines of credit with banks and/or vendors. Similar to individual victims, businesses and those people associated with an enterprise can face potentially ruinous consequences.

To help Ohio businesses protect their identities, the Secretary of State’s office has launched the Business Filing Notification System, a free service allowing businesses to track any filing changes or updates. Once subscribed to the filing notification system, a business will receive an e-mail the day after any document is filed with the Secretary of State. To sign up for the filing notification system, visit www.OhioBusinessCentral.com.

RECOGNIZING YOUR BUSINESS

www.OhioBusinessProfile.com is a monthly web feature highlighting a number of Ohio businesses in a common industry or sector. Businesses are selected to provide a diverse geographic, industrial and size representation. Profiles are created based on information provided by each business. To submit your business for consideration, visit www.OhioBusinessProfile.com and click on "Submit Your Business Profile."

Additionally, if your business has an upcoming milestone (anniversary, major accomplishment, expansion, etc.), you may request a commendation from our office to honor your event. If you would like to request a commendation, or are interested in a possible site visit from Secretary Husted, call (877) 767-3453.

ONLINE RESOURCES

For more information or to request these materials, call (877) 767-3453

Ohio Business Profile Widget
Links to online profiles of existing Ohio businesses.

Graphic Inserts
The following graphics are available for newsletters, magazines, or any print and/or electronic correspondence.

Ohio Business Central Widget
Start and track business filings online for the first time in Ohio.
Your Guide To: Starting a Corporation in Ohio
5.5in x 8.5in Booklet

Preface
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Personal Information
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Forms
Pursuant to Ohio Revised Code Section 1701.04, the Secretary of State’s Office authorizes for-profit corporations to conduct business in Ohio. Documents must be filed with the Secretary of State’s Office before a corporation may legally conduct business in Ohio and, under certain circumstances, for the corporation to continue conducting business. All forms that are required to be filed with the Secretary of State, including, but not limited to, Articles of Incorporation, Statutory Agent Updates, Amendments, Conversions, Mergers and Dissolutions, can be obtained directly from the Secretary of State’s Office.

Some forms may be filed online at the Secretary of State’s Ohio Business Central website at www.OhioBusinessCentral.com. For more information, or to obtain other filing forms, visit the Ohio Secretary of State’s website at www.OhioSecretaryOfState.gov and click on “Businesses.” You may also request forms be sent to you via fax or regular mail by calling (877) 505-FILE (877-763-5435). The filing fee associated with each filing, as well as completion instructions, are provided on each form.

Forming a For-Profit Corporation
Ohio Revised Code Section 1701.04 provides that “anyone, singly or jointly with others, and without regard to residence, domicile, or state of incorporation,” may form an Ohio corporation. All corporations must obtain a license from the Ohio Secretary of State to lawfully conduct business in Ohio.

Filing Articles of Incorporation
A corporation must file Original Articles of Incorporation (“Articles”) with the Ohio Secretary of State before it transacts business in Ohio. The Articles must include the following:
1. The name of the corporation, which must include one of the following: “Company,” “Co.” “Corporation,” “Corp.” “Incorporated,” or “Inc.”
2. The location of the corporation’s principal office.
3. The authorized number of shares of stock, along with their classification and par value, if any.
4. If the corporation is to have initial stated capital, the amount of that stated capital.
5. An original appointment and acceptance of statutory agent.

The Articles may also set forth any of the following provisions:
1. The names of individuals who are to serve as initial directors.
2. The purpose or purposes for which the corporation is formed, and if no purpose is given, the purpose of the corporation is to engage in any lawful act or activity for which a corporation may be formed.
3. Any provision that may be set forth in the corporation’s regulations.
4. A provision specifying the period of existence; or, if none is given, the period of existence is perpetual.
5. The effective date of organization of the corporation, if other than the filing date.

The corporation’s legal existence begins upon filing the Articles with the Secretary of State or upon a later date specified in the Articles. The effective date must be the date of filing or a future date and cannot be more than 90 days from the date of filing with the Secretary of State. If the effective date provided has already passed or exceeds the date of filing by more than 90 days, the effective date of organization will be the date of filing (i.e., the date the filing is received by the Secretary of State).

Please note: A corporation’s regulations, bylaws and other internal documents are not required to be filed with the Ohio Secretary of State’s Office.
Your Guide To: Starting a Nonprofit in Ohio
5.5in x 8.5in Booklet

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WHAT IS A NONPROFIT ORGANIZATION?
A nonprofit organization is formed for charitable, educational, religious, scientific, community development or other socially beneficial purposes. While nonprofit corporations are the most popular form of organization for nonprofit activities, unincorporated associations or trusts are also options to consider. The choice of entity may be necessitated by factors such as the longevity of the endeavor, the planned activities, the need to own or lease facilities and the need to hire staff.

Many people prefer to form a nonprofit corporation, in part, because of the liability protection a corporation provides. For example, if a nonprofit corporation is sued, the assets of its owners are generally protected because corporate assets are distinct from personal assets. Incorporating should therefore be considered if the organization will acquire assets such as buildings, equipment, or vehicles to be used in the delivery of services, or if it will be necessary to hire employees. Ultimately, your nonprofit organization may wish to consult an attorney and/or tax professional before deciding which nonprofit classification is best suited for your organization.

DOCUMENTING AN UNINCORPORATED ASSOCIATION
Ohio law recognizes unincorporated associations. Unincorporated associations still require organizational documents, known as constitutions, in order for the organization to be created. Additionally, such an organization usually has bylaws, which may set forth matters such as:
• Rules and regulations for the organization's operation.
• The method of adopting or amending the constitution and bylaws.
• The method of electing officers.
• The powers and duties of the officers and trustees.
• The rights of members.

Special attention should be given to the statement of purpose in the organization's constitution. The purpose may be critical in qualifying the organization for tax exemption or in meeting standards for funding. Defining the qualifications of members and directors is also important.

An unincorporated nonprofit association may legally conduct business in the state of Ohio without filing forms with the Secretary of State. However, unincorporated nonprofit associations may submit a statement appointing an agent authorized to receive service of process if they desire, pursuant to Ohio Revised Code Section 1745.13.

This statement provides the name of the unincorporated nonprofit association and the name and address in this state of the agent. In addition to a statement that appoints an agent, unincorporated nonprofit associations may revolve the appointment of an agent and appoint a new agent, and the agent may resign the appointment. Each of these actions can be completed by filing an Agent Notification Form for Unincorporated Nonprofit Associations (Form 595).

Pursuant to Ohio Revised Code Section 1745.51, if a statement of an unincorporated nonprofit association is on file with the Secretary of State, then upon adopting a voluntary resolution of dissolution, a copy of the written notice of dissolution must be filed with the Secretary of State. Ohio Revised Code Section 1745.53 requires a judicially dissolved unincorporated nonprofit association to file a certified copy of the order or judgment dissolving the association to be filed with the Secretary of State, if the association previously filed with the office. Both of these filings can be made by using the Notice of Dissolution for Unincorporated Nonprofit Associations (Form 595).

The filing fee for both the Agent Notification Form and the Notice of Dissolution is $25.00, payable to "Ohio Secretary of State," and these
Your Guide To: Starting a Limited Liability Corporation in Ohio
5.5in x 8.5in Booklet

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What is a Limited Liability Company?
A limited liability company (LLC) is a business entity which combines elements of partnership and corporate structures, and may be formed in Ohio for a profit or nonprofit purpose.

Many people decide to form a limited liability company because this business type is typically more flexible than a corporation and it is well-suited for companies with only one owner. Although owners have limited liability, this does not mean they are fully protected from personal liabilities. For example, if a limited liability company is sued, generally the assets of the owners are protected because the business assets are distinct from the personal assets, but there are exceptions under certain circumstances.

Ultimately, you may wish to consult an attorney and/or tax professional before deciding which entity type is best for your company.

Forms
Pursuant to Ohio Revised Code Section 1705.04, the Secretary of State’s Office authorizes limited liability companies to conduct business in Ohio. Documents must be filed with the Secretary of State’s Office before a limited liability company may legally conduct business in Ohio. All forms that are required to be filed with the Secretary of State, including, but not limited to, Articles of Organization, Statutory Agent Updates, Amendments, Conversions, Mergers and Dissolutions, can be obtained directly from the Secretary of State’s Office.
Your Guide To: Starting a Sole Proprietorship in Ohio
5.5in x 8.5in Booklet

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What Is a Sole Proprietorship?
A sole proprietorship is a business entity in which there is a single owner entirely responsible for business decisions and liabilities. There is no legal distinction between the business and the owner. All business profits, losses and assets are the personal profits, losses and assets of the owner.

Many people decide to form a sole proprietorship due to the ease of creation and function. The owner is the sole decision maker and does not share the profits. In addition, the profits are taxed as personal income and are not subject to a corporate tax. However, owners of sole proprietorships have unlimited liability with regard to the debts and obligations of the business. Personal assets of the owner are at risk if the liabilities of the sole proprietorship exceed its assets.

Ultimately, you may wish to consult an attorney and/or tax professional before deciding which type of entity is best for your business.

Forms
Sole proprietorships are not required to file paperwork with the Secretary of State in order to conduct business in the State of Ohio. However, if a sole proprietorship wishes to do business under a name different from that of the sole proprietor (personal name, i.e. Bob Smith), they must register a trade name or report the use of a fictitious name with the Secretary of State's Office.

Registering Name of a Sole Proprietorship
Sole proprietors may conduct business under their own name, a trade name or a fictitious name.

Trade Name
A sole proprietor doing business under a name other than their own may register a trade name with the Secretary of State. Trade names give the owner exclusive right to use that name and are protected from use by others. Ohio Revised Code Section 1329.01(B) requires that an application for a trade name contain:
1. The name and business address of the applicant.
2. The trade name to be registered.
3. The general nature of the business conducted by the applicant.
4. The length of time during which the trade name has been used by the applicant in business operations in the state. (The date of first use must be prior to the date the application is submitted to the Secretary of State).

Fictitious Name
If a person plans to conduct business under a name other than their own and does not plan to register a trade name, or if the preferred name is unavailable for registration, they must notify the Secretary of State of their plan to use the business name, according to Revised Code section 1329.01(D). This involves filling out a form stating:
1. The name and business address of the user.
2. The fictitious name being used.
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General Partnerships

What is a General Partnership?

A general partnership is an association of two or more persons to carry on as co-owners of a business for-profit. Many people decide to form a partnership because this business type allows for a pooling of owner assets, both monetary and skill sets. Owners have unlimited personal liability for all debts of the partnership. Unless there is an agreement stating otherwise, any partner may bind the partnership to an agreement with a third party. Even in the case of an agreement stating otherwise, a partner’s actions may still be binding upon the partnership.

Ultimately, you may wish to consult an attorney and/or tax professional before deciding which entity type is best for your company.

Forms

Partnerships may legally conduct business in the state of Ohio without filing forms with the Secretary of State. However, partnerships may submit filings if they desire. All forms that may be filed with the Secretary of State, including, but not limited to, Statements of Partnership Authority, Statutory Agent Updates, Amendments, Cancellations of Partnership, Dissociations and Dissolutions, can be obtained directly from the Secretary of State’s Office.

For more information, or to obtain filing forms, visit the Ohio Secretary of State’s website at www.OhioSecretaryofState.gov and click on “Businesses.” You may also request forms be sent to you via fax or regular mail by calling (877) 505-FILe (877-767-3455). The filing fee associated with each filing, as well as completion instructions, are provided on each form. Some forms may be filed online at the Secretary of State’s Ohio Business Central website at www.OhioBusinessCentral.com.
Your Guide To: Registering Your Trademark or Service Mark in Ohio
5.5in x 8.5in Booklet

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What Is a Trademark?
A trademark is defined by Ohio Revised Code Section 1329.54(A) as “any word, name, symbol, device, or combination of any word, name, symbol, or device, that is adopted and used by a person to identify and distinguish the goods of that person, including a unique product, from the goods of other persons, and to indicate the source of the goods, even if that source is unknown.”

What Is a Service Mark?
A service mark is defined by Ohio Revised Code Section 1329.54(B) as “any word, name, symbol, device, or combination of any word, name, symbol, or device, that is adopted and used by a person to identify and distinguish the services of that person, including a unique service, from the services of other persons and to indicate the source of the services, even if that source is unknown.”

While a mark may meet either of these definitions, there are several restrictions on the registration of trademarks and service marks to consider before registering a mark.

Why File Your Trademark/Service Mark in Ohio?
Registration of a trademark or service mark provides two things. First, it provides actual public notice. By registering the mark with a central filing agency, the mark is available for public scrutiny. This benefits both the owner, who seeks exclusive use of the mark and a potential filer who seeks to ensure that his or her mark does not conflict with a mark already in use. Second, registration of a mark might be used as evidence in the event an infringement claim is pursued by the registrant.

Limitations on Registration Pursuant to the Ohio Revised Code

Pursuant to Ohio Revised Code Section 1329.54, if your mark consists of or comprises any one or more of the following, it cannot be accepted for filing:

1. Immoral, deceptive or scandalous matter;
2. Matter that may disparage or falsely suggest a connection with persons living or dead, institutions, beliefs or national symbols, or bring them into contempt or disrepute;
3. The flag or coat of arms or other insignia of the United States, or of any state or municipality, or of any foreign nation or any simulation thereof;
4. The name, signature or portrait of any living individual, except with his/her written consent;
5. A mark which, when applied to the goods or services, is “merely descriptive,” “deceptively misdescriptive” or primarily geographically descriptive (see following section for more information regarding merely descriptive and deceptively misdescriptive marks);
6. A mark that is primarily merely a surname;
7. A mark that resembles a trademark or service mark previously used in the state of Ohio by another entity and is not abandoned, and is likely to cause confusion, mistake or is deceptive;
8. A mark that resembles a mark registered in the U.S. Patent Office by another entity and is not abandoned, and which is likely to cause confusion, mistake or is deceptive.

Please note: Proof of secondary meaning (discussed hereafter) will permit only a trademark or service mark that is descriptive, deceptively misdescriptive, geographically descriptive or a surname to be registered.