

# Memo

**To:** All Registry Districts  
**From:** Edmund A. Williams, Chief Title Examiner  
**Date:** November 20, 2008  
**Subject:** Foreign LLC, LLP, LP

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Except as listed herein, a foreign LLC which owns registered land must file with the Massachusetts Secretary of State.

1. It is not required that a foreign LLC, LLP, or LP which is not the owner, but is a member, partner, manager etc. in a tiered signature chain, be registered in Massachusetts. It should present a Certificate of Good Standing or the equivalent from their state of formation. If the certificate does not identify manager, member or other authorized signatory, the deed and any authorization documentation should be referred to the Chief Title Examiner or his designee for review. See G. L. c. 156C, § 48 and G. L. c. 156D, Part 15, § 15.01.
2. A foreign LLC which has taken title by virtue of a foreclosure deed does not have to file in Massachusetts in order to convey. It should register a Certificate of Good Standing from the state of formation. If the certificate does not identify manager, member or other authorized signatory, the deed and any authorization documentation should be referred to the Chief Title Examiner or his designee for review.
3. Mortgagees need not be registered in order to foreclose or amend a mortgage. To amend a mortgage, they should register a Certificate of Good Standing from the state of formation. If the certificate does not identify manager, member or other authorized signatory, the amendment and any authorization documentation should be referred to the Chief Title Examiner or his designee for review.

For a foreign LLC only, a certificate signed by a clerk or secretary may be accepted as evidence of authority of the person signing on its behalf.