AGENARYS · FREE FIX GUIDE

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Keep Your Business in Good Standing

A missed annual report can quietly cost you the liability protection you formed the company for.

TIME	COST	DIFFICULTY	AUDIT SIGNAL
20 minutes to check	Free to check	Easy	entity_active_good_standing

WHAT WE MEASURED

We searched your Secretary of State's public records for your entity and checked its status.

WHY IT MATTERS

"Good standing" means the state's records show you've filed every required annual report, paid your franchise tax or annual fees, and maintained a registered agent. Some states say "active," "current," or "in existence."

Administrative dissolution is almost always accidental. The usual sequence: the state mails notice to your **registered agent's address of record**, that address is stale, you never see it, and you find out years later at a closing or a bid.

The consequences are real:

- **You may lose the ability to sue.** A dissolved entity generally can't bring or maintain a lawsuit. If a customer stiffs you for $40,000, you may be unable to collect until you reinstate.
- **You may lose the liability shield.** People acting for a dissolved entity can be held **personally liable** for obligations incurred while dissolved. That's the exact thing you formed the LLC to prevent.
- **You can lose your name.** Another entity can claim it, and reinstatement will not get it back.
- **Everything downstream jams** — banks freeze accounts, lenders decline, insurers question the named insured, GCs won't onboard you, and you can't get the Certificate of Good Standing a bid package requires.

FIX IT YOURSELF

1 Look yourself up

STATE	BUSINESS SEARCH
California	bizfileonline.sos.ca.gov/search/business
Texas	sos.state.tx.us (formation) **and** mycpa.cpa.state.tx.us/coa (franchise tax)
Florida	search.sunbiz.org
New York	apps.dos.ny.gov/publicInquiry
Pennsylvania	file.dos.pa.gov/search/business
Illinois	apps.ilsos.gov/businessentitysearch
Ohio	businesssearch.ohiosos.gov
Georgia	ecorp.sos.ga.gov/BusinessSearch
North Carolina	sosnc.gov

STATE	BUSINESS SEARCH
Michigan	cofs.lara.state.mi.us
New Jersey	njportal.com/DOR/BusinessNameSearch
Arizona	ecorp.azcc.gov *(Corporation Commission, not SoS)*
Washington	ccfs.sos.wa.gov

Any other state: search `<state> secretary of state business entity search` and take only the .gov result. Exceptions to the SoS pattern: Arizona (Corporation Commission), Virginia (State Corporation Commission), Utah (Dept. of Commerce), Michigan (LARA).

Texas is a two-part check — the SoS shows formation, but the **Comptroller** shows franchise-tax standing. Texas forfeits charters for unpaid franchise tax. Check both.

2 Read the status word

Look for **Active**, **Good Standing**, **Current**, or **In Existence**.

Warning signs: **Administratively Dissolved**, **Revoked**, **Forfeited**, **Delinquent**, **Not in Good Standing**, **Void**.

Also check that your **registered agent** and **registered office address** are current. A stale agent address is the single most common cause of the whole problem.

3 Check both states if you work across a border

If you're formed in one state and working in another, you need standing in **both** — the domestic filing where you formed, and the foreign qualification where you operate.

4 If you're not in good standing, reinstate

The pattern is consistent across states:

1. **File every missed annual report** — one per delinquent year.
2. **Pay everything** — back taxes, fees, interest, penalties.
3. **Fix the registered agent** if that was the trigger.
4. **Get tax clearance** — several states (Texas, Georgia and others) require a clearance letter from the revenue department before the SoS will reinstate.
5. **File the reinstatement application** — a separate form with a separate fee.
6. **Check your name** — if it was taken during the lapse, you'll need a variant.

Time limit: typically 2–5 years after dissolution. Past that you must form a new entity.

Relation back: most states provide that a successful reinstatement relates back to the dissolution date, as if it never happened — restoring your capacity to sue and generally eliminating the interim personal liability. Courts have found exceptions, so don't treat it as a guarantee.

5 Prevent it happening again

This takes five minutes and saves the whole problem:

- Put your **annual report date** and **franchise tax date** in your calendar with **45 days' notice**.
- Update your **registered agent address the day you move**.
- Once a year, **search yourself in the SoS database** exactly the way a customer or a bank would.

CHECK YOUR WORK

- [ ] You've looked yourself up on your state's official site.
- [ ] Status reads Active or Good Standing.
- [ ] Your registered agent and address are current.
- [ ] If you operate across state lines, you're qualified in both.
- [ ] Annual report and tax dates are calendared with 45 days' notice.

COMMON MISTAKES

- **A stale registered agent address.** The root cause of most dissolutions.
- **Assuming your accountant handles it.** Ask them explicitly. Many handle tax but not the SoS filing.
- **Texas franchise tax.** Separate from the SoS record and a common miss.
- **Waiting past the reinstatement window.** After 2–5 years you start over.

This fix is free. You can earn and keep any Agenarys Seal tier — including Platinum — without paying Agenarys anything beyond the audit itself. If you would rather have help doing it, we sell that. We never sell passage.

SOURCES & FURTHER READING

State Secretary of State business registries (see table)
Wolters Kluwer — Administrative Dissolution and Reinstatement of Business Entities

Agenarys · Operational Intelligence Audit · Standard v2026.1 Issued July 2026 · agenarys.com/guides/entity-standing

LEGAL INFORMATION

This guide provides general information, not legal advice. Laws and policies change. Confirm current requirements with qualified counsel before acting.

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