

**TITLE 4: ECONOMIC RESOURCES**  
**DIVISION 4: CORPORATIONS, PARTNERSHIPS AND ASSOCIATIONS**

**§ 4938. Effect of Failure to Obtain Certificate of Authority.**

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

(b) The failure of a foreign limited liability company to have a certificate of authority to transact business in the Commonwealth 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 the Commonwealth.

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

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

**Source:** PL 14-11, § 2 (1008).

**Commission Comment:** See the comment to 4 CMC § 4801 regarding PL 14-11.