

Registry of Legal Entities Now Available Online

ATTORNEYS

- Rubén Méndez-Benabe
- Ricardo J. García-Negrón
- Samuel T. Céspedes Jr.
- Antonio Escudero-Viera
- Adrián P. Goyco-Vera
- Diego R. Puello-Álvarez
- Jaime F. González-Suárez

PRACTICE AREAS

- Corporate

An McV Corporate Alert

July 21, 2022

The Registry of Legal Entities (the “Registry”) is now operative and available on the website of the P.R. Department of State, <https://www.estado.pr.gov/es/registro-de-personas-juridicas/>. The registration of legal entities is separate and distinct from the registration required to create corporations, limited liability companies, and other entities under Puerto Rico law.

The Registry was created by Art. 222 of the Civil Code of Puerto Rico, and it requires that every corporation, company, partnership, special partnership, foundation, and association created after November 28, 2020, register with the Registry as a prerequisite to be considered a separate legal entity. Therefore, any such entities created after November 28, 2020, must now register with the Registry to be recognized as a legal entity under Puerto Rico law.

The Request for Registration form must be filed via email. Once evaluated and processed by the P.R. Department of State, a Certificate of Registration will be issued, with the assigned Registry Number. There is a continuing requirement to update the Registry whenever any information provided in the application is modified or changed.

Although not literally provided for in Art. 222 of the Civil Code, the Secretary of State has determined that the registration requirement also applies to foreign legal entities conducting business in Puerto Rico. This requirement is independent of the requirement that foreign corporations and limited liability companies engaged in trade or business in Puerto Rico file with the Secretary of State for an authorization to conduct business in Puerto Rico.

The content of this McV Alert has been prepared for information purposes only. It is not intended as, and does not constitute, either legal advice or solicitation of any prospective client. An attorney-client relationship with McConnell Valdés LLC cannot be formed by reading or responding to this McV Alert. Such a relationship may be formed only by express agreement with McConnell Valdés LLC.