MARKETING & SEO

How To Incorporate A Business In Texas

PUBLISHED
November 25, 2026

REFERENCE
#1795583084225018

Introduction: Why Incorporate in the Lone Star State?

Texas has long been a powerhouse for business, offering a unique combination of a favorable tax climate, a massive consumer market, and a regulatory environment that encourages entrepreneurship. If you are reading this guide on **how to incorporate a business in Texas**, you are likely already aware that the state imposes no corporate income tax and no personal income tax, making it an attractive destination for both startups and established enterprises. However, beyond the tax advantages, incorporation provides essential legal protections: it separates your personal assets from your business liabilities, establishes credibility with customers and investors, and offers potential tax benefits such as deducting health insurance premiums and retirement contributions.

Whether you are a freelancer scaling up, a small business owner expanding, or an out-of-state entrepreneur seeking to establish a presence in Texas, understanding the incorporation process is critical. This guide walks you through every step—from choosing the right business structure to filing formation documents with the Texas Secretary of State, obtaining necessary permits, and maintaining compliance. By following these steps, you can incorporate confidently and avoid common pitfalls that delay or derail your business launch.

Step 1: Choose Your Business Structure

Before you file any paperwork, you must decide what type of legal entity best suits your needs. The structure you choose affects your personal liability, tax obligations, ability to raise capital, and ongoing administrative requirements. In Texas, the most common incorporated structures are:

- Limited Liability Company (LLC) – Offers liability protection with flexible management and pass-through taxation (no corporate tax at the entity level). Ideal for most small businesses.
- Corporation (C-Corp or S-Corp) – Provides strong liability protection and allows for issuing stock. C-Corps are subject to double taxation unless an S-Corp election is made. Best for businesses planning to seek venture capital or go public.
- Professional Entity (PLLC or PC) – Required for licensed professionals such as doctors, lawyers, accountants, and architects who must form a professional limited liability company or professional corporation.
- Nonprofit Corporation – For organizations with charitable, educational, or religious purposes; must apply for tax-exempt status.

Your choice should align with your long-term goals, risk tolerance, and industry requirements. For most entrepreneurs, the Texas LLC is the most popular and simplest structure when learning **how to incorporate a business in Texas**.

Why Most New Businesses Choose an LLC

The LLC offers the best of both worlds: the liability protection of a corporation and the tax simplicity of a sole proprietorship or partnership. Members of an LLC are not personally responsible for business debts and

lawsuits. Additionally, Texas LLCs do not require annual meetings or complex record-keeping (unlike corporations). The state also allows single-member LLCs. If you plan to operate alone or with a small team, the LLC is often the most cost-effective and straightforward path to incorporation.

Step 2: Reserve Your Business Name (Optional but Recommended)

Texas requires that your business name be distinguishable from any other entity name already on file with the Secretary of State. Before filing your formation documents, you can check name availability using the **Texas Secretary of State's online business entity search** tool. If you have a specific name in mind and are not ready to file immediately, you may reserve the name for 120 days by filing an **Application for Reservation of an Entity Name**and paying a $40 fee. Reserving a name is not required but can prevent someone else from taking your preferred name while you prepare your paperwork.

When selecting a name for your Texas business, remember that it must include an appropriate designator such as "LLC," "Limited Liability Company," "Corporation," "Inc.," or "Ltd." depending on your chosen structure. Also avoid words that imply a purpose not allowed by your entity (e.g., "bank," "insurance") unless you obtain special regulatory approval.

Step 3: Appoint a Registered Agent

Every business entity incorporated in Texas must maintain a **registered agent**– a person or company that agrees to receive legal documents, government notices, and service of process on behalf of your business. The registered agent must have a physical street address in Texas (P.O. Boxes are not acceptable) and be available during normal business hours. You can serve as your own registered agent, but many entrepreneurs choose a commercial registered agent service for privacy and convenience. If you operate from a home office, using a third-party agent helps keep your personal address off public records. The registered agent's name and address will be listed on your formation documents filed with the state.

Step 4: File the Certificate of Formation

The core step in **how to incorporate a business in Texas** is filing the appropriate formation document with the Texas Secretary of State. The document is called the **Certificate of Formation**, and you will use **Form 205** for a Texas LLC or **Form 201** for a Texas Corporation (for-profit). You can file online through the **SOSDirect** system, by mail, or in person. The filing fee for most entities is $300 for LLCs and $300 for corporations (as of 2025, but fees are subject to change; check the Secretary of State website).

The Certificate of Formation requires basic information:

- Entity name and purpose (can be a general statement like "any lawful business").
- Registered agent name and street address.
- Management structure (member-managed or manager-managed for LLCs; board of directors for corporations).
- Names and addresses of organizers (for LLCs) or incorporators and directors (for corporations).
- Duration (perpetual unless limited).
- For corporations, the number of authorized shares and a statement of par value.

Once filed and approved, the Secretary of State issues a stamped copy of your Certificate of Formation. Processing time varies: online filings are often processed within a day, while paper filings can take one to two weeks. Expedited processing is available for an additional fee.

Step 5: Create an Operating Agreement or Bylaws

Open Texas Agreement or a corporation to have Bylaws, having these internal documents is highly recommended. They define ownership percentages, roles, profit distribution, decision-making procedures, and how to handle disputes. A well-drafted operating agreement can prevent costly misunderstandings among members and protect your limited liability status in court. For single-member LLCs, an operating agreement is still beneficial because it demonstrates that you have a separate legal entity, which can strengthen your liability shield.

For corporations, bylaws are necessary to establish procedural rules for board meetings, shareholder meetings, officer duties, and voting rights. Even if you are the sole shareholder, having official bylaws shows that you are treating your corporation as a separate entity – a key factor if your liability protection is ever challenged.

Step 6: Obtain an EIN from the IRS

An **Employer Identification Number (EIN)** is your business's federal tax ID number. You need an EIN to open a business bank account, file taxes, hire employees, and apply for business licenses. Even if you are a single-member LLC with no employees, obtaining an EIN helps keep your personal and business finances separate. You can apply for an EIN for free online through the IRS website, and the number is issued immediately. It is a straightforward process that requires basic information about your entity, such as its name and the responsible party's Social Security number or ITIN.

Step 7: Register for Texas State Taxes and Permits

After incorporation, you must register with the **Texas Comptroller of Public Accounts** to handle state tax obligations. The primary forms are:

- Texas Franchise Tax: Texas imposes a franchise tax on most entities (including LLCs and corporations) that earn over a certain revenue threshold (currently around $2.47 million for most businesses). Even if you are below the threshold, you will need to file a no-tax-due report annually. You must register with the Comptroller to obtain a Texas Taxpayer Number and file periodic reports.
- Sales and Use Tax Permit: If you sell tangible goods or certain services in Texas, you must collect sales tax and remit it to the state. Apply for a sales tax permit through the Comptroller's website. This also allows you to purchase wholesale goods tax-free.
- Employer Taxes: If you have employees, you must register for Texas unemployment insurance tax with the Texas Workforce Commission and withhold payroll taxes.

Additionally, depending on your industry, you may need professional licenses (e.g., from the Texas Department of Licensing and Regulation, Texas Real Estate Commission, or Texas Medical Board). Check local city and county requirements for permits, zoning approvals, and signage regulations. Texas does not have a general state-level business license, but cities often do (such as a Dallas business permit or a Houston privilege tax).

Step 8: Publish Notice (for LLCs – Understand the Rule)

A unique requirement for Texas LLCs (but not corporations) is the **publication requirement**. Within 90 days of filing your Certificate of Formation, you must publish a notice of your LLC's formation in a local newspaper in the county where your registered office is located. The notice must run for two consecutive weeks. After publication, you must file a **Certificate of Compliance** (Form 507) with the Secretary of State, along with an affidavit from the newspaper publisher. This step is often overlooked but failure to comply can result in the suspension of your LLC's right to transact business in Texas. Many entrepreneurs use a service to handle this process, as the requirements vary by county.

Step 9: Comply with Federal and State Reporting

After you have incorporated, ongoing compliance is essential. At the federal level, some entities (including many LLCs and corporations) now need to file a **Beneficial Ownership Information (BOI) report** with the

Financial Crimes Enforcement Network (FinCEN) under the Corporate Transparency Act. This requirement applies to most corporations, LLCs, and similar entities formed after January 1, 2024. The report must be filed within 90 days of formation (or 30 days for entities formed in 2024 and beyond) and must list the personal details of anyone who owns or controls more than 25% of the company. Failure to file can result in heavy penalties.

At the state level, Texas requires that entities file an annual **Public Information Report (PIR)** (for corporations) or a **No-Tax-Due Report**(for LLCs and corporations) with the Comptroller each year. The report updates the state on your principal office address, management, and registered agent. You will receive a notice when it is due; the filing is free for entities below the franchise tax threshold.

Additionally, keep corporate records such as meeting minutes (if required by your structure), ownership certificates, and financial statements. While Texas does not require annual meetings for LLCs, a corporation must hold annual shareholder meetings and board meetings and document them in minutes.

Common Mistakes to Avoid When Incorporating in Texas

1. Choosing the wrong structure – For example, forming a C-Corp when you could use an LLC and avoid double taxation.
2. Using a personal address for the registered agent – This makes your home address public and exposes you to physical service of process at home.
3. Skipping the operating agreement – Without one, Texas default rules apply, which may not match your intentions (e.g., equal profit sharing among members).
4. Failing to publish the LLC notice – As noted, this is a common oversight that can lead to suspension.
5. Neglecting to file the Beneficial Ownership report – New federal penalties are significant.
6. Not obtaining an EIN early – Delays opening a bank account and hiring employees.
7. Mixing personal and business finances – Always use a separate bank account and credit card to preserve your liability shield.

Benefits of Incorporating in Texas: Beyond the Basics

When you understand **how to incorporate a business in Texas** properly, you unlock numerous advantages. The no-franchise-tax exemption for smaller revenue businesses keeps your costs low. Texas is also a "right-to-work" state with less restrictive labor laws. The state's strong economy, diverse workforce, and central location make it a hub for logistics and technology. Furthermore, Texas courts are generally business-friendly, and the legal system recognizes and respects the corporate veil when procedures are

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