Company formation: a Delaware LLC and an Uzbek MChJ

Forming a company in two jurisdictions, side by side: which requirements match, which diverge, and who the divergence actually affects.

Topic	US Norm	UZ Norm	Conclusion
Minimum founders	1 member (§ 18-101(8)). The certificate may be signed by an authorised person who is not a member (§ 18-201(a)).	1 person — a company may be founded by a single person (O‘RQ-1137, art. 8).	No difference: a sole founder is possible in both.
Maximum members	No statutory cap.	50. Exceeding it means reorganising into a joint-stock company or production cooperative within a year, failing which the company is liquidated by court order (art. 8).	Uzbekistan puts a legal ceiling on growth, and hitting it forces a change of form.
Minimum charter capital	None. A sole member may be admitted without making any contribution at all (§ 18-301(d)).	No general minimum (art. 15). But where foreign investment makes up at least 15% of the charter fund: **400m so‘m**, or **200m so‘m** for a company newly established in Karakalpakstan or Khorezm (Cabinet Res. 66, Annex 11; O‘RQ-598, art. 3). A lower figure is a ground for refusing registration.	The difference bites precisely on a foreign founder: Delaware sets no threshold at all, while in Uzbekistan a substantial one appears at 15%.
Deadline to pay in	Not applicable — no contribution is required.	In full within one year of state registration (art. 15). A company registering as a credit organisation: each participant contributes at least 30% beforehand. A participant who misses the deadline loses their share to the company (art. 23).	In Uzbekistan the declared charter fund is an obligation; Delaware has no such concept.
Registering authority	The Delaware Secretary of State (§ 18-201(a)).	Public Service Centres (Cabinet Res. 66, para. 2).	A single authority in both; no court or ministry approval is involved.
Timeframe	The company is formed at the moment the certificate is filed (§ 18-201(b)). The statute prices expedited tiers of 30 minutes, 1 hour, 2 hours, same day and 24 hours (§ 18-1105(b)).	Real time, within no more than 30 minutes (Cabinet Res. 66, Annex 3).	Both are fast, for opposite reasons: Uzbekistan automated a substantive check; Delaware does not run one.
State fee	**$70** — the statutory fee for the certificate of formation (§ 18-1105(a)(3)).	**1× BHM** — 412,000 so‘m as at 7 August 2026; 440,000 so‘m from 1 September 2026	The upfront fee is small on both sides. The divergence starts later — see row 10.

Verified by: Nurmukhammad Soyibnazarov · 2026-08-08

Sources: FinCEN — Beneficial Ownership Information Reporting — https://www.fincen.gov/boi; Investitsiyalar va investitsiya faoliyati to‘g‘risidagi Qonun (O‘RQ-598) — https://lex.uz/uz/docs/4664142; Mas’uliyati cheklangan jamiyatlar to‘g‘risidagi Qonun (O‘RQ-1137) — https://lex.uz/uz/docs/-8151376; Delaware Limited Liability Company Act, 6 Del. C. ch. 18 — https://delcode.delaware.gov/title6/c018/index.html; Davlat boji to‘g‘risidagi Qonun (O‘RQ-600) — https://lex.uz/uz/docs/4680944; Tadbirkorlik subyektlarini davlat ro‘yxatidan o‘tkazish tartibi to‘g‘risidagi nizom (VM 66-son) — https://lex.uz/uz/docs/3111347

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	This is not the all-in cost of forming a company: a registered agent charges separately.	(Oʻ RQ-600; PF-115). The same 1× BHM applies to an enterprise with foreign investment.	
Local director or founder required	No. "Person" covers natural persons and entities, "whether domestic or foreign" (§ 18-101(14)).	No. Article 8 imposes no citizenship or residence test. State bodies may not be participants unless legislation provides otherwise.	Neither system requires a local partner — unlike a number of jurisdictions in the region.
Address in country	A registered office in Delaware is mandatory; it "may but need not be a place of its business" there (§ 18-104(a)(1)).	No document proving the address is filed, but the address must exist in the tax and cadastre databases or registration is refused (Cabinet Res. 66, para. 40).	Both need an address, verified differently: Delaware supplies one through an agent, Uzbekistan checks yours against state databases.
Registered agent	Mandatory and continuing: an agent in Delaware receives service of process (§ 18-104(a)(2)). If the agent resigns and no successor is designated within 30 days, the certificate of formation is cancelled (§ 18-104(d)). The annual tax notice goes to the agent (§ 18-1107(d)).	No equivalent requirement.	The clearest structural difference. In Delaware it is a continuing obligation and a continuing cost; Uzbekistan has no such institution.
Founding documents	The certificate of formation only, with three items: the name; the registered office address and the agent's name and address; anything else the members choose to include (§ 18-201(a)). Members' names are not required. The LLC agreement is not filed and may be written, oral or implied (§ 18-101(9)).	The founding documents, in the state language — the only attachment listed for an ordinary privately-founded MChJ (Cabinet Res. 66, para. 12). Model forms are optional.	Both lists are shorter than most people expect. The difference is that Delaware never sees the internal agreement at all.
Notarisation	Not required. Executing the certificate constitutes an oath under the penalties of perjury; an authorisation to sign need not be in writing, sworn to, acknowledged or filed (§ 18-204(b), (d)).	The list of attachments in para. 12 contains no notarisation requirement.	Both took the notary out of registration, but placed their assurance differently: Delaware in a perjury oath, Uzbekistan in electronic identification.

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Remote formation by a non-resident	The certificate may be signed by an agent, and the authorisation need not be in writing (§ 18-204(b)); what is filed is a document.	The application is filed online, and since 21 July 2026 applicants in the USA may also use the us-uz.gov.uz platform (Cabinet Res. 66, para. 4). But where the founders include a person who is not an Uzbek citizen, the application must be signed with an ERI (para. 13). An ERI needs a PINFL first: the PINFL is obtained remotely through the e-Residency platform (three working days, free), while the ERI requires attending an Uzbek consulate abroad in person.	Delaware puts no legal obstacle in the way of forming remotely. In Uzbekistan the filing itself is remote, but getting to it involves one in-person step — a visit to a consulate.
Public visibility of owners	Members' names are not required in the certificate of formation (§ 18-201(a)), so they do not reach the public record. Federally: under the rule of 26 March 2025, entities created in the United States are exempt from reporting beneficial ownership information to FinCEN (checked 7 August 2026).	Participants are recorded in the Unified State Register of Business Entities — title to a share passes on the register entry (art. 21) — and register information is open except for data whose access is restricted by law (Cabinet Res. 66, Annex 2).	This is where the systems diverge most: Uzbekistan puts ownership on an open register, Delaware keeps it off the state record entirely. The FinCEN rule is an interim final rule and may change.

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