

Analysis of the Role of a Notary in the Establishment of Roliz Jaya Utama Limited Liability Company as a Pest Control Company

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Abstract. *This study aims to analyze the role of notaries in the process of establishing PT. Roliz Jaya Utama as a pest control company, the responsibilities of notaries in making the deed of establishment and submitting legal entity approval, as well as legal certainty regarding the company's activities. Inclusion and changes in pest control business activities in the company's articles of association. The study uses an empirical legal approach with analytical descriptive specifications. Data were obtained through literature studies, interviews, and documentation studies of company documents, then analyzed qualitatively. The results of the study indicate that the role of a notary does not stop at making authentic deeds, but includes formal examination of documents, clarification of the founders' wishes, preparation of the deed formulation, reading and signing of the deed, and submission of legal entity ratification. In the establishment of PT Roliz Jaya Utama, the deed of establishment Number 34 dated April 17, 2014 was made before Nurleila, SH, M.Kn. and the company obtained legal entity status through the Decree of the Minister of Law and Human Rights Number AHU-07649.40.10.2014 dated May 7, 2014. Pest control services are listed as the company's business activities. In 2023, there was a change in the articles of association through Deed Number 65 dated November 24, 2023 before Notary Redi Allo Padang, SH, M.Kn. which obtained the Minister's approval through Decree Number AHU-0073234.AH.01.02. YEAR 2023 Legal certainty is established through the connection between the deed of establishment, legal entity ratification, amendments to the articles of association, and Ministerial approval, while still distinguishing between corporate legality and operational legality of pest control.*

Keywords: *Company; Establishment; Legal; Liability; Notary.*

1. Introduction

A limited liability company (LLC) is a form of business entity widely used in economic activities in Indonesia. A limited liability company (LLC) has a legal status separate from its founders and shareholders. This separation allows the company to have its own assets, rights, obligations, and responsibilities. Therefore, the establishment process must be carried out in accordance with legal provisions to ensure legal certainty for the company, its founders, and third parties.

The establishment of a Limited Liability Company begins with an agreement between the founders, outlined in a deed of establishment. This deed contains the articles of association and other information, including the company's name and location, aims and objectives, business activities, capital, share distribution, and the composition of the Board of Directors and Board of Commissioners. The deed of establishment is then used as the basis for submitting a legal entity application to the Minister.

In this process, a notary plays a crucial role. Notaries not only document the founders' wishes in an authentic deed, but also verify the formal completeness of the document, help clarify agreements, provide legal explanations related to the deed, and ensure that the deed's wording does not conflict with legal provisions. This role is necessary to reduce errors and ambiguities that can lead to problems after the company is established.

The authority of a notary to make authentic deeds is derived from the Notary Law. Article 15 paragraph (1) of Law Number 2 of 2014 grants notaries the authority to make authentic deeds regarding acts, agreements, and determinations required by statutory regulations or desired by the parties. In exercising this authority, notaries are required to act honestly, carefully, independently, impartially, and protect the interests of the parties involved in the legal act.¹

The issue of defining business activities becomes even more crucial when a company operates a pest control service. This activity involves controlling pests and can involve the use of chemicals, occupational safety, health, and the environment. Therefore, the founders' desired business activities must be clearly defined in the articles of association.

The inclusion of pest control services in the deed of incorporation indicates that these activities have been agreed upon as part of the company's business activities. However, inclusion in the articles of association does not in itself prove that all operational requirements have been met. Corporate-level legality must

¹ Law of the Republic of Indonesia Number 2 of 2014 concerning Amendments to Law Number 30 of 2004 concerning the Position of Notary, in particular Article 15 and Article 16.

be distinguished from operational legality, which relates to, among other things, business permits, standard certificates, and sectoral requirements.

PT Roliz Jaya Utama is domiciled in East Kutai Regency, East Kalimantan Province. This company was established based on Deed of Establishment Number 34 dated April 17, 2014, drawn up before Nurleila, SH, M.Kn. The deed lists pest control services as one of its business activities. The company's capital is set at IDR 200,000,000.00, divided into 200 shares. Harun Rosyit took 140 shares and was appointed as Director, while Fatkhur Rozi took 60 shares and was appointed as Commissioner.

Based on an interview with Harun Rosyit, the company also allocated initial funds of Rp1,500,000,000.00 for facilities and operational needs. These funds are separate from the share capital of Rp200,000,000.00 stated in the deed. This study did not examine sufficient financial documents to determine whether these funds constituted a shareholder loan, additional financing, or had some other legal relationship. Therefore, the discussion is limited to the importance of distinguishing the company's capital stated in the deed from the funds used for operational activities.²

After the deed of establishment was made, PT Roliz Jaya Utama obtained legal entity status based on the Decree of the Minister of Law and Human Rights Number AHU-07649.40.10.2014 dated May 7, 2014. In 2023, the company amended its articles of association through Deed Number 65 dated November 24, 2023 made before Notary Redi Allo Padang, SH, M.Kn. The amendment obtained the Minister's approval through Decree Number AHU-0073234.AH.01.02. YEAR 2023.

The series of documents demonstrate that the 2014 establishment and the 2023 amendment to the articles of association constitute two distinct legal events. They also involve different notaries. Therefore, Notary Nurleila's role and responsibilities should be assessed based on actions during the 2014 establishment phase, while the 2023 documents are used to assess the development of the articles of association and the company's legal continuity.

Interviews with Nurleila, SH, M.Kn., and Harun Rosyit revealed that the establishment process did not encounter significant obstacles. The requested documents were submitted, the founders reached an agreement, and communication with the notary continued. However, the absence of practical obstacles does not necessarily resolve the legal issues. Further investigations are needed to determine how the notary's role is implemented, the extent of their responsibilities, and how the legal certainty of pest control business activities can be established through company documents.

²Results of an interview with Harun Rosyit, April 7, 2026 as the President Director of PT Roliz Jaya Utama

In the process of establishing a company, the role of a notary can be viewed from several perspectives. The legal role is evident in the creation of an authentic deed; the educational role is carried out through legal explanations to the founders; the administrative role is seen in the management and submission of establishment data; and the preventive role is carried out through formal document examination, clarification of the founders' wishes, and careful drafting of the deed.³

Previous research has discussed the authority of notaries in establishing companies, their accountability for deeds, legal entity administration, and the legal certainty of amendments to articles of association. However, these studies generally address the establishment or amendment stages separately. Research exploring the relationship between the deed of establishment, the legal entity ratification decision, changes in business activities, the involvement of two notaries at different times, and two ministerial decrees within a single case study of a pest control company is still limited.

The novelty of this research lies in the chronological and interrelated reading of four key documents of PT Roliz Jaya Utama: the deed of establishment, the decision to ratify the legal entity, the deed of amendment to the articles of association, and the decision to approve the amendment to the articles of association. This research also separates the authority of the two notaries based on the legal events they handle and distinguishes corporate legality from the operational legality of pest control activities. With these limitations, the conclusions are not extended to the licensing documents that were not examined.

The legal assessment is conducted based on the regulations in force when each event occurred. The establishment and ratification in 2014 are analyzed based on Law Number 40 of 2007 concerning Limited Liability Companies, Law Number 2 of 2014 concerning the Position of Notary, and Regulation of the Minister of Law and Human Rights Number 4 of 2014. The amendments to the articles of association in 2023 are analyzed based on the provisions of Limited Liability Companies in force at that time and Regulation of the Minister of Law and Human Rights Number 21 of 2021. Regulation of the Minister of Law Number 49 of 2025 is used to explain the development of company administration at the time the thesis was compiled and is not applied retroactively to actions in 2014 or 2023.

Based on the description, this study is directed to analyze the role of the notary in the establishment of PT Roliz Jaya Utama, the notary's responsibilities in making deeds and submitting legal entity approvals, as well as legal certainty regarding the inclusion and changes to pest control business activities in the

³Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies.

company's articles of association. On that basis, this study is entitled "Analysis of the Role of the Notary in the Establishment of the Limited Liability Company Roliz Jaya Utama as a Pest Control Company (Case Study of PT Roliz Jaya Utama)."

Based on this background, this research is directed to analyze three main issues, namely the role of the notary in the process of establishing PT Roliz Jaya Utama as a pest control company, the notary's responsibility in making the deed of establishment and submitting the legal entity approval, as well as legal certainty regarding the inclusion and changes to pest control business activities in the company's articles of association.⁴

2. Research Methods

Research methods⁵

A research method is a scientific method used to understand, examine, and provide answers to the problems being studied. In legal research, the method chosen must be tailored to the characteristics of the legal problem so that the data obtained can be analyzed accurately and produce accountable conclusions.

The research methods used in this research include the type of research, approach method, type and source of data, data collection method, and data analysis method.

Types of research

The type of research used in this study is empirical legal research or sociological juridical research. Empirical legal research examines applicable legal provisions and the reality of their implementation in society. This research is conducted by identifying facts related to the legal problem and then analyzing these facts based on relevant legal provisions.

Empirical legal research utilizes facts obtained from verbal behavior through interviews, actual behavior through observation, and documents or archives related to the research object. In this study, empirical data is used to determine how the notary's role was implemented in the establishment of PT. Roliz Jaya Utama as a pest control company.

In addition to examining the provisions regarding the authority and obligations of notaries, this study examines their implementation through interviews and documents. Data from the 2014 establishment was used to assess the role and

⁴Deed of Establishment of PT Roliz Jaya Utama Number 34 dated April 17, 2014; Decree of the Minister of Law and Human Rights Number AHU-07649.40.10.2014 dated May 7, 2014.

⁵The research method is summarized from Chapter I of the thesis, Research Method section, including the type of research, approach, data sources, data collection techniques, data validity, research limitations, and data analysis.

responsibilities of Notary Nurleila, while documents from 2023 were used to track the development and legal certainty of the company.

Approach Method

The approach used is a sociological-juridical approach with a case study design. The sociological-juridical approach connects the provisions of laws and regulations with the reality of their implementation.

The legal aspect is conducted by reviewing provisions regarding the position and authority of a notary, the preparation of authentic deeds, the establishment and ratification of a Limited Liability Company (LLC) legal entity, the company's capital and organs, and changes to its articles of association. The sociological aspect is conducted by examining the practice of establishing PT Roliz Jaya Utama through interviews and available documents.

The case study includes Deed of Establishment Number 34 dated April 17, 2014, Ministerial Decree Number AHU-07649.40.10.2014 dated May 7, 2014, Deed Number 65 dated November 24, 2023, and Ministerial Decree Number AHU-0073234.AH.01.02. YEAR 2023. The four documents are read chronologically to distinguish the stages of establishment, the birth of legal entity status, and changes to the articles of association.

Data Types and Sources

The research data consists of primary and secondary data. Primary data was obtained directly from sources, while secondary data was obtained through literature review and documentation.

a. Primary Data

Primary data was obtained through interviews with informants who were knowledgeable and directly involved in the research object. The informants were selected purposively because they were directly involved in the establishment process of PT Roliz Jaya Utama, namely:

Nurleila, SH, M.Kn., as the notary who made the Deed of Establishment of PT Roliz Jaya Utama Number 34 dated April 17, 2014. The interview was conducted on April 16, 2026.

Harun Rosyit, founder, shareholder, and Director of PT Roliz Jaya Utama. The interview was conducted on April 7, 2026, at the PT Roliz Jaya Utama office.

Interviews with a notary are used to obtain information regarding requested documents, identity verification, legal explanations, formulation of business activities, capital and shares, company structure, reading and signing of deeds, application for legal entity approval, and the limits of notary responsibility.

Interviews with the Director are used to determine the purpose of the establishment, the involvement of the founders, submitted documents, initial financing, communication with the notary, and the status of the establishment process.

b. Secondary Data

Secondary data is used as a legal and theoretical basis for analyzing primary data. Secondary data consists of primary legal materials, secondary legal materials, and tertiary legal materials.

Primary legal materials include the 1945 Constitution of the Republic of Indonesia, the Notary Law, the Limited Liability Company Law and its amendments, regulations regarding the administration of corporate legal entities, and other regulations related to the research object.

Secondary legal materials include books, scientific journals, previous research results, and other scientific works that discuss notaries, Limited Liability Companies, notary responsibilities, and legal certainty.

Tertiary legal materials include dictionaries, encyclopedias, and other supporting sources that help explain the terms used in the research.

In addition to the legal materials, the research uses corporate documents in the form of Deed of Establishment Number 34 dated April 17, 2014, Ministerial Decree Number AHU-07649.40.10.2014 dated May 7, 2014, Deed Number 65 dated November 24, 2023, and Ministerial Decree Number AHU-0073234.AH.01.02.YEAR 2023.

Method of collecting data

Data collection methods are the steps taken to obtain the data needed for research. In empirical legal research, data collection can be conducted through library research and field research. Data collection methods in this study include library research, interviews, and documentation studies.

Literature study

Literature studies are conducted by studying and reviewing laws and regulations, books, scientific journals, previous research results, and literature related to research problems.

Literature studies are used to gain an understanding of the authority and obligations of notaries, the creation of authentic deeds, the establishment and ratification of legal entities, changes to articles of association, and legal certainty of company documents.

The materials obtained through literature study are used as a basis for analyzing the conformity between the notary's actions in the establishment of PT. Roliz Jaya Utama and the applicable legal provisions.

Interview

Interviews are a data collection method involving questions and answers between researchers and informants to obtain information related to the research object. This study used semi-structured, free-form interviews. The researcher prepared the main questions but still gave the informants the opportunity to provide open answers and explanations. The interviews were conducted with a Notary in Sangatta and the management of PT. Roliz Jaya Utama in Sangatta.

Documentation Study

Documentation study was conducted on Deed of Establishment Number 34 dated April 17, 2014, Ministerial Decree Number AHU-07649.40.10.2014 dated May 7, 2014, Deed Number 65 dated November 24, 2023, and Ministerial Decree Number AHU-0073234.AH.01.02.YEAR 2023. The documents were compared chronologically to distinguish the facts of establishment, legal entity status, and changes to the articles of association.

Data Validity

Data validity was strengthened through source and technical triangulation. Nurleila, SH, M.Kn.'s statement was compared with Harun Rosyit's. The statements of both sources were then compared with deeds, ministerial decrees, and relevant legal provisions. Interviews were used to explain the process and experiences of the parties, while deeds and ministerial decrees were used to prove corporate data and the legal consequences recorded in the documents.

The research certificate and interview documentation were used as evidence of the research activities. This study does not claim to have conducted member checks because there was no confirmation sheet of interview results included in the research data.

Research Limitations and Delimitations

This research is limited to the establishment, legalization of the legal entity, listing of business activities, and amendments to the articles of association of PT Roliz Jaya Utama. The study did not examine the NIB, OSS data, standard certificates, technical permits, or sectoral permits. Therefore, the study cannot conclude whether the company's operational legality is complete or incomplete.

The research also did not examine the original minutes and complete protocol of Notary Nurleila. The obligation to keep minutes was discussed only as a

normative provision and was not assessed as verified fact. Furthermore, Notary Redi Allo Padang was not interviewed. The discussion of the 2023 amendments is therefore based on Deed No. 65 and the Ministerial Decree, not on an empirical assessment of all the notary's actions in drafting the amendment.

Interviews were conducted in 2026 to reconstruct the founding process that took place in 2014. This time gap may affect the accuracy of the interviewees' memories. To mitigate this limitation, interview information was compared with available corporate documents. The study used summaries of the interviews, not verbatim transcripts of the recordings.

The study did not examine sufficient financial documents to determine the legal status of the initial funds of Rp1,500,000,000.00. Therefore, the study only differentiated these funds from the share capital of Rp200,000,000.00 stated in the deed and did not determine its legal classification.

Data Analysis Methods

The data were analyzed qualitatively. Interviews, corporate documents, laws and regulations, books, and journals were grouped based on three problem formulations. The data were first analyzed according to their sources, then analyzed using the theories of authority and legal certainty, as well as regulations in effect in 2014 and 2023. The 2025 regulations were used as the context for legal developments at the time of the thesis's writing.

In presenting the results, the study differentiates between sources' statements, facts contained in deeds and ministerial decrees, normative provisions, and the author's analysis. This distinction is used to ensure that conclusions remain consistent with the evidence actually examined and do not go beyond the scope of the study.

3. Results and Discussion

3.1. The Role of a Notary in the Process of Establishing PT Roliz Jaya Utama as a Pest Control Company

PT. Roliz Jaya Utama was established based on Deed of Establishment Number 34 dated April 17, 2014, drawn up before Nurleila, SH, M.Kn., Notary of East Kutai Regency in Sangatta. The deed places the company's domicile in East Kutai Regency, East Kalimantan Province. Establishment through a notarial deed is the stage of establishing the legal relationship between the founders, while the company's legal entity status is obtained later based on a Ministerial decree.

In the case of PT. Roliz Jaya Utama, the legal entity status was obtained based on the Decree of the Minister of Law and Human Rights of the Republic of Indonesia Number AHU-07649.40.10.2014 dated May 7, 2014. Therefore, April 17, 2014 and May 7, 2014 have different legal functions. The first date is the date of the

deed of establishment, while the second date is the date of obtaining legal entity status. This difference is important because the company only has a legal status separate from the founders after the ratification decree is issued.

Based on Article 3 of the Deed of Establishment Number 34 dated April 17, 2014, the purpose, objectives, and business activities of PT. Roliz Jaya Utama include several fields, including construction, trade, land transportation, agriculture, workshops, and services. In the service sector, pest control services are listed. This listing indicates that activities related to pest control have been part of the founders' wishes since the company was founded, even though PT. Roliz Jaya Utama was not formed as a company with only one business activity.⁶

PT. Roliz Jaya Utama was founded by Harun Rosyit and Fatkhur Rozi. Harun Rosyit acquired 140 shares with a total nominal value of IDR 140,000,000.00, while Fatkhur Rozi acquired 60 shares with a total nominal value of IDR 60,000,000.00. The share ownership composition at the time of establishment was 70% for Harun Rosyit and 30% for Fatkhur Rozi. This clarity determines the position of each shareholder within the company's internal relations.

The authorized capital of PT. Roliz Jaya Utama is stated in the deed at IDR 200,000,000.00, divided into 200 shares with a nominal value of IDR 1,000,000.00 each. All of this capital is stated to have been placed and fully paid by the founders. This capital structure must be read in conjunction with the distribution of shares and the composition of the company's organs because all three illustrate the relationship between ownership, management, and supervision.

Based on an interview with Harun Rosyit, the company also allocated approximately IDR 1,500,000,000.00 for facilities and operational activities. This amount differs from the IDR 200,000,000.00 share capital stated in the deed. Because the research did not examine financial and corporate documents related to these funds, their legal status could not be further determined.

The deed of incorporation serves as a meeting point between the founders' identities, their intention to establish a legal entity, their business activities, their capital structure, their share distribution, and their organizational structure. Through this deed, Harun Rosyit and Fatkhur Rozi's business intentions are formulated in legal form, which is then used in the legal entity ratification process.

According to both sources, the establishment process did not encounter significant obstacles because the necessary documents were available, the founders' agreement was reached, and communication with the notary was good. This information illustrates the process the parties went through, but it

⁶Deed of Establishment of PT Roliz Jaya Utama Number 34 dated April 17, 2014

should still be read in conjunction with the deed and ministerial decree as primary legal evidence.

Nurleila, SH, M.Kn. explained that during the establishment process, she requested the founders' ID cards and NPWPs, verified their names, addresses, and identity data, and then explained the contents of the deed, the company's purpose and objectives, business activities, capital structure, share distribution, and the positions of Directors and Commissioners. This information demonstrates the implementation of a formal examination and the provision of legal explanations in the establishment of PT. Roliz Jaya Utama.⁷

In the pre-deed preparation phase, the notary's role begins by obtaining the founders' wishes and identifying the legal actions to be undertaken. The notary's authority to prepare authentic deeds and provide legal advice related to deed preparation stems directly from the Notary Law. Based on this authority, the notary must understand the founders' goals before drafting the deed.

Nurleila's educational role is evident in her statement that before the deed was signed, the founders received an explanation of the deed's contents, intent and purpose, business activities, capital structure, share allocation, and the positions of Directors and Commissioners. This explanation is crucial for the founders to understand the differences between shareholder rights, the authority of the Board of Directors, and the supervisory function of the Commissioners.

The preventive role is evident when the notary requests clarification regarding capital, shares, company organs, and business activities before they are outlined in the deed. The founders determine the amount of capital and share distribution, while the notary ensures that the number of shares, their nominal value, and ownership are consistently formulated. Pest control services are also included based on the founders' wishes.

Regarding capital, a notary is not authorized to determine the amount of capital to be allocated to the founders. Nor may a notary alter the distribution of shares based on his or her own judgment. The notary's role is to ensure that the will regarding capital and shares is clear, formulatable, and does not create contradictions between Article 4, the share allocation section, and the shareholder structure. The literature on notarial accountability emphasizes that the contents of the deed are essentially derived from the statements of the parties, while the notary is responsible for the formal process and legal formulation of the deed.

Regarding business activities, the notary must obtain a sufficient description of the founders' desired activities. Deed No. 34 uses the term "pest eradication

⁷Results of Interview with Nurleila SH M.Kn., April 16, 2026, and corporate documents of PT Roliz Jaya Utama which were examined in the research

services" for activities related to pest control. This formulation provides the basis for pest control activities in the articles of association, while fulfilling operational requirements falls outside the founding stage and does not alter the deed's role as the basis for determining the company's business activities.

After the elements of the establishment are sufficiently clear, the notary drafts the deed of establishment based on the information and agreement of the founders. The deed of establishment of PT. Roliz Jaya Utama contains the name and domicile, term, purpose and objectives, business activities, capital, shares, company organs, and other provisions of the articles of association. This structure demonstrates that the notary does not simply transfer identity data but also establishes relationships between provisions to form a coherent corporate document.

In Deed No. 34, the total of 140 shares owned by Harun Rosyit and 60 shares owned by Fatkhur Rozi amounts to 200 shares. The nominal value of both is also IDR 200,000,000.00. This arithmetic and legal consistency provides certainty regarding initial ownership and serves a preventive function by reducing the possibility of differing claims regarding capital participation.

One important procedure is the reading of the deed. Nurleila explained that the deed was read before being signed, and the founders were given the opportunity to review the contents and submit corrections. This statement aligns with the closing section of Deed No. 34, which contains a clause requiring reading and signing by the parties, witnesses, and notary.

The notary's role at this stage is evident in the deed's substance's accuracy with the founders' agreement, consistency between capital, shares, organs, and business activities, and adherence to reading and signing procedures. These three elements determine the deed's ability to serve as evidence and prevent disputes.

The notary's role in establishing PT. Roliz Jaya Utama did not end with the signing of the deed. Following the signing, the establishment data was used to submit a legal entity application to the Minister. The results of this process are evidenced by Ministerial Decree No. AHU-07649.40.10.2014 dated May 7, 2014. This decree serves as concrete evidence that the establishment process has progressed from the creation of the deed to the birth of legal entity status.

Deed No. 34 and the ratification decree indicate a correspondence between the company name, the date and number of the deed, and the name of the notary. The Ministerial Decree issued on May 7, 2014, refers to the establishment of PT. Roliz Jaya Utama based on Deed No. 34 dated April 17, 2014. The relationship between the two documents is clearly traceable.

The Ministerial Decree establishes PT. Roliz Jaya Utama as a legal entity. This status differs from fulfilling operational requirements for pest control activities, which are not part of the legal entity's certification process. The notary's role at this stage relates to the data submission and company certification process.

The theory of authority is used to examine the origin of a notary's authority, the actions they can perform, and their limits. The authority to create authentic deeds is attributable because it is granted directly by the Notary Law. In contrast, the power of attorney from the founders only serves as the basis for the notary to represent them in legal entity administrative filings.

In establishing PT. Roliz Jaya Utama, this authority was exercised through the receipt and examination of data, the provision of legal explanations, the preparation of Deed No. 34, the reading and signing of the deed, and the submission of the legal entity's approval. This sequence demonstrates that the notary's role extends from the preparation stage through the administrative process after the deed is signed.

Based on interviews and documents, Notary Nurleila's roles can be divided into four categories. Her legal role is evident in the creation of authentic deeds; her educational role in explaining the contents and legal consequences of deeds; her administrative role in managing and submitting data; and her preventive role in verifying identity and confirming capital, shares, organs, and business activities. From an Islamic perspective, the careful and impartial exercise of authority also reflects the principle of trust.

Based on the above description, Notary Nurleila plays a role in linking the founders' wishes with the legal form of a Limited Liability Company. Her role is crucial, but it does not replace the founders' business decisions or the Minister's authority. Therefore, the answer to the first problem formulation is that the notary's role in establishing PT. Roliz Jaya Utama includes the preparation stage, drafting the deed, and submitting the legal entity approval application within the limits of her official authority.

3.2. Notary's Responsibilities in Drafting Deeds of Establishment and Submitting Legal Entity Approval Applications

A notary's liability in establishing a Limited Liability Company is inherent in the exercise of his or her authority and obligations, from document review to the submission of the legal entity's approval. This liability does not arise solely from the notary's actions during the establishment process, but rather from any demonstrable breach of obligation that results in a loss and is causally related to the notary's actions.

Deed of Establishment Number 34 dated April 17, 2014 proves that the will of Harun Rosyit and Fatkhur Rozi is stated in an authentic deed, including the name

and domicile of the company, business activities, capital, shares, and the composition of the Board of Directors and Commissioners. This process then resulted in the Decree of the Minister of Law and Human Rights of the Republic of Indonesia Number AHU-07649.40.10.2014 dated May 7, 2014. This series shows that the notary's responsibility includes the accuracy of the preparation of the deed and the appropriateness of administrative actions that connect the deed with the ratification of the legal entity.

In the pre-deed preparation phase, identity, data, and document verification are the basis for the deed's preparation. Notaries are required to act honestly, thoroughly, independently, impartially, and safeguard the interests of all parties. Notaries are also authorized to provide legal advice related to deed preparation. In the context of establishing a company, due diligence is demonstrated through verification of identity, competence, authority to act, document conformity, and the clarity of corporate data to be included in the deed.

Based on the interview results, Nurleila requested ID cards (KTP) and Taxpayer Identification Numbers (NPWP), verified the founders' identities, explained the elements of the deed, helped formulate pest control services, ensured capital and share distribution were in accordance with the agreement, read the deed, and submitted the approval based on the founders' power of attorney. This information was used as empirical data to assess the implementation of formal obligations in the case under study.⁸

The obligation to act diligently is also reflected in the accuracy of the founders' identities. Deed of Establishment No. 34 uses the name Harun Rosyit, so the identity in company documents must adhere to that official data. Consistency of identity is essential for legal certainty and orderly corporate administration.

In addition to verifying identity and document information, a notary is responsible for obtaining clarity regarding the company's fundamental elements. These elements include the amount of capital, the nominal value of the shares, the number of shares subscribed by each founder, and the composition of the Board of Directors and Board of Commissioners. Clarity is necessary because each element creates different rights, obligations, and authorities within the company's internal relationships.

Based on Deed of Establishment Number 34, the company's capital is IDR 200,000,000.00 and is divided into 200 shares with a nominal value of IDR 1,000,000.00 per share. Harun Rosyit took 140 shares worth IDR 140,000,000.00, while Fatkhur Rozi took 60 shares worth IDR 60,000,000.00. This composition results in 70% and 30% ownership. The notary is responsible for ensuring that

⁸Results of Interview with Nurleila SH M.Kn., April 16, 2026, and corporate documents of PT Roliz Jaya Utama which were examined in the research

the figures, number of shares, and nominal value correspond mathematically and legally.

Clarity about capital and shares is important because shares form the basis of ownership and shareholder rights. Corporate law literature explains that capital, as stated in the articles of association, serves as the legal structure for participation, while funds used to finance business activities can have different sources and legal status. Therefore, notaries must use the term "capital" accurately and not equate all business funds with share capital.

Both sources distinguished between the financing of facilities and operational activities and the share capital of IDR 200,000,000.00 stated in the deed. For notaries, it's crucial to ensure the terminology used in the deed doesn't create the impression that all business funds constitute share capital.

A notary's responsibilities also include defining the relationship between share ownership and the position of the company's organs. The deed designates Harun Rosyit as Director and Fatkhur Rozi as Commissioner. A shareholder's position is distinct from a Director's or Commissioner's position. Misdifferring from these two capacities can lead to confusion regarding voting rights, management authority, and supervisory functions.

Deed No. 34 also lists pest control services as one of the company's business activities. When drafting the deed, the notary is responsible for ensuring that these activities are included in a clearly defined statement of the company's intent, objectives, and business activities. However, this responsibility does not equate to ensuring that all technical requirements for running the business have been met.

Once the data and agreement are obtained, the notary's responsibility shifts to drafting the deed. The notary must translate the founders' wishes from practical language into a clear, consistent legal formulation that does not conflict with statutory regulations. This stage demonstrates that the notary is not merely a typist, but an official responsible for the formal construction of the deed.

In Deed No. 34, the elements of the establishment are outlined in the articles of association and the closing statement regarding the acquisition of shares and the appointment of company organs. This structure provides a logical relationship between business objectives, capital, shares, and management. The notary's responsibility is to ensure there are no contradictions between these sections.

Drafting a deed also requires precise terminology. Mistakes in naming authorized capital, issued capital, paid-in capital, directors, commissioners, or shareholders can result in different legal consequences. In the context of PT. Roliz Jaya Utama, the use of precise terminology is necessary to prevent operational financing from being interpreted as the share capital stated in the deed.

After the deed is drafted, a reading is an essential part of the notary's responsibilities before signing. Through a reading, the contents of the deed that have been formulated are returned to the parties for review and understanding. The reading ensures that consent is given not only to the document's existence, but also to the legal acts outlined within it.

The Notary Law requires that the deed be read before the notary in the presence of witnesses, followed by the notary, signing the deed simultaneously by the notary, witnesses, and the notary, unless expressly permitted by law. Compliance with these procedures is part of the notary's formal responsibilities and directly related to the deed's authenticity.

After the deed is signed, the process continues with the application for legal entity approval. At this stage, the notary acts under the founders' authority to enter the company's data through the Legal Entity Administration System. This action is administrative in nature, but still has a legal dimension, as the data must be derived from the authentic deed and consistent with the supporting documents.

The notary's role in the legal entity administration system is related to legal certainty. Input errors can result in discrepancies between the deed and the company register, necessitating corrections and compromising the reliability of the legal entity's information. Therefore, the notary's responsibility includes double-checking before submitting the application.

The Limited Liability Company Law stipulates that a company acquires legal entity status upon the issuance of a Ministerial Decree. The application is submitted by the founders, either jointly or through their proxies, to the Minister through the prescribed system. At this stage, the notary acts as the proxies who submit the data, not as the official who establishes the legal entity.

In the case of PT. Roliz Jaya Utama, Ministerial Decree Number AHU-07649.40.10.2014 was issued on May 7, 2014. This document proves that the ratification process resulted in legal entity status. The date of the decree must be distinguished from the date of the deed of April 17, 2014, to avoid any confusion regarding the birth of the company's status as a legal subject.

The notary's responsibility during the application stage is to ensure that the application and submitted data comply with the deed. The authority to accept, review administratively, and issue decisions rests with the Minister. Therefore, the notary is not responsible for the content of the decision as a governmental action, but may be held accountable if errors in the submitted data arise from negligence in the performance of their duties.

A notary's liability does not arise solely from a deed or loss. Civil liability requires a breach of duty, error or negligence, loss, and a causal relationship.

Administrative and ethical liability relate to violations of official obligations or codes of ethics, while criminal liability can only be imposed if the elements of a crime are proven.

The limits of a notary's responsibilities must be determined based on the scope of their position and the actions they perform. A notary is responsible for the authority and obligations related to the preparation of deeds, the maintenance of protocols, and administrative actions carried out under their authority. A notary is not responsible for all business consequences arising after the company is established.

The second boundary lies in the separation between the founders' decisions and their legal formulation. Capital size, share allocation, election of Directors and Commissioners, and choice of business activities are all decisions of the founders. A notary ensures that these decisions do not conflict with the law and are clearly formulated in the deed without usurping the founders' authority.

The third boundary is the separation between the formation of a legal entity and the management of the company. Once legal entity status is obtained, the Board of Directors is responsible for managing the company for its interests. Pest control operations, the use of pest control equipment or materials, customer relations, and workforce management are the responsibility of the Board of Directors, not the notary.

PT Roliz Jaya Utama's NIB, OSS data, standard certificates, and sectoral permits are not examined in this section. The inclusion of business activities in the deed is therefore distinct from the technical implementation of the business, so this description does not assess the completeness or incompleteness of the company's operational legality.

The fourth deadline relates to the 2023 amendment to the articles of association. The deed of amendment was drawn up by Notary Redi Allo Padang, SH, M.Kn., not Notary Nurleila. Therefore, the accuracy of the amendment process and its approval submission are the responsibility of the officials and parties involved, while Notary Nurleila is assessed based on the 2014 establishment.

Within this authority, notary liability can be discussed in administrative, civil, criminal, and ethical law. This division does not mean that a single event necessarily gives rise to all forms of liability simultaneously. Each form has different elements, procedures, and legal consequences.

Civil liability generally requires fault or negligence, loss, and a causal relationship. Losses arising after the deed is drawn up do not automatically become the notary's responsibility. It must be proven that the loss arose from a breach of the notary's obligations, not solely from the actions of the parties or business risks.

Legal accountability must be based on demonstrable facts. Literature on Limited Liability Company deeds emphasizes that the assessment must take into account authority, fault, causality, and the boundaries between the witness's testimony and the notary's actions.

The theory of authority places the responsibility of a notary as a consequence of the authority granted by law. Notaries are responsible for actions within the scope of their office, particularly formal examinations, the preparation and officialization of deeds, and the accuracy of data submitted under the founders' authority.

In the case of PT. Roliz Jaya Utama, interviews revealed a review of ID cards (KTP) and tax identification numbers (NPWP), identity verification, explanation of the deed's contents, formulation of business activities, confirmation of capital and shares, reading of the deed, and submission of approval. Deed No. 34 and the Ministerial Decree dated May 7, 2014, indicate that this process resulted in a deed of establishment and legal entity status.

Based on the available data, Notary Nurleila's responsibility in establishing PT. Roliz Jaya Utama lies in formal accuracy, clarity of deed formulation, implementation of deed preparation procedures, and conformity of the validation data with the deed. In the aspects examined, no indication of inconsistency with her formal authority and obligations was found. This conclusion is limited to the documents and interviews examined and does not rule out the possibility of other facts beyond the research.

3.3. Legal Certainty Regarding the Listing and Changes to Pest Control Business Activities

The deed of incorporation is a written basis containing the articles of association and other information regarding the formation of a Limited Liability Company. The articles of association regulate the company's basic elements, including the company's name and location, aims and objectives, business activities, capital, shares, and organizational structure. Because they are set out in an authentic deed, the articles of association serve as important evidence of the founders' agreement and the limits of the company's corporate activities.

Based on Deed of Establishment Number 34 dated April 17, 2014, PT. Roliz Jaya Utama is domiciled in East Kutai Regency. Article 3 of the deed outlines several business activities, including construction, trade, land transportation, agriculture, workshops, and services. Pest control services are listed in the services category.

The inclusion of pest control services demonstrates that pest control activities have been part of the founders' intentions since the company was formed. The term "pest control" is used to describe the function of pest control or eradication activities, while the official definition in the deed is "pest eradication services."

The use of this term must adhere to the deed to ensure the analysis does not deviate from the authentic documents that serve as the primary source.

A written formulation of pest control services serves a preventive purpose because it reduces the risk of differences in understanding among the founders regarding the activities permitted by the company. An authentic deed also provides a basis for proof if questions arise about whether these activities were agreed upon at the time of the company's founding.

From a legal certainty perspective, the formulation of business activities must be clear enough to identify the intended object and its legal consequences. In Deed No. 34, the object is pest control services, which are identified as part of the company's business purposes, objectives, and activities. The formulation does not have to outline all technical aspects, but it must be recognizable and not open to conflicting interpretations.

The difference between these two dates provides certainty regarding the sequence of legal events. The deed of incorporation demonstrates the founders' agreement and the contents of the articles of association, while the ministerial decree demonstrates the state's recognition of the company as a separate legal entity. The consistency of the deed and the administrative filing ensures that the legal entity's information is clear.

The 2014 document clearly demonstrates two things: pest control services have been included in the articles of association since its inception, and PT. Roliz Jaya Utama obtained legal entity status on May 7, 2014. This certainty is at the corporate level. The deed of incorporation and ratification decree do not provide a basis for assessing whether the operational requirements for a pest control business are complete.

The development of the company's business activities did not stop with the deed of establishment in 2014. On November 23, 2023, an Extraordinary General Meeting of Shareholders of PT. Roliz Jaya Utama was held. The meeting's decisions were then outlined in the Deed of Statement of Decisions of the Extraordinary General Meeting of Shareholders Number 65 dated November 24, 2023, drawn up before Redi Allo Padang, SH, M.Kn., Notary of East Kutai Regency.

Deed Number 65 refers back to Deed of Establishment Number 34 dated April 17, 2014 and Ministerial Decree Number AHU-07649.40.10.2014 dated May 7, 2014. The deed also states that there are no other deeds that change the deed of establishment before the 2023 amendment. Based on the series of available documents, Deed Number 65 is the first traceable amendment to the articles of association.

Amendments to the articles of association arise from a resolution of the GMS and are subsequently stated in a notarial deed in Indonesian. This structure ensures that the notary does not unilaterally create changes but rather authenticates the decisions of the company's organs and ensures compliance with formal requirements.

The amendment to Article 3 contains a broader and more detailed scope of business than the deed of establishment. Among the activities listed are general building cleaning, building and other industrial cleaning, chemical trade and pest control, and services for fertilization, seedling planting, and pest and weed control. This description indicates several activities substantially related to pest control, although they are placed in different business activity groups.

The amendment obtained the Minister's approval based on Decree Number AHU-0073234.AH.01.02. year 2023 concerning Approval of Amendments to the Articles of Association of the Limited Liability Company PT. Roliz Jaya Utama. The decree was issued based on the application of Notary Redi Allo Padang, SH, M.Kn., on a Copy of Deed Number 65 dated November 24, 2023 with registration number 4023112464242430.

Ministerial approval links the company's internal decisions with the state's legal entity administration. To ensure certainty for shareholders and third parties, the contents of the deed of amendment and the data processed through the legal entity system must remain consistent.

A deed of amendment allows a company to adjust its internal activities and regulations without losing its legal identity. A notary public authenticates GMS decisions, while ministerial approval provides administrative recognition for changes that require approval by law.

The 2014 establishment and 2023 amendments involved two notaries in separate events. Nurleila, SH, M.Kn., drafted the deed of establishment, while Redi Allo Padang, SH, M.Kn., drafted the deed of amendment. Their respective responsibilities follow the deeds and actions they handle. Because Notary Redi Allo Padang was not interviewed, this study does not empirically assess the entire process of drafting Deed Number 65.

The legal status of PT. Roliz Jaya Utama can only be fully understood when the deed of establishment and the deed of amendment are read together. The deed of establishment outlines the initial agreement and structure of the company, while the deed of amendment outlines the articles of association that were subsequently adjusted. A joint reading is necessary to understand which provisions remain in effect and which have changed.

The two ministerial decrees serve different purposes. Decree No. AHU-07649.40.10.2014 validates the legal entity of PT. Roliz Jaya Utama, while Decree

No. AHU-0073234.AH.01.02. YEAR 2023 approves amendments to the articles of association. This discrepancy indicates that the ministers are addressing two different legal issues.

The Limited Liability Company Law distinguishes between establishment, amendments to the articles of association, and the effective date of the amendments. Establishment requires a deed and legal entity approval, while amendments must be approved by a GMS and documented in a notarial deed. Certain amendments take effect after obtaining Ministerial approval, while others are subject to a notification mechanism.

The relationship between documents provides certainty regarding legal subjects, the substance of business activities, and change procedures. PT. Roliz Jaya Utama remains a legal entity established in 2014; pest eradication and control activities can be traced from the deed of establishment to the deed of amendment; and GMS decisions have been documented in a notarial deed and processed through the legal entity administration.

Document consistency is also important for third parties. Creditors, business partners, and government agencies require reliable company information. If the contents of the deed differ from the registered data, third parties may receive erroneous information, and the company will face difficulties in proving its case. Consistency between the deed and the company register is therefore essential for corporate legal certainty.

Each stage involves organs or officials with different authorities. The founders agree to the formation of the company, the GMS decides on changes, the notary documents the will or decision in an authentic deed, and the Minister issues ratification or approval according to their authority. This division ensures that no one party takes over functions.

Legal certainty arises from the exercise of complementary authorities. Notaries maintain clarity of formulation and data consistency, the founders and company organs are responsible for the decisions and information provided, and the Minister is responsible for administrative decisions within his or her jurisdiction.

The certainty obtained from this set of documents is at the level of deeds, articles of association, and legal entity status. Operational permit documents were not reviewed, so the discussion does not extend to fulfilling technical permits for pest control activities. This boundary ensures that conclusions align with the available evidence.

The theory of legal certainty is used to assess six aspects: clarity of legal basis, clarity of identity and data, consistency between documents, certainty of time and legal consequences, division of authority, and continuity of business

activities. The assessment was conducted on Deed No. 34, the 2014 ratification decision, Deed No. 65, and the 2023 amendment approval decision.

At the founding stage, legal certainty is evident in Deed No. 34, which outlines the founders' identities, domicile, capital, shares, organizational structure, and pest control services as a business activity. The legal entity status was then established on May 7, 2014, based on a Ministerial Decree. Therefore, the date of the deed and the date of birth of the legal entity serve different purposes.

The four documents examined can be linked through the company name, deed number and date, shareholder structure, company organs, and references to previous documents. No apparent contradictions were found in the research materials between these elements. The division of authority is also clear: the founders and the General Meeting of Shareholders make decisions, the notary documents them in the deed, and the Minister issues ratification or approval.

Based on the above description, legal certainty regarding the pest control business activities of PT. Roliz Jaya Utama is formed through a sequential relationship between the deed of establishment, the decision to ratify the legal entity, the deed of amendment, and the Minister's approval decision. Pest control services can be traced back to 2014, while the formulation of business activities that apply after the amendment follows Article 3 of Deed Number 65. This conclusion answers the formulation of the third problem at the level of the articles of association and legal entity status, not on the completeness of operational permits.

4. Conclusion

Based on the research results and discussion, the conclusions in this study are as follows: The role of Notary Nurleila, SH, M.Kn. in the establishment of PT. Roliz Jaya Utama lasted from the preparation stage to the submission of legal entity approval. Before the deed was made, the notary requested and verified the identity documents of the founders, then provided an explanation regarding the contents of the deed, business activities, capital, share distribution, and the positions of Directors and Commissioners. The agreement between Harun Rosyit and Fatkhur Rozi was then stated in the Deed of Establishment Number 34 dated April 17, 2014, including the inclusion of pest control services as one of the business activities. Based on a copy of the deed and statements from sources, the deed was read before being signed and the founders were given the opportunity to review its contents. After that, the notary submitted a request for approval based on the power of attorney of the founders until the issuance of the Decree of the Minister of Law and Human Rights of the Republic of Indonesia Number AHU-07649.40.10.2014 dated May 7, 2014. This series shows the legal, educational, administrative, and preventive roles. The role of a notary remains limited to the authority of his/her position because decisions regarding capital,

shares, management structure and business activities come from the founders, while the company's operational activities are outside the notary's responsibility. A notary's responsibilities relate to the exercise of his or her authority and obligations, particularly in the formal examination of identity and documents, the formulation of the founders' wishes, the accuracy of the relationship between capital, shares, company organs, and business activities, the implementation of deed-making procedures, and the conformity of data submitted in the ratification process. A notary is responsible for matters that can be reasonably examined, but is not responsible for material information concealed by the parties, the founders' business decisions, the operational activities of the Board of Directors, or ratification decisions that fall under the authority of the Minister. Legal responsibility can only be imposed if there is evidence of a breach of obligation or authority, error, loss, and a causal relationship. Based on the available documents and information, there was no indication of non-conformity in the implementation of Notary Nurleila's duties with the formal authority and obligations analyzed. However, this conclusion is limited because the study did not examine the original minutes, the complete notary protocol, the Legal Entity Administration System log, or all communications that occurred in 2014. Legal certainty regarding the inclusion and changes to pest control business activities is established through the relationship of four corporate documents. Deed of Establishment Number 34 dated April 17, 2014, lists pest control services as part of the company's business activities, while Ministerial Decree Number AHU-07649.40.10.2014 dated May 7, 2014, ratifies the legal entity status of PT. Roliz Jaya Utama.⁹The amendment to Article 3 was then stipulated in Deed Number 65 dated November 24, 2023, and obtained approval based on Ministerial Decree Number AHU-0073234.AH.01.02. YEAR 2023. Historically, pest control activities can be traced from the deed of establishment to the deed of amendment. Normatively, after the Minister's approval is issued, the formulation of Article 3 in Deed Number 65 becomes the applicable provisions of the articles of association and replaces the previous formulation of Article 3. Based on these four documents, the company's identity, share distribution, organ composition, and relationships between changes can be traced consistently. This certainty is at the corporate level and cannot be used to conclude the completeness of technical permits or the legality of the Company's operations.

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