



CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION

SECRETARY OF STATE
SFN 13100 (7-2012)



FOR OFFICE USE ONLY

System ID Number	
WO Number	
Filed	By

1A. The application **MUST** be accompanied by **ALL** of the following:

- Filing fee of \$145 if a **Foreign Business or Professional Corporation**
- Filing fee of \$50 if a **Foreign Nonprofit Corporation**
- **Current CERTIFICATE OF GOOD STANDING OR CERTIFICATE OF EXISTENCE** verifying corporate existence certified by the incorporating officer of the state or country of incorporation.

B. The following **MAY** be required:

- Certificate of Professional License from the North Dakota licensing board for the profession
- Signed Consent to Use Business Name and fee of \$10
- Trade Name Registration and fee of \$25

SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code Section 10-19.1-135 or 10-33-125.

2. Type of Corporation Applying for Certificate of Authority (check one)		
<input type="checkbox"/> Foreign Business	<input type="checkbox"/> Foreign Professional	<input type="checkbox"/> Foreign Nonprofit

3A. Name of Corporation EXACTLY as it appears on Certificate of Good Standing or Certificate of Existence from State or Country of Origin	B. Federal ID Number
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C. If applicable, provide the trade name and complete the Trade Name Registration form if:

- a) The corporate name in number 3A is not in the form as required of corporations in North Dakota.
- b) The Secretary of State has notified the corporation that its corporate name is the same or deceptively similar to a name already registered, and the corporation is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota.
- c) The corporation does not wish to use or protect its corporate name in North Dakota and chooses to use a name other than its corporate name.

4. **Complete** Mailing Address of Principal Executive Office (Street/RR, PO Box, City, State, ZIP+4) **Address cannot only be a post office box.**

5A. STATE or Country Where Incorporated	B. EXACT Date Incorporated (M/D/Y)	C. Duration of Corporation <input type="checkbox"/> Perpetual <input type="checkbox"/> Other - Specify (M/D/Y):
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D. Telephone Number	E. Toll-free Telephone Number
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6A. Name of Commercial Registered Agent in <u>North Dakota</u>	6B. Name of Noncommercial Registered Agent in <u>North Dakota</u>
OR	

6C. Address of **Noncommercial** Registered Agent in North Dakota (Street/RR, PO Box, City, State, ZIP+4) **Address cannot only be a post office box.**

7. Nature of Business or Activities the Corporation Intends to Conduct in North Dakota

8. OFFICERS AND DIRECTORS OF THE CORPORATION							
OFFICER	Check box if Officer also serves as Director	NAME	Street/RR	PO Box	City	State	ZIP+4
PRESIDENT	<input type="checkbox"/>						
VICE PRESIDENT	<input type="checkbox"/>						
SECRETARY	<input type="checkbox"/>						
TREASURER	<input type="checkbox"/>						
DIRECTOR							
DIRECTOR							

9. "The undersigned, a person authorized by the corporation to sign this application, knows the contents, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 3A, 5A, 5B, 6A, 6B and 6C if not correctly reflected. I understand that if I make a false statement in this document, I may be subject to criminal penalties."

Signature	Date
10. Name of Person to Contact about this Document	Email Address
	Daytime Telephone Number and Extension, if any

CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION

No foreign corporation may transact business, or conduct affairs, in North Dakota, **OR** obtain any license or permit required by North Dakota law, until the corporation has obtained a Certificate of Authority from the Secretary of State.

Instructions: The following numbered instructions correspond to the numbers on the form.

- 1A. The application for Certificate of Authority **MUST** be accompanied by **ALL** of the following **before the Certificate of Authority can be issued**:
 - **FILING FEE** of \$145 if a foreign business or professional corporation, OR \$50 if a foreign nonprofit corporation.
(Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using Visa, MasterCard, or Discover.)
 - Current certificate of good standing or certificate of existence verifying corporate existence certified by the incorporating officer of the state or country of incorporation. A copy of the Articles of Incorporation is not acceptable. The certificate must have been certified within 90 days of the date of application.
- 1B. The application for Certificate of Authority **MAY BE REQUIRED** to be accompanied by the following:
 - If applicant is a foreign professional corporation, it must submit a Certificate of Professional License from the North Dakota licensing board for the profession verifying that the practitioners of the corporation have been licensed to provide the professional service.
 - A signed Consent to Use Business Name **AND** fee of \$10 when the corporation is already aware of a conflict with its corporate name.
 - Trade Name Registration **AND** fee of \$25 when the corporation assumes a name, other than its corporate name, for use in North Dakota.
2. Indicate whether the application is being submitted for a Certificate of Authority for a foreign business corporation, a foreign professional corporation, or a foreign nonprofit corporation.
- 3A. Provide the correct corporate name as incorporated in the state or country of organization. Punctuation, spaces, and abbreviations must be consistent with those in the name on the certificate from the incorporating officer of the state or country where incorporated. If the name in number 3A is not the same as reflected on the Certificate of Good Standing or Certificate of Existence, the name will be corrected by the Secretary of State when the document is received.
- 3B. While the federal ID number is not required to be disclosed, a corporation's Federal ID number is helpful for maintaining accurate records. Please provide, if you have one.

PRIVACY: In compliance with N.D.C.C. Section 10-19.1-149.1, Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate corporate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the document.

- 3C. Provide a trade name if the corporation cannot use its corporate name because:
 - a) The corporate name is not in the form as required of a corporation in North Dakota. The name must be expressed letters or characters in the English language as those letters or characters appear in the American Standard Cod for Information Interchange (ASCII) table.

 The name of a foreign business corporation must also include the word "corporation", "incorporated", "company", or "limited", or an abbreviation of one of these words. If a foreign corporation's name does not contain one of these words or abbreviations, the corporation must elect one to be used in North Dakota. The application must be rejected if an election is not made and the corporate name in 3A. is not in compliance with this requirement. (For reference, see N.D.C.C. Sections 10-19.1-133, 10-31-03, or 10-33-126.).
 - b) The corporate name may not include such words as "bank", "banker", "banking", "trust", or "trust company", or any other word or words of like import unless the application is supported by a written approval for the use from the North Dakota Department of Financial Institutions. These words are preserved by North Dakota law for use by the Bank of North Dakota, state and national banks, and trust companies. Contact information:
 ND Dept. of Financial Institutions
 2000 Schafer St Ste G
 Bismarck ND 58501-1204
 Telephone: (701) 328-9933
 Email Address: dfi@nd.gov
 - c) The North Dakota Secretary of State has notified the corporation that its corporate name is the same as or deceptively similar to a name already registered and the corporation is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota.

 North Dakota law provides that a corporate name may not be the same as, or deceptively similar to, a name previously registered with the Secretary of State. The name may be used if the corporation obtains a court decree or signed consent to use of name that is submitted with a fee of \$10. A form for Consent to Use Business Name is prescribed by the Secretary of State. If consent to use of name cannot be obtained, a trade name (DBA) must be elected.
 - d) The corporation does not wish to use or protect its corporate name in North Dakota and chooses to use a trade name instead.

TRADE NAMES: A corporation may choose to use any trade name (DBA) in addition to its corporate name in North Dakota. The trade name must be registered with the Secretary of State. However, the trade name should not be provided in number 3C., except as described above. Instead, complete and attach the Trade Name Registration and fee of \$25 for each assumed name. Contact the Secretary of State's office for the Trade Name Registration form.

4. A complete address of the corporation's principal executive office is required.

 A complete address must include a street or rural address, a post office box (if applicable), the city, state, and ZIP code plus 4-digit extension. The address cannot only be a post office box number.
- 5A. Identify the state or country in which the corporation is incorporated. If the state or country of origin in number 5A. is not the same as reflected on the Certificate of Good Standing or Certificate of Existence, the state or country will be corrected by the Secretary of State when the document is received.
- 5B. Provide the EXACT date (month, day AND year) when the corporation was incorporated. This date must correspond to the date if specified in the Certificate of Good Standing or Certificate of Existence. If the date in 5B. is not the same as reflected on the Certificate of Good Standing or Certificate of Existence, the date will be corrected by the Secretary of State when the document is received.
- 5C. Identify whether the corporation is incorporated with "perpetual" existence or provide the specific date on which it is to be dissolved.
- 5D. The telephone number of the corporation's principal executive office is required.

CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION

5E. Provide a toll-free telephone number if the corporation has one to facilitate services to the corporation for the duration of the filing.

A foreign corporation must continuously maintain a commercial or noncommercial registered agent and address in North Dakota. A foreign corporation cannot serve itself as its registered agent.

A commercial registered agent must be registered as a commercial registered agent with the North Dakota Secretary of State. The appointed agent can verify their status as a commercial registered agent from their acknowledged filing and from the list of commercial registered agents maintained on the Secretary of State's website at www.nd.gov/sos.

A noncommercial registered agent may be one of the following:

- a) An individual residing in North Dakota,
- b) A domestic or foreign corporation, or
- c) A domestic or foreign limited liability company.

A corporation or limited liability company appointed as a noncommercial registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation or limited liability company is named as a noncommercial registered agent, provide the correct name of the organization.

Seek the approval of the party before naming them as the commercial or noncommercial registered agent. Proof of the approval is not required to be filed with the Secretary of State.

- 6A. If a commercial registered agent is being appointed, provide the correct name as registered with the North Dakota Secretary of State. If the name in number 6A. is not the same as registered by the commercial registered agent, or is incorrectly provided in 6B., the name will be corrected by the Secretary of State when the document is received.
- OR**
- 6B. If a noncommercial registered agent is being appointed, provide the correct name. If another corporation or limited liability company is appointed as registered agent and the name of that organization in number 6B. is not the same as registered, or is incorrectly provided in 6A., the name will be corrected by the Secretary of State when the document is received.
- 6C. If a noncommercial registered agent is being appointed, provide the complete address in North Dakota which may not be only a post office box. Leave this line blank if a commercial registered agent is appointed. If a commercial registered agent is named in 6A. and an address is provided in 6C., the address will be removed by the Secretary of State.

7. Describe the specific purpose or nature of business the corporation intends to transact in North Dakota.

If the corporation is involved in the business of insurance, clearly define that the corporation is a business corporation selling or servicing insurance products. A corporation that actually backs the claims may not be required to file this application.

8. This section must reflect names and complete addresses of all officers and directors. (See definition of complete mailing address in item 4.)

9. The application must be signed and dated by a person authorized to sign on behalf of the corporation.

10. Provide the name, email address, daytime telephone number, and extension, if any, of a contact person if this office has any questions or needs additional information. The email address is not disclosed to the public; this information is privatized in accordance with N.D.C.C. Section 44-04-18.21.

ASSISTANCE: If assistance is required to complete the application, call the Secretary of State at 701-328-2904.

FAX FILING: The document and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the document in the office of the Secretary of State.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-2904

Toll Free: 800-352-0867 (ext 328-2904)

Fax: 701-328-2992

Web Site: www.nd.gov/sos

ANNUAL REPORTS: An annual report is required in the year following that in which the Certificate of Authority is issued. An annual report of a foreign business or professional corporation is due on May 15. The annual report of a foreign nonprofit corporation is due on February 1. The registered agent will be notified when the annual report is due.

**CREDIT CARD PAYMENT AUTHORIZATION**

SECRETARY OF STATE

SFN 51478 (4-2012)

(All items required to complete transaction)

Name			Amount Authorized	
Address			Telephone Number	
City		State	ZIP Code	
<input type="checkbox"/> VISA <input type="checkbox"/> MasterCard <input type="checkbox"/> Discover			Signature (Required by Credit Card Companies)	
Account Number		CSC Number *	Card Expires Month Year	Date

* (CSC is the three-digit security code on the back of your card by the signature)