



**CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION**
SECRETARY OF STATE
SFN 13100 (08-2008)

FOR OFFICE USE ONLY

System ID Number	
Work Order	
Filed	By

- 1.A. 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:
- Certification of professional license from the North Dakota licensing board for the profession
 - Signed consent to use of name and fee of \$10
 - Trade Name Registration and fee of \$25

SEE PAGE 2 FOR FEES, FILING AND MAILING INSTRUCTIONS

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
3.A. 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	
C. If applicable, provide the trade name and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota. <u>Only provide the trade name in this line if:</u>				
a) The corporate name 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 <u>other than its corporate name</u> .				
4. Complete mailing address of principal executive office which may not only be a post office box: (Street/RR, and PO Box if applicable, city, state, zip+4)				
5.A. STATE or country where incorporated		B. EXACT date incorporated (Month, day, AND year)		C. Duration of corporation
				<input type="checkbox"/> Perpetual
				<input type="checkbox"/> Other (Specify) _____
				D. Telephone number
				E. Toll-free telephone number
6.A. Name of commercial registered agent in <u>North Dakota</u>			OR	
6.B. Name of noncommercial registered agent in <u>North Dakota</u>				
6.C. Address of noncommercial registered agent in <u>North Dakota</u> : (Street/RR, PO Box, City, State, Zip+4) May not be only a post office box.				
7. Nature of business or activities the corporation intends to conduct in the State of North Dakota				
8. OFFICERS AND DIRECTORS OF THE CORPORATION				
8. OFFICER	Check box if officer also serves as director	NAME	COMPLETE MAILING ADDRESS	
			Street/RR	PO Box City State Zip+4
PRESIDENT	<input type="checkbox"/>			
VICE PRES.	<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 thereof, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 3A, 5A, 5B, 6A and 6B if not currently reflected."				
Signature			Date	
10. Name of person to contact if questions about this document		E-mail address		Daytime telephone number

INSTRUCTIONS FOR 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.

The following numbers correspond to the numbered sections on the front of this 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, Master Card, 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 certification 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 of 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 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. To properly maintain corporate records, the Federal ID number is requested.
- Privacy: In compliance with N.D.C.C., Section 10-19.1-149.1, social security or 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 application.
- 3C. Provide the trade name and the Trade Name Registration form with \$25 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 in the English language or in any other language expressed in English letters or characters.

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 3.A. 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
Phone: (701) 328-9933
Email: 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. The applicant must draft the consent to use of name since a form for the consent is not 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 3.C, 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 wherever located, is required.
- In this section, as well as all other sections requiring addresses on this application, an address must include a street or rural address, a postal box number if applicable, and the city, state, and zip code plus 4-digit extension. **THIS ADDRESS MAY NOT ONLY BE A POST OFFICE BOX.**
- 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.
- 5E. Provide a toll-free telephone number if the corporation has one to expedite services to the corporation for the duration of the filing.

(continued)

INSTRUCTIONS FOR CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION (CONTINUED)

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.

- 6. A. 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, the name will be corrected by the Secretary of State when the document is received.
OR
- B. 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, the name will be corrected by the Secretary of State when the document is received.
- C. 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.
- 7. Give a brief explanation of the purposes 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 dated and signed by an individual authorized to sign on behalf of the corporation.
- 10. Provide the name, email address and daytime telephone number of the person to contact for any issues related to this application.

ASSISTANCE: If assistance is required to complete the application for a Certificate of Authority, call 701-328-2904.

EXPEDITING PROCESS: Be sure to complete item 10. If documents are being submitted by someone other than the corporation, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the application 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: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: www.nd.gov/sos

ANNUAL REPORTS: An annual report is required starting 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 annual report form is mailed to the registered agent.



CREDIT CARD PAYMENT AUTHORIZATION
SECRETARY OF STATE
SFN 51478 (11-06)

(All items required to complete transaction)

Name			Amount Authorized	
Address		City		State
Zip Code		Signature (Required by credit card companies)		
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover		Date:		
Account Number		V Number	Card Expires Month Year	