



**AMENDED CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION**
SECRETARY OF STATE
SFN 13107 (07-2008)

FOR OFFICE USE ONLY

| | |
|------------|-----|
| IDNumber: | |
| WO Number: | |
| Filed: | By: |

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

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

- Filing fee of \$40
- If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Incorporation are filed.

B. The following MAY be required:

- Signed consent to use of name and fee of \$10
- Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 10-19.1-137 or 10-33-130.

| | | | | | |
|--|--------------------------|---|---|---|--|
| 2. Type of corporation applying for amended certificate of authority (check one) <input type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional <input type="checkbox"/> Foreign Nonprofit | | | 3. Reason for Amended Certificate of Authority <input type="checkbox"/> Name changed <input type="checkbox"/> Correction | | |
| 4. Name of corporation <u>EXACTLY</u> as currently authorized by the North Dakota Secretary of State | | | | 5. Federal ID Number | |
| 6. Name of corporation <u>as amended, EXACTLY</u> as it appears on Certificate of Fact from state or country of origin | | | | | |
| 7. 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. Only provide the trade name in this line if: a) The "new" 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 "new" 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. c) The corporation <u>does not</u> wish to <u>use or protect</u> its "new" corporate name in North Dakota and <u>chooses</u> to use a name <u>other than its corporate name</u> . | | | | | |
| 8. <u>Physical and mailing</u> address of principal executive office which <u>may not only be a post office box</u> : (Street/RR, PO Box, City, State, Zip+4) | | | | | |
| 9. STATE or country where incorporated | | 10. EXACT date incorporated: (Month, day, AND year) | | 11. Duration of corporation <input type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify) _____ | |
| | | | 12. Telephone Number | | |
| | | | 13. Toll-free telephone Number | | |
| 14.A. Name of commercial registered agent in <u>North Dakota</u> | | | OR | | 14.B. Name of noncommercial registered agent in <u>North Dakota</u> |
| 14.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. | | | | | |
| 15. Nature of business or activities the corporation conducts or intends to conduct in the State of North Dakota | | | | | |
| 16. OFFICERS AND DIRECTORS OF THE CORPORATION | | | | | |
| Check box if officer also serves as director | | | | | |
| OFFICER | | NAME | 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 | | | | | |
| 17. 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 4, 6, 9, 10, 14A and 14B if not correctly reflected." | | | | | Date |
| Signature | | | | | |
| 18. Name of person to contact if questions about this document | | | E-mail address | | Daytime telephone number |

A foreign corporation holding a Certificate of Authority in the State of North Dakota must promptly apply for an Amended Certificate of Authority:

- a) When the corporation changes its corporate name, or
- b) When statements on the application for Certificate of Authority or its last Amended Certificate of Authority are no longer correct, or were not correct at the time of filing.

An amended Certificate of Authority is not required if only the following changes occurred:

- The commercial or noncommercial registered agent, or the address thereof, has changed. This change may be effected by filing the Commercial or Noncommercial Registered Agent Statement of Change.
- The address of the principal executive office has changed. This address can be changed by notifying the Secretary of State by phone or in writing.
- The names and addresses of the managers or governors of a limited liability company have changed. Changes to the names and addresses of managers or governors may be recorded on the next Annual Report required to be filed by the limited liability company.

The following numbers correspond to the numbered sections on the front of this form.

1. A. The application for Amended Certificate of Authority must be accompanied by the following:
 - Filing fee of \$40.
(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.)
 - If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Incorporation are filed. A copy or certified copy of articles of amendment, is not acceptable. The certificate must have been certified within 90 days of the date of application.
- B. The application for Amended Certificate of Authority may be required to be accompanied by the following:
 - Signed consent to use of name and fee of \$10 when the corporation is already aware of a conflict with its corporate name as amended.
 - Trade Name Registration and fee of \$25 when the corporation assumes a name, other than its corporate name as amended, for use in North Dakota.
2. Indicate whether the application is being submitted for an Amended Certificate of Authority for a foreign business corporation, a foreign professional corporation, or a foreign nonprofit corporation.
3. Indicate whether the Amended Certificate of Authority is required as a result of an amendment to the corporate name, or amendment or correction of other information disclosed on the application for Certificate of Authority or the last application for Amended Certificate of Authority.
4. Provide the corporate name EXACTLY as provided in the Certificate of Authority or last Amended Certificate of Authority issued by the North Dakota Secretary of State. (Punctuation and abbreviations must be consistent as registered.) If the name in number 4 is not the same as currently reflected on the Certificate of Authority or the last Amended Certificate of Authority, the name will be corrected by the Secretary of State when the document is received.
5. 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.

6. Provide the correct corporate name as amended in the state or country of incorporation. Punctuation and abbreviations must be consistent with those in the name on the certificate from the government officer of the state or country where Articles of Incorporation are filed. If the name is not the same as disclosed on the Certificate of Fact, the name will be corrected by the Secretary of State when the document is received.
7. 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", "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 number 6 is not in compliance with this requirement.

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

The name of a foreign professional corporation shall contain words or abbreviations required or authorized by the laws of the jurisdiction in which it is incorporated.

For reference, see N.D.C.C., Sections 6-02-01, 6-05-02, 10-19.1-133, 10-31-05, or 10-33-126.

- b) 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.

- c) 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 7, 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.

