COMPLETE, PRINT, SIGN, AND MAIL OR FAX (If paying by credit card, complete Credit Card Payment Authorization on page 3)

CERTIFICATE OF AUTHORITY APPLICATION
FOREIGN LIMITED LIABILITY COMPANY

SECRETARY OF STATE
SFN 19381 (09-2015)

For Office Use Only

ID Number:	
WO Number:	
Filed:	By:

SEE INSTRUCTIONS FOR FEE, FILING AND MAILING INFORMATION

TYPE OR PRINT LEGIBLY For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13.1 and 10-32.1-75

1. The application is accompanied by the following:

- ☐ *Filing fee of $135
- ☐ *Current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE duly authenticated by the organizing officer of the state or country of organization
- ☐ Certificate of professional license
- ☐ Signed Consent to Use Business Name and fee of $10
- ☐ Trade Name Registration and fee of $25

2. Type of limited liability company applying for certificate of authority (check one)
☐ Foreign Business ☐ Foreign Professional

3. Federal ID Number

4. Name of limited liability company EXACTLY as it appears on Certificate of Good Standing from state or country of origin

5. If applicable, provide the trade name and complete the Trade Name Registration form if selected trade name is not already registered in North Dakota. Only provide the trade name in this line if:

a) The "new" limited liability company name is not in the form as required of limited liability companies in North Dakota.
b) The Secretary of State has notified the limited liability company that its "new" name is the same or deceptively similar to a name already registered, and the limited liability company is unable to obtain Consent to Use Business Name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota.
c) The limited liability company does not wish to use or protect its "new" name in North Dakota and chooses to use a name other than its limited liability company name.

6. Complete address of principal executive office (Street/RR, PO Box, City, State, ZIP+4) **Street address MUST be provided; may not be only a post office box.**

7. State or Country Where Organized

8. Limited liability company will expire in state or country of origin (check one)
☐ Perpetual ☐ Expires - Specify date: _____

9. Telephone Number

10. Toll Free Telephone Number

11A. Name of **commercial** registered agent in **North Dakota**

OR

11B. Name of **noncommercial** registered agent in **North Dakota**

11C. Address of **noncommercial** registered agent in North Dakota (Street/RR, PO Box, City, State, ZIP+4) **Street address MUST be provided; may not be only a post office box.**

12. Nature of business or activities the limited liability company conducts or intends to conduct in North Dakota

13. Managers and governors of the limited liability company (attach additional sheet, if necessary)

MANAGERS	Manager also serves as Governor	COMPLETE MAILING ADDRESS Street/Rural Route / Post Office Box	City	State	ZIP+4
	☐				
	☐				
	☐				
	☐				
Managing Member					
Managing Member					

14. "The undersigned has read the foregoing application, knows the contents, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, 11B, and 11C 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

15. Name of Person to Contact About This Document	Email Address	Daytime Telephone Number

CERTIFICATE OF AUTHORITY APPLICATION FOREIGN LIMITED LIABILITY COMPANY

No foreign business limited liability company, and no foreign professional limited liability company, may transact business, or render professional services, in North Dakota, or obtain any license or permit required by North Dakota law, until a certificate of authority has been obtained from the Secretary of State. An application for certificate of authority must be accompanied by a current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE. The Certificate of Good Standing or Certificate of Existence must have been certified within 90 days by the organizing officer of the state or country in which the limited liability company is organized. An application of a foreign professional limited liability company must also be accompanied by a certificate from the North Dakota licensing board for that profession, verifying that the practitioners of the limited liability company have been licensed to provide the professional service.

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

1. Check all the attachments applicable to this application. Those items preceded by an * are required for all applications. All forms must be received and all fees must be paid before the certificate of authority can be issued.

   FILING FEES: Certificate of Authority $135
   Consent to Use Business Name $10
   Trade Name Registration $25

   (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.)

2. Indicate whether the application is being submitted for a Certificate of Authority for a foreign business limited liability company or a foreign professional limited liability company.

3. While the federal ID number is not required to be disclosed, a limited liability company'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 10-32.1-95, social security or Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate limited liability company files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.

4. Provide the correct name as authorized in the state or country of organization. Punctuation and abbreviations must be consistent with those in the name on the certificate from the organizing officer of the state or country where organized. If the name in number 4 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 reviewed.

5. Provide the trade name and the Trade Name Registration form with $25 if the limited liability company cannot use its name because:

   a) The limited liability company name is not in the form as required of a limited liability company in North Dakota. The name must be expressed in letters or characters in the English language as those letters or characters appear in the American Standard Code for Information Interchange (ASCII) table. The name must include the words "limited liability company" or the abbreviation "L.L.C." or "LLC". If a foreign limited liability company name does not contain these words or one of the abbreviations, the limited liability company must elect one to be used in North Dakota. The application cannot be accepted if an election is not made and the limited liability company name in number 6 is not in compliance with this requirement.

   b) The name of a foreign professional limited liability company shall contain words or abbreviations required or authorized by the laws of the jurisdiction in which it is organized. (For reference, see N.D.C.C. Sections 10-32.1-73 or 10-31-05.)

   c) The North Dakota Secretary of State has notified the limited liability company that its amended name is the same as or deceptively similar to a name already registered and the limited liability company is unable to obtain Consent to Use Business Name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the amended name in North Dakota.

      North Dakota law provides that a limited liability company 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 limited liability company obtains a court decree or signed Consent to Use Business Name that is submitted with a fee of $10. Obtain the form from the Secretary of State's website at www.nd.gov/sos or contact the Secretary of State. If Consent to Use Business Name cannot be obtained, a trade name (DBA) must be elected.

   d) The limited liability company does not wish to use or protect its amended name in North Dakota and chooses to use a trade name instead.

   TRADE NAMES: A limited liability company may choose to use any trade name (DBA) in addition to its limited liability company 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. Obtain the form from the Secretary of State's website at sos.nd.gov or contact the Secretary of State.

6. A complete address of the limited liability company'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.

7. Identify the state or country in which the limited liability company is organized. If the state or country of origin in number 7. 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 reviewed.

8. Provide the date (month, day, year) on which the limited liability company will expire in the state or county of origin or **check the "Perpetual" box if a termination date is not prescribed in the Articles of Organization**.

9. The telephone number of the limited liability company's principal executive office is required.

10. Provide a toll-free telephone number if the limited liability company has one.

(continued on next page)

CERTIFICATE OF AUTHORITY APPLICATION FOREIGN LIMITED LIABILITY COMPANY (continued)

11. A foreign limited liability company must continuously maintain a commercial or noncommercial registered agent and address in North Dakota. A foreign limited liability company cannot serve itself as its registered agent. The registered agent receives all legal notices for the limited liability company, including service of process against the limited liability company. The registered agent is expected to forward all notices to the limited liability company.

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 sos.nd.gov.

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. Failure to seek consent from the party named as agent may result in revocation of the LLC's certificate of authority.

11A. 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 11A is not the same as registered by the commercial registered agent, or is incorrectly provided in 11B, the name will be corrected by the Secretary of State when the document is reviewed.

OR

11B. If a noncommercial registered agent is being appointed, provide the correct name. If a corporation or another limited liability company is appointed as registered agent and the name of that organization in number 11B is not the same as registered, or is incorrectly provided in 11A, the name will be corrected by the Secretary of State when the document is reviewed.

11C. 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 11A and an address is provided in 11C, the address will be removed by the Secretary of State.

12. Describe the business activities or professional services which the limited liability company conducts or intends to conduct in North Dakota.

13. List the names and complete addresses of the managers and governors. A foreign professional limited liability company must list all members and managers who practice the profession in North Dakota. If the space provided is not adequate, attach a list of additional managers and governors.

14. The application must be signed and dated by a person authorized to sign on behalf of the limited liability company.

15. 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, contact 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**.

MAILING INSTRUCTIONS: Send documents and filing fees to:

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 (option 3) Fax: (701) 328-2992 Website: sos.nd.gov

CREDIT CARD PAYMENT AUTHORIZATION

SECRETARY OF STATE
SFN 51478 (04-2014)
(All items required to complete transaction)

Amount Authorized	
Name	Telephone Number
Address / City / State	ZIP Code
☐ VISA ☐ MasterCard ☐ 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)