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

AMENDED CERTIFICATE OF AUTHORITY APPLICATION FOREIGN LIMITED LIABILITY COMPANY

SECRETARY OF STATE

SFN 51734 (09-2015)

For Office Use Only

ID Number:	
WO Number:	
Filed:	By:

SEE INSTRUCTIONS FOR FEE, FILING AND MAILING INFORMATION

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

- Filing fee of $50
- 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 organization are filed

1B. The following **MAY** be required:

- Signed Consent to Use Business Name and fee of $10
- Trade Name Registration and fee of $25

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 10-32.1-77

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

3. Reason for amended certificate of authority
☐ Name Changed ☐ Correction

4. Name of limited liability company EXACTLY as currently authorized by the North Dakota Secretary of State

5. Federal ID Number

6. Name of limited liability company as amended (EXACTLY as it appears on Certificate of Fact from the state or country of origin)

7. 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.

8. 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.**

9. State or Country Where Organized

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

11. Telephone Number

12. Toll Free Telephone Number

13A. Name of **commercial** registered agent in **North Dakota**

OR

13B. Name of **noncommercial** registered agent in **North Dakota**

13C. 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.**

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

15. 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		

16. "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, 6, 9, 13A, 13B, and 13C 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

Name of Person to Contact About This Document

Email Address

Daytime Telephone Number

AMENDED CERTIFICATE OF AUTHORITY APPLICATION FOREIGN LIMITED LIABILITY COMPANY

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

a) When the limited liability company changes its 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, or on the next Annual Report required to be filed by the limited liability company.
- The names and addresses of the managers or governors of a limited liability company have changed. Changes to the names and addresses of the managers or governors may be recorded on the next Annual Report required to be filed by the limited liability company.

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

1A. The application for Amended Certificate of Authority MUST be accompanied by the following:

- Filing fee of $50. (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.)
- 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 Organization 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.

1B. The application for Amended Certificate of Authority may be required to be accompanied by the following:

- Signed Consent to Use Business Name and fee of $10 when the limited liability company is aware of a conflict with its name as amended.
- Trade Name Registration and fee of $25 when the limited liability company assumes a name, other than its 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 limited liability company or a foreign professional limited liability company.

3. Indicate whether the Amended Certificate of Authority is required as a result of an amendment to the name 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 limited liability company name EXACTLY as provided on the Certificate of Authority or last Amended Certificate of Authority issued by the North Dakota Secretary of State. 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 reviewed.

5. 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.

6. If the name is being amended, provide the correct name as amended 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 6 is not the same as reflected on the Certificate of Fact, the name will be corrected by the Secretary of State when the document is reviewed.

7. 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.

8. A complete address of the 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.

9. Provide the state or country in which the limited liability company is organized. If the state or country of origin in number 9 is not the same as reflected on the Certificate of Authority as issued, the state or country will be corrected by the Secretary of State when the document is reviewed.

10. 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**.

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

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

13. 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.

13A. 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 13A is not the same as registered by the commercial registered agent, or is incorrectly provided in 13B, the name will be corrected by the Secretary of State when the document is reviewed.
OR
13B. 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 13B is not the same as registered, or is incorrectly provided in 13A, the name will be corrected by the Secretary of State when the document is reviewed.

13C. 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 13A and an address is provided in13C, the address will be removed by the Secretary of State.

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

15. 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.

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

17. 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 (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)