



**CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION**
SECRETARY OF STATE
SFN 13100A (13100 + 7974) (7-99)

FOR OFFICE USE ONLY

ID #	
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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 \$125 if a **Foreign Business or Professional Corporation**
 - Filing fee of \$40 if a **Foreign Nonprofit Corporation**
 - Signed Consent of Registered Agent **and fee of \$10**
 - **Current, ORIGINAL 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

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)

Foreign Business Foreign Professional Foreign Nonprofit

3.A. Name of corporation **EXACTLY as it appears** on Certificate of Good Standing from state of origin

B. Federal ID #

C. If the corporation chooses to use a name other than its corporate name, that name is a trade name and **must** be registered with the North Dakota Secretary of State. (SEE INSTRUCTION 3.C.) If applicable, provide the trade name below and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota.

D. If the corporation has been notified by the North Dakota Secretary of State that its corporate name is the same as, or deceptively similar to a name already registered, this application for Certificate of Authority **must** be accompanied by one of the following: (check one)

Consent to use of name from the conflicting name holder(s)

An application for registration of a trade name for use in transacting business in North Dakota. The trade name adopted is:

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

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 #
			E. Toll-free telephone #

6.A. Name of required registered agent in **NORTH DAKOTA** (SEE INSTRUCTION 6.A.)

B. Federal ID/social security # of registered agent

C. Address of registered agent in **NORTH DAKOTA** which may not only be a post office box number (Street/RR, and PO Box if applicable, city, state, zip + 4)

7. Nature of business or activities the corporation intends to conduct in the State of North Dakota

8. OFFICE	Check box if officer also serves as director	OFFICERS AND DIRECTORS OF THE CORPORATION						
		NAME	Street/RR	PO Box	COMPLETE MAILING ADDRESS			
					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 thereof, and believes the statements made to be true.

Original signature _____ Date _____

10. Name of person to contact about this application _____ Daytime telephone # _____

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.

1. A. 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 \$125 if a foreign business or professional corporation, **OR** \$40 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.)
 - Signed Consent of the Registered Agent **AND** fee of \$10.
 - **Current, ORIGINAL** 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 a certificate, or a copy of the articles of incorporation is not acceptable. The certificate must have been certified within 90 days of the date of application.
 - B. 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.
 3. A. 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.
 - B. To properly maintain corporate records, the Federal ID number is required.
 - C. **If the corporation is applying for Certificate of Authority in a name other than its corporate name, provide the alternate name chosen or required to be elected for use in North Dakota. North Dakota law provides that a foreign business corporation and a foreign nonprofit corporation may apply for a Certificate of Authority under any name. The corporate name of a foreign business corporation **MUST INCLUDE** the word "corporation", "company", "incorporated", or "limited", or an abbreviation of one of these words. If the corporate name of a foreign business corporation does not contain one of these words or abbreviations, one **must be elected to be used in North Dakota. The application will be rejected if an election is not made and the corporate name in 3.A. is not in compliance with these requirements.** A Trade Name Registration **AND** fee of \$25 must accompany the application when an alternate name is desired or required. 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 North Dakota Century Code, Section 10-19.1-133, 10-31-05, or 10-33-126.)**
 - D. Select the option the corporation elects to pursue if its corporate name is in conflict with a name previously registered with the Secretary of State. Item 3.D. should remain blank if the applicant is not aware of a name conflict.
North Dakota law provides that a corporate name may not be the same as, or deceptively similar to, a name already registered with the North Dakota Secretary of State. However, the name may be used if the application for Certificate of Authority is accompanied by:
 - 1) A signed consent to use of name **AND** fee of \$10. The consent to use of name must be drafted by the applicant since a form for consent to use of name is not prescribed by the Secretary of State.
 - 2) A certified copy of a judgment of a court in this state establishing the prior right of the applicant to the use of the name in this state.
 - 3) A Trade Name Registration **AND** fee of \$25. A blank Trade Name Registration form can be obtained by writing to the address at the bottom of this form, or by calling 701-328-4284.
- TRADE NAMES:** Any corporation conducting business in North Dakota under a name other than its corporate name, **must** register the trade name with the Secretary of State.
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.
 5. A. Identify the state or country in which the corporation is incorporated.
 - B. 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.
 - C. Identify whether the corporation is incorporated with "perpetual" existence or provide the specific date on which it is to be dissolved.
 - D. The telephone number of the corporation's principal executive office is required.
 - E. Provide a toll-free telephone number if the corporation has one to expedite services to the corporation for the duration of the filing.
 6. A. A corporation **MUST** continuously maintain a registered agent and the address of the agent in North Dakota. Provide the name of the individual North Dakota resident, **or** domestic or foreign corporation appointed to serve as registered agent in North Dakota. A corporation appointed as registered agent must be registered and in good standing with the North Dakota Secretary of State. If a corporation is named as registered agent, provide the "correct" corporate name of the corporation. A corporation cannot serve as its own registered agent.
 - B. To properly identify registered agents, the Federal ID number or social security number of the registered agent is required.
 - C. Provide the **complete address in North Dakota** of the appointed registered agent. (See definition of complete mailing address in item 4.) **A POST OFFICE BOX NUMBER IS NOT SUFFICIENT ADDRESS FOR SERVICE OF PROCESS.**
 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 bear an **ORIGINAL** signature by an individual authorized to sign on behalf of the corporation. A stamped or facsimile signature is not acceptable.
 10. Provide the name 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.

MAILING INSTRUCTIONS: Send original documents **AND** filing fees to:

Secretary of State	Telephone:	701-328-4284
State of North Dakota	Toll Free:	800-352-0867 (84284)
600 E Boulevard Ave Dept 108	Fax:	701-328-2992
Bismarck ND 58505-0500	Home Page:	http://www.state.nd.us/sec

ANNUAL REPORTS: An annual report is required starting in the year following that in which the Certificate 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.



**REGISTERED AGENT
 CONSENT TO SERVE**
 SECRETARY OF STATE
 SFN 13100A (7974 + 13100) (7-99)

FOR OFFICE USE ONLY

ID #	
File #	
WO #	
Filed	By

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust)

3. Name of the registered agent

4. Registered agent is (Check one)

- An individual North Dakota resident
- A corporation
- A limited liability company
- A limited liability partnership

5. Federal ID # or social security # of registered agent

6. An individual appointed as registered agent must sign a consent to serve in that capacity. When a corporation, a limited liability company, or limited liability partnership is named as registered agent, an officer or someone authorized by the organization may sign on behalf of the corporation, limited liability company, or limited liability partnership.

"The undersigned, as the newly appointed registered agent, agrees to act as the registered agent for this organization until a change, or resignation, is submitted to the Secretary of State under the provisions of North Dakota law."

Original signature of registered agent

Date

INSTRUCTIONS FOR REGISTERED AGENT CONSENT TO SERVE

The following organizations must continuously maintain a registered agent on file with the Secretary of State.

- a) Domestic and foreign business corporations
- b) Domestic and foreign nonprofit corporations
- c) Domestic and foreign professional corporations
- d) Domestic farm corporations
- e) Domestic farm limited liability companies
- f) Domestic and foreign limited liability companies
- g) Domestic and foreign professional limited liability companies
- h) Domestic and foreign limited liability partnerships
- i) Domestic and foreign limited partnerships
- j) Domestic and foreign limited liability limited partnerships
- k) Real estate investment trusts

A consent signed by the appointed registered agent is required with the appointment.

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

1. **FILING FEE: \$10.** This fee is in addition to that required for the documents in which the registered agent appointment is included. (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.)
2. Provide the correct name of the organization for which the appointed registered agent is to serve.
3. Provide the name of the registered agent. The format of the name must be consistent with that on the documents on which the appointment of the registered agent is declared. If a corporation, limited liability company, or limited liability partnership is named as the registered agent, provide the correct name.
4. Indicate whether the appointed registered agent is an individual, a corporation, a limited liability company, or a limited liability partnership. **An individual residing in North Dakota** may serve as registered agent for any organization, **or another organization** may serve as registered agent. However, an organization **may not serve as its own registered agent.** A corporation may serve as the registered agent for another corporation, a limited liability company, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability company may serve as the registered agent for another limited liability company, a corporation, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability partnership **may only** serve as the registered agent for another limited liability partnership.
5. To properly maintain registered agent records, the Federal ID or social security number of the registered agent is required.
6. The statement must be dated and bear an **ORIGINAL** signature by the registered agent named in number 3. A stamped or facsimile signature is not acceptable.

If the registered agent is an individual, the signature must be identical to the name provided in number 3 including middle initials, etc.

If another corporation, limited liability company, or limited liability partnership is named as registered agent, the consent may be signed by an officer, a manager, a partner, or an individual empowered by the organization to sign on its behalf.

ASSISTANCE: If assistance is required to complete the form, contact the Secretary of State.

MAILING INSTRUCTIONS: Send original consent form and filing fee to:

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 (84284) Fax: 701-328-2992

Home Page: <http://www.state.nd.us/sec>