



**CERTIFICATE OF AUTHORITY
FOREIGN COOPERATIVE APPLICATION**
SECRETARY OF STATE
SFN 13102 (08-10)

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 \$40
 - Current **CERTIFICATE OF GOOD STANDING OR CERTIFICATE OF EXISTENCE** verifying cooperative existence certified by the incorporating officer of the state or country of incorporation.

- 1.B. The following **May** be required:
- Signed consent to use of name and fee of \$10
 - Trade Name Registration and fee of \$25

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 10-15-51

2.A. Name of Cooperative Exactly as it appears on Certificate of Good Standing from state of origin:	2.B. Federal ID number
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2.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. Only provide the trade name in this line if:

- The cooperative name is not in the form as required of cooperatives in North Dakota.
- The Secretary of State has notified the cooperative that it's cooperative name is the same or deceptively similar to a name already registered, and the cooperative 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 cooperative to use of the name in North Dakota.

3. **Complete** address of principal office: (Street/RR, and PO Box if applicable, city, state, zip+4)

4. State or country where incorporated:	4.A. Exact date incorporated: (Month, day, and year)	4.B. Duration of Cooperative: <input type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify) _____	Telephone number: Toll-free telephone number:
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5.A. Name of **commercial** registered agent in North Dakota **OR** 5.B. Name of **noncommercial** registered agent in North Dakota

5.C. Address of **noncommercial** registered agent in North Dakota: (Street/RR, PO Box, City, State, Zip+4) **May not be only a post office box.**

6. Nature of business or activities the cooperative intends to conduct in the State of **North Dakota**:

7. Check box if officer also serves as director		Officers and Directors of the Cooperative						Complete Mailing Address		
Officer		Name	Street/RR	PO Box	City	State	Zip+4			
President	<input type="checkbox"/>									
Vice President	<input type="checkbox"/>									
Secretary	<input type="checkbox"/>									
Treasurer	<input type="checkbox"/>									
Director										
Director										

8. The undersigned, an officer authorized by the cooperative to sign this application, knows the contents thereof, and believes the statements to be true.

Signature: _____ Date: _____

9. Name of person to contact if questions about this document:	E-mail address:	Daytime telephone number:
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No foreign cooperative may transact business, or conduct affairs, in North Dakota, until the cooperative 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 \$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.)
 - Current certificate of good standing or certificate of existence verifying cooperative 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.
- 1.B. The application for Certificate of Authority **MAY BE REQUIRED** to be accompanied by the following:
 - A signed consent to use of name **AND** fee of \$10 when the cooperative is already aware of a conflict with its name.
 - Trade Name Registration **AND** fee of \$25 when the cooperative assumes a name, other than its cooperative name, for use in North Dakota.
- 2.A. Provide the correct cooperative 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.
- 2.B. To properly maintain corporate records, the Federal ID number is requested.

Privacy: In compliance with N.D.C.C., Section 10-15-62, 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.

- 2.C. Provide the trade name and the Trade Name Registration form with \$25 if the cooperative cannot use its cooperative name because:
 - a) The cooperative name is not in the form as required of a cooperative 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 cooperative may also include the word "corporation" or "incorporated" or an abbreviation of either of these words.
 - b) The North Dakota Secretary of State has notified the cooperative that its name is the same as or deceptively similar to a name already registered and the cooperative 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 cooperative to use of the name in North Dakota.

North Dakota law provides that a cooperative 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 cooperative 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 cooperative does not wish to use or protect its cooperative name in North Dakota and chooses to use a trade name instead.

TRADE NAMES: A cooperative may choose to use any trade name (dba) in addition to its cooperative 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.

3. A complete address of the cooperative'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.

- 4.A. Identify the state or country in which the cooperative is incorporated.
- 4.B. Provide the **EXACT** date (month, day AND year) when the cooperative was incorporated. This date must correspond to the date if specified in the **Certificate of Good Standing or Certificate of Existence**.
- 4.C. Identify whether the cooperative is incorporated with "perpetual" existence or provide the specific date on which it is to be dissolved.
- 4.D. The telephone number of the cooperative's principal executive office is required.
- 4.E. Provide a toll-free telephone number if the cooperative has one to expedite services to the cooperative for the duration of the filing.

A foreign cooperative must continuously maintain a commercial or noncommercial registered agent and address in North Dakota. A foreign cooperative 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.

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