



# AMENDED CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION

SECRETARY OF STATE  
SFN 13107 (7-2012)

FOR OFFICE USE ONLY

System ID Number	
WO Number	
Filed	By

### SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION

1A. 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 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 10-19.1-137 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 EXACTLY as currently authorized by the North Dakota Secretary of State				5. Federal ID Number		
6. Name of Corporation EXACTLY 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 selected trade name is not already registered in North Dakota. Only provide the trade name in this line if: a) The "new" corporate name in number 6 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 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 does not wish to use or protect its "new" corporate name in North Dakota and chooses to use a name other than its corporate name.						
8. <b>Complete</b> Mailing Address of Principal Executive Office (Street/RR, PO Box, City, State, ZIP+4) <b>Address cannot only be a post office box.</b>						
9. STATE or Country Where Incorporated		10. EXACT Date Incorporated (M/D/Y)		11. Duration of Corporation <input type="checkbox"/> Perpetual <input type="checkbox"/> Other - Specify (M/D/Y):		
12. Telephone Number			13. Toll-free Telephone Number			
14A. Name of <b>Commercial</b> Registered Agent in <u>North Dakota</u>			14B. Name of <b>Noncommercial</b> Registered Agent in <u>North Dakota</u>			
<b>OR</b>						
14C. Address of <b>Noncommercial</b> Registered Agent in <u>North Dakota</u> (Street/RR, PO Box, City, State, ZIP+4) <b>Address cannot only be a post office box.</b>						
15. Nature of Business or Activities the Corporation Intends to Conduct in North Dakota						
<b>16. OFFICERS AND DIRECTORS OF THE CORPORATION</b>						
OFFICER	Check box if Officer also serves as Director	NAME	COMPLETE MAILING ADDRESS			
			Street/RR	PO Box	City	State
PRESIDENT	<input type="checkbox"/>					
VICE PRESIDENT	<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, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 4, 6, 9, 10, 14A., 14B., and 14C. 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
18. Name of Person to Contact about this Document	Email Address	Daytime Telephone Number and Extension, if any

**AMENDED CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION**

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 officers or directors of a corporation have changed. Changes to the names and addresses of officers or directors may be recorded on the next Annual Report required to be filed by the corporation.

**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 \$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, 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 the Articles of Incorporation are filed. A copy, or certified copy, of the 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:
  - A signed Consent to Use Business 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, spaces, 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. While the federal ID number is not required to be disclosed, a corporation'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 10-19.1-149.1, 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 document.

6. Provide the correct corporate name as amended in the state or country of incorporation. Punctuation, spaces, and abbreviations must be consistent with those in the name on the certificate from the incorporating officer of the state or country where incorporated. If the name 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 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 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 of a foreign business corporation must also include the word "corporation", "incorporated", "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 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  
Telephone: (701) 328-9933  
Email Address: dfi@nd.gov

(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 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 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. A form for Consent to Use Business Name is 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.

**AMENDED CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION**

8. A complete address of the corporation'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.

9. Provide the state or country in which the corporation is incorporated. 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 received.
10. 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 Fact. If the date in 10 is not the same as reflected on the Certificate of Fact, the date will be corrected by the Secretary of State when the document is received.
11. Identify whether the corporation is incorporated with "perpetual" existence or provide the specific date on which it is to be dissolved.
12. The telephone number of the corporation's principal executive office is required.
13. Provide a toll-free telephone number if the corporation has one.
14. A foreign corporation must continuously maintain a commercial or noncommercial registered agent and address in North Dakota. A foreign corporation 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](http://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.**

- 14A. 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 14A. is not the same as registered by the commercial registered agent, or is incorrectly provided in 14B., the name will be corrected by the Secretary of State when the document is received.  
**OR**
- 14B. If a noncommercial registered agent is being appointed, provide the correct name. If another corporation or limited liability company is appointed as registered agent and the name of that organization in number 14B. is not the same as registered, or is incorrectly provided in 14A., the name will be corrected by the Secretary of State when the document is received.
- 14C. 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 14A. and an address is provided in 14C., the address will be removed by the Secretary of State.
15. Describe the specific purpose or nature of business in which the corporation is actually engaged 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 maintain a Certificate of Authority with the Secretary of State.
16. This section must reflect names and complete addresses of all officers and directors. (See definition of complete mailing address in item 8.)
17. The application must be signed and dated by a person authorized to sign on behalf of the corporation.
18. 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 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 fee to:

Secretary of State  
State of North Dakota  
600 E Boulevard Ave Dept 108  
Bismarck ND 58505-0500

