

CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION

SECRETARY OF STATE SFN 19381 (07-2008)

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 The application is accompanied by □ *Certificate of authority 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. 				☐ Signed co	 ☐ Certification of professional license ☐ Signed consent to use of name and fee of \$10 ☐ Trade name registration and fee of \$25 			
_	r reference, see North Dakota Century Code, Sec			-138	To 5 1 11	D.N. I		
2.	Identify type of limited liability company applying Foreign Business	_	authority gn Professional		3. Federal I	D Number		
_				from atota or cour	atm cof origin			
4.	Name of limited liability company exactly as it ap	pears on Certifica	ate of Good Standing	from state or coul	ntry of origin			
	If applicable, provide the trade name and comple Dakota. Only provide the trade name in this line a) The limited liability company name is not is b) The Secretary of State has notified the limited liability company is unable competent jurisdiction establishing prior rictory. The limited liability company does not wis company name.	if: n the form as req nited liability comp to obtain consen ght of this limited	quired of limited liabilit pany that its name is t at to use of name from I liability company to u	y companies in N he same as or de the previous filer se of the name in	orth Dakota. ceptively similar or a certified co North Dakota.	to a name already registered, py of a final decree of a court of		
6.	Complete address of executive office: (Street/RI	R, PO Box, City, S	State, Zip+4) which m	ay not only be a p	oost office box nu	umber		
7.			company will expire in y, year) or indicate "po		elephone Number	10. Toll-free telephone Number		
11.	A. Name of commercial registered agent in Nor	th Dakota	OR 11.B.	Name of <u>noncon</u>	nmercial registe	red agent in <u>North Dakota</u>		
11.	C. Address of noncommercial registered agent	in North Dakota:	(Street/RR, PO Box,	City, State, Zip+4	May not be on	ly a post office box.		
12.	. Nature of business or activities the limited liabilit	y company intend	ds to conduct in the S	tate of North Dak	ota			
13.	MANAGERS MANAGERS	S AND GOVERN Check box if manage also	NORS OF THE LIMITE		MPANY E MAILING ADD	PRESS		
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	. "The undersigned has read the foregoing applice of State to correct numbers 4, 7, 11A, and 11B i gnature:			believes the state	Date:	I further authorize the Secretary		
15.	Name of person to contact about this document	E-Mail Addres	ss		Daytime tele	ephone number and extension, if		

INSTRUCTIONS FOR CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION

No foreign business limited liability company, and no foreign professional limited liability company, may transact business, or render professional services, in North Dakota, <u>or</u> 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 <u>current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE.</u> 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

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

Check all the attachments application 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 of Name \$10 Trade name registration \$25

(Check 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.)

- 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. A foreign limited liability company's Federal ID number is helpful to maintain accurate records. Please provide if you have one.

Privacy: In compliance with N.D.C.C., Section 10-32-153.1, 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.

- Provide the correct name as authorized in the jurisdiction (state or country) of organization. All punctuation and abbreviations must be consistent with those in the name on the Certificate of Good Standing or Certificate of Existence 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 4. Secretary of State when the document is received.
- 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 in the English language or any other language expressed in English letters or characters. The name must include the words "limited liability company" or the abbreviation "L.L.C." or "LLC". If a foreign limited liability company's 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 must be rejected if an election is not made and the limited liability company name in number 4 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 10-32-136 or 10-31-05.

The North Dakota Secretary of State has notified the limited liability company that its 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 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 limited liability company to use of the 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 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.

d) The limited liability company does not wish to use or protect its 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 5, 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.

- Provide a complete address of the executive office of the limited liability company, wherever located. In this section, an address must include a street or rural address, a postal box number if applicable, and the city, state and zip code with 4 digit extension. This address cannot only be a post office box 6.
- 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
- Provide the date (month, day, year) on which the limited liability company will expire in the state or country of origin.
- The telephone number of the executive office of the limited liability company is required.
- Provide a toll-free telephone number if the limited liability company has one. 10
- 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.

A <u>commercial registered agent</u> 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 <u>noncommercial registered agent</u> may be one of the following:

- a) An individual <u>residing</u> 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.

INSTRUCTIONS FOR CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION (CONTINUED)

- 11A. If a commercial registered agent is being appointed, provide the correct name as registerd with the North Dakota Secretary of State. If the name in number 11A is not the same as registered by the commercial registered agent, the name will be corrected by the Secretary of State when the document is received.
- 11B. 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 11B is not the same as registered, the name will be corrected by the Secretary of State when the document is received.
- 11C. If a noncommercial registered agent is being appointed, provide the complete address which may not be only a post office box. Leave this line blank if a commercial registered agent is appointed.
- 12. Describe the business activities or professional services which the limited liability company intends to conduct in North Dakota.
- 13. List the names and complete mailing addresses of the managers and governors. A foreign professional limited liability company must list all members and managers who will 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 dated and signed by a person authorized by the limited liability company.
- 15. List the name, email address, and daytime telephone number of a contact person if this office has any questions or needs additional information to file this application.

ASSISTANCE: If assistance is required to complete the application, call 701-328-2904.

EXPEDITING PROCESS: Be sure to complete number 15. If documents are being submitted by someone other than the company, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the application 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: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: www.nd.gov/sos

ANNUAL REPORTS: An annual report will be required of a foreign limited liability company or foreign professional limited liability company before November 15th in the year following that in which the Certificate of Authority is issued. The annual report forms are mailed to the registered agent.



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