



**CERTIFICATE OF AUTHORITY  
FOREIGN LIMITED LIABILITY COMPANY  
APPLICATION**  
SECRETARY OF STATE  
SFN 19381 (07-2008)

FOR OFFICE USE ONLY

ID Number:	
WO Number:	
Filed:	By:

**TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS**

1. 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.
  - Certification of professional license
  - Signed consent to use of name and fee of \$10
  - Trade name registration and fee of \$25

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13.1, and 10-32-138

2. Identify type of limited liability company applying for certificate of authority <input type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional	3. Federal ID Number
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4. Name of limited liability company exactly as it appears on Certificate of Good Standing from state or country of origin

5. 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:

- a) The 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 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.
- c) The limited liability company does not wish to use or protect its name in North Dakota and chooses to use a name other than its limited liability company name.

6. Complete address of executive office: (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number

7. State or country where organized	8. Date when limited liability company will expire in state or country of origin: (month, day, year) or indicate "perpetual".	9. Telephone Number	10. Toll-free telephone Number
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11.A. Name of **commercial** registered agent in North Dakota      **OR**      11.B. Name of **noncommercial** registered agent in North Dakota

11.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.**

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

13. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY						
MANAGERS	Check box if manager also serves as governor	COMPLETE MAILING ADDRESS				
		Street/RR	PO Box	City	State	Zip+4
	<input type="checkbox"/>					
	<input type="checkbox"/>					
	<input type="checkbox"/>					
	<input type="checkbox"/>					
	<input type="checkbox"/>					
Managing Member	<input type="checkbox"/>					
Managing Member	<input type="checkbox"/>					

If needed, attach sheet to add names of additional managers or governors.

14. "The undersigned has read the foregoing application, knows the contents thereof, and believes the statements are true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, and 11B if not correctly reflected."

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

15. Name of person to contact about this document	E-Mail Address	Daytime telephone number and extension, if any
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## 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, or 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 current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE. 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 service.

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

1. Check all the attachments applicable to 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.)

2. 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.

4. 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 Secretary of State when the document is received.

5. 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.
  - c) 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.

6. 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 number.
7. 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 received.
8. Provide the date (month, day, year) on which the limited liability company will expire in the state or country of origin.
9. The telephone number of the executive office of the limited liability company is required.
10. Provide a toll-free telephone number if the limited liability company has one.
11. 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 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.**

(continued)

