

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



## FOREIGN BUSINESS CORPORATION – CERTIFICATE OF AUTHORITY APPLICATION

Indicate (X) below if the application is for a (A) ORIGINAL or (B) for an AMENDED certificate.

**1. A.**  ORIGINAL certificate

Name of Corporation	2. State or Country of Incorporation
---------------------	--------------------------------------

**1. B.**  AMENDED certificate (Enter the corporate name, state or country of organization, and date of incorporation, as changed or continued.) Complete all other items, except items 8, and 12 thru 14.

Previous Name of Corporation (name under which it is currently registered in WI)	2. State or Country of Incorporation
--	--------------------------------------

New or Continuing Name of Corporation	2. State or Country of Incorporation
---------------------------------------	--------------------------------------

3. Date of Incorporation (MM/DD/YYYY)	4. Does the corporation have perpetual existence? <input type="checkbox"/> Yes <input type="checkbox"/> No, organized for a duration of _____ years
---------------------------------------	---

5. Name of Registered Agent in Wisconsin
--

6. Street address of <b>Registered Office</b> in Wisconsin		
City	State <b>WI</b>	Zip/Postal code

7. Address of <b>Principal Office</b>			
City	State/Province	Country	Zip/Postal code

**8.** Has the corporation transacted business in Wisconsin without holding a Certificate of Authority?

No     Yes    If "Yes", **complete and attach supplemental Form 21S**

**9. Names and Usual Business Addresses of Officers (may be scheduled).**

<u>Title</u>	<u>Name</u>	<u>Address</u>
CEO.		
Pres.		
V-P		
Secy		
Treas.		

**10. Names and Usual Business Addresses of Directors (may be scheduled). If the corporation has no directors, enter "None".**

<u>Title</u>	<u>Name</u>	<u>Address</u>
Chair.		
Dir.		
Dir.		
Dir.		

**11. Indicate the number of shares the corporation has **authority to issue** and the number of shares **issued**, itemized by class and series (if any), and the par value of the shares, or a statement that the shares are without par value: (may be scheduled)**

Class	Series	Number of Shares		Indicate Par Value (\$) per share, or "NPV" for No Par Value
		AUTHORIZED to issue	ISSUED	

**12. Compute the proportion of capital the corporation **expects to have represented** in Wisconsin in the coming year, using either a calendar or fiscal year basis. (NOTE: Start by completing items A(1) thru A(7). Continue, and in sequence, first complete item B and next item C, as each or both may be necessary, and post the results to item A and complete the computations in item A. Corporations having both Par Value and No Par Value shares issued will utilize both item B and item C.**

**12. (Continued)**

Estimated 1 <sup>st</sup> Year Activity	
A.(1) Gross Business	\$ _____
(2) Plus Total Assets	\$ _____
(3) Total of lines (1) and (2)	\$ _____
(4) Wisconsin business	\$ _____
(5) Plus Wisconsin Assets	\$ _____
(6) Total of lines (4) and (5)	\$ _____

(7) Divide line (6) by line (3) and enter percentage \_\_\_\_\_ %

(8) Value of Issued Shares of PAR VALUE stock from item B (3) \$ \_\_\_\_\_

(9) Value of Issued Shares of NO PAR VALUE stock from line C (7) \$ \_\_\_\_\_

(10) Total of lines (8) and (9) \$ \_\_\_\_\_

(11) Multiply line (10) by line (7) and enter product here **and item 13, below** \$ \_\_\_\_\_

**B. PAR VALUE STOCK (Use this section to compute valuation of Par Value stock only)**

(1) Value of issued shares of Par Value stock, computed at PAR, (number of issued shares in item 11 on page 2 multiplied by the par value per share) \$ \_\_\_\_\_

(2) Paid-in capital, in excess of Par, applicable to issued shares of Par Value stock \$ \_\_\_\_\_

(3) Total of lines (1) and (2). Also enter this sum on line A (8) above \$ \_\_\_\_\_

**C. NO PAR VALUE STOCK (Use this section to compute valuation of No Par Value stock only)**

(1) Total assets (From item 12A(2) above.) \$ \_\_\_\_\_

(2) Deduct liabilities other than capital and Surplus \$ \_\_\_\_\_

(3) Total of line (1) minus line (2) \$ \_\_\_\_\_

(4) Deduct amount of line A (8) above \$ \_\_\_\_\_

(5) Remainder of line (3) minus line (4) \$ \_\_\_\_\_

(6) Compute value of issued shares of NO PAR VALUE stock at \$10.00 per share (number of issued shares from Item 11 on page 2 multiplied by \$10.00) \$ \_\_\_\_\_

(7) Enter the GREATER of line (5) or line (6) here. Also enter this sum on line A (9) above. \$ \_\_\_\_\_

**13.** The corporation's capital represented in Wisconsin is \$ \_\_\_\_\_ (from item 12 (A) 11)

**14. COMPUTATION OF FILING FEE**

For the first \$60,000 of capital represented in Wisconsin	\$	100.00
Plus \$3.00 per \$1,000 of representation over \$60,000	\$	_____
<b>TOTAL FILING FEE (post to item 15)</b>	<b>\$</b>	<b>_____</b>

**15. Remit the one appropriate FILING FEE**, payable to Department of Financial Institutions

ORIGINAL Certificate, from item 14  \$ <b>100.00</b> , or more	<b>OR</b>	ORIGINAL Certificate, from Supplemental Form 21S  \$ _____	<b>OR</b>	AMENDED Certificate  \$ <b>40.00</b>
---	-----------	---	-----------	--

**16.** \_\_\_\_\_ (Signatory's printed name) \_\_\_\_\_ (Officer's signature)

Executed on \_\_\_\_\_ (Date) \_\_\_\_\_ (Officer's title)

⇒ NOTE: Every application must be accompanied by a current (not more than 60 days old) **CERTIFICATE OF STATUS** issued by the Secretary of State or other public custodian of corporate records in the state in which the corporation is organized.

---

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



**SUPPLEMENT - CERTIFICATE OF AUTHORITY APPLICATION**

The following information is required if item 8 of the application indicates that the corporation has transacted business in Wisconsin without holding a certificate of authority.

Name of Corporation: \_\_\_\_\_ State of Incorporation: \_\_\_\_\_

I. During what period did the corporation transact business in Wisconsin without holding a certificate of authority? \_\_\_\_\_ (date range).

Complete items 1, 2 and 3 below, and post the subtotal of fees to item II.

<p>1. The capital the corporation expects to have represented in Wisconsin in the coming year is \$ _____ (from item 12 A (11) – Form 21).</p> <p>2. In what year during the period in which the corporation transacted business without a certificate of authority did the corporation have the highest capital representation? _____. <b>Complete the worksheet on page 6.</b> The capital represented in Wisconsin for that year was \$ _____ (from item A (11) of the worksheet on page 6 of this form).</p> <p>3. Enter the <b>greater</b> amount of the capital representation from item 1 or 2, above. \$ _____. Compute the following fees based on this figure.</p>	
<p>Fee for the first \$60,000 of representation. ➔</p>	\$ 100.00
<p>PLUS \$3 per \$1,000 of representation over \$60,000. ➔</p>	\$ _____
<p>PLUS annual report fee for <u>each</u> calendar year, beginning with the calendar year following that in which the corporation first transacted business in Wisconsin. In making your computation include the report fee for the current calendar year, unless it is the first year in which the corporation transacted business in Wisconsin.</p>	➔ \$ _____
<p>1964 thru 1969 \$10; 1970 thru 1977, \$15; 1978 thru 1980, \$17; 1981 thru 1983, \$25; 1984, \$28; 1985, \$25; 1986, \$26; 1987 thru 1990, \$30; 1991 thru 2001, \$50; and 2002 thru _____, \$65.</p>	➔ \$ _____
<p style="text-align: right;">Subtotal ➔</p>	\$ _____ (Post subtotal to Section II)

II. COMPUTATION OF FILING FEE based on Supplemental Form 21S

Subtotal from the section above. \$ \_\_\_\_\_

Calculate and add a 50% penalty to the subtotal, or \$5,000, whichever is less. \$ \_\_\_\_\_

TOTAL FILING FEE (post to item 15 on Form 21, pg 4) \$ \_\_\_\_\_

WORKSHEET FOR DETERMINING CAPITAL REPRESENTED IN WISCONSIN  
(Supplemental Form 21S)

Compute the proportion of **capital represented in Wisconsin during the year cited** in item 2, on page 5, using either a calendar or fiscal year basis. (NOTE: Start by completing items A(1) thru A(7). Continue, and in sequence, first complete item B and next item C, as each or both may be necessary, and post the results to item A and complete the computations in item A. Corporations having both Par Value and No Par Value shares issued will utilize both item B and item C.

A.(1) Gross Business	\$ _____	
(2) Plus Total Assets	\$ _____	
(3) Total of lines (1) and (2)		\$ _____
(4) Wisconsin business	\$ _____	
(5) Plus Wisconsin Assets	\$ _____	
(6) Total of lines (4) and (5)		\$ _____
(7) Divide line (6) by line (3) and enter percentage		_____ %
(8) Value of Issued Shares of PAR VALUE stock from item B (3)	\$ _____	
(9) Value of Issued Shares of NO PAR VALUE stock from line C (7)	\$ _____	
(10) Total of lines (8) and (9)		\$ _____
(11) Multiply line (10) by line (7) and enter the product here <b>and in item 2 on page 5</b> of this form	\$ _____	
 B. PAR VALUE STOCK (Use this section to compute valuation of Par Value stock only)		
(1) Value of issued shares of Par Value stock, computed at PAR	\$ _____	
(2) Paid-in capital, in excess of Par, applicable to issued shares of Par Value stock	\$ _____	
(3) Total of lines (1) and (2). Also enter this sum on line A (8) above		\$ _____
 C. NO PAR VALUE STOCK (Use this section to compute valuation of No Par Value stock only)		
(1) Total assets (From item A.(2) above.)	\$ _____	
(2) Deduct liabilities other than capital and Surplus	\$ _____	
(3) Total of line (1) minus line (2)		\$ _____
(4) Deduct amount of line A (8) above		\$ _____
(5) Remainder of line (3) minus line (4)		\$ _____
(6) Compute value of issued shares of NO PAR VALUE stock at \$10.00 per share		\$ _____
(7) Enter the GREATER of line (5) or line (6) here. Also enter this sum on line A (9) above.		\$ _____

FOREIGN BUSINESS CORPORATION  
CERTIFICATE OF AUTHORITY APPLICATION

┌ \_\_\_\_\_ ┐

└ \_\_\_\_\_ ┘

**▲ Enter your return address within the brackets above**

**Phone number** during the day: (     ) \_\_\_\_\_ - \_\_\_\_\_

**INSTRUCTIONS** (Ref. sec. 180.1503 or 180.1504, Wis. Stats. for document content)

**Submit one original and one exact copy along with the required filing fees and a current CERTIFICATE OF STATUS to the address listed below. Make checks payable to the “Department of Financial Institutions”. Filing fee is non-refundable. Sign the document manually or otherwise as allowed under sec. 180.0103(16), Wis. Stats.**

<b>Mailing Address:</b> Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846	<b>Physical Address for Express Mail:</b> Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave – 3 <sup>rd</sup> Fl. Madison WI 53703	Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818
---	---	---

**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

This application is appropriate for use by a foreign, for-profit stock corporation or cooperative association. Foreign nonstock corporations, including nonprofit corporations, apply on Form **121** (Foreign Nonstock Corporation – Certificate of Authority Application).

1. **(A)** For an ORIGINAL certificate of authority, complete items A 1 and A 2 and items 3 thru 16. If the corporation has transacted business in Wisconsin without holding a certificate of authority, also complete and submit **supplemental Form 21S**. Respond to all items. If the answer to any item is “zero” or “none”, enter that remark.
1. **(B)** For an AMENDED certificate of authority, complete items B1, B2 and items 3 thru 7, 9 thru 11, and 15 and 16. Respond to all items. If the answer to any item is “zero” or “none”, enter that remark. **Supplemental Form 21S is not required**. The certificate of status must be issued under the new or continuing name of the corporation. A certified copy of the charter documents is not an acceptable substitute.

- 2 & 3. Enter the name of the state or country under whose laws the corporation is organized, and the date of incorporation.
4. Indicate whether the corporation has perpetual existence, or is organized for a term of years. If organized for a term of years, enter the duration of that term.
- 5 & 6. Enter the name of the corporation's registered agent and registered office in Wisconsin. The address of the registered office must describe its physical location, i.e., street name, number, city (in Wisconsin) and ZIP code. Failure to continuously maintain an agent and office may set grounds for revocation of the corporation's certificate of authority. Annual report forms, notices and other official communications are directed to the corporation's registered agent, so it is important to keep this information current. Request Form 13 to make a change of registered agent or registered office.
7. Enter the address of the corporation's principal office, inside or outside Wisconsin, where its principal executive offices are located.
8. Indicate if the corporation has, or has not, transacted business in Wisconsin without holding a certificate of authority. If the response is "Yes," complete Supplemental Form 21S.
- 9 & 10. Provide the name and address of each of the corporation's officers and directors. If the corporation has no directors, indicate that in item 10.
11. Provide complete information on the number and type of capital shares the corporation is **authorized** to issue, and the number and type of such shares that **are** issued.
12. For items A.(1) thru A.(6), provide figures estimating the first year's activity and compute the percentage of the corporation's capital to be represented in Wisconsin. NOTE: The governing statute does not define "gross business" or "Wisconsin business." If the figures for "gross business" (item 12(A) 1) equate to gross sales by the corporation worldwide, then gross sales in Wisconsin would be the appropriate criteria in computing "Wisconsin business" (item 12 (A) 4). Similarly for "Total Assets" and "Wisconsin Assets." If "Total Assets" are stated at their depreciated value, "Wisconsin Assets" would also be stated at their depreciated value. So long as criteria are consistently applied, an unwarranted distortion may be avoided.
- 13 & 14. Use these items to compute the filing fee based on the corporation's capital to be represented in Wisconsin.
15. Determine the **FILING FEE** from the appropriate section in item 15 and remit the fee by check payable to "Department of Financial Institutions." If the computation is made using Supplemental Form 21S, the result will include the basic qualification fee.
16. The application is to be executed by an **officer** of the corporation. Print or type the name and title of the officer signing the application and the date it was signed.

Every application must be accompanied by a current **CERTIFICATE OF STATUS** (variously called "certificate of existence" or "certificate of good standing"), issued by the Secretary of State (or other official having custody of corporate records) under whose laws it is incorporated, attesting to the existence and status of the corporation. The certificate must be issued not more than 60 days prior to the delivery of this application.