

STATE OF MONTANA

Prepare, sign, submit with an original signature and filing fee.

This is the minimum information required.

CERTIFICATE of AUTHORITY
of FOREIGN PROFIT CORPORATION
APPLICATION
MCA [35-1-1028](#)



(This space for use by the Secretary of State only)

MAIL: **LINDA McCULLOCH**
Secretary of State
P.O. Box 202801
Helena, MT 59620-2801
PHONE: (406) 444-3665
FAX: (406) 444-3976
WEB SITE: sos.mt.gov

Required Filing Fee: \$70.00

- 24 Hour Priority Handling check box and **Add \$20.00**
 1 Hour Expedite Handling check box and **Add \$100.00**

- Select 1 corporate type and complete as requested.** Please note: The business name must contain the word "corporation", "incorporated", "company", or "limited" or an abbreviation. If a professional corporation the business name must contain the words "professional corporation" or an abbreviation ([35-4-206, MCA](#))
 General for profit corporation and the corporate name is: _____
 Professional Corporation and the corporate name is: _____
 Close Corporation which will operate with directors or without directors and its corporate name is: _____
 Professional Close Corporation which will operate with directors or without directors and its business name is: _____
- It is incorporated under the laws of the state of: _____ and has attached an **original, currently dated (within 6 months) Certificate of Existence (Good Standing)**.
- The date of its incorporation is: _____ and the period of duration is: _____
(Month/Day/Year)
- The business mailing address of the principal office: _____
City: _____ State _____ Zip Code: _____
- The name, street address or rural route box number and mailing address for the registered office/agent in Montana:
Appointment of a Registered Agent is confirmation of the agent's consent.
Name: _____
Street Address (required): _____
Mailing Address: _____
City: _____ State: MT Zip Code: _____
Signature of Agent: _____
- A description of the business the corporation intends to transact: _____
- The name, **office held**, and **business mailing address** of the current officer(s). (If a person holds more than one office please indicate [i.e. President/Treasurer].) You may provide an attachment if necessary.

- The name and **business mailing address** of the current director(s). You may provide an attachment if necessary.

- I, HEREBY SWEAR AND AFFIRM**, under penalty of law that the facts contained in this Application are true.

Signature of Officer or Chairperson of the Board

Date

Daytime Contact: Phone _____ Email _____

HELP SHEET: CERTIFICATE of AUTHORITY for FOREIGN PROFIT CORPORATION APPLICATION

A foreign corporation must procure a certificate of authority, to transact business or conduct affairs from the Secretary of State of the State of Montana, according to [35-1-1026, MCA](#), before transacting any business or conducting any affairs in the State of Montana. Any foreign corporation which fails to procure such a certificate of authority shall not be permitted to maintain any action, suit or proceeding in any court in Montana.

The application for a certificate of authority is made on forms furnished by the Secretary of State. An original (with an original signature) must be filed along with a Certificate of Existence (Good Standing) dated within six months and signed by the Secretary of State of the state of jurisdiction. One copy must be originally signed by the proper official of the corporation.

A profit corporate name must contain a word such as "corporation", "company", "incorporated", "limited" or an abbreviation of one of these words or the corporation shall, for use in the State of Montana, add one of the words to the end of its name.

A profit corporation transacting business in Montana must have an agent in Montana who will receive all official mailings and any service or process on behalf of the corporation. Physical & mailing addresses for agent must be in Montana.

A profit corporation must provide the name(s) and business mailing address(es) of **at least one officer and one director**.

Transacting Business or Conducting Affairs

In general a foreign corporation is considered to be transacting business or conducting its affairs in Montana when it engages in Montana in the business or affairs for which it was incorporated. Without excluding other permissible activities, a foreign corporation is not considered to be transacting business or conducting affairs in Montana, by reason or carrying on any one or more of the following activities in the State, and a certificate of authority is not required:

- 1) Maintaining, defending or settling any proceeding;
- 2) Holding meetings of the board of directors or shareholders or carrying on other activities concerning its internal affairs;
- 3) Maintaining bank accounts;
- 4) Maintaining offices or agencies for the transfer, exchange and registration of the corporation's own securities or maintaining trustees or depositories with respect to those securities;
- 5) Selling through independent contractors;
- 6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become binding contracts;
- 7) Creating or acquiring indebtedness, mortgages and security interests in real or personal property;
- 8) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;
- 9) Owning real or personal property that is acquired incident to activities described in number 8 above if the property is disposed of within five years after the date of acquisition does not produce income, or it is not used in the performance of a corporate function;
- 10) Conducting an isolated transaction that is completed within 30 days and is not a transaction in the course of repeated transactions of a similar nature;
- 11) Transacting any business in interstate commerce.

The determination of whether a corporation is actually transacting business or conducting its affairs in Montana is often involved and complicated and must be based on intimate knowledge of the manner in which the corporation operates. The services of an attorney should be used in making the determination.

In accordance with [35-1-1027\(4\), MCA](#); a foreign corporation transacting business without a certificate of authority may be assessed a penalty by the Montana Attorney General for each day that it transacts business in the State of Montana up to the date the application is first received by the Montana Secretary of State.

GENERAL INSTRUCTIONS

Please type or print clearly when filling out this form.

ALL INFORMATION PUBLIC

All information provided, including names and addresses of the principals of the entity, will be made available on the Secretary of State's web site or upon request.

LEGAL AND ACCOUNTING IMPLICATIONS

There are important legal and accounting implications with respect to this entity's actions. Suitable legal and accounting advice should be secured before submission. The Secretary of State's office suggests that such advice be sought prior to filling out forms to be sure that you understand the terms and procedures.

FORM PROCESSING TIME

Please be advised that the Business Services Division of the Montana Secretary of State will process your business documents within 10 working days of receipt.

- During this period if it is determined that your document does not meet statutory requirements, a letter outlining the deficiencies will be returned to the original submitter.
- If the document is complete and correct, the document will be filed and a letter certifying the filing of the document will be returned to the original submitter.
- If you wish a "FILED STAMPED" copy of the document to be returned with the certification letter (at no additional fee), it will be necessary for you to submit the original and a copy of the document.

Express Handling

- You may request 24 hour priority handling of your document by simply marking the "24 hour priority handling" box and include an **additional** \$20.00 with your handling fee.
- You may request 1 hour expedite handling of your document by marking the "1 hour priority handling" box and include an **additional** \$100.00 with your filing fee.
- **Please note:** If your documents are returned for deficiencies and upon resubmittal you request either of the Express Services **you must also remit** a new priority (\$20.00) or expedite (\$100.00) handling fee.

SUBMISSION

Make checks payable to the Secretary of State. Upon completion, mail with ORIGINAL SIGNATURE to:

Secretary of State
PO Box 202801
Helena, MT 59620-2801

CONTACT US

If you have any questions regarding this form, please contact the Secretary of State, Business Services Division at (406) 444-3665.

DO NOT STAPLE PAYMENT TO FILING FORM