

53-17-5 . Application for certificate of authority.

A. A foreign corporation, in order to procure a certificate of authority to transact business in this state, shall make application to the commission [secretary of state], which application shall set forth:

(1) the name of the corporation and the state or country under the laws of which it is incorporated;

(2) if the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of these words, the name of the corporation with the word or abbreviation that it elects to add thereto for use in this state;

(3) the date of incorporation and the period of duration of the corporation;

(4) the address of the registered office of the corporation in the state or country under the laws of which it is incorporated and the address of the principal office of the corporation, if different;

(5) the address of the proposed registered office of the corporation in this state and the name of its proposed registered agent in this state at such address;

(6) the purpose of the corporation that it proposes to pursue in the transaction of business in this state;

(7) the names and respective addresses of the directors and officers of the corporation who have consented to serve;

(8) a statement of the aggregate number of shares that the corporation has authority to issue, itemized by classes and by series, if any, within a class;

(9) a statement of the aggregate number of issued shares, itemized by class and by series, if any, within each class;

(10) an estimate expressed in dollars of:

(a) the gross amount of business that will be transacted by it during its current fiscal year at or from places of business located in the state;

(b) the gross amount of business that will be transacted by it during its current fiscal year, wherever transacted;

(c) the value of all property to be owned by it and located in the state during its current fiscal year; and

(d) the value of all property to be owned by it during its current fiscal year, wherever located; and

(11) additional information necessary or appropriate in order to enable the commission [secretary of state] to determine whether the corporation is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable.

B. The application shall be made on forms prescribed by the commission [secretary of state] or on forms containing substantially the same information as forms prescribed by the commission [secretary of state] and shall be executed by the corporation by an authorized officer of the corporation.

History: 1953 Comp., § 51-30-5, enacted by Laws 1967, ch. 81, § 107; 1975, ch. 65, § 2; 1977, ch. 103, § 13; 1983, ch. 304, § 64; 1991, ch. 170, § 9; 1993, ch. 318, § 4; 2001, ch. 200, § 66; 2003, ch. 318, § 42.

53-17-6 . Filing of application for certificate of authority.

A. A corporation applying for a certificate of authority shall deliver to the commission [secretary of state]:

(1) an original of the application of the corporation for a certificate of authority together with a copy, which may be signed, photocopied or conformed;

(2) a certificate of good standing and compliance issued by the appropriate official of the state or country under the laws of which the corporation is incorporated, current within thirty days and which has not expired at the time of receipt by the commission [secretary of state]; and

(3) a statement executed by the designated registered agent acknowledging his acceptance of the appointment by the filing corporation as its registered agent, if the agent is an individual, or a statement executed by an authorized officer of a corporation that is the designated registered agent in which the officer acknowledges the corporation's acceptance of the appointment by the filing corporation as its registered agent, if the agent is a corporation.

B. If the commission [secretary of state] finds that the application and the statement conform to law, it shall, when all fees have been paid:

(1) endorse on the original and copy the word "filed" and the month, day and year of the filing;

(2) file in its office the original of the application, the statement and the copy of the articles of incorporation and amendments thereto; and

(3) issue a certificate of authority to transact business in this state to which it shall affix the file-stamped copy.

C. The certificate of authority, together with the file-stamped copy of the application affixed to it shall be returned by the commission [secretary of state] to the corporation or its representative.

History: 1953 Comp., § 51-30-6, enacted by Laws 1967, ch. 81, § 108; 1977, ch. 103, § 14; 1983, ch. 304, § 65; 2001, ch. 200, § 67.