



JAMES C. KIRKPATRICK
STATE INFORMATION CENTER
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JASON KANDER
SECRETARY OF STATE
STATE OF MISSOURI

CORPORATIONS
(573) 751-4153

**INSTRUCTIONS FOR
APPLICATION FOR CERTIFICATE OF AUTHORITY
TO DO BUSINESS IN MISSOURI**

A foreign corporation may not transact business in Missouri until it obtains a certificate of authority. Before applying for a certificate to do business in Missouri, you may wish to review Section 351.572. RSMo, available online at www.sos.mo.gov/business/corporations/statutes.asp. Section 351.572 RSMo describes activities that are not considered transacting business within the meaning of this statute and its requirement. If you are exempt, you may still be responsible for filings with other agencies.

Enclosed are forms to be used to apply for a certificate of authority. In completing the form, the following will assist you:

1. You must use the forms provided by the Missouri Secretary of State's Office, as required by law.
2. Forms must be accompanied by a current (dated within 60 days) "Certificate of Good Standing/Existence" from the parent state. This must be an original with original seals and signatures. This certificate can be obtained from the parent state's Secretary of State or authority which issues corporate charters; normally a fee is charged by the parent state for issuing this certificate.
3. The filing fee for a certificate of authority is \$155. (Checks should be made payable to Director of Revenue.)
4. By law, the corporation must list a registered agent and the agent's address in Missouri. The registered agent may be an individual or a corporation registered in Missouri. A corporation may not serve as its own registered agent.
5. The necessary documents should be sent to Secretary of State, Corporations Division, P.O. Box 778, Jefferson City, MO 65102. For express mailings which require a street address, use 600 West Main, Jefferson City, MO 65101.

If you have any questions, please contact us toll-free at (866) 223-6535.

Best Regards,

Jason Kander
Secretary of State

Ltr. 6A 05/06

James C. Kirkpatrick State Information Center
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State of Missouri

Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

Application for Certificate of Authority For a Foreign For-Profit Corporation

(Submit with filing fee of \$155.00)

1. The corporation's name is _____
and it is organized and existing under the laws of _____

2. The name it will use in Missouri is _____

3. The date of its incorporation was _____, and the period of its duration is _____
month/day/year

4. The address of its principal place of business is _____
Address *City/State/Zip*

5. The name and physical address of its registered agent and office in the State of Missouri is

Name *Address* *City/State/Zip*

6. The specific purpose(s) of its business in Missouri are: _____

7. The name of its officers and directors and their business addresses are as follows:

| Officers | <i>Name</i> | <i>Address</i> | <i>City/State/Zip</i> |
|-----------------|-------------|----------------|-----------------------|
| President | _____ | _____ | _____ |
| Vice President | _____ | _____ | _____ |
| Secretary | _____ | _____ | _____ |
| Treasurer | _____ | _____ | _____ |

Board of Directors

Director _____

Director _____

Director _____

Director _____

Director _____

(Please see next page)

| |
|--|
| Name and address to return filed document: |
| Name: _____ |
| Address: _____ |
| City, State, and Zip Code: _____ |

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Must be an Officer or Chairman listed in #7

Printed Name

Title

Date

Note: A current (not more than 60 days old) original certificate of good standing or certificate of existence must be submitted with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters in the state of domicile.

Missouri Revised Statutes

Chapter 351 **General and Business Corporations** **Section 351.572**

August 28, 2008

Authority to transact business required.

351.572. 1. A foreign corporation may not transact business in this state until it obtains a certificate of authority from the secretary of state.

2. The following activities, among others, do not constitute transacting business within the meaning of subsection 1 of this section:

- (1) Maintaining, defending, or settling any proceeding;
- (2) Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate 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) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property;
- (6) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;
- (7) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;
- (8) Transacting business in interstate commerce.

3. The list of activities in subsection 2 of this section is not exhaustive.

(L. 1990 H.B. 1432)

CROSS REFERENCE:

Foreign registered limited liability partnership not deemed to be transacting business in this state under corporate laws, RSMo 347.163
