



!
This legal document
should be typed.
All illegible
documents
will be REJECTED.

Instructions for Filing Application for Certificate of Authority by a Foreign Business Corporation

[Section 7-1.2-1405](#) of the General Laws of Rhode Island, 1956, as amended

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.

All filings are public records under RIGL 38-2-1, et seq. This means all information is available to the public by a variety of methods including, without limitations, inspections at our office, telephone inquiries and electronically through our online database.

How to complete the form:

1. State the name of the corporation. It must match the name on your [Certificate of Good Standing/Letter of Status](#) from the state or country of formation, which must be attached to this form.
2. State the state or country under whose laws the corporation was incorporated.
3. Complete section 3 **IF** the name on Line 1 needs to be modified to be used in Rhode Island. Your entity name must be distinguishable from any name on file in this office. You may check [name availability](#) on our website; however, this does not ensure the name will still be available upon filing.
 - a. Complete 3a, if the original name does not include "corporation," "company," "incorporated," "limited," or one of these abbreviations: "inc.," "co.," "corp.," or "ltd."
 - b. Complete 3b, if after an initial name availability check through the Corporate Database on our website or by phoning our office, the original name is unavailable for use in Rhode Island. A Fictitious Business Name Statement, [Form 624A](#), must be filed and submitted with this application. The Fictitious Business Name Statement has a \$50 filing fee.
4. State the date of incorporation in the state or country of formation. Check the appropriate box for the duration of the corporation. Check "date certain for dissolution" only if there is a designated dissolution date in the state or country of formation, otherwise, check "perpetual."
5. State the principal place of business for the corporation.
6. State the name of the registered agent. The registered agent is an individual or entity that will accept all legal service for this entity. The agent must be a Rhode Island resident or entity qualified to do business in this state. A Rhode Island street address is required, **NOT** a P.O. Box. In addition to all legal service of process, other important correspondence from the state will be sent to this address.
7. State the specific purpose(s) for transacting business in Rhode Island.
8. Complete sections 8a and 8b in the following manner:
 - a. List the names and addresses of directors (optional, unless directors are required in the state of formation).
 - b. List the name and addresses of principal officers (mandatory if you did not fill out section 8a).
9. State the number of shares the corporation has the authority to issue, itemized by class and series, if applicable. All corporations have authorized shares. If you are unsure of the corporation's number of authorized shares, contact the state in which the corporation was formed.
10. State the percentage of the corporation's property to be located in Rhode Island (obtained from worksheet).
11. State the percentage of the corporation's total business that will be conducted in Rhode Island (obtained from worksheet).
12. A [Certificate of Good Standing/Letter of Status](#) from the state or country of formation dated within 60 days of the date of this filing must accompany this application.
13. Check "Date received" unless you prefer that the Application go into effect at a later date than when it is received in this office. Any later date must be within 90 days of filing.
14. An Authorized Officer **MUST** sign and date the form.

How to complete the worksheet:

This section is to be completed to obtain the percentages required in sections 10 and 11 on the form.

1. Complete sections 1a, 1b and 1c in the following manner:
 - a. State the estimated value of **ALL** property owned by the corporation, regardless of its location.
 - b. State the estimated value of the property owned by the corporation that will be located in Rhode Island.
 - c. Estimate the percentage of the corporation's property to be located in Rhode Island.



Instructions for Filing (continued) Application for Certificate of Authority by a Foreign Business Corporation

[Section 7-1.2-1405](#) of the General Laws of Rhode Island, 1956, as amended.

How to complete the worksheet (continued):

2. Complete sections 2a, 2b and 2c in the following manner:
 - a. Estimate the gross amount of **ALL** business the corporation will do in the upcoming year.
 - b. Estimate the gross amount of business that will specifically be done in Rhode Island in the upcoming year.
 - c. Calculate the estimated percentage of the corporation's total business that will be conducted in Rhode Island.

How to pay the filing fee:

The filing fee is payable either by mail via check made payable to RI Department of State or in person via cash, credit card, or check at the Business Services Division, 148 W. River Street, Ste. 1, Providence, RI 02904. Contact our office at (401) 222-3040 for further information.

How to confirm your filing:

Entity records are retrievable and viewable through our website. Successful filings will NOT result in a mailed confirmation. Filings that cannot be processed will be posted [online](#) and then returned. To confirm your submission and obtain evidence of your filing:

- Go to our [Corporate Database](#).
- Enter the name or ID number of your entity and click "Search."
- Click on the link to your entity record, scroll down, select "All Filings" and then "View Filing."
- Identify the desired type of filing and click on "PDF" under "View PDF" to view and print the record.

How to maintain your status:

The entity is responsible for filing an annual report each calendar year, excluding the year of incorporation, between February 1 and May 1. A courtesy reminder will be mailed to the registered agent prior to February 1 of each year. Be sure to follow up with your registered agent concerning the filing of this report. Failure to file an annual report or maintain a registered agent/office will result in revocation proceedings.

Every entity registered with the RI Department of State - Business Services Division will have filing requirements with the [Rhode Island Division of Taxation](#), even if no business is conducted within Rhode Island for a particular year. Your business may require additional licensing. Please visit our [website](#) for further information.

Evidence necessary for businesses providing professional services:

Prior approval required for engineers:

If the entity is engaged in the practice of Engineering, at the time of filing, evidence of a current application with the Rhode Island Department of Business Regulation, Board of Design Professionals (401) 462-9592 or [bdp.ri.gov](#) is required.

Licensing requirements – all entities:

If the entity is engaged in the practice of law, the applicant must apply for a limited liability entity license from the Rhode Island Supreme Court within thirty (30) days of filing with the Department of State. You may contact the Rhode Island Supreme Court Clerk's Office at (401) 222-3272 or [courts.ri.gov](#).

If the entity is engaged in the practice of medicine (see RIGL [7-5.1-2](#) for all applicable disciplines) the applicant must apply for licensing from the Rhode Island Department of Health, Professional Regulation. You may contact the Rhode Island Department of Health at (401) 222-5960 or [health.ri.gov](#).

If the entity is engaged in the practice of land surveying, architecture or landscape architecture, the applicant must apply for licensing from the Rhode Island Department of Business Regulations, Board of Design Professionals at (401) 462-9530 or [bdp.ri.gov](#).

If the entity is engaged in the practice of accountancy, the applicant must apply for licensing from the Rhode Island Department of Business Regulation, Board of Accountancy at (401) 462-9500 or [dbr.ri.gov](#).



Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

STAMP

FOR
SECRETARY OF STATE
USE ONLY

Pursuant to the provisions of [RIGL 7-1.2-1405](#), the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:



| | | |
|---|------------------------------|----------|
| 1. The name of the corporation is: | | |
| 2. It is incorporated under the laws of: | | |
| 3. The name, if different, which it elects to use in Rhode Island is: | | |
| <p>(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:</p> <p>(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:</p> | | |
| 4. The date of its incorporation is: | | |
| <p>And the period of its duration is: CHECK ONE BOX ONLY</p> <p>Perpetual (on-going)</p> <p>Date certain for dissolution _____</p> | | |
| 5. The address of its principal office is: | | |
| 6. The name and address of the initial registered agent/office in Rhode Island: | | |
| Agent Name | | |
| Street Address (<u>NOT</u> a P.O. Box) | | |
| City/Town | State RHODE ISLAND | Zip Code |

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov



STAMP

FOR
SECRETARY OF STATE
USE ONLY

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

| NAME | ADDRESS |
|------|---------|
| | |
| | |
| | |
| | |

Check the box to indicate an attachment

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

| OFFICE | NAME | ADDRESS |
|----------------|------|---------|
| PRESIDENT | | |
| VICE PRESIDENT | | |
| TREASURER | | |
| SECRETARY | | |

Check the box to indicate an attachment

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| NUMBER OF SHARES | CLASS | SERIES | PAR VALUE OR STATE NO PAR VALUE |
|------------------|-------|--------|---------------------------------|
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

10. An estimate, **as a percentage**, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (Note: Percentage obtained from worksheet.)

_____ %

11. An estimate, **as a percentage**, of the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. (Note: Percentage obtained from worksheet.)

_____ %

12. This application must be accompanied by a [Certificate of Good Standing/Letter of Status](#) from the state or country of formation dated within 60 days of the date of this filing.

13. Date when the Certificate of Authority will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (Date must be no more than 90 days from the date of filing) _____

14. *Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.*

| | |
|--|------|
| Type or Print Name of Authorized Officer | Date |
|--|------|

Signature of Authorized Officer of the Corporation



**License Fee Worksheet
 for a Certificate of Authority by a Foreign Business Corporation**

[Section 7-1.2-1602](#) of the General Laws of Rhode Island, 1956, as amended

| | |
|---|---|
| Use worksheet to calculate the corporation's license fee: | |
| 1. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located: \$ _____ | (b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year: \$ _____ |
| c) Estimate, as a percentage , the proportion that the estimated value of the property of the corporation to be located within Rhode Island during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located: <i>(Note: Divide (1b) by (1a) and multiply by 100 to obtain the percentage.)</i> _____ % | |
| 2. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year: \$ _____ | (b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year: \$ _____ |
| (c) Estimate, as a percentage , the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year: <i>(Note: Divide (2b) by (2a) and multiply by 100 to obtain the percentage.)</i> _____ % | |

***This worksheet is NOT a public document and will NOT be imaged.**

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.



Filer Contact Information

In the event our office needs more information in order to complete the filing of this document, we ask for the filer's contact information. **All fields are REQUIRED.**

| | | |
|-----------------------|--------|---------------|
| Name: | | Date: |
| Proposed Entity Name: | | |
| Street Address: | | |
| City: | State: | Zip Code: |
| Email Address: | | Phone Number: |