



## 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.

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

### 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. List 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 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 624](#), 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 of formation, otherwise, check "perpetual."
5. List 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. List the specific purpose(s) for transacting business in Rhode Island.
8. In 8a, list the names and addresses of directors (optional, unless directors are required in the state of formation). In 8b, list the name and addresses of principal officers (mandatory if you did not fill out 8a).
9. List 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. In 10a, state the estimated value of all property owned by the corporation, regardless of its location. In 10b, state the estimated value of the property owned by the corporation that will be located in Rhode Island. In 10c, estimate the percentage of the corporation's property to be located in Rhode Island.
11. In 11a, estimate the gross amount of business the corporation will do in the upcoming year. In 11b, estimate the gross amount of business that will specifically be done in Rhode Island in the upcoming year. In 11c, calculate the estimated percentage of the corporation's total business that will be conducted in Rhode Island.
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 pay the filing fee:

The minimum filing fee is \$310, payable either in person via cash, credit card, or check at the Business Services Division, or by mail to the Business Services Division via check made payable to the R.I. Department of State. Unless the corporation has more than 75 million authorized shares, the minimum filing fee applies. Contact our office for further information.



## 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 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:

- Log on to the [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 desired type of filing and click on "PDF" under "Files" to view and print the record
- Filing rejections can be viewed online, via our [Rejected Filings Viewer](#)

#### How to maintain your status:

The corporation is responsible for filing an annual report each calendar year, excluding the year of qualification, between January 1 and March 1. A courtesy reminder will be mailed to the registered agent prior to January 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 may result in the revocation of the Certificate of Authority pursuant to RIGL [7-1.2-1414](#).

Every entity registered with the Rhode Island Department of State - Business Services Division may 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:

The following professionals require evidence of a current application with the appropriate licensing agency prior to filing with the Department of State.

- Engineering (401) 462-9592 [www.bdp.ri.gov](http://www.bdp.ri.gov)
- Land Surveying (401) 462-9595 [www.bdp.ri.gov](http://www.bdp.ri.gov)
- Architecture (401) 462-9594 [www.bdp.ri.gov](http://www.bdp.ri.gov)
- Landscape Architecture (401) 462-9595 [www.bdp.ri.gov](http://www.bdp.ri.gov)

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 [www.courts.ri.gov](http://www.courts.ri.gov).



State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**  
 148 W. River Street, Providence, Rhode Island 02904-2615  
**Phone:** (401) 222-3040 | **Email:** corporations@sos.ri.gov | **Website:** www.sos.ri.gov



**Application for Certificate of Authority  
 Foreign Business Corporation**  
 Filing and License Fee: \$310.00 minimum

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:	
And the period of its duration is: <b>CHECK ONLY ONE BOX</b> <input type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____	
5. The address of its principal office is:	



6. The name and address of the initial registered agent/office of in Rhode Island:		
Agent Name		
Street Address ( <u>NOT</u> a P.O. Box)		
City/Town	State <b>RHODE ISLAND</b>	Zip Code

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. (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 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: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.*

\_\_\_\_\_ %

11. (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. *Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.*

\_\_\_\_\_ %

12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.

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

Date received (Upon filing)

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

*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.*

Signature of Authorized Officer of the Corporation

Type or Print Name of Authorized Officer

Date

SIGN DOCUMENT HERE

**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.**



**State of Rhode Island and Providence Plantations**  
**Department of State - Business Services Division**  
148 W. River Street, Providence, Rhode Island 02904-2615  
**Phone:** (401) 222-3040 | **Email:** [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov) | **Website:** [www.sos.ri.gov](http://www.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:		Phone Number:	
Proposed Entity Name:			
Street Address:			
City:	State:	Zip Code:	
Email Address:			

**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](mailto:corporations@sos.ri.gov).**