

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is \_\_\_\_\_  
\_\_\_\_\_.
2. The name which it shall use in Idaho is \_\_\_\_\_.
3. It is incorporated under the laws of \_\_\_\_\_.
4. Its date of incorporation is \_\_\_\_\_ and its duration, if other than perpetual, is \_\_\_\_\_.
5. The address of its principal office in the state or country under the laws of which it is incorporated is  
\_\_\_\_\_.
6. The address to which correspondence should be addressed, if different than item 5, is \_\_\_\_\_  
\_\_\_\_\_.
7. The street address of its registered office in Idaho is \_\_\_\_\_  
\_\_\_\_\_, and its registered agent in Idaho at that address is \_\_\_\_\_.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
\_\_\_\_\_.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: \_\_\_\_\_

\_\_\_\_\_  
(Corporation name)

By \_\_\_\_\_  
Its President, Vice President, Secretary or Assistant Secretary  
(please specify)

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Secretary of State use only

## INSTRUCTIONS

1. Complete and submit the application in duplicate. Complete item 2 only if the corporation must adopt an assumed name to avoid a conflict with an existing name on the records of the Secretary of State. In such a case, attach a resolution of the board of directors adopting the assumed name.
2. Enclose with the application an original certificate of status or existence from the filing office in the jurisdiction under whose laws the corporation is organized. A certified copy of the articles of incorporation is NOT acceptable.
3. Enclose the appropriate fee.
  - a. If the application is typed and there are no attached pages, the fee is \$100.
  - b. If the application is not typed or if it has attached pages, the fee is \$120.
  - c. If expedited service is requested, add \$20 to the fee.
  - d. If the fees are to be paid from the filing party's pre-paid customer account, conspicuously indicate the customer account number in the cover letter or transmittal document.
4. Mail or deliver to:  
Office of the Secretary of State  
700 West Jefferson  
PO Box 83720  
Boise, ID 83720-0080
5. If you have questions or need help, call the Secretary of State's Office at (208) 334-2301

### ADMISSION OF FOREIGN CORPORATION

#### Idaho Code, Title 30 Chapter 1, Section 106

30-1-106. ADMISSION OF FOREIGN CORPORATION. No foreign corporation shall have the right to transact business in this state until it shall have procured a certificate of authority so to do from the secretary of state. No foreign corporation shall be entitled to procure a certificate of authority under this act to transact in this state any business which a corporation organized under this act is not permitted to transact. A foreign corporation shall not be denied a certificate of authority by reason of the fact that the laws of the state of country under which such corporation is organized governing its organization and internal affairs differ from the laws of this state, and nothing in this act contained shall be construed to authorize this state to regulate the organization or the internal affairs of such corporation.

Without excluding other activities which may not constitute transacting business in this state, a foreign corporation shall not be considered to be transacting business in this state for the purposes of this act, by reason of carrying on in this state any one or more of the following activities:

- (a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes.
- (b) Holding meetings of its directors or shareholders or carrying on other activities concerning its internal affairs.
- (c) Maintaining bank accounts.
- (d) Maintaining offices or agencies for the transfer, exchange and registration of its securities, or appointing and maintaining trustees or depositaries with relation to its securities.
- (e) Effecting sales through independent contractors.
- (f) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where such orders require acceptance without this state before becoming binding contracts.
- (g) Creating as borrower or lender, or acquiring, indebtedness or mortgages or other security interests in real or personal property.
- (h) Securing or collecting debts or enforcing any rights in property securing the same. This subsection shall not be construed to allow any person or corporation to act in a manner contrary to the provisions of chapter 22, title 26, Idaho Code.
- (i) Transacting any business in interstate commerce.
- (j) Conducting an isolated transaction completed within a period of thirty (30) days and not in the course of a number of repeated transactions of like nature.