

ROBIN CARNAHAN 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.
- 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,

Robin Carnahan Secretary of State

JAMES C. KIRKPATRICK



# **State of Missouri**

Robin Carnahan, 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 Missour	i is			
3. The date of its incorporation wa	.S month/day/year	, and the per	iod of its duration is	
4. The address of its principal plac	e of business is	Address		City/State/Zip
5. The name and physical address	of its registered agent	and office in the State	e of Missouri is	
Name	Addi	ress		City/State/Zip
6. The specific purpose(s) of its bu	isiness in Missouri are	:		
7. The name of its officers and dire	ectors and their busine	ss addresses are as fo	llows:	
Officers	Name	Addres	SS	City/State/Zip
President				
Vice President				
Secretary				
Treasurer				
<b>Board of Directors</b>				
Director				
		(Please see next page)		
Name and address to return filed	document:			
Name:				
Address:				
City, State, and Zip Code:				Corp. 42 (11/2008)

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as

follows: \_\_\_\_\_\_\_\_\_(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: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

# 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

# **Registered Agents**

A registered agent may either be an individual who is a resident of Missouri or it may be a corporation authorized to transact business in Missouri. The registered agent's business office address must be a physical address located in Missouri.

As required by law, the SOS office sends notices, reminders, and correspondence to the registered agent at the registered office address. The registered agent is designated by law to receive service of process and legal notices on behalf of the business entity.

A post office box, UPS mailbox, or other rented mailbox is NOT allowed as a registered office address. The registered agent must be physically located at the registered office address.

Anyone meeting the above criteria may serve as a registered agent. The following represents a listing of the service companies that, as a part of their business, offer to act as a registered agent for a new business formation. If you would like to use their registered agent services, please contact the company in advance of completing a limited liability company filing. These companies charge a fee to use their services.

## **Registered Agents/Service Companies**

#### \$49 REGISTERED AGENT SERVICES, INC.

Todd A. Campbell, CPA, Attorney 5740 Osage Beach Parkway, Ste. 1005 Osage Beach, MO 65065 Telephone: (573) 348-2050 / FAX: (573) 693-7024 Email: michelle@campbelltaxlaw.com

#### **0 MISSOURI AGENTS, INC.**

200 NE Missouri Rd., Ste. 298 Lee's Summit, MO 64086 Telephone: (816) 607-4926 Email: registeredagentservices@missouriregisteredagent.com Website: www.MissouriRegisteredAgent.com

#### 007 AGENTS FOR BUSINESS, INC.

2531 Burchard Dr. St. Louis 63136 Toll free: (877) 600-7007 Telephone: (314) 368-7570 / FAX: (314) 266-0235 Email: Info@007AgentsForBusiness.com

#### AAA AARDVARK AARON'S AGENTS ASSOCIATION, INC.

2101 Corona Rd., Ste. 203 Columbia 65203 Telephone: (573) 256-8989 / FAX: (573) 256-5044 Email: <u>missouricorporate@gmail.com</u>

#### AAA AGENT SERVICES, INC.

222 E. Dunklin, Ste. 102 Jefferson City, MO 65101 Telephone: (573) 634-3894 / FAX: (573) 634-5159 Email: jcfiling@embarqmail.com

## ACCOUNTAX, INC.

11420 Gravois Rd. St. Louis, MO 63126 Telephone: (314) 842-1313 / FAX: (314) 842-7045 Email: greg@accountax-stl.com Website: www.accountax-stl.com

#### AGENT SERVICES, INC.

106 E. Main St., PO Box 203 Lincoln, MO 65338 Toll free: (800) 371-9430 / FAX: (660) 547-9922 Email: <u>info@paperworkplace.com</u>

#### ALETA GRIMES MITCHELL

1343 Hoffman Dr. Jefferson City, MO 65101 Telephone: (314) 368-7570 Email: aletagrimesmitchell@gmail.com

#### **BARBARA D. GIER**

13110 Gier Ln. Russellville, MO 65074 Telephone: (573) 782-3931 / FAX: (573) 782-3831 Email: gier@socket.net

#### **BUSINESS FILINGS INTERNATIONAL, INC.**

120 S. Central Ave., Ste. 400 Clayton, MO 63105 Toll free: (800) 981-7183

#### TODD A. CAMPBELL

Campbell Law 5740 Hwy. 54, Ste. 1005 Osage Beach, MO 65065 Telephone: (573) 348-2050 / FAX: (573) 693-7024 Email: <u>michelle@campbelltaxlaw.com</u>

#### CAPITOL CORPORATE SERVICES, INC.

222 E. Dunklin, Ste. 102 Jefferson City, MO 65101

#### CORPORATE CREATIONS NETWORK, INC.

1001 Craig Rd. #260 St. Louis, MO 63146 Toll free: (800) 672-9110 / Telephone: (314) 667-5376 Website: www.corporatecreations.com

#### CORPORATE FILING SOLUTIONS, INC.

5860 E. Osage Ridge Ln. Columbia, MO 65201 Telephone: (888) 237-3410 / FAX: (888) 331-0558 Email: <u>customerservice@filingsmadeeasy.com</u> Website: www.filingsmadeeasy.com

#### CS AGENT SERVICES, INC.

9630 Clayton Rd. Ladue, MO 63124 Telephone: (314) 442-0368 / FAX: (314) 535-2755

#### CSC-LAWYERS INCORPORATING SERVICE CO.

221 Bolivar St. Jefferson City, MO 65101 Toll free: (800) 927-9800 www.incspot.com

#### CSGS REGISTERED AGENT, INC.

7701 Forsyth, 12th Fl. St. Louis, MO 63105 Telephone: (314) 505-5464 / FAX: (314) 505-5465 Email: <u>cavicchia@capessokol.com</u>

#### CT CORPORATION SYSTEM

120 S. Central Ave. Clayton, MO 63105 Telephone: (314) 863-5545

#### DANIEL R. JONES, ATTORNEY AT LAW, P.C.

1234 S Willow Ave. Independence, MO 64052 Telephone: (816) 252-0205 / FAX: (816) 326-0110 Email: <u>Dan@dlawkc.com</u> Website: <u>www.dlawkc.com</u>

#### **GLOBAL ENTERPRISE SERVICES, INC.**

703 S. Main St., Ste. A Chaffee, MO 63740-1011 Telephone: (573) 887-3399 / FAX: (573) 887-3388

#### HARLAN G. SADLER

703 S. Main St., Suite B Chaffee, MO 63740-1011 Telephone: (573) 887-6735

#### **INCORP SERVICES, INC.**

2847 S. Ingram Mill Rd., Ste. A100 Springfield, MO 65804 Telephone: (702) 866-2500 / FAX: (702) 866-2689 Website: <u>www.incorp.com</u>

#### **INCORPORATING SERVICES, LTD**

13110 Gier Ln. Russellville, MO 65074 Contact: Wanda Blankenship Toll free: (800) 346-4646 Email: <u>orders@INCserv.com</u> Website: <u>www.INCserv.com</u>

#### JEFF CITY FILING, INC.

222 E. Dunklin, Ste. 102 Jefferson City, MO 65101 Telephone: (573) 634-3894 / FAX: (573) 634-5159 Email: jeffcityfiling@embargmail.com

#### LISA C. WRIGHT, CPA

5860 E. Osage Ridge Ln. Columbia, MO 65201 Telephone: (573) 474-4961 / FAX: (573) 474-4961 Email: <u>lcw@lisacwrightcpa.com</u> Website: <u>www.lisacwrightcpa.com</u>

#### LYNN RICCI

Ricci - Law - Group 1200 S. Big Bend Blvd. St. Louis, MO 63117 Telephone: (314) 647-1200 / FAX: (314) 647-8816 Email: <u>lynn@ricci-law.com</u> Website: <u>www.ricci-law.com</u>

#### MBC BUSINESS SERVICES, INC.

903 E. 104th, #610A Kansas City, MO 64131 Telephone: (816) 585-7322 / FAX: (816) 941-6666 Email: <u>mbcservices@gmail.com</u> Website: <u>www.mbcbusinessservices.com</u>

#### **MISSOURI BUSINESS SERVICES, INC.**

1650 Des Peres Rd., Ste. 150 St. Louis, MO 63131 Toll free: (877) 323-7171 Telephone: (314) 822-7171 / FAX: (314) 822-7177 Email: <u>customerservice@MObusinesslawcenter.com</u> Website: <u>www.MObusinesslawcenter.com</u>

#### **MISSOURI CORPORATE SOLUTIONS, INC.**

2101 Corona Rd., Ste. 203 Columbia, MO 65203 Telephone: (573) 256-8989 / FAX: 256-5044 Email: <u>missouricorporate@gmail.com</u>

#### NATIONAL CORPORATE RESEARCH, LTD.

222 E. Dunklin, Ste. 102 Jefferson City, MO 65101 Toll free: (888) 883-6300 / FAX: (217) 788-2804 Email: info@nationalcorp.com

## NATIONAL REGISTERED AGENTS, INC.

300 B E. High St. Jefferson City, MO 65101 Telephone: (800) 550-6724 Email: <u>info@registeredagent.com</u> Website: <u>www.registeredagent.com</u>

#### NORTHWEST REGISTERED AGENT SERVICE, INC.

200 NE Missouri Rd. Lee's Summit 64086 Telephone: (509) 768-2249 Email: <u>Sales@northwestregisteredagent.com</u> Website: <u>www.northwestregisteredagent.com</u>

#### **OPTIMAL AGENT SERVICES, INC.**

36 Four Seasons, Ste. 250 Chesterfield, MO 63017 Telephone: (314) 308-2900

## PACIFIC REGISTERED AGENTS, INC.

150 White Oak Rd. Seligman, MO 65745 Toll free: (800) 535-4828 Email: <u>cfmcfm@earthlink.net</u>

#### PARACORP INCORPORATED

210 E. High St. Jefferson City, MO 65101-3207 Toll free: (800) 533-7272 Email: <u>paracorp@parasec.com</u> Website: <u>www.parasec.com</u>

#### PAT MILLER CORPORATE FILING SERVICE, INC.

601-A Scott Valley Ct. Jefferson City, MO 65101 Telephone: (573) 635-3252 / FAX: (573) 635-3252

#### PERRYMAN AND ASSOCIATES, INC.

3000 E. Division St., Ste. A Springfield, MO 65802 Telephone: (866) 994-4400 Email: <u>steve@perrymancpa.com</u>

#### PWP, INC.

# That PAPER-WORK PLACE

106 E. Main St., PO Box 308 Lincoln, MO 65338 Toll free: (800) 371-9430 Website: <u>www.paperworkplace.com</u> Website: <u>info@paperworkplace.com</u>

#### **RAYMOND LAMPERT**

2847 S. Ingram Mill Rd., Ste. A-100 Springfield, MO 65804 Telephone: (417) 886-3330 / FAX: (417) 886-8186 Email: lampert343@hotmail.com

# **REBMAN, LINHARES & BEACHEM A PROFESSIONAL CORPORATION**

8000 Maryland Ave., Ste. 1060 St. Louis 63105-3762 Telephone: (314) 725-1118 / FAX: (314) 725-1026 Website: <u>www. riblaw.net</u>

#### **REGISTERED AGENTS, INC.**

200 NE Missouri Rd., Ste. 298 Lee's Summit 64086 Telephone: (509) 768-2249 Email: <u>Sales@northwestregisteredagent.com</u> Website: www.northwestregisteredagent.com

#### **REGISTERED AGENT SOLUTIONS, INC.**

3225-A Emerald Ln. Jefferson City, MO 65109 Toll free: (888) 705-7274 / FAX: (888) 706-7274 Email: jgovernor@rasi.com Website: www.rasi.com

# UNITED CORPORATE SERVICES, INC.

Elm Court Plaza 1739 E. Elm St., Ste. 101 Jefferson City, MO 65101