

STATE OF MONTANA

Prepare, sign, submit with original signature and filing fee.

This is the minimum information required.

(This space for use by the Secretary of State only)

CERTIFICATE of AUTHORITY for a
FOREIGN NONPROFIT CORPORATION
[35-2-822, MCA](tel:35-2-822)



MAIL: **LINDA McCULLOCH**
Secretary of State
P.O. Box 202801
Helena, MT 59620-2801

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Required Filing Fee: \$20.00

- 24 Hour Priority Handling check box and **Add \$20.00**
- 1 Hour Expedite Handling check box and **Add \$100.00**

1. Name of the Nonprofit Corporation: _____

2. The date of incorporation: _____ period of duration: _____
(Month/Day/Year)

3. The state of incorporation is: _____

4. The business mailing address of the principal office: _____

City: _____ State: _____ Zip Code: _____

5. The name, street or rural route box number and mailing address of the registered office/agent in Montana:
Appointment of a Registered Agent is confirmation of the agent's consent.

Name: _____

Street Address (**required**): _____

Mailing Address: _____

City: _____ State: **MT** Zip Code: _____

6. The name, title and business mailing address of the current **directors** and **officers** (At least 3 directors & 1 officer are required.)
Attach a separate list if necessary:

7. This Nonprofit Corporation is a (**you must check one**):

- | | |
|---|--|
| <input type="checkbox"/> Public Benefit Corporation with members | <input type="checkbox"/> Public Benefit Corporation without members |
| <input type="checkbox"/> Mutual Benefit Corporation with members | <input type="checkbox"/> Mutual Benefit Corporation without members |
| <input type="checkbox"/> Religious Corporation with members | <input type="checkbox"/> Religious Corporation without members |

8. A description of the business being transacted: _____

9. **I, HEREBY SWEAR AND AFFIRM**, under penalty of law, that the facts contained in this document are true and that this entity has complied with the organizational laws in the jurisdiction in which it is organized and that it exists in that jurisdiction.

Signature of Officer or Chairperson of the Board of Directors Date

Daytime Contact: Phone: _____ Email: _____

HELP SHEET: CERTIFICATE OF AUTHORITY for FOREIGN NON-PROFIT CORPORATION APPLICATION

A foreign corporation must procure a certificate of authority, to transact business or conduct affairs from the Secretary of State of the State of Montana, according to [35-2-820, MCA](#), before transacting any business or conducting any affairs in the State of Montana. Any foreign corporation which fails to procure such a certificate of authority shall not be permitted to maintain any action, suit or proceeding in any court in Montana.

Transacting Business or Conducting Affairs:

In general a foreign corporation is considered to be transacting business or conducting its affairs in Montana when it engages in Montana in the business or affairs for which it was incorporated. Without excluding other permissible activities, a foreign corporation is not considered to be transacting business or conducting affairs in Montana, by reason or carrying on any one or more of the following activities in the State, and a certificate of authority is not required:

- 1) Maintaining, defending or settling any proceeding;
- 2) Holding meetings of the board of directors or shareholders or carrying on other activities concerning its internal 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) Selling through independent contractors;
- 6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become binding contracts;
- 7) Creating or acquiring indebtedness, mortgages and security interests in real or personal property;
- 8) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;
- 9) Owning real or personal property that is acquired incident to activities described in number 8 above if the property is disposed of within five years after the date of acquisition does not produce income, or it is not used in the performance of a corporate function;
- 10) Conducting an isolated transaction that is completed within 30 days and is not a transaction in the course of repeated transactions of a similar nature;
- 11) Transacting any business in interstate commerce.

The determination of whether a corporation is actually transacting business or conducting its affairs in Montana is often involved and complicated and must be based on intimate knowledge of the manner in which the corporation operates. The services of an attorney should be used in making the determination.

The application for a certificate of authority is made on forms furnished by the Secretary of State. An original (with an original signature), must be originally signed by the proper official of the corporation.

In accordance with [35-1-1027\(4\), MCA](#); a foreign corporation transacting business without a certificate of authority may be assessed a penalty by the Montana Attorney General for each day that it transacts business in the State of Montana up to the date the application is first received by the Montana Secretary of State.