

# 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

**PHONE:** (406) 444-3665

**FAX:** (406) 444-3976

**WEB SITE:** [sos.mt.gov](http://sos.mt.gov)

**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. Incorporated under the laws of the state of: \_\_\_\_\_  
(Must include an original, dated "within six months" Certificate of Existence from state or territory of jurisdiction)

3. The date of incorporation: \_\_\_\_\_ period of duration: \_\_\_\_\_  
(Month/Day/Year)

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: \_\_\_\_\_

Signature of Registered Agent: \_\_\_\_\_

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

8. A description of the business being transact: \_\_\_\_\_

9. **I HEREBY SWEAR AND AFFIRM**, under penalty of law, that the facts contained in this document are true.

\_\_\_\_\_  
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 filed along with a certificate of existence dated within six months and signed by the Secretary of State of the state of jurisdiction. One copy 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.

## GENERAL INSTRUCTIONS

Please type or print clearly when filling out this form.

## ALL INFORMATION PUBLIC

All information provided, including names and addresses of the principals of the entity, will be made available on the Secretary of State's web site or upon request.

## LEGAL AND ACCOUNTING IMPLICATIONS

There are important legal and accounting implications with respect to this entity's actions. Suitable legal and accounting advice should be secured before submission. The Secretary of State's office suggests that such advice be sought prior to filling out forms to be sure that you understand the terms and procedures.

## FORM PROCESSING TIME

Please be advised that the Business Services Division of the Montana Secretary of State will process your business documents within 10 working days of receipt.

- During this period if it is determined that your document does not meet statutory requirements, a letter outlining the deficiencies will be returned to the original submitter.
- If the document is complete and correct, the document will be filed and a letter certifying the filing of the document will be returned to the original submitter.
- If you wish a "FILED STAMPED" copy of the document to be returned with the certification letter (at no additional fee), it will be necessary for you to submit the original and a copy of the document.

## Express Handling

- You may request 24 hour priority handling of your document by simply marking the "24 hour priority handling" box and include an **additional** \$20.00 with your handling fee.
- You may request 1 hour expedite handling of your document by marking the "1 hour priority handling" box and include an **additional** \$100.00 with your filing fee.
- **Please note:** If your documents are returned for deficiencies and upon resubmittal you request either of the Express Services **you must also remit** a new priority (\$20.00) or expedite (\$100.00) handling fee.

## SUBMISSION

Make checks payable to the Secretary of State. Upon completion, mail with ORIGINAL SIGNATURE to:

Secretary of State  
PO Box 202801  
Helena, MT 59620-2801

## CONTACT US

If you have any questions regarding this form, please contact the Secretary of State, Business Services Division at (406) 444-3665.

**DO NOT STAPLE PAYMENT TO FILING FORM**