Office of the Minnesota Secretary of State

Foreign Corporation or Cooperative | Certificate of Authority to Transact Business in Minnesota

Minnesota Statutes, Chapter 303

Read the instructions before completing this form.

Filing Fee: $220 ($70 for Nonprofit) for expedited service in-person and online filings, $200 ($50 for Nonprofit) if submitted by mail.
This Certificate of Authority has been approved pursuant to *Minnesota Statutes,* Chapter 303. By filing this Certificate of Authority, the company certifies that it has complied with the organization laws in the jurisdiction of its organization and that it has not filed previously with this office and been revoked and understands that if a filing was on record and revocation occurred this certificate of authority is null and void.

Note: A professional corporation governed under Chapter 319B must include an attachment with the following information:
(This information is only required if this is a professional corporation.)

1. Statement that the Minnesota firm elects to operate and acknowledges that it is subject to *Minnesota Statutes*, Chapter 319B.01 to 319B.12.
2. List the professional service the corporation is authorized to provide under *Minnesota Statutes*, Chap. 319B, subd 19.
3. Statement that, to the extent it's generally applicable governing law conflicts or differs from those sections, the firm has made the necessary changes to the agreements and other documents controlling its structure, governance, operations and internal affairs so as to comply with those sections.

1. The legal name of this company in the Home Jurisdiction: (Required)

2. The alternate name under which the company will do business in Minnesota, if different than the legal name listed above:

If an alternate name is used, the company certifies that its board of directors has adopted and approved the alternate name for use in Minnesota.

3. Home Jurisdiction: (Required)

4. The name and address of the registered agent and registered office in the State of Minnesota: (Required)

Full Name of Registered Agent

Street Address *(A PO Box by itself is not acceptable)* | City | MN State | Zip

By registering, the company irrevocably consents to service of process on it as provided by *Minnesota Statutes,* Chapter 303.13 and 5.25.

5. This company is a: (check one) ☐ Nonprofit Entity ☐ For-Profit Entity

6. Check this box if this company is a Cooperative: ☐

7. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Signature of President, Vice-President, Sec'y, Asst. Sec'y or Authorized Agent | Date

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Email Address for Official Notices
Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

☐ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Contact Name | Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Minnesota Business Snapshot
To better serve Minnesotans, the Secretary of State's Office has created the "Minnesota Business Snapshot," a short and simple survey produced with the input of business owners, business organizations, non-profits, and researchers from across the state. These five questions will take less than three minutes to complete, and you may answer any or all of them. There is no penalty if you choose not to provide this information. However, the answers you do provide will create a useful pool of information for potential customers and inform the analysis of our quarterly "Minnesota Economic and Business Condition Reports". We do not independently verify the answers applicants provide. **Again, this survey is voluntary and the answers are considered public data.** Thank you.

1. (Select up to one) - How many Minnesota – based full time employees (or FTE equivalents) does this entity currently have?

   ☐ 0-5
   ☐ 6-50
   ☐ 51-200
   ☐ 201-500
   ☐ Over 500

2. (Select all that apply) - Does the owner or a member of the ownership group of this entity self-identify as a member of any of the following communities?

   ☐ Woman
   ☐ Member of a community of color
   ☐ Veteran
   ☐ Member of a disability community
   ☐ Member of an immigrant community

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3. (Select up to one) - Using NAICS codes below, please select the code that best describes this entity. If you believe this entity falls into more than one category, please select the category that generates the majority of the entity's revenue.

- ☐ Agriculture, Forestry, Fishing and Hunting (Code 11)
- ☐ Mining (Code 21)
- ☐ Utilities (Code 22)
- ☐ Construction (Code 23)
- ☐ Manufacturing (Codes 31-33)
- ☐ Wholesale Trade (Code 42)
- ☐ Retail Trade (Codes 44-45)
- ☐ Transportation and Warehousing (Codes 48-49)
- ☐ Information (Code 51)
- ☐ Finance and Insurance (Code 52)
- ☐ Real Estate Rental and Leasing (Code 53)
- ☐ Professional, Scientific, and Technical Services (Code 54)
- ☐ Management of Companies and Enterprises (Code 55)
- ☐ Administrative and Support and Waste Management and Remediation Services (Code 56)
- ☐ Educational Services (Code 61)
- ☐ Health Care and Social Assistance (Code 62)
- ☐ Arts, Entertainment, and Recreation (Code 71)
- ☐ Accommodation and Food Services (Code 72)
- ☐ Other Services (except Public Administration) (Code 81)
- ☐ Public Administration (Code 92)

4. (Select up to one) Is this entity a full time or part time endeavor for those primarily responsible for operating this entity?

- ☐ Full time
- ☐ Part time

5. (Select up to one) - If applicable, what were this entity's gross revenues for the past year?

- ☐ $0 - $10,000
- ☐ $10,001 - $50,000
- ☐ $50,001 - $250,000
- ☐ $250,001 - $1M
- ☐ Over $1M

Print Reset

INSTRUCTIONS

File your business document online by visiting our website at www.sos.state.mn.us.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

In order to transact business in this state a Certificate of Authority is required; however, a foreign corporation or cooperative whose certificate of authority has been revoked must file an application for reinstatement with this office. If a reinstatement application is not filed, the Certificate of Authority is not considered valid.

Only Professional Corporations governed under Chapter 319B must include a statement that the MN firm elects to operate and acknowledges that it is subject to *Minnesota Statutes*, Chapter 319B.01 to 319B.12, and list the professional service under *Minnesota Statutes*, Chapter 319B.02, subdivision 19, the corporation is authorized to provide. Also include a statement that, to the extent it's generally applicable governing law conflicts or differs from those sections, the firm has made the necessary changes to the agreements and other documents controlling its structure, governance, operations and internal affairs so as to comply with those sections.

1. List the legal name of the company in the state or country of formation. If that name is not available in Minnesota or that name does not meet the legal requirements of Minnesota law, you must provide an alternate name to be used in Minnesota. A preliminary name availability check may be done by accessing our website at www.sos.state.mn.us.
2. List the alternate name that will be used in Minnesota, if any. **Business corporations must include an entity designation in their alternate name.** Cooperatives or Nonprofits are not required to have an entity designation in their name. If you use an alternate name, the company is certifying that the board of directors has approved the alternate name to be used in Minnesota.
3. List the state or jurisdiction in which this organization is organized.
4. List the name of the registered agent and the registered office in Minnesota. The corporation is required to have an agent. The agent may be an individual or a corporation validly registered in Minnesota. The agent must be located at the registered office address and the complete street or rural route address in Minnesota must be listed. Service of process from this office will be sent to the registered agent.
5. Check Nonprofit only if you are a nonprofit corporation. Check For-Profit in all other cases.
6. Check this box if this is a cooperative.
7. The application for registration must be signed by the President, Vice-President, Secretary, Assistant Secretary, or an Authorized Agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).)

Email Address for Official Notices. This email address may be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime telephone number of a person who can be contacted about this form.

Minnesota Business Snapshot. This information is a snapshot of data at the point of time this filing was made. This information is voluntary and may be shared with other agencies or the public for data analysis.

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Payable to the MN Secretary of State

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:
Minnesota Secretary of State - Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, Suite 100
St Paul, MN 55103
(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)
Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.