

PROCEDURES FOR QUALIFYING A FOREIGN CORPORATION IN OKLAHOMA

This outline is intended as an aid to qualifying a foreign corporation to do business in Oklahoma pursuant to the provisions of Title 18 of the Oklahoma Statutes commonly known as the Oklahoma General Corporation Act. **PLEASE CONSULT THE ACT CAREFULLY.**

The Oklahoma General Corporation Act applies to all corporations except those expressly excluded (see reverse side of this instruction sheet) and those for which special statutes are in existence with which the provisions of Title 18 may conflict. **NO** foreign corporation shall be formed or licensed under this act for the purpose of engaging in farming or ranching or for the purpose of owning or leasing any interest in land to be used in the business of farming or ranching.

FILING PROCEDURE:

1. **Prepare and file** with the Secretary of State **one** signed copy of the certificate of qualification.
2. **File** with the certificate of qualification an **original** certificate issued by an authorized officer of the jurisdiction of its incorporation evidencing its corporate existence. This certificate is most commonly known as a **Certificate of Good Standing** or a **Certificate of Existence** and is usually issued by the Secretary of State's office. This certificate **must** be dated within the last **60 days**. If such certificate is in a foreign language, a translation thereof, under oath of the translator, shall be attached.
3. **Pay** to the Secretary of State - **Profit Corporation**: a fee of \$1.00 per \$1,000.00 on the total authorized capital (number of total authorized shares multiplied by the par value) **or** on the amount of capital to be invested in Oklahoma during the current fiscal year. **MINIMUM FEE: \$300.00** (If the invested capital is more than the total authorized capital, pay **ONLY** on the authorized.) No par value stock is computed at \$50.00 per share for determining filing fees only. (18 O.S., Section 1142) **Not for Profit Corporation**: a fee of \$300.00.
4. **Make checks payable** to the Oklahoma Secretary of State. Instruments may be mailed or delivered in person to:

Oklahoma Secretary of State, 2300 N. Lincoln Blvd., Room 101, State Capitol Building, Oklahoma City, Ok 73105-4897
Telephone (405)-521-3912

INSTRUCTIONS FOR PREPARING CERTIFICATE OF QUALIFICATION:

1. **NAME** - The name shall be such as to distinguish it upon the records in the office of the Secretary of State from the names of: (1) corporations, both domestic and foreign, then existing or which have existed at any time during the preceding three (3) years; or (2) then existing domestic and foreign limited partnerships; or (3) then existing domestic and foreign limited liability companies; or (4) trade names or fictitious names; or (5) corporate, limited partnership or limited liability company names reserved with the Secretary of State.

You may check the **availability** of a name in advance by telephoning the Secretary of State office at (405)-521-3912, in person or at the above address. Prior to filing a certificate of qualification, a name may be reserved for a period of sixty (60) days by filing a name reservation application and paying a fee of **\$10.00**.

2. **REGISTERED AGENT AND REGISTERED OFFICE** - Every foreign corporation transacting business in this state shall have and maintain the Secretary of State as its registered agent in this state. In addition, such foreign corporation may have and maintain in Oklahoma a registered agent, which agent may be either: (1) an individual resident of Oklahoma; or (2) a domestic or qualified foreign corporation, limited liability company, or limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. If such additional registered agent is designated, service of process shall be on such agent and

not on the Secretary of State. The registered office address must be a physical address and cannot be a post office address (Title 18, Sections 1021 & 1022)

3. **SERVICE AGENT FEE** - A registered agent fee in the amount of \$100.00 per year is payable upon qualification and July 1 of each subsequent year. Your check **MUST** be made **payable** and **MAILED** to the **Oklahoma Tax Commission**, 2501 N. Lincoln Blvd., Oklahoma City, OK 73194 (18 O.S., Section 1142)

4. **ADDITIONAL REQUIREMENTS** - Every foreign corporation admitted to do business in this state which shall change its corporate name, the mailing address of its principal office or its authorized capital, or shall enlarge, limit or otherwise change the business which it proposes to do in this state, within **THIRTY (30) DAYS** after the time the change becomes effective, **SHALL FILE** with the Secretary of State an amended certificate of qualification. **You may contact this office to request the proper amended qualification form.**

EXCEPTIONS TO REQUIREMENTS

PLEASE NOTE: The following is Section 1132 of Title 18 pertaining to foreign corporations that are exceptions to the requirement of filing a certificate of qualification with the Secretary of State. **Please be advised that this office cannot make the determination as to whether a corporation conforms to one of the exceptions listed. That decision is the responsibility of the corporation.**

A. No foreign corporation shall be required to comply with the provisions of Section 130 and 131 of this act if:

1. it is the mail order or a similar business, merely receiving orders by mail or otherwise in pursuance of letters, circulars, catalogs, or other forms of advertising or solicitation, accepting the orders outside this state, and filing them with goods shipped into this state; or
2. it employs salesmen, either resident or traveling, to solicit orders in this state, either by display of samples or otherwise, whether or not maintaining sales offices in this state, all orders being subject to approval at the offices of the corporation without this state, and all goods applicable to the orders being shipped in pursuance thereof from without this state to the vendee or to the seller or his agent for delivery to the vendee, and if any samples kept within this state are for display or advertising purposes only, and no sales, repairs, or replacements are made from stock on hand in this state; or
3. it sells, by contract consummated outside this state, and agrees by the contract, to deliver into this state, machinery, plants or equipment, the construction, erection or installation of which within this state requires the supervision of technical engineers or skilled employees performing services not generally available, and as a part of the contract of sale agrees to furnish such services, and such services only, to the vendee at the time of construction, erection or installation; or
4. its business operations within this state are wholly interstate in character; or
5. it is an insurance company doing business in this state; or
6. it creates, as borrower or lender, or acquires, evidences of debt, mortgages or liens on real or personal property; or
7. it secures or collects debts or enforces any rights in property securing the same.

B. The provisions of this section shall have no application to the question of whether any foreign corporation is:

1. subject to service of process and suit in this state pursuant to the provisions of Section 136 of this act or any other law of this state; or
2. subject to the taxation laws of this state.

MINIMUM FEE: \$300.00

Fee based on either total authorized capital OR capital invested in Oklahoma

PRINT CLEARLY

CERTIFICATE OF QUALIFICATION

TO: OKLAHOMA SECRETARY OF STATE
2300 N. Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 521-3912

PLEASE NOTE: This form **must** be accompanied by an **original** certificate from the certifying officer of the jurisdiction of the corporation's organization attesting to the corporation's existence under the laws of such jurisdiction. This certificate is most commonly known as a **Certificate of Good Standing** or a **Certificate of Existence** and is usually issued by the Secretary of State's office. This certificate **must** be dated within the last **60 days**.

The undersigned corporation, for the purpose of transacting business in the State of Oklahoma pursuant to Section 1130 of the Oklahoma General Corporation Act, hereby states:

1. The name of the corporation:

2. The corporation was duly incorporated under the laws of the State/Country of: _____

3. The mailing address of the corporation's principal place of business, wherever located:

4. The name of the registered agent in Oklahoma is the SECRETARY OF STATE.

5. The name and address of its additional registered agent in Oklahoma, if any:

Name	Street	City	County	Zip Code
(P.O. BOXES ARE NOT ACCEPTABLE)				

6. The business it proposes to do in Oklahoma:

7. The business which the corporation proposes to do in the State of Oklahoma is a business the corporation is authorized to do in the jurisdiction of its incorporation.

8. The assets of said corporation are: \$_____ and the liabilities thereof are

\$_____. The assets and liabilities indicated are as of a date within six month prior to the filing date of this certificate.

9. This corporation is organized as " Profit OR " Not for Profit (Check one)

10. **If** organized for profit, the aggregate number of its authorized shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

<u>CLASS</u>	<u>SERIES</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE OR STATE THAT SHARES HAVE NO PAR VALUE</u>
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11. The maximum amount of capital such corporation intends and expects to invest in this state at any time during the current fiscal year is: \$_____. **"Invested capital"** is defined as the value of the maximum amount of funds, credits, securities and property of whatever kind existing at any time during the fiscal year in the State of Oklahoma and used or employed by such corporation in its business carried on in this state.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed in its name by its President or Vice President and attested by its Secretary or Assistant Secretary, this _____ day of _____, _____.

By its _____ President

(PLEASE PRINT NAME)

Attest:

By its _____ Secretary

(PLEASE PRINT NAME)