

FOR OFFICE USE ONLY				
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- 1.A. The application  $\underline{\text{MUST}}$  be accompanied by  $\underline{\text{ALL}}$  of the following:
  - Filing fee of \$40
  - Current CERTIFICATE OF GOOD STANDING OR CERTIFICATE OF **EXISTENCE** verifying cooperative existence certified by the incorporating officer of the state or country of incorporation.
- 1.B. The following **May** be required:
  - Signed consent to use of name and fee of \$10
  - Trade Name Registration and fee of \$25

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	E OR PRINT LEGIBLY For reference, see North Dako				Century Code .B. Federal ID	-	0-15-51			
2.A. Name of	A. Name of Cooperative <b>Exactly</b> as it appears on Certificate of Good Standing from state of origin:			.b. rederalib	number					
Dakota. ( a) The b) The the (	Only processory proces	rovide the trade name in the rative name is not in the cary of State has notified rative is unable to obtain	nd complete the Trade N n this line if: e form as required of coo d the cooperative that it's n consent to use of nam of this cooperative to us	operatives in Nor s cooperative na e from the previo	th Dakota. me is the same or ous filer or a certifie	deceptively similar	to a name alre	ady register	ed, and	
3. Complete a	ddres	s of principal office: (St	reet/RR, and PO Box if a	applicable, city, s	tate, zip+4)					
4 State or cou	ıntrv w	/here incorporated:	4.A. Exact date incorp	orated:	4.B. Duration of	Cooperative:	Telephone number:			
	y v.	more incorporated.	(Month, day, <u>and</u> ye		Perpet		rotophono numbor.			
					Other (Specify)		Toll-free telephone number:			
5.C. Address of 6. Nature of bo	of <u>non</u>	s or activities the coope	agent in North Dakota: erative intends to conduc	(Street/RR, PO E	Зох, City, State, Ziן	ive		ce box.		
	rves a		Name	Stro	et/RR	PO Box	City	State	Zip+4	
President	irector		Name	300	eurix	1 O BOX	City	State	Ζίρτ4	
Vice President										
Secretary										
Treasurer										
Director										
Director										
8. The undersi	gned, a	an officer authorized by	the cooperative to sign	this application,	knows the contents	s thereof, and belie	ves the statem	ents to be tr	ue.	
Signature:						Date:				
Name of person to contact if questions about this document:			E-mail address:		Daytime telephone number:			ber:		

## SFN 13102 (08-2010) Page 2INSTRUCTIONS FOR CERTIFICATE OF AUTHORITY FOREIGN COOPERATIVE APPLICATION

No foreign cooperative may transact business, or conduct affairs, in North Dakota, until the cooperative has obtained a Certificate of Authority from the Secretary of State.

The following numbers correspond to the numbered sections on the front of this form.

- 1.A. The application for Certificate of Authority MUST be accompanied by ALL of the following before the Certificate of Authority can be issued:
  - Filing Fee of \$40 (checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using Visa, Master Card, or Discover.)
  - Current certificate of good standing or certificate of existence verifying cooperative existence certified by the incorporating officer of the state or country of incorporation. A copy of the Articles of Incorporation is not acceptable. The certificate must have been certified within 90 days of the date of application.
- 1.B. The application for Certificate of Authority MAY BE REQUIRED to be accompanied by the following:
  - A signed consent to use of name AND fee of \$10 when the cooperative is already aware of a conflict with its name.
  - Trade Name Registration AND fee of \$25 when the cooperative assumes a name, other than its cooperative name, for use in North Dakota.
- 2.A. Provide the correct cooperative name as incorporated in the state or country of organization. Punctuation and abbreviations must be consistent with those in the name on the certificate from the incorporating officer of the state or country where incorporated.
- 2.B. To properly maintain corporate records, the Federal ID number is requested.

Privacy: In compliance with N.D.C.C., Section 10-15-62, social security or Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate corporate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.

- 2.C. Provide the trade name and the Trade Name Registration form with \$25 if the cooperative cannot use its coopertive name because:
  - a) The cooperative name is not in the form as required of a cooperative in North Dakota. The name must be in the English language or in any other language expressed in English letters or characters. The name of a foreign business cooperative may also include the word "corporation" or "incorporated" or an abbreviation of either of these words.
  - b) The North Dakota Secretary of State has notified the cooperative that it's name is the same as or deceptively similar to a name already registered and the cooperative is unable to obtain consent to use of name from the previous filer or a certifed copy of a final decree of a court of competent jurisdiction establishing prior right of this cooperative to use of the name in North Dakota.

North Dakota law provides that a cooperative name may not be the same as, or deceptively similar to, a name previously registered with the Secretary of State. The name may be used if the cooperative obtains a court decree or signed consent to use of name that is submitted with a fee of \$10. The applicant must draft the consent to use of name since a form for the consent is not prescribed by the Secretary of State. If consent to use of name cannot be obtained, a trade name (dba) must be elected.

c) The cooperative does not wish to use or protect its cooperative name in North Dakota and chooses to use a trade name instead.

TRADE NAMES: A cooperative may choose to use any trade name (dba) in addition to its cooperative name in North Dakota. The trade name must be registered with the Secretary of State. However, the trade name should not be provided in number 3.C, except as described above. Instead, complete and attach the Trade Name Registration and fee of \$25 for each assumed name. Contact the Secretary of State's office for the Trade name registration form.

3. A complete address of the cooperative's principal executive office wherever located, is required.

In this section, as well as all other sections requiring addresses on this application, an address must include a street or rural address, a postal box number if applicable, and the city, state, and zip code plus 4-digit extension. THIS ADDRESS MAY NOT ONLY BE A POST OFFICE BOX.

- 4.A. Identify the state or country in which the cooperative is incorporated.
- 4.B. Provide the **EXACT** date (month, day AND year) when the cooperative was incorporated. This date must correspond to the date if specified in the **Certificate of Good Standing or Certificate of Existence.**
- 4.C. Identify whether the cooperative is incorporated with "perpetual" existence or provide the specific date on which it is to be dissolved.
- 4.D. The telephone number of the cooperative's principal executive office is required.
- 4.E. Provide a toll-free telephone number if the cooperative has one to expedite services to the cooperative for the duration of the filing.

A foreign cooperative must continuously maintain a commercial <u>or</u> noncommercial registered agent and address <u>in North Dakota</u>. A foreign cooperative cannot serve itself as its registered agent.

A <u>commercial registered agent</u> must be registered as a commercial registered agent with the North Dakota Secretary of State. The appointed agent can verify their status as a commercial registered agent from their acknowledged filing and from the list of commercial registered agents maintained on the Secretary of State's website at www.nd.gov/sos.

A <u>noncommercial registered agent</u> may be one of the following:

- a) An individual residing in North Dakota,
- b) A domestic or foreign corporation, or
- c) A domestic or foreign limited liability company.

A corporation or limited liability company appointed as a noncommercial registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation or limited liability company is named as a noncommercial registered agent, provide the "correct" name of the organization.

Seek the approval of the party before naming them as the commercial or noncommercial registered agent. Proof of the approval is not required to be filed with the Secretary of State.

## INSTRUCTIONS FOR CERTIFICATE OF AUTHORITY FOREIGN COOPERATIVE APPLICATION (CONTINUED)

- 5.A. If a commercial registered agent is being appointed, provide the correct name as registerd with the North Dakota Secretary of State. If the name in number 5A is not the same as registered by the commercial registered agent, the name will be corrected by the Secretary of State when the document OR
- 5.B. If a noncommercial registered agent is being appointed, provide the correct name. If another corporation or limited liability company is appointed as registered agent and the name of that organization in number 5B is not the same as registered, the name will be corrected by the Secretary of State when the document is received.
- 5,C. If a noncommercial registered agent is being appointed, provide the complete address in North Dakota which may not be only a post office box. Leave this line blank if a commercial registered agent is appointed.
- Give a brief explanation of the purposes or nature of business the cooperative intends to transact in North Dakota. 6.
  - If the cooperative is involved in the business of insurance, clearly define that the cooperative is a business cooperative selling or servicing insurance products. A cooperative that actually backs the claims may not be required to file this application.
- This section must reflect names and complete addresses of all officers and directors. (See definition of complete mailing address in item 4.) 7.
- The application must be dated and signed by an officer authorized to sign on behalf of the cooperative. 8.
- Provide the name, email address and daytime telephone number of the person to contact for any issues related to this application. 9.

ASSISTANCE: If assistance is required to complete the application for a Certificate of Authority, call 701-328-2904.

**EXPEDITING PROCESS:** Be sure to complete item 9. If documents are being submitted by someone other than the cooperative, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the application in the office of the Secretary of State.

Email: Email is not a secure utility for the transmission of private information or credit card authorizations. DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.

**MAILING INSTRUCTIONS:** Send documents and filing fees to:

Secretary of State State of North Dakota 600 E Boulevard Ave Dept 108 Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: www.nd.gov/sos

ANNUAL REPORTS: An annual report is required starting in the year following that in which the Certificate of Authority is issued. An annual report will be mailed to the registered agent.



(All items required to complete transaction).

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Name			Amount Au	thorized				
Address	City			Zip Code				
□ VISA □ Master Card □ Discover		Signature (Required by credit card companies)						
Account Number V Num								
	Month Year	Date						
	-							