PROCEDURES FOR QUALIFYING A PROFESSIONAL FOREIGN CORPORATION IN OKLAHOMA

This information is intended as an aid to qualifying a foreign corporation to do business in the state of Oklahoma pursuant to the provisions of Title 18, Section 1130 and Title 18, Section 801 of the Oklahoma Statutes. **PLEASE CONSULT THE STATUTES 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 PROCEDURES:

1. **Prepare** and **file** with the Secretary of State one (1) signed copy of the professional certificate of qualification.

- **Attach** a 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, Certificate of Existence,** or **Certificate of Fact (Texas)** and is usually issued by the Secretary of State's office within such jurisdiction. This certificate **must** be dated within the last sixty (**60) days.** If such certificate is in a foreign language, a translation thereof, under oath of the translator, shall be attached.
- **Attach** a certificate by the regulating board of the profession or related professions involved that each of the persons who are to become owners or managers of the professional entity and who are to engage in the practice of the profession or related professions is duly licensed in accordance with the provisions of this state's licensing laws for the profession or related profession to practice such profession. (Title 18, Section 804) **"Regulating board"** means the board which is charged with the licensing and regulation of the practice of the profession which the professional entity is organized to render.

2. **Pay** to the Secretary of State a **MINIMUM** filing fee of **Three Hundred Dollars ($300.00)**. (Title 18, Section 1142)

- **Profit Corporation**: The fee is one-tenth of one percent (1/10 of 1%) or $1.00 per $1,000.00 of the maximum amount of capital invested by such corporation; provided that the minimum fee is $300.00, and no such corporation shall be required to pay a fee on an amount in excess of its total authorized capital (TAC). The TAC is figured by multiplying the number of shares by the par value of each share. If the TAC is $300,000.00 or less, then the filing fee is $300.00. If the TAC is greater than $300,000.00, the fee is an additional $1.00 per $1,000.00. If the Invested Capital is more than the TAC, pay **ONLY** on the TAC. If the TAC is greater than $300,000.00, you may choose to pay on the Invested Capital, if it is of lesser value; however, the entity shall be required to file a certificate every year on the anniversary date indicating the maximum amount of capital invested in the state. **No Par Value** stock is valued at $50.00 per share for determining filing fees only. (Title 18, Section 1142)
- **Not for Profit Corporation**: The fee is **$300.00**.

3. Make checks, cashier's checks, or money orders payable to the Oklahoma Secretary of State. Instruments may be mailed, delivered in person, or filed on-line at business.sos.ok.gov. The address of the Secretary of State is 421 NW 13th St., Suite # 210, Oklahoma City, Oklahoma 73103. If delivered in person, there will be an additional Fifty Dollar ($50.00) fee for each document filed same day. The Secretary of State accepts Visa, Discover, MasterCard, or American Express if filing in person, or on-line; however, there will be a four percent (4%) service charge added for the use of a credit card. (Title 18, Section 1142)

INSTRUCTIONS FOR PREPARING THE PROFESSIONAL CERTIFICATE OF QUALIFICATION:

- A "BENEFIT CORPORATION" is a business corporation incorporated under the Oklahoma General Corporation Act that shall have a purpose of creating general public benefit in addition to its purpose under the Oklahoma General Corporation Act. (Title 18, Section 1202)

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.
2. The **AVAILABILITY** of a name can be checked in advance by telephoning the Secretary of State office at **(405) 522-2520**, checking on-line at business.sos.ok.gov, or by coming in person. 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 **Ten Dollars ($10.00)**.
2. **STATE** – Indicate the name of the state, country, or jurisdiction where the corporation was originally formed.
3. **PRINCIPAL PLACE OF BUSINESS** – The mailing address of its principal place of business, wherever located.
4. **REGISTERED AGENT: SECRETARY OF STATE** – The Oklahoma Secretary of State is the registered agent for a foreign corporation. For acting as the registered agent, a fee of One Hundred Dollars ($100.00) payable on the first day of July of each year. Checks, cashier's checks, and money orders **MUST** be made **payable** and **MAILED** to the **Oklahoma Tax Commission; Oklahoma City, OK 73194**. (Title 18, Section 1142)
5. **ADDITIONAL REGISTERED AGENT AND REGISTERED OFFICE** – The name and street address of the registered agent in the state of **Oklahoma**. The registered agent accepts service of process in the event of a lawsuit against the corporation. **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 shall be an individual resident of Oklahoma **or** 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 an additional registered agent is designated, service of process shall be on such agent and not on the Secretary of State. (Title 18, Sections 1021 & 1022) The registered office address must be a physical address and cannot be a post office address.
6. **PROFESSIONAL PURPOSE** – The specific business the corporation purposes to do in the state of Oklahoma. 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. A professional entity may be formed for the purpose of rendering one specific type of professional service or related professional services and services ancillary thereto and shall not engage in any business other than rendering the professional service or services which it was organized to render and services ancillary thereto; provided, however, that a professional entity may own real and personal property necessary or appropriate for rendering the type of professional services it was organized to render and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments. (Title 18, Section 806)
7. This language is required to be stated within the certificate of qualification. This statement does not require an answer when completing the forms.
8. **ASSETS & LIABILITIES** – A statement, as of a date not earlier than six (6) months prior to the filing date, of the assets and liabilities of the corporation.
9. A statement indicating if the corporation is organized for profit or for not for profit.
10. **SHARES & PAR VALUE** – The aggregate number of the corporation's authorized shares itemized by classes, par value of shares, shares without par value, and series, if any, within any classes authorized, **unless** it has no authorized capital.
11. **INVESTED CAPITAL** – A statement of the maximum amount of capital such corporation intends and expects to invest in the state at any time during the current fiscal year. **"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.
12. **E-MAIL ADDRESS** – The e-mail address of the primary contact for the registered business.

EXCEPTIONS TO REQUIREMENTS

PLEASE NOTE:

- **The following information is taken from Title 18, Section 1132 pertaining to foreign corporations that are exempt from 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 described below. That decision is the responsibility of the corporation.**

Title 18, Section 1132

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 of 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.

PROFESSIONAL CERTIFICATE OF QUALIFICATION

(Foreign Corporation)

Filing Fee: Minimum $300.00

TO: OKLAHOMA SECRETARY OF STATE
421 NW 13th St, Suite #210
Oklahoma City, OK 73103
(405) 522-2520

PLEASE NOTE:

- The filing fee is a **MINIMUM** of **$300.00**. The fee is one-tenth of one percent (1/10 of 1%) or $1.00 per $1,000.00 of the maximum amount of capital invested by such corporation; provided that the minimum fee is $300.00, and no such corporation shall be required to pay a fee on an amount in excess of its authorized capital.
- **ATTACHED HERETO** is a certificate issued by an authorized officer of the corporation's jurisdiction of its incorporation attesting to the corporation's organization and good standing under the laws of such jurisdiction. This certificate is most commonly known as a **Certificate of Good Standing**, **Certificate of Existence,** or **Certificate of Fact (Texas),** and is usually issued by the Secretary of State's office within such jurisdiction. This certificate **must** be dated within the last **sixty (60) days**.
- **ATTACHED HERETO** is a certificate or an **ORIGINAL** letter of good standing issued by the regulating board of the profession or related professions involved, that each of the officers, directors, and shareholders are duly licensed to practice such profession.

I hereby execute the following articles for the purpose of qualifying a professional foreign corporation to transact business in the state of Oklahoma pursuant to the provisions of Title 18, Section 801:

- The corporation is a Benefit Corporation (Title 18, Section 1202): **(check one)** **Yes** ☐ **No** ☐

1. Name of the corporation: _____

- If the legal name is not available for use in the state of Oklahoma, then a Fictitious Name Report must be attached or a resolution made by the authorized representative of the corporation duly adopting a **fictitious name** that is available for use. (Title 18, Section 1141)

2. **State** or jurisdiction of its formation: _____
3. Mailing address of its principal place of business, wherever located:

Address	City	State	Zip Code

4. **Registered agent** for service of process in the state of Oklahoma **is** the **SECRETARY OF STATE**.
5. **NAME** and street address of its additional registered agent for service of process in the state of Oklahoma, **if any**:
   - The registered agent **shall** be an individual resident of Oklahoma **or** a domestic or qualified foreign corporation, limited liability company, or limited partnership.

Name	Street Address (P.O. BOXES ARE NOT ACCEPTABLE)	City	State	Zip Code
			Oklahoma	

6. Profession or related professions the corporation **proposes** to practice in the state of Oklahoma:
   - ❖ This statement must reflect the **specific** purpose of the corporation 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.
   - ❖ This statement requires no response.

8. Assets of said corporation are $ _____ and liabilities are $ _____.
   - ❖ The assets and liabilities of said corporation must be as of a date not earlier than **six (6) months** prior to the filing date of the certificate of qualification.

9. Corporation is organized as: **(CHECK ONE)** ☐ Profit **OR** ☐ Not for Profit

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 any class authorized:
    - ❖ The par value per share is a dollar ($) amount and is also used for the calculation of the total filing fee.

CLASS	NUMBER OF SHARES	SERIES (If any)	PAR VALUE PER SHARE (Or, if without par value, so state)

11. Maximum amount of capital said corporation intends and expects to invest in this state at any time during the current fiscal year: $ _____.
    - ❖ **"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.

12. **E-MAIL** address of the primary contact for the registered business:

_____

The certificate of qualification must be signed by an authorized officer of the corporation.

Signed this _____ day of _____, _____ by:

_____
Signature

_____
Printed Name and Title

Oklahoma Secretary of State
Request to receive documents electronically

No need to wait on your filed documents to be mailed back to you. If you would like your filed documents returned electronically, please complete and attach this form to your documents. Complete ALL information below to receive an email which will contain a link to retrieve your filed documents. (Please print or type clearly.)

☐ **Return filed documents electronically**

Receipt will read as follows:

PERSONAL or BUSINESS NAME: _____

MAILING ADDRESS: _____

CITY, STATE & ZIP CODE: _____

PHONE OR CELL: _____

EMAIL ADDRESS: _____

(It is critical that the email address is correct, or you may not receive the notification of filing)