

Topic: Registering Foreign Nonprofit Corporations

Question by: Sarah Steinbeck

Jurisdiction: Colorado

Date: 17 June 2010

Jurisdiction	Question: Do you require foreign nonprofit corporations to file a statement of foreign entity authority (or other similar registration document) with your office?	Are there any exemptions from the requirement to register? (For example, if the nonprofit has registered to solicit contributions, are they exempt from filing the statement of foreign entity authority?)	If a foreign nonprofit corporation is required to register, must the foreign nonprofit provide registered agent information? a. Does the registered agent's address have to be in your state? b. Do you require an e-mail address for the registered agent?
Manitoba	Yes	If the corporation was created "solely for religious purposes", it's exempt (though it could still choose to register)	Yes (we call them attorneys for service) a. Yes b. No
Corporations Canada	Corporations Canada is only responsible for not-for-profit incorporation at the federal level in Canada. Registration is within provincial jurisdiction. We do not require any registration document.		
Alabama			
Alaska			
Arizona			

Arkansas	Yes, any entity – foreign or domestic must registered to do business in the state.	No	Yes a. Yes b. No
California	Yes, if they are transacting business in California as defined in the California Corporations Code.	No	Yes, the entity must designate an agency for service of process in California. We do not collect email addresses.
Colorado	Yes, if they are transacting business in Colorado.	<p>Colorado's exemptions can be found in 7-90-801 (2), C.R.S., provided below.</p> <p>(2) A foreign entity shall not be considered to be transacting business or conducting activities in this state within the meaning of subsection (1) of this section by reason of carrying on in this state any one or more of the following activities:</p> <p>(a) Maintaining, defending, or settling in its own behalf any proceeding or dispute;</p> <p>(b) Holding meetings of its owners or managers or carrying on other activities concerning its internal affairs;</p> <p>(c) Maintaining bank accounts;</p> <p>(d) Maintaining offices or agencies for the transfer, exchange, and registration of its own securities or owner's interests, or maintaining trustees or depositories with respect to those securities or owner's interests;</p> <p>(e) Selling through independent contractors;</p> <p>(f) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state</p>	Yes. a. Yes b. No

		<p>before they become contracts;</p> <p>(g) Creating, as borrower or lender, or acquiring, indebtedness;</p> <p>(h) Creating, as borrower or lender, or acquiring, mortgages or other security interests in real or personal property;</p> <p>(i) Securing or collecting debts in its own behalf or enforcing mortgages or security interests in property securing such debts;</p> <p>(j) Owning, without more, real or personal property;</p> <p>(k) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;</p> <p>(l) Transacting business or conducting activities in interstate commerce; and</p> <p>(m) In the case of a foreign nonprofit corporation:</p> <p>(I) Granting funds; or</p> <p>(II) Distributing information to its members.</p> <p>(3) The list of activities in subsection (2) of this section is not exhaustive.</p>	
Connecticut			
Delaware			
District of Columbia	Yes	No, registration is required and basic business license is also required with charitable solicitation endorsement.	Yes, registered agent is the mandatory requirement for foreign nonprofit authority application. a. Yes b. Not yet
Florida	Yes	No, other than the usual ones.	Yes. a. Yes

			b. No, but we get an email address for the corporation for annual report mailings which may be the registered agent's address.
Georgia	Yes, they must file for a Certificate of Authority.	NO	Yes. a. Yes b. Yes and No! The email address is required for the filer. If the filer is the registered agent, then yes, but if the filer is someone (i.e. officer, board member, etc), then no.
Hawaii	Yes	Yes HRS[§414-431] Authority to transact business required. (a) A foreign corporation may not transact business in this State until it obtains a certificate of authority from the department director. (b) The following activities, among others, do not constitute transacting business within the meaning of subsection (a): (1) Maintaining, defending, or settling any proceeding; (2) Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate 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 contracts; (7) Creating as borrower or lender, or acquiring, as borrower or lender, indebtedness, mortgages, and security interests in real or personal property; (8) Securing or collecting debts or enforcing mortgages and security interests in property	Yes a. Yes b. No

		<p>securing the debts;</p> <p>(9) Owning, without more, real or personal property;</p> <p>(10) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature; and</p> <p>(11) Transacting business in interstate commerce.</p> <p>(c) The list of activities in subsection (b) is not exhaustive. [L 2000, c 244, pt of §1]</p>	
Idaho			
Illinois	Yes - Application for Authority to Conduct Affairs in Illinois.	No	<p>Yes</p> <p>a. Yes</p> <p>b. No</p>
Indiana	<p>Yes</p> <p>Application for Certificate of Authority 37035 - Allows a foreign (outside Indiana) corporation to do business in Indiana.</p>	I am not aware of exemptions – Indiana Code 23-17-26-3	<p>Yes.</p> <p>a. Yes</p> <p>b. No</p>
Iowa			
Kansas	Yes, if they are "transacting business."	There are a number of exemptions but they are the same as the profit foreign exemption list: maintaining bank accounts, owning property, etc.	<p>Yes.</p> <p>a. Yes</p> <p>b. No</p>
Kentucky			
Louisiana	Yes they must file a certificate of authority.	No	<p>Yes</p> <p>a. Yes</p> <p>b. No</p>
Maine	Yes, if they are carrying on activities in the State of Maine.	Maine's statute provides activities not deemed carrying on activities, those can be found at http://www.mainelegislature.org/legis/statutes/13-B/title13-Bsec1201.html	<p>Yes, to qualify in the State, they are required to appoint a Registered Agent</p> <p>a. Yes, must be a Maine address</p> <p>b. An email address is not required</p>
Maryland			
Massachusetts			
Michigan	Yes	Similar to profit corporations, if a foreign	Yes

		nonprofit corporations activities constitute "conducting affairs in Michigan" it is required to obtain a Certificate of Authority to conduct affairs in the state. See http://legislature.mi.gov/doc.aspx?mcl-162-1982-10 and MCL 450.3012 in particular for activities that are not considered conducting affairs in the state solely because they are carried on in the state. http://legislature.mi.gov/doc.aspx?mcl-450-3012	a. Yes b. No
Minnesota			
Mississippi			
Missouri	Yes, if they are "transacting business."	There are a number of exemptions but they are the same as the profit foreign exemption list: maintaining bank accounts, owning property, etc.	Yes. a. Yes b. No
Montana	Yes, if they are "transacting business."	There are a number of exemptions but they are the same as the profit foreign exemption list: maintaining bank accounts, owning property, etc.	Yes. a. Yes b. No
Nebraska			
Nevada	Nevada does not have a charitable solicitation registration requirement. If they are "doing business" in Nevada, they would be required to qualify to business in Nevada as a foreign nonprofit corporation.	No.	If they are required to qualify, then they are required to have a registered agent in the State of Nevada, with an address for service of process in Nevada. We do not require an e-mail address for a registered agent unless they are a commercial registered agent (MoRAA.) A non commercial registered agent may opt-in for electronic notices, in which case an e-mail address is required.
New Hampshire	Yes we do.	Nonprofit registration for both domestic and foreign is voluntary under the statutes that affects this office. However, registration may be required by other agencies such as our Department of Justice – Charitable trust Division.	Yes they must maintain a registered agent. a. Yes – same provisions as a for-profit. b. No that is still optional.
New Jersey			

New Mexico			
New York	Yes	<p>Yes , as follows:</p> <ol style="list-style-type: none"> (1) Maintaining or defending any action or proceeding, whether judicial, administrative, arbitrate or otherwise, or effecting settlement thereof or the settlement of claims or disputes. (2) Holding meetings of its directors or its members. (3) Maintaining bank accounts. (4) Maintaining offices or agencies only for the transfer, exchange and registration of its securities, or appointing and maintaining trustees or depositories with relation to its securities. (5) Granting funds. (6) Distributing information to its members. 	<p>RA is optional. Must designate SOS as agent for service</p> <ol style="list-style-type: none"> a. If there is an RA it must be in state. b. No.
North Carolina	Yes	<p>Yes, as follows:</p> <ol style="list-style-type: none"> (1) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or affecting the settlement thereof or the settlement of claims or disputes; (2) Holding meetings of its directors or members or carrying on other activities concerning its internal affairs; (3) Maintaining bank accounts or borrowing money in this State, with or without security, even if such borrowings are repeated and continuous transactions; (4) Maintaining offices or agencies for the transfer, exchange, and registration of memberships or securities, or appointing and maintaining trustees or despositories with relation to those securities; (5) Soliciting or procuring orders, whether by mail or through employees or agents or 	<p>Yes.</p> <ol style="list-style-type: none"> a. Yes b. No

		<p>otherwise, where the orders require acceptance without this State before becoming binding contracts;</p> <p>(6) Making or investing in loans with or without security including servicing of mortgages or deeds of trust through independent agencies within the State, the conducting of foreclosure proceedings and sale, the acquiring of property at foreclosure sale, and the management and rental of such property for a reasonable time while liquidating its investment, provided no office or agency therefor is maintained in this State;</p> <p>(7) Taking security for or collecting debts due to it or enforcing any rights in property securing the same;</p> <p>(8) Conducting affairs in interstate commerce;</p> <p>(9) Conducting an isolated transaction completed within a period of six months and not in the course of a number of repeated transactions of like nature;</p> <p>(10) Selling through independent contractors;</p> <p>(11) Owning, without more, real or personal property.</p>	
North Dakota	Yes, a foreign nonprofit corporation filing a charitable registration must first obtain a Certificate of Authority in North Dakota.	No	Yes a. Yes b. No
Ohio	Yes – Application for a Foreign License	No.	Yes a. Yes b. No
Oklahoma	Yes	Number of exemptions, but no different than those for foreign profit entities	Not necessarily. The Secretary of State is automatically the agent on behalf of all foreign entities. However, the entity may appoint an

			additional agent if they choose to do so - and many foreign entities do appoint an additional agent. a. Yes b. No
Oregon	Yes, if they are "transacting business."	There are a number of exemptions but they are the same as the profit foreign exemption list: maintaining bank accounts, owning property, etc.	Yes. a. Yes b. No
Pennsylvania			
Rhode Island			
South Carolina			
South Dakota			
Tennessee			
Texas	If the foreign nonprofit is transacting business in Texas, the corporation must file an application for registration with the Texas SOS in the same manner (although a lower filing fee) than foreign for-profit corporations, LLCs, LPs.	No.	Yes a. Yes b. No
Utah	Generally, yes.	Only the regular ones listed in the non-profit code.	Yes a. Yes b. No. As a matter of information, our Consumer Protection Division regulates all charities....we merely register the entity
Vermont			
Virginia	Virginia recognizes stock and nonstock corporations. Non-profit corporations	There is no registration exception for those with non-profit tax status from the IRS.	No email address is required for the registered agent.

	are almost always formed as the latter. Foreign nonstock corporations must register with us, which includes naming a registered agent. Once a foreign nonstock corporation registers in our office, if it intends to solicit donations in Virginia, it also must register with the Dept. of Agriculture's Office of Consumer Affairs.		
Washington	Yes, any nonprofit doing business in the state is required to a certificate of authority if foreign.	No. The requirement for charitable solicitations registration is completely separate and there are thresholds to be met to determine if they must register under the solicitations act.	Yes. a. Yes b. Not yet, but we are headed there.
West Virginia			
Wisconsin			
Wyoming	Yes, if they are "transacting business."	There are a number of exemptions but they are the same as the profit foreign exemption list: maintaining bank accounts, owning property, etc.	Yes. a. Yes b. No

Additional comments:

Full text of email:

I have a few questions from our Charitable Solicitations program director about registering foreign nonprofit corporations.

1. Do you require foreign nonprofit corporations to file a statement of foreign entity authority (or other similar registration document) with your office?
 - a. Are there any exemptions from the requirement to register? (For example, if the nonprofit has registered to solicit contributions, are they exempt from filing the statement of foreign entity authority?)
2. If so, must the foreign nonprofit provide registered agent information?
 - a. Does the registered agent's address have to be in your state?
 - b. Do you require an e-mail address for the registered agent?

Thank you!

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