

Topic: Corporate Questions

Question by: Yusif Gasimov

Jurisdiction: District of Columbia

Date: 4 November 2010

| Jurisdiction                | Question(s)  |  |   |
|-----------------------------|--|--|---|
|                             | <b>Does your state require registered agent consent form for new foreign / domestic formation/registration filings?</b>      | <b>Does your state require certificate of good standing/existence from the state of formation when accepting foreign qualification filing?</b> | <b>Does your state require for entities to reveal initial governor (director/officer/member/manager) for domestic formation filings?</b>      |
| <b>Manitoba</b>             | Yes (though our comparable person is an "attorney for service")  | Yes  | No  |
| <b>Corporations Canada</b>  |  |  |   |
| <b>Alabama</b>              |  |  |   |
| <b>Alaska</b>               |  |  |   |
| <b>Arizona</b>              |  |  |   |
| <b>Arkansas</b>             | No   | Yes  | Yes   |
| <b>California</b>           |  |  |   |
| <b>Colorado</b>             | Yes  | No   | No, but they must include the name and address of each person forming an LLC or the name and address of each incorporator of the corporation. |
| <b>Connecticut</b>          |  |  |   |
| <b>Delaware</b>             |  |  |   |
| <b>District of Columbia</b> |  |  |   |
| <b>Florida</b>              | We don't require "consent" but do require "acceptance" by the designated registered agent and a statement of familiarity and | Yes  | The provision to list initial officers/directors/managers/managing members is a "may" provision in statutes but everyone, at our              |

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|                      | knowledge of requirements as registered agent.  |  | persuasion, adds the names because the banks in Florida will not open a bank account for a business unless they see the entity listed on our database with a list of the principals. Often times the principals are not listed and the corp/LLC must file an amendment to add the names.   |
| <b>Georgia</b>       |   |  |  |
| <b>Hawaii</b>        | No, we do not require consent from registered agent for registration filings.   | Yes, we require certificates of good standing/existence from the state of formation for foreign qualification filings.   | For LLCs, we require the names & addresses of the initial members/managers for domestic formation filings.<br>Partnerships requires the names & addresses of the general partners.<br>We do not require the names & addresses of the initial directors/officers for domestic corporations. |
| <b>Idaho</b>         |   |  |  |
| <b>Illinois</b>      |   |  |  |
| <b>Indiana</b>       | No  | Yes  | No   |
| <b>Iowa</b>          |   |  |  |
| <b>Kansas</b>        | No. We are looking at proposing legislation next session where the formation docs include a statement by the filer that the resident agent was notified and accepted the appointment. | Yes. We are looking at proposing legislation next session which removes this requirement, and adds a statement to their filing that they are in good standing in their home state. | Domestic corporations provide the name of the incorporator, and only provides the director information if the incorporator's powers cease upon filing. Other entities do not provide this information at formation.  |
| <b>Kentucky</b>      |   |  |  |
| <b>Louisiana</b>     | Yes   | Yes  | Yes  |
| <b>Maine</b>         | A consent form is not required. The appointment is an affirmation by the represented entity that the agent has consented to serve as such.  | Yes  | Domestic Business Corporations are not required to. Limited Liability Companies are required to if the initial managers have been selected.  |
| <b>Maryland</b>      |   |  |  |
| <b>Massachusetts</b> | Yes   | Yes  | Yes  |
| <b>Michigan</b>      |   |  |  |

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| <b>Minnesota</b>      |   |  |  |
| <b>Mississippi</b>    |   |  |  |
| <b>Missouri</b>       | Consent is not required on new filings, but is required on a change of agent filing.  | Yes  | A general business corporation's first registration report that lists officers and directors is required to be filed within 30 days of incorporation. Non-profit corporations file their first registration report in the calendar year after the year of incorporation. Members/managers for LLCs are not filed with the SOS. |
| <b>Montana</b>        | No. Signature on the document constitutes affirmation that consent has been obtained.   | Yes.   | Domestic corporations require only the incorporator, however, LLC's require the name(s) and address(es) of the managers or the members depending on how the LLC is managed.  |
| <b>Nebraska</b>       |   |  |  |
| <b>Nevada</b>         | A registered agent must consent to be the agent for service of process. This is accomplished through a resident agent consent on the prescribed articles form or a separate consent forms attached to the articles. | Currently, foreign entities except foreign LLCs are required to provide a certificate of good standing from the home jurisdiction that is date no more than 90 days prior to the date of filing the new qualification documents. This may change in our upcoming legislature to an affirmation that they are properly qualified in their home state. | Corporations are required to list the incorporator and at least on initial director, LLCs are required to list the organizer and at least one manager or member. Other entities similar.   |
| <b>New Hampshire</b>  | No  | Absolutely, but I would love to do away with it.   | Yes  |
| <b>New Jersey</b>     |   |  |  |
| <b>New Mexico</b>     |   |  |  |
| <b>New York</b>       |   |  |  |
| <b>North Carolina</b> | Not required on the creation document, but if required to file an annual report is required on the first annual report.   | Yes  | No, only the incorporator/organizer on a creation document. If the entity is required to file an annual report the listing of authorized officers/members/managers are required.   |
| <b>North Dakota</b>   | No  | Yes  | Only when the new entity is either a professional corporation or professional LLC.   |

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| <b>Ohio</b>           |   |  |   |
| <b>Oklahoma</b>       | No  | Yes  | No  |
| <b>Oregon</b>         | No form needed, but consent is required.  | Yes, but we have a proposal to change that to use database lookups.  | No, but if filers want to add them (because banks are requiring them for accounts now), then they can be added through optional provisions.   |
| <b>Pennsylvania</b>   |   |  |   |
| <b>Rhode Island</b>   | Agent consent is not required for any filing.   | Yes  | Business Corporations are not required to list initial officers/board of directors; LLCs are required to disclose, if manager managed and the manager is known at the time of filing, the name and address of the manager; Non-Profit corporation must set forth an initial board of directors of not less than 3 individuals; LPs must disclose general partners; and LLP must disclose resident partners. |
| <b>South Carolina</b> |   |  |   |
| <b>South Dakota</b>   |   |  |   |
| <b>Tennessee</b>      |   |  |   |
| <b>Texas</b>          | Entity must obtain written consent from registered agent but consent is not filed with the SOS. Signature on the document constitutes affirmation that consent has been obtained. | No. Application for registration must include a statement that entity is in existence in its jurisdiction of formation. The person signing the application is affirming that the statements in the application are correct. There are criminal penalties for false statements. | Yes   |
| <b>Utah</b>           | Commercial registered agents are just appointed, non commercial agents have to sign   | Yes  | Domestic corporations need an incorporator, or a director (profit) - incorporator or three trustees/directors (non profit) - LLC organizer or at least one member or manager  |
| <b>Vermont</b>        |   |  |   |
| <b>Virginia</b>       | No  | No (but we do require a certified copy of the organizational instrument, with amendments)  | No  |
| <b>Washington</b>     | Yes   | Yes  | Not in the formation documents. We do require this information in the initial report which is due within 120 days of filing the formation documents.  |

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| <b>West Virginia</b> |    |     |   |
| <b>Wisconsin</b>     |    |     |   |
| <b>Wyoming</b>       | No | Yes | No, only the incorporator/organizer names on formation documents for Corporations and LLCs. |

**Additional comments:**

**Full text of email:**

All,

I have three separate corporate questions:

- 1 - Does your state require registered agent consent form for new foreign / domestic formation/registration filings?
- 2 - Does your state require certificate of good standing/existence from the state of formation when accepting foreign qualification filing?
- 3- Does your state require for entities to reveal initial governor (director/officer/member/manager) for domestic formation filings?

Thanks in advance,

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