

Topic: Requirement of Certificate of Good Standing for Foreign Entities

Question by: Paula Artzer

Jurisdiction: Kansas

Date: 4 January 2011

Jurisdiction	Question(s)
	<b>Do you require a Certificate of Good Standing from a Foreign Entity's home state, when they apply to transact business in your state?</b>
<b>Manitoba</b>	Manitoba requires a Certificate of "Status" or "Good Standing" that's no more than 90 days old.
<b>Corporations Canada</b>	
<b>Alabama</b>	No
<b>Alaska</b>	
<b>Arizona</b>	
<b>Arkansas</b>	Arkansas requires all foreign entities to furnish a Certificate of Good Standing or Certificate of Existence dated within the last 60 days.
<b>California</b>	
<b>Colorado</b>	No
<b>Connecticut</b>	
<b>Delaware</b>	Delaware requires a certificate of existence issued by an authorized officer of the jurisdiction of formation for all foreign entity qualifications/registrations.
<b>District of Columbia</b>	In the District of Columbia we require all foreign entities to furnish certificate of good standing dated within the last 30 days from the corporate registrar in the state of domicile.
<b>Florida</b>	Florida does require a Certificate of Good Standing from any foreign entity qualifying to transact business in Florida and I want to do away with it. We don't ever verify again if the entity is in "good standing" and I think that a statement on the qualification form should be sufficient.
<b>Georgia</b>	
<b>Hawaii</b>	Hawaii does require a certificate of good standing or other similar record, dated not earlier than 60 days prior to the filing of the application. It is helpful to have the good standing certificate as it minimizes the filings of corrections. Quite often, the foreign entity

	<p>incorrectly states their company name.          If the good standing certificate is not submitted, we search for the company name from the home state's website.          We use this site, <a href="http://www.business.gov/register/incorporation/">http://www.business.gov/register/incorporation/</a>          This site lists 54 States.</p>
<b>Idaho</b>	
<b>Illinois</b>	Illinois requires certificates of good standing, existence or its' equivalent for LLC's, LP's and LLP's. Corps. however, require a current certified copy of their articles of incorporation and any subsequent amendments from their jurisdiction of origin.
<b>Indiana</b>	
<b>Iowa</b>	
<b>Kansas</b>	
<b>Kentucky</b>	
<b>Louisiana</b>	Louisiana requires all foreign entities to furnish a Certificate of Good Standing or Certificate of Existence dated within the last 60 days.
<b>Maine</b>	
<b>Maryland</b>	
<b>Massachusetts</b>	
<b>Michigan</b>	Michigan requires a Certificate of Good Standing from home jurisdictions for a foreign entity to qualify to transaction business in the state.
<b>Minnesota</b>	<p>In Minnesota, we have eliminated the need for a non-Minnesota entity to provide a certificate of any kind from the home jurisdiction. The entity simply asserts on the application that they have complied with the organizational laws of the home jurisdiction.</p> <p>Here is an example of how we put this in statute:  <b>303.06 APPLICATION FOR CERTIFICATE OF AUTHORITY.</b>          Subdivision 1. <b>Contents.</b>          In order to procure a certificate of authority to transact business in this state, a foreign corporation shall make application therefor to the secretary of state, which application shall set forth:</p> <ol style="list-style-type: none"> <li>(1) the name of the corporation and the state or country under the laws of which it is organized;</li> <li>(2) if the name of the corporation does not comply with section <a href="#">303..05</a>, then the name which it agrees to use in this state;</li> <li>(3) the address of its proposed registered office in this state and the name of its proposed registered agent in this state;</li> <li>(4) that it irrevocably consents to the service of process upon it as set forth in section <a href="#">5.25</a>, or any amendment thereto;</li> <li>(5) a statement that the officers executing the application have been duly authorized so to do by the board of directors of the corporation; and</li> </ol> <p><b>(6) that the corporation has complied with the organizational laws in the jurisdiction in which it is organized.</b></p>
<b>Mississippi</b>	

<b>Missouri</b>	Missouri requires all foreign entities to furnish a Certificate of Good Standing or Certificate of Existence dated within the last 60 days.
<b>Montana</b>	Montana requires all foreign entities to furnish a Certificate of Good Standing or Certificate of Existence dated within the last 6 months.
<b>Nebraska</b>	
<b>Nevada</b>	Nevada currently requires a certificate on foreign corporations qualifying in Nevada. But we are looking to change that to a declaration by the subscriber that they are in good standing in their state of formation, along with the jurisdiction and original file date.
<b>New Hampshire</b>	New Hampshire does require a Certificate of Good Standing from any foreign entity qualifying to transact business in New Hampshire but would like to do away with it. We don't ever verify again if the entity is in "good standing" and I think that a statement on the qualification form should be sufficient.
<b>New Jersey</b>	
<b>New Mexico</b>	
<b>New York</b>	NYS requires good standing certificates for an application for authority for foreign entities. The certificate must indicate that the entity is an "existing" entity. If the good standing certificate is in a foreign language it has to be translated under oath of the translator. I'm not sure what all this accomplishes. It would be good to know if jurisdictions are moving away from this requirement and if there is any downside to doing so.
<b>North Carolina</b>	
<b>North Dakota</b>	North Dakota requires all foreign entities to furnish a Certificate of Good Standing or Certificate of Existence dated within the last 60 days.
<b>Ohio</b>	Ohio requires a certificate of good standing from the jurisdiction of formation for a foreign entity. At this time, Ohio law requires the certificate to say the following: (1) The exact corporate title; (2) The date of incorporation; (3) The fact that the corporation is in good standing or is a subsisting corporation.
<b>Oklahoma</b>	Oklahoma requires all foreign entities to furnish a Certificate of Good Standing or Certificate of Existence dated within the last 60 days.
<b>Oregon</b>	Oregon currently requires a certificate of existence issued within the last 60 days. I believe this is a Revised Model Business Corporation Act requirement, but it extends to the rest of our entities as well.  We are trying to change our statute to allow for database confirmation of existence, rather than using a certificate. We see value in confirmation that an entity is traceable back to a home state. If we look back to our ECRF brethren, they've found that it's even more valuable to maintain continuity between the domicile and foreign registrations. With today's interconnectivity, it seems to me a trivial matter to connect, and a weapon if you're concerned about corporate ID theft.  I know more states are going to the "on their heads be it if they lie" model, and I respect that approach. But I think there is value in reliable information, and we are seeing increasing pressure to provide verifiable ownership info. I think we need to balance the needs of law enforcement and consumers against increased friction on businesses. One way is to make a data trail that can be followed if necessary - like ID that relies on breeder ID documents. The more connections that can be made to

	an entity, the greater the certainty that you "know" that entity.
<b>Pennsylvania</b>	
<b>Rhode Island</b>	Rhode Island requires a good standing with all business qualifications. However, we still require certified articles and/or amendments from qualifying non-profit corporations.
<b>South Carolina</b>	
<b>South Dakota</b>	
<b>Tennessee</b>	
<b>Texas</b>	In Texas, we have eliminated the need for a non-Texas entity to provide a certificate of any kind from the home jurisdiction. The entity simply asserts on the application that they have complied with the organizational laws of the home jurisdiction.
<b>Utah</b>	Utah does require a Certificate of Good Standing from any foreign entity qualifying to transact business in Utah but would like to do away with it. We don't ever verify again if the entity is in "good standing" and I think that a statement on the qualification form should be sufficient.
<b>Vermont</b>	
<b>Virginia</b>	Virginia does not require a certificate, but we probably should. We have found instances where we registered a foreign entity that was dissolved/canceled in its home jurisdiction.
<b>Washington</b>	Washington does require a certificate of good standing for any foreign entity (except an LLP) when they apply to transact business.
<b>West Virginia</b>	
<b>Wisconsin</b>	
<b>Wyoming</b>	

**Additional comments:**

**Full text of email:**

Kansas would appreciate knowing if you require a Certificate of Good Standing from a Foreign Entities home state, when they apply to transact business in your state.

Thank you, for those of you who have already responded.

Sincerely,  
Paula

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