

Topic: Certificates

Question by: Sarah Steinbeck

Jurisdiction: Colorado

Date: 25 February 2011

Jurisdiction	Question(s)		
	What certificates do you issue?	Do you have an online process for requesting and/or receiving any certificates? If so, which ones?	Do you require any certificates from other jurisdictions prior to filing a document? If so, which certificate(s)?
Manitoba	Cert. of Status (roughly same as good standing) and Cert. of Search (which includes 'no record', if there is none)	Hopefully, later this year.	Cert. of Status or Good Standing, for 'foreign' (i.e. non-Manitoban) entity
Corporations Canada	Corporations Canada issues certificates of compliance (i.e., that the corporation has not been dissolved, that it has paid all its fees and that it has sent the annual reports required), existence (i.e., that the corporation has not been dissolved as of a specific date or period of time), and several other certificates indicating successful filing of transactions or major changes in the life of a corporation (e.g., incorporation, amendment, dissolution).	Yes, Corporations Canada issues online all of the certificates named above [to the left]. We do not issue online certificates of revival, amalgamation, discontinuance, restated articles, arrangement and re-organization.	Corporations Canada does not register corporations; we only incorporate. Therefore, we do not accept any filings from a foreign corporation other than an application to incorporate, to "continue" under our corporate law from the law of another jurisdiction (such as a province, state or country), or to amalgamate with an existing corporation already incorporated under our legislation.
Alabama			
Alaska			
Arizona			
Arkansas			
California			
Colorado			
Connecticut			
Delaware			

Jurisdiction	Question(s)		
	What certificates do you issue?	Do you have an online process for requesting and/or receiving any certificates? If so, which ones?	Do you require any certificates from other jurisdictions prior to filing a document? If so, which certificate(s)?
District of Columbia	Certificates of incorporation, organization, registration, authority, good standing, not in good standing, merger, dissolution, withdrawal, cancellation, not on record, of revocation, amended, registration amended authority.	We will have online certificate of good standing service available within the next couple of weeks [in relation to dated reply of 03/01/11].	All foreign qualifications require certificate of existence (good standing) certificate and amendments of foreign qualification require certificate of fact from the state of domicile.
Florida	Certificates of Status (good standing or otherwise) and very seldom, No Record Certificates. We issue a Certificate of Administrative Dissolution/Revocation for failure to file an Annual Report. We also issue Apostille Certificates.	Yes, a Certificate of Status can be ordered online.	A Certificate of Status (good standing) is required by foreign corporations when they qualify to transact business in Florida. Certificates showing a name change in the domicile state are required to change the name on Florida's records and also Certificates to show evidence of a merger.
Georgia			
Hawaii	Good Standing certificates (long and short form); Certificate of Existence; Certificate of Non Existence; Certificate of Not in Good Standing; Certificates that states fact – dissolutions, mergers, current officers on record, current principal address, etc.; Certificate of Authority; Certificate of Withdrawal/Cancellation (issued after the filing of Application for Certificate of Authority or Application for Certificate of Withdrawal/Application of Certificate of Cancellation); Certificates of Merger; Certificates of Conversion	The public can order online certificates of good standing on our website.	We require good standing certificate for foreign entity registrations; We require certificate of name change for foreign entity name changes; We require certificate of mergers for foreign entity mergers.
Idaho			

Jurisdiction	Question(s)		
	What certificates do you issue?	Do you have an online process for requesting and/or receiving any certificates? If so, which ones?	Do you require any certificates from other jurisdictions prior to filing a document? If so, which certificate(s)?
Illinois	Certificate of Good Standing/Not in Good Standing, No Record, Fact, Dissolution Voluntary/Non-Voluntary, Revocation, Withdrawal, Name Change, Merger, Consolidation, Assumed Name Adoption/Cancellation, No Assumed name and Special Act Corp. Certificates.	Yes, we have online processing for Certificates of Good Standing for Corp.'s & LLC's and Certificates of Existence for LP's & LLP's.	We require a Certificate of Good Standing prior to registering a foreign Limited Liability Company and Certified Copies of their Articles of Incorporation and all subsequent amendments from their jurisdiction of origin to register a foreign corp.
Indiana	Certificate of Existence Certificate of Existence – long form Certificate of Fact Certificate of Due & Diligent Found Certificate of Due & Diligent Not Found	Yes. Customers may download the Certificate of Existence from our online services. You may also order/request the Certificate of Existence, Certificate of Existence- long form or Certificate of Fact.	Yes. Certificate of good standing required prior to registering a foreign corporation, LLC or nonprofit.
Iowa			
Kansas	Certificates of Good Standing, Long Certificates of Good Standing, Certificates of Fact (which could include Facts of Mergers, Bs Not on File, etc.)	Yes Certificates of Good Standing may be requested and paid for online and printed on the client's printer. All others provided by our office are provided on paper. Certificates required by our office from the client for Foreign Businesses wanting to register in Kansas, or Professional Organizations, etc. must be provided on paper to our office.	Yes foreign entities wanting to register in Kansas as for profit and not for profit corporations, limited liability companies and foreign limited partnerships are required to provide a certificate of good standing from their home state or country.
Kentucky			
Louisiana	Certificates of good standing, existence and no record. Also certificates of fact of any filing made in our office.	Only certificates of good standing right now however certificates of existence are in development now and will be available very soon.	Certificates of good standing & existence.
Maine	We issue certificates of good standing/legal existence and certificates of fact.	We issue certificates of good standing/legal existence online.	Yes, they are required to provide us with a certificate of good standing/legal existence to qualify in Maine.
Maryland			

Jurisdiction	Question(s)		
	What certificates do you issue?	Do you have an online process for requesting and/or receiving any certificates? If so, which ones?	Do you require any certificates from other jurisdictions prior to filing a document? If so, which certificate(s)?
Massachusetts			
Michigan	In Michigan we issue the following certificates: Good Standing (Corporation and LLC); Status (LLC); Not Cancelled (Limited Partnership); Certificate of Fact - Listing ALL documents filed.	Currently we do not have an online process for ordering certificates; however, we hope to add this service when the rewrite of our database is complete. The certificates can be ordered by either calling the Business Services section of the Division or by faxing in the Certification and Copies Request form.	When a foreign entity is registering to do business in Michigan, the applicable statutes require that a good standing certificate from the jurisdiction of incorporation accompany the application.
Minnesota			
Mississippi			
Missouri	Missouri does certificates of good standing, certificates of fact, certificates of no record, and certified abstracts.	Certificates of good standing are offered online.	Missouri requires a certificate of good standing not more than 60 days old for registering a foreign corporation or LLC.
Montana	Montana issues Certificates of Existence for Montana entities	All of these certificates can be ordered online and paid for with a credit card. The Certificates of Existence and Certificates of Authorization may be printed immediately by the customer. The Certificates of Fact must be completed by this office and mailed to the customer.	Foreign corporations and LLC's must submit a Certificate of Existence from the state of jurisdiction.
Nebraska	Certificate of good standing, letter of Good standing, certificate of no record and certified copies of any document on file.	Certificate of Good Standing but is mailed from our office; Letter of Good Standing can be printed on line.	Certificate of good standing required prior to registering a foreign entity.

Jurisdiction	Question(s)		
	What certificates do you issue?	Do you have an online process for requesting and/or receiving any certificates? If so, which ones?	Do you require any certificates from other jurisdictions prior to filing a document? If so, which certificate(s)?
Nevada	Apostille, Certificate of Assignment, Authority, Cancellation, Conversion, Dissolution, Existence Default, Existence Permanent Revocation, Existence Revocation, Good Standing Long with Amendments, Goods Standing Long, Good Stand Short, Merger Foreign, Merger, Name Change, Registration Amendment, Registration, Renewal, Withdrawal, Certification, Miscellaneous, Non-Existence, Resident Agency Vacancy NRS 14.030 and Resident Agency Vacancy.	Certificates of Good Standing & Long Form Good Standings Without Amendments	Certificate of good standing required prior to registering a foreign entity
New Hampshire			
New Jersey			
New Mexico			
New York			
North Carolina	Certificates of Existence (long and short form); Certificate of No Record; Certificates of Administrative Dissolution and Judicial Dissolution and Revocation of Authority; Certificates of Reinstatement; Certificates of Authority; Certificates of Withdrawal/ Cancellation; Certificates of Merger and Conversion; Certificates certifying any filed document.	Yes, all of the above [to the left] <i>except</i> . Certificates of administrative and judicial dissolution and revocation, unless they want a certified copy of the document, and Certificates of Authority.	Yes, Certificate of Existence from foreign entities applying for a Certificate of Authority; Certificates of Name Change for foreign Entities; Either a certified copy of Articles of Merger from home state if two foreign entities qualified merge or a Certificate of Merger.
North Dakota	We issue certificates of good standing for corporations and LLCs. For all partnerships, we issue certificates of existence. We can issue a certificate of fact regarding any record	Not yet.	We do require certificates of good standing or certificates of existence for all foreign entity registrations
Ohio	Certificate of Good Standing, No Record, Full Force and Effect, Name Change, Merger, Consolidation, Dissolution, Cancellation	We have an online process for a Certificate of Good Standing.	We require a Certificate of Good Standing prior to registering a foreign corporation.
Oklahoma			

Jurisdiction	Question(s)		
	What certificates do you issue?	Do you have an online process for requesting and/or receiving any certificates? If so, which ones?	Do you require any certificates from other jurisdictions prior to filing a document? If so, which certificate(s)?
Oregon	Certificate of existence, No record certificate, Certificate of fact, Certified Copy certificate (attached to copies), Apostille/authentication	No. They can get the request form online and fax it in for all copy and certificate requests.	Yes, certificate of existence before filing a foreign entity. That may change with pending legislation, which allows us to look up the entity on a database.
Pennsylvania			
Rhode Island	We issue good standings, legal existences, certificates of fact, certificates of non-existence.	All of the above [to the left] certificates can be ordered online. We do not electronically issue certificates at this time.	Foreign business corporations, limited liability companies, and limited partnerships need to furnish a good standing and/or legal existence certificate at the time of filing. Foreign Non-profits must furnish certified copies of the articles and any amendments at the time of qualification.
South Carolina			
South Dakota			
Tennessee			
Texas	Certificates of Fact (includes existence); long form existence; certificate of no record; and certificates for certified copies.	Yes. Certificates of Fact and certificates for certified copies.	No certificates required from other jurisdictions for registration. However, we do require certification of account status regarding payment of franchise taxes when filing documents that terminate an entity's existence or presence in Texas, that is, terminations (dissolutions) and withdrawals. These can be provided for online filings as a pdf, tif or txt image. The Texas Comptroller of Public Accounts provides the necessary certificate as a pdf file to facilitate online submissions.
Utah	Long form good standing, certificates of fact, and certified copies	Yes, certificates of good standing/existence	Certificates of good standing to qualify to do business, tax clearance certificates for corporate reinstatement and withdrawal
Vermont			

Jurisdiction	Question(s)		
	What certificates do you issue?	Do you have an online process for requesting and/or receiving any certificates? If so, which ones?	Do you require any certificates from other jurisdictions prior to filing a document? If so, which certificate(s)?
Virginia	Virginia issues certificates of good standing for domestic and foreign corporations, and certificates of fact, as requested. An LLC can get a certificate of fact that recites when it was formed or registered and that it is in existence or registered to transact business in Virginia. We will certify any other facts that exist on our records. We also issue certificates upon the filing of articles of incorporation, organization, amendment and merger, but I presume this is not the thrust of your question.	Currently, no certificates can be obtained online, but we have been studying this possibility.	We do not require a certificate of existence (etc.) with an application of a foreign entity to transact business in Virginia.
Washington	Certificates of Existence, Certificates of any fact on file in our office, e.g., Formation, Amendment, Merger, etc.	Only of those of existence may be requested online.	Certificate of Existence is required.
West Virginia			
Wisconsin			
Wyoming			

Additional comments:**Full text of email:**

I have three quick questions.

1. What certificates do you issue? (E.g., certificate of good standing, certificate of no record . . .)
2. Do you have an online process for requesting and/or receiving any certificates? If so, which ones?
3. Do you require any certificates from other jurisdictions prior to filing a document? If so, which certificate(s)? (E.g., certificate of good standing required prior to registering a foreign entity)

Hope that everyone has/had a good weekend!

Thanks!

Sarah

Sarah Steinbeck
Senior Legislative and Legal Analyst
Business & Licensing Division
Colorado Secretary of State
Voice: 303.894.2200 ext. 6211
Email: sarah.steinbeck@sos.state.co.us
Web site: www.sos.state.co.us