

Topic: Foreign Entity Requirements

Question by: Kathy Sachs

Jurisdiction: Kansas

Date: July 6, 2012

Jurisdiction	Question(s)
	<p>In order to file as a foreign entity in Kansas, the entity must file a certificate of good standing from their state of incorporation. The name the use in Kansas must be exactly the same as the name on the Certificate of Good Standing.</p> <p>Are we interpreting this same as other jurisdictions?</p>
Manitoba	
Corporations Canada	
Alabama	
Alaska	
Arizona	<p>In Arizona, we do require that the name on the Cert of Good Standing match their Articles, which must match the name on the App for Authority or App for Registration. This is not specifically required by the statute, but it stands to reason.</p> <p>Our statutes do require that foreign corps and LLCs use their actual name in their state of incorp and that name must meet our naming requirements. If the actual name is not available, then the entity can come in with a fictitious name. Sometimes we must insist that a foreign corp add a corporate identifier to their actual name in order to meet our naming requirements, but that is not considered a fictitious name. We at the Corporation Commission don't consider the fictitious name to be a "dba" name, nor is it described as such in our statutes, and there is no requirement that the entity register it as a trade name or a "dba" name.</p>
Arkansas	
California	
Colorado	

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Connecticut	
Delaware	
District of Columbia	<p>In the District of Columbia foreign filing entities must register with the name that is same as listed on the records in the state of domicile; here is the exception to this rule - if true name is not available, then forced trade name can be adopted – that name can be the same name with the state’s designation at the end (ex, ABC Inc of MD) or a different name (ex. ,ABC 1 Inc.); in both case name must have the mandatory suffix/qualifier.</p>
Florida	
Georgia	
Hawaii	<p>In Hawaii, the name on the application for certificate of authority should match the certificate of good standing or similar certificate authenticated by the secretary of state or other government official who has custody of records. If the foreign entity name is not available in this State, it can do business under a dba, trade name application.</p>
Idaho	
Illinois	
Indiana	
Iowa	
Kansas	
Kentucky	
Louisiana	<p>In Louisiana the name must match the certificate from the home state. If the name applied for is already in use in Louisiana we will allow the entity to add at the end of the name “of Delaware” for example to make the name distinguishable from the one already on file with our office. They are not required to file a trade name.</p>
Maine	
Maryland	

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Massachusetts	<p>Massachusetts requires a certificate of good standing or legal existence issued within the last 90 days. The name registering must match the legal name exactly. If the name is available, we do not accept the filing of a DBA name. However, if the legal name conflicts with an entity already organized or registered in MA then we require the entity file with a DBA and all requisite attachments.</p> <p>Also, if the entity's name in the home jurisdiction does not comply with Massachusetts requirements, i.e. does not include a corporate indicator, then we require that their name used in Massachusetts include a corporate indicator and they would indicate that on line (2) of the Certificate of Registration.</p>
Michigan	
Minnesota	
Mississippi	
Missouri	<p>In Missouri, the name on the application for the foreign entity must exactly match what is presented in the certificate of good standing from the parent state. Since, Missouri has a d\b\ a law if the foreign entity name is unavailable in Missouri the foreign entity would have to supply a d\b\ a name to use in Missouri.</p>
Montana	<p>In Montana the foreign entity must use the business as registered in their state of jurisdiction unless it is not available in Montana and then they must also file an ABN which must include the same business type identifier as the business name that is not available.</p> <p>Also in Montana if the foreign entity's business name in the state of jurisdiction does not meet Montana requirements (example does not contain the appropriate business type identifier) then the business would need to register their business name with the additions so that it meets Montana requirements.</p>
Nebraska	

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Nevada	<p>Foreign entities, excepting LLCs, wishing to qualify to do business in Nevada must provide a certificate of existence from the home jurisdiction, dated within 90 day of submitting the qualification documents. The name must be the same as on the certificate of existence. If the name is not available for use in Nevada for any reason, the entity may choose a modified name by which it will be known in Nevada. LLCs must only provide their home name and jurisdiction and a statement that they are properly registered there.</p>
New Hampshire	
New Jersey	
New Mexico	
New York	<p>In New York, the name on the Certificate of Existence or Good Standing must match the name on the Application for Authority.</p> <p>If the real/actual name is not available, then the entity must provide an acceptable fictitious name. If the real/actual name is acceptable but lacks the appropriate indicator, a proper indicator must be added for use in NY. This is not considered a fictitious name. Also, a fictitious name is not considered to be an assumed name/"dba" name.</p>
North Carolina	<p>Foreign entities conducting business in North Carolina are required to apply for a Certificate of Authority and provide a current Certificate of Existence or Good Standing. The name on the Certificate of Existence or Good Standing must match the name on the application. However, the filer is also required to enter a fictitious name on the application in the event the home state name is unavailable (not distinguishable) on our records.</p> <p>Statute References Chapter 55D, Article 3: Names http://www.ncleg.net/EnactedLegislation/Statutes/HTML/ByArticle/Chapter_55D/Article_3.html</p>
North Dakota	

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Ohio	<p>In Ohio, a foreign corporation must file under the name as listed on their certificate of good standing from their jurisdiction of formation, but if that name is not available then they may file under an trade name. A foreign LLC has the option to do business in Ohio under the name as registered in their jurisdiction of formation or they may pick a new name to do business under in Ohio.</p> <p>The applicable sections of Ohio law are ORC 1703.04 (http://codes.ohio.gov/orc/1703.04) and ORC 1705.54 (http://codes.ohio.gov/orc/1705.54).</p>
Oklahoma	
Oregon	
Pennsylvania	<p>In Pennsylvania it varies depending on the type of entity. First though, we don't require a good standing certificate.</p> <p>A business can qualify under their name exactly as it is in their home state and if the name is not available in Pennsylvania they would include the name they will be doing business as and then they must also file the fictitious name registration. If the name in the state of domicile does not include the required designator they would also include the name with the designator for use in Pennsylvania in a separate field.</p> <p>An LLC, LP or LLP must provide the name as registered in their state of domicile but may opt to use a name that is different in Pennsylvania. Both names appear on the qualification document/form.</p>
Rhode Island	See additional comments below
South Carolina	
South Dakota	
Tennessee	

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Texas	<p>The statute provides that the application for registration for a foreign set forth the <i>name</i> of the entity. It does not define what is meant by <i>name</i> but the commonly understood meaning would be the name of the entity as provided in the organizational documents in its jurisdiction of formation or its legal name. Under Texas law, if the legal name is not available, the entity must list, in its application for registration, the name under which the entity will transact business in Texas—this would be considered an assumed name. The entity may select any name that meets the availability and other requirements of chapter 5 of the Texas Business Organizations Code. It could be as simple as the addition of the jurisdiction of formation to the legal name or it could be an entirely different name.</p> <p>If the entity's name is available in Texas but the entity desires to transact business other than its legal name, it could opt to do so by filing an assumed name certificate.</p> <p>Sounds like Kansas law may be more restrictive but Texas law makes it easy for the entity to qualify to transact business in Texas in the event of a name conflict and allows any entity to elect to conduct business under a name other than or in addition to its legal name.</p>
Utah	<p>In Utah the good standing/cert of existence must match the name on the application....the only time there is an exception is if the home jurisdiction name is in conflict with an active filing already in Utah....then they can use what we call a "line 9" name - meaning a name that makes them distinctive from the already existing name, but they still must put the original, certified name at the top of the application for authority to transact business and then will have a DBA in Utah.</p>
Vermont	
Virginia	
Washington	<p>In Washington, we also require a certificate of existence and the name on the certificate must match the name they are using in our state. If the name is not available or does not meet our naming requirements (e.g. nonprofits are not allowed to have "inc") then they are required to use a DBA.</p>
West Virginia	

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Wisconsin	
Wyoming	

Additional comments:

RHODE ISLAND:

Rhode Island requires a letter of good standing from its state of formation to accompany the certificate of authority (dated within 90-days). The first provision of our filing form must reflect the exact name of the entity as it appears in its state of formation; however, if the entity name does not include a required entity ending one must be provided or if the true entity name is not available, a fictitious business name may be elected. Below is our governing statute, it may be helpful.

§ 7-1.2-1403 Corporate name of foreign corporation. – The secretary of state shall not issue a certificate of authority or amended certificate of authority to a foreign corporation unless the corporate name of the corporation:

(a) Contains the word "corporation," "company," "incorporated," or "limited," or contains an abbreviation of one of these words, or the corporation, for use in this state, adds at the end of its name one of the words or an abbreviation of the word.

(b) Does not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles or certificate of incorporation or that it is authorized or empowered to conduct the business of any types prohibited by § 7-1.2-301.

(c) Is distinguishable upon the records of the secretary of state from the name of any entity on file with the secretary of state or a name the exclusive right to which is, at the time, filed, reserved or registered in the manner provided in this title, subject to the following:

(1) This provision does not apply if the foreign corporation applying for a certificate of authority files with the secretary of state any one of the following:

- (i) A fictitious business name statement pursuant to § 7-1.2-402; or
- (ii) A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the foreign

Full text of email:

This is likely an obvious question, but I'm unable to find anything specific in statute so I'm hoping someone can help me.

In order to file as a foreign entity in Kansas, the entity must file a certificate of good standing from their state of incorporation. The name the use in Kansas must be exactly the same as the name on the Certificate of Good Standing. For example:

“Sachs Socks Store LLC” is incorporated in Missouri. They must use the name “Sachs Socks Store LLC” in Kansas. They may not use, “Sachs Socks Store of Missouri LLC” and register as a foreign corporation.

They can use the name “Sachs Socks Store of Missouri LLC” and register as a domestic corporation.

They could only register as a foreign entity using “Sachs Socks Store of Missouri LLC” if their name in Missouri is “Sachs Socks Store of Missouri LLC”.

It seems like common sense, but we aren't seeing anything in statute that requires the name to be exactly the same.

We don't have a DBA law in Kansas, so this question is specific to entity names.

Are we interpreting this same as other jurisdictions?

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