

Topic: Long Form Certificates of Good Standing

Question by: Regina Goff

Jurisdiction: Kansas

Date: July 25, 2013

Jurisdiction	Question(s)
	(1) Does your jurisdiction provide a long certificate of good standing? (2) If your jurisdiction does provide this service, is it statutorily required for your office to do so?
Manitoba	1.) Yes – though our comparable product is called a “Certificate of Search” 2.) Yes, though our statute doesn’t say how extensive or complete these certificates must be.
Corporations Canada	
Alabama	
Alaska	
Arizona	Arizona does not, as a matter of course, provide a long certificate of good standing, nor is it provided for in statute. We would do so upon request, as a custom certificate.
Arkansas	
California	
Colorado	
Connecticut	
Delaware	
District of Columbia	1.) Yes 2.) No
Florida	The Florida Department of State does not issue long form certificates of good standing.
Georgia	
Hawaii	Hawaii does provide a long certificate of good standing. It is not required by statutes.
Idaho	
Illinois	

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Indiana	Indiana still provides the long form certificate. It is not a statutory requirement, and we do not receive many requests. It is a service that cannot (at this time) be completed online. The fee is \$30.
Iowa	
Kansas	
Kentucky	
Louisiana	Louisiana does not provide a long certificate of good standing. We use to as a courtesy years and years ago but it was not statutorily required.
Maine	
Maryland	
Massachusetts	
Michigan	1.) Yes 2.) Yes. Both the Michigan Business Corporation Act (MCL 450.1911) and the Michigan Nonprofit Corporation Act (MCL 450.2922) provide that until a corporation is dissolved it is entitled to the issuance (upon request) of a certificate of good standing. There is a fee for such a request.
Minnesota	
Mississippi	
Missouri	Missouri use to provide Long Good Standing Certificates that contained the same information. These certificates were not statutorily required. We no longer provide these types of certificates and have replaced them with Certificates of Fact which, contain the same information as the long good standing certificates do. However, we did not receive a lot of requests for the long good standing certificates so the transition was seamless.
Montana	See additional comments below.
Nebraska	

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	(1) Does your jurisdiction provide a long certificate of good standing? (2) If your jurisdiction does provide this service, is it statutorily required for your office to do so?
Nevada	1.) Yes 2.) Not specifically This type of certificate has not been a problem or a drain on resources and does provide revenue for the office. Our customers may have a specific need for this information in certificate form even though the information is available through our Free Business Entity Search. We have not discussed not providing this service.
New Hampshire	
New Jersey	
New Mexico	
New York	1.) Yes – and a short form too. 2.) No
North Carolina	1.) Yes, only when requested and it is considered a custom order. 2.) No
North Dakota	North Dakota does not do “long-form good standing certificates”. We stopped doing them because of the risk that documents were not being properly named on the certificate. If someone needs to know all filings on a record, they can obtain copies of the record.
Ohio	Ohio provides a long certificate of good standing, but it is not statutorily required.
Oklahoma	1.) Yes 2.) No
Oregon	We call it a "Certificate of Fact", but it serves the same purpose. It's a special order and usually is ad hoc. While our statute doesn't say we "must provide" the longer certificate, we believe that public records law as well as the business statutes require us to report any fact that is in the public record we administer. Even if it didn't, it is often the most expedient and probative thing we can offer for customers who have particular needs, e.g., to prove a chain of events or facts in the database only.
Pennsylvania	
Rhode Island	
South Carolina	

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South Dakota	
Tennessee	See additional comments below
Texas	
Utah	Utah is the same as Nevada but the requests are very few!
Vermont	
Virginia	The Code of Virginia provides that we will issue, upon request, a certificate of good standing that lists all certificates relating to articles filed in our office on behalf of a Virginia corporation.
Washington	
West Virginia	
Wisconsin	1.) Yes, but only when requested as a special certificate. 2.) Yes, the Wisconsin Statutes includes the requirement “(3) the certificate of status may include other facts of record in the department that are requested.”
Wyoming	

Additional comments:

MONTANA:

It is a statutory requirement in Montana for Limited Partnerships.

35-12-617. Certificate of fact. (1) The secretary of state, upon request and payment of the requisite fee, shall furnish a certificate of fact for a limited partnership if the records filed in the office of the secretary of state show that the secretary of state has filed a certificate of limited partnership and whether a statement of cancellation has been filed. A certificate of fact must state:

- (a) the limited partnership's name;
- (b) that it was duly formed under the laws of this state and the date of formation;

- (c) whether the secretary of state has administratively dissolved the limited partnership;
- (d) whether the limited partnership's certificate of limited partnership has been amended to state that the limited partnership is dissolved;
- (e) whether a statement of cancellation been filed by the secretary of state; and
- (f) other facts of record in the office of the secretary of state that may be requested by the applicant.

(2) The secretary of state, upon request and payment of the requisite fee, shall furnish a certificate of fact for a foreign limited partnership if the records filed in the office of the secretary of state show that the secretary of state has filed a certificate of authority, whether the certificate of authority was revoked, and whether a notice of cancellation was filed. A certificate of fact must state:

- (a) the foreign limited partnership's name and any alternate name adopted under 35-12-1312(1) for use in this state;
- (b) that it is authorized to transact business in this state;
- (c) whether the secretary of state has revoked its certificate of authority and whether a notice of cancellation has been filed; and
- (d) other facts of record in the office of the secretary of state that may be requested by the applicant.

(3) Subject to any qualification stated in the certificate, a certificate of fact or authorization issued by the secretary of state may be relied upon as conclusive evidence that the limited partnership or foreign limited partnership is in existence or is authorized to transact business in this state.

We also use Certificates of Fact for Assumed Business Names and Limited Liability Partnerships as the statutes do not allow a Certificate of Existence (short form) to be issued for their status.

We also offer the long form Certificate of Fact for Corporations and LLCs as well even though not statutorily required. This office has offered the service for many years for a fee of \$15.00.

TENNESSEE:

- (1) Tennessee does not have a Long Form Certificate of Good Standing. We utilize two forms that serve the same purpose.
- (2) We are statutorily required to provide a certificate of existence upon request, and required to provide a business entity's public record documents upon request.

Request for Certificate of Existence (T.C.A. 48-51-309, <http://www.tn.gov/sos/forms/ss-4238.pdf>)

- This certificate will show whether the business entity is in good standing, but we do not provide the actual filed documents.

Request for Copies of Documents (<http://www.tn.gov/sos/forms/ss-4461.pdf>)

- For \$20.00, we will provide all documents on file with our office associated with the business entity, or a portion of the filed documents as specified on the request.

Full text of email:

The Kansas Secretary of State's (KSOS's) office has historically provided customers with a document called a long certificate of good standing. This document provides a detailed explanation of every filing for an entity which has occurred since the entity was formed. Providing this document is not statutorily required, but has been a longstanding practice. KSOS is considering no longer providing this service since the information is publicly available on our website. Our office is interested in the practice of other jurisdictions. Please respond with the following information:

- (1) Does your jurisdiction provide a long certificate of good standing?
- (2) If your jurisdiction does provide this service, is it statutorily required for your office to do so?

Thank you in advance for your responses!

REGINA GOFF | Staff Attorney and Business Process Analyst

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