STATE OF NEW HAMPSHIRE
APPLICATION FOR CERTIFICATE OF AUTHORITY - FOR PROFIT FOREIGN CORPORATION
NOTES FOR COMPLETING Form No. 40 (RSA 293-A:15.03)

Notes:

1. If the name of the corporation does not contain the word "Corporation", "Incorporated" or "Limited" or an abbreviation "Corp.", "Inc." or "Ltd.", insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in New Hampshire.
   OR
   If a professional corporation, RSA 294-A:7 requires the name shall end in "Professional Corporation", "Professional Association", "Prof. Corp.", "Prof. Ass'n.", "P.C." or "P.A."
   OR
   If the corporate name is not available for use in New Hampshire, enter the name to be used in New Hampshire. In this case a trade name application must be filed with an additional $50.00 fee and a copy of a board of directors' resolution to use the trade name in New Hampshire. The board of directors' resolution must be signed by the SECRETARY of the corporation. (A corporate designation cannot be used on the trade name.) If the corporate name is available, and a trade name in addition to the corporate name is to be used, do not enter the trade name in this space but file a trade name application with a $50.00 fee.

2. The registered office must be the agent's business address. If a post office box is given, the physical location of the business office **must also** be given. The registered agent shall be the agent of the corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.

   293-A:15.07 Registered Office and Registered Agent of Foreign Corporations.
   Each foreign corporation authorized to transact business in this state shall continuously maintain **in this state**:
   (1) a registered office that may be the same as any of its places of business; and
   (2) a registered agent, who may be:
   (i) an individual who resides in this state and whose business office is identical with the registered office;
   (ii) a domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or
   (iii) a foreign corporation or foreign not-for-profit corporation authorized to transact business in this state whose business office is identical with the registered office.

3. This statement is not required by statute but may be helpful in determining the availability of the corporation's name.

4. Exact corporate name of corporation making the application.

5. Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.

6. An **ORIGINAL** certificate of legal existence or good standing must accompany this application. (Photocopies or fax copies will not be accepted.) The certificate must be duly authenticated within 60 days of the filing of this application by the proper officer of the state or country under the laws of which the corporation is organized. (A certificate of good standing regarding taxes from a state department of revenue administration **is not** acceptable.)

7. This form **must be accompanied** by form SRA, certification pursuant to RSA 421-B:11, II, relative to offering securities for sale in New Hampshire. Please call the Corporation Division (603-271-3244) with any questions you may have with this requirement or regarding any other questions concerning this application.

Mail total fees, **DATED & SIGNED** ORIGINAL & ONE EXACT OR CONFORMED COPY, **ORIGINAL** CERTIFICATE OF LEGAL EXISTENCE OR GOOD STANDING ISSUED BY THE STATE OR COUNTRY OF INCORPORATION & FORM SRA (See Notes 6 & 7) to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

STATE OF NEW HAMPSHIRE

Fee for Form SRA: $50.00
Filing fee: $50.00
Total fees $100.00
Use black print or type.
Leave 1" margins both sides.

Form No. 40
RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR PROFIT FOREIGN CORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY APPLIES FOR A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the corporation is _____

_____.

SECOND: The name which it elects to use in New Hampshire is _____

_____. (Note 1)

THIRD: It is incorporated under the laws of _____.

FOURTH: The date of its incorporation is _____ and the period of its duration is _____.

FIFTH: (Complete this statement only if a Professional Association.) All the shareholders and those of its directors and officers as are required by the laws of (enter the State of Incorporation) _____ _____ and by RSA 294-A:20 are licensed in one or more states, territories of the United States or the District of Columbia to render a professional service described in the statement of purpose of the corporation.

SIXTH: The complete address (including zip code and post office box, if any) of its principal office is ___

_____.

SEVENTH: The name of its registered agent **IN NEW HAMPSHIRE** is _____

_____ and the complete address (including zip code and post office box, if any) of its registered office **IN NEW HAMPSHIRE** is (agent's business address)

_____

_____

_____.(Note 2)

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are _____
_____
_____
_____. (Note 3)

NINTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

Name	Office	Address
OFFICERS		
DIRECTORS		

Dated _____, _____

_____ (Note 4)

By _____ (Note 5)

Signature of its _____

_____
Print or type name

Mail total fees, **DATED & SIGNED** ORIGINAL & ONE EXACT OR CONFORMED COPY, **ORIGINAL** CERTIFICATE OF LEGAL EXISTENCE OR GOOD STANDING ISSUED BY THE STATE OR COUNTRY OF INCORPORATION & FORM SRA (See Notes 6 & 7) to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989

Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: _____

Business Address (include city, state, zip): _____

Telephone Number: (_____) _____ E-mail:_____

Contact Person:_____

Contact Person Address (If Different):_____

Part II – Check *ONE* of the following items in Part II [***PLEASE NOTE:*** Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. ***However,*** you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ____ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ***ALL*** of the following three requirements:

   A) This business has ***10 or fewer owners***; and
   B) Advertising ***relating to the sale of ownership interests*** has not been circulated; and
   C) Sales of ownership interests – if any – will be ***completed within 60 days*** of the formation of this business.

2. ____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.

3. ____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.

4. ____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check *ONE* of the following items in Part III:

1. ____ This business ***is not*** a New Hampshire corporation or limited partnership. (*ALL* LLC's should check this item.)

2. ____ This business ***is*** a New Hampshire corporation or limited partnership and the articles of incorporation or certificate of limited partnership states whether capital stock or interests will be sold or offered for sale.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures ***only***)

Name (print): _____ Signature: _____

Name (print): _____ Signature: _____

Name (print): _____ Signature: _____

Date: _____

Instructions for
Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

This form is required for all businesses being formed or registering in the state of New Hampshire. New Hampshire law requires that before your application for business registration is accepted, you must provide a statement that your business has complied with the state's securities law. A security is an ownership interest in a business. For example, a share of stock is a security and so is an interest in a limited liability company or a limited partnership. So, for example, if you and your spouse own the sole interests in a limited liability company, those interests are securities. Generally, a business that issues securities in New Hampshire must either register the securities with the New Hampshire Bureau of Securities Regulation or claim a valid exemption. There are several exemptions from the requirement to register securities. The most common exemption is the exemption described in Part II, Item 1.

Please read the following instructions for each part of Form SRA. These instruction will help you to provide accurate responses.

Part I: Please provide the business name and address, including number, street, city, state and zip code. In addition, please provide the businesses telephone number, e-mail address – if any – a contact person name and the contact person's full address if different from the business address.

Part II: Check only ***ONE*** item in this part.

1. Your business is qualified for the exemption from registration in Item 1 if it meets ***ALL*** of the requirement listed in A), B), and C) below:

   A) The business has 10 or fewer owners. So, for example, if you and your wife are forming a limited liability company and there are no other owners, you meet this requirement for an exemption; AND
   B) Advertising relating to the sale of ownership interests in your business has not been circulated. Please note that this requirement asks whether you have circulated advertising ***related to the offer or sale of ownership interests***. This requirement does not address advertising related to the sale of your products or services. So, for example, if you advertise that you are selling shares of stock in your corporation, then you do not meet this requirement and cannot claim the exemption; AND
   C) Sales of ownership interests – if any – will be completed within 60 days of the formation of the business. If you do not intend to sell any further ownership interests in your business, then you meet this requirement for an exemption. If you intend to sell more ownership interests in your business and will complete all sales within 60 days, then you meet this requirement. However, if the sale of any ownership interests will occur later than 60 days after the formation of the business, you do not meet this requirement and cannot claim the exemption.

   If you meet all of these requirements, you may then check off Item 1 and claim this exemption.

2. If you can claim a different registration exemption from the one listed in Item 1 or if you are offering federal covered securities that only require a notice filing in New Hampshire, you should check Item 2. In addition, you must cite the statute for the exemption which you are claiming or for the type of notice filing you are making.

3. If a New Hampshire business or a business formed in a state other than New Hampshire intends to offer ownership interests for sale and is not subject to any exemption from registration, the securities must be registered with the Bureau of Securities Regulation. If this is the case, you should check Item 3. In addition, you should provide us with the date that you registered the securities or that you intend to register the securities.

4. If your business was formed in a state other than New Hampshire and you will not offer or sell ownership interests in New Hampshire, you should check Item 4. Your securities do not need to be registered nor do you need to seek an exemption from registration.

Part III: Check only ***ONE*** item in this part.

1. If your business IS NOT a) a corporation or b) a limited partnership that was formed in New Hampshire, then you should check this item. For example, if your business is a corporation that was formed in Delaware or some other state, you should check this item. In addition, if you are an owner of a limited liability company that was formed in New Hampshire, you should check this item since your business is not a New Hampshire corporation or limited partnership.

2. If your business IS a) a corporation or b) a limited partnership that was formed in New Hampshire, then state law requires that your articles of incorporation or certificate of limited partnership state whether capital stock, memberships, or interests will be sold or offered for sale. If your business is a New Hampshire corporation or limited partnership and your articles of incorporation or certificate of limited partnership contain the required statement, you should check this item.

Part IV: This is a statement certifying the accuracy of all the information contained in the Form SRA. Please note that we cannot accept photocopied signatures for this filing. All signatures must be original. Also, please make note of all of those who must sign this document:

1) ***ALL*** of the incorporators of ***a corporation to be formed***; OR
2) ***ONE*** executive officer of ***an existing corporation***; OR
3) ***ALL*** of the general partners or intended general partners of ***a limited partnership***; OR
4) ***ONE or MORE*** authorized members or managers of ***a limited liability company***; OR
5) ***ONE or MORE*** authorized partners of ***a registered limited liability partnership*** or ***foreign registered limited liability partnership***.

FILING A FOREIGN CORPORATION IN NEW HAMPSHIRE

FIVE EASY STEPS TO AVOID REJECTION

1. **Form 40**
   a. Complete Form 40 according to "**Instructions for Filing Application for Certificate of Authority by a Foreign Business Corporation"** – see below for instruction.
   b. Submit one original & one copy of Form 40
   c. Make sure the Form is dated and signed by a Corporate Officer

2. **Securities Regulation Addendum – Form SRA**
   a. Complete and submit one original
   b. Make sure the Form is dated and signed by Corporate Officer

3. **Include a Certificate of Good Standing or Certificate of Existence**
   a. Certificate must be an original from State of Incorporation and signed by its Secretary of State.
   b. Certificate must be current within 60 days of receipt by this office. (NH Secretary of State's office)

4. **Trade Name - Form TN-1** (if applicable)
   a. Complete and submit one original
   b. Ensure Form is dated and signed by a Corporate Officer
   c. Also required is a Resolution from the Board of Directors, signed by the Secretary of the Corporation, authorizing the corporation to transact business under the DBA name.

5. **Include the correct Filing Fee**
   a. $100.00
   b. $50.00 (for Trade Name application, if applicable)

INSTRUCTIONS FOR FILING APPLICATION FOR CERTIFICATE OF AUTHORITY BY A FOREIGN BUSINESS CORPORATION

FIRST Article: The name of the corporation is: (See Note 1 below)

a. Name must be written exactly as it appears on the Certificate of Good Standing or Existence.
b. The final decision of whether the corporate name is available for use in NH, will be determined when all the required documents with fees are submitted for filing and have been reviewed.

SECOND Article: The name, which it elects to use in New Hampshire, is: (See Note 1 below)

a. NH law requires the addition of a corporate designation at the end of the name. Therefore, if the name of the corporation as it appears on the Certificate of Good Standing or Existence *does not* contain the word "Corporate", "Incorporated", "Limited", or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in NH.
b. If the corporate name is not available in NH, then you are required to choose a Trade Name to transact business in NH. The following forms are required:
   1. Form TN-1, must be filed for the Trade Name with a $50 filing fee.
   2. A Resolution of its board of directors, signed by its Secretary, adopting the Trade Name.
   3. The final decision of whether the Trade Name is available for use in NH, will be determined when all the required documents with fees are submitted for filing and have been reviewed for accuracy.

THIRD Article: It is incorporated under the laws of:

a. Enter the state/country name where the corporation was incorporated.

b. State/country entered must be the same as the state/country on the Certificate of Good Standing or Existence.

FOURTH Article: The date of its incorporation is:

a. Enter the date as it appears on Certificate of Good Standing or Existence, (if shown).
b. The period of its duration is **(***state the word: "perpetual" or term of years***).**

FIFTH Article: Complete this statement only if a Professional Association.

a. The association name must be followed by an organizational ending; specifically, the word or words "Professional Association," or "Professional Corporation," or by the abbreviation "P.A." or "P.C." or a variation thereof.
b. Enter the State of Incorporation as it appears on Certificate of Good Standing or Existence.

SIXTH Article: The complete address of its principal office is:

a. Street address, City, State, Zip Code and post office box, if any.

SEVENTH Article: The name of its registered agent in New Hampshire and the complete address including zip code and post office box, if any, of its registered office in New Hampshire.

a. The registered agent can be either an individual, who is a resident of NH, or a corporation that is registered to do business in NH and is in good standing. *(Registered agent is responsible for receiving any legal document on behalf of the corporation).*
b. The registered office address must be stated even if the same address has been provided in the SIXTH article.

EIGHTH Article: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are:

a. Short description of services.
b. EIGHTH article needs to be completed

NINTH Article: The names and usual business address of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws or the state of incorporation do not require directors, indicate below.)

NOTE 1 - <u>CORPORATE NAMES NEEDING ADDITIONAL REQUIREMENTS</u>:

1. **Education** institutions, granting degrees, need a letter from the Department of Education granting approval of the name in order to proceed with this filing. If the institution is using a Trade Name, it also needs a letter of approval.
   (603-271-2555, x351)

2. **Engineering or Surveyors** require certification from the Engineering Board in order to proceed with this filing. If using a Trade Name, it also needs certification. (603-271-2219)

3. **Home Health Care** requires certification from the "Department of Health & Human Services, Health Facilities/Residential Care, Licensure/Certification Bureau", in order to proceed with this filing. If using a Trade Name, it also needs certification. (603-271-4592)

4. A name with the word **"insurance"** needs the name approved by the Insurance Department. We will contact the department on your behalf once filing has been submitted.

5. **Banks** whose services are limited to **mortgage banking** only, need to file with us; all other banks should contact the Banking Commission.