



**DEBRA BOWEN** | SECRETARY OF STATE | STATE OF CALIFORNIA  
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## **Fresno Regional Office to Close May 29, 2009**

As you are aware, California's budget problems have required that every public agency reduce spending and look for more efficient ways of operating. One way the Secretary of State's office can do this is to consolidate processes that have a limited impact on the general public. After careful review of both staff and community needs, the Fresno regional office will be closing to the public May 29, 2009.

Please know this decision was not reached quickly or easily. We recognize that the decision to close the Fresno office will have an impact on Californians in the Fresno area and apologize for any inconvenience.

For services, you may continue to mail documents to Sacramento or deliver them in person at 1500 11<sup>th</sup> Street, Sacramento, CA 95814. You may also visit one of our other regional offices located in San Francisco, Los Angeles and San Diego. To find a complete list of available services and public counter locations, please visit us online at [www.sos.ca.gov](http://www.sos.ca.gov), Business Programs, Contact Us Page or the Regional Offices Page.

We thank you for your patience as we work through these difficult times, and look forward to serving you on the web, by mail, or in person in our Sacramento, San Francisco, Los Angeles or San Diego offices.



## Requirements for Qualification of Foreign Stock Corporations

To qualify a foreign (out of state or country) stock corporation to transact intrastate business<sup>1</sup> in the State of California, the foreign corporation must file the enclosed Statement and Designation by Foreign Corporation form with the California Secretary of State. (California Corporations Code section [2105](#).)

Upon the filing of the Statement and Designation by Foreign Corporation form, a Certificate of Qualification will be issued to the corporation by the California Secretary of State.<sup>2</sup> Note: The Certificate of Qualification is issued only at the time of qualification and will not be reissued if lost or misplaced.

### Additional Requirement

A certificate by an authorized public official of the state or place of incorporation, to the effect that the corporation is an existing corporation in good standing status in that state or place, **must be attached** to the Statement and Designation by Foreign Corporation form at the time of filing. Note: A certified copy of the Articles of Incorporation does not meet statutory requirements and cannot be accepted in lieu of the required certificate.

### Where to File

Documents can be hand delivered to any office location for over-the-counter processing between the hours of 8:00 am and 4:30 pm, Monday through Friday (excluding holidays) or mailed to the Sacramento office. The mailing address and office locations are as follows:

Sacramento Office  
Business Entities Section  
1500 11<sup>th</sup> Street, 3rd Floor  
Sacramento, CA 95814  
(916) 657-5448

Mailing Address  
Document Filing Support Unit  
P O Box 944260  
Sacramento, CA 94244-2600

San Francisco Regional Office  
455 Golden Gate Avenue, Suite 14500  
San Francisco, CA 94102  
(415) 557-8000

Los Angeles Regional Office  
300 South Spring Street, Room 12513  
Los Angeles, CA 90013  
(213) 897-3062

San Diego Regional Office  
1350 Front Street, Suite 2060  
San Diego, CA 92101  
(619) 525-4113

To facilitate the processing of documents mailed to our Sacramento office, a self-addressed envelope and a letter referencing the corporate name as well as your own name, return address and telephone number should also be submitted. Please refer to our Business Entities Mail Processing Times web page at [http://www.sos.ca.gov/business/bpd\\_processing\\_times.htm](http://www.sos.ca.gov/business/bpd_processing_times.htm) for current mail processing times.

**Note:** The regional offices are only able to process qualification documents delivered in person. Please refer to our Regional Offices web page at <http://www.sos.ca.gov/business/regional.htm> for detailed information regarding the submission of documents to the regional offices.

<sup>1</sup> California Corporations Code section [191](#) defines "transacting intrastate business" as "entering into repeated and successive transactions of its business in this state, other than interstate or foreign commerce."

<sup>2</sup> After the foreign corporation has qualified, an Amended Statement by Foreign Corporation form must be filed with the California Secretary of State whenever the name of the corporation is changed in the foreign jurisdiction and whenever the corporation makes a change affecting an assumed name under California Corporations Code section [2106\(b\)](#). (California Corporations Code section [2107\(a\)](#).) The [Amended Statement by Foreign Corporation form](#) is available on the Secretary of State's website at <http://www.sos.ca.gov/business/>.

## Fees

The fee for filing the Statement and Designation by Foreign Corporation is \$100.00. There is an additional \$15.00 special handling fee for processing a document delivered in person to the Sacramento office or to any of the regional offices. The special handling fee must be remitted separately for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee) for documents that are delivered in person to the Sacramento office. Please refer to the Secretary of State's website at <http://www.sos.ca.gov/business/precexp.htm> for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail.

Payments for documents submitted:

- by mail to Sacramento can be made by check or money order.
- in person, over-the-counter in Sacramento can be made by check, money order, cash, or credit card (Visa or MasterCard).
- in person, over-the-counter in any of the three regional offices can be made by check, money order, or credit card (Visa or MasterCard). Regional offices are not able to accept cash.

Checks or money orders should be made payable to the Secretary of State.

## Copies

The Secretary of State will certify up to two copies of the filed document without charge, **provided that the copies are submitted to the Secretary of State with the document to be filed**. Any additional copies submitted will be certified with payment of \$8.00 per copy.

## Franchise Tax Requirements

A qualified foreign stock corporation is a taxable entity and subject each year to an **\$800** minimum franchise tax. Therefore, the corporation must file a return and pay the associated tax every year until the corporation has surrendered its right to transact intrastate business in the State of California. For further information regarding franchise tax requirements, refer to the Franchise Tax Board's website at [www.ftb.ca.gov](http://www.ftb.ca.gov) or call the Franchise Tax Board at:

From within the United States (toll free) .....	(800) 852-5711
From outside the United States (not toll free) .....	(916) 845-6500
Automated Telephone Service - From within the United States (toll free) .....	(800) 338-0505
Automated Telephone Service - From outside the United States (not toll free).....	(916) 845-6600

## Additional Resources

All corporations are subject to state and federal tax laws and may be subject to additional requirements depending on the type of corporation and/or the type of business conducted. Please refer to our Business Resources web page at [http://www.sos.ca.gov/business/bpd\\_links.htm](http://www.sos.ca.gov/business/bpd_links.htm) for a list of other agencies you may need to contact to ensure proper compliance. Note: The Secretary of State does not license corporations. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the corporation.

# Requirements for Qualification of Foreign Stock Corporations

## INSTRUCTIONS:

To qualify to transact intrastate business in the State of California the foreign (out of state or country) corporation must file the enclosed Statement and Designation by Foreign Corporation form with the California Secretary of State. The document should be typed with letters in dark contrast to the paper. Documents not suitable for reproduction will be returned unfiled. Note: The file date of the Statement and Designation by Foreign Corporation form is generally the date the document complying with applicable law is received in the Secretary of State's office.

**Additional Requirement:** A certificate by an authorized public official of the state or place of incorporation, to the effect that the corporation is an existing corporation in good standing status in that state or place, **must be attached** to the Statement and Designation by Foreign Corporation form at the time of filing. Note: A certified copy of the Articles of Incorporation does not meet statutory requirements and cannot be accepted in lieu of the required certificate.

## Complete the Statement and Designation by Foreign Corporation form as follows:

**Entity Name:** Enter the name of the foreign corporation exactly as it appears on the certificate of good standing.

Note: If the name of the foreign corporation is not available for use in the State of California, the corporation must qualify under an assumed name (i.e., a name other than the true corporate name) as required by California Corporations Code section [2106\(b\)](#). If an assumed name is required, complete the first line of the form with true corporate name, followed by the words "which will do business in California as (state the assumed name)".

**Jurisdiction:** Enter the jurisdiction (state or place of incorporation) of formation of the foreign corporation.

**Item 1:** Enter the complete address, including the zip code, of the principal executive office of the foreign corporation. Please do not abbreviate the name of the city.

**Item 2:** Enter the complete address, including the zip code, of the principal office in California, if any. Please do not abbreviate the name of the city.

**Item 3:** If an individual is designated as the agent for service of process,<sup>1</sup> complete Item 3 with the name of the agent and the agent's business or residential **street** address in California (a P.O. Box address is not acceptable). Please do not enter "in care of" (c/o) or abbreviate the name of the city. Do not complete Item 4 when the agent is an individual.

**Item 4:** If another corporation is designated as the agent for service of process, complete Item 4 with the name of the corporate agent exactly as it appears on the records of the California Secretary of State.

Note: Before another corporation may be designated as agent, that corporation must have previously filed with the Secretary of State a certificate pursuant to California Corporations Code section [1505](#). **A corporation cannot act as its own agent** and no domestic or foreign corporation may file pursuant to Section 1505 unless the corporation is currently authorized to engage in business in California and is in good standing on the records of the California Secretary of State. Do not complete Item 3 when the agent is another corporation.

**Item 5:** This exact statement is required by the California Corporations Code and should not be altered.

**Execution:** The Statement and Designation by Foreign Corporation form must be signed by an officer of the foreign corporation.

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<sup>1</sup> An "agent for service of process" is an individual (director, officer or any other person, whether or not affiliated with the corporation) who resides in California or another corporation designated to accept service of process if the corporation is sued. Note: The agent must agree to accept service of process on behalf of the corporation prior to designation.

# STATEMENT AND DESIGNATION BY FOREIGN CORPORATION

\_\_\_\_\_  
(Name of Corporation)

\_\_\_\_\_, a corporation organized and existing under the laws of \_\_\_\_\_, makes the following statements and designation:  
(State or Place of Incorporation)

1. The address of its principal executive office is \_\_\_\_\_.
2. The address of its principal office in the State of California is \_\_\_\_\_.  
(If none, leave Item 2 blank.)

## DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process **agent is a natural person.**)

\_\_\_\_\_, a natural person residing in the State of California, whose complete street address is \_\_\_\_\_

\_\_\_\_\_, is designated as agent upon whom process directed to this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process **agent is another corporation.**)

\_\_\_\_\_,  
a corporation organized and existing under the laws of \_\_\_\_\_,  
is designated as agent upon whom process directed to this corporation may be served within the State of California, in the manner provided by law.

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

\_\_\_\_\_  
(Signature of Corporate Officer)

\_\_\_\_\_  
(Typed Name and Title of Officer Signing)

*If an individual is designated as the agent for service of process, include the agent's business or residential **street** address in California (a P.O. Box address is not acceptable). If another corporation is designated as the agent for service of process, do not include the address of the designated corporation. **Note: Corporate agents must have complied with California Corporations Code section 1505 prior to designation, and a corporation cannot act as its own agent.***