



**Office of the Secretary of State  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697**

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**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of article 8.05 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in Texas:

1. The name of the corporation is \_\_\_\_\_
2. A. If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add for use in Texas is

\_\_\_\_\_

B. If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas

3. The federal tax identification number is \_\_\_\_\_
4. It is incorporated under the laws of \_\_\_\_\_
5. The date of its incorporation is \_\_\_\_\_ and the period of duration is \_\_\_\_\_ (State "perpetual" or term of years)
6. The address of its principal office in the state or country under the laws of which it is incorporated is \_\_\_\_\_
7. The street address of its proposed registered office in Texas is (a P.O. Box is not sufficient)

\_\_\_\_\_

and the name of its proposed registered agent in Texas at such address is

8. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are

- \_\_\_\_\_
- \_\_\_\_\_
9. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.

10. The names and respective addresses of its directors are:

| NAME  | ADDRESS |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

11. The names and respective addresses of its officers are:

| NAME  | ADDRESS<br>(city and state) | OFFICE |
|-------|-----------------------------|--------|
| _____ | _____                       | _____  |
| _____ | _____                       | _____  |
| _____ | _____                       | _____  |

12. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| NUMBER OF<br>SHARES | CLASS | SERIES | PAR VALUE PER SHARE OR<br>STATEMENT THAT<br>SHARES ARE WITHOUT<br>PAR VALUE |
|---------------------|-------|--------|---|
| _____               | _____ | _____  | _____   |
| _____               | _____ | _____  | _____   |
| _____               | _____ | _____  | _____   |

13. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| NUMBER OF<br>SHARES | CLASS | SERIES | PAR VALUE PER SHARE OR<br>STATEMENT THAT<br>SHARES ARE WITHOUT<br>PAR VALUE |
|---------------------|-------|--------|---|
| _____               | _____ | _____  | _____   |
| _____               | _____ | _____  | _____   |
| _____               | _____ | _____  | _____   |

14. The amount of its stated capital is \$ \_\_\_\_\_ . (See instructions for definition of stated capital.)
15. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.
16. The application is accompanied by a certificate issued by the secretary of state or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence and dated within 90 days of the date of receipt of the application.

\_\_\_\_\_  
Name of Corporation

By: \_\_\_\_\_

Its \_\_\_\_\_

Authorized Officer

# **INSTRUCTIONS FOR MAKING APPLICATION FOR A CERTIFICATE OF AUTHORITY BY A BUSINESS CORPORATION**

The following documents are necessary to complete the application of a foreign business corporation for a certificate of authority to transact business in Texas. All documents are to be submitted to: Secretary of State, Statutory Filings Division, Corporations Section, P.O. Box 13697, Austin, Texas 78711-3697. The delivery address is James Earl Rudder Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and, if a second copy has been submitted, we will return a file stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709. E-mail inquiries may be directed to *corphelp@sos.state.tx.us*. Additional forms and information also may be obtained from our website at <http://www.sos.state.tx.us>.

The attached form promulgated by the secretary of state is designed to meet minimum statutory filing requirements and no warranty is made regarding the suitability of this form for any particular purpose. This form and the information provided are not substitutes for the advice of an attorney and it is recommended that the services of an attorney be obtained before preparation of the application for certificate of authority.

State franchise tax information may be obtained from the Comptroller of Public Accounts, Tax Assistance Section, Austin, Texas, 78774-0100, (512) 463-4600 or (800) 252-1381. Non-U.S. corporations with businesses located in Texas may obtain information relating to federal income tax filing requirements, publications, and forms by calling (800) 829-3676 or by visiting the Internal Revenue Service web site at [www.irs.ustreas.gov](http://www.irs.ustreas.gov)

## **CONTENTS OF A COMPLETED APPLICATION ARE LISTED BELOW:**

1. **Submit two copies of the application for a certificate of authority. We will place one document on record and return a file stamped copy to you for your files. The document must be signed by an officer of the corporation. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is Class A misdemeanor.**
2. **A certificate issued by the secretary of state or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence. The certificate must be dated within 90 days of the receipt of the application by the secretary of state. If the certificate is in a language other than English, a translation of the certificate, under oath of the translator, must accompany the certificate.**
3. **The statutory fee of \$750 must be submitted. (Tex. Bus. Corp. Act Ann. art. 10.01) Please submit a check or money order made payable to the secretary of state. The check or money order must be payable through a U.S. bank or other financial institution. Fees payable to the secretary of state may be paid with a current, valid Visa®, Discover®, or MasterCard®. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.**

## **IMPORTANT INFORMATION**

**CORPORATE NAME (items 1 & 2):** The corporate name must contain one of the following words of incorporation or an abbreviation thereof: Company, Corporation, Incorporated, or Limited. If the corporate name does not contain one of the words of incorporation, complete item 2A of the application and state the name of the corporation with one of the words of incorporation added for purposes of doing business in Texas.

Article 8.03 of the Texas Business Corporation Act (TBCA) and the secretary of state's name availability rules provide that a corporate name cannot be the same as, or deceptively similar to, the name of any domestic or foreign corporation, limited partnership, limited liability company, or any name reservation or registration filed with the secretary of state. Therefore, the foreign corporation's name will be checked for availability upon submission of the application.

Whether the corporation's name is available for use in Texas may be determined by telephone at (512) 463-5555 or by e-mail to [corpinfo@sos.state.tx.us](mailto:corpinfo@sos.state.tx.us). This is only a preliminary clearance. The final decision on the name will be made when the document is submitted for filing. If the corporation's name is not available for use in this state, the corporation must obtain its certificate of authority and transact business under an assumed name. The assumed name must meet the same requirements of name availability as do corporate names. If an assumed name must be used, complete item 2B of the application with the name that the corporation elects to adopt for use in Texas. In addition, the corporation is required to file an assumed name certificate in compliance with chapter 36 of the Texas Business & Commerce Code. The assumed name certificate is to be filed with the secretary of state and with the county clerk in the county in which the registered office is located and the county in which the principal office is located. The form promulgated by the secretary of state for making the assumed name filing is form number 503. This form is not acceptable for filing in the county clerk's office.

**STATED CAPITAL (item 14):** The amount of the corporation's stated capital should be specified in the application. Stated capital must always be expressed in U.S. dollars. TBCA, article 1.01 A(17) defines "stated capital" as the sum of:

- (a) par value of all shares of the corporation having a par value that have been issued;
- (b) the consideration fixed by the corporation in the manner provided by law for all shares of the corporation without par value that have been issued, except such part of the consideration actually received therefor as may have been allocated to the capital surplus in a manner permitted by law; and
- (c) such amounts not included in paragraphs (a) and (b) of this subsection as have been transferred to stated capital of the corporation, whether upon the issue of shares as a share dividend or otherwise, minus all reductions from such sum as may have been effected in a manner permitted by law.

**CONSIDERATION (item 15):** The corporation must have received consideration of the value of at least \$1,000 for the issuance of shares prior to obtaining a certificate of authority and the statement of such fact must be included in the application. This \$1,000 figure cannot be altered, even if the corporation is permitted by its home state to commence business with a lesser amount of consideration.