



**Secretary of State  
Business Programs Division**

Business Entities

1500 11th Street, Sacramento, CA 95814

P.O. Box 944260, Sacramento, CA 94244-2600

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## **Business Entities Submission Cover Sheet**

For fastest service, file online at [bizfileOnline.sos.ca.gov](https://bizfileOnline.sos.ca.gov).

### **Instructions:**

- Complete and include this form with your paper submission. This form will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- In-person submissions (excluding Statements of Information): \$15 special handling fee. Do not include a \$15 special handling fee when submitting documents by mail.
- All submissions are reviewed in the date order of receipt, with online submissions given priority. For updated processing time information, visit [www.sos.ca.gov/business/be/processing-dates](https://www.sos.ca.gov/business/be/processing-dates).
- To obtain a certified copy, include certification fees with your submission.

**Note: All correspondence related to your submission will be sent to the name and address on your check or money order.**

### **Contact Person (Please type or print legibly):**

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Phone Number: \_\_\_\_\_ Email: \_\_\_\_\_

### **Entity Information (Please type or print legibly):**

Entity Name: \_\_\_\_\_

Entity Number (if applicable): \_\_\_\_\_

Comments: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_



## Requirements for Qualification of Foreign Associations

To qualify a foreign (out-of-state or out-of-country) association to transact intrastate business<sup>1</sup> in the State of California, the foreign association must file the enclosed Statement and Designation by Foreign Association form with the California Secretary of State. (California Corporations Code section [2105](#).) A "foreign association" is a business association organized as a trust under the laws of a foreign jurisdiction. (California Corporations Code section [170](#).)

Upon the filing of the Statement and Designation by Foreign Association form, a Certificate of Qualification will be issued to the association 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

An officers' certificate, or if the foreign association has no officers, a trustees' certificate, stating that the association is a validly organized and existing business association under the laws of the specified foreign jurisdiction **must be attached** to the Statement and Designation by Foreign Association form at the time of filing. A form for this purpose is included with the enclosed Statement and Designation by Foreign Association form.

### Fees

The fee for filing the Statement and Designation by Foreign Association is \$100.00. In addition to the filing fee, there is a non-refundable \$15.00 handling fee for processing documents that are delivered in person (drop off) at the Sacramento office.

Payments for documents submitted:

- by mail to Sacramento can be made by check or money order.
- in person (drop off) at the Sacramento office can be made by check, money order, cash, or credit card (Visa or MasterCard).

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

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<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 association has qualified, an Amended Statement and Designation by Foreign Association form must be filed with the California Secretary of State: (1) whenever the name of the association is changed in the foreign jurisdiction; (2) whenever the association makes a change affecting an assumed name under California Corporations Code section [2106\(b\)](#), and (3) if any other information contained within the Statement and Designation by Foreign Association changes. (California Corporations Code section [2107\(b\)](#).) The Amended Statement and Designation by Foreign Association form can be obtained at any of the above-stated office addresses or by calling the Sacramento Office at (916) 657-5448.

Go to [www.sos.ca.gov/business-programs/business-entities/processing-dates](http://www.sos.ca.gov/business-programs/business-entities/processing-dates) to get the current processing times and determine which method of submission meets your needs.

## Copies

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5.00 certification fee.

## Additional Resources

Foreign Associations may be subject to additional requirements depending on the type of business conducted. Please refer to our website at [www.sos.ca.gov/business-programs/business-entities/resources](http://www.sos.ca.gov/business-programs/business-entities/resources) for a list of other agencies you may need to contact to ensure proper compliance. Note: The Secretary of State does not license business entities. 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 entity.

Name restrictions apply to most business entities. Please refer to our website at [www.sos.ca.gov/business-programs/business-entities/name-reservations](http://www.sos.ca.gov/business-programs/business-entities/name-reservations) for business entity name regulations and the most common statutory requirements and restrictions relating to the use or adoption of a business entity name in California.

## Submission Cover Sheet (Optional):

Complete and include with your **paper** submission. This information will be used to communicate with you about the submission, if needed. This submission cover sheet will be treated as correspondence and will not be made part of the filed document.

# Requirements for Qualification of Foreign Associations

## Instructions:

To qualify to transact intrastate business in the State of California the foreign (out-of-state or out-of-country) association must file the enclosed Statement and Designation by Foreign Association 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 Association form is generally the date the document complying with applicable law is received in the Secretary of State's office.

**Additional Requirement:** An officers' certificate, or if the foreign association has no officers, a trustees' certificate, stating that the association is a validly organized and existing business association under the laws of the specified foreign jurisdiction **must be attached** to the Statement and Designation by Foreign Association form at the time of filing. The officers' certificate must be signed by the Chairman of the Board, President or any Vice-President **and** by the Secretary, Chief Financial Officer, Treasurer, assistant Secretary or Assistant Treasurer. The trustees' certificate must be signed by two of the trustees or, if there is only a single trustee, by the single trustee.

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

**Entity Name:** Enter the name of the exact name of the foreign association.

- Note: If the name of the foreign association is not available for use in the State of California, the association must qualify under an assumed name (i.e., a name other than the true association 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 association name, followed by the words "which will do business in California as (state the assumed name)".
- Name restrictions apply to most business entities. Please refer to our Name Availability webpage at [www.sos.ca.gov/business-programs/business-entities/name-reservations](http://www.sos.ca.gov/business-programs/business-entities/name-reservations) for business entity name regulations and the most common statutory requirements and restrictions relating to the use or adoption of a business entity name in California.

**Jurisdiction:** Enter the jurisdiction (state or place) of organization of the foreign association.

**Item 1:** Enter the street address of the principal executive office. Please do not use a P.O. Box address or abbreviate the name of the city.

**Item 2:** If any, and if different from Item 1, enter the street address of the principal office in California. Please do not use a P.O. Box address or abbreviate the name of the city.

**Item 3:** If different from Item 1 or 2, enter the mailing address of the principal executive office. Please do not abbreviate the name of the city.

**Item 4:** If an individual is designated as the agent for service of process,<sup>1</sup> complete Item 4 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 5 when the agent is an individual.

**Item 5:** If a corporation is designated as the agent for service of process, complete Item 5 with the name of the corporate agent exactly as it appears on the records of the California Secretary of State. To confirm that you are providing the exact name of the agent, go to our Business Search online at [bizfileOnline.sos.ca.gov](http://bizfileOnline.sos.ca.gov).

Note: Before a 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](#). **An association 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 4 when the agent is a corporation.

**Item 6:** This exact statement is required by the California Corporations Code and should not be altered.

**Execution:** The Statement and Designation by Foreign Association form must be signed by an officer, or if there are no officers, by a trustee of the foreign association.

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

## Statement and Designation by Foreign Association

\_\_\_\_\_  
[Name of Association]

\_\_\_\_\_, a business trust organized and existing under the  
laws of \_\_\_\_\_, makes the following statements and designation:  
[State or Place of Organization]

1. The street address of its principal executive office is \_\_\_\_\_  
\_\_\_\_\_.
2. The street address of its principal office in the State of California is \_\_\_\_\_  
[If none, leave Item 2 blank.] \_\_\_\_\_.
3. The mailing address of its principal executive office is \_\_\_\_\_  
[If the same as Item 1 or 2, leave Item 3 blank.] \_\_\_\_\_.

### Designation of Agent for Service of Process in the State of California

(Complete either Item 4 or Item 5.)

4. [Use this paragraph if designating an agent for service of process **who 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 association may be served within the State of California, in the manner provided by law.
5. [Use this paragraph if designating an agent for service of process **who is a corporation**.]  
\_\_\_\_\_,  
is designated as agent upon whom process directed to this association may be served within the State  
of California, in the manner provided by law.
6. 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 Officer or Trustee]

\_\_\_\_\_  
[Typed Name and Title of Officer or Trustee Signing]

*Item 4: 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). Item 5: If a 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 an association cannot act as its own agent.*

If the foreign association has officers, complete the Officers' Certificate below. If the foreign association has no officers, complete the Trustees' Certificate below.

## Officers' Certificate

\_\_\_\_\_ and \_\_\_\_\_

declare under penalty of perjury that they are two of the officers of \_\_\_\_\_

\_\_\_\_\_, a validly organized and existing

business association organized as a trust under the laws of \_\_\_\_\_.

Executed at \_\_\_\_\_ on \_\_\_\_\_  
[City and State] [Date]

\_\_\_\_\_  
[Signature of Officer]

\_\_\_\_\_  
[Typed Name and Title of Officer]

\_\_\_\_\_  
[Signature of Officer]

\_\_\_\_\_  
[Typed Name and Title of Officer]

## Trustees' Certificate

\_\_\_\_\_ and \_\_\_\_\_

declare under penalty of perjury that they are two of the trustees or single trustee of \_\_\_\_\_

\_\_\_\_\_, a validly organized and existing

business association organized as a trust under the laws of \_\_\_\_\_.

Executed at \_\_\_\_\_ on \_\_\_\_\_  
[City and State] [Date]

\_\_\_\_\_  
[Signature of Trustee]

\_\_\_\_\_  
[Typed Name and Title of Trustee Signing]

\_\_\_\_\_  
[Signature of Trustee]

\_\_\_\_\_  
[Typed Name and Title of Trustee Signing]