

Instructions for Completing the Statement and Designation by Foreign Corporation (Form S&DC-S/N)

To qualify a corporation from another state, foreign country or other place to transact intrastate business in California, you must file a Statement and Designation by Foreign Corporation (Form S&DC-S/N) with the California Secretary of State.

- Form S&DC-S/N is required along with a current (within 6 months) **Certificate of Good Standing** issued by the government agency where the foreign corporation is formed. The Certificate must certify that the corporation is in existence, in active status, or in good standing. NOTE: If the corporation is a nonprofit, the Certificate of Good Standing must indicate the corporation is a nonprofit or nonstock corporation.
- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs and whether additional article provisions for the corporation are needed.

Fees:

- **Filing Fee:** The fee for filing a Statement and Designation by Foreign Corporation (Form S&DC-S/N) is **\$100.00** for foreign stock corporation and **\$30.00** for foreign nonprofit corporation.
NOTE: If the corporation is a nonprofit, the Certificate of Good Standing must indicate the corporation is a nonprofit or nonstock corporation to get the \$30 filing fee.
- **Faster Service Fee:**
 - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office.*
 - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person (drop off) your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The drop off fee does not apply to mail submissions. The special handling fee is not refundable whether the document is filed or rejected.
 - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee in lieu of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to www.sos.ca.gov/business/be/service-options.

Copies: Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee. To obtain additional copies or certified copies of the filed document, include payment for copy fees and certification fees at the time the document is submitted. Additional copy fees are \$1.00 for the first page and \$0.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per document.

Payment Type: Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa® or MasterCard®).

Processing Times: For current processing times, go to www.sos.ca.gov/business/be/processing-times.

If you are not completing this form online, please **type or legibly print** in black or blue ink. **Complete the Statement and Designation by Foreign Corporation (Form S&DC-S/N) as follows:**

Item	Instruction	Tips
1.	<p>Enter the name of the proposed corporation exactly as it is shown on the Certificate of Good Standing from the foreign jurisdiction.</p> <p>If the name of the corporation is not available for use in the State of California, the corporation must qualify in California under an assumed name. See Filing Tips.</p>	<ul style="list-style-type: none"> • If an assumed name is required, “[enter the exact name] which will do business in California as [enter the proposed assumed name].” • There are legal limitations on what name can be used for the corporation. For general corporation name requirements and restrictions or for information on reserving a corporation name prior to submitting Form S&DC-S/N, go to www.sos.ca.gov/business/be/name-availability. • A name reservation is not required to submit Form S&DC-S/N.

		<ul style="list-style-type: none"> • A preliminary search of corporation names already of record can be made online through our Business Search at BusinessSearch.sos.ca.gov. Please note: The Business Search is only a preliminary search and not intended to serve as a formal name availability search. For information on checking or reserving a name, go to www.sos.ca.gov/business/be/name-availability.
2.	Enter the state, foreign country or other place where the foreign corporation is formed.	<ul style="list-style-type: none"> • The jurisdiction must match the jurisdiction listed in the attached Certificate of Good Standing.
3a.	Enter the complete street address, city, state and zip code of the corporation's Principal Executive Office address.	<ul style="list-style-type: none"> • The complete street address is required, including the street name and number, city, state and zip code. • Address must be a physical address. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city.
3b.	Enter the complete street address, city and zip code of the corporation's Principal Office in California, if any.	<ul style="list-style-type: none"> • The complete street address is required, including the street name and number, city and zip code. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city.
3c.	If different from the address in Item 3a, enter the mailing address of the corporation's Principal Executive Office.	<ul style="list-style-type: none"> • This address will be used for mailing purposes and may be a P.O. Box address or "in care of" an individual or entity. • Do not abbreviate the name of the city.
4.	<p>The corporation must have an Agent for Service of Process.</p> <p>There are two types of Agents that can be named:</p> <ul style="list-style-type: none"> • an individual (e.g. officer, director, or any other individual) who resides in California with a physical California address; OR • a registered corporate agent qualified with the California Secretary of State. 	<ul style="list-style-type: none"> • An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) on behalf of the corporation. • You must provide information for either an individual OR a registered corporate agent, not both. • If using a registered corporate agent, the corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505.
4a & b.	<p>If Individual Agent:</p> <ul style="list-style-type: none"> • Enter the name of the initial agent for service of process and the agent's complete California street address, city and zip code. • If an individual is designated as the initial agent, complete Items 4a and 4b ONLY. Do not complete Item 4c. 	<ul style="list-style-type: none"> • The complete street address is required, including the street name and number, city and zip code. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city. • Many times, a small corporation will designate an officer or director as the agent for service of process. • The individual agent should be aware that the name and the physical street address of the agent for service of process is a public record, open to all (as are all the addresses of the corporation provided in filings made with the California Secretary of State.)

4c.	<p>If Registered Corporate Agent:</p> <ul style="list-style-type: none"> • Enter the name of the initial registered corporate agent <i>exactly</i> as registered in California. • If a registered corporate agent is designated as the initial agent, complete Item 4c ONLY. Do not complete Items 4a and 4b. 	<ul style="list-style-type: none"> • Before a corporation is designated as agent for another corporation, that corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505 stating the address(es) of the registered corporate agent and the authorized employees that will accept service of process of legal documents and notices on behalf of the corporation. • Advanced approval must be obtained from a registered corporate agent prior to designating that corporation as your agent for service of process. • No California or foreign corporation may register as a California corporate agent unless the corporation currently is authorized to engage in business in California and is in good standing on the records of the California Secretary of State. • Provide your Registered Corporate Agent’s exact name as registered with the California Secretary of State. To confirm that you are providing the exact name of the Registered Corporate Agent, go to https://businessfilings.sos.ca.gov/frmlist1505s.asp. • A corporation cannot name itself as agent.
5.	Form S&DC-S/N must be signed by an officer of the foreign corporation.	<ul style="list-style-type: none"> • There is no authority for a director or “authorized representative” to sign a Statement and Designation by Foreign Corporation (Form S&DC-S/N). This document must be signed by a corporate officer. • Do not include the office or title of the person signing.

Mail Submission Cover Sheet (Optional): To make it easier to receive communication related to **this document**, including receipt of the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

Where to File: Completed forms along with the applicable fees, if any can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944260, Sacramento, CA 94244-2260 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office.

Legal Authority: General statutory filing provisions are found in Sections 2105-2106 et seq. All statutory references are to the California Corporations Code, unless otherwise stated.

Statement of Information: A Statement of Information (Form SI-550) must be filed with the California Secretary of State within 90 days **after** filing the Statement and Designation by Foreign Corporation (Form S&DC-S/N) **and each year** thereafter during the applicable filing period. The applicable filing period is the calendar month in which the Statement and Designation by Foreign Corporation was filed and the immediately preceding five calendar months. (Section 2117.)

Minimum Tax Requirement: Most corporations must pay a minimum tax of \$800 to the California Franchise Tax Board each year. (California Revenue and Taxation Code section 23153.) For more information, please refer to the California Franchise Tax Board’s Guide for Corporations Starting Business in California (FTB Publication 1060) at <https://www.ftb.ca.gov/forms/misc/1060.pdf>.

Additional Resources: For a list of other agencies you may need to contact to ensure proper compliance, go to www.sos.ca.gov/business/be/resources. Note: The California 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.



Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Comments: _____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [_____]

Company:

Address:

City/State/Zip: [_____]

Secretary of State Use Only	
T/TR:	
AMT REC'D:	\$



Secretary of State
Statement and Designation by
Foreign Corporation

S&DC-S/N

IMPORTANT — Read Instructions before completing this form.

Must be submitted with a current **Certificate of Good Standing** issued by the government agency where the corporation was formed. [See Instructions.](#)

Filing Fee – \$100.00 (for a foreign stock corporation) or \$30.00 (for a foreign nonprofit corporation)

Copy Fees – First page \$1.00; each attachment page \$0.50; Certification Fee - \$5.00

Note: Corporations may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

This Space For Office Use Only

1. Corporate Name (Go to www.sos.ca.gov/business/be/name-availability for general corporate name requirements and restrictions.)

2. Jurisdiction (State, foreign country or place where this corporation is formed - **must match** the Certificate of Good Standing provided.)

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3. Business Addresses (Enter the **complete** business addresses. Items 3a and 3b cannot be a P.O. Box or “in care of” an individual or entity.)

a. Initial Street Address of Principal Executive Office - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box	City (no abbreviations)	State CA	Zip Code
c. Mailing Address of Principal Executive Office, if different than item 3a	City (no abbreviations)	State	Zip Code

4. Service of Process (Must provide either Individual **OR** Corporation.)

INDIVIDUAL – Complete Items 4a and 4b only. Must include agent’s full name and California street address.

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box	City (no abbreviations)	State CA	Zip Code

CORPORATION – Complete Item 4c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 4a or 4b

5. Read and Sign Below ([See instructions](#). Office or title not required.)

I am a corporate officer and am authorized to sign on behalf of the foreign corporation.

Signature

Type or Print Name