



Requirements for Qualification of Foreign Stock Corporations

To qualify a foreign (out-of-state or out-of-country) stock corporation to transact intrastate business¹ 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.² 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. (California Corporations Code section [2105\(b\)](#).) 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 delivered:

- **by mail** to Secretary of State, Document Filing Support Unit, P.O. Box 944260, Sacramento, CA 94244-2600. To facilitate the processing of documents mailed to our Sacramento office, a self-addressed envelope and a letter referencing the corporate name, a return address and the name and telephone number of the person submitting the document also should be submitted.
- **in person** (drop off) between the hours of 8:00 a.m. and 4:30 p.m., Monday through Friday (excluding holidays). The office locations are as follows:

Sacramento Office
1500 11th Street, 3rd Floor
Sacramento, CA

Los Angeles Regional Office
300 South Spring Street, Room 12513
Los Angeles, CA

Note: The Los Angeles regional office is only able to process qualification documents delivered in person (drop off). Please refer to our website at www.sos.ca.gov/business/regional.htm for detailed information regarding the submission of documents to the Los Angeles regional office.

Please refer to our website at www.sos.ca.gov/business/be/processing-times.htm for current processing times at our Sacramento office.

Fees

The fee for filing the Statement and Designation by Foreign Corporation is \$100.00. A \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) to the Sacramento office or the Los Angeles regional office. The special handling fee is in addition to the filing fee, should be included in a separate check, and will be retained whether the document is filed or rejected.

¹ 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."

² 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 our website at www.sos.ca.gov/business/be/forms.htm.

Fees (continued)

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. Please refer to our website at www.sos.ca.gov/business/be/service-options.htm for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filings 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 (drop off) at the Sacramento office can be made by check, money order, cash, or credit card (Visa or MasterCard).
- in person (drop off) at the Los Angeles regional office can be made by check, money order, or credit card (Visa or MasterCard). The Los Angeles regional office is 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 complete copies with any attachments 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 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 webpage at www.sos.ca.gov/business/be/resources.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.

Name restrictions apply to most business entities. Please refer to our website at www.sos.ca.gov/business/be/name-availability.htm 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.

Statement of Information

A Statement of Information (Form SI-350) is required to be filed with the Secretary of State annually during the applicable filing period. The applicable filing period is the calendar month during which the initial Statement and Designation by Foreign Corporation was filed and the immediately preceding five calendar months. (California Corporations Code section 2117.) The required statement can be filed online at <https://businessfilings.sos.ca.gov/>. Alternatively, Form SI-350 is available on our website at www.sos.ca.gov/business/be/statements.htm and can be viewed, filled in and printed from your computer for mail or drop off submission.

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Instructions:

To qualify to transact intrastate business in the State of California the foreign (out-of-state or out-of-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. (California Corporations Code section [2105\(b\)](#).) 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)".
- Name restrictions apply to most business entities. Please refer to our Name Availability webpage at www.sos.ca.gov/business/be/name-availability.htm 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 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,¹ 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.

¹ 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.*