

**Form 301—General Information**  
**(Application for Certificate of Authority—Foreign Profit Corporation)**

**The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.***

**Commentary**

A foreign corporation that is transacting business in Texas is required to file an application for certificate of authority with the Secretary of State. Foreign corporation includes both a corporation organized under the laws of another state or territory of the United States and a corporation organized under the laws of a foreign country.

The secretary of state does not provide legal opinions as to whether, given a particular set of circumstances, a foreign entity is or will be transacting business in the state and is required to obtain a certificate of authority. Transacting business is not specifically defined by the applicable statutes, but does not include an isolated transaction completed in 30 days or less, doing business in interstate commerce, or merely maintaining a bank account in this state. Generally, a foreign entity is transacting business in Texas if it has an office or an employee carrying on its business in this state or is otherwise pursuing one of its purposes in this state. For example, when the purpose of a corporation is to own and receive income from rental properties, it is probably transacting business in this state if it owns an apartment complex in Texas, even if another entity actually manages the property. It is recommended that you seek the advice of an attorney if you are uncertain whether the activities of the corporation require qualification with the secretary of state.

**Instructions for Form**

- **Item 1—Corporate Legal Name:** Provide the full legal name of the corporation as stated in the corporation's formation document. 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. If the name of the entity is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, name reservation or name registration the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at the secretary of state web site at <http://www.sos.state.tx.us/tac/index.shtml>. If you wish the secretary of state to provide a preliminary determination on "name availability," you may call (512) 463-5555, dial 7-1-1 for relay services, or e-mail your name inquiry to [corpinfo@sos.state.tx.us](mailto:corpinfo@sos.state.tx.us). **A final determination cannot be made until the document is received and processed by the secretary of state.**
  
- **Item 2—Corporate Assumed Name:** The name of the foreign corporation must contain one of the following words of incorporation or an abbreviation thereof: Company, Corporation, Incorporated, or Limited. If the legal name of the corporation fails to contain one of the words of incorporation, the corporation must complete item 2A of the application by stating the legal name of the corporation with one of the words of incorporation added for purposes of qualification and transaction of business in Texas.

If it has been determined that the corporation's legal name is not available for its use in Texas due to a conflict with a previously existing name, the corporation must obtain its certificate of authority to transact business under an assumed name. State the assumed or fictitious name that the corporation elects to adopt for use in Texas in item 2B of the application. 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 required to be filed with the secretary of state and with the county clerk in the county in which the registered office address is located and in the county in which the principal office address is located. The promulgated form for filing the assumed name with the secretary of state is **Form 503**. This form is not acceptable for filing with the county clerk.

- **Item 3—Federal Employer Identification Number:** Enter the corporation's federal employer identification number (FEIN) in the space provided. The FEIN is a 9-digit number (e.g., 12-3456789) that is issued by the Internal Revenue Service (IRS). If the corporation has not received its FEIN at the time of submission, you may note this on the application form. Provision of the FEIN number at the time of submission will assist in the establishment of the corporation's tax account with the Comptroller of Public Accounts.

- **Item 6—Principal Office Address:** Provide the corporation's principal office address in the jurisdiction of incorporation. If the corporation is incorporated in Delaware, for example, the address shown must be in Delaware, even though the corporation's principal place of business may be located elsewhere. If the corporation does not maintain an office in the state of incorporation, then provide the business office address of the registered agent maintained in the state/country of incorporation.

- **Item 7—Registered Agent and Registered Office:** The registered agent can be either: a Texas corporation or other entity, such as a limited liability company, limited partnership, or partnership organized under the laws of this state, or a foreign corporation or other foreign entity authorized to transact business in this state; or an individual resident of the state. **The corporation cannot act as its own registered agent; do not enter the corporate name as the name of the registered agent.**

The registered office address must be an address that is generally open during normal business hours so that the registered agent may accept service of process. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**

- **Item 8—Purpose:** The purpose or purposes that the corporation proposes to pursue in Texas should be entered in the space provided. You may use general language, such as "transaction of all lawful business"; however, it is not acceptable to use "transaction of all lawful business permitted under the laws of [another state]." Other state laws may permit corporations to pursue purposes not authorized by Texas law, and a foreign corporation can have no greater rights or privileges than a domestic corporation.

- **Items 9 and 10—Directors and Officers:** Provide the name and address of each director and officer of the corporation. If the space provided is not sufficient, you may include an attachment to the application form. When providing officer information, please provide the officer title/position held.

A document on file with the secretary of state is a public record that is subject to public access and disclosure. When providing address information for directors and officers, use a business or post office box address rather than a residence address if privacy concerns are an issue.
---

- **Item 11—Certification of Entity Status:** By signing the application for certificate of authority, the authorized officer is certifying that the corporation currently exists as a valid corporation under the laws of the jurisdiction of its formation. Please note that the submission of a false or fraudulent document to the secretary of state is an offense.

- **Effective Date:** Pursuant to Article 10.03 of the Texas Business Corporation Act, the effectiveness of the application for certificate of authority may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.

- **Execution:** An authorized officer of the corporation must sign the application for certificate of authority. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit 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 a Class A misdemeanor. The Texas Business Corporation Act further provides that the offense is a state jail felony if the person's intent is to defraud or harm another.

- **Payment and Delivery Instructions:** Mail the completed form, together with the filing fee of **\$750** to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover credit cards are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7% of the total fees.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (**Form 807**). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file- stamped copy of the document, if a duplicate copy was provided as instructed.

- **FOR YOUR INFORMATION: Franchise Taxes:** 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. The Corporations Section home page provides links to the IRS and Texas Comptroller web sites.

**Timely Filings:** Article 9.07 of the Texas Business Corporation Act provides for a penalty for the failure to timely file with the secretary of state: (1) a statement of change of registered office or registered agent; (2) an application for certificate of withdrawal once the qualified foreign corporation ceases to transact business in the state; or (3) a statement of termination of certificate of authority to evidence the termination of a foreign corporation's existence in its home jurisdiction by virtue of a dissolution, merger, conversion or otherwise. To be timely, the appropriate filing must be made by the foreign corporation within thirty (30) days of the action/event.

**Form 301  
(revised 9/05)**

This space reserved for office use.



**Application for  
Certificate of Authority  
Article 8.05  
Texas Business  
Corporation Act**

Return in Duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709

**Filing Fee: \$750**

1. The name of the corporation is as set forth below:

The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

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

2B. The corporation name is not available in Texas. The assumed name under which the corporation will qualify and transact business in Texas is:

3. Its federal employer identification number is: \_\_\_\_\_

Federal employer identification number information is not available at this time.

4. It is incorporated under the laws of: (set forth state or foreign country) \_\_\_\_\_

5. The date of its incorporation is \_\_\_\_\_ and its period of duration is:

perpetual **or**  limited duration of a term of years set as: \_\_\_\_\_

6. The principal office address in the state or country of the corporation's jurisdiction of formation is:  
(If the corporation does not maintain an office address in its jurisdiction of formation, then provide the registered office address of its registered agent in the jurisdiction of incorporation in the space provided below.)

Address	City	State/Country	Zip/Postal Code
---------	------	---------------	-----------------

7. Its proposed registered agent in Texas is: (See instructions. Cannot be corporation named above.)

and the street address of its proposed registered office, which is the business office address of its proposed registered agent in Texas, is: (A post office box address is not sufficient, please provide street address.)

8. The purpose or purposes of the corporation that it proposes to pursue in the transaction of business in Texas are set forth below. The corporation also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is incorporated.

9. The name and address of each of its directors is as follows:

NAME	ADDRESS

10. The name, address and office title of each of its officers is as follows:

NAME	ADDRESS (include city & state)	OFFICE TITLE

11. As of the date of filing, the undersigned certifies that the foreign corporation currently exists as a valid corporation under the laws of the jurisdiction of its formation.

**Effective Date of Filing**

The document is to be effective when the document is filed by the secretary of state.

**OR**

This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is: \_\_\_\_\_

**Execution**

The undersigned authorized officer of the corporation signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

\_\_\_\_\_  
Signature of Authorized Officer

\_\_\_\_\_  
Date