



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

[OhioSoS.gov](http://OhioSoS.gov) | [business@OhioSoS.gov](mailto:business@OhioSoS.gov)

File online or for more information: [OhioBusinessCentral.gov](http://OhioBusinessCentral.gov)

## Filing Form Cover Letter

Please return the approval certificate to:

Name *(Individual or Business Name)*:

To the Attention of *(if necessary)*:

Address:

City:

State

ZIP Code:

Phone Number:

E-mail Address:

- Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.
- Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK **ONE** BOX BELOW)

- Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.
- Expedite Service 1:** By including an Expedite fee of \$100.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.
- Expedite Service 2:** By including an Expedite fee of \$200.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Expedite Service 3:** By including an Expedite fee of \$300.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.



Toll Free: 877.767.3453
Central Ohio: 614.466.3910
OhioSoS.gov
business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216
Expedite Filing (Two business day processing time. Requires an additional \$100.00)
P.O. Box 1390
Columbus, OH 43216

For screen readers, follow instructions located at this path.

Foreign For-Profit Corporation Application for License
Filing Fee: \$99
(151-FLF)
Form Must Be Typed

The application is made to procure a [ ] Permanent License [ ] Temporary License (valid for six months)

Attach Certificate of Good Standing from the jurisdiction of formation (see instructions)

Name of Corporation [ ]
(Name must match the name on the Certificate of Good Standing)

Assumed name under which the corporation will do business, if its corporate name is not available in Ohio
(Must attach "Resolution of Foreign Corporation to Qualify Under An Assumed Name" Form 591)
[ ]

Under the Laws of the Jurisdiction of [ ] [ ]
(Jurisdiction of Formation) State Country

Date of Incorporation in Jurisdiction of Formation [ ]
Date of Incorporation

The location of the principal office is:
[ ]
Mailing Address
[ ] [ ] [ ] [ ]
City State Country ZIP Code

If the principal office is located outside Ohio, provide a location in Ohio, if one exists.
[ ]
Mailing Address
[ ] [ ] [ ]
City State ZIP Code

A brief summary of the corporate purpose(s) to be exercised within Ohio
[ ]

## Appointment of Agent

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio.

Agent Name

Mailing Address

City

State

ZIP Code

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- A. an agent is not appointed, or**
- B. an agent is appointed but the authority of that agent has been revoked, or**
- C. the agent cannot be found or served after the exercise of reasonable diligence.**

Pursuant to Ohio Revised Code 1703.29(A), a foreign corporation may be required to pay an additional \$250 fee if the application is being made to enable the corporation to prosecute or defend a legal action. Please see the Ohio Revised Code or Instructions for more information.

- No, the corporation is not filing for this purpose and an additional fee is not included.
- Yes, the application is being filed for this purpose and the additional \$250 fee is included with the filing fee.

**If yes then:**

Pursuant to Ohio Revised Code 1703.29 (B), a foreign corporation that began transacting business in Ohio **prior to 2009** without a license may be required to provide a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in this state.

**Did the corporation begin transacting business in Ohio prior to 2009 without obtaining a license?**

- Yes, the Certificate of Tax Clearance from the tax commissioner is attached.
- No, the corporation began transacting business in 2009 or later, therefore, a Certificate of Tax Clearance is not required.

Name of Officer

, being first duly sworn, deposes and says that he/she is the

Officer Title

of

Corporation

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to best of my knowledge and belief.

Name

Signature

Sworn before me and subscribed on

Date

Notary Public

NOTARY SEAL

Expiration Date of Notary's Commission

Date

## Instructions for Foreign Corporation Application for License

This form should be used if you wish to apply for a license to do business as a foreign for-profit corporation. You must select between obtaining a permanent license or a temporary license. If you wish to apply for a permanent license, please select box (1). If you wish to apply for a temporary license, please select box (2). A temporary license allows a corporation to transact business in Ohio for a period of six months. Pursuant to Ohio Revised Code §1703.13, no foreign corporation shall be granted more than two temporary licenses within any period of three years. A permanent license will allow a corporation to transact business in Ohio until the license is cancelled or surrendered. Please complete the entire form (as applicable) whether you have selected box 1 or box 2.

### **Certificate of Good Standing**

Pursuant to Ohio Revised Code §1703.04(A), to obtain a license to transact business in Ohio, a foreign for-profit corporation must file a certificate of good standing or subsistence, dated not earlier than ninety days prior to the filing of the application under the seal of the secretary of state, or other proper official, of the state under the laws of which the corporation was incorporated (jurisdiction of formation). The certificate must state the exact corporate name and the fact that the corporation is in good standing or is a subsisting corporation.

### **Name of the Corporation**

The name of the corporation as registered in its jurisdiction of formation must be provided. Pursuant to Ohio Revised Code §1703.04, a foreign corporation's name must be distinguishable on the records. If the corporate name is not available, an assumed name must be provided. If an assumed name is provided, please attach a Resolution of Foreign Corporation to Qualify Under An Assumed Name form 591, as required by ORC 1703.04(c)(2). The corporation must conduct business in Ohio under the assumed name in this situation.

### **General Corporation Information**

Please provide the name of the jurisdiction of formation and the date of incorporation in the jurisdiction of formation. Also, provide the complete address of the principal office of the corporation. If the corporation's principal office is outside Ohio, provide the address of an Ohio location, if one exists. Note: A foreign for-profit corporation is not required to maintain a principal office in Ohio.

### **Purpose Clause**

Pursuant to Ohio Revised Code §1703.04(B)(7), a brief summary of the corporate purpose to be exercised within Ohio must be provided.

### **Original Appointment of Statutory Agent**

Pursuant to Ohio Revised Code § 1703.041, a foreign for-profit corporation that is licensed to transact business in Ohio must appoint and maintain an agent to accept service of process on behalf of the corporation. The statutory agent must be one of the following: (1) A natural person who is a resident of this state; or (2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is a business entity then the agent must meet the requirements of Title XVII of the Revised Code to transact business or exercise privileges in Ohio.

### **Corporation to Prosecute or Defend Legal Action**

Pursuant to Ohio Revised Code §1703.29(A), the failure of a foreign corporation to obtain a license in Ohio does not affect the validity of any contract formed by the corporation, but a foreign corporation which should have obtained a license must file for a license and pay an additional \$250 fee in order to prosecute or defend any legal action.

The corporation consents to service of process on the agent so long as the authority of the agent continues. Also, the corporation agrees to service of process upon the secretary of state if (1) the agent cannot be found; (2) the corporation fails to designate another agent when required to do so; (3) or the corporation's license to do business in Ohio expires or is cancelled.

### **Corporation that has been Transacting Business in Ohio without a License**

If the corporation began transacting business in Ohio prior to 2009 without obtaining a license, the corporation must attach a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in Ohio at the time it began to do so. The tax department refers to this as a "D4 Certificate", and it may be obtained by contacting the Ohio Department of Taxation at 1-888-405-4089.

### **Additional Provisions**

If the information you wish to provide for the record does not fit on the form, please attach additional provisions on a single-sided, 8 ½ x 11 sheet(s) of paper.

### **Signature**

After completing all information on the filing form, any authorized officer of the foreign corporation must sign page 3 of the form and the signature(s) must be verified by a notary public.

**\*\*Note: Our office cannot file or record a document that contains a social security number or tax identification number. Please do not enter a social security number or tax identification number, in any format, on this form.**