



Vermont Secretary of State
APPLICATION FOR CERTIFICATE OF AUTHORITY
 of a non-Vermont Corporation (profit, nonprofit, or cooperative)
 seeking to do business in the state of Vermont

Business ID: _____

PLEASE RETURN ACKNOWLEDGEMENT TO: **(REQUIRED - NAME AND ADDRESS)**

NAME _____

ADDRESS _____

Processed by: _____
 FOR OFFICE USE ONLY

THIS DOCUMENT MUST BE TYPEWRITTEN OR PRINTED (11A V.S.A. § 1.20)
 PLEASE REVIEW INSTRUCTIONS PAGE BEFORE BEGINNING

1. **FOREIGN CORPORATION:** REQUIRED – BUSINESS NAME MUST INCLUDE, OR ADD FOR USE IN VERMONT, ONE OF THE FOLLOWING CORPORATE IDENTIFIERS: "CORPORATION," "INCORPORATED," "COMPANY," "LIMITED," "PROFESSIONAL ASSOCIATION;" OR ABBREVIATIONS "CORP," "INC," "CO," "LTD," "PC," "PA," OR "SC,"
 BUSINESS NAME: _____
2. **BUSINESS TYPE:** REQUIRED –SELECT ONE (1) OF THE FOLLOWING
 - This is a **profit** corporation.
 - This is a **nonprofit** corporation.
3. **BUSINESS INFORMATION:**
 - a. **FISCAL YEAR END MONTH:** OPTIONAL – PROFIT CORPORATIONS ONLY _____ (DECEMBER WILL BE ENTERED IF NOT PROVIDED)
 - PROFIT CORPORATION ANNUAL REPORTS ARE DUE EACH YEAR WITHIN THE 2.5 MONTH PERIOD FOLLOWING THE FISCAL YEAR END ON RECORD
 - NONPROFIT CORPORATION BIENNIAL REPORTS ARE DUE EVERY 2 YEARS BETWEEN **JANUARY 1ST & APRIL 1ST** BEGINNING THE **FIRST** YEAR FOLLOWING QUALIFICATION
 - b. **BUSINESS DESCRIPTION:** REQUIRED - NAICS CODE (PREFERRED) OR BRIEF STATEMENT OF PRIMARY SERVICE(S) TO BE PROVIDED BY THIS CORPORATION
 BUSINESS DESCRIPTION: _____
 - c. **DATE OF INCORPORATION IN STATE OF INCORPORATION:** REQUIRED _____
 - d. **BUSINESS EMAIL ADDRESS:** OPTIONAL _____
4. **PRINCIPAL OFFICE INFORMATION:** REQUIRED
 - a. **PHYSICAL BUSINESS OFFICE ADDRESS:** NO PO BOX _____
 City/Town: _____ State/Province: _____
 Country: _____ ZIP/Postal Code: _____ - _____
 - b. **MAILING ADDRESS:** _____
 City/Town: _____ State/Province: _____
 Country: _____ ZIP/Postal Code: _____ - _____
5. **INITIAL REGISTERED AGENT:** REQUIRED – THIS CORPORATION'S DESIGNATED POINT OF CONTACT IN THE STATE OF VERMONT
 - a. **NAME:** _____
 - b. **PHYSICAL BUSINESS ADDRESS:** AGENT'S REGULAR LOCATION DURING NORMAL BUSINESS HOURS.
 Street Address: NO PO BOX _____
 City/Town: _____ State: **VT** ZIP: _____ - _____
 - c. **MAILING ADDRESS:** _____
 City/Town: _____ State: **VT** ZIP: _____ - _____
 - d. **EMAIL:** _____
6. **STATE OF INCORPORATION:** REQUIRED- US STATE or NON-US COUNTRY _____
 REQUIRED - MUST ATTACH A CERTIFICATE OF GOOD STANDING (OR EQUIVALENT), AUTHENTICATED BY THE SECRETARY OF STATE OR OTHER OFFICIAL HAVING CUSTODY OF BUSINESS RECORDS IN THE STATE OR COUNTRY UNDER WHOSE LAW THIS CORPORATION IS ORGANIZED, DATED NO EARLIER THAN 30 DAYS PRIOR TO THE FILING OF THE APPLICATION.
7. **CURRENT DIRECTOR(S)** REQUIRED – MINIMUM OF 1
 - a. **NAME** _____
 Address: _____
 City/Town: _____ State/Province: _____
 Country: _____ ZIP/Postal Code: _____ - _____

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(Reverse of Page 1 of 2)



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b. NAME: _____
 Address: _____
 City/Town: _____ State/Province: _____
 Country: _____ ZIP/Postal Code: _____ - _____

c. NAME: _____
 Address: _____
 City/Town: _____ State/Province: _____
 Country: _____ ZIP/Postal Code: _____ - _____

CHECK IF APPLICABLE:

This corporation has more than three (3) directors. *IF SELECTED - MUST ATTACH A COMPLETE LIST OF ADDITIONAL DIRECTORS.*

8. CURRENT OFFICER(S) OPTIONAL – IF ANY

a. PRESIDENT: _____
 Address: _____
 City/Town: _____ State/Province: _____
 Country: _____ ZIP/Postal Code: _____ - _____

b. VICE PRESIDENT: _____
 Address: _____
 City/Town: _____ State/Province: _____
 Country: _____ ZIP/Postal Code: _____ - _____

c. SECRETARY: _____
 Address: _____
 City/Town: _____ State/Province: _____
 Country: _____ ZIP/Postal Code: _____ - _____

d. TREASURER: _____
 Address: _____
 City/Town: _____ State/Province: _____
 Country: _____ ZIP/Postal Code: _____ - _____

CHECK IF APPLICABLE:

This corporation has more than four (4) Officers. *IF SELECTED - MUST ATTACH A COMPLETE LIST OF ADDITIONAL OFFICERS.*

9. NONPROFIT SUB-TYPES REQUIRED – NONPROFITS ONLY

a. MEMBER ORGANIZATION STATUS: REQUIRED –SELECT ONE (1) OF THE FOLLOWING

- This Nonprofit **is** a member organization.
- This Nonprofit **is not** a member organization.

b. BENEFIT TYPE: REQUIRED –SELECT ONE (1) OF THE FOLLOWING

- This Nonprofit would be a **public benefit** corporation as defined in [11B V.S.A. § 17.05](#), if it had been initially formed in Vermont.
- This Nonprofit would be a **mutual benefit** corporation as defined in [11B V.S.A. § 17.05](#), if it had been initially formed in Vermont.

10. EFFECTIVE DATE: OPTIONAL _____
 MAY BE POST-DATED UP TO 90 DAYS FROM DATE OF RECEIPT

CERTIFICATION OF DOCUMENT: REQUIRED

I hereby certify, under penalty of law, (11A/B V.S.A. §1.29), as a director or officer listed above (under lines 7 or 8), that the above information is accurate; and that this document is provided in duplicate with a Check or Money Order, payable to "VT SOS," in the amount of **\$125.00**.

 Printed Name of Director or Officer

 Signature of Director or Officer

 Date

PLEASE REVIEW INSTRUCTIONS ON REVERSE BEFORE FILING.



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SUBMISSION INSTRUCTIONS

- a. *THIS FORM* must be filed in duplicate (1 original + 1 copy –or– 2 originals) with a Certificate of Good Standing (or equivalent instrument), a check or money order, payable to “VT SOS,” in the amount of \$125.00, and a self-addressed stamped envelope.
- b. *THIS FORM* can **ONLY** be accepted by Mail or In-person at:

**Vermont Secretary of State
Corporations Division
128 State Street
Montpelier, VT 05633-1104**

- c. Please allow 7-10 business days, or more, from the day that *THIS FORM* is received in our office, for processing and (if approved) for this business to appear on the website at www.vtsosonline.com, and for evidence of filing to be returned.

*****THIS FILING IS NOW AVAILABLE ONLINE*****

- *THIS FORM* CANNOT be accepted by Phone, Fax, or E-mail; however, this filing is now available online:
 - If you wish to submit this filing electronically, DO NOT fill out *THIS FORM*, please file online at <https://www.vtsosonline.com/online/Account?referrer=BF>.
- Payment for *THIS FORM* also CANNOT be accepted by credit card or e-check (ACH); however, payment by credit card or e-check (ACH) is available by filing online:
 - If you wish to submit payment by credit card or e-check (ACH), DO NOT fill out *THIS FORM*, please file online at <https://www.vtsosonline.com/online/Account?referrer=BF>.
- Online filing normally takes 1 business day or less.

FORM INSTRUCTIONS

- Line 1. **Required – Business Name.**
 - a. the Business Name must be *Distinguishable in the Records* of the Secretary of State (as of 7/1/2015). For more information, please see: <https://www.sec.state.vt.us/corporations/resources/business-name-availability-rules.aspx>
 - b. A corporate name in accordance with 11B V.S.A. § 4.01:
 - (1) must contain the word "corporation," "incorporated," "company," or "limited," "professional association," or the abbreviation "corp," "inc," "co," "Ltd," "pc," "pa," or "sc," or words or abbreviations of like import in another language;
 - (2) may not include any word not otherwise authorized by law
 - c. If the corporate name of a foreign corporation does not satisfy the requirements of 11B V.S.A. § 4.01, the foreign corporation to obtain or maintain a certificate of authority to transact business in this state (11B V.S.A. § 15.06):
 - (1) may add the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd.," to its corporate name for use in this state; or
 - (2) may register an available trade name to transact business in this state if its corporate name is unavailable and it delivers to the secretary of state for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the trade name.
- Line 2: **Required – Business Type:** Must select either Profit or Nonprofit.
- Line 3b. **Required – Business Description:** NAICS Code (preferred) or brief statement of primary service(s) provided by this corporation.
- Line 3c. **Required – Date of incorporation** in the Domestic State.
- Line 4. **Required – Principal Office Information:** The street address and mailing address of the principal business office;
- Line 5. **Required – Registered Agent:** Must appoint a Registered Agent with a physical address in the state of Vermont.
- Line 6. **Required – State of incorporation:** The name of the jurisdiction under whose law this business is incorporated.
- Lines 7 & 8. **Required – Directors and Officers:** The names and business addresses of any directors and officers currently appointed – Minimum 1 Director
- Line 9a. **Nonprofit Corporations ONLY - Required.** Must select either IS or IS NOT a member organization – A member (without regard to what a person is called in the articles or bylaws) is any person or persons who on more than one occasion, pursuant to a provision of a corporation's articles or bylaws, have the right to vote for the election of a director or directors.
- Line 9b. **Nonprofit Corporations ONLY - Required.** Must Select either PUBLIC or MUTAL benefit organization. All Nonprofit Corporations are classified as either a public benefit or a mutual benefit corporation as follows (11B V.S.A. § 17.05):
 - (1) any corporation classified by statute as a public benefit corporation or a mutual benefit corporation is the type of corporation so classified by statute;
 - (2) any corporation which does not come within subdivision (a) of this section but which is recognized as exempt under section 501(c)(3) of the Internal Revenue Code, or any successor section, is a public benefit corporation;
 - (3) any corporation which does not come within subdivision (a) or (b) of this section, but which is organized for a public or charitable purpose and which upon dissolution must distribute its assets to the United States, a state or a person which is recognized as exempt under section 501(c)(3) of the Internal Revenue Code, or any successor section, is a public benefit corporation; and
 - (4) any corporation which does not come within (1), (2) or (3) of this section is a mutual benefit corporation.
- Line 10. **Optional – Effective Date:** The effective date of your certificate of authority may be post-dated up to 90 days. If a date prior to the date of receipt is provided, your effective date will be the date of receipt. If your effective date is more than 90 days out – this filing will be rejected.
- Certification** This document must be executed by an officer or Board Chair/President listed in Line 6 or 7.

For Questions, please contact the Corporations Division at: corps@sec.state.vt.us or by phone at (802) 828-2386