

# **FILING FEE \$100.00**

Please check box to request Optional Expedited Service

+ \$25.00

FORM 121 Mandatory

## APPLICATION FOR CERTIFICATE OF AUTHORITY FOREIGN NONSTOCK CORPORATION

Sec. <u>181.1503</u> Wis. Stats.

1. Name of foreign nonstock corporation:				
2. If the name is not distinguishable from with the Department, enter a fictitious name Note – if entering a fictitious name, complete	ne adopted pursuant to	o s. <u>181</u>	<u>.1506(1)</u> , Wi	s. Stats.:
<b>3.</b> Incorporated under the laws of ( <i>provide the corporation's governing law</i> ):	the state (other than	Wiscon	nsin) or the fo	oreign country of
4. Date of incorporation (MM/DD/YYYY)	5. Does the corporat  ☐ Yes  ☐ No, organized for			existence? years
<b>6</b> . Name of the corporation's registered ago	ent in Wisconsin			
7. Email address of the registered agent				
8. Street address of the registered office in	Wisconsin			
City	State WI		Zip/Postal co	ode
9. Street address of the principal office (ma	ay be located outside	Wiscon	nsin)	
City	State/Province	Count	ту	Zip/Postal code

	r to submitting this application a certificate of authority?	, did the corporation transact business in Wisconsin without
	No  Yes If "Yes", co	omplete supplement on page 5 to determine applicable fee.
Complete	· · ·	e table below, or attach a schedule labeled "Item 11" with the me addresses of each of the corporation's principal officers.
<u>Title</u>	<u>Name</u>	Address (either usual business address or home address)
CEO		
Pres.		
VP		
Secy.		
Treas.		
If the cor	poration has no directors, ent	
<u>Title</u>	<u>Name</u>	Address (either usual business or home address)
Chair		
Dir.		
Dir.		
Dir.		
<b>13.</b> The	corporation is organized withou	out capital stock and has members or does not have members.
<b>14.</b> Exec	(Date)	(Title)
	(Printed name)	(Signature)

#### **Contact Information:**

	Name	
	Mailing Address	
City	State	Zip Code
Email Address		Phone Number

**Important annual report requirements, once your entity is formed on our records.** This entity type has an annual report requirement to file each year, starting the year after your entity was formed. Your annual report due date is listed in the table below. You may file your annual report online, by visiting <a href="www.dfi.wi.gov">www.dfi.wi.gov</a>, below the State of Wisconsin image, you will see a box labeled "File Annual Report," click on "File Here" and you will be directed to file online.

#### Foreign Entity Annual Report Due Date

Calendar Quarter	Qualification Date	Annual Due Date
Quarter 1	January 1st thru December 31st	March 31st

**INSTRUCTIONS** (Refer to section <u>181.1503</u>, Wis. Stats., for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the filing fee of the amount calculated in the Supplement or \$100.00 (if not required to complete the Supplement), payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$25.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at <a href="mailto:DFICorporations@dfi.wisconsin.gov">DFICorporations@dfi.wisconsin.gov</a>.

### NOTE: Every application must be accompanied by a current CERTIFICATE OF STATUS

(sometimes called "certificate of existence" or "certificate of good standing") issued by the Secretary of State (or other official having custody of corporate records) in the state or country under whose laws the corporation is incorporated, attesting to the existence and status of the corporation. The certificate must be issued not more than 60 days prior to the date the document is received in this office, in condition for filing. **A certified copy of the charter documents is not an acceptable substitute**.

- **Item 1**. Enter the name of the foreign corporation that is registering with the Department.
- **Item 2**. The name under which the corporation is registered in this state must be distinguishable on the records of the Department from other entities that are registered with the Department and from any name that has been reserved or registered with the Department. You can preliminarily check the availability of an entity name using the Department's corporate records database, which is publicly available through the Department's website.

If the name of the corporation is not distinguishable on the records of the department as provided in s. 181.1506(2), Wis. Stats., complete the separate form 21B and enter the fictitious name under which the entity will do business in this state. The name must contain the word "corporation," "incorporated," "company," or "limited" or the abbreviation "corp.", "inc.", "co.", or ltd.", or a variation of these words or abbreviations of like import in another language, or that differs only with respect to capitalization of letters or punctuation.

- **Items 3 & 4**. Enter the name of the jurisdiction (either a state other than Wisconsin or a foreign country) under whose laws the foreign corporation is incorporated, as well as the date of its incorporation.
- **Item 5**. Indicate whether the corporation has perpetual existence or a defined period of duration. If it has a defined period of duration, state its period of duration.
- **Items 6 & 7**. Enter the name of the corporation's registered agent in this state and the email address of that agent. Annual report forms, notices and other official communications are directed to the entity's registered agent, so it is important to keep this information current.
- **Item 8**. The entity must have a registered agent located at a registered office in Wisconsin. The registered office address must be identical to the registered agent's business office and must be an actual physical location with a street address, and not solely a P.O. Box, mailbox service, or telephone answering service. Provide the street number and name, city and ZIP code in Wisconsin.
- **Item 9**. Enter the street address of the entity's principal office. The entity's principal office may be located outside Wisconsin.
- **Item 10**. Indicate whether the foreign corporation has done business in Wisconsin without holding a certificate of authority prior to filing this foreign registration statement. If the answer is "yes," complete the Supplement below. Note that not all commercial activities within the state constitute "doing business in this state" for purposes of this question. For a list of activities that do <u>not</u> constitute doing business in this state for purposes of this question, review s. <u>181.1501</u>, Wis. Stats.
- **Items 11 & 12**. Provide the name, title, and address (either the usual business address or home address) of each of the corporation's principal officers and directors.
- **Item 13**. Indicate whether the corporation has members.
- **Item 14.** This document must be executed by a person authorized by the corporation.

SUPPLEMENT	
During what year did the corporation start to transact business in Wiswithout holding a certificate of authority?	sconsin
1. The corporation must pay the applicable annual report fee for each year following the year it first did business in this state without a certificate of authority. Annual report fees were \$15 per year from through 2021 and \$65 per year since 2022.	
Calculate the total annual report fees owed for the years in which the transacted business in Wisconsin without registration, and enter the research transacted business in Wisconsin without registration.	
\$	
2. The corporation must pay a penalty of \$50 for each year or partial in which the corporation transacted business in this state without a configuration of authority, up to a maximum of \$500.	
Provide the total penalty by multiplying the number of years (includi	
partial years) in which the corporation transacted business in this state without a certificate of authority by \$50, up to a maximum of \$500.	
without a certificate of authority by \$50, up to a maximum of \$500.	
without a certificate of authority by \$50, up to a maximum of \$500.	\$\$ \$ <u>100</u>