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FA

KANSAS SECRETARY OF STATE
**Application for Registration
Foreign Covered Business Entity**

**INSTRUCTIONS FOR FILING
APPLICATION**

**SUBMIT THE DOCUMENTS
WITHOUT THIS PAGE**

Note: All documents filed by the Secretary of State's office are considered public record and may be viewable online.

How to complete the Foreign Application for a foreign (non-Kansas) business entity:

Before proceeding, a certificate that was issued by the covered business entity's domestic state in the last 90 days indicating that the covered business entity is in good standing must be submitted with the foreign application. This certificate may be referred to as a certificate of good standing or certificate of fact of existence. **Certified copies of the business entity's formation documents can't be used in place of the certificate.**

Each of the numbered instructions below corresponds to a section on the form.

1. Select the covered business entity type the business entity is operating as in their domestic state. This may be found on the certificate issued by the covered business entity's domestic state or contact the office that issued the certificate for assistance with the covered business entity's type.
2. Provide the name of the covered business entity. The name provided must match identically to the name as it appears on the certificate from the covered business entity's domestic state.

Check to see if the name of the covered business entity is in use by any other business entity already registered with our office online at <https://www.sos.ks.gov/eforms/BusinessEntity/Search.aspx>.

If the name is currently in use, either a letter of consent from the current business entity, or a letter of advertising must be submitted with the foreign application.

Letter of consent: Pursuant to K.S.A. 17-7933, the letter of consent must include an indication that the current business entity consents to the use of the name. This letter must be executed by an authorized person for the current business entity registered.

Letter of advertising: Pursuant to K.S.A. 17-7933, a letter of advertising must indicate that the business entity, in all means of identification and advertising, will identify as a business entity out of their foreign (non-Kansas) state. If the current covered business entity is domesticated in the same foreign state, a letter of advertising can't be used and a letter of consent from the current entity must be provided.

3. Provide the jurisdiction where the covered business entity organized. This must be either a U.S. state, U.S. territory, or foreign country.
4. Provide the name of the resident agent.

Resident agent: This is either an individual or a business entity registered in Kansas (may be the business entity the articles of incorporation are for) who will receive any legal documents (e.g., subpoenas, court orders, summons, etc.) for the business entity named in section 2. If the resident agent is a business entity, search for the legal name of the business at <https://www.sos.ks.gov/eforms/BusinessEntity/Search.aspx>.

5. Provide the registered office for the resident agent.

Registered office: Must be an address in Kansas where the resident agent may be regularly present. The address must include the building number, street, city, state, and zip code. This can't be a PO box.

6. Provide the date the covered business entity began doing business in Kansas. This field may be left blank if this date would be the date the application is filed with the Kansas Secretary of State's Office. This date determines if information reports must be filed with the foreign application.

Information report: This is a document that is filed every two years to maintain good standing with the Kansas Secretary of State. If an even year was entered in section 6, the information report would have been filed every following even year, and if an odd year was entered in section 6, the information report would have been filed every following odd year. Perform the following steps for the entity type selected in section 1 to determine how many reports to submit.

Not-for-profit corporations: If the business entity has passed a reporting period for an information report, the foreign application must be submitted with the most recent information report missed.

All other business entities: Each of the information reports that have not been filed within the reporting period that would have been due, limited to the last 10 years of information reports, must be submitted with the foreign application.

7. Provide the last month of the business entity's fiscal year. After filing the articles of incorporation, the fiscal closing month will determine when the business entity's information report will be due.
8. Provide the date of organization in the covered business entity's domestic state. This may be found on the certificate issued by the covered business entity's domestic state.
9. Provide the corporation's purpose statement. This statement is a general indication as to the nature of business of the business entity.
10. **This section only applies to LLCs that can create series:** These two statements must be reviewed, and each statement checked for the entity to be registered with our office as an LLC that can create series in their domestic state. If not true, then leave the boxes blank and the LLC will not be registered as a series LLC.
11. An authorized person on behalf of the business entity must sign.

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Fee Schedule

Foreign Application

The filing fee for the foreign application is as follows:

Corporation:

For-profit: \$115
Not-for-profit:..... \$115

LLC: \$165

LLP: \$165

LP: \$165

Series LLC:..... \$165

For all entities, except for not-for-profit corporations, a one-time penalty fee of \$85 must be submitted if one or more information reports are being filed after the entity's forfeiture date. Forfeiture dates are 3 months after the end of the reporting period.

If information reports are being submitted, the filing fee for each must also accompany the information reports. For more information and to download the information reports, go to <https://www.sos.ks.gov/businesses/information-reports.html>.

Mail to:

Kansas Secretary of State
Memorial Hall, 1st Floor
120 SW 10th Avenue
Topeka KS 66612

Checks and credit/debit cards are accepted for payment. Make checks payable to the Kansas Secretary of State. Once processing the foreign application is completed, a certified copy of the foreign application will be mailed to the address of the sender.

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**COVER PAGE
FOREIGN APPLICATION**

Note: The credit/debit card information will be destroyed upon the filing of the document.

Contact Information

Contact Person

Direct Phone Number for Contact Person

Payment Information

Credit/Debit Card Number

Expiration Date

Billing Zip Code

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KANSAS SECRETARY OF STATE
Application for Registration
Foreign Covered Business Entity



Memorial Hall, 1st Floor (785) 296-4564
120 S.W. 10th Avenue kssos@ks.gov
Topeka, KS 66612-1594 https://sos.ks.gov

**SUBMIT WITH A CERTIFICATE OF GOOD STANDING OR THE APPLICATION WILL NOT BE ACCEPTED.
SEE INSTRUCTIONS FOR DETAILS.**

Include a statement (certificate of good standing/existence) issued within 90 days of the application by the proper officer of the jurisdiction where such foreign business entity is organized (usually the Secretary of State or comparable agency) that the business entity exists in good standing under the laws of the jurisdiction of its organization.

All information on the application for registration must be complete and accompanied by the correct filing fee or the document will not be accepted for filing.

1. Choose type of covered business entity:

- | | |
|--|--|
| <input type="checkbox"/> Corporation for profit
(fee \$115) 51-03 | <input type="checkbox"/> Limited partnership
(fee \$165) 51-06 |
| <input type="checkbox"/> Corporation not for profit
(fee \$115) 51-17 | <input type="checkbox"/> Limited liability partnership
(fee \$165) 51-18 |
| <input type="checkbox"/> Limited liability company
(fee \$165) 51-10 | <input type="checkbox"/> Series limited liability company
(fee \$165) 51-33 |

2. Name of covered business entity:

Must *exactly* match name on certificate.

[Empty text box for name of covered business entity]

3. State or foreign country of jurisdiction:

[Empty text box for state or foreign country of jurisdiction]

4. Name of resident agent:

Must be an individual, the business entity named in section 2, or an entity already registered with our office. **Do not leave blank.**

[Empty text box for name of resident agent]

5. Registered office in Kansas for the resident agent:

Must be a street, rural route, or highway. **A PO box is unacceptable.**

Street Address (A PO Box is unacceptable)		
City	State	Zip
	KS	

6. Date the covered business entity began doing business in Kansas:

Month	Day	Year

Provide a date only if this date is in the past. Otherwise, leave blank.

7. Last month of the fiscal year end:

(Default is December)

[Empty text box for last month of the fiscal year end]

8. Date of formation in state or foreign country of jurisdiction:

Month	Day	Year
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9. Full nature and character of business to be conducted in Kansas:

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10. This statement applies only to foreign limited liability companies who may create series in their domestic state and must check the corresponding statements. All other LLCs or business entity types may skip to section 11.

The limited liability company is governed by an operating agreement that establishes or provides for the establishment of a series of members, managers, limited liability company interests or assets having separate rights, powers or duties with respect to specified property or obligations of the foreign limited liability company or profits and losses associated with specified property or obligations.

Check all that apply:

The debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series, if any, are enforceable against the assets of such series only, and not against the assets of the foreign limited liability company generally or any other series thereof.

Any of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the foreign limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

The foreign covered business entity hereby consents, without power of revocation, that actions may be commenced against it in the proper court of any county in the state of Kansas; and the foreign covered business entity stipulates and agrees that such service shall be taken and held in all courts to be valid and binding as if due service had been made upon the authorized persons of the foreign covered entity.

11. I declare under penalty of perjury pursuant to the laws of the state of Kansas that the foregoing is true and correct.

Signature of Authorized Person

Name of Signer (Printed or Typed)

X