

REQUIREMENTS FOR QUALIFICATION OF FOREIGN PROFESSIONAL CORPORATIONS

Professional corporations organized under the laws of another state or country and authorized to qualify to transact business in California pursuant to the Business and Professions Code (currently, this authority includes only the professions of **law** and **accountancy**) must file with the California Secretary of State a signed statement setting forth the information prescribed by California Corporations Code Sections [2105](#) and [13404.5](#). A Statement and Designation by Foreign Corporation form for compliance with these requirements is attached.

An **original** certificate by an authorized public official of the state or place of incorporation, to the effect that the corporation is an existing corporation in good standing status in that state or place, must be attached to the Statement and Designation by Foreign Corporation form at the time of filing. A certified copy of the Articles of Incorporation does not meet statutory requirements and cannot be accepted in lieu of the required original certificate.

Upon the filing of the required form, a Certificate of Qualification will be issued to the corporation. The certificate is issued only at the time of qualification and **will not be reissued if lost or misplaced**.

The fee for filing the Statement and Designation by Foreign Corporation is \$100.00. Check(s) should be made payable to the Secretary of State.

PLEASE NOTE: Corporations qualified to transact intrastate business in California are subject to California corporation franchise tax requirements until such time as they formally surrender their right to transact intrastate business. Information regarding franchise tax requirements can be obtained from the [Franchise Tax Board's Internet Web site](#) or by calling the Franchise Tax Board at 1-800-852-5711.

Documents can be mailed or hand delivered for over-the-counter processing to the Sacramento Headquarters Office at:

Business Programs Division (916) 653-2318
1500 11th Street
Sacramento, CA 95814
Attention: Document Filing Support Unit

OR

can be hand delivered for over-the-counter processing to any of the branch offices located in:

- ◆ Fresno (559) 243-2100
2497 West Shaw, Suite 101
Fresno, CA 93771
- ◆ Los Angeles (213) 897-3062
The Ronald Reagan Building
12th Floor South Tower, Room 125113
300 South Spring Street
Los Angeles, CA 90013-1233
- ◆ San Diego (619) 525-4113
1350 Front Street, Suite 2060
San Diego, CA 92101-3609

◆ San Francisco
455 Golden Gate, Suite 7300
San Francisco, CA 94102-3660

(415) 557-7047

- NOTE:**
- Cash is not accepted in the Los Angeles or San Diego branch offices.
 - Duplicate original documents must be submitted when filing in any of the branch offices.
 - Branch offices do not process mailed in documents.

A \$15.00 **special handling fee** is applicable for processing documents delivered in person at the public counter in the Sacramento Headquarters Office or in any of the branch offices located in Fresno, Los Angeles, San Diego and San Francisco. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail.

Preclearance or expedited filing of *eligible corporate documents* can be requested in a specified time frame, for an additional fee (in lieu of the \$15.00 special handling fee), as described in the [Preclearance/Expedited Filing Service Information](#). The preclearance/expedited filing service is not available in the branch offices.

INSTRUCTIONS:

1. To qualify to transact intrastate business in California the attached Statement and Designation by Foreign Corporation form must be completed with the information called for in the form itself. The information **must** be typed with letters in dark contrast to the paper. Documents submitted with poor microfilm characteristics will be returned unfiled.
2. There must be annexed to this statement, an **original** certificate by an authorized public official of the state or place of incorporation of the corporation, to the effect that the corporation making the statements is an existing corporation in good standing in that state or place.
3. No domestic corporation may be designated as agent for service of process unless it has filed with the California Secretary of State a [Certificate Pursuant to California Corporations Code Section 1505](#), and no foreign corporation may be designated unless it has qualified for the transaction of intrastate business in California and has filed with the California Secretary of State a Certificate Pursuant to Corporations Code Section 1505. A domestic or foreign corporation must be currently authorized to engage in business in this state and be in good standing status on the records of the California Secretary of State to file a certificate pursuant to this section.

NOTE: A corporation cannot act as agent for itself for service of process.

4. If a corporation is required to qualify under an assumed name (a name other than the true corporate name) pursuant to Corporations Code [Section 2106\(b\)](#), the first line of the statement form must be completed with the true corporate name, followed by the words "which will do business in California as _____" and the assumed name. The assumed name should not be included with the corporate name anywhere else in the statement.

NOTE: If the corporation changes its name, the corporation must file an [Amended Statement by Foreign Corporation form](#).

Please refer to California Corporations Code [Section 13401](#) for the definition of a foreign professional corporation.

The Business and Professions Code sections relating to a particular profession must include the authorization for that profession to qualify as a foreign corporation. Currently, authority to qualify as a foreign corporation exists for the professions of law and accountancy only.

The original Statement and Designation form, together with the applicable fee, must be mailed or hand delivered to the Secretary of State's Office in Sacramento or hand delivered to one of the branch offices located in Fresno, Los Angeles, San Diego or San Francisco. Branch offices do not process mailed in documents. If documents are submitted to a branch office, a duplicate original is also required.

To facilitate the processing of documents mailed to the Sacramento office, a self-addressed envelope and a letter referencing the corporate name as well as your own name, return address and telephone number should also be submitted.

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

(Name of Corporation)
_____, a corporation organized and existing under the
laws of _____, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is _____
_____.
2. The address of its principal office in the State of California is _____
_____.
3. This corporation is a foreign professional corporation within the meaning of Part 4, Division 3, Title 1, California Corporations Code.
4. The purpose of the corporation is to engage in the profession of _____.
5. The shareholders of this corporation shall be subject, with regard to the rendering of professional services by the professional corporation in California, or for California residents, to the same degree of personal liability, if any, in California as is from time to time prescribed by the agency governing the profession in this state for shareholders in a California professional corporation rendering services in the same profession. This application accordingly constitutes a submission to the jurisdiction of the courts of California to the same extent, but only to the same extent, as applies to the shareholders of a California professional corporation in the same profession. The foregoing submission to jurisdiction is a condition of qualification to do business in this state.

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete either Item 6 or Item 7.)

6. (Use this paragraph if the process **agent is a natural person.**)
_____, a natural person residing in the State of
California, whose complete address is _____
_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.
7. (Use this paragraph if the process **agent is a corporation.**)
_____, a corporation organized and existing
under the laws of _____, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

NOTE: Corporate agents must have complied with California Corporations Code Section 1505 prior to designation.

8. It irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

(Signature of Corporate Officer) (Typed Name and Title of Officer Signing)