

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615  
(401) 222-3040

### INSTRUCTIONS FOR FILING APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY BY A FOREIGN BUSINESS CORPORATION

Section 7-1.2-1411 of the General Laws of Rhode Island, as amended

**The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.**

1. In order to procure an Amended Certificate of Authority to transact business in this state, a foreign corporation shall make application therefor by filing an Application for Amended Certificate of Authority (Form No. 151) with the Office of the Secretary of State, Corporations Division, at the above address. When the application is completed, signed, and submitted with the correct filing fee an Amended Certificate of Authority will be issued.
2. An Application for Amended Certificate of Authority should be filed if the corporation changes its name, increases its number of authorized shares or desires to pursue in the State of Rhode Island other or additional purposes than those set forth in its Certificate of Authority.
3. At the time of filing the Application, the corporation must be in good standing and current with the filing of its annual reports and the maintenance of its registered agent and its registered office in this state.
4. The filing fee for the Amended Certificate of Authority is \$75.00. However, a license fee will also be due and payable if the corporation is increasing its authorized shares. Please contact this division for a fee calculation prior to filing. Items 7, 8, and 9 on the Application for Amended Certificate of Authority must be completed in order to calculate the license fee. Payment should be made payable to the Rhode Island Secretary of State.
5. The following instructions apply if the corporation is changing its corporate name:
  - (a) The name of the corporation must be "distinguishable upon the records of the secretary of state." This means the Office of the Secretary of State will deny a request for a name if such name is identical to or not distinguishable from any entity, name reservation, or registration on file with the Business Section of the Corporations Division. A preliminary name availability check can be made by checking the Name Availability Database on our website, or by phoning us at the above telephone number. This preliminary check is not statutorily required, is not binding upon the Secretary of State, and does not ensure that the name will be available upon filing the Application for Amended Certificate of Authority. It is suggested that you do not make any financial expenditures or execute documents utilizing the name based upon a preliminary name availability check. The final determination as to availability of the name will be made when the documents are submitted for filing.
  - (b) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of the words, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island on line 5(a) of the application. If the corporate name is not available in Rhode Island, then set forth the "fictitious business name" under which the corporation will qualify and transact business in Rhode Island on line 5(b) of the application. If line 5(b) is completed, a Fictitious Business Name Statement must be filed with the application together with an additional filing fee of \$50.00.
6. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Rhode Island must be stated.

7. If the corporation amends its purpose to engage in the practice of **engineering** pursuant to Section 5-8-24 of the General Laws, evidence of a current certificate of authorization issued by the State Board of Registration for Professional Engineers must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Professional Engineers at (401) 462-9592.
8. If the corporation amends its purpose to engage in the practice of **land surveying** pursuant to Section 5-8.1-1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Registration for Land Surveyors must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Land Surveyors at (401) 462-9595.
9. If the corporation amends its purpose to engage in the practice of **architecture** pursuant to Section 5-1-15.1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examination and Registration of Architects at (401) 462-9594.
10. If the corporation amends its purpose to engage in the practice of **landscape architecture** pursuant to 5-51-13 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Landscape Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examiners of Landscape Architects at (401) 462-9595.
11. If the corporation amends its purpose to engage in **pipefitting, refrigeration-air conditioning, fire protection sprinkler systems installation, maintenance, or repair work** in the state of Rhode Island pursuant to Section 28-27-6 of the General Laws, a written confirmation from the Department of Labor that all requisite licenses to be issued by the Department of Labor have been so issued and remain in good standing must be filed with the Secretary of State upon qualification. You may contact the Department of Labor, Professional Regulations at (401) 462-8580.
12. The Application must be signed by an authorized officer of the corporation.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m.

Filing Fee: \$75.00

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
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**BUSINESS CORPORATION**

**APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is \_\_\_\_\_

2. It is incorporated under the laws of \_\_\_\_\_

3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on \_\_\_\_\_, authorizing it to transact business in Rhode Island under the name of:  
\_\_\_\_\_

4. The corporate name of the corporation has been changed to \_\_\_\_\_  
\_\_\_\_\_  
*(If no change, so indicate.)*

5. The name, if different, which it elects to use in Rhode Island is:  
  
(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*  
\_\_\_\_\_

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*  
\_\_\_\_\_

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:  
  
*(If no other or additional purposes are proposed, insert "No Change.")*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ \_\_\_\_\_.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ \_\_\_\_\_.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is \_\_\_\_\_%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ \_\_\_\_\_.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ \_\_\_\_\_.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is \_\_\_\_\_%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Authorized Officer of the Corporation

\_\_\_\_\_  
Type or Print Name of Authorized Officer