

# State of New Hampshire

## APPLICATION FOR CERTIFICATE OF AUTHORITY - FOR PROFIT FOREIGN PROFESSIONAL CORPORATION NOTES FOR COMPLETING FORM 40PC (RSA 293-A:15.03 & RSA 294-A)

1. The form must be legibly printed or typed on 8.5" x 11" paper and maintain 1" margins. Pencil or erasable ink is not acceptable.
2. **Article First:** The **EXACT** name of the professional corporation as registered with the state of incorporation's secretary of state. The name must match exactly as on record **including punctuation** wherever it appears on the Form 40PC application.
3. **Article Second:** To be completed **only** in the case where a professional corporate designation must be used. RSA 294-A:7 requires the name shall end in "Professional Corporation", "Professional Association", "Prof. Corp.", "Prof. Ass'n.", "P.C." or "P.A." If the name of the professional corporation does not contain any of these designations, list the name of the professional corporation with the word or abbreviation which it elects to add thereto for use in New Hampshire in this article only.

### **OR**

If the corporate name is not available for use in New Hampshire, enter the name to be used in New Hampshire. In this case, a trade name application must be filed with an additional \$50.00 fee and a copy of a board of directors' resolution to use the trade name in New Hampshire. The board of directors' resolution must be signed by the SECRETARY of the corporation. (A corporate designation cannot be used on the trade name.)

4. **Article Third:** The complete address of its principal office. This must be a street address, city, state and zip code; post office box, if any, may be included. All mail will be directed to this address unless otherwise specified.
5. Principal business information is optional and is not part of article third.
6. **Articles Fourth and Fifth:** The state of incorporation or country (if outside the U.S.) must be listed. The exact date of incorporation with the professional corporation's state of domicile's secretary of state. This must be a month/day/year date. The period of duration is to be listed. If there is none then it must be listed as "perpetual" or "ongoing".
7. **Article Seventh:** Per RSA 293 A:15.07, a registered agent and registered office must be provided. The registered agent must reside in New Hampshire. The registered agent is the person who would receive service of process should the corporation be sued. The registered office is the registered agent's business address where the registered agent can be found for in-hand service of process. **A street/physical address must be provided. Your application will not be processed without an agent named or if an out of state address is listed.**
8. **Article Eighth:** Purposes must conform to **RSA 294-A:1 VI**: "Professional service" means any service which may lawfully be rendered only by certified public accountants, public accountants, architects, attorneys, podiatrists, chiropractors, dentists, pharmacists, professional engineers, land surveyors, registered professional nurses, optometrists, physicians and surgeons, physician assistants, psychologists, veterinarians, and all other professionals licensed, registered, certified, or otherwise authorized and permitted to practice independently under the provisions of RSA 309-B, 310-A, 311, 315, 316-A, 317-A, 318, 326-B, 327, 328-D, 329, 329-B, 330-A, or 332-B and which may not lawfully be rendered by a corporation organized under the law of this state applicable to business corporations.

9. **Article Ninth:** Please list the names and addresses of **all** of the current officers and directors; use an additional sheet if necessary. If the laws in your state of incorporation do not require directors, please indicate in the space provided for the directors "none required by law".
10. Application Signatures: The forms must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.
12. The total filing fee to register is \$100.00, payable to the State of New Hampshire.

**PLEASE NOTE:** The name will be searched for availability upon receipt of these documents. If the filing has been accepted, you will receive a filed-stamped copy within 30 days. If you do not receive an acknowledgement, please contact our office. Checks are deposited upon receipt. If the check has been cashed, it only indicates we have received the document. A cashed check is not an indication that the document has been accepted and filed. Please call the Corporation Division (603-271-3246) with any questions you may have regarding this application.

# State of New Hampshire

Filing fee: \$100.00  
Use black print or type.

Form 40PC  
RSA 293-A:15.03  
& RSA 294-A

## APPLICATION FOR CERTIFICATE OF AUTHORITY OF A FOR PROFIT FOREIGN PROFESSIONAL CORPORATION

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in New Hampshire and for that purpose submits the following statement:

**FIRST:** The name of the professional corporation is \_\_\_\_\_  
\_\_\_\_\_.

**SECOND:** The name which it elects to use in New Hampshire is \_\_\_\_\_  
\_\_\_\_\_.

**THIRD:** The complete address (including zip code and post office box, if any) of its principal office is  
\_\_\_\_\_  
(no. & street) (city/town) (state) (zip code)

### Principal Business Information:

Principal Mailing Address: \_\_\_\_\_  
(no. & street) (city/town) (state) (zip code)

Business Phone: \_\_\_\_\_

Business Email: \_\_\_\_\_

\_\_\_\_ Please check if you would prefer to receive the courtesy Annual Report Reminder by email.

**FOURTH:** It is incorporated under the laws of \_\_\_\_\_.

**FIFTH:** The date of its incorporation is \_\_\_\_\_ and the period of its duration is  
\_\_\_\_\_.

**SIXTH:** All of its directors and officers as required by the laws of its State of Incorporation and by RSA 294-A:20 are licensed in one or more states, territories of the United States or the District of Columbia to render a professional service described in the statement of purpose of the corporation.

**SEVENTH:** The name of its registered agent IN NEW HAMPSHIRE is:  
\_\_\_\_\_.

The complete address of its registered office IN NEW HAMPSHIRE (agent's business address) is:  
\_\_\_\_\_  
(no. & street) (city/town) (state) (zip code)

**EIGHTH:** Describe the principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire (and if known, list the NAICS Code and Sub Code): \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_.

**NINTH:** The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

<u>Name</u>	<u>Title</u>	<u>Address</u>
<b><u>OFFICERS</u></b>		
_____	_____	_____
_____	_____	_____
_____	_____	_____

<b><u>DIRECTORS</u></b>		
_____	_____	_____
_____	_____	_____
_____	_____	_____

\_\_\_\_\_  
 (Corporate Name)

\_\_\_\_\_  
 (Signature)

\_\_\_\_\_  
 (Print or type name)

\_\_\_\_\_  
 (Title)

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

Note: The sale or offer for sale of capital stock of the corporation will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B). The capital stock of the corporation: 1) has been registered or when offered will be registered under RSA 421-B; 2) is exempted or when offered will be exempted under RSA 421-B; 3) is or will be offered in a transaction exempted from registration under RSA 421-B; 4) is not a security under RSA 421-B; OR 5) is a federal covered securities under RSA 421-B. The statement above shall not by itself constitute a registration or a notice of exemption from registration of securities within the meaning of sections 448 and 461(i)(3) of the United States Internal Revenue Code and the regulation promulgated thereunder.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

**Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989**  
**Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH**