



Business Services Division  
**Tre Hargett, Secretary of State**  
 State of Tennessee

**INSTRUCTIONS**

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
 FOR-PROFIT CORPORATION**

Filing Fee: \$600

Applications for certificates of authority may be filed using one of the following methods:

- **Print and Mail:** Go to <http://tnbear.tn.gov/NewBiz> and use the online tool to complete the application. Print and mail the application along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Paper submission:** A blank application may be obtained by going to [https://sos.tn.gov/sites/default/files/forms/Application%20for%20Certificate%20of%20Authority%20SS-4431\\_0.pdf](https://sos.tn.gov/sites/default/files/forms/Application%20for%20Certificate%20of%20Authority%20SS-4431_0.pdf), by emailing the Secretary of State at [TNSOS.CORPINFO@TN.GOV](mailto:TNSOS.CORPINFO@TN.GOV), or by calling (615) 741-2286. The application is hand printed in ink or computer generated and mailed along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Walk-in:** A blank application may be obtained in person at the Secretary of State Business Services Division located at 6th FL – Snodgrass Tower, 312 Rosa L. Parks AVE, Nashville, TN 37243.

**Applications for certificate of authority must be accurately completed in their entirety. Forms that are inaccurate, incomplete or illegible will be rejected.**

A For-Profit Corporation application for certificate of authority sets forth the items required under T.C.A. § 48-65-103.

A For-Profit Corporation application for certificate of authority must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the corporation records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application for certificate of authority is filed with the Division of Business Services.

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

1. ***The name of the corporation is*** – Enter the name of the corporation.

***If different, the name under which the certificate of authority is to be obtained is*** – If the corporation will do business in Tennessee under an assumed name, enter that name here. The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation if its name does not comply with the requirements of T.C.A. § 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporation name, an application must be filed pursuant to T.C.A. § 48-14-101(d).

If the foreign corporation must alter its name in order to do business in Tennessee pursuant to T.C.A. § 48-14-101(a)(1) – i.e. by including the words “corporation”, “company” or “incorporated” or the abbreviation “corp.”, “co.” or “inc.” - the corporation may do so without filing an application for assumed name. Use this space to indicate the name – including the necessary Tennessee designation - under which the corporation will do business in Tennessee.

If a corporation’s name contains the word “bank”, “banks”, “banking”, “credit union” or “trust”, written approval must first be obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services. You may contact the Tennessee Department of Financial Institutions at (615) 741-2236.

If a corporation’s name contains the phrase “insurance company”, written approval must first be obtained from the Tennessee Department of Commerce & Insurance before documents can be accepted for filing with the Division of Business Services.

2. ***The state or country under whose law it is incorporated is*** – Enter the name of the state or country under whose law the corporation is formed.

***and the date of its incorporation is*** – Enter the corporation’s date of incorporation. If the accompanying certificate of existence or like document from the state of formation includes a date of formation, the date indicated here must be the exact same date as that indicated on the certificate of existence.

***and the period of duration, if other than perpetual, is*** – If the corporation has a period of duration after which its existence is scheduled to end, indicate the date of scheduled termination here.

***and, if prior to qualifying, the date it commenced doing business in Tennessee is*** – Enter the date the corporation commenced doing business in Tennessee if the corporation commenced doing business on or before the date of approval of the application for certificate of authority by the Division of Business Services. Pursuant to T.C.A. § 48-25-102(d), additional filing fees may apply if the corporation commenced doing business in Tennessee prior to the approval of the application. If a prior date is indicated, a call to the Business Services Division customer service line at (615) 741-2286 is encouraged for guidance on the appropriate filing fee amount.

If a prior date is indicated and that date is greater than one year prior to the approval of the application to the Division of Business Services, a Certificate of Tax Clearance confirming Good Standing from the Tennessee Department of Revenue must accompany the application. To obtain a Certificate of Tax Clearance for Good Standing, contact the Tennessee Department of Revenue at (615) 741-8999.

3. ***This company has the additional designation of*** – If applicable to the specific nature of the corporation, enter any additional designation, including:

- Bank
- Captive Insurance Company
- Credit Union
- For-Profit Benefit Corporation
- Insurance Company
- Litigation Financier
- Massachusetts Trust
- Professional Corporation
- Trust Company

4. ***The name and complete address of its registered agent and office located in the state of Tennessee is*** – Enter the name of the corporation’s initial registered agent, the street address, city, state and zip code of the corporation’s initial registered office located in Tennessee and the county in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box is not acceptable for the registered agent/office address.

5. ***Fiscal Year Close Month*** – Enter the month of the year that concludes the corporation’s fiscal year. If a fiscal year close month is not indicated, the Division of Business Services will list the fiscal year close month as

December by default. Please note that T.C.A. § 48-26-203 requires corporations to file an annual report with the Secretary of State on or before the first day of the fourth month following the end of the close of the corporation's fiscal year.

6. ***If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is*** – If the corporation's certificate of authority is to go into effect upon a future date, enter the future date. In no event can the future date be more than ninety calendar days from the filing of the application for certificate of authority.
7. ***The corporation is for profit*** – By signing the application for certificate of authority, the filer acknowledges this statement to be true.
8. ***The complete address of its principal executive office is*** – Enter the street address, city, state and zip code of the principal executive office of the corporation and the county in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services unless a deliverable mailing address is also provided. A post office box is not acceptable for the principal office address. Please provide a business email address. All reminders and notifications will be sent via email.
9. ***The complete mailing address of the entity (if different from the principal office) is*** – If notifications from the Division of Business Services should be sent to an address other than the principal office address, enter that address. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box address is acceptable for a mailing address.
10. ***List the name and complete address of each of its current officers*** – Addresses should include address, city, state and zip code. If the form does not provide enough space, enter "see attached" and attach a list of the officers and their addresses to the application for certificate of authority.
11. ***List the name and complete address of each of its current board of directors*** – Addresses should include address, city, state and zip code. If the form does not provide enough space, enter "see attached" and attach a list of the directors and their addresses to the application for certificate of authority.
12. **Professional Corporation** – If "Professional Corporation" is indicated in section 3 of the application for certificate of authority, check the box certifying that the statement in this section is true. Indicate the licensed profession in the space provided.

### Signature

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. **Failure to sign and date the application will result in the application being rejected.**
- Type or Print Name. **Failure to type or print the signature name and title of the signer will result in the application being rejected.**
- Type or Print Signer's Capacity. The signer must indicate the capacity in which such person signs. **Failure to indicate the signer's capacity will result in the application being rejected.**

## FILING FEE

- The filing fee for an application for certificate of authority is **\$600**.
- Pursuant to T.C.A. § 48-25-102(d), additional filing fees may apply if the corporation commenced doing business in Tennessee prior to the approval of the application. If a prior date is indicated, a call to the Business Services Division customer service line at (615) 741-2286 is encouraged for guidance on the appropriate filing fee amount.
- Make check, cashier's check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. **Applications submitted without the proper filing fee will be rejected. Checks, cashier's checks or money orders made out to any payee other than the Tennessee Secretary of State will not be accepted and will result in the rejection of document.**



