



FORM **121**
 Mandatory

**APPLICATION FOR
 CERTIFICATE OF AUTHORITY
 FOREIGN NONSTOCK CORPORATION**
 Sec. [181.1503](#) Wis. Stats.

1. Name of foreign nonstock corporation:

2. If the name is not distinguishable from a name that another entity has already reserved or registered with the Department, enter a fictitious name adopted pursuant to s. [181.1506\(1\)](#), Wis. Stats.:
Note – if entering a fictitious name, complete form 21B and submit it with this application.

3. Incorporated under the laws of (*provide the state (other than Wisconsin) or the foreign country of the corporation's governing law*):

4. Date of incorporation (MM/DD/YYYY)	5. Does the corporation have perpetual existence? <input type="checkbox"/> Yes <input type="checkbox"/> No, organized for a duration of _____ years
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6. Name of the corporation's registered agent in Wisconsin

7. Email address of the registered agent

8. Street address of the registered office in Wisconsin

City	State WI	Zip/Postal code
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9. Street address of the principal office (may be located outside Wisconsin)

City	State/Province	Country	Zip/Postal code
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Office Use Only

10. Prior to submitting this application, did the corporation transact business in Wisconsin without holding a certificate of authority?

No Yes **If “Yes”, complete supplement on page 5 to determine applicable fee.**

11. Principal Officers

Complete the applicable portions of the table below, or attach a schedule labeled “Item 11” with the names, titles, and usual business or home addresses of each of the corporation’s principal officers.

<u>Title</u>	<u>Name</u>	<u>Address</u> (either usual business address or home address)
CEO		
Pres.		
VP		
Secy.		
Treas.		

12. Directors

Complete the applicable portions of the table below, or attach a schedule labeled “Item 12” with the names, board positions, and usual business or home addresses of each of the corporation’s directors. If the corporation has no directors, enter “None.”

<u>Title</u>	<u>Name</u>	<u>Address</u> (either usual business or home address)
Chair		
Dir.		
Dir.		
Dir.		

13. The corporation is organized without capital stock and **has** members or **does not have** members.

14. Executed on _____ (Date) _____ (Title)

(Printed name) _____
(Signature)

Contact Information:

Name

Mailing Address

City State Zip Code

Email Address Phone Number

INSTRUCTIONS (Refer to section [181.1503](#), Wis. Stats., for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the filing fee of the amount calculated in the Supplement or \$100.00 (if not required to complete the Supplement), payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$25.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at DFICorporations@dfi.wisconsin.gov.

NOTE: Every application must be accompanied by a current CERTIFICATE OF STATUS (sometimes called “certificate of existence” or “certificate of good standing”) issued by the Secretary of State (or other official having custody of corporate records) in the state or country under whose laws the corporation is incorporated, attesting to the existence and status of the corporation. The certificate must be issued not more than 60 days prior to the date the document is received in this office, in condition for filing. **A certified copy of the charter documents is not an acceptable substitute.**

Item 1. Enter the name of the foreign corporation that is registering with the Department.

Item 2. The name under which the corporation is registered in this state must be distinguishable on the records of the Department from other entities that are registered with the Department and from any name that has been reserved or registered with the Department. You can preliminarily check the availability of an entity name using the Department’s corporate records database, which is publicly available through the Department’s website.

If the name of the corporation is not distinguishable on the records of the department as provided in s. [181.1506\(2\)](#), Wis. Stats., complete the separate form 21B and enter the fictitious name under which the entity will do business in this state. The name must contain the word “corporation,” “incorporated,” “company,” or “limited” or the abbreviation “corp.,” “inc.,” “co.,” or ltd.”, or a variation of these words or abbreviations of like import in another language, or that differs only with respect to capitalization of letters or punctuation.

Items 3 & 4. Enter the name of the jurisdiction (either a state other than Wisconsin or a foreign country) under whose laws the foreign corporation is incorporated, as well as the date of its incorporation.

Item 5. Indicate whether the corporation has perpetual existence or a defined period of duration. If it has a defined period of duration, state its period of duration.

Items 6 & 7. Enter the name of the corporation's registered agent in this state and the email address of that agent. Annual report forms, notices and other official communications are directed to the entity's registered agent, so it is important to keep this information current.

Item 8. The entity must have a registered agent located at a registered office in Wisconsin. The registered office address must be identical to the registered agent's business office and must be an actual physical location with a street address, and not solely a P.O. Box, mailbox service, or telephone answering service. Provide the street number and name, city and ZIP code in Wisconsin.

Item 9. Enter the street address of the entity's principal office. The entity's principal office may be located outside Wisconsin.

Item 10. Indicate whether the foreign corporation has done business in Wisconsin without holding a certificate of authority prior to filing this foreign registration statement. If the answer is "yes," complete the Supplement below. Note that not all commercial activities within the state constitute "doing business in this state" for purposes of this question. For a list of activities that do not constitute doing business in this state for purposes of this question, review s. [181.1501](#), Wis. Stats.

Items 11 & 12. Provide the name, title, and address (either the usual business address or home address) of each of the corporation's principal officers and directors.

Item 13. Indicate whether the corporation has members.

Item 14. This document must be executed by a person authorized by the corporation.

SUPPLEMENT

During what year did the corporation start to transact business in Wisconsin without holding a certificate of authority? _____

1. The corporation must pay the applicable annual report fee for each year following the year it first did business in this state without having a certificate of authority. Annual report fees were \$15 per year from 1998 through 2021 and \$65 per year since 2022.

Calculate the total annual report fees owed for the years in which the corporation transacted business in Wisconsin without registration, and enter the number below.

\$ _____

2. The corporation must pay a penalty of \$50 for each year or partial year in which the corporation transacted business in this state without a certificate of authority, up to a maximum of \$500.

Provide the total penalty by multiplying the number of years (including partial years) in which the corporation transacted business in this state without a certificate of authority by \$50, up to a maximum of \$500.

\$ _____

TOTAL SUPPLEMENTAL FEE (add the two numbers above)	\$ _____
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STANDARD APPLICATION FEE	\$ <u>100</u>
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TOTAL FILING FEE (Supplemental Fee plus Standard Fee)	\$ _____
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