

Foreign State Qualifications

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State	Statutory Reference	Summary	Penalty
AL	10A-1-1.07	10A-1-1.07 does not mirror the model act. In pertinent part, 10A-1-1.07 provides that a foreign entity must register to do business if: : (1) is a foreign entity, the formation of which, if formed in this state, would require the filing under Article 3 of a certificate of formation; or (2) affords limited liability under the law of its jurisdiction of formation for any owner or member.	Penalties are unclear.
AK	Sec. 10.06.718	Section 10.06.718 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus a civil penalty of up to \$5,000 per year.
AZ	10.1501	Section 10.1501 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration plus penalties of up to \$1,000.

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AR	4-27-1501	4-27-1501 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus penalties of up to \$5,000.
CA		California Corporations Code section 191 defines “transacting intrastate business” as “entering into repeated and successive transactions of its business in this state, other than interstate or foreign commerce.”	Penalty of \$20.00 for each day that unauthorized intrastate business is transacted.
CO	Colo. Rev. Stat. Title 7-90-801	7-90-801(1)(f) mirrors the model act.	Penalty is \$100 per year, not to exceed \$5,000.
CT	33-920	33-920 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus penalty of \$300 p/quarter.
DE	§ 373	§ 373 mirrors the model act.	Penalty is \$200 - \$500 per “offense” (interpreted as per year) for the company; and \$100-\$500 per “offense for an “agent”.

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DC	§ 29-101.99	Generally, a certificate of authority is not required for the prosecution of litigation, collection of its debts, the taking of security for the same, the appointment of an agent for the solicitation of business not to be transacted in the District, nor for the sale of personal property to the US within DC unless a contract for the sale is accepted by the seller within the District or the property is delivered from stock of the seller within the District for use within the District; or for the procurement or management of a loan.	Penalty is not more than \$500; plus all costs, taxes due by qualified companies.
FL	Fla. Stat. Ann. § 607.1501(f)	607.1501(f) mirrors the model act.	Penalty is not less than \$500 nor more than \$1,000 per year; plus all costs, taxes due by qualified companies.
GA	Ga. Code Ann., § 14-2-1501	Section 14-2-1501 mirrors the model act.	\$500 plus costs and taxes that would have been paid if qualified.
HI	Haw. Rev. Stat. § 414-431	Sec. 14-431 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus undefined penalties.
ID	Idaho Code, § 30-1-1501	Sec. 30-1-1501 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus undefined penalties.

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IL	805 ILCS 5/13.75	Sec. 13.75. mirrors the model act, except that companies conducting an isolated transaction completed within 120 days and that is not one in the course of repeated transactions of a like nature is also exempt.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus a penalty of either 10% of the filing fee, license fee and franchise taxes or \$200 plus \$5.00 for each month or fraction thereof.
IN	IC 23-1-49-1	IC 23-1-49-1 mirrors the model act.	Not more than \$10,000.
IA	490.1501	490.1051 mirrors the model act.	Not to exceed \$1,000.
KS	KSA 17-7303	17-7303 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration
KY	Ky. Rev. Stat. Ann. 271B.15-010	271B.15-010 mirrors the model act.	Penalties unclear.
LA	RS 12:302	Section 302 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus undefined penalties.
ME	1501	Section 1501 mirrors the model act and includes an additional exemption of owning a subsidiary.	\$500 p/year.

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MD	Maryland Corporations and Associations, Title § 7-103	7.103 mirrors model act, except that it specifically does not list an exemption for mail order and solicitations outside the state. It does however, list a general exemption for “Transacting business exclusively in interstate or foreign commerce”.	Corporation is liable for \$200; each officer and each agent is liable for up to \$1,000.
MA	MGL 156D, 15.01(c)	15.01(c) mirrors model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus undefined civil penalties.
MI	Mich. Corp. Laws Ann. § 450.2012	450.2012 mirrors model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus penalty of \$100 to \$1000 for each calendar month, not to exceed 5 years; not to exceed \$10,000.
MN	2008 MN Statutes 303.03	303.03 does not specifically exclude sales person or intrastate business but does exempt “(h) conducting an isolated transaction completed within a period of 30 days and not in the course of a number of repeated transactions of like nature.”	Penalty is \$100 p/month plus an additional penalty of up to \$1,000.
MS	§ 79-4-15.01	Section 15.01 mirrors model act.	\$10.00 p/day not to exceed \$1,000.
MO	Mo. Rev. Stat. § 351.572	351.572 does not specifically exclude sales persons but does exempt interstate business.	Not less than \$1,000.

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MT	35-1-1026	35-1-1026 mirrors the model act.	\$5.00 p/day not to exceed \$1,000.
NE	21-20,168	21-20,168 mirrors the model act.	\$500 p/day not to exceed \$10,000 p/year.
NV	NRS 80.015	NRS 80.015 mirrors the model act.	Not less than \$1,000 nor more than \$10,000.
NH	293-A:15.01	293-A:15.01 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration.
NJ	N.J. Stat. Ann. § 14A:13-3	Section 14A:13-3(2) provides no specific exemptions for out of state business. The law is: “(2) without excluding other activities which may not constitute transacting business in this State, a foreign corporation shall not be considered to be transacting business in this State, for the purpose of this act, by reason of carrying on in this State any one or more of the following activities: “(a) maintaining, defending or otherwise participating in any action or proceeding, whether judicial, administrative, arbitative or otherwise, or effecting the settlement thereof or the settlement of claims or disputes; “(b) holding meetings of its directors or shareholders; “(c) maintaining bank accounts or borrowing money, with or without security, even if such borrowings are repeated and continuous transactions and even if such security has a situs in this State; “(d) maintaining offices or agencies for the transfer, exchange and registration of its securities, or appointing and maintaining trustees or depositaries with relation to its securities.”	Penalties not clear.

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NM	53-17-1	53-17-1 mirrors model act.	Taxes and penalties for years or portions thereof when business was conducted without registration.
NY	N.Y. Bus. Corp. § 1301	1301(b) does not specifically exclude sales persons. It reads almost verbatim to New Jersey. It is important to note too that qualifying in New York after “doing business” is time consuming because a tax clearance is required and penalties may be applied.	Taxes and penalties for years or portions thereof when business was conducted without registration.
NC	55-15-01(b)(5)	55-15-01(b)(5) provides an exemption to registration for those foreign companies “Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside North Carolina before they become contracts.”	Taxes and penalties for years or portions thereof when business was conducted without registration, plus penalty of \$10.00 per day, not to exceed \$1,000.
ND	10-19.1-133	10-19.1-133 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus penalty not to exceed \$5,000.
OH	Ohio Rev. Code Ann. § 1703.01	1703.02 states that registration does not “apply to corporations engaged in this state solely in interstate commerce, including the installation, demonstration, or repair of machinery or equipment sold by them in interstate commerce, by engineers, or by employees especially experienced as to such machinery or equipment, as part thereof; to credit unions, title guarantee and trust companies, bond investment companies, and insurance companies; or to public utility companies engaged in this state in interstate commerce.”	\$250 to \$10,000.

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OK	OSA, Title 18, § 1132	18 § 1132 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration.
OR	60.701	60.701 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration.
PA	§ 4122	§ 4122 mirrors the model act.	
RI	7-1.2-1401	7-1.2-1401 (6) mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration.
SC	S.C. Code Ann., § 33-15-101	Sec. 33-15-101 mirrors the modal act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus penalties of \$10.00 p/day not to exceed \$1,000 per year for each year.
SD	47-1A-1501	47-1A-1501 mirrors model act.	\$100 p/day not to exceed \$1,000.

State	Statutory Reference	Summary	Penalty
TN	Tenn. Code Ann. § 48-25-101	Sec. 48-25-101 mirrors the model act.	Taxes and fees in the amount treble to the taxes, penalties and fees for years when business was conducted without registration.
TX	Tex. Bus. Corp. Act Ch. 9.002	9.002 provides in part, “(c) A foreign entity is not required to register under this chapter if other state law authorizes the entity to transact business in this state.”	Taxes and penalties for years or portions thereof when business was conducted without registration.
UT	16-10a-1501	16-10a-1501 mirrors the model act.	\$100 p/day not to exceed \$5,000; up to \$1,000 per officer who transacts business while company is not registered.
VT	VSA 11A § 15	11A Sec. 15 mirrors the model act.	\$50.00 p/day not to exceed \$1,000.
VA	VCA § 13.1-757	13.1-757(6) mirrors the model act.	Penalty of not less than \$500 nor more than \$5,000.
WA	RCW 23B-15.010(f)	RCW 23B-15.010(f) mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus a penalty of up to \$5,000.

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WV	§31D-15-1501	§31D-15-1501 mirrors model act.	Taxes and penalties for years or portions thereof when business was conducted without registration.
WI	180.1501	180.1501 mirrors the model act.	50% of all fees due; not to exceed \$5,000.
WY	17-16-1501	17-16-1501 mirrors the model act.	Taxes and penalties for years or portions thereof when business was conducted without registration, plus 18% interest, plus a penalty of \$5,000, reasonable audit expenses.

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