

Tennessee Department of State
Division of Business Services

FILING GUIDE

FOR-PROFIT CORPORATIONS



Secretary of State

2006 Revised Edition

Tennessee Department of State Division of Business Services

MISSION

The mission of the Division of Business Services is to execute the statutory processing and recordkeeping duties of the Secretary of State relating to businesses in Tennessee.

GOAL

Our goal is to provide our customers with document processing services that are prompt, accurate and complete.

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INTRODUCTION

Over 82,000 active for-profit corporations currently exist in Tennessee. New for-profit corporations are formed at a rate of over 7,200 per year.

The Secretary of State is responsible for receipting and maintaining many of the documents that these companies are required to file with the State of Tennessee. Filing documents include charters of incorporation, certificates of authority, annual reports and other instruments mentioned in this filing guide.

The Division of Business Services is the section of the Department of State that is responsible for executing the duties and functions of the Secretary of State relative to business filings. In addition to receipting and maintaining business documents, the Division provides information to the public relating to filed documents.

On an annual basis, the Division of Business Services completes over 220,000 filing transactions, responds to over 115,000 telephone inquiries, and provides over 26,000 certifications or copies of filed documents. In fiscal year 2004-2005, the Division collected over 19.7 million dollars in filing and certification fees.

The Division of Business Services also maintains approximately 9 million business documents on 4600 rolls of microfilm.

This publication is intended as an **introductory guide** to the filing of for-profit corporation documents that are required or permitted to be filed with the Division of Business Services under the Tennessee Business Corporation Act. The guide does **not** include information on any corporation filing requirements pertaining to other state or federal agencies.

Please also note that this publication is not intended to be a comprehensive manual for establishing and maintaining a for-profit corporation in Tennessee and is not a replacement for the statutes or for legal or other professional advice.

The Tennessee Business Corporation Act can be found in the Tennessee Code Annotated, Sections 48-11-101 through 48-27-103.

This publication reflects current statutory requirements through the 2006 Regular Session of the 104th General Assembly.

June 15, 2006

DOCUMENT FILING

CUSTOMER SERVICE INFORMATION

- **FORMS AND FEE SCHEDULE.** Forms and a fee schedule are available from the Division of Business Services and may be obtained from our Internet website (see below), by contacting our office at **615-741-2286**, or in person on the 6th floor of the William R. Snodgrass Tower, 312 Eighth Avenue North, Nashville, Tennessee. For your convenience, an index of forms, copies of applicable forms, and a fee schedule are included at the end of this filing guide.
- **INTERNET WEBSITE.** The Division of Business Services has a World Wide Web page that currently contains:
 - General information about the Division of Business Services
 - Forms (other than the annual report) and fee schedules. Some of the forms may be filled in and printed directly from the website.
 - Filing guides and information brochures
 - E-mail access to the Division (but currently **not** for document filing)
 - E-mail change of principal office mailing address
 - Searchable online Business Information and Business Name Availability databases

The Division's site may be accessed via the Secretary of State's home page at:

<http://www.state.tn.us/sos/>

- **MAILING ADDRESS.** The mailing address of the Division of Business Services is:

**State of Tennessee
Department of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243**

- **COUNTER SERVICE.** Customers may file documents or obtain certification services in person during regular business hours (8:00 a.m. until 4:30 p.m. (CST) Monday - Friday). The Division is located on the 6th floor of the William R. Snodgrass Tower, 312 Eighth Avenue North, Nashville, Tennessee. Directions to the office are available on our website (see above).
- **E-MAIL ADDRESS.** The Division of Business Services may be e-mailed by writing:

Business.Services@state.tn.us

- **FAX NUMBER.** The Division of Business Services fax number is:

615-532-9870

- **DATABASE INFORMATION.** The following information is maintained “on-line” on the Division of Business Services computer database:

- | | |
|-------------------------|---|
| • Corporate Name | • Filing date |
| • Assumed Names | • Date of Qualification |
| • Date of Incorporation | • Status of Certification
of Authority |
| • Status of Corporation | • Registered Agent |
| • Place Incorporated | • Registered Office |
| • Duration | • Principal Office |
| • Shares of Stock | • Annual Reports - date
due & date filed |
| • Fiscal Year Closing | • Reinstatement date |
| • Amendments | |
| • Termination Date | |
| • Withdrawal Date | |

The database information is available from our online searchable Business Information database at www.state.tn.us/sos/. In addition, telephone inquiries may be made directly to the Division of Business Services from 8:00 a.m. until 4:30 p.m. (CST) Monday - Friday. **The number to call for this information is:**

615-741-2286

- **CERTIFICATION INFORMATION.** The number to call for information on how to obtain certification services is:

615-741-6488

- **GENERAL TELEPHONE NUMBER.** For other assistance relating to corporate document filing, please contact us at:

615-741-2286

- **TAX INFORMATION.** The following departments should be contacted as appropriate for tax information:

State franchise & excise tax or sales tax: Tennessee Department of Revenue. **The number to call is 615-253-0600 or 800-342-1003.**

State unemployment tax: Tennessee Department of Labor & Workforce Development. **The number to call is 615-741-1315 or 800-344-8337.**

- **COPIES OF STATUTES.**

The Division of Business Services does not provide copies of the Tennessee Business Corporation Act and related statutes. This information usually is available at public libraries, law libraries and other locations that have access to the Tennessee Code Annotated (TCA). An unannotated version of the Tennessee Code currently is available on the Internet at www.michie.com/.

Certified copies of specific statutory provisions may be obtained by contacting the Tennessee Department of State, Administrative Procedures Division, at 312 Eighth Avenue North, 8th Floor, William R. Snodgrass Tower, Nashville, TN 37243, telephone number **615-741-7008**. The cost is \$2.00 per certification and \$0.25 per page.

Lexis Publishing currently publishes a reference manual entitled *Tennessee Corporations, Partnerships and Associations Law Annotated*. For purchasing information, contact Lexis Publishing, PO Box 7587, Charlottesville, VA 22906-7587, or call 1-800-562-1197.

GENERAL FILING INFORMATION

- **FORMS.** The Division of Business Services provides forms for many filings under the Tennessee Business Corporation Act and other related statutes. The use of these forms is encouraged to ensure that all of the statutory requirements for filing are met. However, the use of these forms (other than the annual report form) is NOT mandatory; any document properly executed that meets all of the statutory requirements will be accepted for filing.
- **RECEIPT STAMP.** Any document received by the Division of Business Services, regardless of the method of delivery, is endorsed upon receipt with a date and time stamp. This date and time become the official filing date and time if the document is accepted for filing.
- **IMAGING.** An original document received by the Division of Business Services is either microfilmed or optically imaged. After processing, the original document (except an annual report) is returned to the applicant.
- **FEE PAYMENT.** The document to be filed must be accompanied by the correct fee payment, with check, bank draft, money order or other such instrument made payable to the Tennessee Secretary of State.
- **DISHONORED CHECKS.** A check, bank draft, money order or other such instrument that is dishonored upon presentation for payment of any filing constitutes grounds for administrative dissolution or revocation of the corporation.
- **ACCEPTED FILINGS (other than annual reports).** A document accepted for filing by the Division of Business Services is marked “Filed,” stamped with the name and title of the Secretary of State, and returned to the applicant. An acknowledgment letter is also provided as documentation of the filing and the receipt of the appropriate fees.
- **REJECTED FILINGS.** A document rejected for filing by the Division of Business Services is returned to the applicant with a letter identifying the reason(s) for document rejection and acknowledging the receipt of the submitted fees. A copy of the rejection letter must accompany any filing resubmission. Any request for a refund of submitted fees should be sent in writing to the Division of Business Services.
- **MONTH CALCULATIONS.** In calculating time requirements under the Tennessee Business Corporation Act, a month means the time from any day of

any month to the corresponding day of the succeeding month, if any, and if none, the last day of the succeeding month. A period of two or more months means the time from any day of the first month in such period to the corresponding day of the last month in such period, if any, and if none, the last day of the last month in such period.

- **APPEAL RIGHTS.** A customer has the right under TCA §48-11-307 for judicial review of the decision of the Division of Business Services to refuse to file a document. Any judicial review must be conducted in accordance with the provisions of the Tennessee Uniform Administrative Procedures Act, found in Tennessee Code Annotated, Title 4, chapter 5.
- **MINISTERIAL DUTY.** The duty of the Division of Business Services to file a document is ministerial. The Division's action in filing or refusing to file a document:
 - Does not affect the validity or invalidity of the document;
 - Does not relate to the correctness or incorrectness of information contained in the document;
 - Does not create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect (however, see page 15 regarding incorporation); and
 - Does not establish that a document purporting to be an exact or conformed copy is in fact an exact or conformed copy.

!!WARNING!!

Any person who signs a document, knowing it to be false in any material respect, with intent that the document be delivered to the Division of Business Services for filing, commits a Class A misdemeanor.

BASIC FILING REQUIREMENTS

- A document must satisfy the requirements of the Tennessee Business Corporation Act and other related statutes before it can be filed with the Division of Business Services.
- Only documents required or permitted to be filed by the Tennessee Business Corporation Act and other related statutes can be accepted for filing with the Division of Business Services.
- A document must contain all of the information required by the Tennessee Business Corporation Act. It may contain other information as well.
- The document must be typewritten or printed in ink in a clear and legible fashion on one side of letter or legal size paper.
- The document must be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals. The certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.
- The document must be executed:
 1. By the chair of the board of directors of a domestic or foreign corporation, by its president, or by another of its authorized officers;
 2. By an incorporator, if the directors have not been selected or the corporation has not been formed; or
 3. By a receiver, trustee or other court-appointed fiduciary, if the corporation is in the hands of such a fiduciary.
- The person executing the document must sign it and state beneath or opposite the person's signature such person's name and the capacity in which such person signs.
- The document **may** but **need not** contain such items as the corporate seal, an attestation by the secretary or an assistant secretary, and an acknowledgment, verification or proof.

- An annual report **must** include the date that the document is signed. All other documents submitted for filing **may** but **need not** contain the date the document is signed.
- The document should contain a statement that makes it clear that it is being filed pursuant to the Tennessee Business Corporation Act, compiled in chapters 11 - 27 of Title 48, Tennessee Code Annotated.
- No charter or application for certificate of authority can be filed with the Division of Business Services unless the document designates the registered agent and registered office of the corporation. Thereafter, no other document can be filed with the Division of Business Services if, at the time of filing, the corporation does not have a registered agent or registered office designated (unless the corporation simultaneously files a statement designating the registered agent and/or registered office, as appropriate).

EFFECTIVE TIME AND DATE

- In general, a document accepted for filing by the Division of Business Services is effective:
 1. At the time of filing on the date it is filed with the Division of Business Services, as evidenced by the Division's date and time endorsement on the original document; or
 2. At the time specified in the document as its effective time on the date it is filed.
- A document may specify a delayed effective time and date, and if it does so the document becomes effective at the time and date specified.
 1. If a delayed effective date but not time is specified, the document is effective at the close of business on that date.
 2. **A delayed effective date for a document may not be later than the ninetieth day after the date it is filed with the Division of Business Services.**

3. The following documents may **NOT** specify a delayed effective time and date:

- Application for Reserved Name
- Notice of Transfer/Cancellation of Reserved Name
- Application for Registered Name
- Application for Renewal of Registered Name
- Application for or Change, Cancellation, or Renewal of Assumed Name
- Articles of Dissolution and Termination by Incorporators or Directors
- Articles of Revocation of Dissolution
- Articles of Termination of Corporate Existence
- Certificate of Reinstatement
- Application for Certificate of Withdrawal following Administrative Revocation
- Annual Report
- Articles of Correction

INCORPORATING IN TENNESSEE

BY WHOM AND WHEN

- One or more persons may act as incorporator(s) of a corporation by filing a charter with the Division of Business Services.
- Unless a delayed effective date is specified in the charter, the corporate existence begins on the date that charter is filed with the Division of Business Services. The file date is the date a charter is received and officially date and time stamped by the Division, regardless of the method of delivery.

CORPORATE NAME

- As part of the incorporation process, a name for the new corporation must be chosen that meets the requirements of TCA §48-14-101 mentioned below.

- A corporate name must contain the word “corporation,” “incorporated” “company” or the abbreviation “corp.,” “inc.” or “co.” or words or abbreviations of like import in another language (provided they are written in roman characters or letters).

If a corporation is formed for the purpose of an insurance or banking business, the name of the corporation need not contain the aforementioned words or abbreviations.

A corporation using the corporate designations “limited” or “ltd.,” with such having been filed in the Division of Business Services prior to May 29, 1989, may continue to use that corporate designation until such time as the corporation files an amendment which in any way changes its corporate name.

Special requirements for professional corporations. Instead of the words and abbreviations mentioned above, a professional corporation name must contain the words “professional corporation,” “professional association” or “service corporation,” or the abbreviation “P.C.,” “P.A.” or “S.C.” In addition, the name may not contain language stating or implying that it is incorporated for a purpose other than that authorized by TCA §48-101-605 and its charter.

- A corporation’s name must be distinguishable from any other name on file with the Division of Business Services. The name must be distinguishable from the names of existing Tennessee corporations, both for-profit and nonprofit, limited liability companies, limited partnerships, limited liability partnerships, assumed names and any name that has been reserved or registered for use in this State.
- The Division of Business Services reviews a proposed corporate name only to determine whether the name is distinguishable on its face from all other active, reserved and registered names on record in its corporate management database and satisfies the filing requirements under the Tennessee Business Corporation Act. The Division’s action in determining name distinguishability is ministerial and does not serve to insure, regulate or license the use of such a name.
- In general, a name is distinguishable from other names if it contains one or more different letters, and/or words, or it has a different sequence of letters and/or words, from all other active, reserved and registered names in the Division’s corporate management system database. Differences between singular and plural forms of words are distinguishing.

- A name is **not** distinguishable by using required ending words such as “incorporated,” “corporation,” “company,” “limited liability company,” “limited partnership,” “limited liability partnership” or abbreviations of such words.
- A name is **not** distinguishable by differences in punctuation or capitalization, or the presence or absence of articles, conjunctions or prepositions as symbols or words (including “the,” “a,” “and,” “of,” “in,” “at” and “plus”).
- In determining whether a name is distinguishable on its face from other names, the Division of Business Services compares the proposed name to other names listed in its corporate management system database, and makes no review of other databases, such as state and federal trademarks.
- In determining whether a name is distinguishable on its face from other names, and in determining whether a corporate name satisfies the filing requirements under the Tennessee Business Corporation Act, the Division of Business Services makes no determination as to whether the use of a corporate name constitutes unfair competition, unfair trade practice, or name infringement with other businesses already in existence.
- A preliminary check for name availability can be made by using the Business Name Availability database at our website (see page 1) or by telephoning the Division of Business Services at **615-741-2286**. This preliminary check is not a statutory requirement, does not guarantee that the name will be deemed distinguishable at the time of filing, and does not convey any rights to the use of the name.
- An applicant corporation can request to use a name that is not distinguishable from the name used by an existing business under the following circumstances:
 1. The applicant corporation submits an application to use an indistinguishable name, accompanied by payment of an additional \$20 filing fee. The application must include a written consent that is executed by a person authorized to act for the existing business and indicates that the existing business (1) consents to the use of the name by the applicant corporation and (2) agrees to change its own name to a distinguishable name (or to terminate its existence / withdraw its certificate of authority) within 60 (sixty) days; or
 2. The applicant corporation submits a certified copy of the final judgment of a court of competent jurisdiction establishing the

applicant corporation's right to use the name applied for in Tennessee.

- A corporation's name cannot contain language stating or implying that:
 1. The corporation transacts or has power to transact any business for which authorization is required under Tennessee law, unless the appropriate commission or officer has granted such authorization and certifies that fact in writing; or
 2. The corporation is organized as, affiliated with, or sponsored by any fraternal, veterans, service, religious, charitable or professional organization, unless that fact is certified in writing by the organization with which affiliation or sponsorship is claimed; or
 3. The corporation is an agency or instrumentality of, affiliated with or sponsored by the United States or the State of Tennessee or a subdivision or agency thereof, unless such fact is certified in writing by the appropriate official of the governmental entity; or
 4. The corporation is organized for a purpose other than that permitted by TCA §48-13-101 and the corporation's charter.
- If a corporation's name contains the word "mortgage," "bank," "banks," "banking," "credit union," or "trust," written approval must be first obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services.
- The use of the word "cemetery" in a company name must be approved in writing and in advance by the Tennessee Department of Commerce & Insurance if the business relates to a cemetery for humans. Such preapproval is not required for cemetery trust corporations created for the perpetual care of private cemeteries under TCA Title 46, chapter 7, part 1.
- A name may be reserved prior to incorporation by filing an application for reservation of corporate name with the Division of Business Services (see next section).

RESERVED NAME

- A person may reserve the exclusive use of a corporate name, including an assumed corporate name (see next section), by filing an application for reserved name with the Division of Business Services.
- The application for reserved name must set forth the name and address of the applicant and the name proposed to be reserved.
- If the proposed corporate name meets the name requirements of TCA §48-14-101 mentioned above and is available, the name is reserved for the applicant's exclusive use for a period of four calendar months. At the end of four months, the same party or any other party may apply to reserve the same name.
- The owner of a reserved corporate name, including an assumed corporate name, may transfer the reservation to another person by filing with the Division of Business Services a notice of the transfer signed by the owner. The notice must state the name and address of the transferee.
- The reservation of a specific name may be canceled by filing with the Division of Business Services a notice, executed by the applicant or transferee, specifying the name reservation to be canceled and the name and address of the applicant or transferee.
- The Division of Business Services provides form **#SS-4428** for an application for reservation of a corporate name and form **#SS-4406** for an application for cancellation/transfer of reservation of a corporate name.
- The filing fee for reserving, transferring or canceling a corporate name is **\$20.00**.

ASSUMED NAMES

- A corporation, domestic or foreign, may elect to transact business under an assumed name, provided the assumed name meets the name requirements of TCA §48-14-101 mentioned above (other than the corporate name designations), including name distinguishability.
- An assumed corporate name means any corporate name other than the true corporate name. Assumed names are also known as “fictitious” or “doing business as” (DBA) names.

- An assumed corporate name does **not** include:
 1. The identification by a corporation of its business with a trademark or service mark of which it is the owner or licensed user; or
 2. The use of a name of a division, not separately incorporated and not containing the word “corporation,” “incorporated” or “limited,” or an abbreviation of one of such words, provided that the corporation also clearly discloses its corporate name.
- The name of a corporation with different or without any corporate name designations cannot be filed as an assumed name since such a name is not distinguishable on its face from the corporation’s true name of record.
- Before transacting any business in this State under an assumed corporate name, the corporation by resolution of the board of directors must execute and file with the Division of Business Services an application setting forth:
 1. The true corporate name;
 2. The state or country under the laws of which it is organized;
 3. A statement that the business intends to transact business under an assumed corporate name; and
 4. The assumed corporate name the business proposes to use.
- The right to use an assumed corporate name is effective for five years from the date of filing and may be renewed for additional five year periods. An application for renewal of an assumed name may be filed within the two months preceding the expiration date of the right to use the assumed name.
- Approximately three months prior to the expiration date of the right of an active corporation to use an assumed name, the Division of Business Services will prepare and mail to the corporation a copy of form **#SS-4481**, an application for renewal of registration of an assumed name. Upon the timely filing of this form and payment of the **\$20.00** renewal fee, the right to use the assumed name will be renewed for an additional five year period.
- In addition to form **#SS-4481** mentioned above, the Division of Business Services provides form **#SS-4402** for an application for registration of an

assumed name, form #SS-4405 for an application to cancel an assumed name, and form #SS-4403 for an application to change an assumed name.

- The fee for filing an application for registration, cancellation, change or renewal of an assumed corporate name is **\$20.00**.
- Administrative dissolution/revocation of a corporation automatically inactivates any active, registered assumed name and reinstatement of the corporation does not reinstate the registration of the assumed name. In such a case, a new application for registration of an assumed name must be filed.

CHARTER (ARTICLES OF INCORPORATION)

- The charter is sometimes referred to as “articles of incorporation” and sets forth the items required under TCA §48-12-102 for an individual or a group of individuals to form a corporation. The required items are:
 1. A corporate name that satisfies the name requirements of TCA §48-14-101 (see page 8);
 2. The number of shares the corporation is authorized to issue;
 3. The street address and zip code of the corporation’s initial registered office, the county in which the office is located, and the name of its initial registered agent at that office;
 4. The name, street address and zip code of each incorporator;
 5. The street address and zip code of the principal office of the corporation;
 6. Information required by TCA Title 48, chapter 16, concerning the authorized shares and classes of stock; and
 7. A statement that the corporation is for-profit.
- The charter **may** set forth other items such as the names of the initial board of directors, the business purpose of the corporation, the names of corporate management, and provisions regulating the powers and rights of the corporation, its board of directors and its shareholders. The charter **need not** set forth any of the general corporate powers provided in the Tennessee Business Corporation Act.

- **Special provision for corporations existing on January 1, 1988.** The charter filing requirements mentioned above do not apply to the charter of any corporation existing on January 1, 1988, unless and until a charter amendment is filed. The first charter amendment filed by such a corporation must include any charter information mentioned above that is not otherwise on file in the Division of Business Services, except that the name and address of each incorporator may be excluded, and that information about the current, not initial, registered agent and registered office must be provided.
- **Additional requirements for professional corporations.** The charter of a professional corporation must state that it is a professional corporation and that its purpose is to render specified professional services. Prior to rendering professional services, a certified copy of the charter may have to be filed with appropriate licensing authorities. See TCA §48-101-628.
- Unless the charter provides otherwise, the corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.
- As a general rule, the filing of the charter with the Division of Business Services is conclusive proof that the incorporators satisfied all conditions precedent to incorporation, except in a proceeding by the State to cancel or revoke the incorporation or involuntarily dissolve the corporation.
- The Division of Business Services provides form **#SS-4417** for filing a charter, and the charter filing fee for a domestic corporation is **\$100.00**.

ARTICLES OF AMENDMENT TO THE CHARTER

- A corporation may amend its charter at any point after it has been filed. An amendment may be executed to add or change a provision of the charter that is statutorily required or permitted, or a charter provision that is not statutorily required may be deleted.
- Whether a provision is required or permitted in the charter is determined as of the effective date of the amendment.
- A corporation wishing to amend its charter must file articles of amendment with the Division of Business Services setting forth:

1. The name of the corporation;

2. The text of each amendment adopted;
 3. If the amendment deals with issued shares for an exchange, reclassification, or cancellation, it must contain provisions for implementing the amendment if those provisions are not contained in the amendment itself;
 4. The date of each amendment's adoption;
 5. If an amendment was adopted without shareholder action by the board of directors or the incorporators, a statement to that effect and that action by the shareholders was not required; and
 6. If an amendment was adopted by the shareholders, a statement that the amendment was duly adopted.
- **Special provision for corporations existing on January 1, 1988.** The first charter amendment filed by a corporation existing on January 1, 1988, must include all information required for the filing of an initial charter that is not otherwise on file in the Division of Business Services, except that the name and address of each incorporator may be excluded, and that information about the current, not initial, registered agent and registered office must be provided.
 - **Special provisions for amendment to charter pursuant to reorganization.** Articles of amendment to carry out a plan of reorganization ordered by a court of competent jurisdiction under federal statute, as provided by TCA §48-20-108, must set forth:
 1. The name of the corporation;
 2. The text of each amendment approved by the court;
 3. The date of the court's order or decree approving the articles of amendment;
 4. The title of the reorganization proceeding in which the order or decree was entered; and
 5. A statement that the court had jurisdiction of the proceeding under federal statute.

- The Division of Business Services provides form **#SS-4421** for filing articles of amendment to the charter, and the filing fee for articles of amendment to the charter is **\$20.00**.

RESTATED CHARTER

- A corporation may restate its charter at any time and may include one or more amendments to the charter. If the restatement contains an amendment to the charter, it must be designated as an “Amended and Restated Charter.”
- A corporation wishing to restate its charter must file a restated charter with the Division of Business Services setting forth:
 1. The name of the corporation;
 2. All of the charter filing requirements specified in the previous section on charters (unless the corporation existed on or before January 1, 1988, and has not filed any charter amendments);
 3. The text of the restated charter; and
 4. A certificate stating:
 - Whether the restatement contains an amendment to the charter requiring shareholder approval and, if it does not, that the board of directors adopted the restatement; or
 - If the restatement contains an amendment to the charter requiring shareholder approval, the information required by TCA §48-20-106.
- Note: The Division of Business Services certifies a restated charter as the charter currently in effect without including the certificate information mentioned above.
- A duly adopted restated charter supersedes the original charter and all prior charter amendments, and the filing fee for a restated charter is **\$20.00**.

REGISTERED OFFICE AND REGISTERED AGENT

- A corporation must **continuously** maintain in this State both a registered office and a registered agent.
- The registered office may (but need not) be the same office as any of the corporation's places of business.
- The registered agent may be:
 1. An individual who resides in this State and whose business office is identical with the registered office;
 2. A for-profit domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office; or
 3. A for-profit foreign corporation or nonprofit foreign corporation authorized to transact business or conduct affairs in this State whose business office is identical with the registered office.
- If a registered agent resigns or is unable to perform the registered agent's duties, the corporation must promptly designate another registered agent. Failure to maintain a registered agent is grounds for administrative dissolution of the corporation.

Change of Registered Office or Agent, by Corporation

- A corporation may change its registered office or registered agent by filing with the Division of Business Services a statement of change that sets forth:
 1. The name of the corporation;
 2. If the current registered office is to be changed, the street address of the new registered office, the zip code for the office, and the county in which the office is located;
 3. If the current registered agent is to be changed, the name of the new registered agent; and

4. A statement that after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.
- The Division of Business Services provides form **#SS-4427** for filing a change of registered office or registered agent, by the corporation.
 - The filing fee for a change of registered office or registered agent, by the corporation, is **\$20.00**.

Change of Registered Office, by Registered Agent

- A registered agent who changes the street address of the registered agent's business office may change the street address of the registered office of any corporation for which the registered agent is the registered agent by notifying the corporation in writing of the change and by filing with the Division of Business Services a statement of change that is signed by the registered agent and which sets forth:
 1. The items mentioned above for the statement of change as filed by a corporation; and
 2. A statement that the corporation has been notified of the change.
- The Division of Business Services provides form **#SS-4433** for filing a change of registered office, by the registered agent.
- The filing fee for changes of registered office submitted at one time by a registered agent is **\$5 per business, with a minimum fee due of \$20.00**. Please contact the Division of Business Services for special procedures and forms applicable to mass registered office changes.

Resignation of Registered Agent

- A registered agent may resign the agency appointment by signing and filing with the Division of Business Services an original statement of resignation, accompanied by the registered agent's certification that the registered agent has mailed a copy of the resignation to the principal office of the corporation by certified mail. The statement may also include a statement that the registered office is also discontinued.

- The agency appointment of a registered agent is terminated, and if applicable, the registered office is discontinued, on the date on which the resignation statement is filed with the Division of Business Services.
- The Division of Business Services provides form **#SS-4420** for filing a statement of resignation of the registered agent.
- The filing fee for a resignation statement is **\$20.00**.

ARTICLES OF MERGER OR SHARE EXCHANGE

- Mergers and share exchanges are governed by TCA Title 48, chapter 21.
- After a plan of merger or share exchange is approved by the shareholders, or adopted by the board of directors if shareholder approval is not required, articles of merger or share exchange must be executed on behalf of each domestic corporation that is a party to the merger or share exchange by an officer or other duly authorized representative. The articles of merger or share exchange must be filed with the Division of Business Services and must set forth:
 1. The plan of merger or share exchange;
 2. If approval by the shareholders of a corporation that is a party to the merger or share exchange is not required, a statement to that effect and the date on which the plan was adopted by the board of directors;
 3. If approval by the shareholders of a domestic corporation that is a party to the merger or share exchange is required, a statement to that effect and a statement that the plan was approved by the affirmative vote of the required percentage of all of:
 - The votes entitled to be cast if there is no voting by voting group; or
 - The votes entitled to be cast by each voting group having the right to vote separately on the plan and the votes cast by the outstanding shares otherwise entitled to vote thereon;

4. As to each domestic limited partnership and each foreign corporation or limited partnership, a statement that the plan and performance of its terms were duly authorized by all action required by the laws under which it was organized and by its charter or certificate of limited partnership.
- A merger or share exchange takes effect upon the effective date of the articles of merger or share exchange.
 - The filing fee for articles of merger or share exchange is **\$100.00**.
 - If the merger or share exchange is abandoned after articles of merger or exchange have been filed but before the merger or exchange has become effective:
 1. An officer or other duly authorized representative must file with the Division of Business Services prior to the effectiveness of the merger or share exchange a statement, executed on behalf of each party to the merger or exchange, that the merger or exchange has been abandoned in accordance with the plan and TCA §48-21-106. The filing fee for this statement is **\$20.00**;
 2. Upon the filing of such a statement of abandonment, the merger or exchange shall be deemed abandoned and shall not become effective; and
 3. The Division of Business Services will issue a certificate of abandonment to each party to the merger or exchange.

DISSOLUTION

- The existence of a corporation may be ended through voluntary, administrative or judicial dissolution procedures:
 1. **Voluntary dissolution** - The corporation itself decides that it should cease to exist and voluntarily dissolves itself. Thereafter the corporation must either revoke the dissolution or wind up its affairs, liquidate its assets, and terminate its corporate existence.
 2. **Administrative dissolution or revocation** - The Division of Business Services determines that one or more of the reasons listed in TCA §48-24-201 exist for dissolution of the corporation, or the

corporation's charter is revoked by the Department of Revenue or Department of Employment Security for failure to file applicable reports or to pay applicable taxes and fees. Thereafter the corporation must either reinstate its charter or wind up its affairs, liquidate its assets, and terminate its corporate existence.

3. **Judicial dissolution** - A court of competent jurisdiction orders dissolution based on any of the grounds found in TCA §48-24-301 (and §48-101-624 for professional corporations) and directs the winding up of the corporation's affairs and liquidation of its assets.

VOLUNTARY DISSOLUTION

Voluntary Dissolution and Termination by Incorporators or Initial Directors

- If a corporation has not issued shares or commenced doing business, the incorporators or initial directors may dissolve the corporation by filing articles of dissolution and termination with the Division of Business Services setting forth the following items:
 1. The name of the corporation;
 2. The date of its incorporation (month, day and year);
 3. A statement that none of the corporation's shares has been issued or a statement that the corporation has not commenced business;
 4. A statement that no debt of the corporation remains unpaid;
 5. A statement that the net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued; and
 6. A statement that the majority of the incorporators or initial directors authorized the dissolution and the date dissolution was authorized.
- Effective July 1, 1999, a tax clearance certificate from the Commissioner of Revenue need no longer accompany the articles of dissolution and termination. Prior to the articles being accepted for filing, the Division of Business Services will request electronic tax clearance verification from the Department of Revenue. If the Division of Business Services cannot obtain such clearance, the articles will be rejected and returned to the applicant.

- The existence of the corporation ceases upon the filing with the Division of Business Services of the articles of dissolution and termination.
- The Division of Business Services provides form **#SS-4423** for filing articles of dissolution and termination by incorporators or initial directors.
- The filing fee for articles of dissolution and termination by initial directors or incorporators is **\$20.00**.

Voluntary Dissolution and Termination by Board of Directors and Shareholders

- After shares have been issued, a corporation may be dissolved by written consent of its shareholders in accordance with the provisions of TCA §48-17-104 and §48-24-102, and by filing of articles of dissolution with the Division of Business Services setting forth the following items:
 1. The name of the corporation;
 2. The date dissolution was authorized (month, day and year);
 3. A statement that the resolution was duly adopted by the shareholders; and
 4. A copy of the resolution or the written consent authorizing the dissolution.
- Unless a delayed effective date is specified in the articles of dissolution, a corporation is dissolved when the articles of dissolution are filed with the Division of Business Services.
- A dissolved corporation continues its existence but is not allowed to carry on any business except that essential to liquidate and conclude its business affairs.
- Once all the business of a corporation has been concluded, and the corporate dissolution has not been revoked, “articles of termination” must be filed with the Division of Business Services setting forth the following items:
 1. The name of the corporation;

2. A statement that all the assets of the corporation have been distributed to its creditors and shareholders; and
 3. A statement that the dissolution of the corporation has not been revoked.
- Effective July 1, 1999, a tax clearance certificate from the Commissioner of Revenue need no longer accompany the articles of termination. Prior to the articles being accepted for filing, the Division of Business Services will request electronic tax clearance verification from the Department of Revenue. If the Division of Business Services cannot obtain such clearance, the articles will be rejected and returned to the applicant.
 - The existence of the corporation ceases upon the filing with the Division of Business Services of the articles of termination.
 - The Division of Business Services provides the following forms for dissolution and termination:
 - **#SS-4410** for articles of dissolution
 - **#SS-4255** for written consent to dissolution
 - **#SS-4412** for articles of termination of corporate existence
 - The filing fee for articles of dissolution is **\$20.00**; an additional **\$20.00** fee is required for articles of termination. No additional filing fee is necessary for filing the written consent to dissolution.

Revocation of Voluntary Dissolution by Board of Directors and Shareholders

- A corporation may revoke its dissolution at any time **prior** to the filing with the Division of Business Services of the articles of termination of corporate existence.
- After revocation is authorized pursuant to TCA §48-24-106, revocation of dissolution is accomplished by filing with the Division of Business Services articles of revocation of dissolution setting forth:
 1. The name of the corporation;
 2. The effective date of the dissolution that was revoked;
 3. The date that the revocation of dissolution was authorized;

4. If the corporation's board of directors (or incorporators) revoked the dissolution, a statement to that effect;
 5. If the corporation's board of directors revoked a dissolution authorized by the shareholders, a statement that revocation was permitted by action by the board of directors alone pursuant to that authorization; and
 6. If shareholder action was required to revoke the dissolution, the information required by TCA §48-24-103(a)(3) and (4).
- Revocation of dissolution is effective when the articles of revocation of dissolution are filed with the Division of Business Services.
 - A revocation of dissolution relates back to and takes effect as of the effective date of the dissolution and the corporation resumes carrying on its business as if dissolution had never occurred.
 - The filing fee for articles of revocation of dissolution is **\$20.00**.

ADMINISTRATIVE DISSOLUTION OR REVOCATION

Administrative Dissolution by Division of Business Services

- A corporation's charter may be administratively dissolved by the Division of Business Services for any of the following reasons:
 1. The corporation does not deliver its properly completed annual report to the Division of Business Services within two months after it is due;
 2. The corporation is without a registered agent or registered office in this State for two or more months;
 3. The name of a corporation contained in a document filed with the Division of Business Services after January 1, 1988, fails to comply with the name provisions of TCA §48-14-101 (see page 8);
 4. The corporation fails to notify the Division of Business Services within two months that its registered agent or registered office has

been changed, that its registered agent has resigned, or that its registered office has been discontinued;

5. The corporation's period of duration stated in its charter expires; or
 6. The corporation submits to the Division of Business Services a check, bank draft, money order or other such instrument, for payment of any fee and it is dishonored upon presentation for payment.
- If the Division of Business Services determines that one or more of the above-mentioned grounds for dissolution exist, it serves written notice on the corporation by first class mail.
 - If, within two months after service of the written notice, the corporation does not correct each ground for dissolution or demonstrate to the satisfaction of the Division of Business Services that each ground does not exist, the Division of Business Services administratively dissolves the corporation by issuing a certificate of dissolution. The certificate recites the grounds for dissolution and its effective date.
 - The certificate of dissolution is filed with the Division of Business Services, and is also served on the corporation by first class mail.
 - An administratively dissolved corporation continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs under TCA §48-24-105 and notify claimants under §§48-24-106 and 48-24-107.
 - The administrative dissolution of a corporation does not terminate the authority of its registered agent.

Reinstatement following Administrative Dissolution by Division of Business Services

- A corporation whose charter has been administratively dissolved by the Division of Business Services may apply for reinstatement. The application for reinstatement must:
 1. Recite the name of the corporation at its date of dissolution;

2. State that the ground or grounds for dissolution either did not exist or have been eliminated; and
 3. State a corporation name that satisfies the requirements of TCA 48-14-101 (see page 8).
- The application for reinstatement must be accompanied by any outstanding (past due) annual reports (furnished by the Division of Business Services upon request).
 - Effective July 1, 1999, a tax clearance certificate from the Commissioner of Revenue need no longer accompany the application for reinstatement. Prior to the application being accepted for filing, the Division of Business Services will request electronic tax clearance verification from the Department of Revenue. If the Division of Business Services cannot obtain such clearance, the application will be rejected and returned to the applicant.
 - If the application for reinstatement contains the required information and the information is correct, the Division of Business Services will cancel the certificate of dissolution, prepare a certificate of reinstatement that recites the Division's determination and the effective date of reinstatement, file the certificate, and also serve the certificate on the corporation.
 - If the corporate name in the application for reinstatement is different from the corporate name of the administratively dissolved corporation, the application for reinstatement serves as an amendment to the charter insofar as it pertains to the new corporate name.
 - A reinstatement relates back to and takes effect as of the effective date of the administrative dissolution and the corporation resumes doing business as if the administrative dissolution had never occurred.
 - If the Division of Business Services denies a corporation's application for reinstatement following administrative dissolution, the Division will serve the corporation with a written notice that explains the reason(s) for denial.
 - A corporation may appeal the denial of reinstatement to the Chancery Court of Davidson County within thirty days after service of the notice of denial. The corporation appeals by petitioning the court to set aside the dissolution and attaching to the petition copies of the certificate of dissolution, the application for reinstatement, and the notice of denial.

- The Division of Business Services provides form **#SS-4439** for filing an application for reinstatement following administrative dissolution.
- The fee for filing an application for reinstatement following administrative dissolution is **\$70.00**. Other fees may also be applicable (for example, fees for filing any missing annual reports).

Administrative Revocation by Other Agencies

- A corporation's charter may be revoked by the Commissioner of Revenue and/or the Commissioner of Employment Security for failure to file applicable reports and/or for nonpayment of applicable fees and taxes. See TCA §67-4-2016, §67-4-2116 and §50-7-404(k). The charter is automatically revoked upon certification by the appropriate Commissioner to the Division of Business Services of such noncompliance.

Reinstatement following Administrative Revocation by Department of Revenue

- A corporation whose charter has been administratively revoked by the Commissioner of Revenue may be reinstated by complying with the reinstatement procedures of the Department of Revenue and thereafter by submitting to the Division of Business Services:
 1. Completed outstanding (past due) annual reports (furnished by the Division of Business Services upon request); and
 2. Payment of a \$70.00 reinstatement fee and any fees associated with the outstanding annual reports.

Thereafter, the Division of Business Services will reinstate the corporation as soon as the Division receives electronic tax clearance verification from the Department of Revenue.

- Alternatively, the Department of Revenue may issue to the Division of Business Services a clearance notification indicating that a corporation is entitled to reinstatement under TCA §67-4-2016 or §67-4-2116. Upon receipt of such a notification, the Division may send a notice of reinstatement clearance to the corporation and copies of any outstanding (past due) annual reports. The Division of Business Services will reinstate the corporation's charter upon receipt of the completed outstanding annual reports and the

payment of a \$70.00 reinstatement fee and any fees associated with the outstanding annual reports.

Reinstatement following Administrative Revocation by Department of Employment Security

- A corporation whose charter has been administratively revoked by the Commissioner of Employment Security may be reinstated by complying with the reinstatement procedures of the Department of Employment Security and thereafter by submitting to the Division of Business Services:
 1. A certificate from the Commissioner of Employment Security indicating that the corporation has satisfied the requirements for reinstatement of the charter;
 2. Completed outstanding (past due) annual reports (furnished by the Division of Business Services upon request); and
 3. Payment of a \$70.00 reinstatement fee and any fees associated with the outstanding annual reports.

Thereafter, the Division of Business Services will reinstate the corporation as soon as the Division receives electronic tax clearance verification from the Department of Revenue.

Termination following Administrative Dissolution or Revocation

- A corporation that has been administratively dissolved or has had its charter revoked may terminate its corporate existence without first being reinstated. Termination is accomplished by filing with the Division of Business Services articles of termination following administrative dissolution or revocation setting forth:
 1. The name of the corporation;
 2. The date that the termination of corporate existence was authorized (month, day and year);
 3. A statement that the resolution authorizing termination was duly adopted by the shareholders;

4. A copy of the resolution or the written consent authorizing termination; and
 5. A statement that all the assets of the corporation have been distributed to its creditors and shareholders.
- Effective July 1, 1999, a tax clearance certificate from the Commissioner of Revenue need no longer accompany the application for articles of termination following administrative dissolution or revocation. Prior to the application being accepted for filing, the Division of Business Services will request electronic tax clearance verification from the Department of Revenue. If the Division of Business Services cannot obtain such clearance, the application will be rejected and returned to the applicant.
 - The Division of Business Services provides form **#SS-4414** for filing articles of termination following administrative dissolution or revocation and form **#SS-4256** for filing the written consent to termination.
 - The filing fee for articles of termination following administrative dissolution or revocation is **\$100.00**. No additional filing fee is necessary for filing the written consent to termination.

JUDICIAL DISSOLUTION

- A court of record with proper venue may dissolve a corporation in accordance with the provisions of TCA Title 48, chapter 24, part 3.
- If the court determines that one or more grounds for judicial dissolution exist, it may enter a decree dissolving the corporation and specifying the effective date of the dissolution. The clerk of the court will deliver a certified copy of the decree to the Division of Business Services for filing.
- After entering the decree of dissolution, the court will direct the winding up and liquidation of the corporation's business and affairs in accordance with TCA §48-24-105 and the notification of claimants in accordance with §§ 48-24-106 and 48-24-107.
- See also special judicial dissolution procedures relative to professional corporations. TCA §48-101-624.

FOREIGN CORPORATIONS TRANSACTING BUSINESS IN TENNESSEE

PRECONDITION FOR TRANSACTING BUSINESS

- A foreign corporation (any corporation formed outside Tennessee) wishing to conduct business in Tennessee must obtain a certificate of authority before commencing business activities.
- **Consequences of a foreign corporation transacting business without authority:**
 - **A foreign corporation which transacts business or conducts affairs in Tennessee without a certificate of authority is liable to the State for three times the amount of fees, taxes, penalties, and interest for each of the years (or portions thereof) in which it transacted business without a certificate of authority. All amounts due must be paid prior to the filing of the application for certificate of authority.**
 - **A foreign corporation transacting business in Tennessee without a certificate of authority may not maintain a proceeding in any court of this State until such time as it obtains a certificate of authority. However, the failure to obtain a certificate of authority does not impair the validity of its corporate acts or prevent it from defending itself in a court of this State.**
- The Tennessee Business Corporation Act does not define “transacting business,” but does provide the following non-inclusive and non-exhaustive list of activities that do **not** constitute transacting business in Tennessee:
 1. Maintaining, defending or settling any proceeding, claim or dispute;
 2. Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs;
 3. Maintaining bank accounts;
 4. Maintaining offices or agencies for the transfer, exchange and registration of the corporation’s own securities or appointing and maintaining trustees or depositories with respect to those securities;

5. Selling through independent contractors;
6. Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside Tennessee before they become contracts;
7. Creating or acquiring indebtedness, deeds of trusts, mortgages and security interests in real or personal property;
8. Securing or collecting debts or enforcing mortgages, deeds of trust, and security interests in property securing the debts;
9. Owning, without more, real or personal property (including, for a reasonable time, the management and rental of real property acquired in connection with enforcing a mortgage or deed of trust if the owner is attempting to liquidate the owner's investment and if no office or other agency, other than an independent agency, is maintained in Tennessee);
10. Conducting an isolated transaction that is completed within one month and that is not one in the course of repeated transactions of a like nature; or
11. Transacting business in interstate commerce.

- NOTE: In performing its ministerial filing duties, the Division of Business Services does not resolve or determine whether specific activities constitute "transacting business" under the Tennessee Business Corporation Act.
- Additional requirements apply to obtaining a certificate of authority for a foreign professional corporation. See TCA §48-101-625.

CORPORATE NAME

- A foreign corporation may obtain or maintain a certificate of authority to transact business in Tennessee under any of the following names:
 1. The corporate name of the foreign corporation, provided that the name complies with the provisions of TCA §48-14-101 (see page 8);
 2. An assumed corporate name which meets the requirements of TCA §48-14-101 (see page 8); or

3. The corporate name of the foreign corporation with the word “corporation,” “incorporated” or “company,” or the abbreviation “corp.,” “inc.” or “co.” added.
- A foreign corporation’s name must be distinguishable from any other name on file with the Division of Business Services. The name must be distinguishable from the names of existing Tennessee corporations, both for-profit and nonprofit, limited liability companies, limited partnerships, limited liability partnerships, assumed names and any name that has been reserved or registered for use in this State.
 - **NOTE: See important information concerning name distinguishability on pages 8-11.**
 - A preliminary check for name availability can be made by using the Business Name Availability database at our website (see page 1) or by telephoning the Division of Business Services at **615-741-2286**. This preliminary check is not a statutory requirement, does not guarantee that the name will be deemed distinguishable at the time of filing, and does not convey any rights to the use of the name.
 - An applicant corporation can request to use a name that is not distinguishable from the name used by an existing business under the following circumstances:
 1. The applicant corporation submits an application to use an indistinguishable name, accompanied by payment of an additional \$20 filing fee. The application must include a written consent that is executed by a person authorized to act for the existing business and indicates that the existing business (1) consents to the use of the name by the applicant corporation and (2) agrees to change its own name to a distinguishable name (or to terminate its existence / withdraw its certificate of authority) within 60 (sixty) days; or
 2. The applicant corporation submits a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant corporation’s right to use the name applied for in Tennessee.
 - A foreign corporation may use in this State the name (including the assumed corporate name) of another domestic or foreign corporation that is used in this state, if the other corporation is incorporated or authorized to transact business in this State and the foreign corporation has:

1. Merged with the other corporation;
 2. Been formed by reorganization of the other corporation; or
 3. Acquired all or substantially all of the assets, including the corporate name, of the other corporation.
- If a foreign corporation authorized to transact business in this State changes its corporate name to one that does not satisfy the requirements of TCA §48-14-101, it may not transact business in this State under the changed name until it adopts a name satisfying the requirements of TCA §48-14-101 and obtains an amended certificate of authority.

REGISTERED NAME

- A foreign corporation may register its corporate name, or an assumed corporate name under which it transacts business, if the name is distinguishable upon the records of the Division of Business Services.
- A foreign corporation registers its corporate name or assumed corporate name by filing with the Division of Business Services an application which:
 1. Sets forth its corporate name or assumed corporate name, the state or country and date of its incorporation, and a brief description of the nature of the business in which it is engaged; and
 2. Is accompanied by a certificate of existence (or a similar document) from the state or country of incorporation. **The certificate must bear a date of not more than one month prior to the date the application is filed in this State.**
- A registered corporate name or assumed corporate name is effective upon filing and remains effective until the end of the calendar year in which the registration occurs.
- A foreign corporation may renew an effective registration for successive years by filing a renewal application that complies with the requirements mentioned above for applying for a registered name. The renewal application must be filed between October 1 and December 31 of the preceding year and renews the registration for the following calendar year.

- A foreign corporation whose registration is effective may thereafter qualify as a foreign corporation under that name or consent in writing to the use of that name by a corporation subsequently incorporated in Tennessee or by another foreign corporation subsequently authorized to transact business in this State. Such registration terminates when the domestic corporation is incorporated or the foreign corporation qualifies or consents to the qualification of another foreign corporation under the registered name.
- The Division of Business Services provides form **#SS-4429** for an application for registration of a corporate name, and form **#SS-4430** for an application for renewal of registration of a corporate name. The filing fee for registering, transferring, canceling or renewing a corporate name is **\$20.00**.

ASSUMED NAMES - See page 12.

CERTIFICATE OF AUTHORITY

- A foreign corporation may apply for a certificate of authority to transact business in this State by filing with the Division of Business Services an application that sets forth:
 1. The name of the corporation and, if different, the name under which the certificate of authority is to be obtained;
 2. The state or country of incorporation;
 3. The date of incorporation (month, day, year);
 4. The period of duration if other than perpetual;
 5. The street address, including zip code, of its principal office;
 6. The street address, including zip code, of its registered office in Tennessee, the county in which the office is located, and the name of its registered agent at that office;
 7. The names and business addresses, including zip codes, of the current officers of the business;
 8. The names and business addresses, including zip codes, of the current members of the board of directors;

9. A statement that the corporation is for-profit;
 10. The delayed effective date/time, if the document is not to be effective upon filing with the Division of Business Services; and
 11. The signature of the applicant, the signer's name typed or printed, and the capacity of the signer.
- The application must be accompanied by an original certificate of existence (often referred to as a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country of incorporation. **This certificate may not be more than two months old when received by the Division of Business Services.**
 - **Additional requirements for professional corporations.** The application of a foreign professional corporation for a certificate of authority to render professional services in this State must also state its purpose to render a specified professional service, and include a statement that all of its shareholders, not less than ½ of its directors, and all of its officers other than its secretary and any assistant secretary and treasurer (if any) and any assistant treasurer, are qualified persons with respect to the corporation. Prior to rendering professional services in this State, a certified copy of the foreign corporation's charter may have to be filed with appropriate licensing authorities. See TCA §48-101-628.
 - An application for certificate of authority that has been marked "Filed" and stamped with the name and title of the Secretary of State constitutes the certificate of authority.
 - A certificate of authority authorizes the foreign corporation to transact business in this State, subject to the right of the State to revoke the certificate as provided under the Tennessee Business Corporation Act.
 - A foreign corporation with a valid certificate of authority has the same, but no greater rights and privileges as, and is subject to the same duties, restrictions, penalties and liabilities imposed on, a domestic corporation of like character.
 - The Division of Business Services provides form **#SS-4431** for filing an application for certificate of authority, and the filing fee is **\$600.00**.

AMENDED CERTIFICATE OF AUTHORITY

- A foreign corporation authorized to transact business in this State must obtain an amended certificate of authority from the Division of Business Services if it changes any of the following items:
 1. The corporate name;
 2. The period of the corporation's duration; or
 3. The state or country of the corporation's incorporation.
- The requirements for obtaining an original certificate of authority apply to obtaining an amended certificate (see previous section).
- An application for amended certificate of authority that has been marked "Filed" and stamped with the name and title of the Secretary of State constitutes the amended certificate of authority.
- The Division of Business Services provides form **#SS-4435** for filing an application for amended certificate of authority, and the filing is **\$20.00**.

REGISTERED OFFICE AND REGISTERED AGENT

- A foreign corporation authorized to transact business in this State must **continuously** maintain in this State both a registered office and a registered agent.
- The registered office may (but need not) be the same office as any of the corporation's places of business in this State.
- The registered agent may be:
 1. An individual who resides in this State and whose business office is identical with the registered office;
 2. A for-profit domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office; or
 3. A for-profit foreign corporation or nonprofit foreign corporation authorized to transact business or conduct affairs in this State whose business office is identical with the registered office.

- If a registered agent resigns or is unable to perform the registered agent's duties, the corporation must promptly designate another registered agent. Failure to maintain a registered agent is grounds for administrative revocation of the corporation's certificate authority.

Change of Registered Office or Agent, by Corporation - See page 18.

Change of Registered Office, by Registered Agent - See page 19.

Resignation of Registered Agent - See page 19.

WITHDRAWAL OF FOREIGN CORPORATION

- A foreign corporation authorized to transact business in this State may **not** withdraw from this State until it obtains a certificate of withdrawal from the Division of Business Services.
- A foreign corporation authorized to transact business in this State may apply for a certificate of withdrawal by filing with the Division of Business Services an application that sets forth:
 1. The name of the foreign corporation and the name of the state or country under whose law it is incorporated;
 2. A statement that it is not transacting business in this State and that it surrenders its authority to transact business in this State;
 3. A statement that it either continues its registered agent in this State or revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this State;
 4. If the authority of its registered agent is revoked and the Secretary of State is appointed as its agent for service of process, a mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State; and

5. A statement indicating a commitment to notify the Division of Business Services in the future of any change in its mailing address.
- The foreign corporation must provide any additional information in its application requested by the Commissioner of Revenue or the Division of Business Services in order to determine and assess any unpaid taxes and fees payable under the laws of this State.
 - Effective July 1, 1999, a tax clearance certificate from the Commissioner of Revenue need no longer accompany the certificate of withdrawal. Prior to the certificate of withdrawal being accepted for filing, the Division of Business Services will request electronic tax clearance verification from the Department of Revenue. If the Division of Business Services cannot obtain such clearance, the certificate of withdrawal will be rejected and returned to the applicant.
 - An application for certificate of withdrawal that has been marked “Filed” and stamped with the name and title of the Secretary of State constitutes the certificate of withdrawal.
 - The Division of Business Services provides form **#SS-4437** for filing an application for certificate of withdrawal, and the filing fee is **\$20.00**.

REVOCACTION OF CERTIFICATE OF AUTHORITY

- Revocation of a foreign corporation’s certificate of authority may occur for any of the following reasons:
 1. The foreign corporation does not deliver its properly completed annual report to the Division of Business Services within two months after it is due;
 2. The foreign corporation is without a registered agent or registered office in this State for two or more months;
 3. The foreign corporation fails to notify the Division of Business Services within two months that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued;
 4. The name of the foreign corporation contained in a document filed with the Division of Business Services fails to comply with the corporate name requirements mentioned on page 32;

5. An incorporator, director, officer, or agent of the foreign corporation signed a document knowing it was false in any material respect with intent that the document be delivered to the Division of Business Services for filing;
 6. The Division of Business Services receives a duly authenticated certificate from the Secretary of State or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated, stating that it has been dissolved or has disappeared as the result of a merger;
 7. The foreign corporation exceeds the authority conferred upon it by TCA Title 48, chapter 25; or
 8. The foreign corporation submits to the Division of Business Services a check, bank draft, money order or other such instrument, for payment of any fee and it is dishonored upon presentation for payment.
- If the Division of Business Services determines that one or more of the above-mentioned grounds (other than ground #6) exist, it serves written notice on the corporation by first class mail.
 - If revocation is based upon ground #6, then no notice to the foreign corporation is required, and a certificate of revocation may be issued without a two month waiting period.
 - If, within two months after service of the written notice, the foreign corporation does not correct each ground for revocation or demonstrate to the satisfaction of the Division of Business Services that each ground does not exist, the Division of Business Services administratively revokes the corporation's certificate of authority by issuing a certificate of revocation. The certificate recites the grounds for revocation and its effective date.
 - The certificate of dissolution is filed with the Division of Business Services, and is also served on the foreign corporation by first class mail.
 - The authority of a foreign corporation to transact business in this State ceases on the date shown on the certificate revoking its certificate of authority.
 - The administrative revocation of a foreign corporation's certificate of authority appoints the Secretary of State as the foreign corporation's agent for service of

process. However, revocation of a foreign corporation's certificate of authority does not terminate the authority of the corporation's registered agent of record.

- NOTE: A foreign corporation's certificate of authority may be revoked by the Commissioner of Revenue and/or the Commissioner of Employment Security for failure to file applicable reports and/or for nonpayment of applicable fees and taxes. See TCA §67-4-2016, §67-4-2116 and §50-7-404(k).
- A foreign professional corporation's certificate of authority may also be administratively revoked by the Secretary of State upon certification by the appropriate licensing authority of violations of the Tennessee Professional Corporation Act. See TCA §48-101-627.

REINSTATEMENT FOLLOWING ADMINISTRATIVE REVOCATION BY DIVISION OF BUSINESS SERVICES

- A foreign corporation whose certificate of authority has been administratively revoked by the Division of Business Services may apply for reinstatement at any time after the effective date of the revocation. The application for reinstatement must:
 1. Recite the name of the corporation at its date of revocation;
 2. State that the ground or grounds for revocation either did not exist or have been eliminated;
 3. State a corporate name that satisfies the requirements of TCA 48-14-101 (see page 8); and
- Effective July 1, 1999, a tax clearance certificate from the Commissioner of Revenue need no longer accompany the application for reinstatement following administrative revocation. Prior to the application being accepted for filing, the Division of Business Services will request electronic tax clearance verification from the Department of Revenue. If the Division of Business Services cannot obtain such clearance, the application will be rejected and returned to the applicant.
- The application for reinstatement must be accompanied by any outstanding (past due) annual reports (furnished by the Division of Business Services upon request).

- If the application for reinstatement contains the required information and the information is correct, the Division of Business Services will cancel the certificate of revocation, prepare a certificate of reinstatement that recites the Division's determination and the effective date of reinstatement, file the certificate, and also serve the certificate on the foreign corporation.
- If the corporate name in the application for reinstatement is different from the corporate name of the foreign corporation whose certificate of authority was administratively revoked, the application for reinstatement serves as an amendment to the certificate of authority insofar as it pertains to the new corporate name.
- A reinstatement relates back to and takes effect as of the effective date of the administrative revocation and the foreign corporation resumes carrying on its business as if the administrative revocation had never occurred.
- The Division of Business Services provides form **#SS-4439** for filing an application for reinstatement following administrative revocation.
- The fee for filing an application for reinstatement following administrative revocation is **\$70.00**. Other fees may also be applicable (for example, fees for filing any missing annual reports).
- If the Division of Business Services denies a corporation's application for reinstatement following administrative revocation, the Division will serve the foreign corporation with a written notice that explains the reason(s) for denial.
- The foreign corporation may appeal the denial of reinstatement to the Chancery Court of Davidson County within one month after service of the notice of denial. The foreign corporation appeals by petitioning the court to set aside the revocation and attaching to the petition a copy of the notice of denial.

REINSTATEMENT FOLLOWING ADMINISTRATIVE REVOCATION BY DEPARTMENT OF REVENUE

- A foreign corporation whose certificate of authority has been administratively revoked by the Commissioner of Revenue may be reinstated by complying with the reinstatement procedures of the Department of Revenue and thereafter by submitting to the Division of Business Services:

1. Completed outstanding (past due) annual reports (furnished by the Division of Business Services upon request); and
2. Payment of a \$70.00 reinstatement fee and any fees associated with the outstanding annual reports.

Thereafter, the Division of Business Services will reinstate the corporation as soon as the Division receives electronic tax clearance verification from the Department of Revenue.

- Alternatively, the Department of Revenue may issue to the Division of Business Services a clearance notification indicating that a foreign corporation is entitled to reinstatement under TCA §67-4-2016 or §67-4-2116. Upon receipt of such a notification, the Division may send a notice of reinstatement clearance to the corporation and any outstanding (past due) annual reports. The Division of Business Services will reinstate the corporation's certificate of authority upon completion of any outstanding annual reports and the payment of a \$70.00 reinstatement fee and any fees associated with the outstanding annual reports.

REINSTATEMENT FOLLOWING ADMINISTRATIVE REVOCATION BY DEPARTMENT OF EMPLOYMENT SECURITY

- A foreign corporation whose certificate of authority has been administratively revoked by the Commissioner of Employment Security may be reinstated by complying with the reinstatement procedures of the Department of Employment Security and thereafter by submitting to the Division of Business Services:
 1. A certificate from the Commissioner of Employment Security indicating that the corporation has satisfied the requirements for reinstatement of the certificate of authority;
 2. Completed outstanding (past due) annual reports (furnished by the Division of Business Services upon request); and
 3. Payment of a \$70.00 reinstatement fee and any fees associated with the outstanding annual reports.

Thereafter, the Division of Business Services will reinstate the corporation as soon as the Division receives electronic tax clearance verification from the Department of Revenue.

WITHDRAWAL FOLLOWING ADMINISTRATIVE REVOCATION

- If a foreign corporation whose certificate of authority has been administratively revoked wishes to withdraw from the State, it may do so without first being reinstated. Withdrawal is accomplished by filing with the Division of Business Services an application for certificate of withdrawal following administrative revocation of the certificate of authority setting forth:
 1. The name of the foreign corporation and the name of the state or country under whose law it is incorporated;
 2. A statement that it is not transacting business in this State and that it surrenders its authority to transact business in this State;
 3. A statement that it either continues its registered agent in this State or revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this State;
 4. If the authority of its registered agent is revoked and the Secretary of State is appointed as its agent for service of process, a mailing address to which the Secretary of State may mail a copy of any process service on the Secretary of State; and
 5. A statement indicating a commitment to notify the Division of Business Services in the future of any change in its mailing address.
- The foreign corporation must provide any additional information in its application requested by the Commissioner of Revenue or the Division of Business Services in order to determine and assess any unpaid taxes and fees payable under the laws of this State.
- Effective July 1, 1999, a tax clearance certificate from the Commissioner of Revenue need no longer accompany the application for certificate of withdrawal. Prior to the application being accepted for filing, the Division of Business Services will request electronic tax clearance verification from the Department of Revenue. If the Division of Business Services cannot obtain such clearance, the application will be rejected and returned to the applicant.

- An application for certificate of withdrawal that has been marked “Filed” and stamped with the name and title of the Secretary of State constitutes the certificate of withdrawal.
- The Division of Business Services provides form #SS-4436 for filing an application for certificate of withdrawal following administrative revocation, and the filing fee is **\$100.00**.

ANNUAL REPORTS

- Each corporation registered in Tennessee, regardless of whether domestic or foreign (except state and national banks), must file an “annual report” with the Division of Business Services **on or before the first day of the fourth month following the close of the corporation’s fiscal year**.
- **Each annual report form is customized with current information of record relating to the specific corporation to which the form applies. Annual report forms are not available as blank forms and must be filed on the preprinted forms provided by the Division of Business Services.**
- The Division of Business Services automatically prepares and mails the customized annual report form to each active corporation during the ending month of the corporation’s fiscal year (the FYC closing month).
- For businesses formed/qualified on an after July 12, 2001, the FYC closing month of record defaults to December if the FYC closing month is not otherwise designated at the time the formation/qualification documents are filed. The default FYC closing month for businesses formed/qualified prior to that date is the month in which the formation/qualification documents were filed.
- The fiscal year closing month designation can be changed by submitting a written request to the Division of Business Services to change the fiscal year closing. There is no fee for changing the fiscal year closing month.
- Please note, however, that if the FYC closing month change is made, the next annual report will be generated the next time that the new FYC closing month is reached on the calendar and will be due on or before the first day of the fourth month following the new FYC closing month *regardless of the prior*

annual report cycle. In addition, any outstanding annual report issued as a result of the prior FYC closing month of record remains due.

- Except as noted below, the information in the annual report must be current as of the date the annual report is executed on behalf of the corporation and must include:
 1. The name of the corporation and the state or country under whose laws it is incorporated;
 2. The street address, including zip code, of its registered office, the county in which the office is located and the name of its registered agent at that office (The address of the registered office must be a complete street address; a post office box number alone is not acceptable);
 3. The complete street address, including the zip code, of the corporation's principal office (The address of the principal office must be a complete street address; a post office box number alone is not acceptable);
 4. The names and business addresses, including the zip codes, of the corporation's principal officers (A domestic corporation must list at least a president and a secretary; these positions can be held by the same individual ONLY if the corporation has only one shareholder and the positions are held by that shareholder);
 5. The names and business addresses, including the zip codes, of the corporation's board of directors; and
 6. The corporation control number as assigned by the Division of Business Services.
- An outstanding (past due) annual report that is being filed for reinstatement purposes should reflect information that was current as of the close of the corporation's fiscal year to which the report applies.
- The filing fee for an annual report without changes to the registered agent information is **\$20.00**; any change to the registered agent information requires payment of an additional **\$20.00** fee (regardless of the number of registered agent changes).

Common Filing Rejection Reasons

- Avoiding the frequently encountered problems noted below will help ensure that an annual report can be timely filed with the Division of Business Services.
 1. The correct fee is not paid. The annual report fee is \$20, and an additional \$20 is required if any change is made concerning the registered agent/registered office.
 2. A president and secretary are not listed. If the business is a Tennessee corporation, the corporation must list at least a president and a secretary as officers. (If the corporation has only one shareholder, that shareholder may hold both required offices; in all other cases, these required offices must be held by different individuals.)
 3. The board of directors are not listed, the box indicating that the board is the same as the officers listed is not marked, or the box indicating that the corporation does not have directors is not marked.
 4. The annual report is not signed and/or dated, the signer's name is not printed or typed, and/or the signer's title is not given.
 5. The annual report is not typed or filled out in ink.
 6. The annual report is submitted after the corporation has been administratively dissolved. Submittal requires a reinstatement application together with an additional \$70.00 fee.
 7. The principal address or the registered agent address is changed to a post office box.

ARTICLES OF CORRECTION

- A domestic or foreign corporation may correct a document filed with the Division of Business Services if the document:
 1. Contains an incorrect statement; or
 2. Was defectively executed, attested, sealed, verified, or acknowledged.
- A document is corrected by preparing and filing with the Division of Business Services articles of correction which:
 1. Describe the document (including its filing date) or attach a copy of the document to the articles;
 2. Specify the incorrect statement and the reason it is incorrect or the manner in which the execution was defective; and
 3. Correct the incorrect statement or defective execution.
- Articles of correction are effective on the effective time and date of the document they correct except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, articles of correction are effective when filed.
- The filing fee for articles of correction is **\$20.00**.

CERTIFICATIONS

- Three types of certification service are provided by the Division of Business Services:
 - **Certificate of existence/authorization** - a document certifying:
 1. Whether the domestic corporation is duly incorporated under the laws of this State, the date of its incorporation,

and the period of its duration if less than perpetual, or whether the foreign corporation is authorized to conduct affairs in this State;

2. Whether all fees, taxes and penalties owed to this State which affect the existence or authorization of the domestic of foreign corporation have been paid (as reflected in the records of the Division of Business Services and the Tennessee Department of Revenue);
3. Whether the most recent corporation annual report as required by the Tennessee Business Corporation Act has been filed with the Division of Business Services;
4. Whether articles of dissolution have been filed; and
5. Whether articles of termination of corporate existence have been filed or whether an application for certificate of withdrawal has been filed.

Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the Division of Business Services may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in this State and is in good standing.

- **Certificate of fact** - A document certifying filing facts concerning mergers and name changes.

Mergers. A certificate of fact lists only recorded information in the Division's files relating to the names of the corporations merged, the name of the surviving corporation, and the date the merger was filed with the Division. The Division cannot interpret merger documents so as to certify other information that may be contained in such documents, such as the effective date of the merger.

Name changes. A certificate of fact lists only recorded information in the Division's files relating to the name of the corporation prior to the name change, the name of the corporation after the name change, and the date the name change was filed with the Division. The Division cannot

interpret name change documents so as to certify other information that may be contained in such documents, such as the effective date of the name change.

- **Certified copy** - A certificate attached or certification affixed to a copy of a document so as to indicate that the copy is a true and exact copy of a document on file with the Division of Business Services. The certification includes the Secretary of State's signature, or a facsimile thereof, and the Seal of the State of Tennessee. **Such a certification is conclusive evidence that the original document is on file with the Secretary of State, as provided in TCA §48-11-308.**
- Requests for certification services must be in person or by mail; telephone and/or FAX requests cannot be accepted by the Division of Business Services.
- Certification services can be requested by submitting form **#SS-4238**, an application for certificate of existence/authorization, or form **#SS-4161**, a document copy request (including request for certificate of fact).
- The certification service fee is **\$20.00** per corporation, regardless of the number of documents or pages certified. The fee must be paid at the time certification services are requested.

FREQUENTLY ASKED QUESTIONS

DO YOU HAVE TO USE AN ATTORNEY TO INCORPORATE?

The statutes do not require the use of an attorney to incorporate; however, the use of a professional may be advisable.

WHAT IS A CHARTER?

The charter is the document filed to become incorporated. It is composed of the articles of incorporation that set forth certain minimum information about the corporation that is required by law.

WHAT IS AN ASSUMED NAME?

An assumed name, also known as a DBA (doing business as) or fictitious name, is a name other than the true corporate name under which the corporation conducts business.

WHAT ARE AUTHORIZED SHARES?

Authorized shares are the number of shares that the charter allows the corporation to issue. If there is more than one class of shares, there must be a prescribed number for each class and the limitations of each class must be specified.

WHAT IS THE DIFFERENCE BETWEEN ISSUED AND AUTHORIZED SHARES?

Authorized shares are the total number of shares that the board of directors may issue. Issued shares are the shares that have been distributed to shareholder(s).

WHAT IS THE BOARD OF DIRECTORS?

The board of directors is the group of people that direct and oversee the business activities of the corporation. The board hires officers to conduct the day to day operation of the corporation. In the case of small, tightly held corporations, the board of directors and the officers may serve in both capacities.

WHAT ARE BYLAWS?

Bylaws are the code or rules by which the corporation is run, and explain the conditions and limitations that the corporation must follow in conducting its business.

WHAT IS AN “S” CORPORATION?

The Federal Internal Revenue Service (IRS) makes the determination as to how a corporation will be taxed. Many small, tightly held corporations want the tax advantages of a partnership but want the liability protection of a corporation. A corporation may apply for “S” status under subchapter “S” of the IRS code, resulting in the corporation’s profits and losses being passed to the corporation’s shareholders as individuals.

WHAT IS A CERTIFICATE OF EXISTENCE?

The certificate of existence, in some jurisdictions called the certificate of incorporation or the certificate of good standing, is a document issued by the state or country of incorporation that certifies that a corporation is active and has met the filing requirements for that jurisdiction.

WHAT IS AN INCORPORATOR?

The incorporator is the person that files the charter of the corporation. The incorporator must be of legal age to enter into contracts. Once the articles of incorporation are filed, the incorporator’s function is complete.

HOW MANY SHARES OF STOCK AND STOCKHOLDERS ARE REQUIRED?

One share of stock and one shareholder are the minimum requirements. There is no limit on the maximum number of shares or shareholders.

WHAT IS A REGISTERED AGENT?

A corporation transacting business in Tennessee is required to have a person or legal entity located in this State designated to receive documents on its behalf, and this function is served by the registered agent. The registered agent’s name and street address in Tennessee must be on file with the Division of Business Services at all times.

WHAT IS AN ANNUAL MEETING?

Each corporation in accordance with its bylaws must hold an annual meeting of its shareholders. The time of the meeting may be stated in or fixed in accordance with the bylaws. The meetings are intended for the corporate directors and officers to inform the shareholders of the status of their investment.

WHAT IS THE FEWEST NUMBER OF PEOPLE NEEDED TO INCORPORATE?

It takes only one person to act as the incorporator when a corporation is formed. However, each domestic corporation is required to have a president and a secretary; these required positions must be held by different individuals unless the corporation has only one shareholder and that one shareholder holds these offices. Every other position, such as director, may be held by one person.

DOES A CORPORATION NEED A CERTAIN AMOUNT OF CAPITAL TO INCORPORATE?

Tennessee does not set a minimum amount of capital to incorporate.

DO I HAVE TO BE INCORPORATED TO OPEN A BUSINESS BANK ACCOUNT?

A person can conduct business as a sole proprietorship or a partnership without being incorporated, and can have bank accounts in the unincorporated business name.

DOES THE CORPORATION HAVE TO BE RECORDED ANYWHERE ELSE?

Once the charter has been filed with the Division of Business Services, the charter has to be filed with the Register of Deeds in the county in which the corporation has its principal office. Charter amendments, restated charters and certain other documents must also be filed with the Register of Deeds. Articles of merger or share exchange must be filed with the Register of Deeds in the county in which the new or surviving corporation has its principal office.

GLOSSARY

ANNUAL REPORT - A form provided by the Division of Business Services through which each domestic and foreign corporation annually provides or updates certain information required by the laws of Tennessee.

APPLICATION FOR CERTIFICATE OF AUTHORITY - A document that must be filed by a foreign corporation before the corporation may legally transact business in Tennessee.

ARTICLES OF DISSOLUTION - A document filed to begin the process of terminating a corporation's existence.

ARTICLES OF DISSOLUTION AND TERMINATION BY INITIAL DIRECTORS - A document filed by the initial directors of a corporation to terminate its existence before the corporation has issued shares or commenced business.

ARTICLES OF TERMINATION - A document that terminates a domestic corporation's existence following the filing of articles of dissolution.

ASSUMED NAME - The name, other than the actual corporation name, under which a corporation does business.

CERTIFIED COPIES - Copies certified by the Secretary of State to be true and exact copies of documents on file with the Division of Business Services.

CHARTER - A document that is used to incorporate a business and which sets out essential initial information about the corporation. A charter also includes amended and restated charters and articles of merger.

DIVISION OF BUSINESS SERVICES - The division of the Tennessee Department of State that is responsible for executing the duties and functions of the Secretary of State relative to corporate filings in Tennessee.

DOMESTIC - A corporation chartered in the State of Tennessee.

FOREIGN - A corporation chartered in a state or country other than Tennessee.

INCORPORATOR - The person or persons who act to incorporate a business by filing the corporate charter.

NAME RESERVATION - The act of securing the use of a name before the formation or registration of a corporation.

PRINCIPAL OFFICE - The street address of the corporation's main executive office.

PROFESSIONAL CORPORATION - A corporation formed to conduct exclusively the activities of a profession licensed by the State of Tennessee.

QUALIFICATION DATE - The date a foreign corporation obtains a certificate of authority to transact business in Tennessee.

REGISTERED AGENT - A person or legal entity in Tennessee that is designated to accept service of process for a corporation.

REGISTERED NAME - A corporate name secured by a foreign corporation before it obtains its certificate of authority.

REGISTERED OFFICE - The street address in Tennessee of the registered agent for service of process.

REINSTATEMENT - The act of becoming an active corporation after being administratively dissolved or revoked by the Division of Business Services, or administratively revoked by the Tennessee Department of Revenue or the Tennessee Department of Employment Security.

SHARE - The unit into which the proprietary interests in a corporation are divided.

SHAREHOLDER - The person in whose name shares are registered in the records of a corporation or the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with a corporation.

TAX CLEARANCE - A certificate or notification from the Department of Revenue (or Department of Employment Security) indicating that the corporation has properly filed all reports and paid all taxes and penalties required by the revenue (or employment security) laws of this State.

DEPARTMENT OF STATE
Division of Business Services
Business Forms Index

FORMS FOR FOR-PROFIT CORPORATIONS (arranged by Form #)

Forms are available on our Internet website (<http://www.state.tn.us/sos/>), by contacting our office at 615-741-2286, or in person on the 6th floor of the William R. Snodgrass Tower, 312 Eighth Avenue North, Nashville, Tennessee.

Form #	Name
SS-4238.....	Application for Certificate of Existence/Authorization(Good Standing)
SS-4255.....	Written Consent to Dissolution
SS-4256.....	Written Consent to Termination
SS-4402.....	Application for Registration of Assumed Name
SS-4403.....	Application for Change of Assumed Name
SS-4405.....	Application for Cancellation of Assumed Name
SS-4406.....	Application for Cancellation/Transfer of Reservation of Name
SS-4410.....	Articles of Dissolution
SS-4412.....	Articles of Termination of Corporate Existence
SS-4414.....	Articles of Termination Following Administrative Dissolution/Revocation
SS-4417.....	Charter
SS-4420.....	Resignation of Registered Agent
SS-4421.....	Articles of Amendment to the Charter
SS-4423.....	Articles of Dissolution and Termination by Incorporators or Directors
SS-4427.....	Change of Registered Agent/Office (By Corporation)
SS-4428.....	Application for Reservation of Name
SS-4429.....	Application for Registration of Name
SS-4430.....	Application for Renewal of Registration of Name
SS-4431.....	Application for Certificate of Authority
SS-4433.....	Change of Registered Office (By Agent)
SS-4435.....	Application for Amended Certificate of Authority
SS-4436.....	Application for Certificate of Withdrawal Following Admin. Revocation
SS-4437.....	Application for Certificate of Withdrawal
SS-4438.....	Articles of Correction
SS-4439.....	Application for Reinstatement Following Admin. Dissolution/Revocation
SS-4461.....	Request for Copy of Documents
SS-4481.....	Application for Renewal of Registration of Assumed Name

DEPARTMENT OF STATE
Division of Business Services
 Business Forms Index

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<u>Name</u>	<u>Form#</u>
Application for Amended Certificate of Authority	SS-4435
Application for Cancellation of Assumed Name	SS-4405
Application for Cancellation/Transfer of Reservation of Name	SS-4406
Application for Certificate of Authority	SS-4431
Application for Certificate of Existence/Authorization(Good Standing)	SS-4238
Application for Certificate of Withdrawal	SS-4437
Application for Certificate of Withdrawal Following Admin. Revocation	SS-4436
Application for Change of Assumed Name	SS-4403
Application for Registration of Assumed Name	SS-4402
Application for Registration of Name.....	SS-4429
Application for Reinstatement Following Admin. Dissolution/Revocation	SS-4439
Application for Renewal of Registration of Assumed Name.....	SS-4481
Application for Renewal of Registration of Name	SS-4430
Application for Reservation of Name	SS-4428
Articles of Amendment to the Charter	SS-4421
Articles of Correction	SS-4438
Articles of Dissolution	SS-4410
Articles of Dissolution and Termination by Incorporators or Directors	SS-4423
Articles of Termination Following Administrative Dissolution/Revocation.....	SS-4414
Articles of Termination of Corporate Existence	SS-4412
Change of Registered Agent/Office (By Corporation)	SS-4427
Change of Registered Office (By Agent).....	SS-4433
Charter	SS-4417
Request for Copy of Documents	SS-4461
Resignation of Registered Agent	SS-4420
Written Consent to Dissolution.....	SS-4255
Written Consent to Termination	SS-4256



**TENNESSEE DEPARTMENT OF STATE
DIVISION OF BUSINESS SERVICES**

Fee Schedule for Corporations

Document	
Charter	\$100
Application for use of indistinguishable name	\$20
Application for, or transfer or cancellation of, reserved name	\$20
Application for, or renewal of, registered name	\$20
Application for, or change, cancellation or renewal of, assumed name	\$20
Business' statement of change of registered agent or registered office, or both	\$20
Agent's statement of change of registered office (mass change: \$5/business; minimum \$20 fee)	\$20
Agent's statement of resignation	\$20
Amendment to Charter	\$20
Restated or Amended & Restated Charter	\$20
Articles of merger or share exchange	\$100
Statement of abandonment of merger	\$20
Articles of dissolution & termination by organizers	\$20
Articles of dissolution	\$20
Articles of revocation of dissolution	\$20
Articles of termination	\$20
Application for reinstatement following administrative dissolution or revocation	\$70
Articles of termination following administrative dissolution or revocation	\$100
Application for certificate of authority (includes designation of initial registered office and agent)	\$600
Application for amended certificate of authority	\$20
Application for certificate of withdrawal	\$20
Application for certificate of withdrawal following administrative revocation	\$100
Annual report (NOTE: Additional \$20 fee required for any changes to registered agent/registered office)	\$20
Articles of correction	\$20
Application for certificate of existence or authorization (good standing)	\$20
Copies of documents on file	\$20
Any other document required or permitted to be filed with the Secretary of State	\$20