

FOREIGN CORPORATION REGISTER TO TRANSACT BUSINESS IN CALIFORNIA

2105. (a) A foreign corporation shall not transact intrastate business without having first obtained from the Secretary of State a certificate of qualification. To obtain that certificate it shall file, on a form prescribed by the Secretary of State, a statement and designation signed by a corporate officer stating:

- (1) Its name and the state or place of its incorporation or organization.
- (2) The address of its principal executive office.
- (3) The address of its principal office within this state, if any.

(4) The name of an agent upon whom process directed to the corporation may be served within this state. The designation shall comply with the provisions of subdivision (b) of Section 1502.

(5) (A) Its irrevocable consent to service of process directed to it upon the agent designated and to service of process on the Secretary of State if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

(B) Consent under this paragraph extends to service of process directed to the foreign corporation's agent in California for a search warrant issued pursuant to Section 1524.2 of the Penal Code, or for any other validly issued and properly served search warrant, for records or documents that are in the possession of the foreign corporation and are located inside or outside of this state. This subparagraph shall apply to a foreign corporation that is a party or a nonparty to the matter for which the search warrant is sought. For purposes of this subparagraph, "properly served" means delivered by hand, or in a manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, or facsimile to a person or entity listed in Section 2110 of the Corporations Code.

(6) If it is a corporation which will be subject to the Insurance Code as an insurer, it shall so state that fact.

(b) Annexed to that statement and designation shall be a certificate by an authorized public official of the state or place of incorporation of the corporation to the effect that the corporation is an existing corporation in good standing in that state or place or, in the case of an association, an officers' certificate stating that it is a validly organized and existing business association under the laws of a specified foreign jurisdiction.

(c) Before it may be designated by any foreign corporation as its agent for service of process, any corporate agent must comply with Section 1505.

2106. (a) Subject to the provisions of subdivision (b), upon payment of the fees required by law the Secretary of State shall file the statement and designation prescribed in Section 2105 and shall issue to the corporation a certificate of qualification stating the date of filing of said statement and designation and that the corporation is qualified to transact intrastate business, subject, however, to any licensing requirements otherwise imposed by the laws

of this state.

(b) No foreign corporation having a name which would not be available pursuant to subdivision (b) of Section 201 to a new corporation organized under this division shall transact intrastate business in this state or qualify to do so under this chapter or file an amended statement and designation containing such name unless either: (1) it obtains and files an order from a court of competent jurisdiction permanently enjoining the other corporation having a conflicting name from doing business in this state under that name; or (2) the Secretary of State finds, upon proof by affidavit or otherwise as the Secretary of State may determine, that the business to be conducted in this state by the foreign corporation is not the same as or similar to the business being conducted by the corporation (or to be conducted by the proposed corporation) with whose name it may conflict and that the public is not likely to be deceived, and the foreign corporation agrees that it will transact business in this state under an assumed name disclosed to the Secretary of State and that it will use such assumed name in all of its dealings with the Secretary of State and in the conduct of its affairs in this state. Such assumed name may be its name with the addition of some distinguishing word or words acceptable to the Secretary of State or a name available for the name of a domestic corporation pursuant to subdivision (b) of Section 201. A corporation which has made such an agreement with the Secretary of State shall not do business in this state except under the name agreed upon, so long as the agreement remains in effect.

This subdivision shall not apply to any corporation which is subject to the Insurance Code as an insurer unless the insurer has first obtained from the Insurance Commissioner a certificate approving the assumed name.

2106.5. The Secretary of State shall not file any statement and designation pursuant to Section 2106 or any amended statement and designation pursuant to Section 2107, where it appears that the business is that of an insurer subject to the Insurance Code unless a certificate of the Insurance Commissioner approving the corporate name is attached thereto.

2107. (a) If any foreign corporation (but not a foreign association) qualified to transact intrastate business shall change its name or make a change affecting an assumed name under Section 2106, it shall file, on a form prescribed by the Secretary of State, an amended statement signed by a corporate officer setting forth the change made. The amended statement shall set forth the name relinquished as well as the new name assumed and there shall be annexed to the amended statement a certificate of an authorized public official of its state or place of incorporation that the change of name was made in accordance with the laws of that state or place. Upon the filing of the amended statement, the Secretary of State shall issue a new certificate of qualification.

(b) If any foreign association qualified to transact intrastate business shall change its name, the address of its principal office in this state, the address of its principal executive office or its

agent for the service of process, or if the stated address of any natural person designated as agent is changed, it shall file, on a form prescribed by the Secretary of State, an amended statement and designation signed by an officer setting forth the change or changes made. In the case of a change of name, the amended statement and designation shall set forth the name relinquished as well as the new name assumed and there shall be annexed to the amended statement and designation an officer's certificate stating that such change of name was made in accordance with its declaration of trust. If the change includes a change of name, or a change affecting an assumed name pursuant to Section 2106, upon the filing of the amended statement, the Secretary of State shall issue a new certificate of qualification.

(c) If the change includes a change of name of an insurer subject to the Insurance Code, the form shall include a statement that the corporation is such an insurer if it does not already so appear.

(d) If a foreign corporation qualified to transact business in this state shall change the address of its principal office in this state, the address of its principal executive office, or its agent for the service of process, or if the stated address of any natural person designated as agent is changed, the filing of a statement pursuant to Section 2117 shall supersede the statement and designation with respect thereto.

2110. Delivery by hand of a copy of any process against a foreign corporation (a) to any officer of the corporation or its general manager in this state, or if the corporation is a bank to a cashier or an assistant cashier, (b) to any natural person designated by it as agent for the service of process, or (c), if the corporation has designated a corporate agent, to any person named in the latest certificate of the corporate agent filed pursuant to Section 1505 shall constitute valid service on the corporation. A copy of the statement and designation, or a copy of the latest statement filed pursuant to Section 2117, certified by the Secretary of State, is sufficient evidence of the appointment of an agent for the service of process.