

# Corporation compliance smart chart

## Activities by foreign corporations that do not constitute doing business under state corporation laws

from CT Corporation

A corporation often conducts business activities in states other than its state of incorporation. If those activities constitute “doing” or “transacting” business in those “foreign” states, the corporation must qualify to do business there. This generally requires filing an application for certificate of authority with the state’s corporation filing office. The corporation also must appoint and continually maintain a registered agent and registered office in the foreign state.

The state corporation statutes generally do not list activities that constitute doing business such that a corporation must qualify. Instead, they list activities that do not constitute doing business. The chart below lists certain activities that are commonly included in those statutory lists of activities that do not constitute doing business. A circle indicates that the state corporation statute does include that activity.

Activity that does not constitute doing business	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	
Maintaining, defending, or settling any proceeding		●	●	●	●	●	●		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	
Holding director/shareholder meetings; Carrying on activities concerning internal corporate affairs		●	●	●	●	●	●		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	
Maintaining bank accounts		●	●	●	●	●	●		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	
Maintaining an office/agency for transfer, exchange, and registration of corporation’s securities		●	●	●	●	●	●		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	
Appointing and maintaining a trustee or depository for the securities of the corporation		●		●	●	●	●		●	●	●	●	●	●	●	●	●	●	●	●	●		●	●	●	
Sales made through independent contractors		●	●	●	●	●	●		●	●	●	●	●	●	●	●	●	●	●	●		●	●		●	
Soliciting orders/business that require acceptance outside state before becoming binding contracts		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●		●	●		●
Creating or acquiring indebtedness, mortgages, and security interests		●	●	●	●	●	●	●	●	●	●	●	●		●	●	●	●	●	●	●		●	●	●	
Securing or collecting debts, or enforcing rights in property securing debts		●	●	●		●	●	●	●	●	●	●	●		●	●	●	●	●	●			●	●	●	
Owning (without more) real or personal property			●	●		●	●			●	●	●	●	●	●	●	●	●	●	●			●		●	
Conducting isolated transactions		●	●	●	●	●	●		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	
Conducting business in interstate commerce		●	●	●		●	●	●	●	●	●	●	●		●	●	●	●	●	●	●	●	●		●	
Other activities that do not constitute transacting business	●		●		●			●		●	●			●						●				●		

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Activity that does not constitute doing business	MO	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	
Maintaining, defending, or settling any proceeding	●	●	●	●	●	●	●	●	●	●			●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Holding director/shareholder meetings; Carrying on activities concerning internal corporate affairs	●	●	●	●	●	●	●	●	●	●			●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Maintaining bank accounts	●	●	●	●	●	●	●	●	●	●			●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Maintaining an office/agency for transfer, exchange, and registration of corporation's securities	●	●	●	●	●	●	●	●	●	●			●	●	●	●	●	●	●	●	●	●	●			●	●
Appointing and maintaining a trustee or depository for the securities of the corporation	●	●	●	●	●	●	●	●	●	●			●	●	●	●	●	●	●	●	●	●	●			●	●
Sales made through independent contractors		●	●	●	●		●		●	●			●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Soliciting orders/business that require acceptance outside state before becoming binding contracts		●	●	●	●		●		●	●		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Creating or acquiring indebtedness, mortgages, and security interests	●	●	●	●	●		●		●	●		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Securing or collecting debts, or enforcing rights in property securing debts	●	●	●	●	●		●		●	●		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Owning (without more) real or personal property			●	●	●				●				●	●		●	●	●	●	●	●	●	●	●	●	●	●
Conducting isolated transactions	●	●	●	●	●		●		●	●			●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Conducting business in interstate commerce	●	●	●	●	●		●		●		●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●	●
Other activities that do not constitute transacting business		●	●	●			●					●			●	●			●			●	●	●		●	

Call 855.316.8948 or visit [wolterskluwer.com/en/solutions/ct-corporation](https://www.wolterskluwer.com/en/solutions/ct-corporation) for expert assistance in getting and staying compliant.

Note that this chart provides general information only and the specific state corporation statute should be consulted for specific language and information.

This chart is not intended as legal advice and is accurate as of the publication date.