

## CHECKLIST FOR ENTITY REGISTRATION WITH THE SECRETARY OF STATE

A DOMESTIC CORPORATION IS A BUSINESS THAT IS INCORPORATED IN THE STATE OF SOUTH CAROLINA. ALL BUSINESSES INCORPORATED IN OTHER STATES OR COUNTRIES ARE CONSIDERED A FOREIGN CORPORATION.

THE REGISTRATION AND CORRESPONDING WORKFLOW ARE NOT INTENDED TO BE A SUBSTITUTE FOR OR REPLACE THE ADVICE OF LEGAL COUNSEL. YOU MAY WISH TO CONSULT AN ATTORNEY TO DISCUSS THE LEGAL IMPLICATIONS OF YOUR CHOICE OF ENTITY AND THE FILING ITSELF.

THE SECRETARY OF STATE IS NOW REQUIRING ALL ATTACHMENTS (SIGNATURE SHEET AND FOR FOREIGN BUSINESSES, THE CERTIFICATE OF EXISTENCE) TO BE SCANNED AND ATTACHED TO THE APPLICATION. UNTIL THE SECRETARY OF STATE APPROVES THE REGISTRATION, NO CREDIT/DEBIT CARD OR ELECTRONIC FUNDS WITHDRAWAL WILL BE PROCESSED.

# TABLE OF CONTENTS

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<a href="#"><u>CHECKLIST FOR ENTITY REGISTRATION WITH THE SECRETARY OF STATE</u></a> .....	1
Domestic Corporations .....	2
Professional Corporation .....	3
Foreign Corporation.....	5
Statutory Closed Corporation .....	6
Nonprofit Corporation .....	8
Domestic LLC.....	10
Limited Partnership.....	12
Limited Liability Partnership .....	13
Quick Start.....	14

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\*Information regarding registering foreign entities is also provided in the corresponding section

If you are registering a business that is to be incorporated in South Carolina, you will need the following information for your registration:

### **Domestic Corporations**

- Type of business – Corporation
- Residency of business – Domestic (SC)
- Unique name of corporation – a query is performed against the registration database at the Secretary of State's office to determine availability. For domestic businesses, if the name is unavailable, you can enter another
- Name and address of registered agent in South Carolina
- Type and number of shares authorized (common, preferred, etc.). In some cases the number of shares issued and outstanding
- Series (If applicable: A, B, etc.) for each type of shares and possibly share restrictions
- Optional provisions of the Articles of Incorporation, which needs to be scanned and uploaded back to SCBOS
- Incorporator's name, and address – it is the incorporators that sign and deliver the registration to the Secretary of State
- Attorney's name, phone number, and address in South Carolina
- Signatures of attorney and incorporators on the Signature Form, which can be printed from SCBOS, scanned and uploaded back to SCBOS

### **CL-1 Specific**

- Officer's Name and address
- Federal Employer Identification Number (FEIN number)
- Industry Classification (NAICS Code) – tables are provided
- Business phone number, mailing address for tax correspondence
- Month tax year ends

### **Checkout**

- Account Number and routing number (for electronic check payments – Electronic Funds Withdrawal) or credit/debit account number (for credit/debit card payments) and other applicable payment information

**Note:** SCBOS generates a signature package for the attorney. An attorney must sign the signature sheet.

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### Professional Corporation

- Residency of business – Domestic (SC) or Foreign (outside of SC)
- Verification that all the shareholders, half the directors, and all officers are qualified to practice the professional services engaged in by the corporation
- Unique name of corporation – a query is performed against the registration database at the Secretary of State's office to determine availability. For domestic businesses, if the name is unavailable, you can enter another
- Fictitious name of corporation if the corporation's name is not unique in South Carolina (foreign only)
- Do you need Certificate of Authority in SC, i.e., need to register with the Secretary of State's office or have presence in SC (foreign only)
- Name of state or country under which it was incorporated, date of incorporation, and period of duration (foreign only)
- Principal (executive) office address and corresponding phone number for foreign corporation (usually, an out-of-state location) (foreign only)
- Whether or not the corporation is also a statutory close corporation pursuant to Chapter 18, Title 33 of the 1976 South Carolina Code of Laws (domestic only)
- Professional Corporation's purpose
- Name and address of registered agent in South Carolina
- Type and number of shares authorized (common, preferred, etc.). In some cases the number of shares issued and outstanding.
- Series (if applicable, such as A, B, etc.) for each type of shares and possibly share restrictions
- Delayed Effective Date (if applicable)

- The corporation's directors, members of the governing body of the corporation. (if the corporation has no directors, the persons who are exercising the statutory authority of the directors on behalf of the corporation), and address (foreign only)*
- Optional provisions of the Articles of Incorporation, which can scanned and uploaded to SCBOS (domestic only)
- Incorporator's name and address – it is the incorporators that sign and delivery the registration to the Secretary of State (domestic only)
- Attorney's name, phone number, and address in South Carolina (domestic only)
- Principal corporate officer's name and address – CEO, CFO, Secretary (foreign only)
- Signatures of attorney and at least one incorporator on the Signature Form, which can be printed, scanned and uploaded back to SCBOS (Domestic only)
- Signature of an officer on the Signature Form, which can be printed from SCBOS, scanned and uploaded back to SCBOS. A certificate of existence from the state of incorporation that is no older than 30 days is also required (foreign only)
- The Certificate of Existence, sometimes known as Certificate of Good Standing or Certificate of Authorization, is used as evidence by the South Carolina Secretary of State's office that the business is currently registered in another state or country (foreign only). This explains why the Certificate submitted to the South Carolina Secretary of State can be no older than 30 days.

The Certificate referred to above is obtained from the foreign state's Secretary of State or equivalent in the state or country of original registration. There is often a cost associated with obtaining a Certificate of Existence that is older than 30 days.

#### CL-1

- Officer's name and address
- Federal Employer Identification Number (FEIN number)
- Industry Classification (NAICS Code) – tables are provided
- Business phone number, mailing address, records address for tax correspondence
- Month tax year ends

#### Checkout

- Account Number and routing number (for electronic check payments – Electronic Funds Withdrawal) or credit/debit account number (for credit/debit card payments) and other applicable payment information

**Note:** SCBOS generates a signature package for the attorney. An attorney must sign the signature sheet (domestic only).

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## Foreign Corporation

You will need the following information to apply for a Certificate of Authority in South Carolina:

- Type of business – Corporation
- Residency of business – Foreign (registered outside of SC)
- Name of foreign corporation – a query is performed against the registration database at the Secretary of State's office to determine availability
- Fictitious name of corporation if the corporation's name is not unique in South Carolina
- Do you need Certificate of Authority in SC, i.e., need to register with the Secretary of State's office or have presence in SC
- Name of state or country under which it was incorporated, date of incorporation, and period of duration
- Principal (executive) office address and corresponding phone number for foreign corporation (usually, an out-of-state location)
- Name and address of the registered agent in South Carolina
- Type and number of shares authorized (common, preferred, etc.)
- Series (If applicable: A, B, etc.) for each type of shares and possibly share restrictions
- Name, and address of the corporation's directors
- Name, and address of the principal officers (CEO, CFO, Secretary)
- Signature of an officer on the Signature Form, which can be printed from SCBOS, scanned and uploaded back to SCBOS. A certificate of existence from the state of incorporation that is no older than 30 days is also required.

- The Certificate of Existence, sometimes known as Certificate of Good Standing or Certificate of Authorization, is used as evidence by the South Carolina Secretary of State's office that the business is currently registered in another state or country. This explains why the Certificate submitted to the South Carolina Secretary of State can be no older than 30 days.

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#### CL-1 Specific

- Corporate officer's name and address
- Federal Employer Identification Number (FEIN number)
- Industry Classification (NAICS Code) – tables are provided
- Business phone number, mailing address for tax correspondence
- Month tax year ends

#### Checkout

- Account Number and routing number (for electronic check payments – Electronic Funds Withdrawal) or credit/debit account number (for credit/debit card payments) and other applicable payment information

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#### Statutory Closed Corporation

- Residency of business – Domestic (SC) or Foreign (outside of SC)
- Unique name of corporation – a query is performed against the registration database at the Secretary of State's office to determine availability. For domestic businesses, if the name is unavailable, you can enter another
- Fictitious name of corporation if the corporation's name is not unique in South Carolina (foreign only)
- Do you need Certificate of Authority in SC, i.e., need to register with the Secretary of State's office or have presence in SC (foreign only)
- State or country of incorporation, date of incorporation, and period of duration (foreign only)

- Principal office address and corresponding phone number that is usually outside of SC (foreign only)
- Name and address of registered agent in South Carolina
- Type and number of shares authorized (common, preferred, etc.) In some cases the number of shares issued and outstanding.
- Delayed effective date (domestic only)
- Series (if applicable, such as A, B, etc.) for each type of shares and possibly share restrictions
- The corporation's directors, members of the governing body of the corporation. (if the corporation has no directors, the persons who are exercising the statutory authority of the directors on behalf of the corporation), SSN and address (foreign only)
- Transfer shares of stock in variance with statutory format in Sections 33-18-110 through 33-18-130 (domestic only)
- Will the corporation have a board of directors (see Section 33-18-210 of the 1976 South Carolina Code of Laws, as amended) (domestic only)
- Whether or not the corporation elected to have the provisions of Sections 33-18-140 through 33-18-170 of the 1976 South Carolina Code of Laws apply which give the estate of a deceased shareholder the right to compel the corporation to purchase the deceased shareholders shares. Specify any variations in the Statutory Format (domestic only)
- Optional provisions of the Articles of Incorporation, which can be scanned and uploaded to SCBOS (domestic only)
- Incorporator's name and address – it is the incorporators that sign and delivery the registration to the Secretary of State (domestic only)
- Attorney's name, phone number, and address in South Carolina (domestic only)
- Principal corporate officer's name and address – CEO, CFO, Secretary (foreign only)
- Signature of Attorney and at least one Incorporator on the Signature Form, which can be printed from SCBOS, scanned and sent back to SCBOS (domestic only)
- Signature of an officer on the Signature Form, which can be printed from SCBOS, scanned and uploaded to SCBOS. A certificate of existence from the state of incorporation that is no older than 30 days is also required (foreign only)

- The Certificate of Existence, sometimes known as Certificate of Good Standing or Certificate of Authorization, is used as evidence by the South Carolina Secretary of State's office that the business is currently registered in another state or country (foreign only). This explains why the Certificate submitted to the South Carolina Secretary of State can be no older than 30 days.

The Certificate referred to above is obtained from the foreign state's Secretary of State or equivalent in the state or country of original registration. There is often a cost associated with obtaining a Certificate of Existence that is older than 30 days.

#### CL-1

- Officers' name and address
- Federal Employer Identification Number (FEIN number)
- Industry Classification (NAICS Code) – tables are provided
- Physical address, mailing address, and records address for tax correspondence
- Month tax year ends and business phone number

#### Checkout

- Account Number and routing number (for electronic check payments – Electronic Funds Withdrawal) or credit/debit account number (for credit/debit card payments) and other applicable payment information

Note: SCBOS generates a signature package for the attorney. An attorney must sign the signature sheet (domestic only).

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#### Nonprofit Corporation

- Residency of business – Domestic (SC) or Foreign (outside of SC)
- Unique name of corporation
- Fictitious name of corporation if the corporation's name is not unique in South Carolina (foreign only)
- Name and address of registered agent in South Carolina
- Type of non-profit (i.e., for mutual benefit, public benefit, or religious benefit)

- Whether or not the corporation has members (*member*, in this context, means a person that is acting as a director of the nonprofit corporation)
- Do you need Certificate of Authority in SC, i.e., need to register with the Secretary of State's office or have presence in SC (foreign only)
- Name of state or country under which it was incorporated, date of incorporation, and period of duration (foreign only)
- Address of the principal office
- The corporation's directors, members of the governing body of the corporation. (if the corporation has no directors, the persons who are exercising the statutory authority of the directors on behalf of the corporation), and address (foreign only)
- Statement as to how will the remaining assets of the corporation be distributed upon dissolution of the corporation (domestic only)
- Optional provisions of the Articles of Incorporation, which can be scanned and uploaded to SCBOS. If you plan to apply for an exemption under Section 501(c)(3) of the Internal Revenue Code, consider adding the required provisions as part of this organizing document (domestic only)
- Incorporator's name and address – it is the incorporators that sign and delivery the registration to the Secretary of State (domestic only)
- Director's name and address
- Principal corporate officer's name and address – CEO, CFO, Secretary (foreign only)
- Signatures of incorporators and directors (if named in the Articles) on the Signature Form, which can be printed from SCBOS, scanned and uploaded back to SCBOS (domestic only)
- Is this non-profit a political organization
- Signature of an officer on the Signature Form, which can be printed from SCBOS, scanned and uploaded back to SCBOS. A certificate of existence from the state of incorporation that is no older than 30 days is also required (foreign only)
- The Certificate of Existence, sometimes known as Certificate of Good Standing or Certificate of Authorization, is used as evidence by the South Carolina Secretary of State's office that the business is currently registered in another state or country. This explains why the Certificate submitted to the South Carolina Secretary of State can be no older than 30 days.

The Certificate referred to above is obtained from the foreign state's Secretary of State or equivalent in the state or country of original registration. There is often a cost associated with obtaining a Certificate of Existence that is older than 30 days.

#### CL-1

- Officer's name and address
- Federal Employer Identification Number (FEIN number)
- Industry Classification (NAICS Code) – tables are provided
- Business phone number, mailing address, and tax records address for tax correspondence
- Month tax year ends

#### Checkout

- Account Number and routing number (for electronic check payments – Electronic Funds Withdrawal) or credit/debit account number (for credit/debit card payments) and other applicable payment information

**Note:** *Organizations that are intending to become a 501(c)(3) corporation should consider adding the required provisions prior to the first submission so that an amendment is not required at a later time.*

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#### Domestic LLC

If you are registering a LLC of any type, you will need the information below to complete the filing:

- Type of business – Limited Liability Company (Single member, Multimember, and taxed as a Corporation). Owners consist of members
- Residency of business – Domestic (SC) or Foreign (outside SC)
- Unique name of corporation – a query is performed against the registration database at the Secretary of State's office to determine availability. For domestic businesses, if the name is unavailable, you can enter another
- Fictitious name of LLC if the LLC's name is not unique in South Carolina (foreign only)
- Do you need Certificate of Authority in SC, i.e., need to register with the Secretary of State's office or have presence in SC (foreign only)
- Name of state or country under which it was incorporated (foreign only)

- Address of Principal office most often outside of South Carolina (foreign only)
- Address of the initially designated office in South Carolina
- Name and address of registered agent in South Carolina
- Organizer's name and address – it is the organizers that sign and deliver the registration to the Secretary of State (domestic only)
- Whether the company is a term or "at will" company
- Period of duration (if applicable) (foreign only)
- Whether or not the company is a manager-managed company, as opposed to member managed. If yes, the name and address of each manager
- Whether or not one or more of the members of the company is liable for its debts and obligations under Section 33-44-303(c). Caution – most members chose not to be liable. If yes, specify which members, and for which debts, obligations, or liabilities such members are liable in their capacity as members
- Delayed Effective Date (If applicable) (domestic only)
- Optional provisions of the Articles of Incorporation, which can be scanned and uploaded to SCBOS (domestic only)
- Signature of a member or, if manager-managed, the manager on the Signature Form, which can be printed from SCBOS, scanned and uploaded back to SCBOS.
- A certificate of existence from the state of incorporation that is no older than 30 days is also required to be scanned and uploaded (foreign only)

If taxed as a corporation (requiring a CL-1)

- Officers' name and address
- Federal Employer Identification Number (FEIN number)
- Industry Classification (NAICS Code) – tables are provided
- Business phone number and mailing address for tax correspondence
- Month tax year ends

**Checkout**

- Account Number and routing number (for electronic check payments – Electronic Funds Withdrawal) or credit/debit account number (for credit/debit card payments) and other applicable payment information
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### Limited Partnership

You will need the following information to register a limited partnership:

- Type of business – Limited Partnership
- Residency of business – Domestic (SC) or Foreign (outside SC)
- Unique name of LP
- Name used to conduct business with the Secretary of State within South Carolina (foreign only)
- Name and address of registered agent in South Carolina
- Address of the principal office
- For out-of-state (Foreign) LPs:
  - Do you need Certificate of Authority in SC, i.e., need to register with the Secretary of State's office or have presence in SC
  - Name of state or country under which it was incorporated, date of incorporation, and period of duration
  - Name and address of registered agent in South Carolina
  - Address of office where a list of names and addresses of the Limited Partners and their capital contributions is kept
  - A certificate of existence from the state of incorporation that is no older than 30 days is required and is to be scanned and uploaded to SCBOS
- General Partner name, percentage, and address (must be a minimum of one)
- The latest date upon which the limited partnership is to dissolve (if applicable)
- Optional provisions of the Certificate of Limited Partnership, which can be scanned and uploaded to SCBOS (domestic only)
- Delayed Effective Date (Domestic Only)

- Signatures of general partner(s) on the Signature Form, which can be printed from SCBOS, signed, scanned, and uploaded back to SCBOS
- The Certificate of Existence, sometimes known as Certificate of Good Standing or Certificate of Authorization, is used as evidence by the South Carolina Secretary of State's office that the business is currently registered in another state or country (foreign only). This explains why the Certificate submitted to the South Carolina Secretary of State can be no older than 30 days.

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#### Limited Liability Partnership

You will need the following information to register a limited partnership:

- Type of business – Limited Liability Partnership (possibly taxed as a corporation)
- Residency of business – Domestic (SC) or foreign (outside of SC)
- Unique name of your LLP – have several choices available in case your desired name is already in use. Note: If you are an out-of-state LLP, you may need a fictitious LLP name if the LLP name is not unique in South Carolina
- Business in which the Limited Liability Partnership engages
- Certificate of Authority in SC if you are an out-of-state LLP from your current state (foreign only)
- Name of state or country under which it was incorporated, date of incorporation, and period of duration (foreign only)
- Name and address of initial agent in South Carolina
- Address of principal office if not located in South Carolina (domestic only)
- Majority partner's name, address, and percentage of partnership. The majority partners must own more than 50% of the business
- Are professional services offered per South Carolina Statute
- Number of LLP partners (domestic only)

- Signatures of partners on the Signature Form, which can be printed from SCBOS, scanned and uploaded back SCBOS

LLP taxed as a Corporation (requiring a CL-1)

- Officers' name, address (must be a minimum of two)
- Federal Employer Identification Number (FEIN number)
- Industry Classification (NAICS Code)
- Business phone number and mailing address for tax correspondence
- Month tax year ends

Checkout

- Account Number and routing number (for electronic check payments – Electronic Funds Withdrawal) or credit/debit account number (for credit/debit card payments) and other applicable payment information

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You can start getting familiar with SCBOS by checking out the tutorials which will take you step by step through various topics associated with the SCBOS Web site.

Once you've had a chance to familiarize yourself with SCBOS, go to [www.scbos.sc.gov](http://www.scbos.sc.gov) and create a new user account by selecting the "Sign Up" link located in the top-right of the Home page. You must have a user account to apply, file, or pay.

Remember, you can always select the "Save and Stop" button to save your application and resume it later.

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### Quick Start

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