



## **AIA Best Practices: Multistate practice: Certificates of authority**

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Contributed by AIA Knowledge Resources Staff

### **Summary**

Architecture firms that desire to open branches in various states need to obtain certificates of authority (unless they are sole proprietorships, which are not state entities). Filing companies can help firms navigate the terrain of multiple state licensing procedures.

### **Consult your attorney**

The information herein should not be regarded as a substitute for legal advice. Readers are strongly advised to consult an attorney for advice regarding any matter related to the intrastate conduct of business.

### **Conducting business in another state**

Many companies, including architecture firms, may be incorporated in one state but desire to open a branch office and transact business in another. Often, in order to conduct any legitimate business activity in another state—entering into a lease, opening a bank account, registering vehicles, obtaining insurance or a business license, using the local court system, or hiring employees—it is necessary to obtain permission from the government of that state in order to conduct business officially and legally. Although it is typically not necessary to incorporate in every state in which a corporation does business, many states require that “foreign” companies (companies incorporated in other states) obtain a “certificate of authority” (sometimes called a “certificate of qualification”) to conduct business in that state.

It should be noted that sole proprietorships are typically not eligible to obtain certificates of authority, since they are not state-registered entities.

### **Conducting business in multiple states**

Registration requirements and filing deadlines may vary from state to state. For firms with offices in multiple states, timely filing of certificates of authority and payment of any required fees can prove burdensome (as is the maintenance of multiple state architecture licenses).

A number of companies offer “government filing services” for routine regulatory filings such as certificates of authority. Such companies should be knowledgeable about the specific laws and deadlines regulating the filing of certificates of authority in each state in which your firm does business. They can file certificates

annually on your behalf and can help ensure that your firm remains in compliance with applicable registration requirements. The following companies provide these services in all 50 states:

**BizFilings**

8020 Excelsior Drive, Suite 200

Madison, WI 53717

608-827-5300

855-335-8519 (toll free)

[www.bizfilings.com](http://www.bizfilings.com)

[info@bizfilings.com](mailto:info@bizfilings.com)

**CT Corporation**

3 Winners Circle, 3rd Floor

Albany, NY 12205

518-451-8000

800-624-0909 (toll-free)

[www.ctadvantage.com](http://www.ctadvantage.com)

[info@ctadvantage.com](mailto:info@ctadvantage.com)

**HUBCO Inc.**

77 East John Street

Huntington Station, NY 11746

800-443-8177 (toll-free)

[www.inc-it-now.com](http://www.inc-it-now.com)

[orders1@inc-it-now.com](mailto:orders1@inc-it-now.com)

**InCorp Services Inc.**

3773 Howard Hughes Parkway, Suite 500s

Las Vegas, NV 89169-6014

702-866-2500

800-246-2677 (toll-free)

[www.incorpservices.com](http://www.incorpservices.com)

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## About AIA Best Practices

AIA Best Practices is a collection of relevant, experience-based knowledge and expert advice on firm management, project delivery, contracts and more, aligned with the *Architect's Handbook of Professional Practice, 15th edition*. See the full AIA Best Practices collection at [aia.org/aia-best-practices](http://aia.org/aia-best-practices).

This article corresponds to:

*Architect's Handbook of Professional Practice, 15th edition* Unit 1 - The Profession  
Chapter 05 – Organizational Development  
Section 09 – Developing and Managing Multi-office Firms