

16-10a-1501 Authority to transact business required.

- (1) A foreign corporation may not transact business in this state until its application for authority to transact business is filed by the division. This applies to foreign corporations that conduct a business governed by other statutes of this state only to the extent this part is not inconsistent with those other statutes.
- (2) The following, nonexhaustive list of activities does not constitute "transacting business" within the meaning of Subsection (1):
 - (a) maintaining, defending, or settling in its own behalf any legal proceeding;
 - (b) holding meetings of the board of directors, shareholders, or otherwise carrying on activities concerning internal corporate affairs;
 - (c) maintaining bank accounts;
 - (d) maintaining offices or agencies for the transfer, exchange, and registration of its own securities or maintaining trustees or depositories with respect to those securities;
 - (e) selling through independent contractors;
 - (f) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
 - (g) creating as borrower or lender or acquiring indebtedness, mortgages, or security interests in real or personal property;
 - (h) securing or collecting debts in its own behalf or enforcing mortgages or security interests in property securing such debts;
 - (i) owning, without more, real or personal property;
 - (j) conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature;
 - (k) transacting business in interstate commerce;
 - (l) acquiring, in transactions outside this state or in interstate commerce, of conditional sales contracts or of debts secured by mortgages or liens on real or personal property in this state, collecting or adjusting of principal or interest payments on the contracts, mortgages, or liens, enforcing or adjusting any rights provided for in conditional sales contracts or securing the described debts, taking any actions necessary to preserve and protect the interest of the conditional vendor in the property covered by a conditional sales contract or the interest of the mortgagee or holder of the lien in such security, or any combination of such transactions; and
 - (m) any other activities not considered to constitute transacting business in this state in the discretion of the division.
- (3) Nothing in this section limits or affects the right to subject a foreign corporation which does not, or is not required to, have authority to transact business in this state to the jurisdiction of the courts of this state or to serve upon any foreign corporation any process, notice, or demand required or permitted by law to be served upon a corporation pursuant to any applicable provision of law or pursuant to any applicable rules of civil procedure.

Amended by Chapter 79, 1996 General Session