

## **Required documents for requesting certificates from ROC**

Certificate	Required documents (from MC to ROC)
<b>Certificate of Incumbency</b>	<p><b>1. <u>Notarized Stock Affidavit</u></b></p> <p><b>2. In case there has been any change from Articles of Incorporation</b>, needs the followings in addition to a notarized stock affidavit:</p> <p>(a) For a change of <i>Initial</i> Directors/ Officers:  <b><u>Annual Report</u></b> or <b><u>Minutes of Board of Directors Meeting (no notarization required*)</u></b>            (*If MCs need the Certificate of Incumbency <u>before they submit Annual Report</u> and if there has been a change of Initial Directors/ Officers, they need to submit minutes but no notarization required.)</p> <p>(b) For any other changes:  <b><u>Notarized Minutes of Board of Directors Meeting</u></b></p>
<b>Certificate of Good Standing</b>	<p><b>1. <u>Notarized Stock Affidavit</u></b> or <b><u>Institutionalized Financial Report or Document</u></b> (e.g. bank statement) - PL 17-27</p> <p><b>2. <u>Initial Report</u></b> to Department of Treasury</p> <p><b>3. <u>Annual Report</u></b></p> <p>&lt;NOTES&gt;</p> <ul style="list-style-type: none"> <li>• Newly established corporation (within 60 days after incorporation) can request a Certificate of Good Standing after the completion of filing a notarized stock affidavit or bank statement even if it has not submitted its Initial Report yet.</li> <li>• MCs must submit Initial Report no later than 60 days after the receipt of Certificate of Incorporation. • Annual Report is due within 60 days after the end of the fiscal year.</li> <li>• If a MC wishes, it is possible to include the address on the Certificate of Good Standing.</li> </ul>
<b>Certificate of Amendment (Corporate Regulations 2.11)</b>	<p><b>1. <u>Notarized Minutes of Board of Directors Meeting</u></b> which a board resolution is duly adopted and the minutes of the board meeting must specifically provide the resolution in its entirety. (needs to be approved by more than 2/3 of shareholders and signed by two authorized officers)</p> <p>*For an amendment of Articles of Incorporation to change <i>initial</i> <b>Board of Directors or Officers</b>, requires <b>no notarization</b>.</p> <p>&lt;NOTES&gt;</p> <ul style="list-style-type: none"> <li>• All the changes that have been made to Articles of Incorporation should be reported to ROC by submitting a notarized minutes except the change of initial directors/ officers.</li> <li>• Change of <i>initial</i> directors/ officers does not have to be reported to ROC if a MC does not need Certificate of Amendment. However, it should be reflected on its Annual Report. (For any subsequent changes of directors/ officers, requires a notarized minutes.)</li> </ul>
<b>Decree of Voluntary Dissolution (Corporate Regulations 6.1)</b>	<p><b>1. <u>Notarized Minutes of Board of Directors Meeting</u></b> which provides a board resolution (approved by more than 3/4 of the shareholders having voting powers and signed by two authorized officers or by the presiding officer and secretary of the shareholders' meeting at which the vote was taken)</p> <p>&lt;NOTES&gt;</p> <p>Issuing Decree of Voluntary Dissolution will take time due to a careful review by FSM government</p>