

504.1501 Authority to transact business required.

1. A foreign corporation shall not transact business in this state until it obtains a certificate of authority from the secretary of state.

2. The following activities, among others, do not constitute transacting business within the meaning of [subsection 1](#):

- a. Maintaining, defending, or settling any proceeding.
- b. Holding meetings of the board of directors or members or carrying on other activities concerning internal corporate affairs.
- c. Maintaining bank accounts.
- d. Maintaining offices or agencies for the transfer, exchange, or registration of memberships or securities or maintaining trustees or depositaries 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 or acquiring indebtedness, mortgages, or security interests in real or personal property.
- h. Securing or collecting debts or enforcing mortgages or security interests in property securing the debts.
- i. Owning, without more, real or personal property.
- j. Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature.
- k. Transacting business in interstate commerce.

[2004 Acts, ch 1049, §153, 192](#)