

INSTRUCTIONS FOR APPLYING TO FILE AS A FOREIGN CORPORATION
PERMITTED TO DO BUSINESS IN AMERICAN SAMOA

This checklist is to assist in preparing the documents necessary to file a foreign corporation permitted to do business in American Samoa as required in Section 30.0301 et. seq. of the American Samoa Code. This law does not apply to non-profit or domestic corporations. Please be aware that these instructions provide only the minimum requirements for applying. In order to fully plan for your business and to obtain the full benefits available under a corporate structure, you may wish to consult with an attorney and/or accounting professional before filing.

In addition, before transacting business, each corporation must apply for a business license pursuant to Section 27.0201 et. seq. of the American Samoa Code. The corporation may also be required to obtain special professional, trademens, or miscellaneous other licenses if they apply.

The following is the essential information required for applying for permission to file as a foreign corporation doing business in American Samoa:

1. Certified copy (not simply a photocopy) of the Articles of Incorporation from the jurisdiction of incorporation ___ Yes ___ No.
 - c. Attested by American Samoa Secretary or other officer in whose office articles were filed ___ Yes ___ No.

2. Resolution of Board of Directors or Stockholders.
 - a. Authorizing filing of Articles ___ Yes ___ No.
 - b. Authorizing service of process ___ Yes ___ No.
 - c. Containing a statement verified by oath Articles contain information required on new corporation under ASCA 30.0111-30.0115. ___ Yes ___ No.
 - d. Requesting Governor to approve ___ Yes ___ No.

3. Statement sworn to by at least 2 of the principal officers of the corporation setting forth ___ Yes ___ No.
 - a. Total authorized capital of the Corporation ___ Yes ___ No.
 - b. Total paid up capital of the Corporation ___ Yes ___ No.
 - c. Total value of all assets of the Corporation of any description ___ Yes ___ No.

- d. Total value of money and all other property corporation has in use or held as investment in American Samoa at the time the statement is made, if any ___ Yes ___ No.
 - e. Total value of money and all other property corporation has in use or held as investment in American Samoa at the time the statement is made, if any ___ Yes ___ No.
 - f. Certified copy of the resolution of the Board of Directors of Corporation giving name and address in American Samoa of a resident agent on whom process may be served. ___ Yes ___ No.
4. Stipulation ___ Yes ___ No.
5. Do the Articles contain the amount of authorized capital stock ___ Yes ___ No; the classes of stock authorized ___ Yes ___ No.; the classes of stock authorized ___ Yes ___ No; the par value and conditions of each class ___ Yes ___ No; and the time when and conditions under which it is to be paid ___ Yes ___ No. (30.0114(3)).
6. Do the Articles list the amount of authorized stock as less than \$2,000 ___ Yes ___ No; or the amount of paid-in capital with which it shall commence business as less than \$1,000. ___ Yes ___ No. (30.0150 (a) and (b)).
7. Do the Articles state the corporation shall not issue stock except for an equivalent in money or labor done ___ Yes ___ No. (30.0150(c))
8. Do Articles state the commencement of existence of the corporation ___ Yes ___ No. (30.0114(4)).
9. Do the Articles state the names and addresses of the incorporators ___ Yes ___ No; the officers or persons its affairs are to be conducted by ___ Yes ___ No; the time when and manner in which such officers shall be elected ___ Yes ___ No. (30.0114(5))
10. Is there a statement that private property of the stockholders is to be exempt from the corporate debt ___ Yes ___ No. (30.0114(6))
11. Is there a description of the manner in which the Articles are to be amended ___ Yes ___ No. (30.0114(7))
12. Are there any provisions that appear to be contrary to law ___ Yes ___ No. (30.0115)