

Form 411—General Information
(Amendment to Registration by an Out-of-State Financial Institution)

The attached form is drafted to meet minimal statutory filing requirements pursuant to the relevant code provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary

This form has been promulgated for use in amending the registration of an out-of-state financial institution in compliance with chapter 201 of the Texas Finance Code. This form is consistent with the provisions of the Texas Business Organizations Code (BOC) which would apply to amendments to the registration of an out-of-state financial institution filed with the secretary of state.

Required Amendments: Section 201.102 of the Texas Finance Code provides that an out-of-state financial institution operating a branch or other office in Texas must comply with the laws applicable to foreign corporations transacting business in Texas. Section 9.009 of the BOC requires that a foreign filing entity, including a foreign corporation, must amend its registration to change its name or the purpose stated in its application for registration if the name or purpose has changed. The application for amendment must be filed on or before the 91st day following the date of change in the jurisdiction of formation.

Other Amendments: This form may also be used to amend other statements contained in the application for registration as desired by the entity. For example, a foreign financial institution may update the principal office address on file with the secretary of state by filing an amendment to its registration.

Instructions for Form

- **Items 1-3—Entity Information:** The amendment to registration must contain the legal name of the financial institution. It is recommended that the date the original application for registration was filed and the file number assigned by the secretary of state be provided to facilitate processing of the document. In addition, the type of financial institution should be indicated so that the correct filing fee may be determined.
- **Items 4-5—Amendments to Application:** Complete item 4 to effect a change to the legal name of the entity as amended in its jurisdiction of formation.

Complete item 5 to effect a change in the purpose stated in its original application for registration or any amended registrations. The financial institution must be authorized to pursue the same purpose under the laws of the institution's jurisdiction of formation.

- **Item 6—Other Changes to the Registration:** Complete item 6 to make changes to the application for registration, other than changes to name and purpose. For example, a foreign financial institution may update its principal office address by amending its registration. If the space provided is insufficient, other changes to the registration may be provided as an exhibit or attachment to this form.

Amendment to Registered Agent: Effective January 1, 2010, a person designated as the registered agent of a foreign financial institution must have consented, either in a written or electronic form, to

serve as the registered agent of the entity. Although the consent of the person designated as registered agent is required, a copy of the written or electronic consent need not be submitted with an amendment to registration that amends or changes the name of the designated registered agent.

Please note that the designation or appointment of a person as the registered agent by a managerial official is an affirmation by that official that the person named as registered agent in the instrument has consented to serve as registered agent. (BOC § 5.2011, effective January 1, 2010) The liabilities and penalties imposed by sections 4.007 and 4.008 of the BOC apply with respect to a false statement in a filing instrument that names a person as the registered agent of an entity without that person's consent. (BOC § 5.207, effective January 1, 2010)

Amendment to Registered Office: The registered office address must be located at a street address where service of process may be personally served on the entity's registered agent during normal business hours. Although the registered office is not required to be the entity's principal place of business, the registered office may not be solely a mailbox service or telephone answering service (BOC § 5.201).

- **Effectiveness of Filing:** An amendment to registration becomes effective when filed by the secretary of state (option A). However, pursuant to sections 4.052 and 4.053 of the BOC the effectiveness of the instrument may be delayed to a date not more than ninety (90) days from the date the instrument is signed (option B). The effectiveness of the instrument also may be delayed on the occurrence of a future event or fact, other than the passage of time (option C). If option C is selected, you must state the manner in which the event or fact will cause the instrument to take effect and the date of the 90th day after the date the instrument is signed. In order for the instrument to take effect under option C, the entity must, within ninety (90) days of the filing of the instrument, file a statement with the secretary of state regarding the event or fact pursuant to section 4.055 of the BOC.

On the filing of a document with a delayed effective date or condition, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective or evidence that the effectiveness was conditioned on the occurrence of a future event or fact.

- **Execution:** Pursuant to section 4.001 of the BOC, the amendment to registration must be signed by a person authorized by the BOC to act on behalf of the entity in regard to the filing instrument. Generally, a governing person or managerial official of the entity signs a filing instrument.

The amendment to registration need not be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person's intent is to harm or defraud another, in which case the offense is a state jail felony.*

- **Payment and Delivery Instructions:** The filing fee for an amendment to registration is **\$150**, unless the out-of-state financial institution is a credit union. The filing fee for a credit union is **\$25**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or American Express, Discover, MasterCard, and Visa credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (Form 807). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

Revised 05/11