



**Foreign Business Corporation
 Annual Report**

FORM **18-I**

INFORMATION AND INSTRUCTIONS

REQUIRED ANNUAL REPORT UNDER SECTION [180.1622](#), WIS. STATS.

Form 18 is mandatory and must be used to file the REQUIRED ANNUAL REPORT for a Foreign Business Corporation. Failure to file this report may result in revocation under ss. [180.1530](#) & [180.1531](#), Wis. Stats.

Annual Due Date

Qualification Date	Annual Due Date
January 1 st thru December 31 st	March 31 st

Complete each section of the report. IF SOMETHING IS LEFT BLANK THE REPORT WILL BE REJECTED AND RETURNED. If the answer to any question is "NONE", Please enter the word "NONE". Be sure the report is signed and dated, and that it includes a check payable to the Department of Financial Institutions for the applicable filing fee.

INSTRUCTIONS:

1. Enter the name of the foreign corporation and the jurisdiction (either a state other than Wisconsin or a foreign country) under whose laws the corporation is incorporated.
2. Enter the name and email address of the registered agent and the mailing address of the registered office in Wisconsin. The registered office must be an actual physical location with a street address (not solely a P.O. Box or mailbox service) that serves as the registered agent's business office. Each entity must maintain a registered office and registered agent with an email in Wisconsin. **THE ENTITY MAY NOT NAME ITSELF AS THE REGISTERED AGENT.**
3. Enter the address of the principal office. A principal office is the location where the entity maintains its principal executive offices.
4. Provide the name and mailing address of each director and principal officer of the corporation (attach additional pages as needed).
5. Provide a brief description of the general nature of the business.
6. Specify the number of shares the corporation is authorized to issue, itemized by class (and series within a class) if applicable. For each type of shares the corporation is authorized to issue, specify the number of share the corporation has actually issued and the par value of each share. If the shares are without par value, indicate by denoting "NPV" (no par value).

7. CAPITAL REPRESENTATION IN WISCONSIN

- A. **Proportion of capital in Wisconsin.** Use this table to calculate the highest proportion (as a percentage) of the corporation's capital that was represented in Wisconsin during the preceding year. For purposes of this report, the information provided must be current as of the close of the foreign corporation's fiscal year in the 12 months ending on the September 30 immediately before the date on which the annual report is due.
First, calculate the corporation's gross business and property during the preceding year across all jurisdictions in lines A(1) and A(2), then add those numbers together in line A(3). This provides the denominator for computing the proportion of the corporation's business in Wisconsin.
Next, in lines A(4) and A(5), determine the numerator by estimating the business the corporation transacted the property it held in Wisconsin during the preceding year. Add lines A(4) and A(5) together in line A(6).
Finally, divide the estimated Wisconsin business and property reflected in line A(6) by the corporation's overall business and property reflected in line A(3), and enter the resulting number as a percentage in line A(7). That number should represent the proportion of the corporation's capital that was represented in Wisconsin in the preceding year.

- B. **Value of shares issued with par value.** This section only needs to be completed if the corporation has issued shares with par value. If that is the case, determine the total value of the par-value shares issued by adding their combined values at

par, and enter that total in line B(1). *Example: if the corporation has issued 100 par-value shares at \$25 par value per share, it would enter \$2,500 in line B(1).* Specify any additional paid-in capital in excess of par in line B(2), and enter the total of lines B(1) and B(2) in line B(3).

- C. **Value of shares issued without par value.** This section provides a value for shares issued without par value. *First*, determine the corporation's net property in line C(3) by entering its total liabilities in line C(2) and subtracting them from its total property entered in line C(1). The number in line C(1) should match the number entered for line A(2). *Next*, subtract the value of shares issued with par value (calculated in the preceding section) by subtracting line B(3) from line C(3), and enter the total in line C(4). This provides a presumptive total value of all shares issued without par value.

The number is "presumptive" because, for purposes of this calculation, sections 180.1520(2)(f) and 180.1622(1)(h) of the Wisconsin Statutes establish a \$10 per-share floor on the value of shares issued without par value. To determine the total floor value of all shares issued without par value, multiply the total number of shares issued without par value by \$10 and enter the result in line C(5). In line C(6), copy the result from either line C(4) or C(5)—whichever is the higher of the two.

- D. **Capital representation in Wisconsin.** To calculate the corporation's total capital, enter the total of lines B(3) and C(6) in line D(1). Then, to calculate the estimated amount of that capital represented in Wisconsin during the preceding year, multiply line D(1) by the percentage in line A(7).

8. COMPUTATION OF FILING FEE

In line A, enter the amount of the corporation's capital that was represented in Wisconsin in the preceding year by copying the result from item 7, line D(2). In line B, enter the amount of capital representation on which a fee was previously paid to the Department. You can retrieve this number from the entity's corporate records page, which is accessible via the Department's website, in the field labeled "Paid Capital Represented."

Subtract line B from line A and enter the result in line C. If the result in line C is **positive**, compute a fee of \$3 for each \$1,000 (or any part thereof) of the number in line C and enter the result in line D. To make this computation, divide the result in line C by 1,000, then round upward to the next whole number, then multiply by \$3. *Example: if line B is \$10,500, then line C would be \$33 (\$10,500 divided by 1,000 is 10.5, rounded up to the next whole number of 11, multiplied by \$3).* If the result in line C is **negative**, enter zero in line D.

Add the base filing fee for a foreign corporation annual report filed on paper (\$80) to the result in line D to compute the filing fee in line F.

9. **Required certification.** Under section [133.12](#) of the Wisconsin Statutes, every corporation must state in its annual report whether it has entered into any contract, combination in the form of trust or otherwise, or conspiracy in restraint of trade or commerce. Chapter 133 of the Wisconsin Statutes prohibits such agreements. By signing this report, the corporation affirms that it has not entered into such an agreement.

EXECUTION. Sign and provide the date and the signer's printed name and title. Any of the following persons may execute a document on the corporation's behalf:

- An **officer** of the corporation.
- If directors have not been selected or the corporation has not been formed, an **incorporator**.
- If the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, then the **fiduciary** may sign.

FILING FEE: Make payment to the Department of Financial Institutions. If requesting optional expedited service, please check the expedited service box in the upper-right corner of the form and include an additional \$25.00. Filing fees are non-refundable.

This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at DFICorporations@dfi.wisconsin.gov.

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State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services