

ORGANIZATION OF CALIFORNIA PROFESSIONAL CORPORATIONS

Business corporations authorized to issue stock, excluding such special organizations as cooperatives, credit unions, etc., are organized under the General Corporation Law, and particularly Title 1, Division 1, Chapter 2, California Corporations Code.

California Corporations Code [Sections 200-202](#) outline the minimum requirements of Articles of Incorporation for stock corporations. [Section 13400, et seq.](#) of the Code specifically deals with statutory professional corporations. The attached sample has been drafted to meet minimum statutory requirements. The sample may be used as a guide in preparing documents to be filed with the Secretary of State to incorporate. It is, however, suggested that you seek private counsel for advice regarding the proposed corporation's specific business needs, which may require the inclusion of special permissive provisions. Not all professions are authorized to form as professional corporations. For verification as to the acceptability of a particular profession, please contact the California State Board or Agency having jurisdiction over that profession.

The fee for filing Articles of Incorporation on behalf of a stock corporation is \$100.00. Check(s) should be made payable to the Secretary of State.

PLEASE NOTE: Businesses incorporating in California are subject to California corporation franchise tax requirements until such time as they formally dissolve. Information regarding franchise tax requirements can be obtained from the [Franchise Tax Board's Internet Website](#) or by calling the Franchise Tax Board at 1-800-852-5711.

The original and at least two copies of the Articles of Incorporation should be included with your submittal. The Secretary of State will certify two copies of the filed document without charge, **provided that copies are submitted to the Secretary of State with the original to be filed.** Any additional copies submitted with the original will be certified upon request and payment of the \$8.00 per copy certification fee.

Documents can be mailed or hand delivered for over-the-counter processing to the Sacramento Headquarters Office at:

Business Programs Division (916) 653-2318
1500 11th Street
Sacramento, CA 95814
Attention: Document Filing Support Unit

OR

can be hand delivered for over-the-counter processing to any of the branch offices located in:

- ◆ Fresno (559) 243-2100
2497 West Shaw Avenue, Suite 101
Fresno, CA 93711
- ◆ Los Angeles (213) 897-3062
The Ronald Reagan Building
12th Floor South Tower, Room 12513
300 South Spring Street
Los Angeles, CA 90013-1233
- ◆ San Diego (619) 525-4113
1350 Front Street, Suite 2060
San Diego, CA 92101-3609
- ◆ San Francisco (415) 557-7047
455 Golden Gate, Suite 7300
San Francisco, CA 94102-3660

- NOTE:**
- Cash is not accepted in the Los Angeles or San Diego branch offices.
 - Duplicate original documents must be submitted when filing in any of the branch offices.
 - Branch offices do not process mailed in documents.

A \$15.00 **special handling fee** is applicable for processing documents delivered in person at the public counter in the Sacramento Headquarters Office or in any of the branch offices located in Fresno, Los Angeles, San Diego, and San Francisco. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail.

Preclearance or expedited filing of *eligible corporate documents* can be requested in a specified time frame, for an additional fee (in lieu of the \$15.00 special handling fee), as described in the [Preclearance/Expedited Filing Service Information](#). The preclearance/expedited filing service is not available in the branch offices.

When forming a new corporation you may need to contact one or more of the following agencies for additional information:

- ◆ The [Franchise Tax Board](#) - for information regarding **franchise tax** requirements.
- ◆ The [Board of Equalization](#) - for information regarding **sales tax** and/or **use tax** liability.
- ◆ The [Department of Corporations](#) - for information regarding **issuance** and **sale** of securities in California; Franchise Investment Law; Personal Property Brokers Law and/or Escrow Law requirements.
- ◆ The [Department of Consumer Affairs](#) - for information regarding **licensing** requirements.
- ◆ The [Employment Development Department](#) - for information regarding **disability unemployment insurance tax**.
- ◆ The [Director of Industrial Relations](#), Division of Worker's Compensation - for information regarding **workman's compensation** requirements.
- ◆ The [city and/or county clerk and/or recorder](#) where the principal place of business is located - for information regarding business licenses, fictitious business names (if doing business under a name other than the corporate name), and for specific requirements regarding zoning, building permits, etc. based on the business activities of the corporation.
- ◆ The [Internal Revenue Service](#) (IRS) - for information regarding federal **employee identification numbers**.

The Secretary of State does not license corporations or business entities. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the business, e.g. Contractors' State License Board.

INSTRUCTIONS:

Using the attached sample as a guide, Articles of Incorporation must be drafted to include all required provisions and may include other provisions, such as the names and addresses of the initial directors, if those provisions are permitted under California law. The Secretary of State's Office, however, does not provide samples that include permissive provisions. The document **must** be typed with letters in dark contrast to the paper. Documents that would produce poor quality microfilm will be returned unfiled.

Article I - The Articles must include a statement of the name of the corporation, which name must be exactly as you want it to appear on the records of the Secretary of State. Rules and regulations of a profession may restrict the name style of the corporation. For information about name style requirements, we suggest you contact the regulatory agency of the particular profession.

Article II – This **exact** statement is required by the California Corporations Code cannot be modified except for the inclusion of the type of profession being incorporated.

Article III – This provision is required. Articles of Incorporation must state that “this corporation is a professional corporation within the meaning of Part 4, Division 3, Title 1, California Corporations Code” or that “this corporation is a professional corporation within the meaning of the Moscone-Knox Professional Corporation Act.”

Article IV – The Articles must include a statement as to the name and California address of the initial agent for service of process. The designated agent, whether an individual or a corporation, **must** agree to accept service of process on behalf of the corporation prior to designation. A corporation cannot designate itself as its own agent for service of process. When designating another corporation as agent, that other corporation **must have previously filed** a [Certificate Pursuant to Section 1505, California Corporations Code](#), with the Secretary of State. When a corporate agent is used, the address of the designated corporation must be omitted.

Article V – The Articles must include a statement of the total number of shares that the corporation will be authorized to issue.

NOTE: Before shares of stock are sold or issued the corporation must comply with the Corporate Securities Law administered by the [Department of Corporations](#). For information regarding permits to issue shares please contact that agency.

The Articles of Incorporation must be originally signed by an incorporator, or by directors, if initial directors have been named in the document. If directors are named, each director must both sign and acknowledge the articles. The names of incorporators or directors must be typed beneath their signatures.

The original and at least two copies of the Articles of Incorporation, together with the applicable fee, must be mailed or hand delivered to the Secretary of State's Office in Sacramento or hand delivered to the one of the branch offices located in Fresno, Los Angeles, San Diego or San Francisco. Branch offices do not process mailed in documents. If documents are submitted to a branch office, a duplicate original is also required.

To facilitate the processing of documents mailed to the Sacramento office, a self-addressed envelope and a letter referencing the corporate name as well as your own name, return address and telephone number should also be submitted.

ARTICLES OF INCORPORATION

I

The name of this corporation is _____ *(NAME OF CORPORATION)* _____.

II

The purpose of the corporation is to engage in the **PROFESSION** of _____ and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.

III

This corporation is a professional corporation within the meaning of Part 4, Division 3, Title 1, California Corporations Code.

IV

The name and address in the State of California of this corporation's initial agent for service of process is:

Name _____

Address _____

City _____ State **CALIFORNIA** Zip _____

V

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is _____.

(Signature of Incorporator)

(Typed Name of Incorporator), Incorporator