

Form 203—General Information
(Articles of Incorporation—Professional Corporation)

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

- **Article 1—Corporate Name:** Provide a corporate name and organizational ending. The corporate name must include one of the words of incorporation required for business corporations or an abbreviation thereof, or the phrase “Professional Corporation” or the initials “P.C.” The professional corporation may not adopt any name contrary to the ethics of the profession being incorporated. Many professions require that the name of the professional be included in the corporate name. Consult the regulatory board of the profession prior to filing the articles of incorporation. In addition, if the name chosen is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at www.sos.state.tx.us/tac/index.html. If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555 or e-mail your name inquiry to corpinfo@sos.state.tx.us. **A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.” Also note that the pre-clearance of a name or the issuance of a certificate of incorporation under a name does not authorize the use of a name in violation of another person’s rights to the name.**

- **Article 2—Registered Agent and Registered Office:** The registered agent can be either an individual resident of the state (Option B) or a Texas corporation or foreign corporation with a certificate of authority to transact business in Texas (Option A). The corporation however may not be designated to serve as its own registered agent. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**

- **Article 3—Directors:** A minimum of one director is required. A director must be a natural person; there are no residency requirements for directors. Only persons duly licensed in Texas to render the professional service for which the corporation is organized may serve as directors or officers.

- **Article 4—Authorized Shares:** Shares represent ownership interest in the corporation. A professional corporation, other than a professional legal corporation, may issue shares only to natural persons duly licensed in Texas to render the same professional service for which the corporation is organized. The total number of shares that the corporation will have authority to issue must be provided in Article 4. Once you have indicated the total number of shares, you must select and complete option A (stated par value) **or** select option B (no par value).
 - Option A—Par Value:** “Par value” means the stated dollar amount assigned to a share. In general terms, it represents the minimum stated amount for which each share shall be issued. For example: If the corporation has authorized a total of 1,000 shares of common stock of \$1.00 par value, and if payment for the share is to be made in cash, the corporation must receive at least \$1.00 for each share issued. Do not state that the shares have \$0 par value when you mean to indicate that the shares are to be without a stated par value.
 - Option B—No Par Value:** Shares that are designated as having no par value may be issued for an amount of consideration determined by the board of directors.

- **Article 7—Purpose:** A professional corporation may be organized under the Texas Professional Corporation Act [TPCA] only for the purpose of rendering one specific type of professional service and services ancillary thereto. A professional service is defined as any type of personal service that requires, prior to rendering such service, the obtaining of a license, and which cannot be performed by a corporation.

Permitted Professionals: Professionals that may form professional corporations include: accountants; acupuncturists; athletic trainers; attorneys; chiropractors; nurses; optometrists; insurance agents; and physical, occupational, respiratory care, and massage therapists.

Excluded Professionals: Doctors of medicine and osteopathy are excluded from the provisions of the TPCA. Professionals that form business corporations rather than professional corporations include: engineers; architects; registered public surveyors; speech pathologists or audiologists; pharmacists; real estate brokers/agents; private security investigators; interior designers; and court reporters.

- **Supplemental Provisions:** Additional space has been provided for additional text to an article within this form or to provide for additional articles to contain optional provisions.

- **Incorporator:** Only one incorporator is required for the formation of a corporation. An incorporator may be a natural person 18 years of age or older, or any corporation, partnership, or other entity; there are no residency requirements for an incorporator. The incorporator of a professional corporation is not required to be duly licensed in Texas to render the professional service for which the corporation is organized.

Form 203
(revised 9/00)

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Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$300

Articles of Incorporation
Pursuant to Article
1528e
Texas Professional
Corporation Act

Article 1 – Corporate Name

The corporation formed is a professional corporation. The name of the corporation is as set forth below:

The name must contain one of the words of incorporation required for business corporations or an abbreviation thereof, or the phrase "Professional Corporation" or the initials "P.C." The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 – Registered Agent and Registered Office (Select and complete either A or B and complete C)

A. The initial registered agent is a corporation (cannot be corporation named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix
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C. The business address of the registered agent and the registered office address is:

Street Address	City	TX	Zip Code
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Article 3 – Directors

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:

Director 1: First Name	M.I.	Last Name	Suffix
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Street Address	City	State	Zip Code
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Director 2: First Name	M.I.	Last Name	Suffix
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Street Address	City	State	Zip Code
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Director 3: First Name	M.I.	Last Name	Suffix
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Street Address	City	State	Zip Code
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Article 4 – Authorized Shares

A. The total number of shares the corporation has authority to issue is _____ and the par value of the authorized shares is \$ _____

OR (You must select and complete either option A or option B, do not select both.)

B: The total number of shares the corporation is authorized to issue is _____ and the shares shall have no par value.

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, the par value (or statement of no par value), and the preferences, limitations, and relative rights of each class in the space provided for supplemental information on this form.

Article 5 – Initial Capitalization

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of one thousand dollars (\$1,000).

Article 6 – Duration

The period of duration is perpetual.

Article 7 – Purpose

The purpose for which the corporation is organized is for the rendition of the professional service set forth below (only one specific type of professional service is permitted) and services ancillary to the rendition thereto.

Supplemental Provisions/Information

Text Area

Incorporator

The name and address of the incorporator is set forth below.

Name

Street Address

City

State

Zip Code

Execution

The undersigned incorporator signs these articles of incorporation subject to the penalty imposed by article 10.02, Texas Business Corporation Act, for the submission of a false or fraudulent document.

Signature of incorporator