PROFESSIONAL CORPORATION

PROCEDURES FOR ORGANIZING AN OKLAHOMA PROFIT CORPORATION

This information is intended as an aid to organizing an Oklahoma professional corporation pursuant to the provisions of Title 18, Section 801 of the Oklahoma Statutes. **PLEASE CONSULT THE STATUTES CAREFULLY.**

- ❖ It may be beneficial to contact the **INTERNAL REVENUE SERVICE** concerning federal tax requirements and the **OKLAHOMA TAX COMMISSION** concerning state tax requirements **prior** to filing with the Secretary of State.

FILING PROCEDURES:

1. **Prepare** and **file** with the Secretary of State one (1) signed copy of the professional certificate of incorporation.

2. **ATTACH** a certificate by the regulating board of the profession or related professions involved that each of the persons who are to become owners or managers of the professional entity and who are to engage in the practice of the profession or related professions is duly licensed in accordance with the provisions of this state's licensing laws for the profession or related profession to practice such profession. (Title 18, Section 804) **"Regulating board"** means the board which is charged with the licensing and regulation of the practice of the profession which the professional entity is organized to render.

3. **Pay** to the Secretary of State a **MINIMUM** filing fee of **Fifty Dollars ($50.00)**.

- ❖ The **fee** is one-tenth of one percent (1/10 of 1%) of the total authorized capital (TAC). The TAC is figured by multiplying the number of shares by the par value of each share. If the TAC is $50,000.00 or less, the filing fee is $50.00. If the TAC is greater than $50,000.00, the fee is $1.00 per $1,000.00. **No Par Value** Stock is valued at **$50.00** per share for determining filing fees only. (Title 18, Section 1142)

4. Make checks, cashier's checks, or money orders payable to the Oklahoma Secretary of State. Instruments may be mailed or delivered in person. The address of the Secretary of State is 421 NW 13th St., Suite # 210, Oklahoma City, Oklahoma 73103. If delivered in person, there will be an additional Fifty Dollar ($50.00) fee for each document filed same day. The Secretary of State accepts Visa, Discover, MasterCard, or American Express if filing in person; however, there will be a four percent (4%) service charge added for the use of a credit card. (Title 18, Section 1142)

INSTRUCTIONS FOR PREPARING THE PROFESSIONAL CERTIFICATE OF INCORPORATION:

- ❖ A "BENEFIT CORPORATION" is a business corporation incorporated under the Oklahoma General Corporation Act that shall have a purpose of creating general public benefit in addition to its purpose under the Oklahoma General Corporation Act. (Title 18, Section 1202)

1. **NAME** – The name of the corporation which **SHALL** contain one of the words **"association", "company"**, **"corporation"**, **"club"**, **"foundation"**, **"fund"**, **"incorporated"**, **"institute"**, **"society"**, **"union"**, **"syndicate"** or **"limited"** or one of the abbreviations **"co."**, **"corp."**, **"inc."**, or **"ltd**.", with or without punctuation; provided that such words or abbreviations **SHALL** be modified by the word **"PROFESSIONAL"** or some abbreviation of the combination, including, without limitation: **"P.C."** or **"PC"**. (Title 18, Section 807)

The name shall be such as to distinguish it upon the records in the office of the Secretary of State from the names of: **(1)** corporations, both domestic and foreign, then existing or which have existed at any time during the preceding three (3) years; or **(2)** then existing domestic and foreign limited partnerships; or **(3)** then existing domestic and foreign limited liability companies; or **(4)** trade names or fictitious names; or **(5)** corporate, limited partnership or limited liability company names reserved with the Secretary of State. (Title 18, Section 1006)

The **AVAILABILITY** of a name can be checked in advance by telephoning the Secretary of State at **(405) 522-2520**, checking on-line at business.sos.ok.gov, or by coming in person. Prior to organizing a corporation, a name may be **reserved** for a period of **sixty (60) days** by filing a Name Reservation application and paying a **fee** of **Ten Dollars ($10.00)**. (Title 18, Section 1139)

REGISTERED AGENT AND REGISTERED OFFICE – The name and street address of the registered agent in the state of **Oklahoma**. The registered agent accepts service of process in the event of a lawsuit against the corporation. **Every** corporation **must** maintain a registered office and a registered agent. The agent may be the domestic corporation itself, an individual resident of this state, **or** a domestic or qualified foreign corporation, limited liability company, or limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. (Title 18, Sections 1021 & 1022) The registered office address must be a physical address and cannot be a post office address.

PRINCIPAL OFFICE – The principal office of the professional business entity shall be designated by street address in the certificate of incorporation and shall not be changed without amendment of the certificate of incorporation. (Title 18, Section 808)

E-MAIL ADDRESS – The e-mail address of the primary contact for the registered business.

DURATION – The duration is the life span of the corporation. All domestic corporations shall have a perpetual duration unless otherwise stated. Perpetual means continuous.

PROFESSIONAL PURPOSE – A professional entity may be formed for the purpose of rendering one specific type of professional service or related professional services and services ancillary thereto and shall not engage in any business other than rendering the professional service or services which it was organized to render and services ancillary thereto; provided, however, that a professional entity may own real and personal property necessary or appropriate for rendering the type of professional services it was organized to render and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments. (Title 18, Section 806)

AUTHORIZED CAPITAL (SHARES & PAR VALUE) – Every business corporation **must** have authorized capital consisting of shares of stock and par value. The par value is the value assigned to each share. The total number of shares of stock, the designation of each class and series (if any) and the par value of the shares of each class and/or series of stock must be stated within the certificate of incorporation. Some classes include, but are not limited to, **COMMON STOCK** and **PREFERRED STOCK**. A definition of **Common Stock** and **Preferred Stock** may be found in a dictionary.

INCORPORATORS – A minimum of one (1) incorporator is required for organizing a profit corporation. **The incorporators are the original signers of the certificate of incorporation.** Any person, partnership, association or corporation, **singly** or **jointly** with others, and without regard to his or their residence, domicile or state of incorporation, may incorporate or organize a corporation pursuant to the provisions of the Oklahoma General Corporation Act. The incorporators are not necessarily officers, directors or shareholders, although it does not exclude them from being such. (Title 18, Section 1005)

DIRECTORS – If the powers of the incorporator or incorporators are to terminate upon the filing of the certificate of incorporation, the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify.

EXECUTION – The certificate of incorporation shall be executed by the incorporator or incorporators. (Title 18, Section 1007)

PROFESSIONAL CERTIFICATE OF INCORPORATION
(Oklahoma Corporation)

Filing Fee: Minimum $50.00

TO: OKLAHOMA SECRETARY OF STATE
421 NW 13th St, Suite #210
Oklahoma City, OK 73103
(405) 522-2520

PLEASE NOTE:

- The **filing fee** is a **MINIMUM** of **$50.00**. The fee is one-tenth of one percent (1/10 or 1%) or $1.00 per $1,000.00 of the Total Authorized Capital (TAC). The TAC is figured by multiplying the number of shares by the par value of each share. If the TAC is $50,000 or less, the filing fee is $50.00. No par value stock is valued at $50.00.

- **ATTACHED HERETO** is a certificate or an **ORIGINAL** letter of good standing issued by the regulating board of the profession or related professions involved that each of the officers, directors and shareholders are duly licensed to practice such profession.

I hereby execute the following articles for the purpose of forming an Oklahoma professional corporation pursuant to the provisions of Title 18, Section 801:

- The corporation is a Benefit Corporation (Title 18, Section 1202): **(check one)** **Yes** ☐ **No** ☐

1. Name of the corporation: (**Note:** The name of the corporation **shall** contain one of the words **association**, **company**, **corporation**, **club**, **foundation**, **fund**, **incorporated**, **institute**, **society**, **union**, **syndicate**, **limited** or any abbreviations thereof, with or without punctuation; provided that such words or abbreviations **shall** be modified by the word **PROFESSIONAL** or some abbreviation of the combination, including, without limitation: **P.C.** or **PC**.)

_____

2. **NAME** and street address of the registered agent for service of process in the state of Oklahoma:
   - The registered agent **shall** be the corporation itself, an individual resident of Oklahoma, **or** a domestic or qualified foreign corporation, limited liability company, or limited partnership.

Oklahoma

Name	Street Address (P.O. BOXES ARE NOT ACCEPTABLE)	City	State	Zip Code	County

3. Street address of its principal office, wherever located:

Street Address (P.O. BOXES ARE NOT ACCEPTABLE)	City	State	Zip Code

4. **E-MAIL** address of the primary contact for the registered business:

_____

5. Duration of the corporation is **perpetual**, unless otherwise stated: _____

6. Profession or related professions to be practiced by the professional entity:

7. Total number of shares which the corporation shall have the authority to issue, designation of each class and each series, if any, and par value of the shares of each class and/or series:

   - The par value per share is a dollar ($) amount and is also used for the calculation of the total filing fee.

CLASS	NUMBER OF SHARES	SERIES (If any)	PAR VALUE PER SHARE (Or, if without par value, so state)
COMMON			
PREFERRED			

8. Name and mailing address of the **undersigned** incorporator(s):

   - There must be **at least** one (1) incorporator.

NAME	MAILING ADDRESS	CITY	STATE	ZIP CODE

9. If the powers of the incorporator(s) are to terminate upon the filing of the certificate of incorporation, the name and mailing address of the person(s) who are to serve as director(s):

NAME	MAILING ADDRESS	CITY	STATE	ZIP CODE

The professional certificate of incorporation must be signed by all incorporators stated within article #8.

- Signature of Incorporator: _____ Dated: _____
- Signature of Incorporator: _____ Dated: _____

Oklahoma Secretary of State
Request to receive
documents electronically

No need to wait on your filed documents to be mailed back to you. If you would like your filed documents returned electronically, please complete and attach this form to your documents. Complete ALL information below to receive an email which will contain a link to retrieve your filed documents. (Please print or type clearly.)

☐ **Return filed documents electronically**

Receipt will read as follows:

PERSONAL or BUSINESS NAME: _____

MAILING ADDRESS: _____

CITY, STATE & ZIP CODE: _____

PHONE OR CELL: _____

EMAIL ADDRESS: _____

(It is critical that the email address is correct, or you may not receive the notification of filing)