

State of North Carolina
Department of the Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY
FOREIGN PROFESSIONAL CORPORATION

Pursuant to Section 55B-16 of the General Statutes of North Carolina, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of North Carolina as a "foreign professional corporation" (as defined in N.C.G.S. Section 55B-16(b)), and for that purpose submits the following:

1. The name of the corporation is _____;

and if the corporate name is unavailable for use in the State of North Carolina, the name the corporation wishes to use is:

2. The state or country under whose laws the corporation was incorporated is: _____

3. The date of incorporation was _____; its period of duration is: _____

4. The street address of the principal office of the corporation is:

Number and Street _____

City, State, Zip Code _____

5. The mailing address *if different from the street address* of the principal office of the corporation is:

6. The street address and county of the registered office in the State of North Carolina is:

Number and Street _____

City, State, Zip Code _____ County _____

7. The mailing address *if different from the street address* of the registered office in the State of North Carolina is:

8. The name of the registered agent in the State of North Carolina is: _____

9. The names, titles, and usual business addresses of the current officers of the corporation are:
(use attachment if necessary)

Name

Title

Business Address

APPLICATION FOR CERTIFICATE OF AUTHORITY

Page 2

- 10. Attached is a certificate of existence (or document of similar import), duly authenticated by the secretary of state or other official having custody of corporate records in the state or country of incorporation.
- 11. If the corporation is required to use a fictitious name in order to transact business in this State, a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name is attached.
- 12. The professional services to be rendered by the corporation are _____

- 13. With respect to each professional service to be practiced through the corporation in this State, the names and titles of at least one of the corporation's directors and at least one of its officers who are licensees of the licensing board which regulates such profession in this State are: *(use attachment if necessary)*

Name

Title

- 14. Attached are certifications by the appropriate licensing boards that each individual set forth in Item 13 above is a "licensee" as defined in N.C.G.S. Section 55B-2(2).
- 15. This application will be effective upon filing, unless a delayed date and/or time is specified: _____

This the ____ day of _____, 20 ____

By executing this application on behalf of the applicant corporation, I certify under oath that the undersigned corporation is a "foreign professional corporation" as that term is defined in N.C.G.S. Section 55B-16(b).

Name of Corporation

Signature of Officer or Chairman of Board of Directors

Type or Print Name and Title

(site of acknowledgment)

This ____ day of _____, 20____, personally came before me, _____,
Notary Public, _____, who, being by me duly sworn, says that he/she is
_____ of _____, a corporation, and
that this application for certificate of authority was signed by him/her on behalf of the corporation by its authority duly
given. And the said _____ acknowledged the said writing to be the act and deed of said
corporation.

Witness my hand and official seal, this the ____ day of _____, 20____.

(Official Seal)

Notary Public

My commission expires _____, 20____.

- Notes:
1. Filing fee is \$250. This document must be filed with the Secretary of State.
 2. For additional instructions, see the following page of this form.

Instructions for Filing

FOREIGN PROFESSIONAL CORPORATION APPLICATION FOR CERTIFICATE OF AUTHORITY

(Form PC-01)

WHICH CORPORATIONS CAN USE THIS FORM?

The term “foreign professional corporation” is defined at N.C.G.S. Section 55B-16. A “foreign professional corporation”, under that definition, is:

- (a) a corporation,
- (b) which is a “for profit” corporation,
- (c) which is incorporated under a law other than the law of North Carolina,
- (d) which is incorporated for the sole and specific purpose of rendering one or more of the “professional services” listed in N.C.G.S. Section 55B-2(6), **AND**
- (e) which meets one of the three following requirements:
 - (1) the corporation has as its shareholders only individuals who are licensed, either in North Carolina or in some other state, to render the same professional services as the corporation renders; **OR**
 - (2) the corporation is organized to render the professional services regulated by Chapter 83A (“Architects”), 89A (“Landscape Architects”), 89C (“Engineering and Land Surveying”), and/or 89E (“Geologists”) of the North Carolina General Statutes **AND** has as its shareholders only individuals who are licensed, either in North Carolina or in some other state, to render the same professional services as the corporation renders or who are unlicensed employees of the corporation who own not more than one-third of the corporation’s stock; **OR**
 - (3) the corporation is one which is described in N.C.G.S. Section 55B-15 (the so-called “grandfather” provision of the Professional Corporation Act).

Only if the corporation meets the test set forth above is it deemed to be a “foreign professional corporation” which can use this application for a certificate of authority. Corporations which do not satisfy this test are not “foreign professional corporations” and should use the application for certificate of authority designed for “business corporations” or for “nonprofit corporations”.

Item 1 Enter the complete name of the corporation exactly as it appears in the records of the official custodian of corporate records in the state or country of incorporation. If that name cannot be used in North Carolina, enter the name (including a corporate ending) that it wishes to use in North Carolina.

Item 5 Enter the complete mailing address of the corporation’s principal office **only** if mail is not delivered to the street address above or if the corporation prefers to receive mail at a P.O. Box or Drawer.

Item 7 Enter the complete mailing address of the corporation’s registered agent **only** if mail is not delivered to the street address above or if the corporation prefers to receive mail at a P.O. Box or Drawer.

Item 8 Enter the name of the registered agent. The registered agent must be a North Carolina resident, an existing domestic corporation, or a foreign corporation authorized to do business in North Carolina.

Item 15 The document will be effective on the date and at the time of filing, unless a delayed date and/or time is specified. If a delayed effective date and time is specified, the document will be effective on that date and time. A delayed effective date may be specified up to and including the 90th day after the day of filing. If a delayed effective date is specified without a time, the document will be effective at 11:59:59 p.m.

Date and Execution:

- Enter the date the document was executed.
- In the blanks provided enter:
 - The name of the corporation executing the statement.
 - The signature of the representative of the corporation (may be the chairman of the board of directors or any officer of the corporation).
 - The name and title of the above-signed representative.
- The corporate representative executing this application must be placed under oath, and the acknowledgment must be completed by a person authorized by law to administer oaths.