

# PROFESSIONAL CERTIFICATE OF INCORPORATION

## PROCEDURES FOR COMPLETING THE CERTIFICATE OF INCORPORATION

This information is intended to aid in the completion of forms to organize a professional corporation pursuant to the provisions of the Oklahoma Professional Entity Act. (Title 18, Section 801) **PLEASE CONSULT THE STATUTES CAREFULLY.**

It may be to your benefit 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.

The availability of the proposed corporate name may be checked in advance by telephoning the **BUSINESS FILING DIVISION** of the Secretary of State's office directly at **(405)-521-3912**. **PRIOR** to filing the certificate of incorporation a name may be reserved for a period of sixty (60) days by filing a name reservation application and paying a fee of \$10.00.

### PROCEDURES:

1. Prepare and file with the Secretary of State ONE signed certificate of incorporation.
2. File with the certificate of incorporation an **original** certificate issued by the regulating board of the profession or related professions involved, that each of the officers, directors and shareholders is duly licensed to practice such profession.
3. **Pay** to the Secretary of State a filing fee of \$1.00 per \$1,000.00 on the total authorized capital (number of shares multiplied by the par value); No Par Value Stock is valued at \$50.00 per share for determining filing fees only. The **MINIMUM FEE** is \$50.00. (Title 18, Section 1142)
4. Make the check or money order **payable** to the Oklahoma Secretary of State. The certificate of incorporation may be mailed or delivered in person to: **Secretary of State, 2300 N. Lincoln Blvd., Room 101, Oklahoma City, Oklahoma 73105-4897**. Documents to be **processed in person** must be delivered to the Secretary of State's office between the hours of **8:00 a.m. and 4:00 p.m. (Monday-Friday)**.

### INSTRUCTIONS:

1. NAME-The name of the corporation **MUST END** with either association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate or limited or one of the abbreviations Co., Corp., Inc. or Ltd. and **SHALL be modified** by the word **PROFESSIONAL** or the abbreviation **P.C.** or **PC**.
2. **REGISTERED AGENT AND REGISTERED OFFICE** - **Every** corporation **must** maintain a registered office and a registered agent. The agent may be either the corporation itself, an individual resident of this state, 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. The registered office address must be a physical address and cannot be a post office address. (Title 18, Section 1021 and Section 1022)

3. **PRINCIPAL OFFICE**-The principal office of the professional corporation shall be designated by street address in the certificate of incorporation and shall not be changed without amendment to the certificate of incorporation. (Title 18, Section 808)
4. **DURATION**-The duration of the corporation is the life span of the corporation. Perpetual mean continuous. All domestic corporations shall have a perpetual duration unless otherwise stated.
5. **PURPOSE**-A professional corporation may be organized 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. (Title 18, Section 806)
6. **AUTHORIZED SHARES**-All profit corporations must establish shares of stock and designate the par value of each. A definition of **Common Stock** and **Preferred Stock** can be found in a dictionary.
7. **INCORPORATORS**-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 the original signers of the certificate of incorporation. The incorporators are not necessarily officers, directors or shareholders, although it does not exclude them from being such. A minimum of one incorporator is required to form a profit corporation.
8. **DIRECTORS**-If the persons who are to serve as the directors are not named in the certificate of incorporation, the incorporators shall manage the affairs of the corporation until the first board of directors are elected. (Title 18, Section 1011)
9. **CERTIFICATE**-An **original** certificate issued by the regulating board of the profession or related professions involved, that each of the officers, directors and shareholders is duly licensed to practice such profession **must be attached** to the certificate of incorporation. (Title 18, Section 818)

**MINIMUM FEE: \$50.00**

Fee is \$1.00 per \$1,000.00  
on Total Authorized Capital

**PRINT CLEARLY**

**PROFESSIONAL  
CERTIFICATE OF INCORPORATION  
(OKLAHOMA)**

**TO: OKLAHOMA SECRETARY OF STATE**

2300 N. Lincoln Blvd., Room 101, State Capitol Building  
Oklahoma City, Oklahoma 73105-4897  
(405) 521-3921

The undersigned, for the purpose of forming an Oklahoma professional corporation pursuant to the provisions of Title 18, Section 801, do hereby execute the following professional certificate of incorporation:

1. The name of the corporation is:

---

**(NOTE: Please refer to procedure sheet for statutory words required to be at the end of the name.)**

2. The name of the registered agent and the address of the registered office **in the state of Oklahoma:**

---

Name	Street Address	City	County	Zip Code
<b>(P.O. BOXES ARE <u>NOT</u> ACCEPTABLE)</b>				

3. The principal place of business address is: \_\_\_\_\_
- | Street Address                                | City | County | Zip Code |
|---|------|--------|----------|
| <b>(P.O. BOXES ARE <u>NOT</u> ACCEPTABLE)</b> |      |        |          |

4. The duration of the corporation is: \_\_\_\_\_
- (Perpetual unless otherwise stated.)

5. The profession or related professions to be practiced is:

6. The aggregate number of shares which the corporation shall have the authority to issue, the designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

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

7. The name and mailing address of the undersigned incorporator(s):

<u>NAME</u>	<u>MAILING ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
_____				
_____				

8. If the powers of the incorporator(s) are to terminate upon the filing of the certificate of incorporation, the names and mailing addresses of the persons who are to serve as director(s):

<u>NAME</u>	<u>MAILING ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
_____				
_____				

9. **ATTACHED HERETO** is an original certificate issued by the regulating board of the profession or related professions involved, that each of the officers, directors and shareholders is duly licensed to practice such profession.

Signed and dated this\_\_\_\_\_day of\_\_\_\_\_,\_\_\_\_\_.

**\*SIGNATURES OF ALL INCORPORATORS\***

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
SIGNATURE