

# Instructions to Form SCC544 - Articles of Incorporation of a Virginia Professional Stock Corporation

Filing Requirements	
Required Fees	
<b>Charter Fee:</b> 1 million or fewer authorized shares - <b>\$50</b> for each 25,000 shares or fraction thereof More than 1 million shares - <b>\$2,500</b>	<b>Filing Fee: \$25.00</b>
File Online Today	Paper Filing
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file articles of incorporation of a Virginia Professional Stock Corporation in real time.  <b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Stock-Corporations">https://scc.virginia.gov/pages/Virginia-Stock-Corporations</a> complete, print, and mail or deliver to below address:  <b>State Corporation Commission</b> <b>Courier Delivery Address</b> Clerk's Office      1300 E. Main St, 1 <sup>st</sup> floor P.O. Box 1197      Richmond, VA 23219 Richmond, VA 23218-1197
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>

## Specific Instructions

### Article I Name

The corporation must use one of these designations in its name:

- Corporation
- Limited
- Co.
- Incorporated
- Corp.
- Ltd.
- Company
- Inc.

Or, in place of one of the above designations, may use

- PC
- P.C.
- Professional Corporation
- A Professional Corporation

at the end of its name.

The proposed name must be distinguishable from other entity names on record with the Commission. To check the availability of a name, visit <https://cis.scc.virginia.gov>, or contact the Clerk's Office.

### Article II Professional Services

The corporation must be organized to provide a professional service, some of which can be combined.

The following professional services can be combined:

*Architect, professional engineer, land surveyor, certified landscape architect, and certified interior designer.*

The following professional services can be combined:

*Practitioner of the healing arts, nurse practitioner, optometrist, physical therapist, physical therapist assistant, practitioner of the behavioral science professions, audiologist, speech pathologist, and clinical nurse specialist.*

The following professional services **cannot** be combined:

*Dentist, pharmacist, veterinarian, attorney, public accountant, certified public accountant, and insurance consultant.*

### Article III Shares

State the total number of shares the corporation can issue. If there is more than one class or series of shares, state the following for each class or series: number of authorized shares, a distinguishing designation (e.g., common, preferred, etc.), and the preferences, rights, and limitations.

### Article IV Registered Agent

The registered agent's sole duty is to receive legal documents

## Important Information

This form contains the minimum Virginia requirements for articles of incorporation. If the articles will need to include additional provisions, **separately** prepare and submit typewritten articles that cover the minimum requirements, using the following guidelines:

- use solid white paper
- size 8 1/2" x 11"
- one-sided
- no visible watermarks or background logos
- minimum 1.25" top margin and 0.75" all other sides

**Do not include Personally Identifiable Information**, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).

and notices on behalf of the corporation. The corporation may not serve as its own registered agent. The registered agent must be an individual or entity that meets one of the qualifications listed. Check the applicable box.

### Article V Registered Office

The registered office location must be identical to the registered agent's business office.

- **Only use a rural route and box number if the registered office's location has no street address.**
- **Only use a post office box if (i) there is no street address or rural route and box number, or (ii) the town/city has a population of 2,000 or less.**

Provide the name of the county or independent city where the registered office is physically located.

### Article VI Principal Office

The principal office is the location of the corporation's principal executive offices. The corporation must make available certain corporate records at the principal office. Only use a rural route and box number if the principal office has no street address. A post office box is not allowed.

### Article VII Number of Directors

The articles must state the number of directors who will be on the corporation's first board of directors.

### Article VIII Initial Directors

A corporation can have directors immediately upon formation **only** if the articles name them. If the registered agent's qualification is initial director, then include all the initial directors and their addresses.

### Signature(s)

One or more incorporators must sign the articles. All incorporators must be licensed or authorized to provide the listed professional services, and at least one incorporator must be authorized to do so in Virginia. Include the signature and printed name of each person who signs. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.



Form  
**SCC544**  
(Rev. 09/21)

State Corporation Commission

## Articles of Incorporation of a Virginia Professional Stock Corporation

Pursuant to Chapters 7 and 9 of Title 13.1 of the Code of Virginia, the undersigned state(s) as follows:

**Article I** The professional corporation's name:

---



---

**Article II** The professional corporation is organized for the sole and specific purpose of rendering the professional services of:

---

**Article III** The professional corporation is authorized to issue \_\_\_\_\_ share(s) of stock.  
(number)

**Article IV** A. The name of the professional corporation's initial registered agent:

---

B. The initial registered agent is: **(Mark appropriate box.)**

- (1) an individual who is a resident of Virginia **and**
- an initial director of the professional corporation.
  - a member of the Virginia State Bar.

**OR**

- (2)  a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in Virginia.

**Article V** A. The professional corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

\_\_\_\_\_, VA \_\_\_\_\_  
(number/street) (city or town) (zip)

B. The registered office is located in the  county **or**  city of \_\_\_\_\_

**Article VI** (Optional) The professional corporation's principal office address, including the street and number (if any), is

\_\_\_\_\_  
(number/street) (city or town) (zip)

**Article VII** The first board of directors shall have \_\_\_\_\_ member(s).  
(number)

**Article VIII** The initial directors are:

Name	Address

### Signature(s)

The undersigned INCORPORATOR(s) is (are) duly licensed **or** legally authorized to render the professional services set forth in Article II, and at least one incorporator is so licensed or legally authorized in Virginia.

Signature	Printed Name	Date	Tel. # (optional)	Email Address (optional)

Business Tel. # (optional)	Business Email Address (optional)
----------------------------	-----------------------------------

**Required Fees: See Instructions for Calculating**