



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC544
(07/05)

ARTICLES OF INCORPORATION
OF A VIRGINIA PROFESSIONAL STOCK CORPORATION

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

1. The name of the professional corporation is _____.

2. The professional corporation is organized for the sole and specific purpose of rendering the professional services of _____.

3. The number of shares authorized to be issued by the corporation is _____.

4. A. The name of the professional corporation's initial registered agent is _____.

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.

5. 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 physically located in the county **or** city of _____.

6. The first board of directors shall have _____ member(s).

7. The initial directors are:

NAME(S)

ADDRESS(ES)

_____	_____
_____	_____
_____	_____

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

_____	_____
_____	_____
SIGNATURE(S)	PRINTED NAME(S)

Telephone number (optional): _____

See instructions on the reverse.

NOTES

The articles must be in the English language, typewritten or printed in black, legible and reproducible.

This form contains the minimum number of provisions required by Virginia law to be set forth in the articles of incorporation of a professional stock corporation. If additional provisions are desired, then the **complete** articles of incorporation, including the additional provisions, must be typewritten or printed on white, opaque paper 8 1/2" by 11" in size, using only one side of a page, and free of visible watermarks and background logos. A minimum of a 1" margin must be provided on the left, top and bottom margins of a page and 1/2" at the right margin. This form **may not** be submitted with an attachment.

You can download this form from our website at www.scc.virginia.gov/clk/formfee.aspx

INSTRUCTIONS

1. **Name:** The corporate name must contain the word "corporation," "incorporated," "company" or "limited"; or the abbreviation "corp.," "inc.," "co." or "Ltd."; or the initials "P.C.," or "PC"; or the phrase "professional corporation" or "a professional corporation" at the end of its corporate name. The proposed name must be distinguishable upon the records of the Commission. See §§ 13.1-544.1 and 13.1-630 of the Code of Virginia. To check the availability of a corporate name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

2. **Professional services:** State the professional services the corporation is organized to render. The law limits such services to the personal services rendered by: pharmacists, optometrists, practitioners of the healing arts, nurse practitioners, practitioners of the behavioral science professions, veterinarians, surgeons, dentists, architects, professional engineers, land surveyors, certified interior designers, certified landscape architects, public accountants, certified public accountants, attorneys-at-law, insurance consultants, audiologists or speech pathologists and clinical nurse specialists. See § 13.1-543 of the Code of Virginia.

3. **Shares:** If a stock corporation, list the total number of shares the corporation is authorized to issue (**note:** the charter fee and annual registration fee are based on the number of authorized shares). If more than one class or series of shares is to be authorized, the articles must set forth the number of authorized shares of each class or series and a distinguishing designation for each class or series (e.g., common, preferred, etc.) and set forth the preferences, rights and limitations of each class or series. See §§ 13.1-619 and 13.1-638 of the Code of Virginia. For the percentage of shareholders that must be licensed or authorized to render the same services for which the corporation is organized, see §§ 13.1-549 and 13.1-549.1 of the Code of Virginia.

4. **Registered agent:** A. Provide the name of the registered agent. The corporation may not serve as its own registered agent. See §§ 13.1-619 and 13.1-634 of the Code of Virginia.

B. Check one of the boxes to indicate the qualification of the registered agent. The registered agent must be one of the options listed. No other person or entity may serve as the registered agent.

5. **Registered office:** A. The location of the registered office must be identical to the business office of the registered agent. See § 13.1-634 of the Code of Virginia. The address of the registered office must include a street address. A rural route and box number may only be used if no street address is associated with the registered office's location. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the registered office's location.

B. Provide the name of the county or independent city where the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions. See §§ 13.1-619 and 13.1-634 of the Code of Virginia.

6&7. **Directors:** The articles must fix the number of the corporation's first board of directors. A corporation can have directors immediately upon formation only if they are named in the articles. Thus, if the registered agent's qualification in 4.B is that of an initial director, then all the initial directors must be included. **NOTE:** The licensing restriction on shareholders referenced above in Instruction 3, also applies to directors. See § 13.1-553 of the Code of Virginia.

8. **Incorporator(s):** One or more persons must sign the articles in this capacity, all incorporators must be licensed or authorized to render the listed professional services, and at least one incorporator must be licensed or authorized to render the professional services in Virginia. See §§ 13.1-544 and 13.1-604 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P. O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1st floor, Richmond, Virginia 23219), along with a check for the charter and filing fees for the total amount, payable to the State Corporation Commission. PLEASE DO NOT SEND CASH. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Charter fee: 1,000,000 or fewer authorized shares - \$50 for each 25,000 shares or fraction thereof; more than 1 million shares - \$2,500. **Filing fee:** \$25.