Instructions for Completing the
Articles of Incorporation of a Professional Corporation (Form ARTS-PC)

To form a professional corporation in California, you must file Articles of Incorporation with the California Secretary of State.

- Before submitting the completed form, contact the California professional state board or agency that controls your profession to find out if your profession is authorized to be a professional corporation in California and if there are any specific corporate name style rules. For more information, go to the California Department of Consumer Affair website at www.dca.ca.gov/about_dca/entities.shtml.
- Form ARTS-PC has been created for ease in filing, however, you can compose your own document, provided it meets statutory requirements
- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs and whether additional article provisions for the corporation are needed.
- Please note, once filed, all information contained within this form (**including addresses**) is a public record and is accessible by the general public.

Fees:

- **Filing Fee:** The fee for filing Articles of Incorporation of a Professional Corporation is $**100.00**.
- **Faster Service Fee:**
  - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office*.
  - **Counter Drop Off:** A separate, non-refundable **$15.00** counter drop off fee is required if you submit in person (drop off) your completed document at our Sacramento office. The $15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
  - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee instead of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to www.sos.ca.gov/business/be/service-options.

Copies: Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of an additional $5 certification fee. To obtain additional copies or certified copies of the filed document, include payment for copy fees and certification fees at the time the document is submitted. Additional copy fees are $1.00 for the first page and $0.50 for each additional page. For certified copies, there is an additional $5.00 certification fee, per copy.

Payment Type: Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or Mastercard®).

Processing Times: For current processing times, go to www.sos.ca.gov/business/be/processing-times.

If you are not completing this form online, please **type or legibly print** in black or blue ink. **Complete the Articles of Incorporation of a Professional Corporation (Form ARTS-PC) as follows:**

Item	Instruction	Tips
1.	Enter the name of the proposed California Professional Corporation **exactly** as it is to appear on the records of the California Secretary of State.	• The proposed name must meet the name-style requirements of the law that governs the profession for which the professional corporation is engaged. For more information, contact the California state board or agency that controls your profession. • There are legal limitations on what name can be used for the corporation. For general corporation name requirements and restrictions or for information on reserving a corporation name prior to submitting Form ARTS-PC, go to www.sos.ca.gov/business/be/name-availability.

		• A preliminary search of corporation names already of record can be made online through our Business Search at BusinessSearch.sos.ca.gov. Please note: The Business Search is not intended to serve as a formal name availability search. For information on checking or reserving a name, go to www.sos.ca.gov/business/be/name-availability. • A name reservation is not required to submit Form ARTS-PC. • You should contact the California state board or agency that controls your profession to find out if your profession has name restrictions for a California corporation. For more information, go to the California Department of Consumer Affairs website at www.dca.ca.gov/about_dca/entities.shtml.
2a.	Enter the **complete street address**, city, state and zip code of the California Professional Corporation's initial address.	• The **complete street address** is required, including the street name and number, city, state and zip code. • Address must be a physical address. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city.
2b.	If different from the street address in Item 2a, enter the California Professional Corporation's initial mailing address.	• This address will be used for mailing purposes and may be a P.O. Box address or "in care of" an individual or entity. • Do not abbreviate the name of the city.
3.	**The corporation must have an Agent for Service of Process.** There are two types of Agents that can be named: • an individual (e.g. officer, director, or any other individual) who resides in California with a physical California street address; **OR** • a registered corporate agent qualified with the California Secretary of State.	• An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) on behalf of the corporation. • You must provide information for either an individual OR a registered corporate agent, **not both**. • If using a registered corporate agent, the corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505.
3a & b.	If **Individual** Agent: • Enter the name of the initial agent for service of process and the agent's complete **California** street address, city and zip code. • If an individual is designated as the initial agent, complete Items 3a and 3b ONLY. **Do not complete Item 3c**.	• The **complete street address** is required, including the street name and number, city and zip code. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city. • Many times, a small corporation will designate an officer or director as the agent for service of process. • The individual agent should be aware that the name and the physical street address of the agent for service of process is a public record, open to all (as are all the addresses of the corporation provided in filings made with the California Secretary of State.)

3c.	If **Registered Corporate Agent**: • Enter the name of the initial registered corporate agent *exactly* as registered in California. • If a registered corporate agent is designated as the initial agent, complete Item 3c ONLY. **Do not complete Items 3a and 3b**.	• Before a corporation is designated as agent for another corporation, that corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505 stating the address(es) of the registered corporate agent and the authorized employees that will accept service of process of legal documents and notices on behalf of the corporation. • Advanced approval **must be obtained** from a registered corporate agent **prior** to designating that corporation as your agent for service of process. • No California or foreign corporation may register as a California corporate agent unless the corporation currently is authorized to engage in business in California and is in good standing on the records of the California Secretary of State. • Provide your Registered Corporate Agent's exact name as registered with the California Secretary of State. To confirm that you are providing the exact name of the Registered Corporate Agent, go to https://businessfilings.sos.ca.gov/frmlist1505s.asp. • A corporation cannot name itself as agent.
4.	• Enter the number of shares the California Professional Corporation is authorized to issue. **Do not** leave blank or enter zero (0).	• The corporation must authorize at least 1 share but can authorize any number of shares. • This form only may be used for a single class of shares. If the corporation needs a multiple share structure, you must compose your own Articles of Incorporation. • Before shares of stock are sold or issued, the corporation must comply with the Corporate Securities Law of 1968 administered by the California Department of Business Oversight. For more information, go to dbo.ca.gov or call the California Department of Business Oversight at (866) 275-2677.
5.	The **purpose statement** is required. Enter the name of the authorized profession.	• Contact the California state board or agency that controls your profession to find out if your profession is authorized to be a corporation in California. For more information, go to the California Department of Consumer Affairs website at www.dca.ca.gov/about_dca/entities.shtml.
6.	Form ARTS-PC must be signed by each incorporator.	• If you need more space for signatures: – Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form ARTS-PC and attach the extra page(s) to the completed Form ARTS-PC. – All attachments are part of this document. • Multiple Form ARTS-PCs with **different signatures** will be returned without being filed – use only one form. • Do not include the title of the person signing.

Mail Submission Cover Sheet (Optional): To make it easier to receive communication related to **this document**, including receipt of the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

Where to File: Completed forms along with the applicable fees, if any can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944260, Sacramento, CA 94244-2600 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office.

Legal Authority: General statutory filing provisions are found in Sections 200-202 et seq. and 13400 et seq. All statutory references are to the California Corporations Code, unless otherwise stated.

Statement of Information: A Statement of Information must be filed with the California Secretary of State within 90 days **after** filing the Articles of Incorporation and **every year** thereafter during the applicable filing period (Section 1502). A Statement of Information can be filed online at **biz**file.sos.ca.gov or by submitting Form SI-550.

Minimum Tax Requirement: Most corporations must pay a minimum tax of $800 to the California Franchise Tax Board each year. (California Revenue and Taxation Code section 23153.) For more information, please refer to the California Franchise Tax Board's Guide for Corporations Starting Business in California (FTB Publication 1060) at https://www.ftb.ca.gov/forms/misc/1060.html.

Additional Resources: For a list of other agencies you may need to contact to ensure proper compliance, go to www.sos.ca.gov/business/be/resources. Note: The California Secretary of State does not license corporations. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the corporation.

Secretary of State
Business Programs Division
Business Entities, P.O. Box 944260, Sacramento, CA 94244-2600

Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission**. This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a $15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Comments: _____

_____

_____

_____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name:

Company:

Address:

City/State/Zip:

Secretary of State Use Only	
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Clear Form Print Form

Secretary of State
Articles of Incorporation of a Professional Corporation

ARTS-PC

IMPORTANT — Read Instructions before completing this form.

Filing Fee – $100.00

Copy Fees – First page $1.00; each attachment page $0.50; Certification Fee - $5.00

Note: Corporations may have to pay a minimum $800 tax to the California Franchise Tax Board each year. For more information, go to ftb.ca.gov.

This Space For Office Use Only

1. Corporate Name

(Contact the California state board or agency that controls your profession to find out if **your profession is authorized to be a corporation in California** and if there are any specific corporate name style rules. Go to www.sos.ca.gov/business/be/name-availability for general corporate name requirements and restrictions.)

The name of the professional corporation is _____

_____.

2. Business Addresses

(Enter the **complete** business addresses. Item 2a cannot be a P.O.Box or "in care of" an individual or entity.)

a. Initial Street Address of Corporation - **Do not enter a P.O. Box**	City (no abbreviations)	State	Zip Code
b. Initial Mailing Address of Corporation, **if different than item 2a**	City (no abbreviations)	State	Zip Code

3. Service of Process

(Must provide either Individual **OR** Corporation.)

INDIVIDUAL – Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is **not** a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is **not** a corporation) - **Do not enter a P.O. Box**	City (no abbreviations)	State **CA**	Zip Code

CORPORATION – Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 3a or 3b

4. Shares

(Enter the **number of shares** the corporation is authorized to issue. **Do not** leave blank or enter zero (0).)

This corporation is authorized to issue only one class of shares of stock.
The total number of shares which this corporation is authorized to issue is _____ .

5. Purpose Statement

(Contact the California state board or agency that controls your profession to find out if your profession is authorized to be a corporation in California. Go to www.dca.ca.gov/about_dca/entities.shtml for more information.)

The purpose of the corporation is to engage in the profession of _____ and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations. This corporation is a **professional corporation** within the meaning of California Corporations Code section 13400 et seq.

6. Read and Sign Below

(This form must be signed by each incorporator. **See Instructions.** Do not include a title.)

_____ Signature

_____ Type or Print Name

Print Form Clear Form

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