

**State of North Carolina**  
**Department of the Secretary of State**

**APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY  
TO QUALIFY AS A FOREIGN PROFESSIONAL CORPORATION**

Pursuant to §55-15-04 of the General Statutes of North Carolina, the undersigned corporation hereby applies for an Amended Certificate of Authority in order to qualify to transact business in the State of North Carolina as a “foreign professional corporation” as defined in N.C.G.S. §55B-16 and for that purpose submits the following statements.

1. The name of the corporation is:\_\_\_\_\_.
2. The name the corporation is currently using in the State of North Carolina is:\_\_\_\_\_
3. The state or country of incorporation is:\_\_\_\_\_
4. The date the corporation was authorized to transact business in the State of North Carolina is:\_\_\_\_\_
5. The personal services to be rendered by the corporation are:\_\_\_\_\_

6. 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**

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7. Attached are certifications by the appropriate licensing boards that each person set forth in Item 6 above is a “licensee” as defined in N.C.G.S. §55B-2(2).
  8. This application is filed for the following reason *(complete all applicable items)*:
    - a. The corporation has changed its corporate name to:\_\_\_\_\_
    - b. The name the corporation will hereafter use in the State of North Carolina is changed to:  
\_\_\_\_\_
    - c. The corporation has changed its period of duration to:\_\_\_\_\_
    - d. The corporation has changed its state or country of its incorporation to:\_\_\_\_\_
    - e. (Other)\_\_\_\_\_

9. Attached is a certificate setting forth and attesting to the change, duly authenticated by the secretary of state or other official having custody of corporate records in the state or country of incorporation.

10. 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.

11. This application will be effective upon filing, unless a date and/or time not later than 90 days after the date of filing 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. §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 \$75. One executed original must be filed with the Secretary of State.
2. If the name of the corporation as changed is unavailable for use in North Carolina, indicate this fact and state the name the corporation wishes to use in North Carolina on 8b. (See N.C.G.S. §55-15-06).

FOREIGN PROFESSIONAL CORPORATION: INSTRUCTIONS FOR FILING APPLICATION

**WHICH CORPORATIONS CAN USE THIS FORM?** A foreign corporation that has an existing certificate of authority may use this form to qualify as a “foreign professional corporation” as defined in N.C.G.S. § 55B-16(b). 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. § 55b-2(6); **AND**
- (e) which meets one of the three following requirements:
  - (1) the corporation has as its shareholder 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. § 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 an amended certificate of authority. Corporations which do not satisfy this test are not “foreign professional corporations” and should use the application for amended certificate of authority designed for “business corporations” or for “nonprofit corporations”.

The **filing fee** is \$75.00. One executed original of this application must be filed with the Secretary of State.

**Item 1.** Enter the complete name of the corporation exactly as it appears on the Certificate of Authority.

**Item 2:** Enter the corporate name used in North Carolina exactly as it appears on the Certificate of Authority. If the name of the corporation as changed is unavailable for use in North Carolina, indicate this fact and state the name the corporation wishes to use in North Carolina on 8b. (See N.C.G.S. § 55-15-06).

**Item 3.** 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 90<sup>th</sup> 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 representative signing on behalf of the corporation.
- \* The representative executing this application must be placed under oath, and the acknowledgment must be completed by a person authorized by law to administer oaths.