COMPLETE, PRINT, SIGN AND MAIL (If paying with credit card, complete Credit Card Payment Authorization)

NORTH DAKOTA PROFESSIONAL CORPORATION ARTICLES OF INCORPORATION

SECRETARY OF STATE

SFN 13002 (7-2013)

FOR OFFICE USE ONLY

ID Number	
Work Order Number	
Filed	By

FILING FEE: $100.00

ATTACHMENT: Articles of Incorporation must be accompanied by a certificate from the regulating board of the profession involved certifying that each of the board of directors and shareholders are licensed to practice the profession.

TYPE OR PRINT LEGIBLY **SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION.**

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators, adopt the following Articles of Incorporation according to North Dakota Century Code Chapter 10-31.

Article 1.A. Name of Corporation

Article 1.B. Address of Principal Executive Office (Street/RR, City, State, ZIP+4). **Address cannot only be a post office box.**

Article 2.A. Name of **Commercial** Registered Agent in North Dakota

OR

2.B. Name of **Noncommercial** Registered Agent in North Dakota

2.C. Address of **Noncommercial** Registered Agent in North Dakota (Street/RR, PO Box, City, State, ZIP+4) **May not be only a post office box.**

Article 3. The corporation shall be effective: (check one)

☐ When Filed with the Secretary of State ☐ Later on (month, day, year): _____

Article 4. Profession to be Practiced by the Professional Corporation

Article 5.A. Aggregate Number of Shares the Corporation has Authority to Issue	B. Par Value Per Share Authorized by Corporation

C. If shares are divided into classes, they are classified as follows:

Class	Number of Shares	Par Value per Share

Article 6. Other Provisions Elected for Inclusion

Article 7. Name and Address of All Original Shareholders Who Will Practice the Profession

Name	COMPLETE MAILING ADDRESS Street/RR PO Box City State ZIP+4

Article 8. Name and Address of Each Incorporator

Name	COMPLETE MAILING ADDRESS Street/RR PO Box City State ZIP+4

"The above named incorporators have read the foregoing Articles of Incorporation, know the contents, and believe the statements made therein to be true. I (We) further authorize the Secretary of State to correct Articles 2.A., 2.B., or 2.C. if not correctly reflected. I (We) understand that if I (we) make a false statement in this document, I (we) may be subject to criminal penalties. "

Signature	Date	Signature	Date
Signature	Date		

Name of Person to Contact About This Document	E-mail Address	Daytime Telephone Number and Extension, if any:

NORTH DAKOTA PROFESSIONAL CORPORATION ARTICLES OF INCORPORATION

North Dakota Century Code Chapter 10-31 allows the formation of a professional corporation. A corporation is established when articles of incorporation are filed with the Secretary of State or at a later date as specified in the Articles of Incorporation.

FILING FEES: $100.00. If the corporation selects a corporate name that is the same as, or deceptively similar to, the name of another organization registered with the Secretary of State, an additional $10 is required for filing each Consent to Use Business Name that may be required. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, MasterCard, or Discover.)

ATTACHMENT: A professional corporation must support the Articles of Incorporation with a certificate from the regulating board of the profession involved certifying that each of the directors and shareholders are licensed to practice the profession. A copy of an individual's professional license is not acceptable.

The sentence immediately above Article 1 is declaring the incorporators as being eighteen years of age and governance under North Dakota Century Code, Chapter 10-31.

The following article numbers correspond to the numbered sections on the form.

ARTICLE 1.A. Provide the corporate name. The name must be expressed in characters or letters in the English language as those characters or letters appear in the American Standard Code of Information Interchange (ASCII) table. The name must include the word "chartered", "limited", or the words "professional corporation", "professional association", or an abbreviation of one of these.

The name may not be the same as, or deceptively similar to, any other corporate name, limited liability company name, trade name, limited partnership name, limited liability limited partnership name, or a name that is in any manner reserved with the Secretary of State.

The name may not include such words as "bank", "banker", "banking", "trust", or "trust company", or any other word or words of like import unless the Articles of Incorporation are supported by a written approval for the use from the Department of Financial Institutions. These words are preserved by North Dakota law for use by the Bank of North Dakota, state and national banks, and trust companies. Contact information:

ND Department of Financial Institutions
2000 Schafer St Ste G
Bismarck, ND 58501-1204
Phone: (701) 328-9933
Email: dfi@nd.gov

Filing of the Articles of Incorporation with the Secretary of State provides protection of the corporate name in North Dakota. However, if a mark is registered with the Patent and Trademark Office in Washington, D.C., the federal registration may supersede the protection afforded by state law.

ARTICLE 1.B. Provide the complete address of the principal executive office. The address cannot be only a post office box.

ARTICLE 2. A corporation must continuously maintain a commercial ***or*** noncommercial registered agent and address in North Dakota. A corporation cannot serve itself as its registered agent.

A commercial registered agent must be registered as a commercial registered agent with the North Dakota Secretary of State. The appointed agent can verify their status as a commercial registered agent from their acknowledged filing and from the list of commercial registered agents maintained on the Secretary of State's website at www.nd.gov/sos.

A noncommercial registered agent may be one of the following:

a) An individual residing in North Dakota,
b) A domestic or foreign corporation, or
c) A domestic or foreign limited liability company

A corporation or limited liability company appointed as a noncommercial registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation or limited liability company is named as a noncommercial registered agent, provide the "correct" name of the organization.

Seek the approval of the party before naming them as the commercial or noncommercial registered agent. Proof of the approval is not required to be filed with the Secretary of State.

ARTICLE 2.A. If a commercial registered agent is being appointed, provide the correct name as registered with the North Dakota Secretary of State. If the name in Article 2.A. is not the same as registered by the commercial registered agent, the name will be corrected by the Secretary of State when the document is reviewed.
OR

ARTICLE 2.B. If a noncommercial registered agent is being appointed, provide the correct name. If another corporation or limited liability company is appointed as registered agent and the name of that organization in Article 2.B. is not the same as registered, the name will be corrected by the Secretary or State when the document is reviewed.

ARTICLE 2.C. If a noncommercial registered agent is being appointed, provide the complete address which may not be only a post office box. **Leave this line blank if a commercial registered agent is appointed.** If a commercial registered agent is named in Article 2. A. and an address is provided in Article 2.C., the address will be removed by the Secretary of State.

NORTH DAKOTA PROFESSIONAL CORPORATION ARTICLES OF INCORPORATION (continued)

ARTICLE 3. Check the box for the desired effective date. Articles of incorporation may be effective at the time the certificate of incorporation is issued by the Secretary of State or within 90 days after the certificate is issued. If a later date is specified, include the month, day, and year. If neither box is checked, the articles of incorporation will be effective when the Secretary of State issues the certificate of incorporation.

ARTICLE 4. Provide the profession to be practiced by the corporation. A professional corporation may render only one specific type of professional service, and any services ancillary thereto, unless the licensing laws of a profession allow for the combination of more than one professional service.

ARTICLE 5A. Provide the aggregate (total) number of shares being authorized. A professional corporation must be authorized to issue at least one share.

ARTICLE 5B. Provide the par value authorized for each share, or if the shares are being authorized without par value, state "None" in this section. If the shares are not all authorized with the same par value, leave this line blank and complete Article 5C.

ARTICLE 5C. If the shares are being classified in different classes or series, summarize the shares by class, the number of shares in each class, and the par value of each class. If the shares are not classified in different classes, leave this line blank.

ARTICLE 6. Provide any articles not otherwise included on this form. State "None" if the corporation doesn't include any optional provisions.

ARTICLE 7. Provide the names and residence addresses of the shareholders. Shareholders must be licensed professionals. If adequate space is not provided, attach a sheet listing additional shareholders.

ARTICLE 8. Provide the names and complete mailing addresses of the incorporators. If there are more than 3 incorporators, attach a list of additional incorporators including their addresses and signatures. Only one incorporator is required, and more may be named. Incorporators must be individuals and must be at least eighteen years of age. All incorporators named must sign Article 8.

At the bottom of the form, list the name, e-mail address, and daytime telephone number of a contact person if this office has any questions or needs additional information to file the articles of incorporation. The email address is not disclosed to the public; this information is privatized in accordance with N.D.C.C. Section 44-04-18.21.

ASSISTANCE: If assistance is required to complete articles of incorporation, call 701-328-2904.

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the documents in the office of the Secretary of State.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send articles of incorporation and payment to:

Business Registration Unit
Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-2904 Toll Free: 800-352-0867 (ext. 328-2904) Fax: 701-328-2992 Web Site: www.nd.gov/sos

ANNUAL REPORT: An annual report is required of a professional corporation on August 1st in the year after that in which the articles of incorporation are effective. The registered agent will be notified when the required reporting form is available.

CREDIT CARD PAYMENT AUTHORIZATION

SECRETARY OF STATE
SFN 51478 (4-2012)

(All items required to complete transaction)

			Amount Authorized
Name			Telephone Number
Address	City	State	ZIP Code

☐ VISA ☐ MasterCard ☐ Discover

Account Number	CSC Number *	Card Expires Month - Year	Signature (Required by Credit Card Companies)
			Date

* (CSC is the three-digit security code on the back of your card by the signature)