

CHAPTER 33. PROFESSIONAL CORPORATIONS**GENERAL**

- Sec.
33.1. General checklist for incorporating professional corporations. [Reserved]
33.2. Incorporators.
33.3. Name.
33.4. Stated purposes.

FORMS

- 33.51. Official forms.

GENERAL**§ 33.1. General checklist for incorporating professional corporations.
[Reserved]****Source**

The provisions of this § 33.1 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 33.2. Incorporators.

(a) One or more corporations or natural persons of full age may incorporate a professional corporation.

(b) Section 2923(a) of the BCL (relating to issuance and retention of shares) provides that shares of a professional corporation may be beneficially owned, directly or indirectly, only by one or more licensed persons. Therefore, only a person licensed to practice the profession for which a professional corporation is incorporated may be an incorporator of a professional corporation if the incorporator subscribes to one or more shares of the corporation. See § 23.7 (relating to subscription by incorporator unnecessary).

(c) Section 2901(a) of the BCL (relating to application and effect of chapter) provides that a business corporation may not be simultaneously a professional corporation and a management corporation. A professional corporation may be one or more of the following:

- (1) A nonstock corporation.
- (2) A statutory close corporation.
- (3) A professional corporation.
- (4) An insurance corporation.

Source

The provisions of this § 33.2 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 33.3. Name.

(a) The requirements set forth in § 23.3 (relating to business corporation names) are not applicable to a professional corporation name if the name contains and is restricted to the name or the last name of one or more of the present, prospective or former shareholders or of individuals who were associated with a predecessor or whose individual name appeared in the name of the predecessor. The name of a professional corporation may also contain one or more of the following:

- (1) The word “and” or a symbol or substitute for it.
- (2) The word “Associates.”
- (3) The term “P.C.”

(b) The following are examples of the provisions set forth in subsection (a):

<i>Permitted</i>	<i>Not Permitted</i>
John Doe, M.D.	Doe & Roe, P.A.
Doe and Roe	Roe Medical Associates
Doe & Roe, P.C.	Medical Service
Doe & Roe	Medical Service Associates
Doe and Roe Associates	Medical Service Associates, P.A.
Doe & Roe Associates	
Roe Medical Associates, Inc.	
Medical Service, Inc.	
Medical Service Associates, P.C.	

(c) Section 2921(a) of the BCL (relating to corporate name) provides that a professional corporation may not adopt a name which is prohibited by law or the ethics of the profession in which the corporation is engaged or by rule or regulation of the court, department, board, commission or other government unit regulating the profession. The Department is not responsible for enforcing the provision, and under section 103(a) of the code (relating to subordination of title to regulatory laws) the filing by the Department of a document containing an improper name will not protect the incorporators and the professional corporation from disciplinary action by the authorities responsible for the regulation of the profession. See § 17.9 (relating to professional names).

Source

The provisions of this § 33.3 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 33.4. Stated purposes.

Section 2903 of the BCL (relating to formation of professional corporations) provides as follows:

- (1) Except as provided in paragraph (2), a corporation may be incorporated as a professional corporation in the manner provided in the BCL only for the

purpose of rendering one specific kind of professional service. The articles of a professional corporation shall contain a heading stating that it is a professional corporation.

(2) A professional corporation may be incorporated to render two or more specific kinds of professional services to the extent that one of the following exists:

(i) The several shareholders of the professional corporation, if organized as a partnership, could conduct a combined practice of the specific kinds of professional services.

(ii) The court, department, board, commission or other government unit regulating each profession involved in the professional corporation has by rule or regulation applicable to professional corporations expressly authorized the combined practice of the profession with each other profession involved in the corporation.

Source

The provisions of this § 33.4 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 23.4 (relating to stated purposes).

FORMS

§ 33.51. Official forms.

The following official forms have been promulgated under this chapter and appear in Appendix A:

Form DSCB: 15-2904 (Articles of Amendment-Election of Professional Corporation Status-Domestic Business Corporation).

Form DSCB: 15-2905 (Statement of Election of Professional Corporation Status).

Source

The provisions of this § 33.51 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

[Next page is 35-1.]

33-4

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