

## CHAPTER 319A

### PROFESSIONAL CORPORATIONS

319A.02 Definitions.

319A.03 Formation.

319A.06 Rendering of professional services.

319A.07 Corporate name.

319A.08 Professional regulation.

**319A.02 DEFINITIONS.***[For text of subd 1, see M.S.1994]*

Subd. 2. "Professional service" means personal service rendered by a professional pursuant to a license or certificate issued by the state of Minnesota to practice medicine and surgery pursuant to sections 147.01 to 147.22, chiropractic pursuant to sections 148.01 to 148.105, registered nursing pursuant to sections 148.171 to 148.285, optometry pursuant to sections 148.52 to 148.62, psychology pursuant to sections 148.88 to 148.98, dentistry pursuant to sections 150A.01 to 150A.12, pharmacy pursuant to sections 151.01 to 151.40, podiatric medicine pursuant to Laws 1987, chapter 108, sections 1 to 16, veterinary medicine pursuant to sections 156.001 to 156.14, architecture, engineering, surveying, landscape architecture, geoscience, and certified interior design pursuant to sections 326.02 to 326.15, accountancy pursuant to sections 326.17 to 326.229, or law pursuant to sections 481.01 to 481.17, or pursuant to a license or certificate issued by another state pursuant to similar laws.

*[For text of subds 3 to 6, see M.S.1994]*

Subd. 7. "Corporation" as used in this chapter includes a limited liability company organized under chapter 322B and a limited liability partnership. With respect to a limited liability company, references in this chapter to articles of incorporation, bylaws, directors, officers, shareholders and shares of stock shall refer to articles of organization, operating agreement, governors, managers, members and membership interests, respectively. With respect to a limited liability partnership and except as otherwise provided in section 319A.08, references in this chapter to articles of incorporation and bylaws refer to partnership agreement; references to directors, officers, and shareholders refer to partners; and references to shares of stock refer to partnership interests.

**History:** 1995 c 58 s 1; 1995 c 206 s 3**319A.03 FORMATION.**

One or more natural professional persons may form a corporation pursuant to chapter 302A or 317A, organize a limited liability company pursuant to chapter 322B, or register a limited liability partnership according to chapter 323 for the purposes hereinafter set forth. In addition to providing the information required by the chapter under which the entity is formed, organized, or registered, the following information is also required in the forming, organizing, or registration document:

(1) the name of the corporation, limited liability company, or limited liability partnership, which must comply with section 319A.07;

(2) the purpose of the corporation, limited liability company, or limited liability partnership, which must comply with section 319A.04;

(3) that the shareholders of the corporation, members of the limited liability company, or partners in a limited liability partnership may only be professional persons licensed to render the kind of professional services that fit the purpose of the corporation, limited liability company, or limited liability partnership; and

(4) that the officers and directors of a corporation, the governors and managers of a limited liability company, and the partners of a limited liability partnership, other than the secretary and treasurer and their assistants, must be professional persons licensed to render the kind of professional services that fit the purpose of the corporation, limited liability company, or limited liability partnership.

**History:** 1995 c 128 art 3 s 6

**319A.06 RENDERING OF PROFESSIONAL SERVICES.**

*[For text of subd 1, see M.S.1994]*

Subd. 2. A foreign professional corporation may provide professional service in this state only upon compliance with sections 303.01 to 303.24, 322B.90 to 322B.955, or 323.44 to 323.49, regulating foreign corporations, foreign limited liability companies, and foreign limited liability partnerships, respectively. The secretary of state shall promulgate forms for such purpose. The provisions of sections 319A.01 to 319A.22 relating to the rendering of professional service by a professional corporation apply to a foreign professional corporation. Sections 319A.01 to 319A.22 shall not be construed to prohibit the rendering of professional service in this state by a person who is a shareholder, director, officer, employee, or agent of a foreign professional corporation, if the person could lawfully render professional service in this state in the absence of any relationship to the foreign professional corporation, irrespective of whether the foreign professional corporation is authorized to provide professional service in this state.

**History:** 1995 c 128 art 3 s 7

**319A.07 CORPORATE NAME.**

The corporate name of any corporation organized under sections 319A.01 to 319A.22 shall not be used to imply superiority and, in the case of a corporation, other than a limited liability company, shall end with the word "Chartered," or the word "Limited," or the abbreviation "Ltd.," or the words "Professional Association," or the abbreviation "P.A." The name of any limited liability company organized under sections 319A.01 to 319A.22 and chapter 322B shall end with the words "Professional Limited Liability Company," or the abbreviation "P.L.C.," or the words "Limited Liability Company," or the abbreviation "LLC." The name of any limited liability partnership organized under sections 319A.01 to 319A.22 and chapter 323 shall end with the words "Professional Limited Liability Partnership," or the abbreviation "P.L.L.P.," or the words "Limited Liability Partnership," or the abbreviation "LLP."

**History:** 1995 c 58 s 2

**319A.08 PROFESSIONAL REGULATION.**

No professional corporation or foreign professional corporation shall begin to render professional service in the state of Minnesota until it has filed with each board having jurisdiction of professional service of a type which the corporation is authorized to render a copy of its articles of incorporation, except that a limited liability company shall instead file a copy of its articles of organization and a limited liability partnership shall instead file a copy of its registration with the secretary of state pursuant to section 323.44. Except as provided in this section, nothing in sections 319A.01 to 319A.22 shall restrict or limit in any manner the authority or duty of a board with respect to persons rendering professional service within the jurisdiction of the board, even if the person is a shareholder, director, officer, employee or agent of a professional corporation or foreign professional corporation and renders professional service through such corporation.

**History:** 1995 c 58 s 3