

North Carolina State Board of Certified Public Accountant Examiners

1101 Oberlin Road Suite 104 • PO Box 12827 • Raleigh NC 27605

Phone 919-733-1423 • Fax 919-733-4209 • Web nccpaboard.gov

**CONVERSION OF A BUSINESS CORPORATION
TO A PROFESSIONAL CORPORATION**

21 NCAC 08J .0108 requires all CPA firms to register with the Board and re-register annually in accordance with NCGS 93-12(8)(a) and 21 NCAC 08J and 08K.

Pursuant to 21 NCAC 08N .0306(c), the firm's name on letterhead, contracts, engagement letters, tax returns, and all professional services reports must match exactly the firm's name as registered with the Board and the NC Department of Secretary of State (SOS).

NCGS 55B and 21 NCAC 08K .0105 require professional corporations to:

- Report any change in the composition or identity of shareholders, officers or directors, or employees;
- Provide a copy of all amendments to the Articles of Incorporation to the Board prior to filing with the NC Department of Secretary of State;
- Report the fact that any officer, shareholder, agent, or employee has ceased to be licensed (NCGS 55B-13); and
- Report the death of any shareholder.

Contact the SOS at (919) 814-5400 or visit the SOS website, www.sosnc.gov, to obtain the necessary SOS forms and fee information. The Board will mail the forms and fees to the NC Department of Secretary of State.

To convert a business corporation to a professional corporation, submit the following items to the Board:

- One copy of the proposed CPA firm letterhead;
- Completed "Registration of Professional Corporation;"
- A \$50.00 check payable to the NC State Board of CPA Examiners;
- A photocopy of the original "Articles of Incorporation;"
- One exact copy of the "Articles of Amendment - Conversion of Business Corporation to Professional Corporation" (SOS form) for the proposed professional corporation; and
- A check payable to the NC Department of Secretary of State for the correct fee required for filing the "Articles of Amendment - Conversion of Business Corporation to Professional Corporation" or the "Application for Amended Certificate of Authority."

If the firm is a foreign corporation, include the SOS form, "Application for Amended Certificate of Authority to Qualify as a Foreign Professional Corporation."

Upon receipt of the above-referenced items, the Board staff will complete an additional form that certifies to the NC Department of Secretary of State that the firm name complies with the Board's rules and that the proposed shareholders are properly licensed. The Board staff will instruct the NC Department of Secretary of State to return the certified copy of the "Articles of Amendment," after filing, to the Board. Upon receipt, a "Certificate of Registration" and the certified copy of the "Articles of Amendment" will be sent to the firm.

KEEP A COPY OF ALL DOCUMENTS FOR YOUR RECORDS.

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REGISTRATION OF A PROFESSIONAL CORPORATION

The Applicant, a professional corporation duly organized and existing under the laws and regulations of the State of North Carolina (NCGS 55B) and of the rules of the State Board of CPA Examiners (21 NCAC 08K), hereby makes application to the Board for registration and licensing to engage in the public practice of accountancy in North Carolina and in support of such application shows the Board the following:

CPA Firm Name: _____

Name of Supervising CPA: _____

Supervising CPA's Certificate No.: _____

Mailing Address: _____

City, State & ZIP: _____

Street Address: _____

City, State & ZIP: _____

Phone Number: _____

Fax Number: _____

Email Address: _____

Website Address: _____

Does the applicant corporation operate or maintain any other offices? N Y

If yes, provide the information requested above on an attached sheet for all other offices operated or maintained by the applicant corporation.

Provide the name, address, phone number, CPA certificate number (if applicable), and title of each officer and director of applicant corporation. Attach additional sheet(s) if needed.

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____ Title _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____ Title _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____ Title _____

REQUIRED INFORMATION
Registration of a Professional Corporation

CPA Shareholders

For each CPA shareholder of the applicant corporation, provide the name, address, phone number, CPA certificate number (including jurisdiction), and percent of ownership. Attach additional sheet(s) if needed.

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____ Percent of Ownership _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____ Percent of Ownership _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____ Percent of Ownership _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____ Percent of Ownership _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____ Percent of Ownership _____

Non-CPA Shareholders

For each non-CPA shareholder, provide the name, address, phone number, social security number and percentage of ownership. Non-CPA owners are limited to 49% ownership of the corporate stock in aggregate. Attach additional sheet(s) if needed.

Name _____ Social Security No. _____

Address _____

Phone No. _____ Percent of Ownership _____

Name _____ Social Security No. _____

Address _____

Phone No. _____ Percent of Ownership _____

Name _____ Social Security No. _____

Address _____

Phone No. _____ Percent of Ownership _____

Name _____ Social Security No. _____

Address _____

Phone No. _____ Percent of Ownership _____

REQUIRED INFORMATION, CONTINUED
Registration of a Professional Corporation

CPA Employees

Provide the name, address, phone number, and CPA certificate/license number (including jurisdiction) of each CPA employee of the applicant corporation. Attach additional sheet(s) if needed.

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____

Name _____ CPA Cert. No. _____

Address _____

Phone No. _____

The undersigned hereby certifies that, to the best of his/her knowledge and belief, no disciplinary action is pending before the Board or in any jurisdiction against any of the licensed incorporators, officers, directors, shareholders, or employees of the applicant corporation; that the applicant corporation will be conducted in compliance with statutes and rules of the Board; and that the names in the CPA firm name comply with 21 NCAC 08A .0301(24) and 08N .0307(a).

WITNESS my hand and the seal of the applicant corporation, this the _____ day of _____ month/year.

 Name of Professional Corporation

 Signature of an Officer-Shareholder Individually Licensed by this Board

 NC CPA Certificate No.