

**State of North Carolina**  
**Department of the Secretary of State**  
**ARTICLES OF INCORPORATION**  
**INCLUDING ARTICLES OF CONVERSION**  
**(PROFESSIONAL CORPORATION)**

Pursuant to Chapter 55B, §§ 55-2-02 and 55-11A-03 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation Including Articles of Conversion for the purpose of forming a professional corporation:

1. The name of the resulting corporation is:\_\_\_\_\_.  
The corporation is being formed pursuant to a conversion of another business entity.

2. The name of the converting business entity is \_\_\_\_\_  
and the organization and internal affairs of the converting business entity are governed by the laws of the state or country of \_\_\_\_\_. A plan of conversion has been approved by the converting business entity as required by law.

3. The converting business entity is a (*check one*):  foreign corporation;  domestic limited liability company;  foreign limited liability company;  domestic limited partnership;  foreign limited partnership;  domestic registered limited liability partnership;  foreign limited liability partnership; or  other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina.

4. The number of shares the corporation is authorized to issue is:\_\_\_\_\_

These shares shall be: (*check either a or b*)

a. \_\_\_ all of one class, designated as common stock; or

b. \_\_\_ divided into classes or series within a class as provided in the attached schedule, with the information required by N.C.G.S. § 55-6-01.

5. The street address and county of the initial registered office of the corporation is:

Number and Street\_\_\_\_\_

City, State, Zip Code\_\_\_\_\_County\_\_\_\_\_

6. The mailing address *if different from the street address of the initial registered office is:*

\_\_\_\_\_

7. The name of the initial registered agent is:\_\_\_\_\_

8. Principal office information: (*Select either a or b.*)

a.  The corporation has a principal office.

The street address and county of the principal office of the corporation is:

Number and Street \_\_\_\_\_

City, State, Zip Code \_\_\_\_\_ County \_\_\_\_\_

The mailing address, *if different from the street address*, of the principal office of the corporation is:

\_\_\_\_\_

b.  The corporation does not have a principal office.

9. Any other provisions, which the corporation elects to include, are attached.

10. The specific purpose for which the corporation is being formed: \_\_\_\_\_  
\_\_\_\_\_

11. The name and address of each incorporator is as follows: *(Attach additional sheets if necessary.)*

\_\_\_\_\_  
\_\_\_\_\_

12. With respect to each professional service to be practiced through the corporation, the name of at least one of the corporation's incorporators who is a licensee of the licensing board which regulates such profession in this State is: \_\_\_\_\_

13. A certification by the appropriate licensing board that the shareholder interests of the corporation are in compliance with the requirements of N.C.G.S. Sections 55B-4(2) and 55B-6 is attached.

14. These articles will be effective upon filing, unless a date and/or time is specified: \_\_\_\_\_

This the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_

\_\_\_\_\_

Signature

\_\_\_\_\_

Type or Print Name and Title

NOTES:

1. Filing fee is \$125. This document must be filed with the Secretary of State.
2. Only a "professional corporation" may use this form. To determine whether a particular corporation is such a "professional corporation," it is necessary to examine the requirements of N.C.G.S. § 55B-2(5). If the corporation does not meet those requirements, it must use the standard form for incorporation of a business corporation.

**Instructions for Filing  
ARTICLES OF INCORPORATION  
INCLUDING ARTICLES OF CONVERSION  
(PROFESSIONAL CORPORATION)**

- Item 1** Enter the complete corporate name which must include a corporate ending required by N.C.G.S. Sections 55B-5 and 55D-20 (corporation, company, limited, incorporated, corp., co., ltd., inc., Professional Association, Professional Corporation, P.A., or P.C.)
- Item 2** Enter the name of the converting business entity and the name of the state or country whose laws govern the converting business entity's organization and internal affairs.
- Item 3** Identify which type of business entity the converting business is.
- Item 4** Enter the number of shares the corporation will have the authority to issue. Check (a) or (b), whichever is applicable. If (b) is checked, add an attachment that includes the description of the designations, preferences, limitations, and relative rights of the shares.
- Item 5** Enter the complete street address of the registered office and the county in which it is located.
- Item 6** Enter the complete mailing address of the registered agent only if mail is not delivered to the street address stated in Item 3 or if you prefer to receive mail at a P.O. Box or Drawer.
- Item 7** Enter the name of the registered agent. The registered agent must be either a North Carolina resident at least 18 years old, an existing business corporation, non-profit corporation, limited liability company, or a foreign business corporation, non-profit corporation or limited liability company authorized to transact business or conduct affairs in North Carolina.
- Item 8** Select item "a" if the corporation has a principal office. Enter the complete street address of the principal office and the county in which it is located. If mail is not delivered to the street address of the principal office or if you prefer to receive mail at a P.O. Box or Drawer, enter the complete mailing address of the principal office. Select item "b" if the corporation does not have a principal office.
- Item 9** See form.
- Item 10** Enter the specific personal services to be rendered by the corporation.
- Item 11** Enter the name and address of each incorporator. Only one incorporator is required in order to file.
- Item 12** See form. *N.C.G.S. § 55B-4(1)*.
- Item 13** See form. *N.C.G.S. § 55B-4(4)*.
- Item 14** The document will be effective on the date and at the time of filing, unless a delayed date or an effective time (on the day of filing) is specified. If a delayed effective date is specified without a time, the document will be effective at 11:59:59 p.m. on the day specified. If a delayed effective date is specified with a time, the document will be effective on the day and time so specified. A delayed effective date may be specified up to and including the 90<sup>th</sup> day after the day of filing.

**Date and Execution**

Enter the date the document was executed.

In the blanks provided enter:

- The name of the entity executing the Articles of Incorporation; if an individual, leave blank.
- The signature of the incorporator or representative of the incorporating entity.
- The name of the incorporator or name and title of the above signed representative

**ATTENTION:** Corporations wishing to render a professional service as defined in N.C.G.S. §55b-2(6) shall contact the appropriate North Carolina licensing board to determine whether compliance with additional licensing requirements may be mandated by law.