

Senator Lyle W. Hillyard proposes the following substitute bill:

CORPORATIONS - PROFESSIONAL

SERVICES AMENDMENT

2006 GENERAL SESSION

STATE OF UTAH

Chief Sponsor: Lyle W. Hillyard

House Sponsor: Ross I. Romero

LONG TITLE

General Description:

This bill amends Title 16, Chapter 11, Professional Corporation Act, to include service provided by a landscape architect as a professional service.

Highlighted Provisions:

This bill:

- ▶ amends Title 16, Chapter 11, Professional Corporation Act, to include service provided by a landscape architect as a professional service;
- ▶ clarifies what address incorporators must use in articles of incorporation; and
- ▶ makes technical changes.

Monies Appropriated in this Bill:

None

Other Special Clauses:

None

Utah Code Sections Affected:

AMENDS:

16-11-2, as last amended by Chapter 280, Laws of Utah 2004

16-11-4, as last amended by Chapter 6, Laws of Utah 1992, Third Special Session



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Be it enacted by the Legislature of the state of Utah:

Section 1. Section **16-11-2** is amended to read:

16-11-2. Definitions.

As used in this chapter:

(1) "Filed" means the division has received and approved, as to form, a document submitted under the provisions of this chapter, and has marked on the face of the document a stamp or seal indicating the time of day and date of approval, the name of the division, the division director's signature and division seal, or facsimiles of the signature or seal.

(2) "Professional corporation" means a corporation organized under this chapter.

(3) "Professional service" means the personal service rendered by:

(a) a physician, surgeon, or doctor of medicine holding a license under Title 58, Chapter 67, Utah Medical Practice Act, and any subsequent laws regulating the practice of medicine;

(b) a doctor of dentistry holding a license under Title 58, Chapter 69, Dentist and Dental Hygienist Practice Act, and any subsequent laws regulating the practice of dentistry;

(c) an osteopathic physician or surgeon holding a license under Title 58, Chapter 68, Utah Osteopathic Medical Practice Act, and any subsequent laws regulating the practice of osteopathy;

(d) a chiropractor holding a license under Title 58, Chapter 73, Chiropractic Physician Practice Act, and any subsequent laws regulating the practice of chiropractic;

(e) a podiatric physician holding a license under Title 58, Chapter 5a, Podiatric Physician Licensing Act, and any subsequent laws regulating the practice of podiatry;

(f) an optometrist holding a license under Title 58, Chapter 16a, Utah Optometry Practice Act, and any subsequent laws regulating the practice of optometry;

(g) a veterinarian holding a license under Title 58, Chapter 28, Veterinary Practice Act, and any subsequent laws regulating the practice of veterinary medicine;

(h) an architect holding a license under Title 58, Chapter 3a, Architects Licensing Act, and any subsequent laws regulating the practice of architecture;

(i) a public accountant holding a license under Title 58, Chapter 26a, Certified Public Accountant Licensing Act, and any subsequent laws regulating the practice of public

57 accounting;

58 (j) a naturopath holding a license under Title 58, Chapter 71, Naturopathic Physician
59 Practice Act, and any subsequent laws regulating the practice of naturopathy;

60 (k) a pharmacist holding a license under Title 58, Chapter 17b, Pharmacy Practice Act,
61 and any subsequent laws regulating the practice of pharmacy;

62 (l) an attorney granted the authority to practice law by:

63 (i) the Utah Supreme Court; or

64 (ii) the Supreme Court, other court, agency, instrumentality, or regulating board that
65 licenses or regulates the authority to practice law in any state or territory of the United States
66 other than Utah;

67 (m) a professional engineer registered under Title 58, Chapter 22, Professional
68 Engineers and Professional Land ~~Surveyor~~ Surveyors Licensing Act;

69 (n) a real estate broker or real estate agent holding a license under Title 61, Chapter 2,
70 Division of Real Estate, and any subsequent laws regulating the selling, exchanging,
71 purchasing, renting, or leasing of real estate;

72 (o) a psychologist holding a license under Title 58, Chapter 61, Psychologist Licensing
73 Act, and any subsequent laws regulating the practice of psychology;

74 (p) a clinical or certified social worker holding a license under Title 58, Chapter 60,
75 Part 2, Social Worker Licensing Act, and any subsequent laws regulating the practice of social
76 work;

77 (q) a physical therapist holding a license under Title 58, Chapter 24a, Physical
78 Therapist Practice Act, and any subsequent laws regulating the practice of physical therapy;
79 ~~or~~

80 (r) a nurse licensed under Title 58, Chapter 31b, Nurse Practice Act, or Title 58,
81 Chapter 44a, Nurse Midwife Practice Act~~[-];~~ or

82 (s) a landscape architect licensed under Title 58, Chapter 53, Landscape Architects
83 Licensing Act, and any subsequent laws regulating landscape architects.

84 (4) "Regulating board" means the board that is charged with the licensing and
85 regulation of the practice of the profession which the professional corporation is organized to
86 render. The definitions of Title 16, Chapter 10a, Utah Revised Business Corporation Act,
87 apply to this chapter unless the context clearly indicates that a different meaning is intended.

88 Section 2. Section **16-11-4** is amended to read:

89 **16-11-4. Incorporators -- Articles of incorporation.**

90 (1) One or more individuals, each of whom is licensed to render a professional service,
91 may incorporate a professional corporation by filing articles of incorporation with the Division
92 of Corporations and Commercial Code. [~~Such articles~~]

93 (2) Articles of incorporation under Subsection (1) shall meet the requirements of Title
94 16, Chapter 10a, Utah Revised Business Corporation Act, and in addition thereto contain the
95 following:

96 [~~(1)~~] (a) the profession to be practiced through the professional corporation;

97 [~~(2)~~] (b) the names and [~~residence~~] street or mailing addresses of all of the original
98 shareholders, directors, and officers of the professional corporation; and

99 [~~(3)~~] (c) the number of shareholder members of the board of directors may be less than
100 the number of shareholders, except if a corporation has only one shareholder, the board may
101 consist of that shareholder.