

LEGISLATIVE BILL 489

Approved by the Governor April 5, 1971

Introduced by Roland A. Luedtke, 28th District

AN ACT to amend sections 21-2216, and 21-2217, Reissue Revised Statutes of Nebraska, 1943, relating to professional corporations; to require the certificate of the regulating board to be filed with the Secretary of State; to provide the effect if not filed; to provide an exception; and to repeal the original sections.

Be it enacted by the people of the State of Nebraska,

Section 1. That section 21-2216, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-2216. No corporation shall open, operate or maintain an establishment or do business for any purposes set forth in sections 21-2201 to 21-2222 without filing with the Secretary of State a certificate of registration from the regulating board of the particular profession for which the professional corporation is organized to do business, which certificate shall set forth the name and residence addresses of all shareholders as of the last day of the month preceding such filing, and certifying that all such shareholders, directors, and officers except the secretary and the assistant secretary are duly licensed to render the same professional services as those for which the corporation was organized. Application for a certificate of registration shall be made by the professional corporation to the regulating board in writing and shall contain the name or names of all officers, directors, shareholders, and professional employees of the professional corporation, the street address or street addresses at which the applicant proposes to perform professional services, and such other information as may be required by the regulating board. If it appears to the regulating board that each shareholder, officer, director, and professional employee of the applicant, except the secretary and the assistant secretary, is licensed to practice the profession of the applicant, and that each of such officers, shareholders, directors, and professional employees is not a shareholder, officer, director, or professional employee of any other professional corporation in this or any other state, and that each

shareholder, officer, director, or professional employee is not otherwise disqualified from performing the professional services of the applicant, then and in that event, such regulating board shall certify in duplicate upon a form prescribed by such regulating board, which form shall bear the date of its issuance and state that such proposed or existing professional corporation complies with the provisions of sections 21-2201 to 21-2222 and of the applicable rules and regulations of such regulating board. Each applicant for such registration certificate shall pay such regulating board a fee of ten dollars for the issuance of such duplicate certificate. One copy of such certificate shall be prominently exposed to public view upon the premises of the principal place of business of each professional corporation organized hereunder, and one copy shall be filed by the professional corporation with the Secretary of State who shall charge a fee of five dollars for filing the same. The certificate from the regulating board shall be filed in the office of the Secretary of State within thirty days after the articles of incorporation are filed in the office of the Secretary of State or the corporation shall be suspended until such certificate is filed with the Secretary of State. If the corporation is suspended, the annual report and tax cannot be filed and paid in the office of the Secretary of State until the certificate from the regulating board is filed in the office of the Secretary of State. If the report is not filed, the tax paid and the certificate filed by August 2 of the current year, when the report and tax become delinquent, the corporation shall be dissolved for nonpayment of taxes in compliance with section 21-323. A registration certificate bearing an issuance date more than twelve months old shall not be eligible for filing with the Secretary of State.

Sec. 2. That section 21-2217, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-2217. Each registration certificate issued to each applicant shall expire by its own terms one year from the date of issuance and may not be renewed. Each professional corporation must annually apply to its regulating board for a registration certificate in the manner provided in section 21-2216. A certificate from the regulating board as provided in section 21-2216 must annually be filed with the Secretary of State within thirty days after the expiration date of the last certificate on file in the office of the Secretary of State, or such corporation shall be suspended as

provided in section 21-2216. Registration certificates shall not be transferable or assignable.

Sec. 3. That original sections 21-2216 and 21-2217, Reissue Revised Statutes of Nebraska, 1943, are repealed.