

**NORTH CAROLINA ADMINISTRATIVE CODE  
TITLE 21 -- OCCUPATIONAL THERAPY LICENSING BOARDS  
CHAPTER 38 -- BOARD OF OCCUPATIONAL THERAPISTS**

**SECTION .0700 - PROFESSIONAL CORPORATIONS**

**.0701 AUTHORITY AND DEFINITIONS**

As used in this Section:

- (1) "Administrator" means the administrator of the North Carolina Board of Occupational Therapy.
- (2) "Board" means the North Carolina Board of Occupational Therapy.
- (3) "Legal Counsel" means the legal counsel to the North Carolina Board of Occupational Therapy.
- (4) "Licensee" means any individual who is duly licensed to practice occupational therapy in North Carolina as an occupational therapist or occupational therapy assistant.
- (5) "Occupational therapy related services" means those activities through which occupational therapy, as defined in G.S. 90-270.67(4), is practiced.
- (6) "Professional Corporation" means professional corporations organized for the purpose of providing occupational therapy related services in North Carolina.

**.0702 PREREQUISITES FOR INCORPORATION**

The following requirements must be met in order to incorporate:

- (1) The incorporator, whether one or more, of a professional corporation shall be licensed to practice occupational therapy in North Carolina as an occupational therapist.
- (2) Before the filing of the articles of incorporation with the Secretary of State, the incorporators shall file with the administrator of the Board a copy of the original articles of incorporation, together with a registration fee of fifty dollars (\$50.00).
- (3) The copy of the articles of incorporation shall be accompanied by an application to the Board (Corp. Form 01) certified by all incorporators, setting forth the names, addresses and N.C. license numbers of each shareholder of the corporation who will be practicing occupational therapy for the corporation.
- (4) Included with the articles of incorporation shall be a statement that all such persons are licensed to practice occupational therapy in North Carolina as occupational therapists, and stating that the corporation will be conducted in compliance with the Professional Corporation Act and the rules of this Section.
- (5) If the articles are changed in any manner before being filed with the Secretary of State, they shall be resubmitted to the administrator of the Board and shall not be filed until approved by the administrator of the Board.

**.0703 CERTIFICATE OF REGISTRATION**

The Certificate of Registration shall be issued as follows:

- (1) The legal counsel or administrator shall issue a Certificate of Registration (Corp. Form 02) for the professional corporation to become effective only when the

professional corporation files the articles of incorporation with the Secretary of State and if:

- (a) the legal counsel or administrator of the Board finds that no disciplinary action is pending before the Board against any of the licensed incorporators or persons who will be directors, officers, or shareholders of such corporation; and
  - (b) it appears to the legal counsel or administrator that such corporation will be conducted in compliance with the law and rules.
- (2) The proposed original articles of incorporation, and the Certificate of Registration, shall be returned to the incorporators for filing with the Secretary of State. The copy of the articles and a copy of the certification shall be retained in the administrative offices of the Board. If the required findings cannot be made, the registration fee shall be refunded to the incorporators.
  - (3) The initial Certificate of Registration shall remain in effect until June 30 of the year in which it was issued unless suspended or terminated as provided by law. The Certificate of Registration shall be renewed annually thereafter.
  - (4) Prior to the date of expiration of the certificate, the corporation shall submit its written application for renewal upon a form as provided by the Board. The application shall be accompanied by check in the amount of twenty-five dollars (\$25.00) in payment of the renewal fee. The Board shall renew the certificate provided that the Board finds that the corporation has followed the law and the rules of the Board.
  - (5) If the corporation does not apply for renewal of its Certificate of Registration within 30 days after the date of its expiration, the Certificate of Registration shall be automatically suspended. Upon suspension of the Certificate of Registration, the legal counsel or the administrator of the Board shall notify the Secretary of State in writing.
  - (6) The Certificate of Registration may be reinstated within the fiscal year upon payment of the renewal fee plus a late renewal fee of ten (\$10.00), if such corporation is then otherwise qualified and entitled to a renewal of its Certificate of Registration.

#### **.0704 GENERAL AND ADMINISTRATIVE PROVISIONS**

(a) If the legal counsel or administrator shall decline to issue a Certificate of Registration required by 21 NCAC 38 .0703(1), or decline to renew the same when requested, or shall refuse to take any other action required of him/her in writing by a professional corporation, the aggrieved party may request, in writing, a review of such action by the Board, and the Board shall provide a formal hearing for such aggrieved party before a majority of the Board.

(b) All amendments to charters of professional corporations, all merger and consolidation agreements to which a professional corporation is a party, and all dissolution proceedings and similar changes in the corporate structure of a professional corporation shall be filed with the legal counsel or administrator of the Board for approval before being filed with the Secretary of State.

(c) The legal counsel or administrator may issue the certificate (Corp. Form 04) required by G.S. 55B-6 when stock is transferred in a professional corporation, and such certificate shall be

permanently attached to the stub of the transferee's certificate in the stock book of the professional corporation.

#### **.0705 FORMS**

The following forms may be secured from the office of the Board regarding professional corporations:

- (1) Regulations adopted by the Board relating to Professional Corporations whose purpose is providing occupational therapy related services;
- (2) Corp. Form 01 - Certificate of Incorporator(s) and Application for a Certificate of Registration for a Professional Corporation;
- (3) Corp. Form 02 - Certificate of Registration of a Professional Corporation for the Purpose of Providing Occupational Therapy Related Services;
- (4) Corp. Form 03 - Application for Renewal of Certificate of Registration; and
- (5) Corp. Form 04 - Certificate Authorizing Transfer of Stock in Professional Corporation Organized to Provide Occupational Therapy Related Services.

#### **.0706 FEES**

- (a) Initial issuance of a Certificate of Registration requires a fee of fifty dollars (\$50.00).
- (b) Renewal of a Certificate of Registration requires a fee of twenty-five dollars (\$25.00).
- (c) Late renewal of a Certificate of Registration requires an additional fee of ten dollars (\$10.00).