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## **50-state Survey of Firm Licensure Requirements for Architectural and Engineering Firms**

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Alabama	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Alabama Board of Licensure for Professional Engineers and Professional Land Surveyors  <a href="http://www.bels.alabama.gov">http://www.bels.alabama.gov</a></p> <p>Statute &amp; Regulations:  <a href="http://www.bels.alabama.gov/Laws.aspx">http://www.bels.alabama.gov/Laws.aspx</a></p>	<p>Corporations, firms, partnerships, and LLCs, that perform or offer to perform engineering and/or land surveying work are required to have a Certificate of Authorization (“CA”). At least one of the principal officers, or partners, of a business entity seeking a CA must be licensed as a PE.</p> <p>If an individual practices under his or her own given name (i.e., John Doe, PE), they do not</p>	<p>There are no specific requirements in Alabama for the corporate formation of an engineering firm. Although only corporations, firms and partnerships are the only business entities listed by name in the regulations and statute, engineering firms are permitted to practice under all types of business entities authorized by law to conduct business in Alabama.</p>

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	<p>Licensing Statutes – Code of Alabama, Title 34, Chapter 11 Ala. Code § 34-11-1, <i>et seq.</i></p> <p>Licensing Regulations – Alabama Administrative Code Chapter 330 Ala. Admin. Code r. 330-x-1, <i>et seq.</i></p>	<p>need a CA. If they practice as John Doe Engineering, they are required to have a CA. An organization or individual operating under a fictitious name must obtain a CA.</p> <p>In order to obtain a CA, the business entity must file an application, pay a fee, and designate a resident licensed PE or land surveyor in responsible charge of the engineering or land surveying work for each separate office or branch office. The names and addresses of all officers, partners, board members and resident licensees must be provided to the board.</p>	<p>Along with any other licensed profession, engineers may organize their business pursuant to Alabama’s Professional Corporations Law. Ala. Code § 10A-4-1.01, <i>et seq.</i> The primary distinction of this law is that ownership is limited to qualified persons (e.g., individuals licensed as professional engineers).</p>

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		branches of architecture or engineering AS §08.28.241(b)-(d). A certificate of authorization will be issued to an applicant that meets the qualifications in AS §08.48.241 and submits to the additional requirements of 12 AAC 36.135.	

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		<p>corporation, or (2) is designated by a firm as having full authority and responsible charge of the services offered by the firm.</p> <p>If a firm has more than one branch office in Arizona, each branch must file a registration application with the BTR. Each branch must also designate a registrant in charge of the professional services of that office. The designated registrant for a branch office does not need to be a principal of the firm. Designated registrants must notify the BTR if their status as a designated registrant changes or if they are no longer employed by the firm.</p> <p>Only one principal registrant (for firm registration) or designated registrant (for branch registration) is allowed for each category of service offered to the public. Categories include architecture, assaying, certified remediation specialist, geology, home</p>	<p>control. A.R.S. §§ 10-2234 and 29-846.</p> <p>A professional corporation may but is not required to be formed for the purpose of rendering professional services under A.R.S. § 10-2201, <i>et seq.</i> A professional corporation may be a general partner of a partnership, a trustee of a trust, a co-venturer of a joint venture or a manager of a limited liability company or any other entity, only if the partnership, trust, joint venture, limited liability company or other entity is engaged solely in rendering professional services or in carrying on business authorized by the professional corporation's articles of incorporation.</p> <p>A domestic or foreign professional corporation may render professional services only through individuals licensed in Arizona to render the services. A professional corporation may not render any professional service or engage in any business other than the professional service, including services ancillary to the professional service, and the business authorized by its articles of incorporation, except to the extent that the other service or business is incidental to or an inconsequential portion of the authorized service</p>

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		<p>inspection, landscape architecture and surveying. Engineering firms may list an engineer as a responsible registrant in each branch of engineering services offered. The BTR currently recognizes seventeen branches of engineering. R4-30-221.</p> <p>A registrant who is designated as a responsible registrant is responsible for the firm or corporation. The BTR may impose disciplinary action on the responsible registrant for any violation of statutes or rules that is committed by a non-registrant employee, firm, or corporation. R4-30-301(20).</p> <p>Firms must apply for registration annually. All registrations expire one year from the date of issuance and must be renewed within thirty days of the anniversary date of the original registration, with some exceptions for military personnel as set forth in A.R.S. § 32-4301.</p> <p>Applications can be downloaded from</p>	<p>or business of that corporation.</p> <p>At least one-half of the directors and the president, if any, must be licensed, in Arizona or in another state, to render a professional service described in the corporation's articles of incorporation.</p> <p>Voting shares for a professional corporation may only be issued to (1) individuals licensed in Arizona or another state; (2) general partnerships registered limited liability partnerships, other partnerships and joint ventures in which at least one partner is licensed in Arizona; (3) professional corporations, professional limited liability companies and other persons licensed in Arizona; (4) other persons as long as such other persons in the aggregate do not hold more than 49% of the voting shares; and (5) an employee stock ownership plan if all of the voting trustees of the plan are licensed in Arizona and the ownership interests are not directly issued to persons other than the employee stock ownership plan trust or licensed professionals.</p> <p>A professional limited liability company may be formed for the purpose of rendering professional services under A.R.S. § 29-841, <i>et seq.</i></p>



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		<p>the BTR’s website and hand-delivered or mailed to the BTR. Each application for firm or branch registration must be accompanied by a nominal fee. Any changes to the firm’s principals, designated registrants, services offered, or address must be reported within thirty days.</p> <p>Failure of a firm or branch to properly register with the BTR may result in disciplinary procedures for practicing without being registered. Possible discipline includes the cancellation of the firm’s or branch’s authority to offer professional services in Arizona.</p>	<p>Professional limited liability companies may only render services through members, managers, officers, agents and employees who are themselves licensed in Arizona.</p> <p>Membership interests are limited to (1) individuals licensed in Arizona or another state; (2) general partnerships registered limited liability partnerships, other partnerships and joint ventures in which at least one partner is licensed in Arizona; (3) professional corporations, professional limited liability companies and other persons licensed in Arizona; and (4) other persons as long as such other persons in the aggregate do not hold more than 49% of the membership interests entitled to vote for the election of officers and managers.</p>

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	<p><b>Engineering</b></p> <p>Arkansas State Board of Licensure for Professional Engineers and Professional Surveyors <a href="http://www.pels.arkansas.gov/Pages/default.aspx">http://www.pels.arkansas.gov/Pages/default.aspx</a></p> <p>Licensing Statutes – Ark. Code Ann. § 17-30-301, <i>et seq.</i></p> <p>Licensing Rules of the Board – <a href="http://www.pels.arkansas.gov/rulesRegsStandards/Pages/default.aspx">http://www.pels.arkansas.gov/rulesRegsStandards/Pages/default.aspx</a></p>	<p>The practice of engineering by individuals licensed through any form of business entity (including partnerships, corporations, organizations, associations, etc.) is permitted if:</p> <ol style="list-style-type: none"> <li>(1) The professional engineers of the firm are licensed; and</li> <li>(2) The firm has been issued a certificate of authorization (license) by the Board.</li> </ol> <p>A certificate of authorization is issued with the Board’s approval provided the firm files an application, provides all information required including the names and addresses of individuals licensed to practice in the state who will be in charge of the firm’s practice of engineering, and provides a fee.</p>	<p>The Secretary of State shall not issue a certificate of incorporation to an applicant or a registration as a foreign firm to a firm that includes among the objectives for which it is established any of the words "engineer", "engineering", or any modification or derivation thereof unless the board of licensure for this profession has issued for the applicant a certificate of authorization or a letter indicating the eligibility of the applicant to receive such a certificate.</p>

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	<p>Corporation Regulations Moscone-Knox Professional Corporation Act (PCA) CA Corp Code §§ 13400 <i>et seq</i></p>	<p>In a PAC, each director, shareholder and officer shall be licensed (CA B&amp;P § 5610.4), except where the PAC has only one shareholder. In that case, that single shareholder must serve as the president and treasurer, and if there are other officers, they need not be licensed (PCA § 13403)</p>	<p><u>Exemptions</u></p> <p>The APA provides several exemptions from its requirements for the following individuals:</p> <ul style="list-style-type: none"> <li>• Structural Engineer (CA B&amp;P § 5537.1)</li> <li>• Licensed Contractor, provided the services are performed by or under the direct supervisions of a person licensed to practice architecture, or a professional or civil engineer (CA B&amp;P § 5537.2)</li> <li>• Professional Engineer (CA B&amp;P § 5537.4)</li> <li>• Civil Engineer (CA B&amp;P § 5537.5)</li> <li>• Landscape Architect (CA B&amp;P § 5537.6)</li> <li>• Land Surveyor (CA B&amp;P § 5537.7)</li> </ul>
	<p><b>Engineering</b></p> <p><u>Regulating Agencies</u> Board for Professional Engineers and Land Surveyors <a href="http://www.pels.ca.gov">http://www.pels.ca.gov</a></p> <p>Division of State Architect (DSA) <a href="http://www.dgs.ca.gov/dsa/home.aspx">http://www.dgs.ca.gov/dsa/home.aspx</a></p> <ul style="list-style-type: none"> <li>• Regulates design and construction of public schools</li> </ul>	<p>The right to practice engineering is an individual right based on an individual’s ability to take and pass the required examination, meet the minimum experience criteria, and to follow the professional rules of conduct. A licensed architect must maintain a file with the Board which includes information on the business entity through which he or she provides architectural services (CA B&amp;P § 5558)</p> <p><u>Requirements for Business Entities</u> Licensed engineers are not prohibited from forming business entities with persons who are not engineers, if: (i) a licensed engineer is an owner, partner, or officer in charge of the engineering</p>	<p><u>Naming Restrictions</u></p> <p>If the business name contains the name of any person, that person shall be licensed as a professional engineer, a licensed land surveyor, a licensed architect, or a registered geologist (CA B&amp;P § 6738(a)(3))</p> <p>The business name may be a fictitious name, however, if it includes the name of any person, the requirements of CA B&amp;P § 6738(a)(3) must be satisfied (CA B&amp;P 6738(c))</p> <p>If the business name is the name of a deceased or retired person, all of the following conditions must</p>

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	<p>Office of Statewide Health Planning and Development (OSHPD)</p> <p><a href="http://www.oshpd.ca.gov">http://www.oshpd.ca.gov</a></p> <ul style="list-style-type: none"> <li>Regulates design and construction of hospitals</li> </ul> <p><u>Relevant Statutes</u> Professional Engineers Act (PEA) CA Business and Professions Code (CA B&amp;P) §§ 6700 <i>et seq.</i></p> <p>Licensing Statute CA B&amp;P §§ 6750 – 6766</p> <p>Licensing Regulations California Code of Regulations, Title 16, Div. 5, §§ 400 - 476</p>	<p>practice; and (ii) all engineering services are performed by, or under the responsible charge of, a licensed professional engineer (CA B&amp;P § 6738(a)). The following business entities are allowed:</p> <ol style="list-style-type: none"> <li>Sole Proprietorship (Individual)</li> <li>Partnership</li> <li>Limited Partnership</li> <li>Limited Liability Partnership</li> <li>Limited Liability Company</li> <li>General Corporation</li> </ol>	<p>be satisfied: (1) the person’s name had been used in the name of the business, or a predecessor in interest of the business, prior to and after the death or retirement of the person; (2) the person was an owner, partner or officer of the business or of the predecessor in interest of the business; (3) the person was licensed as a professional engineer, land surveyor, architect or geologist; (4) the person, if retired, consents to the use of the name (CA B&amp;P § 6738(g))</p> <p><u>Licensing Requirements</u> Under the PEA, all business entities providing engineering services must have: (1) at least one engineer licensed in CA as an owner, partner, or officer in charge of the engineering practice of the business; and (2) all civil, mechanical and electrical engineering services performed by or under the responsible charge of a professional engineer licensed in the appropriate branch of professional engineering (CA B&amp;P § 6738(a)(1) and (2))</p> <p>Note: An unlicensed person may be the partner or officer of a business, provided the requirements of CA B&amp;P § 6738(a)(1) and (2) are satisfied. Therefore, an unlicensed person may NOT be the sole owner of a business</p> <p><u>Exemptions</u> The PEA provides several exemptions from its</p>

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			requirements, including the following: <ul style="list-style-type: none"> <li>• Licensed Architects (CA B&amp;P § 6737)</li> <li>• Licensed Contractors for electrical or mechanical engineering services, so long as they are performed by or under responsible charge of a licensed electrical or mechanical engineer (CA B&amp;P § 6737.3)</li> <li>• Federal Officers and Employees practicing solely as officers and employees (CA B&amp;P § 6739)</li> <li>• Nonresidents, provided they meet all of the following conditions: (1) nonresident of CA; (2) legally qualified in another state to practice; (3) do not maintain a regular place of business in CA; and (4) offers to but does not practice civil, electrical, or mechanical engineering in CA (CA B&amp;P § 6741)</li> </ul>

Colorado	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Colorado	Design Professional Regulation	Firm License	Corporate Formation Requirements
			entity shall mislead the public as to the fact that such member is licensed as an architect or as a professional engineer.
	<p><b>Engineering</b></p> <p>Colorado State Board of Licensure for Architects, Professional Engineers and Professional Land Surveyors  <a href="http://cdn.colorado.gov/cs/Satellite/DORA-Reg/CBON/DORA/1251632143556">http://cdn.colorado.gov/cs/Satellite/DORA-Reg/CBON/DORA/1251632143556</a></p> <p>Licensing Statutes –                      Colorado Revised Statutes                      Title 12. Professions and Occupations,                      Article 25. Engineers, Surveyors, and Architects                      Part 1. Engineers</p> <p>Licensing Regulations –                      Code of Colorado Regulations                      4 CCR 730-1 – Bylaws and Rules of the State Board of Licensure for Architects, Professional Engineers, and Professional Land Surveyors</p>	<p>Colorado State Board of Licensure for Architects, Professional Engineers and Professional Land Surveyors does not license firms to practice as engineering firms.</p> <p>A partnership, corporation, limited liability company, joint stock association, or other entity is not eligible for licensure under Colorado Revised Statute §12-25-104. An entity may practice or offer to practice engineering in Colorado only if the individual in responsible charge of the entity's engineering activities performed in Colorado is a professional engineer licensed in Colorado. All engineering documents, plats, and reports issued by or for the entity in connection with engineering work performed in this state must bear the seal and signature of the Colorado-licensed professional engineer who is in responsible charge of and directly responsible for the engineering work.</p> <p>Colorado requires general registration of all types of business entities (corporation,</p>	<p>Colorado has no specific requirements for the corporate formation of an engineering firm beyond the general requirements of forming a firm under the Colorado Secretary of State. Engineering firms are permitted to practice under all types of business entities.</p>



<b>Colorado</b>	<b>Design Professional Regulation</b>	<b>Firm License</b>	<b>Corporate Formation Requirements</b>
		limited liability company, partnership, etc.). Sole Proprietorship is registered under a trade name.	

Connecticut	Design Professional Regulation	Firm License	Corporate Formation Requirements
<p><b>Author</b></p> <p>Frank A. Sherer III, Esq.            McELROY, DEUTSCH,            MULVANEY &amp; CARPENTER,            LLP            One State Street, 14th            Floor, Hartford, CT 06103            (860) 522-5175  <a href="mailto:fsherer@mdmc-law.com">fsherer@mdmc-law.com</a></p>	<p><b>Architecture</b></p> <p>Architectural Licensing Board (the “Board”):</p> <ul style="list-style-type: none"> <li>- established per Conn. Gen. Stat. § 20-289</li> <li>- keeps roster of individual licensees, persons holding certificates of authority, and corporations holding certificates of authorization to practice architecture in Connecticut</li> <li>- website accessible through Department of Consumer Protection’s website (<a href="http://www.ct.gov/dcp">www.ct.gov/dcp</a>)</li> </ul> <p>Licensing Statutes:            Conn. Gen. Stat. §§ 20-288 to 20-298b</p> <p>Licensing Regulations:            Conn. Agencies. Regs. §§ 20-289-1 to 20-289-14</p>	<p>Connecticut law permits individual licensed architects to practice or offer to practice architecture in Connecticut in the corporate form, provided that the Board issues such corporation a certificate of authorization.</p> <p>Connecticut law also permits one or more licensed architects, one or more licensed landscape architects, one or more licensed professional engineers and one or more licensed land surveyors to form a corporation or limited liability company for the joint practice of architecture, landscape architecture, professional engineering, land surveying services or any combination of such practices or services, provided that a qualifying corporation or limited liability company obtains a joint certificate of registration from the Department of Consumer Protection at the direction of the applicable licensing boards.</p> <p>The statutory definition of “professional service” includes services rendered by an architect, which imposes certain limitations on the ability of architects to form professional service corporations and limited liability companies.</p>	<p>Business Corporations:</p> <ul style="list-style-type: none"> <li>- Must have certificate of authorization issued by the Board</li> <li>- A material part of the business of the corporation must include architecture</li> <li>- Personnel of corporation as act in its behalf as architects, its CEO and the holder(s) of at least 2/3 of its voting stock must be licensed to practice architecture in Connecticut</li> <li>- Foreign corporations must obtain a certificate of authority from the Secretary of State before transacting business in Connecticut</li> <li>- If corporation practices or offers to practice architecture, professional engineering, landscape architecture and land surveying jointly, in any combination of such practices/services, (1) one or more persons licensed as architects, landscape architects, engineers or land surveyors must own at least 2/3 of voting stock of corporation and members of each profession forming corporation together must own at least 20% of voting stock of corporation, (2) the personnel in responsible charge of the practice of architecture, engineering, land surveying and landscape architecture shall be licensed in Connecticut, and (3) such corporation has been issued a joint certificate of registration by the Department of Consumer Protection at the</li> </ul> <p>direction of the Architectural Licensing Board, the State Board of Landscape Architects or the appropriate members of the State Board of Examiners for Professional Engineers and Land Surveyors.</p> <p>Professional Service Corporations (P.C.):</p> <ul style="list-style-type: none"> <li>- Must have certificate of authorization issued by the Board</li> <li>- Must be organized for sole and specific purpose of rendering</li> </ul>

Connecticut	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>Aside from corporations and aside from limited liability companies formed to jointly offer any combination of architecture, professional engineering, land surveying and landscape architecture,, the Connecticut statutes and regulations governing licensure of architects do not require registration or licensure at the firm level for any other business organization (e.g. partnership, limited partnership, registered limited liability partnership, joint venture, joint enterprise, professional association, sole proprietorship) in which individual licensed architects practice or offer to practice architecture in Connecticut.</p> <p>The Connecticut statutes and regulations governing foreign corporations, foreign limited liability companies and foreign registered limited liability partnerships, however, do require such foreign business entities to obtain and/or file certificates of authority from and/or register with the Secretary of State to do business in Connecticut. Failure to do so exposes these foreign entities to penalties and other limitations, such as the inability to maintain an action, suit or proceeding in Connecticut court, payment of lapsed fees and taxes,</p>	<p>service of architecture or rendering joint service of architecture and professional engineering</p> <ul style="list-style-type: none"> <li>- Must have as shareholders only individuals who themselves are licensed or otherwise legally authorized to render the same professional service as the P.C.</li> <li>- Persons licensed to render the same professional services in another jurisdiction shall not be shareholders, directors or officers of a P.C. if such persons (1) unlawfully practice their profession in Connecticut or (2) direct or control any person licensed to practice such profession in Connecticut concerning the delivery of professional services or the exercise of professional judgment</li> <li>- Must render architectural (or joint architectural and professional engineering) services through its officers, employees and agents who are licensed or otherwise legally authorized to render such professional services within Connecticut</li> <li>- Cannot engage in any business other than the rendering of the professional services for which P.C. was specifically incorporated</li> <li>- Foreign P.C. must obtain a certificate of authority from the Secretary of State before transacting business in Connecticut</li> <li>- A domestic P.C. cannot merge with a foreign P.C.</li> </ul> <p>Limited Liability Companies (LLC):</p> <ul style="list-style-type: none"> <li>- Each member of LLC formed to render architectural services or the joint services of architecture and professional engineering must be licensed or otherwise authorized by law in Connecticut to render professional service for which LLC formed</li> <li>- LLC can only offer architectural or jointly offer architectural and professional engineering services and services ancillary to them and may not engage in any other business other than rendering of</li> </ul>

Connecticut	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>and revocation of provisional authority to transact business in Connecticut.</p>	<p>professional services for which LLC was formed and services ancillary to them</p> <ul style="list-style-type: none"> <li>- May render architectural or joint architectural and engineering services through members, managers, employees and agents licensed or otherwise legally authorized to render such professional services in Connecticut</li> <li>- Domestic LLC formed to render professional services can only merge with another domestic LLC formed to offer same professional services</li> <li>- No merger of domestic LLC formed to render professional services with any foreign LLC or other foreign entity</li> <li>- Foreign LLC must register with Secretary of State before transacting business in Connecticut</li> </ul> <p>Professional Associations:</p> <ul style="list-style-type: none"> <li>- Three or more persons licensed or authorize to practice architecture in Connecticut may associate to practice the profession for profit if articles of association have three of following four attributes:                         <ol style="list-style-type: none"> <li>(1) Continuity of life so that death, insanity, bankruptcy, retirement, resignation or expulsion of any member does not cause dissolution of association</li> <li>(2) Centralized management</li> <li>(3) Limited liability of members, with some conditions</li> <li>(4) Free transferability of members' interests</li> </ol> </li> </ul> <p>Partnerships:</p> <ul style="list-style-type: none"> <li>- One or more licensed architect and one or more licensed professional engineer may form a partnership, joint enterprise or association, provided that at least half of the partners or principals</li> </ul>

Connecticut	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>are licensed architects and all announcements, cards, printed matter and listings indicate whether each member is an architect or professional engineer</p> <ul style="list-style-type: none"> <li>- Each member of a partnership engaged in the practice of architecture must be licensed</li> <li>- A foreign registered limited liability partnership must file a certificate of authority with the Secretary of State before transacting business in Connecticut</li> </ul>
	<p><b>Engineering</b></p> <p>State Board of Examiners for Professional Engineers and Land Surveyors (the “Board”) - Conn. Gen. Stat. § 20-300; website accessible through Department of Consumer Protection’s website (<a href="http://www.ct.gov/dcp">www.ct.gov/dcp</a>)</p> <p>Licensing Statutes - Conn. Gen. Stat. §§ 20-299 to 20-310</p> <p>Licensing Regulations - Conn. Agencies Regs. §§ 20-300-1 to 20-300-14a; Conn. Agencies Regs. §§ 20-300b-1 to 20-300b-20</p>	<p>Connecticut law permits individual licensed professional engineers to practice or offer to practice professional engineering in the corporate form or as a limited liability company, provided that the Board issues a qualifying corporation or limited liability company a certificate of registration.</p> <p>Connecticut law permits individual licensed land surveyors to practice or offer to practice land surveying in the corporate form or as a limited liability company, provided that the Board issues a qualifying corporation or limited liability company a certificate of registration.</p> <p>Connecticut law also permits one or more licensed architects, one or more licensed landscape architects, one or more licensed professional engineers and one or more</p>	<p>Business Corporations:</p> <ul style="list-style-type: none"> <li>- Must have certificate of registration issued by the Board</li> <li>- A material part of the business must include engineering or land surveying</li> <li>- Such personnel of such corporation as act in its behalf as engineers or land surveyors must be licensed or exempt from licensure under the licensing statutes</li> <li>- Foreign corporations must obtain certificate of authority from Secretary of State before transacting business in Connecticut</li> <li>- If corporation practices or offers to practice architecture, professional engineering, landscape architecture and land surveying jointly, in any combination of such practices/services, (1) one or more persons licensed as architects, landscape architects, engineers or land surveyors must own at least 2/3 of voting stock of corporation and members of each profession forming corporation together must own at least 20% of voting stock of corporation, (2) the personnel in responsible charge of the practice of architecture, engineering, land surveying and landscape architecture shall be licensed in Connecticut, and (3) such corporation has been issued a joint certificate of registration</li> </ul>

Connecticut	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>licensed land surveyors to form a corporation or limited liability company for the joint practice of architecture, landscape architecture, professional engineering, land surveying services or any combination of such practices or services, provided that a qualifying corporation or limited liability company obtains a joint certificate of registration from the Department of Consumer Protection at the direction of the applicable licensing boards.</p> <p>The statutory definition of “professional service” includes services rendered by professional engineers and land surveyors, which imposes certain limitations on the ability of professional engineers and land surveyors to form professional service corporations and limited liability companies.</p> <p>Aside from corporations and limited liability companies, including those formed to jointly practice or offer to practice any combination of architecture, professional engineering, land surveying and landscape architecture, the Connecticut statutes and regulations governing licensure of professional engineers and land surveyors do not require registration or licensure at</p>	<p>by the Department of Consumer Protection at the direction of the Architectural Licensing Board, the State Board of Landscape Architects or the appropriate members of the State Board of Examiners for Professional Engineers and Land Surveyors.</p> <p>Professional Service Corporations (P.C.):</p> <ul style="list-style-type: none"> <li>- Must have certificate of registration issued by the Board</li> <li>- Must be organized for sole and specific purpose of rendering service of professional engineering or rendering joint service of architecture and professional engineering</li> <li>- Must have as shareholders only individuals who themselves are licensed or otherwise legally authorized to render the same professional service as the P.C.</li> <li>- Persons licensed to render the same professional services in another jurisdiction shall not be shareholders, directors or officers of a P.C. if such persons (1) unlawfully practice their profession in Connecticut or (2) direct or control any person licensed to practice such profession in Connecticut concerning the delivery of professional services or the exercise of professional judgment</li> <li>- Must render professional engineering (or joint architectural and professional engineering) services through its officers, employees and agents who are licensed or otherwise legally authorized to render such professional services within Connecticut</li> <li>- Cannot engage in any business other than the rendering of the professional services for which P.C. was specifically incorporated</li> <li>- Foreign P.C. must obtain a certificate of authority from the Secretary of State before transacting business in Connecticut</li> <li>- A domestic P.C. cannot merge with a foreign P.C.</li> </ul>

Connecticut	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>the firm level for any other business organization (e.g. partnership, limited partnership, registered limited liability partnership, joint venture, joint enterprise, professional association, sole proprietorship) in which individual licensed professional engineers or land surveyors practice or offer to practice professional engineering or land surveying in Connecticut.</p> <p>The Connecticut statutes and regulations governing foreign corporations, foreign limited liability companies and foreign registered limited liability partnerships, however, do require such foreign business entities to obtain and/or file certificates of authority from and/or register with the Secretary of State to do business in Connecticut. Failure to do so exposes these foreign entities to penalties and other limitations, such as the inability to maintain an action, suit or proceeding in Connecticut court, payment of lapsed fees and taxes, and revocation of provisional authority to transact business in Connecticut.</p>	<p>Limited Liability Companies (LLC):</p> <ul style="list-style-type: none"> <li>- Must have certificate of registration issued by the Board</li> <li>- A material part of the business must include engineering or land surveying</li> <li>- Such personnel of such LLC as act in its behalf as engineers or land surveyors must be licensed or exempt from licensure under the licensing statutes</li> <li>- If LLC practices or offers to practice architecture, professional engineering, landscape architecture and land surveying jointly, in any combination of such practices/services, (1) one or more persons licensed as architects, landscape architects, engineers or land surveyors must own at least 2/3 of voting interest of LLC and members of each profession forming LLC together must own at least 20% of voting interest of LLC, (2) the personnel in responsible charge of the practice of architecture, engineering, land surveying and landscape architecture shall be licensed in Connecticut, and (3) such LLC has been issued a joint certificate of registration by the Department of Consumer Protection at the direction of the Architectural Licensing Board, the State Board of Landscape Architects or the appropriate members of the State Board of Examiners for Professional Engineers and Land Surveyors.</li> <li>- Each member of LLC formed to render professional engineering services or the joint services of architecture and professional engineering must be licensed or otherwise authorized by law in Connecticut to render professional service for which LLC formed</li> <li>- LLC can only offer professional engineering or jointly offer architectural and professional engineering services and services ancillary to them and may not engage in any other business other than rendering of professional services for which LLC was formed and services ancillary to them</li> </ul>

Connecticut	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<ul style="list-style-type: none"> <li>- May render professional engineering or joint architectural and engineering services through members, managers, employees and agents licensed or otherwise legally authorized to render such professional services in Connecticut</li> <li>- Domestic LLC formed to render professional services can only merge with another domestic LLC formed to offer same professional services</li> <li>- No merger of domestic LLC formed to render professional services with any foreign LLC or other foreign entity</li> <li>- Foreign LLC must register with Secretary of State before transacting business in Connecticut</li> </ul> <p>Professional Associations:</p> <ul style="list-style-type: none"> <li>- Three or more persons licensed or authorize to practice professional engineering in Connecticut may associate to practice the profession for profit if articles of association have three of following four attributes:                         <ol style="list-style-type: none"> <li>(1) Continuity of life so that death, insanity, bankruptcy, retirement, resignation or expulsion of any member does not cause dissolution of association</li> <li>(2) Centralized management</li> <li>(3) Limited liability of members, with some conditions</li> <li>(4) Free transferability of members' interests</li> </ol> </li> </ul> <p>Partnerships:</p> <ul style="list-style-type: none"> <li>- One or more licensed architect and one or more licensed professional engineer may form a partnership, joint enterprise or association, provided that at least half of the partners or principals are licensed architects and all announcements, cards, printed matter and listings indicate whether each member is an architect</li> </ul>



Connecticut	Design Professional Regulation	Firm License	Corporate Formation Requirements
			or professional engineer - Each member of a partnership engaged in the practice of professional engineering must be licensed - A foreign registered limited liability partnership must file a certificate of authority with the Secretary of State before transacting business in Connecticut

Delaware	Design Professional Regulation	Firm License	Corporate Formation Requirements
<p><b>Author</b></p> <p>Jason A. Lien, Esq.                      MASLON EDELMAN BORMAN &amp; BRAND, LLP                      3300 Wells Fargo Center,                      90 South Seventh Street                      Minneapolis, MN 55402                      (612) 672-8319  <a href="mailto:jason.lien@maslon.com">jason.lien@maslon.com</a></p>	<p><b>Architecture</b></p> <p>Board of Architects:  <a href="http://dpr.delaware.gov/boards/architects/index.shtml">http://dpr.delaware.gov/boards/architects/index.shtml</a></p> <p>Licensing Statute – 24 Del. Code Ann. § 312A.</p>	<p>A business entity “authorized under Delaware law or the laws of another state” may practice architecture. Additionally, a business entity planning to practice architecture in Delaware must receive a certificate of authorization from the Board of Architects. 24 Del. Code Ann. § 312A.</p> <p>To receive a certificate of authorization, the entity must file an application, which the Board provides. The application must list the names, addresses and licenses or registration numbers for all directors, officers, partners, members or managers of the business entity. The entity should also provide information regarding the individual or individuals registered to practice architecture in Delaware. The Board will not issue a certificate of authorization unless the business entity shows that each office of the business entity that conducts architectural services is under the “charge and supervision of an individual holding a valid certificate of registration” to practice architecture. 24 Del. Code Ann. § 312A.</p>	<p>To practice architecture, the business entity must satisfy two criteria:</p> <p>(1) “One or more of the officers (if a corporation), partners (if a partnership), members or managers (if a limited liability company or publicly owned corporation),” must be registered in Delaware as an architect. One or more of the officers, partners, members or managers must also be “designated as being responsible for any services in the practice of architecture.”</p> <p>(2) All employees of the business entity who act as architects in Delaware, or act as architects for clients located in Delaware, must be registered with the Board. 24 Del. Code Ann. § 312A.</p>
	<p><b>Engineering</b></p> <p>Delaware Association of Professional Engineers: <a href="https://www2.dape.org/">https://www2.dape.org/</a></p>	<p>Any corporation or partnership offering to practice engineering must receive a certificate of authorization. To receive a certificate of authorization, the business entity must file the following information with the council of the Delaware Association of Engineers: a list of the</p>	<p>A corporation or partnership issued a certificate of authorization may practice engineering only if at least one of the officers or one of the employees of the business entity is (1) designated as responsible for the engineering activities of the business entity and (2) licensed</p>

Delaware	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p>Licensing Statute: 24 Del. Code Ann. § 2821.</p>	<p>names and addresses of all officers, board members and principals; a list of any personnel authorized to practice engineering in Delaware who are also responsible for the engineering practices of the business entity; and proof of compliance with the relevant state tax laws. 24 Del. Code Ann. § 2821.</p> <p>Additionally, any individual licensed to practice engineering in Delaware must obtain a certificate of authorization if he or she plans to practice engineering under a name different from the individual's licensed name. 24 Del. Code Ann. § 2821.</p>	<p>in Delaware as a professional engineer. All personnel of the business entity practicing engineering must be licensed in Delaware as a professional engineer. 24 Del. Code Ann. § 2821.</p>

District of Columbia	Design Professional Regulation	Firm License	Corporate Formation Requirements
<p><b>Authors</b></p> <p>Andrew D. Ness, Esq. Elizabeth M. Walsh, Esq. JONES DAY 51 Louisiana Ave., N.W. Washington, D.C. 20001-2113 (202) 879-7675 <a href="mailto:adness@jonesday.com">adness@jonesday.com</a> <a href="mailto:ewalsh@jonesday.com">ewalsh@jonesday.com</a></p>	<p><b>Architecture</b></p> <p>Department of Consumer and Regulatory Affairs <a href="http://dcra.dc.gov/">http://dcra.dc.gov/</a></p> <p>Entity Statute – D.C. Code, tit. 29, <i>et seq.</i></p> <p>District of Columbia Board of Architecture and Interior Design <a href="http://www.pearsonvue.com/dc/arch_intdes/">http://www.pearsonvue.com/dc/arch_intdes/</a></p> <p>Licensing Statute – D.C. Code § 47-2853.62 (Individuals)</p> <p>Licensing Regulations – D.C. Mun. Regs. tit. 17, ch. 34, <i>et seq.</i> (Individuals)</p>	<p>The D.C. Board of Architecture and Interior Design only provides professional licenses to individuals.</p> <p>Architectural firms must comply with the District of Columbia’s general licensing and registration requirements for corporate entities, governed by the Department of Consumer and Regulatory Affairs.</p> <p>All foreign entities must register prior to doing business in D.C. D.C. Code § 29-105.02.</p>	<p><u>Professional Corporation</u></p> <p>A professional corporation can only be organized to render professional services through shareholders, directors, officers, employees and/or agents, who are each licensed to render the relevant professional service. While a professional corporation can employ persons who are not individually licensed, those individuals cannot perform services for which a license is required. D.C. Code § 29-505.</p> <p>The original shareholders and directors of a professional corporation named in the articles of incorporation must be licensed to render the relevant professional service. D.C. Code § 29-506.</p> <p>A person cannot be a shareholder, director, or officer of a professional corporation, or render professional services, unless that person is an individual licensed to render the relevant professional service for which the corporation was organized. There is an exception for corporations with only one shareholder. In that instance, the secretary of the corporation does not need to be licensed to perform professional services (and may not perform any professional services.) D.C. Code § 29-508.</p> <p>Generally, shares in the corporation may only be transferred to an individual who is eligible to be a</p>

District of Columbia	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>shareholder of the professional corporation or to the professional corporation. D.C. Code § 29-511.</p> <p><u>Professional Limited Liability Company</u></p> <p>A professional limited liability is organized under D.C. Code, tit. 29, ch. 8 governing limited liability companies generally, solely for the purpose of rendering services through its members, managers, employees or agents. D.C. Code § 29-101.02(38).</p>
	<p><b>Engineering</b></p> <p>Department of Consumer and Regulatory Affairs  <a href="http://dcra.dc.gov/">http://dcra.dc.gov/</a></p> <p>Entity Statute – D.C. Code, tit. 29, <i>et. seq.</i></p> <p>District of Columbia Board of Professional Engineering  <a href="http://www.pearsonvue.com/dc/engineers/">http://www.pearsonvue.com/dc/engineers/</a></p> <p>Licensing Statute – D.C. Code § 47-2853.132 (Individuals)</p> <p>Licensing Regulations – D.C. Mun. Regs. tit. 17, ch. 15, <i>et seq.</i> (Individuals)</p>	<p>The D.C. Board of Professional Engineering only provides licenses to individuals. Engineering firms do not need to register with the DC Board of Professional Engineering. See Frequently Asked Questions, D.C. Board of Professional Engineering, <i>available at</i> <a href="http://www.asisvcs.com/publications/pdf/660940.pdf">http://www.asisvcs.com/publications/pdf/660940.pdf</a></p> <p>Engineering firms must comply with the District of Columbia’s general licensing and registration requirements for corporate entities, governed by the Department of Consumer and Regulatory Affairs.</p>	<p><u>Professional Corporation</u></p> <p>A professional corporation can only be organized to render professional services through shareholders, directors, officers, employees and/or agents, who are each licensed to render the relevant professional service. While a professional corporation can employ persons who are not individually licensed, those individuals cannot perform services for which a license is required. D.C. Code § 29-505.</p> <p>The original shareholders and directors of a professional corporation named in the articles of incorporation must be licensed to render the relevant professional service. D.C. Code § 29-506.</p> <p>A person cannot be a shareholder, director, or officer of a professional corporation, or render professional services, unless that person is an individual licensed to</p>

District of Columbia	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>render the relevant professional service for which the corporation was organized. There is an exception for corporations with only one shareholder. In that instance, the secretary of the corporation does not need to be licensed to perform professional services (and may not perform any professional services.) D.C. Code § 29-508.</p> <p>Generally, shares in the corporation may only be transferred to an individual who is eligible to be a shareholder of the professional corporation or to the professional corporation. D.C. Code § 29-511.</p> <p><u>Professional Limited Liability Company</u></p> <p>A professional limited liability is organized under D.C. Code, tit. 29, ch. 8 governing limited liability companies generally, solely for the purpose of rendering services through its members, managers, employees or agents. D.C. Code § 29-101.02(38).</p>

Florida	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Florida	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>otherwise legally authorized to render the same professional services may organize and become a shareholder or shareholders of a professional corporation, or members of professional limited liability company for pecuniary profit for the sole and specific purpose of rendering professional service.</p>
	<p><b>Engineering</b></p> <p>Florida Board of Professional Engineers (“FBPE”)  <a href="http://www.fbpe.org/">http://www.fbpe.org/</a></p> <p>Licensing Statute – Fla. Stat. Ch. 471</p> <p>Licensing Regulations – Fla. Admin Code. Ch. CHAPTER 61G15-18</p>	<p>The following types of entities require firm licensure to practice engineering:</p> <ol style="list-style-type: none"> <li>(1) Partnership</li> <li>(2) Corporation</li> <li>(3) Business trust</li> <li>(4) Other legal entity</li> <li>(5) Business organization</li> </ol>	<p>Business organizations that employ professional engineers who practice engineering in Florida are governed by Chapter 417 Fla. Stat.</p> <p>Section 417.023 Fla. Stat. requires that the practice of engineering through a business organization through licensees as agents, employees, officers or partners is only permitted if the business organization possesses a certificate of authorization issued by the Board of Professional Engineers. If an individual is practicing in his or her name, he or she does not need a certificate of authorization.</p> <p>One or more of the principal officers of the business organization or one or more of the partners of the partnership and all personnel of the business organization who act on its behalf as engineers must be licensed.</p> <p>No individuals practicing engineering are relieved of responsibility for professional services performed by reason of his or her employment or relationship with a business organization. The personal liability of a shareholder or owner of a business organization, in his or her capacity as shareholder or owner, shall be no greater than that of a shareholder-employee of a corporation incorporated under Chapter 607 Fla. Stat.</p>



Florida	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>Note that Section 558.0035 Fla. Stat. provides limited protection to individual designers who comply with its requirements.</p> <p>See above regarding professional service companies and professional limited liability companies.</p>

Georgia	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Georgia	Design Professional Regulation	Firm License	Corporate Formation Requirements
		architecture in a professional corporation. O.C.G.A. § 14-7-2.	
	<p><b>Engineering</b></p> <p>Georgia Board of Professional Engineers and Land Surveyors - <a href="http://sos.ga.gov/index.php/licensing/plb/22">http://sos.ga.gov/index.php/licensing/plb/22</a></p> <p>Licensing Statute – O.C.G.A. § 43-15-1, <i>et seq.</i></p> <p>Licensing Regulations – Ga. Comp. R. &amp; Regs. r. 180-1, <i>et seq.</i></p>	<p>The practice of or offer to practice professional engineering, as defined in this chapter, by individual professional engineers registered under this chapter through a firm, corporation, professional corporation, partnership, association, or other entity offering engineering services to the public or by a firm, corporation, professional corporation, partnership, association, or other entity offering engineering services to the public through individual registered professional engineers as agents, employees, officers, members, or partners is permitted subject to the provisions of this chapter; provided, however, that one or more of the principals, officers, members, or partners of said firm, corporation, professional corporation, partnership, association, or other entity and all personnel of such firm, corporation, partnership, association, or entity who act in its behalf as professional engineers in this state shall be registered as provided in this chapter; and further provided that said firm, corporation, professional corporation, partnership, association, or entity has been issued a certificate of authorization by the board as provided in this chapter. O.C.G.A. § 43-15-12.</p>	<p>Although it is not mandatory that an engineering firm operate as a professional corporation, if it elects to do so there are certain corporate governance requirements.</p> <p>Stockholders in a professional corporation must be licensees in the profession for which the professional corporation is authorized to perform services. Furthermore, at least one member of the board of the directors, and the president of the professional corporation must be a licensee. O.C.G.A. § 14-7-4.</p>

Hawaii	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Hawaii Board of Engineers, Architects, Surveyors &amp; Landscape Architects - <a href="http://cca.hawaii.gov/pvl/boards/engineer/">http://cca.hawaii.gov/pvl/boards/engineer/</a></p> <p>Licensing Statutes – Hawaii Revised Statutes Professional Engineers, Architects, Surveyors and Landscape Architects – Haw. Rev. Stat. Chapter 464</p>	<p>Business entities (corporation, limited liability company, partnership, etc.) do not require firm licensure to practice engineering in Hawaii as long as the person overseeing the professional work is a licensed professional engineer.</p>	<p>There are no specific requirements in Hawaii for the corporate formation of an engineering firm. Engineering firms are permitted to practice under all types of business entities.</p>

Hawaii	Design Professional Regulation	Firm License	Corporate Formation Requirements
	Licensing Regulations – Hawaii Administrative Rules Title 16, Chapter 115, Professional Engineers, Architects, Surveyors, and Landscape Architects Chapter HAR 16-115		

Idaho	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Idaho	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p><u>Professional Limited Liability Company:</u></p> <p>The Idaho statutes governing Professional Limited Liability Companies, are found within the Idaho Uniform Limited Liability Act.</p> <p>All members of a professional limited liability company (PLLC) must be: (a) natural persons with a professional license as defined by Idaho Code § 30-6-102(20) and/or; (b) professional corporations, partnerships or limited liability companies, all of whose shareholders, partners or members are such licensed professionals. Idaho Code Ann. § 30-6-102 (19).</p> <p>PLLCs may render professional services only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within Idaho. The term “employee” as used in the PLLC Act does not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.</p> <p>Foreign PLLCs will be governed by the Idaho Uniform Limited Liability Act. § 30-6-102(8).</p> <p>Professionals providing allied professional services may be members of the same PLLC unless otherwise prohibited by Idaho law. Idaho Code Ann. § 30-6-102(19).</p> <p>The term “allied professional services” means “professional services which are so related in substance that they are frequently offered in conjunction</p>

Idaho	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>with one another as parts of the same service package to the consumer". Idaho Code Ann. §§30-6-102(1); 30-1303 (3).</p> <p>If a firm offering architecture and landscape architecture services must incorporate as a PC or a PLLC.</p>
	<p><b>Engineering</b></p> <p>Idaho Board of Professional Engineers and Professional Land Surveyors (IPELS)  <a href="http://ipels.idaho.gov">http://ipels.idaho.gov</a></p> <p>Licensing Statutes – Idaho Code § 54-1201 <i>et seq.</i></p> <p>Licensing Regulations – Idaho Administrative Procedure Act, Agency 10, Title 1, Chapter 1 (IDAPA 10.01.01.001 <i>et seq.</i>)</p> <p>Professional Service Corporation Act – Idaho Code §30-1301 <i>et seq.</i></p> <p>Idaho Uniform Limited Liability Act – Idaho Code §30-6-101 <i>et seq.</i>                      Idaho Code §54-1235</p>	<p>All types of business entities (corporation, limited liability company, partnership, etc.) require a certificate of authority from IPELS to practice engineering as a firm in Idaho.</p> <p>In order to receive a certificate of authority all engineers must be individually licensed and the firm must provide IPELS with (a) description of the professional services to be performed by the entity; and (b) the designated licensed individual(s) who shall be “in responsible charge” of the professional practice for the entity. Idaho Code Ann. § 54-1235(4).</p> <p>The term “responsible charge” means:                      “the control and direction of</p>	<p>Engineering firms are authorized, but not required, to organize as professional service corporations (Idaho Code §30-1301 <i>et seq.</i>) or professional limited liability companies (Idaho Code §30-6-101 <i>et seq.</i>).</p> <p><u>Professional Service Corporation:</u>                      All shareholders of a professional service corporation must be natural persons licensed to render one or more of the same professional services as defined by Idaho Code § 30-1303(1).</p> <p>PCs may render professional services only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within Idaho. The term “employee” as used in the Act does not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required. § 30-1305.</p> <p>Professionals providing allied professional services may be shareholders of the same professional service corporation unless otherwise prohibited by Idaho law. Idaho Code Ann. § 30-1304.</p> <p>Foreign PCs may receive a certificate of authority to render architectural services in Idaho only if only if all the officers, employees, or agents who</p>



Idaho	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>engineering work... requiring initiative, professional skill, independent judgment and professional knowledge of the content of relevant documents during their preparation.” Idaho Code Ann. § 54-1202(14).</p> <p>A firm may not file organizational documents with the Idaho Secretary of State which include, “engineer,” “engineering,” or any derivation thereof as its organizational purpose or within its name unless IPELS has issued a certificate of authorization or a letter indicating the entity is eligible to receive such certificate. Idaho Code Ann. § 54-1235(5).</p>	<p>render the corporation's services in this state are licensed under the laws of Idaho to render such services. Idaho Code Ann. §30-1314.</p> <p><u>Professional Limited Liability Company:</u> The Idaho statutes governing Professional Limited Liability Companies, are found within the Idaho Uniform Limited Liability Act.</p> <p>All members of a professional limited liability company (PLLC) must be: (a) natural persons with a professional license as defined by Idaho Code § 30-6-102(20) and/or; (b) professional corporations, partnerships or limited liability companies, all of whose shareholders, partners or members are such licensed professionals. Idaho Code Ann. § 30-6-102 (19).</p> <p>Foreign PLLCs will be governed by the Idaho Uniform Limited Liability Act. § 30-6-102(8).</p> <p>Professionals providing allied professional services may be members of the same PLLC unless otherwise prohibited by Idaho law. Idaho Code Ann. § 30-6-102(19).</p> <p>The term “allied professional services” means “professional services which are so related in substance that they are frequently offered in conjunction with one another as parts of the same service package to the consumer”. Idaho Code Ann. §§30-6-102(1); 30-1303 (3).</p> <p>If a firm offers engineering and land surveying services the firm must incorporate as a PC or PLLC.</p>

Illinois	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Illinois	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>directors/general partners/members (as the case may be) must be licensed under the laws of any state (to practice architecture, engineering or surveying); and a managing agent be a director/general partner/member (as the case may be), and hold a license under the IAPA.</p>
	<p><b>Professional Engineering and Structural Engineering</b></p> <p>Illinois Department of Financial &amp; Professional Regulation  <a href="http://www.idfpr.com/profs/info/ProfEngineer.asp">http://www.idfpr.com/profs/info/ProfEngineer.asp</a></p> <p>Licensing Statute – 225 ILCS 325/1 <i>et. seq.</i> (Professional Engineering Practice Act)                      Licensing Statute – 225 ILCS 340/1 <i>et. seq.</i> (Structural Engineering Practice Act)                      Rules – Ill. Admin. Code Tit. 68, § 1380                      Business Corporation Act of 1983 – 805 ILCS 5/1.01 <i>et. seq.</i>                      Professional Service Corporation Act – 805 ILCS 10/1 <i>et. seq.</i>                      Limited Liability Company Act – 805 ILCS 180/1-1 <i>et. seq.</i></p>	<p>All types of entities require firm licensure to practice engineering, whether it is a:</p> <ol style="list-style-type: none"> <li>(1) Professional Corporation (“P.C.”)</li> <li>(2) Limited Liability Company (“LLC”)</li> <li>(3) Corporation (“Inc.”)</li> <li>(4) Registered Limited Liability Limited Partnership</li> <li>(5) General Partnership</li> <li>(6) Limited Partnership</li> <li>(7) Sole Proprietor*</li> </ol> <p>* All businesses that offer or provide professional design services must register with the Illinois Department of Professional Registration as a Professional Design Firm. The only exception is a licensed sole proprietor who offers or provides design services in his or her individual name and is not employing other individuals to perform work for which professional licensure is required.</p>	<p>Professional Corporations and LLC’s that practice professional/structural engineering in Illinois are governed by the Professional Service Corporation Act (“PSCA”) and the Limited Liability Company Act (“LLCA”) respectively. The PSCA requires the engineering P.C. or LLC to be 100% owned by licensed engineers or other professionals designated in the PSCA if the firm is also licensed to offer the services of the other professions (i.e. architecture, surveying, etc.). Corporate entities are not allowed to hold an ownership interest in the P.C. or LLC.</p> <p>The PSC and LLCAA require all owners to be licensed in Illinois.</p> <p>The PSCA includes an exemption from its requirements for corporations which prior to September 15, 1969 were permitted by law to practice engineering.</p> <p>The PSCA limits the non-professional services that the engineering P.C. may render to those</p>

Illinois	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>“ancillary” to the practice of engineering.</p> <p>The Professional Engineering Practice Act (“PEPA”) requires that the Professional Design Firm designate a managing agent and that the managing agent must have a valid, active license under the PEPA.</p> <p>Similarly, the Structural Engineering Practice Act (“SEPA”) requires that the Professional Design Firm designate a managing agent and that the managing agent must have a valid, active license under the SEPA.</p>

Indiana	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Indiana	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>organizable under this article; and (3) may not contain any word or phrase that indicates that it is organized for any purpose other than that listed in the articles of incorporation. I.C. 23-1.5-2-8(a).</p> <p>A professional corporation must renew its certificate of registration each year before January 31. I.C. 23-1.5-2-10(a).</p> <p>A professional corporation must file a copy of its articles of incorporation certified by the secretary of state with the appropriate bureau. I.C. 25-1.5-3-6(a).</p> <p>The IPCA permits foreign professional corporations to practice in Indiana. I.C. 23-1.5-5-1.</p> <p>The Indiana Business Corporation Law (IBCL) applies to professional corporations organized under the IPCA, but the latter prevails to the extent there is inconsistency in the provisions of the IBCL and IPCA. I.C. 23-1.5-2-1.</p>

Indiana	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>Indiana State Board of Registration for Professional Engineers (BRPE)  <a href="http://www.in.gov/pla/engineer.htm">http://www.in.gov/pla/engineer.htm</a></p> <p>Licensing Statute – I.C. §§ 25-31-1-1 through 25-31-1-35</p> <p>Licensing Regulations – 864 IAC 1.1</p> <p>Professional Corporation Act – P.L. 206-2005</p>	<p>Only an individual may be registered by the BRPE to practice engineering. Business entities, however, may engage in the practice of engineering so long as the regulated activities of the practicing entity are conducted under the supervision of a duly registered professional engineer employed full-time by the business. Engineering documents produced by the practicing entity must contain the seal of the registered professional engineer who is responsible charge of the work. I.C. § 25-31-1-18.</p>	<p>Engineers may form professional corporations. See above regarding the Indiana Professional Corporation Act.</p>

Iowa	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Iowa Engineering and Land Surveying Board -  <a href="https://plb.iowa.gov/board/engineers-land-surveyors">https://plb.iowa.gov/board/engineers-land-surveyors</a></p> <p>Licensing Statute – Iowa Code Chapter 542B</p> <p>Licensing Rules and Regulations – Iowa Code Chapter 272C</p>	<p>Business entities are not required to register or obtain licenses, or obtain any “certificate of authority” or similar authorization.</p> <p>If an entity designs buildings or works for a public interest, <i>all</i> of its principal designing or constructing engineers must hold licenses, unless the entity is engaged “solely in constructing buildings and works.” Iowa Code § 542B.26.</p>	<p>Iowa Code Chapter 490, the Iowa Business Corporation Act, applies to the formation of engineering firms just like any other business and professional corporations and companies. There is no law in Iowa which limits the type of entities which can perform engineering services. However, any business entity which plans to practice engineering in Iowa must be owned or managed by, or regularly employ, one or more licensed professional engineers who directly control and personally service all engineering work performed by the entity. Iowa Admin. Code Chapter 193C-8.5(3). This requirement is not satisfied through the hiring of an engineer on an as-needed, occasional or consulting basis. <u>Id.</u> at 193C-8.5(5).</p>



Kansas	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Kansas	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>set forth as its purpose the type of professional service to be practiced through the professional corporation and shall otherwise meet the requirements of the general corporation code of the state of Kansas. A certificate by the regulating board of the profession involved that each of the incorporators is duly licensed to practice that profession, and that the proposed corporate name has been approved, shall be filed in the office of the secretary of state prior to issuance of the certificate of incorporation. When two or more types of professions are to be rendered by such corporation, as shown in the articles of incorporation, a certificate of each regulatory board shall be required.</p> <p>In general, a professional corporation may issue the shares of its capital stock only to a natural person licensed, registered or certified to practice the same type of profession which any professional corporation is authorized to practice.</p>

Kansas	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>State Board of Technical Professions  <a href="http://www.ksbtp.ks.gov">www.ksbtp.ks.gov</a></p> <p>Licensing Statute – Kan. Stat Ann. 74-7001 <i>et seq.</i></p> <p>Professional Corporations – Kan. Stat Ann. 17-2706 <i>et seq.</i></p> <p>Licensing Rules –                      Kan. Admin. Regs. §§ 66-6-1 <i>et seq.</i></p>	<p>The licensing laws of Kansas are applicable to business entities as well as to natural persons. As defined by statute, “business entity” means any:</p> <ol style="list-style-type: none"> <li>(1) General Business Corporation</li> <li>(2) Professional Corporation</li> <li>(3) Limited Liability Company</li> <li>(4) Limited Liability Partnership</li> <li>(5) Corporate Partnership or</li> <li>(6) other legal entity created by law.</li> </ol>	<p>The entitlement of any business entity to a certificate of authority to practice engineering is tied to the licensing of one or more of its individual members or employees.</p> <p>A business entity may be organized for the practice of one or more of the technical professions if:</p> <ol style="list-style-type: none"> <li>1. One or more of the principals is designated as responsible for the activities and decisions relating to the practice of such profession and is licensed to practice such profession by the Board and is a regular employee of and active participant in the business entity;</li> <li>2. Each person engaged in the practice of the technical profession is licensed to practice such profession by the Board or is exempt from licensure under Kan. Stat. Ann. § 74-7031 through § 74-7035, or is exempt from exam for licensure in this state under Kan. Stat. Ann. § 74-7024; and</li> <li>3. Such business entity has been issued a certificate of authorization by the Board.</li> </ol> <p>Although engineering firms are not required to operate as a professional corporation in Kansas, if the firm elects to do so there are additional corporate governance requirements. Under Kansas law, one or more natural persons, each of whom is licensed to render the same type of professional service within Kansas, may incorporate a</p>

Kansas	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>professional corporation to practice that same type of professional service by filing articles of incorporation with the secretary of state. The articles of incorporation shall set forth as its purpose the type of professional service to be practiced through the professional corporation and shall otherwise meet the requirements of the general corporation code of the state of Kansas. A certificate by</p> <p>the regulating board of the profession involved that each of the incorporators is duly licensed to practice that profession, and that the proposed corporate name has been approved, shall be filed in the office of the secretary of state prior to issuance of the certificate of incorporation. When two or more types of professions are to be rendered by such corporation, as shown in the articles of incorporation, a certificate of each regulatory board shall be required.</p> <p>In general, a professional corporation may issue the shares of its capital stock only to a natural person licensed, registered or certified to practice the same type of profession which any professional corporation is authorized to practice.</p>

Kentucky	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Kentucky Board of Engineers &amp; Land Surveyors (“KBE”) <a href="http://www.kyboels.ky.gov">http://www.kyboels.ky.gov</a></p> <p>Licensing Statute – KRS 322.010 <i>et. seq.</i></p> <p>Licensing Regulations – 201 Ky. Admin. Reg. 18:180</p>	<p>A business entity must obtain a permit from the KBE in order to practice engineering in KY. Application available at <a href="http://kyboels.ky.gov/Getting-Licensed/Pages/Getting-a-Firm-Permit.aspx">http://kyboels.ky.gov/Getting-Licensed/Pages/Getting-a-Firm-Permit.aspx</a></p> <p>In addition to paying a fee, a firm must submit the following to the KBE: the names and addresses of all principals and officers; the licensed number of principals, officers, and employees who are professional engineers in responsible charge of the firm’s practice of engineering in Kentucky; a list of locations of all offices in Kentucky at which the business entity offers professional</p>	<p>There are no restrictions on the type of business entities that can provide engineering services.</p> <p>Business entities may engage in the practice of engineering provided that (1) at least one principal, officer, or designated employee is a professional engineer who is in responsible charge of the engineering work and (2) the entity has a permit from the KBE. <i>See</i> KRS 323.060; <i>see also</i> 201 Ky. Admin. Reg. § 18:180</p> <p>*KY also allows for the formation of Professional Service Corporations (KRS 274 <i>et seq.</i>); however, the licensing statutes and regulations do not require that</p>

Kentucky	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>engineering services; a statement of qualifications for the permit; and references as required by KBE's administrative regulations.</p> <p>Permits for business entities must be renewed every two years.</p>	<p>engineering services be provided through a PSC.</p> <p>If a PSC is formed for the purpose of providing engineering services, KRS 274.015 requires that all shareholders, officers other than the secretary and treasurer, and not less than ½ of the directors be licensed to provide engineering services.</p>

Louisiana	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Louisiana	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>law governing the practice of architecture and engineering by the Louisiana State Board of Architectural Examiners and the Louisiana Professional Engineering and Land Surveying Board. Architectural services rendered on behalf of an architectural-engineering corporation must be performed by or under the direct supervision of a natural person duly licensed to practice architecture in Louisiana, and these architects are responsible to the Board for all acts and conduct of the corporation.</p>
	<p><b>Engineering</b></p> <p>Louisiana Professional Engineering and Land Surveying Board (“LAPELS”) <a href="http://www.lapels.com">www.lapels.com</a></p> <p>Licensing Statutes – Louisiana Revised Statutes Title 37. Professions and Occupations, Chapter 8. Professional Engineering and Professional Land Surveying (La. R.S. 37:681, <i>et seq.</i>)</p> <p>Licensing Regulations – Louisiana Administrative Code Title 46. Professional and Occupational Standards, Part LXI. Professional Engineers and Land Surveyors</p>	<p>All types of business entities (corporation, limited liability company, partnership, etc.) require firm licensure to practice engineering in Louisiana accept non-firm individual proprietorships (sole proprietorships) which bear the full name of the owner who is a licensed professional. Such sole proprietorships are not required to be licensed as engineering firms with the board (only individual licensure is required). Non-firm individual proprietorships that do not bear the full name of the owner who is a licensed professional must be licensed with the board as an engineering firm.</p> <p>Steps for Firm Licensure:</p> <ol style="list-style-type: none"> <li>1. Execute the paperwork to create the firm.</li> <li>2. If the firm is a corporation or limited liability</li> </ol>	<p>There are no specific requirements in Louisiana for the corporate formation of an engineering firm. Engineering firms are permitted to practice under all types of general business entity forms, including a partnership, association, cooperative, venture, corporation, limited liability company, limited liability partnership, or any other business entity form authorized under Louisiana law.</p> <p>Louisiana law does not provide for the creation of a professional engineering corporation (as it does for architectural firms). However, Louisiana law does provide for the formation of an architectural-engineering corporation, which is defined as a corporation organized pursuant La. R.S. 12:1171, <i>et seq.</i>, for the practice of architecture and engineering, and</p>



Louisiana	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>company, obtain a certificate of incorporation or certificate of organization (domestic corporations and LLCs) or certificate of authority (foreign firms) from the Louisiana Secretary of State.</p> <p>3. Within thirty days after forming the firm or obtaining the certificate from the Louisiana Secretary of State, submit to the Board a completed Application for Firm License along with a copy of the firm’s certificate from the Louisiana Secretary of State.</p> <p>Supervising Professionals:</p> <p>Each firm licensed with the board must designate one or more supervising professionals. Each supervising professional must be a licensed professional:</p> <ul style="list-style-type: none"> <li>a. whose primary employment is with the firm on a full-time basis; or</li> <li>b. whose secondary employment is with the firm, provided the supervising professional is an owner of the firm.</li> </ul> <p>The supervising professionals of an engineering firm shall be professional engineers.</p>	<p>which is certified to be in compliance with Louisiana law governing the practice of architecture and engineering by the Louisiana State Board of Architectural Examiners and the Louisiana Professional Engineering and Land Surveying Board.</p>

Maine	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Maine Board of Licensure for Professional Engineers: <a href="http://www.maine.gov/professionalengineers">www.maine.gov/professionalengineers</a></p> <p>Licensing Statute – 32 M.R.S. § 1251, <i>et seq.</i></p> <p>Licensing Regulations – 02 C.M.R. 322, Chapters 1-3</p>	<p>There is no provision for licensure of an engineering firm, and no avenue by which such an entity may become licensed as a practical matter, since the licensing statute has certain requirements that only a natural person could fulfill. <i>See id.</i> § 1352-A(1) (requiring, for example, a college degree). A firm, co-partnership, corporation or joint stock association may, however, engage in the practice of professional engineering in Maine, provided that the practice is carried on only by professional engineers licensed in the State. <i>See</i> 32 M.R.S. § 1253.</p>	<p>Because a firm may not be itself be licensed, the corporate formation requirements are inapplicable. Should a group of licensed engineers wish to form a non-licensed corporation, Title 13-C's general corporate formation rules would apply.</p>

Maryland	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Maryland	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>In addition, a corporation that provides architectural services may elect to be a professional corporation under the Maryland Professional Service Corporation Act, in which case it will be subject to the requirements of that Act. The election to organize as a professional corporation is not mandatory for an architecture firm in Maryland, however.</p> <p>Should a corporation that exclusively provides architectural services elect to organize as a professional corporation under the Maryland Professional Service Corporation Act, all of its stockholders must be licensed in Maryland or in another state to render architectural services. In addition to the licensing requirement that two-thirds of the directors of the professional corporation be Maryland-licensed architects, under the Maryland Professional Service Corporation Act all of the professional corporation's officers (except for the Secretary and Treasurer) must be licensed in Maryland or in another state to render architectural services.</p>
	<p><b>Engineering</b></p> <p>Maryland Board for Professional Engineers – <a href="http://www.dlr.state.md.us/license/pe">www.dlr.state.md.us/license/pe</a></p> <p>Licensing Statutes – Md. Code Ann., Bus. Occs. § 14-101 <i>et seq.</i> (“Maryland Professional Engineers Act”)</p>	<p>There is currently no requirement for an engineering firm to obtain a permit to practice engineering in Maryland.</p> <p>Under the Maryland Professional Engineers Act, a licensed professional engineer may practice engineering through:</p> <ol style="list-style-type: none"> <li>(1) a corporation as an officer, employee, or</li> <li>(2) agent of the corporation.</li> </ol>	<p>The new provisions of the Maryland Professional Engineers Act concerning permits, which will come in effect on October 1, 2015, do not set forth any special requirements for the governance of business entities through which engineering is practiced.</p> <p>Rather, to qualify for a permit, a corporation, limited liability company, or partnership must designate a Maryland-licensed professional engineer to serve as a</p>

Maryland	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p>Licensing Regulations – COMAR 09.23</p> <p>Maryland Professional Service Corporation Act – Md. Code Ann., Corps. &amp; Ass’ns § 5-101 <i>et seq.</i></p>	<p>(3) a limited liability company as a member, employee, or agent of the limited liability company; or</p> <p>(4) a partnership as a partner, employee, or agent of the partnership.</p> <p>Effective October 1, 2015, however, a corporation, limited liability company, or partnership that operates a business through which engineering is practiced shall be required to hold a permit issued by the Maryland Board for Professional Engineers. This is a new requirement, as formerly there was no separate licensing scheme for the practice of engineering through a business entity.</p>	<p>“managing agent.” The “managing agent” must be: (1) in a position to act on behalf of the business entity in matters related to the practice of or the offering of the practice of engineering; and (2) either an employee, owner, director, officer, member, or partner of the business entity. A professional engineer may not serve as the “managing agent” for more than one business entity, unless the business entities are affiliates.</p> <p>In addition, a corporation that provides engineering services may elect to be a professional corporation under the Maryland Professional Service Corporation Act, in which case it will be subject to the requirements of that Act. The election to organize as a professional corporation is not mandatory for an engineering firm in Maryland, however.</p> <p>Should a corporation that exclusively provides engineering services elect to organize as a professional corporation under the Maryland Professional Service Corporation Act, all of its stockholders must be licensed in Maryland or in another state to render engineering services. In addition, the Maryland Professional Service Corporation Act would require that a majority of the professional corporation’s directors, and all of its officers (except for the Secretary and Treasurer), be licensed in Maryland or in another state to render engineering services.</p>

Massachusetts	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Massachusetts	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>Mass. Gen. Laws C. 156C §§ 6, 65 (LLC);                      Mass. Gen. Laws C. 156D § 11                      (corporations); <u>see also</u> 231 C.M.R. §4.04                      (applicable to all entities practicing                      architecture)</p>	<p>provide to the Secretary of State:</p> <p>(1) the names of each of the partners or members who render professional service on behalf of the LLP or LLC in the Massachusetts and their business addresses, Mass. Gen. Laws C. 108A § 45(7)(a), Mass. Gen. Laws c. 156C § 6, 231 C.M.R. §4.04(4), (5),</p> <p>(2) a certificate from the appropriate regulating board or boards that each of the partners or members who render professional service on behalf of the LLP or LLC is duly licensed to render such service, Mass. Gen. Laws C. 108A § 45(7)(b), Mass. Gen. Laws C. 156C § 6, 231 C.M.R. §4.04(4), (5),</p> <p>(3) certification that each of the partners or members who render professional services on behalf of the LLP or LLC is duly licensed to render such services. Mass. Gen. Laws C. 108A § 45(7)(c), Mass. Gen. Laws C. 156C § 6, 231 C.M.R. §4.04(4), (5),</p> <p>(3) certification that the LLP or LLC is maintaining required amounts of insurance or participation in a capital program. Mass. Gen. Laws C. 108A § 45(8)(a), Mass. Gen. Laws c. 156C § 65, 231 C.M.R. §4.04(7).</p> <p>Out-of-state LLCs and LLPs architectural firms may provide services provided they meet the above requirements and also file a certificate with the Secretary of State to do business in-state. Mass. Gen. Laws C. 108A § 47(4)-(6) (LLPs); Mass. Gen. Laws C. 156C § 48(LLCs).</p>

Massachusetts	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p><b>PCs</b></p> <p>Although not requiring express licensure with the Board, PCs, at the time of registration in the articles and in the annual report must provide to the Secretary of State:</p> <p>(1) corporate purposes indicating the professional services to be rendered, Mass. Gen. Laws c. 156A § 7(a),</p> <p>(2) a certificate by the appropriate regulating board or boards that each of the incorporators, the president and any vice presidents, a majority of the directors and each shareholder is duly licensed to render a professional service permitted by the articles of organization of the corporation. Mass. Gen. Laws C. 156A §§ 7(c), 9.</p> <p>Out-of-state PC architectural firms may provide services provided they meet the above requirements and file also a certificate with the Secretary of State to do business in Massachusetts. Mass. Gen. Laws C. 156A §§ 7, 17.</p> <p><b>Exception</b></p> <p>There is a limited exception to the requirement of individual (and presumably an individual on behalf of a firm) registration: An architect who is not a resident of Massachusetts, but holds a certificate to practice in his/her home state may hold him/herself out to perform services in Massachusetts provided that before any services actually are performed, the out of state architect is registered. Mass. Gen. Laws C. 112 § 60L(9).</p>



Massachusetts	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>Massachusetts Board of Registration of Professional Engineers and Professional Land Surveyors - <a href="http://www.mass.gov/ocabr/licensee/dpl-boards/en/">http://www.mass.gov/ocabr/licensee/dpl-boards/en/</a></p> <p>Licensing Statute – Mass. Gen. Laws C. 112 § § 81D through 81T</p> <p>Licensing Regulations – 250 C.M.R. 2.00 through 7.00</p>	<p>Massachusetts’s engineer licensing statute does not require firms to obtain licenses to practice. Mass. Gen. Laws C. 112 § 81R(f) (“co-partnership, corporation or joint stock association”); 250 C.M.R. §5.05; 250 C.M.R. 2.09 (“Business Entity is any sole proprietorship, partnership, corporation, association, limited liability company, limited liability partnership, or other organization or entity, whether for profit or not for profit, which provides or offers to provide engineering . . . services.”).</p> <p>That said, the practice of engineering by certain entities such as LLPs, LLCs, PCs, and corporations, may have specific registration requirements pursuant to legislation other than the engineer licensing statute. The following types of entities must provide specific registration information to the Secretary of State in order to do business in the state like practice professional services like engineering:</p> <p>(1) limited liability partnership (LLP)                  (2) professional corporations (PC)                  (3) limited liability company (LLC)                  (4) corporations                  Mass. Gen. Laws C. 108A §§ 45-47 (LLP);</p>	<p><b>Corporation, Partnership, or Joint Venture</b></p> <p>Although not requiring express licensure with the Board, a co-partnership, corporation or joint stock association may practice engineering provided that the person in direct charge, control, and supervision of the practice is a professional engineer holding a Massachusetts certificate of registration and is an active participant in the contracting, reporting, publishing, scheduling, etc. of professional services being offered by the firm. Mass. Gen. Laws C. 112 § 81R(f); 250 C.M.R. 5.02.</p> <p><b>LLPs and LLCs</b></p> <p>Although not requiring express licensure with the Board, LLPs and LLCs, at the time of registration and in each annual report, are required to provide to the Secretary of State:</p> <p>(1) the names of each of the partners or members who render professional service on behalf of the LLP or LLC in the Massachusetts and their business addresses, Mass. Gen. Laws C. 108A § 45(7)(a), Mass. Gen. Laws C. 156C § 6.</p> <p>(2) a certificate of the appropriate regulating board or boards that each of the partners or members who render professional service on behalf of the LLP or LLC is licensed, Mass. Gen. Laws C. 108A § 45(7)(b), Mass. Gen. Laws C. 156C § 6.</p> <p>(3) certification that each of the partners or members who render professional services on behalf of the LLP or LLC is licensed to render</p>

Massachusetts	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>Mass. Gen. Laws C. 156A §§ 7 (PC); Mass. Gen. Laws C. 156C §§ 6, 65 (LLC); Mass. Gen. Laws C. 156 § 11 (corporations).</p>	<p>such services. Mass. Gen. Laws C. 108A § 45(7)(c), Mass. Gen. Laws C. 156C § 6.</p> <p>(3) certification that the LLP or LLC is maintaining required amounts of insurance or participation in a capital program. Mass. Gen. Laws C. 108A § 45(8)(a), Mass. Gen. Laws C. 156C § 65.</p> <p>Out-of-state LLC and LLP engineering firms may provide services provided they meet the above requirements and also file a certificate with the Secretary of State to do business in Massachusetts. Mass. Gen. Laws C. 108A § 47(4)-(6) (LLPs); Mass. Gen. Laws C. 156C § 48(LLCs)</p> <p><b>PCs</b></p> <p>Although not requiring express licensure with the Board, PCs, at the time of registration in the articles and in the annual report must provide the Secretary of State:</p> <p>(1) corporate purposes indicating the professional services to be rendered, Mass. Gen. Laws C. 156A § 7(a),</p> <p>(2) a certificate by the appropriate regulating board or boards that each of the incorporators, the president and any vice presidents, a majority of the directors and each shareholder is duly licensed to render a professional service permitted by the articles of organization of the corporation. Mass. Gen. Laws C. 156A § 7(c); 9.</p> <p>Out-of-state PC engineering firms may provide services provided they meet the above requirements and also file a certificate with the</p>

Massachusetts	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>Secretary of State to do business in Massachusetts. Mass. Gen. Laws C. 156A §§ 7, 17.</p> <p><b>Exception</b></p> <p>There is a limited exception to the requirement of individual (and presumably an individual on behalf of a firm) registration: The practice of engineering by a person who is not a resident of Massachusetts or who does not have an established place of business in Massachusetts is permissible if (1) that practice does not exceed more than thirty (30) consecutive days in any calendar year, (2) the person is legally qualified by registration to practice engineering in his or her own state or country, (3) the person never was licensed in Massachusetts, and (4) the person applies for, receives, and pays a fee for a temporary permit. Mass. Gen. Laws C. 112, § 81R(b), (c); 250 C.M.R. 3.09.</p>

Michigan	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Minnesota	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Minnesota	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>Individual members of professional firms are subject to the requirements of their respective licensing boards. Minn. Stat. §§ 319B.11, .14.</p> <p>Firms providing professional services and formed under the PFA must use a firm name that complies with statutory requirements. See Minn. Stat. 319B.05.</p> <p>As a general rule, professional service firms must be <i>owned</i> by persons or companies of persons who are authorized to furnish at least one category of the professional firm's pertinent professional services. See Minn. Stat. § 319B.07 for all categories/ requirements. An owner may not sell, gift, assign, or transfer ownership to another unless that person/entity meets the requirements of ownership as laid out in Section 319B.07.</p> <p>As a general rule, professional service firms must be <i>governed</i> by one or more professionals, each of whom is licensed to furnish at least one category of the pertinent professional services; or by a surviving spouse of a deceased professional who was the sole owner of the professional firm, while the surviving spouse owns and controls the firm, but only during the period of time ending one year after the death of the professional. See Minn. Stat. § 319B.09.</p>
	<p><b>Engineering</b></p> <p>Minnesota Board of Architecture, Engineering, Land Surveying, Landscape Architecture,</p>	<p>MN does not license firms. Licenses are individually held by persons who meet the qualifications for licensure – education, examination, and experience.</p>	<p>Because MN licenses individuals, not companies, it has authorized certain licensed professionals to form entities as professional firms. See Minn. Stat. § 326.14 and Minn. Stat. § 319B.02, subd. 5 (both allowing a corporation, partnership, or limited liability company to provide architectural services). In addition, the</p>

Minnesota	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p>Geoscience &amp; Interior Design (“AELSLAGID”)  <a href="http://mn.gov/aelslag/">http://mn.gov/aelslag/</a></p> <p>Licensing Statute:                      Minn. Stat. § 326.01-326.15</p> <p>Licensing Rules:                      Minn. Rules 1800 and 1805</p>	<p>Only persons meeting the qualifications for licensure may practice, or offer to practice, engineering in the state of Minnesota.                      Minn. Stat. § 326.02, subd. 1.</p> <p>“Professional Engineer,” “PE” and “P.E.” are protected terms in Minnesota and may only be used by a licensed professional engineer.                      Minn. Stat. § 326.02, subd. 3.</p> <p>Requirements and procedures are set forth in Minn. Stat. Ch. 326 and in Minn. Rules 1800.2500-2900 and et seq.</p> <p>All licensees are required to comply with the Code of Professional Conduct at Minn. Rule 1805.0100-1600.</p>	<p>licensing statute requires that the person(s) connected with that entity, and in responsible charge of such work, be licensed to practice. Minn. Stat. § 326.14.</p> <p>In order to operate in MN as a firm offering professional services (such as engineering), a resident business entity must first be created under the MN Business Corporations Act (Minn. Stat. Ch. 302A); the MN Nonprofit Corporation Act (Minn. Stat. Ch. 317A); the MN Limited Liability Company Act (Minn. Stat. Ch. 322B); or the MN Limited Partnership Act (Minn. Stat. Ch. 323A). For requirements related to foreign business entities, see Minn. Stat. Ch. 303 (foreign corporations), Ch. 322B (LLCs), and Ch. 323A (LLPs).</p> <p>Then the firm must elect to be governed by the MN Professional Firms Act, Minn. Stat. Ch. 319B (“PFA”). Minn. Stat. § 319B.03, subd. 1. Where a term of the PFA conflicts with a term of the applicable business entity statute, the PFA controls. Minn. Stat. § 319B.03, subd. 4.</p> <p>Firms providing professional services and formed under the PFA must register annually with the Board that governs their conduct (here AELSLAGID) and pay an annual registration fee to the Secretary of State. Minn. Stat. § 319B.11, subds. 3, 4.</p> <p>Individual members of professional firms are subject to the requirements of their respective licensing boards. Minn. Stat. §§ 319B.11, .14.</p>

Minnesota	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>Firms providing professional services and formed under the PFA must use a firm name that complies with statutory requirements. See Minn. Stat. 319B.05.</p> <p>As a general rule, professional service firms must be <i>owned</i> by persons or companies of persons who are authorized to furnish at least one category of the professional firm's pertinent professional services. See Minn. Stat. § 319B.07 for all categories/requirements. An owner may not sell, gift, assign, or transfer ownership to another unless that person/entity meets the requirements of ownership as laid out in Section 319B.07.</p> <p>As a general rule, professional service firms must be <i>governed</i> by one or more professionals, each of whom is licensed to furnish at least one category of the pertinent professional services; or by a surviving spouse of a deceased professional who was the sole owner of the professional firm, while the surviving spouse owns and controls the firm, but only during the period of time ending one year after the death of the professional. See Minn. Stat. § 319B.09.</p>



Mississippi	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Mississippi	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>membership interests in or be a manager of a PLLC offering architectural services in Mississippi.</p> <p>Architectural partnerships are governed by Mississippi's Uniform Partnership Act of 1997 (UPA), subject to the following additional requirements:</p> <ol style="list-style-type: none"> <li>1. At least one active partner must hold a certificate to practice architecture in Mississippi; and</li> <li>2. Only licensed architects or licensed engineers practicing with a licensed architect are permitted to be active members of the partnership.</li> </ol>

Mississippi	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>Mississippi Board of Licensure for Professional Engineers &amp; Surveyors <a href="http://www.pepls.state.ms.us/pepls/web.nsf">http://www.pepls.state.ms.us/pepls/web.nsf</a></p> <p>Licensing Statute – Miss. Code Ann. § 73-13-1 <i>et. seq.</i></p> <p>Licensing Regulations – Miss. Bd. of Licensure for Prof. Eng. and Surveyors Rules and Regulations of Procedures (2014); Title 30, Part 901</p> <p>Professional Corporation Act – Miss. Code Ann. § 73-10-1 <i>et. seq.</i></p> <p>Professional Limited Liability Company Act - Miss. Code Ann. § 79-29-901 <i>et. seq.</i></p> <p>Uniform Partnership Act - Miss. Code Ann. § 79-13-101 <i>et. seq.</i></p>	<p>The following types of entities require firm licensure to practice engineering:</p> <ol style="list-style-type: none"> <li>(1) A Professional Service Corporation;</li> <li>(2) A Corporation;</li> <li>(3) A General Partnership;</li> <li>(4) A Limited Partnership;</li> <li>(5) A Limited Liability Partnership;</li> <li>(6) A Limited Liability Company.</li> </ol> <p>Miss. Code Ann. § 73-13-3.</p> <p>A sole proprietorship owned and operated by a licensed engineer is not required to obtain a license.</p> <p>A professional association of licensed professional engineers is not required to obtain a license.</p> <p>Both the licensed sole proprietor and the licensees within a professional association are to maintain their individual licenses in active status and only offer the professional services for which they are licensed and qualified to provide.</p> <p>Miss. Code Ann. § 73-13-3.</p>	<p>To qualify to hold an Engineering Certificate of Authority, each Professional Service Corporation, Corporation, General Partnership, Limited Partnership, Limited Liability Partnership, and Limited Liability Company must designate at least one Mississippi-licensed Professional Engineer who is either a principal officer, partner, or the designated principal engineer of the firm with management responsibility for the firm's practice, and who makes significant technical and/or contractual judgments on behalf of the firm which would affect the firm's professional reputation and liability.</p> <p>A licensee who renders occasional, part-time or consulting services to a firm may not be designated as being responsible for the professional services of the firm. See PCA requirements above.</p>

Missouri	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Missouri Board for Architects, Professional Engineers, Professional</p>	<p>Missouri’s licensing laws are applicable to corporations as well as to natural persons. As used in Missouri’s licensing statutes, the term “corporation” means any:</p>	<p>The entitlement of any business entity to a certificate of authority to practice architecture is tied to the licensing of one or more of its individual members or employees.</p>

Missouri	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p>Land Surveyors, and Landscape Architects  <a href="http://pr.mo.gov/apelsla.asp">http://pr.mo.gov/apelsla.asp</a></p> <p>Licensing Statute – R.S.Mo. 327.181 <i>et. seq.</i></p> <p>Licensing Rules –  <a href="http://www.sos.mo.gov/adrules/csr/current/20csr/20csr.asp#20-2030">www.sos.mo.gov/adrules/csr/current/20csr/20csr.asp#20-2030</a></p>	<p>(1) General Business Corporation                      (2) Professional Corporation                      (3) Limited Liability Company</p> <p>Any licensed engineering may also practice through the medium of a partnership.</p>	<p>Any domestic or foreign corporation, having as one of its corporate purposes the practice of architecture, may render architectural services in Missouri if:</p> <ol style="list-style-type: none"> <li>(1) the directors of the corporation have assigned responsibility for the proper conduct of all architectural activities in Missouri to an architect licensed and authorized to practice in Missouri;</li> <li>(2) the person(s) who is personally in charge of and supervises the architectural activities of the corporation in Missouri is a duly licensed architect in Missouri; and</li> <li>(3) the corporation obtains and pays for a certificate of authority.</li> </ol> <p>Professional corporations may render professional services only through its officers, employees, and agents who are duly licensed to render that professional service.</p> <p>Unlike corporations, partnerships are not required to secure certificates of authority.</p>

Montana	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Montana Board of Professional Engineers and Professional Land Surveyors (“MTBELS”)  <a href="http://www.engineer.mt.gov">www.engineer.mt.gov</a></p> <p>Licensing Statute:            Mont. Code Ann. § 37-67-301 <i>et. seq.</i></p> <p>Licensing Regulations:            ARM 24.183 <i>et. seq.</i></p>	<p>Pursuant to § 37-67-320 Mont. Code Ann.:            (1) A sole proprietorship, firm, partnership, or corporation:                (a) May engage in the practice of engineering in this state if the sole proprietor or any member of the firm, partnership, or corporation who is in responsible charge* of engineering performed in this state is a professional engineer, as appropriate:                (b) must have a professional engineer in residence who is in responsible charge of the engineering conducted in the office or place of engineering; and</p>	<p>None.</p>

Montana	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>(c) shall obtain a certificate of authorization from the board before engaging in the practice of engineering.</p> <p>(2) The provisions of subsection (1) do not apply to sole proprietorships, firms, partnerships, or corporations that are engaged in the practice of engineering for their own benefit and do not practice or offer engineering services to others.</p> <p>*Responsible Charge is defined in ARM 24.183.301</p>	

Nebraska	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Nevada	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Nevada	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>annually thereafter. NRS 623.349.</p>	<p>administration. NRS 623.350(1).</p> <p>Architects may organize a professional entity in the manner provided for organizing a professional entity or association pursuant to chapter 89 of NRS. A professional entity may be organized to render a professional service relating to: architecture, interior design, residential design, engineering and landscape architecture, or any combination thereof. Except as otherwise provided by law, a professional association may render professional service only through its members and employees who are licensed or otherwise authorized by law to render the professional service.</p>

Nevada	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>Nevada State Board of Professional Engineers &amp; Land Surveyors - <a href="http://www.nvboe.org/">http://www.nvboe.org/</a></p> <p>Licensing Statutes – Nevada Revised Statute, Chapter 625</p> <p>Licensing Regulations- Nevada Administrative Code, Chapter 625</p> <p>Professional Entities and Associations Act, NRS, Chapter 89</p>	<p>All types of business entities (corporation, limited liability company, partnership, etc.) must obtain firm licensure before practicing engineering in Nevada. NAC 625.425.</p> <p>Steps for Firm Licensure:</p> <p>The steps required for obtaining firm licensure are as follows:</p> <ol style="list-style-type: none"> <li>1. File an application for registration with the Board.</li> <li>2. Pay a fee of \$50.</li> </ol> <p>Responsible Charge Professional:</p> <p>Each firm licensed with the board must designate one professional engineer who is in responsible charge of the work provided by the firm (he is not required to be a principal of the firm). NAC 625.425(2).</p>	<p>Engineering firms are permitted to practice under all types of business entities.</p> <p>A firm engaged in the practice of engineering must employ at least one professional engineer at each place of business where the work will be performed. All engineering work done at a place of business must be performed under a professional engineer, who has been placed in responsible charge of the work and who is employed full-time at that particular place of business. NRS 625.407(1).</p> <p>Professional engineers may join or form a partnership, corporation, limited-liability company or other business organization or association with registrants and licensees outside of their field of practice, or with persons who are not registered or license. NRS 625.407(4).</p> <p>The requirements in NRS 625.407 do not apply to a firm, partnership, corporation or other person who: (1) practices professional engineering for his or her benefit and does not engage in the practice of professional engineering or offer professional engineering series to other persons; and (2) is</p>

Nevada	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>engaged in the practice of professional engineering in offices established for limited or temporary purposes, including offices established for the convenience of filed survey crews or for inspecting construction. NRS 625.407(5).</p> <p>Engineers may organize a professional entity in the manner provided for organizing a professional entity or association pursuant to chapter 89 of NRS. A professional entity may be organized to render a professional service relating to: architecture, interior design, residential design, engineering and landscape architecture, or any combination thereof. Except as otherwise provided by law, a professional association may render professional service only through its members and employees who are licensed or otherwise authorized by law to render the professional service.</p>

New Hampshire	Design Professional Regulation	Firm License	Corporate Formation Requirements
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New Hampshire	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<ul style="list-style-type: none"> <li>• certain other business organizations with proscribed ownership structures, N. Ha. Code RSA §294-A:8.</li> <li>• Not less than ½ of the directors and all officers, other than the secretary/asst. secretary and treasurer/asst. treasurer must be qualified persons, N. Ha. Code RSA §294-A:20 (domestic), RSA §294-A:25 (foreign).</li> </ul>
	<p><b>Engineering</b></p> <p>New Hampshire Secretary of State, Corporation Division,  <a href="http://www.sos.nh.gov/corporate/Forms.html">http://www.sos.nh.gov/corporate/Forms.html</a></p> <p>Engineering Licensing Statute – N. Ha. Code RSA §310-A:1, <i>et seq.</i> Joint Board of Licensure and Certification; Administrative Rules – N. Ha. Admin. Rules, Eng 100 - 500</p> <p>State of New Hampshire Board of Professional Engineers,  <a href="http://www.nh.gov/itboard/pe.htm">http://www.nh.gov/itboard/pe.htm</a></p>	<p>Engineering/land surveying services may be offered by:</p> <ol style="list-style-type: none"> <li>(1) Sole Proprietorship</li> <li>(2) Limited Partnership – Domestic or Foreign</li> <li>(3) Limited Liability Partnership – Domestic or Foreign</li> <li>(4) Limited Liability Company – Domestic or Foreign</li> <li>(5) Professional Limited Liability Company (“PLLC”) – Domestic or Foreign</li> <li>(6) Corporation – Domestic or Foreign</li> <li>(7) Professional Corporation – Domestic or Foreign</li> </ol> <p>Domestic and foreign engineering firms must obtain a Certificate of Authorization from the Board of Professional Engineers, N. Ha. Code RSA §310-A:20 (III) (domestic),</p>	<p>At least one officer of a corporation or at least one general partner or associate must be designated as responsible for engineering activities and decisions of the business organization and such individual must be licensed in New Hampshire, N. Ha. Code RSA §310-A:20 (I)(a).</p> <p>Specific PLLC rules:</p> <ul style="list-style-type: none"> <li>• All members of domestic PLLCs must be (i) natural persons authorized by N. Ha., some other state, territory, or any foreign country to render professional services or (ii) certain other business organizations with proscribed ownership structures N. Ha. Code RSA §304-D:7.</li> <li>• Each manager and all officers, other than the secretary/asst. secretary and treasurer/asst. treasurer must be qualified persons, N. Ha. Code RSA §304-D:12.</li> </ul>

New Hampshire	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>N. Ha. Code RSA §310-A:20 (V) (foreign) and then file organizational documents with the New Hampshire Secretary of State.</p>	<ul style="list-style-type: none"> <li>• All members and managers of a foreign PLLC who practice in N. Ha. must be qualified persons, N. Ha. Code RSA §304-D:16, §304-D:1(VII).</li> </ul> <p>Specific PC rules:</p> <ul style="list-style-type: none"> <li>• All members of domestic PCs must be (i) natural persons authorized by N. Ha. or some other state or territory to render professional services or (ii) certain other business organizations with proscribed ownership structures N. Ha. Code RSA §294-A:8.</li> <li>• Not less than ½ of the directors and all officers, other than the secretary/asst. secretary and treasurer/asst. treasurer must be qualified persons, N. Ha. Code RSA §294-A:20 (domestic), RSA §294-A:25 (foreign).</li> </ul>

New Jersey	Design Professional Regulation	Firm License	Corporate Formation Requirements
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New Jersey	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>charge.” Can also be formed by an architect with CAPs, with at least (a) 2/3rds of the directors are licensed architects and CAP, with at least one director a licensed architect; and (b) 2/3rds of the shareholders are licensed architects or CAPs. A minimum of 20% of the membership interest must be owned by licensed architects. Needs to obtain a COA.</p>
	<p><b>Engineering</b></p> <p>New Jersey State Board of Professional Engineers and Land Surveyors (“NJ Eng. Board”)  <a href="http://www.njconsumeraffairs.gov/pels/">http://www.njconsumeraffairs.gov/pels/</a></p> <p>N.J. Administrative Code (“N.J.A.C.”), Title 13, Law and Public Safety, Chapter 40, State Board of Professional Engineers and Land Surveyors</p> <p>Licensing Statute – N.J. Statutes Annotated (“N.J.S.A.”), Title 45, Professions and Occupations, Chapter 8, Engineers, Professional, and Land Surveyors</p> <p>Professional Service Corporation Act - N.J.S.A. § 14A, Chapter 17</p>	<p>Engineering services may be offered by:</p> <ol style="list-style-type: none"> <li>(1) Sole Proprietorship</li> <li>(2) Partnership</li> <li>(3) Professional Corporation (“PC”)</li> <li>(4) Limited Liability Partnership (“LLP”)</li> <li>(5) Limited Liability Company (“LLC”)</li> <li>(6) Corporation (“Corp.”)</li> </ol> <p>Corporate Filings are done through the NJ Department of Treasury</p> <p>The entity is formed first with the NJ Treasury Department. Once a Corp. or LLC is formed, it must obtain a certificate of authorization (“COA”) from the NJ Eng. Board before it can practice engineering.</p>	<p>“Closely allied professionals” (“CAPs”) are licensed architects, professional engineers, land surveyors, landscape architects, and professional planners. (N.J.A.C. § 13:40-1.3).</p> <p>All shareholders of a PC must be individually licensed architects in NJ, or comprised of CAPs (N.J.S.A. § 14A:17-5). Foreign engineering PCs are not permitted.</p> <p>All partners in a LLP must be individually licensed engineers in NJ, or comprised of CAP (N.J.S.A. § 14A:17-5).</p> <p>A LLC practicing engineering requires that the LLC must have: (a) at least one of the LLC’s full-time employees is a licensed engineer in “responsible charge” of the professional services; or (b) the LLC has entered into a written contract with a NJ professional engineer to be in responsible charge before the LLC can offer to provide the services. Can also be formed by an engineer and CAPs. Needs to obtain a COA.</p> <p>A Corp. practicing engineering requires that the Corp. must have: (a) at least one of the Corp.’s full-time employees is a licensed engineer in responsible charge of the professional services; or (b) the Corp. has entered into a written contract</p>

New Jersey	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p>Uniform Partnership Act (Partnerships and Limited Liability Partnerships) – N.J.S.A. § 42:1A-1 <i>et seq.</i></p> <p>Revised Uniform Limited Liability Company Act – N.J.S.A. § 42:2C-1 <i>et seq.</i></p> <p>Corporations, General - – N.J.S.A. § 14A:1-1 <i>et seq.</i></p>		<p>with a NJ professional engineer to be in responsible charge before the Corp. can offer to provide the services. Can also be formed by an engineer with CAPs. Needs to obtain a COA.</p>

New Mexico	Design Professional Regulation	Firm License	Corporate Formation Requirements
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New Mexico	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>New Mexico State Board of Licensure for Professional Engineers and Surveyors (“SBLPES”)  <a href="http://www.sblpes.state.nm.us">http://www.sblpes.state.nm.us</a></p> <p>Licensing Statute – N.M. Stat. Ann. § 61-23-1 <i>et. seq.</i></p> <p>Licensing Regulations – 16 NMAC Chapter 39</p> <p>Professional Corporation Act – N.M. Stat. Ann. § 53-6-1 <i>et. seq.</i></p>	<p>No firm, partnership, corporation or joint stock association may be registered or licensed to perform engineering in the State of New Mexico.</p> <p>A professional engineer may engage in the practice of engineering through a partnership, provided at least one of the partners is a professional engineer and all plans, designs, drawings, specifications or reports are stamped by a professional engineer in responsible charge of the work.</p> <p>A corporation or joint stock association may offer engineering services, provided that the person in responsible charge is a professional engineer who has authority to bind the entity and that all plans, drawings, designs, specifications or reports are stamped by a professional engineer in responsible charge of the work.</p>	<p>As no business entity may be registered to practice engineering, the form of business entity is not regulated, and a firm may organize as a sole proprietorship, partnership, corporation, professional corporation or joint stock association.</p> <p>While not required, a firm may elect to incorporate as a professional corporation pursuant to the Professional Corporation Act (“PCA”). The PCA places significant additional limitations on the ownership and transfer of shares in the corporation.</p> <p>The PCA requires that a P.C. or P.A. be incorporated for a single purpose for which professional licensure is required. The P.C. or P.A. may only provide that professional service and “ancillary services”, although the P.C. or P.A. may own real and personal property necessary for the provision of the professional service.</p> <p>The PCA provides that shares in a P.C. or P.A. may only be held by individuals licensed and registered to perform the professional service. If a firm wishes to provide engineering services, but allow for the ownership of an interest in the firm by other than registered engineers, it must be organized as a partnership, business corporation or joint stock association.</p>

New York	Design Professional Regulation	Firm License	Corporate Formation Requirements
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New York	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>("BCL"). The BCL requires that in an architectural DPC greater than 75% of the shareholders, officers and directors must be NY licensed architects, and less than 25% can be unlicensed employees. Only individuals are permitted to be shareholders.</p> <p>The Ed. Law. includes an exemption from its requirements for "grandfathered" corporations which prior to April 12, 1929 were permitted by law to practice architecture and continually in operation.</p> <p>The Ed. Dept. requires that the name of the PC, DPC, PLLC, or LLP include some form of the word "architecture" in its name.</p>
	<p><b>Engineering</b></p> <p>New York State Education Department, Office of the Professions, Engineering Board ("Ed. Dept.")  <a href="http://www.op.nysed.gov/prof/pels/pelaw.htm">http://www.op.nysed.gov/prof/pels/pelaw.htm</a></p> <p>Licensing Statute – N.Y. Education Law, Article 145, Engineering <i>et. seq.</i> ("Ed. Law")</p>	<p>The following types of entities require Ed. Dept. approval prior to practice of engineering and filing of formation documents with the NY Secretary of State:</p> <ol style="list-style-type: none"> <li>(1) Professional Corporation ("PC")</li> <li>(2) Professional Service Limited Liability Company ("PLLC")</li> <li>(3) Registered Limited Liability Partnership ("LLP")</li> <li>(4) Design Professional Service Corporation ("DPC")</li> </ol>	<p>A PC that practices professional engineering in NY is governed by the Business Corporations Law, Article 15 ("BCL"). The BCL requires that in an engineering PC all shareholders, officers and directors must be NY licensed engineers. Under BCL Article 15-A, a foreign PC that wants to qualify in NY requires that only the individual (a shareholder) providing the professional services in NY be licensed in NY, however, each shareholder, officer and director must be licensed in some jurisdiction. Only individuals are permitted to be shareholders.</p> <p>A PLLC that practices professional engineering in NY is governed by the Limited Liability Company Law ("LLC Law"), Article 12. The LLC Law requires that in an engineering PLLC all members and managers must be NY licensed engineers. Under LLC Law, Article 13, a foreign PLLC can qualify to</p>

New York	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>The following types of practices do not require Ed. Dept. approval prior to practice of engineering:</p> <ol style="list-style-type: none"> <li>(1) Sole Proprietor</li> <li>(2) General Partnership</li> <li>(3) Limited Partnership</li> </ol> <ul style="list-style-type: none"> <li>• <b><i>After filing the formation documents with the NY Secretary of State, a Partnership, PC, DPC, PLLC, and LLP (domestic &amp; foreign) must also obtain a Certificate of Authority from the Ed. Dept. prior to being permitted to practice engineering.</i></b></li> </ul>	<p>provide professional engineering services in NY provided that all members and managers are licensed in NY and original jurisdiction.</p> <p>A LLP that practices professional engineering in NY is governed by the NY Partnership Law, Article 8-B (“Part. Law”). The Part. Law requires that in an engineering LLP all partners must be NY licensed engineers. A foreign LLP can qualify to provide professional engineering services in NY provided that all partners are NY licensed engineers.</p> <p>A DPC that practices professional engineering in NY is governed by the Business Corporations Law, Article 15 (“BCL”). The BCL requires that in an engineering DPC greater than 75% of the shareholders, officers and directors must be NY licensed engineers, and less than 25% can be unlicensed employees. Only individuals are permitted to be shareholders.</p> <p>The Ed. Law. includes an exemption from its requirements for “grandfathered” corporations which prior to April 15, 1935 were permitted by law to practice engineering and continually in operation.</p> <p>The Ed. Dept. requires that the name of the PC, DPC, PLLC, or LLP include some form of the word “Engineering” in its name.</p>

North Carolina	Design Professional Regulation	Firm License	Corporate Formation Requirements
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North Carolina	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>North Carolina Board of Examiners for Engineers &amp; Surveyors (“NCBEES”)  <a href="http://www.ncbels.org">http://www.ncbels.org</a></p> <p>Licensing Statute – N.C. Gen. Stat. § 89C-1 <i>et. seq.</i></p> <p>Licensing Regulations – 21 NCAC Chapter 56</p> <p>Professional Corporation Act – N.C. Gen. Stat. § 55B-1 <i>et. seq.</i></p> <p>Limited Liability Company Act – N.C. Gen. Stat. § 57D-1 <i>et. seq.</i></p>	<p>The following types of entities require firm licensure with NCBEES to practice engineering:</p> <ol style="list-style-type: none"> <li>(1) Professional Corporation (“PC”)</li> <li>(2) Professional Limited Liability Company (“PLLC”)</li> <li>(3) Sole Proprietor (only if practicing under a name other than the licensee’s name)</li> <li>(4) Registered Limited Liability Partnership</li> <li>(5) General Partnership</li> <li>(6) Limited Partnership</li> <li>(7) Exempt Corporations or LLCs</li> </ol> <p><a href="http://www.ncbels.org/FirmLicensurechart.html">http://www.ncbels.org/FirmLicensurechart.html</a></p> <p>Each office offering professional engineering services within an entity subject to firm licensure must have a resident P.E. (licensed in NC) in responsible charge of the NC projects.</p>	<p>Corporations and LLC’s that practice professional engineering in North Carolina are governed by the Professional Corporation Act (“PCA”). The PCA requires the engineering PC or PLLC to be owned a minimum 2/3 by professional engineers or other professionals designated in the PCA if the firm is also licensed to offer the services of the other profession (i.e. architecture, surveying, etc.). The other 1/3 of the PC or PLLC may be owned by non-licensed employees. Business entities are not allowed to hold an ownership interest in the PC or PLLC.</p> <p>The PCA requires at least one licensee (in each profession authorized or that will be authorized (e.g engineering, surveying, architecture, etc.) <i>must</i> be a NC licensee and an Officer, Director (Board of Directors) and Shareholder of the corporation or a Member and Manager of the Limited Liability Company.</p> <p>The PCA includes an exemption from its requirements for corporations or limited liability companies which prior to June 5, 1969 were permitted by law to practice engineering. These “pre-1969” entities may still apply to NCBEES for the exemption and must obtain firm licensure.</p> <p>The PCA also includes an exemption for contractor entities licensed under Articles 1 (general), 2 (plumbing</p>

North Carolina	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>and heating), 4 (electrical), or 5 (refrigeration) of Chapter 87 of the General Statutes, which offer design (engineering)/build services, but the design/builder may not offer stand-alone engineering services. These Chapter 87 entities must still apply to NCBEES for the exemption and to obtain firm licensure.</p> <p>The PCA limits the non-professional services that the engineering PC or PLLC may render to those “ancillary” to the practice of engineering. NCBEES determines what services qualify as ancillary and offers the following guidance: It needs to be a service that is related to, subordinate to (less important than the primary service of engineering), utilizes the resources that the company has for its engineering services or the specific knowledge required of engineers, and is not recognized as a separate field of service or profession (such as a separate license is required). Examples of services that are not considered ancillary: construction, law, selling used cars. Examples of possible ancillary services: drafting, CAD work, word processing, model building, renderings, Home Inspector Services (even though may require that additional license).</p>

North Dakota	Design Professional Regulation	Firm License	Corporate Formation Requirements
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North Dakota	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>A professional limited liability company renders a particular professional service and requires that all members be licensed in North Dakota to practice the professional service. When filing the articles of organization with the secretary of state, the members must also provide (1) the profession that the company will practice, (2) the names and addresses of all the members and (3) certificates from the board regulating the profession showing that the members are registered to practice the profession. The name of the company must include one of the following: "professional limited liability company," "limited liability company," "P.L.C.," "PLC," "P.L.L.C.," "PLLC," "L.L.C.," or "LLC." N.D. Cent. Code § 10-31.</p> <p>A professional limited liability partnership renders a particular professional service and requires that all partners be licensed in North Dakota to practice the professional service. When filing the registration with the secretary of state, the partners must also provide (1) the profession that the partnership will practice, (2) the names and addresses of all the partners and (3) certificates from the board regulating the profession showing that the partners are registered to practice the profession. The name of the partnership must include</p>

North Dakota	Design Professional Regulation	Firm License	Corporate Formation Requirements
			one of the following: "professional limited liability partnership," "P.L.L.P.," "PLLP," "L.L.P.," or "LLP." N.D. Cent. Code § 10-31

North Dakota	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>North Dakota State Board of Registration for Professional Engineers and Land Surveyors: <a href="http://ndpelsboard.org/">http://ndpelsboard.org/</a></p> <p>Licensing Statute – N.D. Cent. Code § 43-19.1-27; N.D. Cent. Code § 10-31.</p> <p>Licensing Rules – N.D. Admin. Code 28-02.1-07-02 (2010).</p>	<p>To practice engineering, any business organization must satisfy five criteria:</p> <p>First, “all officers, employees, and agents” of the business “who will perform the practice of engineering” in North Dakota must register as engineers in North Dakota. N.D. Cent. Code § 43-19.1-27.</p> <p>Second, “each person in responsible charge” of activities constituting the practice of engineering must be registered as an engineer in North Dakota. N.D. Cent. Code § 43-19.1-27.</p> <p>Third, the organization must receive a certificate of commercial practice. To obtain a certificate of commercial practice, the organization must (1) pay a fee, (2) “file a written application with the board setting forth the names and addresses of all partners, officers, directors, managers, or governors, if any,” and (3) provide “the names and addresses of all employees who are duly registered to practice” engineering</p>	<p>There are no specific requirements for the formation of corporations that practice engineering in North Dakota.</p> <p>North Dakota, however, allows the formation of professional corporations, professional limited liability companies, and professional limited liability partnerships. Only owners with minority interests may form a professional organization. An owner “may not simultaneously be an executive or owner of more than one professional organization rendering the same professional service.” N.D. Cent. Code § 10-31.</p> <p>A professional corporation renders a particular professional service and requires that all shareholders be licensed in North Dakota to practice the professional service. When filing the articles of incorporation with the secretary of state, the incorporator must also provide (1) the profession that the corporation will practice, (2) the names and addresses of all the shareholders and (3) certificates from the board regulating the profession showing that the shareholders are registered to practice the profession. The name of the corporation must include one of the following: “chartered,” “Ltd.,” “professional corporation,” “P.C.,” “PC,” “professional association,” “P.A.” or “PA.” N.D. Cent. Code § 10-31.</p>

North Dakota	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>in North Dakota and who will practice engineering. N.D. Cent. Code § 43-19.1-27. The organization must annually renew this certificate and must notify the board within thirty days of making any changes to the “officers, directors, partners, business addresses” or registered engineers. N.D. Admin. Code 28-02.1-07-02 (2010); N.D. Cent. Code § 43-19.1-27. The organization must also “[k]eep and maintain its annual filing requirements with the secretary of state’s office current and provide a copy to the board office.” N.D. Admin. Code 28-02.1-07-02 (2010).</p> <p>Fourth, “each organization or individual operating under” the business organization must be “jointly and severally responsible” for all professional engineering activities. N.D. Cent. Code § 43-19.1-27.</p> <p>Fifth, “[a]ll final drawings, specifications, plans, reports, or other engineering or land surveying papers or documents involving the practice of engineering...must be dated and</p>	<p>A professional limited liability company renders a particular professional service and requires that all members be licensed in North Dakota to practice the professional service. When filing the articles of organization with the secretary of state, the members must also provide (1) the profession that the company will practice, (2) the names and addresses of all the members and (3) certificates from the board regulating the profession showing that the members are registered to practice the profession. The name of the company must include one of the following: “professional limited liability company,” “limited liability company,” “P.L.C.,” “PLC,” “P.L.L.C.,” “PLLC,” “L.L.C.,” or “LLC.” N.D. Cent. Code § 10-31.</p> <p>A professional limited liability partnership renders a particular professional service and requires that all partners be licensed in North Dakota to practice the professional service. When filing the registration with the secretary of state, the partners must also provide (1) the profession that the partnership will practice, (2) the names and addresses of all the partners and (3) certificates from the board regulating the profession showing that the partners are registered to practice the profession. The name of the partnership must include</p>

North Dakota	Design Professional Regulation	Firm License	Corporate Formation Requirements
		bear the seals and signatures of the professional engineers” who prepared the materials. N.D. Cent. Code § 43-19.1-27.	one of the following: “professional limited liability partnership,” “limit liability company,” “P.L.L.P.,” “PLLP,” “L.L.P.,” or “LLP.” N.D. Cent. Code § 10-31



Ohio	Design Professional Regulation	Firm License	Corporate Formation Requirements
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			<p>employees, and agents who are themselves duly licensed, certificated, or otherwise legally authorized to render the professional service within the state.</p> <p>Firms meeting the above qualifications are also required to apply for an obtain a certificate of authorization from the Architects Board.</p>
	<p><b>Engineering</b></p> <p>Ohio Engineers and Surveyors Board <a href="http://www.peps.ohio.gov">http://www.peps.ohio.gov</a></p> <p>Licensing Statutes – Ohio Revised Code Chapter 4733</p> <p>Licensing Regulations – Ohio Administrative Code – Chapter 4733</p>	<p>Any individual, firm, partnership, association, limited liability company, or corporation may provide professional engineering or professional surveying services in this state as long as the services are provided only through natural persons registered to provide those services in Ohio.</p> <p>Corporations, partnerships, associations, limited liability companies, or firms organized under the laws of another state or country wishing to provide professional engineering or professional surveying services shall obtain a certificate of authorization and meet the applicable requirements of Ohio Revised Code Chapter 4733.</p>	<p>There are no specific requirements in Ohio for the corporate formation of an engineering firm as there are with architectural firms. Engineering firms are permitted to practice under all types of business entities.</p> <p>It is noted that Ohio law does provide that each firm, partnership, association, limited liability company, or corporation through which professional engineering or professional surveying services are offered or provided in Ohio shall designate one or more full-time partners, managers, members, officers, or directors as being responsible for and in responsible charge of the professional engineering or professional surveying activities and decisions, and those designated persons shall be registered in Ohio.</p> <p>See Professional Association requirements above.</p>

Oklahoma	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Oklahoma	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>professional services. The individual or individuals forming the professional entity shall be duly licensed in accordance with the provisions of this state's licensing laws for the profession and in good standing within the profession to be practiced through the professional entity.</p> <p>A professional entity may be formed for the purpose of rendering one specific type of professional service or related professional services and services ancillary thereto and shall not engage in any business other than rendering the professional service or services which it was organized to render and services ancillary thereto; provided, however, that a professional entity may own real and personal property necessary or appropriate for rendering the type of professional services it was organized to render and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments.</p> <p>No person may be a manager of a professional entity who is not a person duly licensed in accordance with the provisions of this state's licensing laws for the profession or related profession to render the same professional services or related professional services as those for which the entity is formed. No person may be a shareholder of a professional corporation who is not an individual duly licensed to render the same professional services or related professional services as those for which the corporation is organized. A professional entity may render professional services only through its owners, managers, employees and agents who are duly licensed in accordance with the provisions of this state's licensing laws to render professional services.</p>

Oklahoma	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>Oklahoma State Board of Licensure for Professional Engineers and Land Surveyors (the "Board")  <a href="http://www.ok.gov/pels">http://www.ok.gov/pels</a></p> <p>Licensing Statute – 59 O.S. § 475.1 <i>et. seq.</i></p> <p>Licensing Regulations – Oklahoma Administrative Code ("OAC") Title 245 Chapter 15</p> <p>Oklahoma Professional Entity Act, 18 Okla. St. § 801 <i>et seq.</i></p>	<p>The following require firm licensure to practice engineering:</p> <ol style="list-style-type: none"> <li>(1) Any form of business entity</li> <li>(2) A private practitioner employing other licensed engineers; or</li> <li>(3) Any person or entity using one or more fictitious names (collectively "Entity").</li> </ol>	<p>Any Entity seeking licensure as a practicing firm in Oklahoma is governed by the OAC Title 245 Chapter 15. Firms practicing, engineering services in the State of Oklahoma shall obtain a Certificate of Authorization issued by the Board. The Board may grant a Certificate of Authorization to practice through individual licensees to those firms meeting the following criteria:</p> <ol style="list-style-type: none"> <li>(1) An application is filed and approved by the Board or its designee.</li> <li>(2) At least one individual in responsible charge of the services and personnel performing services on behalf of the firm in this state is licensed to practice engineering or land surveying in the State of Oklahoma. A licensee must be a full-time employee of a firm to qualify as a person designated in responsible charge.</li> <li>(3) The firm’s practice of engineering or land surveying in any main office or branch office is under the direct control and personal supervision of a duly licensed engineer or land surveyor in responsible charge. In the case of an out-of-state firm authorized to perform engineering services in Oklahoma, the firm may have one or more branch offices located in Oklahoma only if the firm has a professional engineer designated responsible and in charge of the firm’s professional practice in the state. The professional engineer designated for this purpose shall be required to spend a majority of normal business hours at one or more branch offices located in Oklahoma and be duly licensed as a professional engineer in Oklahoma.</li> <li>(4) All documents relating to engineering or surveying work shall be sealed, signed, and dated by the Professional Engineer or Land Surveyor in responsible charge of the work.</li> </ol>

Oklahoma	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>EXCEPTIONS:</p> <p>A firm whose business does not consist, either wholly or in part, of the rendering of engineering or land surveying services to the public is allowed without obtaining a Certificate of Authorization, providing they are also in compliance with OAC 245:15-19-7.</p> <p>The work of a person rendering engineering or land surveying services to a firm as an employee of the firm, when the services are rendered in carrying on the general business of the firm and the general business does not consist, either wholly or in part, of the rendering of engineering or land surveying services to the public, is allowed under the provision of O.S. Title 59, Section 475.1 et seq.</p> <p>Failure to properly file a Certificate of Incorporation or authentication and maintain same with the Secretary of State may result in revocation of the Certificate of Authorization and disciplinary action pursuant to the Rules of this Chapter.</p> <p>See above regarding Oklahoma’s Professional Entity Act</p>

Oregon	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Oregon	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>(5) The corporate or assumed business name identifies the firm as being engaged in the provision of architectural services</p> <p>All other firm types (e.g. limited liability companies and partnerships) must satisfy the following requirements to conduct architectural services under its corporate name or an assumed business name:</p> <p>(1) Owners having at least a two-thirds ownership interest are registered or licensed as architects or as engineers in any jurisdiction recognized by rule of the State Board of Architect Examiners or the State Board of Examiners for Engineering and Land Surveying;</p> <p>(2) At least one-third of owners having at least a one-third ownership interest in the firm are architects registered or licensed in any jurisdiction recognized by rule of the State Board of Architect Examiners;</p> <p>(3) All persons in charge of the practice of architecture in this state for the firm are (a) members of the board of directors or owners of the firm, (b) regularly employed in the office of the firm that directs and has supervisory control of the practice of architecture in this state, and (c) registered as architects under ORS 671.010 to 671.220;</p> <p>(4) The corporate or assumed business name does not include the surname of an individual who is not presently or was not previously associated in the practice of architecture or engineering in this state or in any jurisdiction recognized by rule of the State Board of Architect Examiners or the State Board of Examiners for Engineering and Land Surveying with the named entity or with the members or</p>



Oregon	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>predecessors of the named entity; and                      (5) The corporate or assumed business name identifies the firm as being engaged in the provision of architectural services.</p>
	<p><b>Engineering</b></p> <p>Oregon Board of Examiners for Engineering and Land Surveying  <a href="http://www.oregon.gov/OSBEELS/Pages/index.aspx">http://www.oregon.gov/OSBEELS/Pages/index.aspx</a></p> <p>Licensing Statute – ORS 672.002 <i>et. seq.</i></p> <p>Licensing Regulations – OAR 820-010-0010 <i>et. seq.</i></p>	<p>All types of business entities (e.g. corporations, limited liability companies, and partnerships) must be registered and hold a valid certificate to practice engineering in accordance with ORS 672.002 to 672.325.</p> <p>Every firm must register with the State Board of Examiners for Engineering and Land Surveying before the firm may provide engineering services. This requirement is, however, subject to a number of exceptions set forth in ORS 672.060.</p>	<p>A firm, partnership, corporation, limited liability company, joint stock company, or other organization cannot advertise for, offer to perform, or perform professional services for which a license or certificate is required unless the licensee or organization has a full-time partner, manager, officer or employee licensed and certified to practice in the discipline for which a license or certificate is required.</p> <p>A “full-time partner, manager, officer or employee” refers to a person who:</p> <p>(1) Is physically present at least one half of the person’s working time in the offices of the licensee or organization during normal business hours unless the full-time partner’s, manager’s, officer’s or employee’s professional duties require that the person be elsewhere; and</p> <p>(2) Is not working for the licensee or organization under a contract or as a consultant for specific projects.</p>

Pennsylvania	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Pennsylvania	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>the business must include the word “architect” or some derivation of the word “architect.” At least one of the principals must be a licensee of the Board.</p> <p>(3) A list of all parties with ownership interests. The list should include (a) the percentage of each party’s ownership, (b) each party’s profession, (c) whether each party is licensed, (d) the state of licensure, and (e) verification of licensure.</p> <p>(4) A written certification that the owners will inform the Board before altering the ownership structure of the business. The Board must review and approve any changes to the ownership structure. 49 Pa. Code § 9.163.</p>	<p>To form a business corporation, the ownership structure must satisfy the following five criteria: (1) “at least two-thirds of the directors [must be] licensed in a state to practice architecture, engineering or landscape architecture,” (2) “at least one-third of the directors [must be] licensed in a state to practice architecture,” (3) “at least one director [must be] a licensee of the Board,” (4) “at least two-thirds of each class of voting stock” must be owned by architects, engineers or landscape architects, and (5) “at least one-third of each class of voting stock” must be owned by “individuals licensed in a state to practice architecture.” 63 Pa. Cons. Stat. § 34.13; 49 Pa. Code § 9.162. The business must also comply with the general formation requirements for business corporations under 15 Pa. Const. Stat. §§ 11-19.</p> <p>To form a LLC, the business structure of the LLC must satisfy the following five criteria: (1) “at least two-thirds of the members if managed by members or at least two-thirds of the managers if managed by managers [must be] licensed” in any state to practice architecture, engineering or landscape architecture, (2) “at least one-third of the members if managed by members or at least one-third of the managers if managed by managers” must be licensed in any state to practice architecture, (3) “at least one member or manager [must be] a licensee of the Board,” (4) “at least two-thirds of all classes of voting membership” must be owned by an individual licensed in any state to practice architecture, engineering or landscape architecture and (5) “at least one-third of all classes of voting membership” must be owned by an individual licensed in any state to practice architecture. 63 Pa. Cons. Stat. § 34.13; 49 Pa. Code § 9.162. The business must also comply with the general formation requirements for LLCs under 15 Pa. Const. Stat. § 89.</p>

Pennsylvania	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>State Registration Board of Professional Engineers, Land Surveyors and Geologists: <a href="http://www.dos.state.pa.us/portal/server.pt/community/state_registration_board_for_professional_engineers_land_surveyors_and_geologists/12510">http://www.dos.state.pa.us/portal/server.pt/community/state_registration_board_for_professional_engineers_land_surveyors_and_geologists/12510</a></p> <p>Licensing Statute: 63 Pa. Const. Stat. § 153; 15 Pa. Const. Stat. § 1303.</p> <p>Licensing Regulation: 49 Pa. Code §§ 37.16-37.71</p>	<p>No business entity may practice engineering, or use the words “engineer” or “engineering” in its name, “unless the directing heads and employees of such firm or corporation in responsible charge of its activities in the practice of such profession are licensed and registered in conformity with the requirements of this act, and whose name, seal and signature, along with the date of signature, [are] stamped on all plans, specifications, plats and reports issued by such firm or corporation.” In other words, to practice engineering as a business entity, all individual “directing heads” and practicing employees must be licensed engineers in the state of Pennsylvania. Further, all “directing heads” and practicing employees must follow the seal requirements. 63 Pa. Const. Stat. § 153.</p>	<p>Before submitting the articles of incorporation or the fictitious name registration to the Corporation Bureau of the Department of State, a business entity practicing engineering must provide an application for certificate of approval of fictitious name or corporate name to the Board. 49 Pa. Code § 37.71.</p> <p>The application to the Board must include a nonrefundable fee. “The Board will approve the use of a fictitious name or corporate name, if at least one of the persons filing for the use of the name, one of the incorporators of a proposed corporation, or one of the directors of an existing corporation, has been properly registered as a professional engineer” in Pennsylvania. When the Board approves the application, it will issue a certificate of approval to the Corporation Bureau of the Department of State. 49 Pa. Code § 37.71. A corporate entity may not use the words “engineer” or “engineering” in its name unless one of its directors is licensed to practice engineering in Pennsylvania. Further, before using the words “engineer” or “engineering,” the business must submit documentation showing the license of one of its directors. 15 Pa. Const. Stat. § 1303.</p>

Rhode Island	Design Professional Regulation	Firm License	Corporate Formation Requirements
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			<p>Note that separate from the architect licensing statute, the professional corporation statute additionally requires that “every officer, director, and shareholder of the corporation is an individual authorized to practice the profession and is employed by the corporation in that practice.” R.I. Gen. Laws § 7-5.1-3.</p> <p>Before receiving final approval for firm licensure, corporations, limited liability companies, and limited liability partnerships (but not partnerships or sole proprietorships) must obtain a “Certificate of Good Standing” from the Rhode Island Secretary of State.</p> <p>Every certificate of authorization is valid for a period of two (2) years and expires on the last day of December of each even numbered year following its issuance.</p> <p>In the event of ownership transition or change in the responsible control of a firm, the board may permit a six (6) month grace period to allow a Rhode Island registered architect to continue to practice until a new certificate of authorization is issued.</p>
	<p><b>Engineering</b></p> <p>State of Rhode Island Division of Design Professionals - Board of Registration for Professional Engineers  <a href="http://www.bdp.state.ri.us/engineers/">http://www.bdp.state.ri.us/engineers/</a></p>	<p>The following types of entities require firm licensure (called the certificate of authorization) to practice engineering:</p> <ul style="list-style-type: none"> <li>(1) sole proprietorship</li> <li>(2) partnership</li> <li>(3) limited liability partnership</li> <li>(4) corporation</li> <li>(5) limited liability company</li> <li>(6) joint stock company</li> </ul>	<p>In order to qualify for firm licensure under the Engineer Licensing Statute, R.I. Gen. Laws § 5-8-24, the firm (sole proprietorship, partnership, limited liability partnership, corporation, or limited liability company) must meet certain requirements with respect to control. An individual or individuals must take direct control of the practice, exercise personal supervision of all personnel who act on behalf of the firm in professional and technical matters, work no less than 20 hours per week, and be jointly and severally liable with the firm. The individual or individuals in responsible charge must be registered to practice engineering in Rhode Island.</p>

Rhode Island	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p>Licensing Statute – R.I. Gen. Laws § 5-8-1 <i>et. seq.</i></p> <p>Licensing Regulations – R.I. Admin. Code R. 51-1-1 <i>et. seq.</i></p> <p>Professional Service Corporations – R.I. Gen. Laws § 7-5.1-1 <i>et. seq.</i></p>	<p>R.I. Gen. Laws § 5-8-20(b); -21; -24.</p> <p>Although the Engineer Licensing Statute is silent as to firm-certification requirements for professional corporations (e.g. P.C. or PLLC), the Professional Services Corporations Statute expressly authorizes engineers to practice under this corporate form. R.I. Gen. Laws § 7-5.1-1; -2. It also mandates that all provisions of the Rhode Island Business Corporation Act apply to entities organized as professional services corporations. R.I. Gen. Laws § 7-5.1-2. Accordingly, a professional corporation is considered a “corporation” for purposes of engineer firm licensure. <u>See</u> R.I. Gen. Laws § 5-8-20(b); -24.</p>	<p>Also, in order to obtain firm licensure, limited liability companies and corporations (but not partnerships and sole proprietorships) must submit evidence that they are a corporation in good standing with the Rhode Island Secretary of State's Office or, in the alternative, if the firm is located outside the State of Rhode Island, the firm must provide evidence that they have registered with the Rhode Island Secretary of State's Office as a foreign business corporation. R.I. Admin. Code 51-1-1:V-1. Note, that rather than a “Certificate of Good Standing,” a limited liability partnership must submit a “Certificate of Legal Existence” also obtained from the Secretary of State Office. A professional corporation additionally requires that “every officer, director, and shareholder of the corporation is an individual authorized to practice the profession and is employed by the corporation in that practice.” R.I. Gen. Laws § 7-5.1-3.</p> <p>Upon the termination of any designation of the engineer in responsible charge, the registrant must give notification within ten (10) days in writing. Until such time as said notice is received, the designated individual shall remain in responsible charge and shall be held accountable for the work performed by that firm, partnership, or sole proprietorship. At that point, the certificate of authorization is suspended for a period of thirty (30) days pending submission of the name and new affidavit of a Professional Engineer registered in the State of Rhode Island who has agreed to serve in “responsible charge” of the engineering work of that “firm.” If, at the end of the thirty (30) days, no such information and affidavit are furnished to the Board in proper form, the certificate of authorization shall be immediately revoked by the Board without further hearing and/or notice.</p> <p>There is a limited exception to the requirement of individual (and presumably firm) registration: The practice of engineering by a person who is not a resident of Rhode Island or who does not have an established</p>

Rhode Island	Design Professional Regulation	Firm License	Corporate Formation Requirements
			place of business in Rhode Island permissible if (1) that practice does not exceed in the aggregate more than thirty (30) days in any calendar year, (2) the person is legally qualified by registration to practice engineering in his or her own state or country, and (3) the person applies for, receives, and pays a fee for a temporary certificate of registration for a definite period of time to do a specific job. R.I. Gen. Laws. 5-8-21.



South Carolina	Design Professional Regulation	Firm License	Corporate Formation Requirements
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South Carolina	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>SC State Board of Registration for Professional Engineers and Surveyors  <a href="http://www.llr.state.sc.us/POL/Engineers/">http://www.llr.state.sc.us/POL/Engineers/</a></p> <p>Licensing Statute - S.C. Code § 40-22-2 <i>et seq.</i></p> <p>Licensing Regulations – S.C. Code of Reg. § 49-100 <i>et seq.</i></p> <p>Firm Requirements – S.C. Code § 40-22-250; S.C. Code of Reg. § 49-205</p>	<p>All types of business entities (corporations, partnerships, limited liability companies, etc.) require firm licensure to practice engineering in South Carolina except for sole proprietorships where the ownership is held by a single individual who is licensed, where there is no stock ownership in the firm, and where the practice name is identical to that in which the individual registration is held.</p> <p>In order to practice engineering as a firm three requirements must be satisfied:</p> <p>(1) One or more of the corporate officers, in the case of a corporation, or one or more of the principal owners, or a full-time employee, in the case of other firms, must be licensed by the Board and must be designated as being responsible for the engineering services regulated by the Board.</p> <p>2) All personnel of the firm who act on behalf of the firm as professional engineers must be licensed in South Carolina.</p> <p>(3) The firm must have a certificate of authorization by the Board.</p>	<p>South Carolina does not have any restrictions on the corporate formation of an engineering firm. Engineering firms are permitted to practice under all types of business entities.</p>

South Dakota	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>South Dakota State Board of Technical Professions  <a href="http://dlr.sd.gov/bdcomm/btp/engineers.aspx">http://dlr.sd.gov/bdcomm/btp/engineers.aspx</a></p> <p>Licensing Statute – SDCL 36-18A <i>et seq.</i></p>	<p>Any business entity which plans to practice engineering in South Dakota must register with the Board of Technical Professions and obtain a certificate of authorization, absent an exception as outlined in SDCL 36-18A-9 and 36-18A-1(1).</p> <p>All officers, agents “in responsible charge,” or employees who will practice engineering in South</p>	<p>There are no specific requirements in South Dakota for the corporate formation of an engineering firm. Engineering may be practiced by an individual or business entity, including a corporation, partnership, limited liability partnership, limited liability company, or sole proprietorship.</p>

South Dakota	Design Professional Regulation	Firm License	Corporate Formation Requirements
	Licensing Rules – ARSD Article 20:38	Dakota must be licensed in South Dakota. “Responsible charge” means the provision of professional services under the “immediate and responsible direction by a licensed professional who has exercised personal direction, guidance, and control over the design, preparation of documents, construction administration, and other professional services and has exercised professional judgment in all matters relating to those services.” SDCL 36-18A-1(27). A licensee who renders occasional part-time or consulting services to or for an entity may not be designated as the person “in responsible charge.” SDCL 36-18A-48.	

Tennessee	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Tennessee	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>professional services is subject to the Tennessee Professional Limited Liability Companies statute, Tenn. Code Ann. § 48-248-101 <i>et seq.</i>, only if incorporates as a PLLC or elects such status.</p> <p>A professional corporation (or PLLC) may be a promoter, general partner, member, associate or manager of a partnership, joint venture, trust or other entity only if the entity is engaged solely in rendering professional services or in carrying on business authorized by the professional corporation's charter (or the PLLC's articles).</p> <p>A domestic or foreign corporation (or LLC) may render professional services in Tennessee only through individuals licensed or otherwise authorized to render the services. However, this does not (1) require an individual employed by a professional corporation (or PLLC) to be licensed to perform services for the corporation (or PLLC) if a license is not otherwise required; (2) prohibit a licensed individual from rendering professional services in such person's individual capacity although such person is a shareholder, director, officer, employee or agent (or member, manager, employee, or agent) of a domestic or foreign professional corporation (or PLLC); or (3) prohibit an individual licensed in another state from rendering professional services for a domestic or foreign professional corporation (or PLLC) in Tennessee if not prohibited by the Board.</p> <p>A professional corporation (or PLLC) may not render any professional service or engage in any business other than the professional service and business authorized by its charter (or</p>

Tennessee	Design Professional Regulation	Firm License	Corporate Formation Requirements
			articles), though this does not prohibit the professional corporation (or PLLC) from investing its funds in real estate, mortgages, securities or any other type of investment.

Texas	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Texas Board of Professional Engineers  <a href="http://www.tbpe.state.tx.us/">http://www.tbpe.state.tx.us/</a></p> <p>Texas Engineering Practices Act                      Occupations Code, Title 6. Regulation of Engineering, Architecture, Land Surveying and Related Practices; Tex. Occ. Code Ann. § 1001.001 et seq.</p>	<p>Texas requires that any entity offering engineering services to the public of Texas must register with the Texas Board of Professional Engineers. An entity is defined as a sole proprietorship, firm, partnership, corporation or joint stock association.</p> <p>To register an entity, a firm must complete the form "Firm Application for Registration" and provide the following:</p>	<p>There are no specific requirements in Texas for the corporate formation of an engineering firm. Engineering firms are permitted to practice under all types of business entities.</p> <p>Under 22 Tex. Admin. Code § 131.81, the Texas Board of Professional Engineers will issue a Certificate of Registration (defined as the annual certificate issued by the board to a firm offering or providing professional engineering services to the</p>



Texas	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p>22 Tex. Admin. Code, Part 6</p>	<p>(1) the name, address, and communication number of the firm offering to engage or engaging in the practice of professional engineering for the public in Texas;                      (2) the name, position, address, and communication numbers of each officer or director;                      (3) the name, address, and current active Texas professional engineer license number of each engineer employee performing engineering for the public in Texas on behalf of the firm;                      (4) the name, location, and communication numbers of each subsidiary or branch office offering to engage or engaging in the practice of professional engineering for the public in Texas, if any;                      (5) the federal employer identification number (EIN) for the firm (unless the firm is a sole practitioner);                      (6) a signed statement attesting to the correctness and completeness of the application; and                      (7) a registration fee as established by the board.</p>	<p>public in Texas). “Firms” are defined by the Section as “[a]ny entity that engages or offers to engage in the practice of professional engineering in this state. This includes sole practitioners, sole proprietorships, firms, co-partnerships, corporations, partnerships, or joint stock associations.”</p> <p>Under Section 137.77, a firm shall provide that at least one full-time active license holder is employed with the entity and that the active license holder performs or directly supervises all engineering work and activities that require a license that is performed in the primary, branch, remote, or project office(s).</p> <p>Engineers are allowed to form a professional corporation under the provisions of the Texas Business Organizations Code (BOC).</p>

Utah	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Utah	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>Utah Division of Occupational and Professional Licensing  <a href="http://www.dopl.utah.gov/licensing/engineer_land_surveying.html">http://www.dopl.utah.gov/licensing/engineer_land_surveying.html</a></p> <p>Licensing Statute – Utah Code Ann. § 58-22-101 <i>et seq.</i> (Professional Engineers and Professional Land Surveyors Licensing Act)</p> <p>Licensing Regulations – Utah Administrative Code R156-22-101 <i>et seq.</i></p> <p>Professional Corporation Act – Utah Code Ann. § 16-11-1 <i>et seq.</i></p>	<p>Business organizations (<i>e.g.</i>, sole proprietorships, partnerships, limited liability companies, or corporations) cannot be licensed under the Professional Engineers and Professional Land Surveyors Licensing Act (the “Act”).</p> <p>An organization may, however, engage in the practices of professional engineering, structural engineering or professional land surveying if the organization employs a “principal” and all individuals employed by the organization who practice such professions are licensed or otherwise exempt from licensure. For purposes of the Act, a principal is defined as a licensed professional engineer, professional structural engineer or professional land surveyor who has “responsible charge” of an organization’s engineering or surveying practice. Responsible charge means being assigned to and personally accountable for an organization’s production of specified professional engineering, professional structural engineering or professional land surveying projects.</p>	<p>Because business organizations cannot be licensed to practice professional engineering or surveying, the type of business entity formation is not regulated. Therefore, an organization may establish itself as a sole proprietorship, partnership, limited liability company, corporation, or professional corporation.</p> <p>Though not required, an organization can incorporate as a professional corporation (“PC”) pursuant to the Professional Corporation Act (“PCA”). The PCA places unique requirements on the corporate structure.</p> <p>The PCA requires that a PC be incorporated for a single purpose for which the subject licensure is required. The PC can provide “ancillary” services to the designated professional service. The PC may also own real and personal property necessary for rendering the professional service.</p> <p>Under the PCA, a PC may only issue stock to individuals who are licensed to perform the designated professional service or to those otherwise allowed under any applicable licensing act. Therefore, if an organization intends to perform professional engineering or surveying services but also allow non-licensed individuals to have ownership, they must organize under a different structure.</p>

Vermont	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Vermont	Design Professional Regulation	Firm License	Corporate Formation Requirements
	<p><b>Engineering</b></p> <p>Vermont Board of Professional Engineers  <a href="http://governor.vermont.gov/boards_and_commissions/engineering">http://governor.vermont.gov/boards_and_commissions/engineering</a></p> <p><a href="https://www.sec.state.vt.us/professional-regulation/professions/engineering.aspx">https://www.sec.state.vt.us/professional-regulation/professions/engineering.aspx</a></p> <p>Licensing Statute – Vt. Stat. Ann. tit.26 § 1161 <i>et. seq.</i>  <a href="http://www.leg.state.vt.us/statutes/fullchapter.cfm?Title=26&amp;Chapter=020">http://www.leg.state.vt.us/statutes/fullchapter.cfm?Title=26&amp;Chapter=020</a></p> <p>Licensing Regulations – CVR 04-030-100  <a href="https://www.sec.state.vt.us/media/149062/ENG_Rules.pdf">https://www.sec.state.vt.us/media/149062/ENG_Rules.pdf</a></p>	<p>Licensure as a professional engineer is available only to individuals, based upon the education and experience of that individual. There is no firm licensure.</p> <p>Corporations created after July 1, 1984 and all limited liability companies formed completely or in part for the practice of engineering must incorporate as a professional corporation or organize as a professional limited liability company.</p> <p>Licensed engineers may form partnerships, including limited liability partnerships, for the practice of professional engineering. Although not a settled question, presumably all the partners must be licensed engineers.</p>	<p>Professional corporations created for the practice of engineering are formed under Vt. Stat. Ann. Tit. 11 § 801, <i>et seq.</i> The Board does not require a specific corporate form in order to practice or offer to practice architecture, engineering, and/or landscape architecture in Vermont. Thus, a corporation providing design professional services is subject to the PCA only if incorporates as a professional corporation or elects professional corporation status.</p> <p>Only licensed engineers may own shares of the capital stock in the corporation, and the officers and directors must be licensed engineers.</p> <p>Licensed engineers may also form a professional limited liability company under Vt. Stat. Ann. Tit. 11 § 3001, <i>et seq.</i>, with similar restrictions on membership and management. Similarly, a limited liability company providing design professional services is subject to Vt. Stat. Ann. Tit. 11 § 801, <i>et seq.</i>, only if incorporates as a PLLC or elects such status.</p> <p>Professional corporations and limited liability companies organized for the purpose of providing engineering services are prohibited from engaging in any other business.</p> <p>Regular business corporations created prior to July 1, 1984 may provide engineering services but all plans, specifications, plats and reports must be stamped with the seal of and signed by a licensed engineer.</p>

Vermont	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>A corporation or limited liability company engaged in both engineering and land surveying may allow a licensed land surveyor to exercise the rights and duties of an engineer in that corporation or company.</p> <p>Professional corporations and professional limited liability companies organized for the purpose of providing professional engineering services are prohibited from engaging in any other business.</p>

Virginia	Design Professional Regulation	Firm License	Corporate Formation Requirements
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Virginia	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>Professional Engineers, Land Surveyors, Certified Interior Designers and Landscape Architects. There is an exception, however, for professional corporations holding a certificate of authority issued under Va. Code § 13.1-549, professional limited liability companies holding a certificate of authority issued in accordance with Va. Code § 13.1-1111, and sole proprietorships that do not employ other individuals for which licensing is required. Va. Code § 54.1-411; 18 Va. Admin. Code 10-20-640.</p>	<p>that require professional expertise and/or in matters “constituting professional practice.” 18 Va. Admin. Code 10-20-530.</p> <p><u>Foreign Professional Corporations</u></p> <p>The corporation’s bylaws must state that the corporation’s activities in Virginia are limited to rendering the relevant professional services. Though foreign corporations are generally required to comply with all the provisions above, foreign corporations are not required to comply with the requirement that 2/3 their stockholders be licensed or certified to perform the professional service in Virginia. 18 Va. Admin. Code 10-20-550.</p> <p><u>Professional Limited Liability Companies</u></p> <p>At least 2/3 of a company’s membership interests must be held by individuals who are licensed, or professional business entities legally authorized, to render the relevant service. The remaining membership interests may be held only by individuals who are employees of the company. The company’s articles of organization or the operating agreement must contain this requirement. 18 Va. Admin. Code 10-20-590.</p> <p>The articles of organization must also state that all members, managers, employees and agents who render the relevant professional services are licensed and certified to provide such services. 18 Va. Admin. Code 10-20-590.</p> <p>For companies managed by managers, the manager(s) must be licensed or otherwise legally authorized to render the relevant</p>



Virginia	Design Professional Regulation	Firm License	Corporate Formation Requirements
			<p>professional services. Only members or managers licensed to provide services in Virginia can supervise / direct the provision of professional services in Virginia. 18 Va. Admin. Code 10-20-590.</p> <p><u>Foreign Professional Limited Liability Companies</u></p> <p>A foreign company must meet the same requirements, except for the requirement that 2/3 of the members and managers be licensed or certified to perform the relevant professional service in Virginia. Its articles of organization or operating agreement must state that its activities in Virginia are limited to rendering the relevant professional services. 18 Va. Admin. Code 10-20-610.</p> <p><u>Partnerships/Limited Partnerships</u></p> <p>The partnership agreement must state that all professional services of the partnership or under “the direct control and personal supervision” of a licensed or certified professional. 18 Va. Admin. Code 10-20-640.</p> <p>For any legal entity, if it maintains a place of business from where it offers professional services in Virginia, it must name, for each professional service offered, a resident who will be the responsible person. This person must hold a current Virginia license or certification in the relevant profession. 18 Va. Admin. Code 10-20-780.</p>

Washington	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Washington State Board of Registration for Professional Engineers and Land Surveyors <a href="http://www.dol.wa.gov/business/engineersandsurveyors/board/html">http://www.dol.wa.gov/business/engineersandsurveyors/board/html</a></p> <p>Licensing Statute – WASH. REV. CODE ch. 18.43</p> <p>Licensing Regulations – WASH. ADMIN. CODE tit. 196</p>	<p>The following types of entities require firm licensure—through a certificate of authorization—to practice engineering:</p> <ol style="list-style-type: none"> <li>(1) Corporations</li> <li>(2) Joint Stock Associations</li> <li>(3) Limited Liability Companies</li> </ol> <p>The following types of entities do not require firm licensure to practice engineering:</p> <ol style="list-style-type: none"> <li>(1) Professional Service Corporations</li> <li>(2) Professional Limited Liability Companies</li> </ol> <p>WASH. ADMIN. CODE § 196-25-005.</p>	<p>Generally, professional corporations and professional limited liability companies must be wholly owned by individuals licensed to render the same professional service as the corporation or company. WASH. REV. CODE §§ 18.100.090, 25.15.045. However, “registered architects and registered engineers may own stock in and render their individual professional services through one professional service corporation.” WASH. REV. CODE § 18.100.050(2).</p> <p>For engineering firms organized as an LLC or PLLC, the principal purpose and business of the firm must be the provision of engineering services. WASH. REV. CODE §§</p>

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	Professional Service Corporation Act: WASH. REV. CODE §§ 18.100.010-.160	Engineering firms applying for a certificate of authorization must appoint a designated engineer. The designated engineer must be an employee of the firm and may not serve as the professional in responsible charge for any other firm or business in the state of Washington. WASH. REV. CODE § 18.43.130	18.190.010(1), 25.15.045. Similarly, a professional service corporation shall not “engage in any business other than the rendering of the professional services for which it was incorporated....” WASH. REV. CODE § 18.100.080.

West Virginia	Design Professional Regulation	Firm License	Corporate Formation Requirements
<p><b>Author</b></p> <p>Patricia A. Harris, Esq.                      ZETLIN &amp; DE CHIARA LLP                      801 2nd Avenue                      New York NY 10017                      (212) 682-6800  <a href="mailto:pharris@zdlaw.com">pharris@zdlaw.com</a></p>	<p><b>Architecture</b></p> <p>West Virginia Secretary of State, Forms for Business and Licensing,  <a href="http://www.sos.wv.gov/business-licensing/Pages/FormIndexforBusinessFilings.aspx">http://www.sos.wv.gov/business-licensing/Pages/FormIndexforBusinessFilings.aspx</a></p> <p>West Virginia Board of Architects,  <a href="http://www.wvbrdarch.org/">http://www.wvbrdarch.org/</a></p> <p>Architect Licensing Statute – W. Va. Code Chapter 30, Article 12</p>	<p>Architectural/landscape architecture services may be offered by:</p> <ol style="list-style-type: none"> <li>(1) Sole Proprietorship</li> <li>(2) Limited Partnership – Domestic or Foreign</li> <li>(3) Limited Liability Partnership (“LLP”) – Domestic or Foreign</li> <li>(4) Limited Liability Company – Domestic or Foreign</li> <li>(5) Professional Limited Liability Company (“PLLC”) – Domestic or Foreign</li> <li>(6) Corporation – Domestic, Foreign or Foreign Professional Corporation</li> </ol> <p>Entity Organization:</p> <p>File organizational documents with the West Virginia Secretary of State. All entities must obtain a business franchise certificate from the Department of Tax &amp; Revenue before doing business in West Virginia.</p> <p>The West Virginia Board of Architects registers licensed individuals but not entities.</p> <p>Despite the language in the Landscape Architect Licensing Statute, W. Va. Code §30-22-19, the State Board of Landscape Architects does not issue a Certificate of Authorization as part of the entity organization process.</p>	<p>Any architecture entity shall carry out its practice under the direct supervision of a W. Va.-registered architect, W. Va. Code §30-12-12(e).</p> <p>Specific LLP rule:</p> <ul style="list-style-type: none"> <li>• Required to carry \$1MM in professional liability insurance, W. Va. Code §47B-10-5.</li> </ul> <p>Specific PLLC rules:</p> <ul style="list-style-type: none"> <li>• All members must be licensed, W. Va. Code §31B-13-1302.</li> <li>• W. Va. Code §31B-13-1304 provides the relevant regulatory board shall propose procedures for approving PLLCs. At present, neither the Board of Architects nor the Board of Landscape Architects has an approval process in place.</li> <li>• Required to carry \$1MM in professional liability insurance, W. Va. Code §31B-13-1305.</li> </ul>

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	<p><b>Engineering</b></p> <p>West Virginia Secretary of State, Forms for Business and Licensing,  <a href="http://www.sos.wv.gov/business-licensing/Pages/FormIndexforBusinessFilings.aspx">http://www.sos.wv.gov/business-licensing/Pages/FormIndexforBusinessFilings.aspx</a></p> <p>West Virginia State Board of Registration for Professional Engineers,  <a href="http://www.wvpebd.org/">http://www.wvpebd.org/</a></p> <p>Engineering Licensing Statute – W. Va. Code Chapter 30, Article 13</p>	<p>Engineering services may be offered by:</p> <ol style="list-style-type: none"> <li>(1) Sole Proprietorship</li> <li>(2) Limited Partnership – Domestic or Foreign</li> <li>(3) Limited Liability Partnership (“LLP”) – Domestic or Foreign</li> <li>(4) Limited Liability Company – Domestic or Foreign</li> <li>(5) Professional Limited Liability Company (“PLLC”) – Domestic or Foreign</li> <li>(6) Corporation – Domestic, Foreign or Foreign Professional Corporation</li> </ol> <p>Engineering firms must procure a Certificate of Authorization from the Board of Registration for Professional Engineers, W. Va. Code §30-13-17, in advance of filing organizational documents with the West Virginia Secretary of State.</p> <p>All entities must obtain a business franchise certificate from the Department of Tax &amp; Revenue before doing business in West Virginia.</p>	<p>The Certificate of Authorization to be issued by the Board of Registration for Professional Engineers required designation of a W. Va. licensee to be in responsible charge of the practice.</p> <p>Specific LLP rule:</p> <ul style="list-style-type: none"> <li>• Required to carry \$1MM in professional liability insurance, W. Va. Code §47B-10-5.</li> </ul> <p>Specific PLLC rules:</p> <ul style="list-style-type: none"> <li>• All members must be licensed, W. Va. Code §31B-13-1302.</li> <li>• W. Va. Code §31B-13-1304 provides the relevant regulatory board shall propose procedures for approving PLLCs. At present, neither the Board of Architects nor the Board of Landscape Architects has an approval process in place.</li> <li>• Required to carry \$1MM in professional liability insurance, W. Va. Code §31B-13-1305.</li> </ul>

Wisconsin	Design Professional Regulation	Firm License	Corporate Formation Requirements
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		<p>architectural work in Wisconsin; or 4) a person engaged in the manufacture of a product or unit, including a laboratory research affiliates of the person, where the services performed are the design, assembly, manufacture, sale or installation of a product or unit and the product or unit does not include a building. (<i>Wis. Stat. §443.14 (1)(a), (2), (4)(a) &amp; (5)</i>)</p> <p>No individual architect registered under Wis. Stat. Ch. 443 may practice or offer to practice architecture, as a principal, officer, employee, or agent of a firm, partnership, or corporation unless: 1) all personnel who practice or offer to practice in its behalf as architects are registered under Wis. Stat. Ch. 443 and 2) the firm, partnership, or corporation has been issued a certificate of authorization under Wis. Stat. § 443.3(a)(1). (<i>Wis. Stat. § 443.08(2)(a)</i>)</p> <p>A firm, partnership, or corporation desiring a certificate of authorization shall submit an application to the department on forms provided by the department, listing the names and addresses of all officers and directors, and all individuals in its employment registered to practice architecture or designing in Wisconsin who will be in responsible charge of architecture or designing being practiced in</p>	<p>services unless the person has been duly registered under Wis. Stat. §443.10(1)(d). (<i>Wis. Stat. 443.02(3)</i>)</p> <p>No firm, partnership or corporation may engage in the practice of or offer to practice architecture or designing in Wisconsin, or use in connection with its name, or otherwise assume, use or advertise any title or description tending to convey the impression that it is engaged in the practice of architecture or designing, nor may it advertise or offer to furnish an architectural or designing service, unless the firm, partnership, or corporation has complied with Wis. Ch. 443. (<i>Wis. Stat. §443.08(5)(a)&amp;(c)</i>)</p> <p>Any firm, partnership, or corporation using the word “engineering” or any of its derivatives in its name prior to April 24, 1964, shall be permitted to continue to do so and shall be permitted to use such word in any new firm, partnership or corporation formed as a result of a reorganization of the firm, partnership or corporation, if the firm, partnership or corporation does not practice or offer to practice architecture, professional engineering or designing unless it complies with all other applicable provisions of Wis. Ch. 443. (<i>Wis. Stat. §443.08(6)</i>)</p>

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		<p>this state through the firm, partnership, or corporation and other relevant information required by the architect or designer section of the examining board. If there is a change in any of these persons, the change shall be reported on the same type of form, and filed with the department within 30 days after the effective date of the change. The architect or designer section shall grant a certificate of authorization to a firm, partnership, or corporation complying with this subsection upon payment of the initial credential fee determined by the department under Wis. Stat. §440.03(9)(a). (<i>Wis. Stat. §443.08(3)(a)(1) &amp; (3)</i>)</p> <p>Exempt buildings from the architectural licensing requirements exist for persons who make plans and specifications for, or supervise the erection, enlargement or alteration of: 1) dwellings for single families, and outbuildings in connection with single-family dwellings, including, but not limited to, barns and private garages; 2) apartment buildings used exclusively as a residence of not more than two families; 3) buildings used exclusively for agricultural purposes; 4) temporary buildings or sheds used exclusively for construction purposes, not exceeding two stories in height, and not used for living quarters or 5) any new</p>	



Wisconsin	Design Professional Regulation	Firm License	Corporate Formation Requirements
		<p>building containing less than 50,000 cubic feet total volume or addition to a building which results in the building containing less than 50,000 cubic feet total volume. (<i>Wis. Stat. §443.15(1) &amp; (2)</i>)</p>	
	<p><b>Engineering</b></p> <p>Wisconsin Department of Safety and Professional Services  <a href="http://dsps.wi.gov/Licenses-Permits/Engineer">http://dsps.wi.gov/Licenses-Permits/Engineer</a></p> <p><u>Licensing Statutes</u> –                      Wisconsin Statutes Chapter 440:                      Department of Safety and Professional Services</p> <p>Wisconsin Statutes Chapter 443:                      Examining Board of Architects, Landscape Architects, Professional Engineers, Designers, and Professional Land Surveyors</p> <p><u>Licensing Regulations</u> –                      Wisconsin Administrative Code Chapter                      A-E 1 <i>et. seq.</i>: Architects, Engineers,</p>	<p>The practice of professional engineering pertaining to the internal operations of a firm, partnership or corporation may be performed by employees if the professional engineering services are performed by or under the direct supervision of professional engineers registered under Wis. Ch. 443, or under persons who are exempt under Wis. Stat. § 443.14. (<i>Wis. Stat. §443.08(1)(b)</i>)</p> <p>Exempt persons include: 1) an employee of a person holding a certification of registration under Wis. Stat. §443.10 who is engaged in the practice of professional engineering and an employee of a person temporarily exempted from registration in professional engineering under Wis. Ch. 443, if the practice of the employee does not include responsible charge of professional engineering practice; 2) officers and employees of the federal government while engaged within the state of Wisconsin in the practice of professional engineering for the</p>	<p>There are no specific requirements in Wisconsin for the corporate formation of a professional engineering firm. Professional engineering firms are permitted to practice under all types of business entities, however, Wisconsin makes the Service Corporation business entity available for individuals who render professional or other personal services for which a license, certificate, registration or other legal authorization is required. (<i>Wis. Ch. 180, Subchapter XIX</i>). A shareholder, director, officer or employee of the Service Corporation is not personally liable for the debts or other contractual obligations of the Service Corporation, nor for the omissions, negligence, wrongful acts, misconduct and malpractice of any person who is not under his or her actual supervision and control in the specific activity in which the omissions, negligence, wrongful acts, misconduct or malpractice occurred. (<i>Wis. Stat. §180.1915</i>)</p> <p>No person may offer to practice professional engineering, or use in connection with the</p>

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	<p>Designers and Surveyors</p> <p>Wisconsin Administrative Code Chapter SPS 1 <i>et. seq.</i>: Safety and Professional Services</p>	<p>federal government; 3) a public service company and its regular employees acting in its behalf where the professional engineering services rendered are in connection with its facilities which are subject to regulation, supervision, and control by a commission of the state of Wisconsin or the federal government; 4) any person who practices professional engineering exclusively as a regular employee of a private company or corporation, so long as the person is actually and exclusively employed, and if the company or corporation has at least one professional engineer who is registered under Wis. Ch. 443 in responsible charge of the company or corporation's professional engineering work in Wisconsin; or 5) a person engaged in the manufacture of a product or unit, including a laboratory research affiliates of the person, where the services performed are the design, assembly, manufacture, sale or installation of a product or unit and the product or unit does not include a building. (<i>Wis. Stat. §443.14 (1)(b), (2), (3), (4)(b) &amp; (5)</i>)</p> <p>No individual professional engineer registered under Wis. Stat. Ch. 443 may practice or offer to practice professional engineering, as a principal, officer, employee, or agent of a firm, partnership, or corporation unless: 1) all</p>	<p>person's name or otherwise assume, use or advertise any title or description that conveys the impression that the person is a professional engineer, or advertise to furnish professional engineering services unless the person has been duly registered under Wis. Stat. §443.10(1)(d). (<i>Wis. Stat. 443.02(3)</i>)</p> <p>No firm, partnership or corporation may engage in the practice of or offer to practice professional engineering in Wisconsin, or use in connection with its name, or otherwise assume, use or advertise any title or description tending to convey the impression that it is engaged in the practice of professional engineering, nor may it advertise or offer to furnish a professional engineering service, unless the firm, partnership, or corporation has complied with Wis. Ch. 443. (<i>Wis. Stat. §443.08(5)(b)</i>)</p> <p>Any firm, partnership, or corporation using the word "engineering" or any of its derivatives in its name prior to April 24, 1964, shall be permitted to continue to do so and shall be permitted to use such word in any new firm, partnership or corporation formed as a result of a reorganization of the firm, partnership or corporation, if the firm, partnership or</p>

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		<p>personnel who practice or offer to practice in its behalf as professional engineers are registered under Wis. Stat. Ch. 443 and 2) the firm, partnership, or corporation has been issued a certificate of authorization under Wis. Stat. § 443.3(a)(2). (<i>Wis. Stat. § 443.08(2)(b)</i>)</p> <p>A firm, partnership, or corporation desiring a certificate of authorization shall submit an application to the department on forms provided by the department, listing the names and addresses of all officers and directors, and all individuals in its employment registered to practice professional engineering in Wisconsin who will be in responsible charge of a professional engineering being practiced in this state through the firm, partnership, or corporation and other relevant information required by the professional engineer section of the examining board. If there is a change in any of these persons, the change shall be reported on the same type of form, and filed with the department within 30 days after the effective date of the change. The professional engineer section shall grant a certificate of authorization to a firm, partnership, or corporation complying with this subsection upon payment of the initial credential fee determined by the department under Wis. Stat. §440.03(9)(a). (<i>Wis. Stat.</i></p>	<p>corporation does not practice or offer to practice architecture, professional engineering or designing unless it complies with all other applicable provisions of Wis. Ch. 443. (<i>Wis. Stat. §443.08(6)</i>)</p>

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		<p><i>§443.08(3)(a)(2))</i></p> <p>Exempt buildings from the professional engineering licensing requirements exist for persons who make plans and specifications for, or supervise the erection, enlargement or alteration of: 1) dwellings for single families, and outbuildings in connection with single-family dwellings, including, but not limited to, barns and private garages; 2) apartment buildings used exclusively as a residence of not more than two families; 3) buildings used exclusively for agricultural purposes; 4) temporary buildings or sheds used exclusively for construction purposes, not exceeding two stories in height, and not used for living quarters or 5) any new building containing less than 50,000 cubic feet total volume or addition to a building which results in the building containing less than 50,000 cubic feet total volume. (<i>Wis. Stats. §443.15(1) &amp; (2)</i>)</p>	

Wyoming	Design Professional Regulation	Firm License	Corporate Formation Requirements
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	<p><b>Engineering</b></p> <p>Wyoming Board of Professional Engineers and Professional Land Surveyors (“WBPEPLS”)  <a href="http://www.engineersandsurveyors.wyo.gov">http://www.engineersandsurveyors.wyo.gov</a></p> <p>Licensing Statute – Wyo. Stat. § 33-29-101 <i>et. seq.</i></p> <p>Licensing Regulations – WBPEPLS Rules and Regulations, Ch. 1 through Ch. 7</p>	<p>Any type of business entity other than a sole proprietorship may register with the WBPEPLS as a firm to practice professional engineering in the State of Wyoming.</p>	<p>There are no specific requirements in Wyoming for the corporate formation of an engineering firm. Engineering firms are permitted to practice under all types of business entities.</p> <p>Wyoming permits the establishment of Professional Corporations. Wyo. Stat. §17-3-101 <i>et seq.</i> provides that a corporation organized under the Wyoming Business Corporation Act or the Wyoming Statutory Close Corporation Supplement, whose capital stock is owned exclusively by a person or persons licensed to practice a profession by the state of Wyoming or by an agency, office or instrumentality authorized by the laws of Wyoming to license individuals for the practice of such profession, may, by and through the person or persons of such licensed stockholder or stockholders, or licensed employees, practice and offer professional services in such profession.</p>