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INSTRUCTIONS FOR PREPARING AND FILING ARTICLES OF INCORPORATION FOR A HAWAII PROFESSIONAL CORPORATION

Section [415A-14.6](#), Hawaii Revised Statutes (HRS)

Articles must be typewritten or printed in **black ink** and must be **legible**. Attachments may be used, if necessary, and must be typed or printed in **black ink** on 8.5" x 11" white bond paper, single-sided. The articles must be signed by at least one individual (incorporator). All signatures must be in **black ink**. Submit articles together with the appropriate fee(s). The date of incorporation will be the date that the Articles of Incorporation are filed in compliance with the Professional Corporation Act (Chapter [415A](#), HRS).

- Article 1. State the exact corporate name. The name of the professional corporation must contain the word "corporation", "incorporated", or "limited", or the abbreviation "corp.", "inc.", or "ltd." and may be any name permitted by law expressly applicable to the profession in which the corporation is engaged or by a rule of the licensing authority of the profession; and shall not be the same as, or substantially identical to, the name of any existing reservation, or entity registered or authorized to do business in this state. Refer to Section [415A-8](#), HRS, for more information.
- Article 2. State the profession or professions that the corporation shall be authorized to practice and any other purpose allowed by the licensing laws and rules of this State.
- A professional corporation may render professional services in this State only through individuals permitted to render such services in this State. Section [415A-2](#), HRS, states that "Professional service" means any service that lawfully may be rendered only by persons licensed under chapters 442 (Chiropractic), 448 (Dentistry), 453 (Medicine and Surgery), 455 (Naturopathic Medicine), 457 (Nurses), 459 (Optometry), 461 (Pharmacists and Pharmacy), 463E (Podiatrists), 465 (Psychologists), 466 (Public Accountancy), 471 (Veterinary Medicine), and 605 (Attorneys). More information on these chapters can be found via the [HRS directory](#).
- Article 3. State the complete mailing address of the corporation's initial principal office. If the address of the corporation's principal address differs from its mailing address, please also state the principal address.
- Article 4.
- 4a. Indicate whether the corporation's registered agent is an entity or an individual.
- 4b. State the entity name and state, province, or country of incorporation, formation, or organization, if applicable, of the corporation's registered agent OR the individual's first name and last name.
- 4c. State the complete street address of the place of business of the registered agent in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered to.
- The corporation cannot be its own agent. Refer to Sections [414-61](#) and [425R-4](#), HRS, for more information.
- Article 5. State (5a.) the number of directors constituting the initial board of directors, and (5b.) the name and address of each individual who will serve as a director until the first annual meeting of shareholders or until their successors are elected and qualified.
- 5a. State the number of directors constituting the initial board of directors. Not less than one-half of the directors of a professional corporation and all of the officers, other than the secretary and the treasurer, shall be qualified persons with respect to the corporation. At least one director shall be a resident of this State. See Section [415A-14](#), HRS.
- 5b. State the first name, last name, and complete address for each individual who will serve as a director.

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- Article 6. State the title, first name, last name, and complete address for each officer of the corporation. All of the officers, other than the secretary and the treasurer, shall be qualified persons with respect to the corporation. "Qualified person" means an individual who is eligible under this chapter to own shares issued by a professional corporation. See Sections [415A-14](#) and [415A-2](#), HRS.
- Article 7. State the number of shares the corporation is authorized to issue. FORM PC-1 provides for common stock only. If more than one class of shares is authorized, you must prepare your own Articles of Incorporation. Refer to Section [415A-9](#), HRS, for more information.
- Article 8. State the first name, last name, and complete address of each individual incorporator of the corporation. One or more individuals may act as the incorporator or incorporators of a professional corporation by delivering articles of incorporation to the department director for filing. See Section [415A-14.5](#), HRS.
- Filing Fees:** The fee for filing Articles of Incorporation is **\$50.00** and is not refundable. Optional: the fee for one certified copy is \$10.00. Payments made by cash, check, or credit card are accepted. Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee is \$25.00.

For any questions, call (808) 586-2727 or email breg@dcca.hawaii.gov.

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE BUSINESS REGISTRATION DIVISION SECRETARY AT (808) 586-2744 TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION [92F-11](#), HRS)