

## SUBCHAPTER 16F - PROFESSIONAL CORPORATIONS

### SECTION .0100 - SCOPE

#### 21 NCAC 16F .0101 CERTIFICATION OF LICENSURE REQUIRED

*History Note:* Authority G.S. 90-48;  
Eff. September 3, 1976;  
Readopted Eff. September 26, 1977;  
Repealed Eff. May 1, 1989.

#### 21 NCAC 16F .0102 APPLICATION FOR CERTIFICATION OF LICENSURE

(a) For purposes of formation of a professional entity, an application for certification that all proposed owners of shares of stock in a professional corporation or association or all proposed managers and members of a professional limited liability company are licensed to practice dentistry in North Carolina shall be submitted on a form available on the Board's website, [www.ncdentalboard.org](http://www.ncdentalboard.org), or by letter to the Board's office requesting such certification, and shall include:

- (1) the information and materials set out in Rule .0104(a) and (b) of this Subchapter; and
- (2) the names, addresses, and North Carolina dental license numbers of the proposed incorporators of a professional corporation or association or the members who executed the articles of organization of the professional limited liability company.

(b) For an existing professional entity to issue or transfer shares of stock or an ownership interest to another person, an application for certification that the person proposed to acquire shares or an ownership interest is licensed to practice dentistry in North Carolina shall be submitted on a form available on the Board's website, [www.ncdentalboard.org](http://www.ncdentalboard.org), and shall include the name of the professional entity and the name, address, and dental license number of the person proposed to acquire the shares or ownership interest.

*History Note:* Authority G.S. 55B-4; 55B-6; 57D-2-01; 57D-2-02; 90-48;  
Eff. September 3, 1976;  
Readopted Eff. September 26, 1977;  
Amended Eff. April 1, 1994; May 1, 1989;  
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. February 9, 2018;  
Amended Eff. July 1, 2022.

#### 21 NCAC 16F .0103 CORPORATE OR LIMITED LIABILITY COMPANY NAME

Corporation or limited liability company designations shall consist only of the use of the words "Professional Association," "P.A.," "Professional Corporation," or "P.C." for professional corporations and "Professional Limited Liability Company", or "P.L.L.C." for professional limited liability companies.

All names shall also contain only the name or surname of one or more of the shareholders or members and may include the words:

- (1) "Associate(s);" "D.D.S.;" "D.M.D.;" and
- (2) the geographic location of the company.

The company name may not be false, deceptive or misleading.

*History Note:* Authority G.S. 55B-5; 57D-2-01; 90-48;  
Eff. September 3, 1976;  
Readopted Eff. September 26, 1977;  
Amended Eff. May 1, 2011; August 1, 2009; August 1, 2002; April 1, 1994; May 1, 1989;  
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. January 9, 2018.

#### 21 NCAC 16F .0104 CERTIFICATE OF REGISTRATION

(a) Each professional entity shall submit an application for a certificate of registration on the form available on the Board's website, [www.ncdentalboard.org](http://www.ncdentalboard.org), and shall include the following information:

- (1) name of the company;
- (2) street address of the company;

- (3) mailing address of the company, if different from the street address;
  - (4) email address of the company;
  - (5) name, address, and dental license number of each shareholder or member, and each dentist to be employed by the company once it is registered;
  - (6) name, address, and occupation of each corporation director and officer, or each limited liability company manager; and
  - (7) disclosure of any disciplinary action taken by or investigation pending before the Board with respect to any licensed dentist identified as an incorporator, officer, director, shareholder, member, manager, or employee.
- (b) The application shall be:
- (1) signed and notarized in accordance with Rule .0110 of this Subchapter;
  - (2) accompanied by a statement of the capacity in which the person signs and the person's authority to submit the application on behalf of the professional entity;
  - (3) submitted to the Board with all the information listed in Paragraph (a) of this Rule; and
  - (4) accompanied by the registration fee of fifty dollars (\$50.00).
- (c) In addition to the requirements set out in Paragraphs (a) and (b) of this Rule, a certificate of registration shall not be issued until the Board receives a copy of the certificate of incorporation and articles of incorporation of the professional corporation or association, or a copy of the articles of organization of the professional limited liability company, accompanied by certification of filing from the Secretary of State as set forth in G.S. 55D-17.
- (d) The initial certificate of registration shall remain effective for one year from the date of issuance, unless suspended or terminated as provided in G.S. 55B-13, and each subsequent renewal of the certificate shall be effective for a period of one year from the date of issue.

*History Note:* Authority G.S. 55B-10; 57D-2-01; 57D-2-02; 90-48;  
 Eff. September 3, 1976;  
 Readopted Eff. September 26, 1977;  
 Amended Eff. August 1, 2009; April 1, 1994; May 1, 1989;  
 Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. January 9, 2018;  
 Amended Eff. July 1, 2022; September 1, 2020.

**21 NCAC 16F .0105 APPLICATION FOR RENEWAL OR REINSTATEMENT**

- (a) The certificate of registration shall be renewed each year based on the anniversary of the date of issuance. Within 30 days after the anniversary date, the professional entity shall submit its application for renewal upon a form available on the Board's website, [www.ncdentalboard.org](http://www.ncdentalboard.org), and shall include the following information:
- (1) name of the company as shown on the certificate of registration;
  - (2) name of the company as of the date of the application for renewal, if the company name has been amended;
  - (3) street address of the company;
  - (4) mailing address of the company, if different from the street address;
  - (5) email address of the company;
  - (6) name, address, and dental license number of each shareholder or member, and each dentist practicing under the company;
  - (7) name, address, and occupation of each corporation director and officer, or each limited liability company manager; and
  - (8) disclosure of any disciplinary action taken by, or investigation pending before, the Board with respect to any licensed dentist identified as an incorporator, officer, director, shareholder, member, manager, or employee.
- (b) The application shall be submitted by the president or vice president of the professional corporation or association or by a manager of the professional limited liability company to the Board with all the information listed in Paragraph (a) of this Rule, accompanied by the renewal fee of twenty-five dollars (\$25.00).
- (c) If the application for renewal of the certificate of registration is not submitted within 30 days after the anniversary of the date of issuance, the certificate of registration shall be suspended. The professional entity may apply for reinstatement of the certificate of registration by satisfying the requirements of Paragraphs (a) and (b) of this Rule including payment of the renewal fee, plus payment of the penalty fee of ten dollars (\$10.00) as set out in G.S. 55B-11.

*History Note:* Authority G.S. 55B-11; 57D-2-01; 57D-2-02; 90-48;  
 Eff. September 3, 1976;

*Readopted Eff. September 26, 1977;*  
*Amended Eff. April 1, 1994; May 1, 1989;*  
*Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. January 9, 2018;*  
*Amended Eff. July 1, 2022; September 1, 2020.*

**21 NCAC 16F .0106      TRANSFER OF STOCK**

*History Note:      Authority G.S. 90-48;*  
*Eff. September 3, 1976;*  
*Readopted Eff. September 26, 1977;*  
*Repealed Eff. May 1, 1989.*

**21 NCAC 16F .0107      AMENDMENTS TO ARTICLES OF INCORPORATION OR ORGANIZATION, OR ARTICLES OF DISSOLUTION**

Amendments to the articles of incorporation or articles of organization, including amendments made by restated articles of organization, or articles of dissolution shall be forwarded to the Board's office within 10 days after the filing of the same in the office of the Secretary of State of North Carolina.

*History Note:      Authority G.S. 55B-12; 57D-2-01; 57D-2-02; 57D-2-22; 57D-2-23; 90-48;*  
*Eff. September 3, 1976;*  
*Readopted Eff. September 26, 1977;*  
*Amended Eff. April 1, 1994; May 1, 1989;*  
*Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. January 9, 2018;*  
*Amended Eff. July 1, 2022.*

**21 NCAC 16F .0108      EMPLOYMENT OF DENTAL HYGIENIST**

*History Note:      Authority G.S. 90-223(b); 90-233(b);*  
*Eff. September 3, 1976;*  
*Readopted Eff. September 26, 1977;*  
*Amended Eff. April 1, 1994; January 1, 1983;*  
*Expired Eff. February 1, 2018 pursuant to G.S. 150B-21.3A.*

**21 NCAC 16F .0109      RULES AND REGULATIONS OF THE BOARD APPLY**

*History Note:      Authority G.S. 90-48;*  
*Eff. September 3, 1976;*  
*Readopted Eff. September 26, 1977;*  
*Repealed Eff. May 1, 1989.*

**21 NCAC 16F .0110      CORPORATE OFFICERS OR MANAGERS SHALL EXECUTE DOCUMENTS**

All documents required by these Rules to be submitted to the Board by the professional entity shall be executed by the president or vice president of the corporation or by a manager of the limited liability company authorized to submit the documents on behalf of the professional entity, and notarized.

*History Note:      Authority G.S. 55B-12; 57D-2-01; 90-48;*  
*Eff. September 3, 1976;*  
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