

**This is a USLF preview of form package AZ-00PLLC. To protect our product, the entire package is not viewable, however you can get a good idea of what is included by looking at this preview. If you order the package and are not satisfied, you may use our money-back guarantee to be fully reimbursed.**

## **PROFESSIONAL LIMITED LIABILITY COMPANY**

### **ARIZONA**

Electronic Version

#### **STATUTORY REFERENCE**

ARIZONA REVISED STATUTES, §§ 29-601 through 29-857 (Arizona Limited Liability Company Act)

<http://www.azleg.state.az.us/ArizonaRevisedStatutes.asp>

Click this link to view statutes, or paste link into the address window of your Internet browser.

#### **PLLC INTRODUCTORY NOTES AND LAW SUMMARY**

The laws of the State of Arizona provide for the creation of both a limited liability company (LLC) and a professional limited liability company (PLLC).

While a PLLC has to meet certain statutory requirements of the Arizona Limited Liability Company Act, it is also specifically required to meet the requirements of §§ 29-841 through 29-847, that portion of the Act dealing with professional limited liability companies.

Additionally, the PLLC must **meet the licensing and other requirements of the professional board** that licenses the members of the particular profession that the PLLC members practice or business in which the PLLC members engage. In the case of a PLLC organized to engage in the practice of dentistry, that licensing authority is the Arizona Board of Dental Examiners.

A "licensed person" is an individual who is duly licensed by at least one board to provide at least one of the categories of professional service rendered by the PLLC.

A "PLLC" is a limited liability company organized for purposes that include rendering one or more categories of professional services.

A "professional service" is a service that may be lawfully rendered only by a person licensed or otherwise authorized by a licensing authority in Arizona to render the service.

A "disqualified person" is an individual or entity that is not or ceases to be a qualified person.

A PLLC may employ persons who are not licensed to perform professional services that are rendered by the PLLC if those persons:

- Work at the direction or under the supervision of those who are licensed persons.
- Do not hold themselves out to the public generally as being authorized to perform the professional services rendered by the PLLC.
- Are not prohibited by the board regulating any of the professional services rendered by the PLLC from being so employed.

The laws applicable to other limited liability companies govern a PLLC except insofar as such laws must be limited or enlarged by or contrary to the provisions of the Arizona Limited Liability Company Act, in which event Arizona Limited Liability Company Act controls.

A PLLC may render professional services in Arizona only through its members, managers, officers, agents and employees who are licensed persons qualified in Arizona to perform that category of professional services. This restriction does not:

- Require an individual who is employed by a PLLC to be licensed to perform services for the PLLC if a license is not otherwise required or prohibits the PLLC from employing that individual.
- Prohibit a licensed individual from rendering professional services in an individual capacity whether the licensed individual is a member, manager, officer, employee or agent of a PLLC or foreign PLLC or any other person or prohibit a licensed individual from being a member, manager, officer, employee or agent of more than one PLLC or foreign PLLC or other person.
- Prohibit an individual licensed in another state from rendering professional services for a PLLC in Arizona if not prohibited by the board.

**A PLLC may issue membership interests only to:**

- Individuals who are licensed by law in Arizona or another state to render a professional service described in the articles of organization of the PLLC.
- General partnerships, registered limited liability partnerships, other partnerships and joint ventures, domestic or foreign, in which all of the partners are licensed persons with respect to the profession to be conducted by the PLLC and in which at least one partner is authorized by law in Arizona to render a professional service described in the articles of organization of the PLLC.
- Professional corporations, professional limited liability companies and other persons, domestic or foreign, authorized by law in Arizona to render a professional service described by the articles of organization of the PLLC.
- Other persons, if after the issuance of voting membership interests, the other persons in the aggregate do not hold more than forty-nine per cent of the membership interests entitled to vote for the election of officers and managers of the PLLC, unless a greater or lesser percentage is prescribed by the board.
- Issuance of a membership interest in violation of the above restrictions is void.

However, the following are not violations of the restrictions on ownership of a membership interest:

- Any community interest of an unlicensed spouse in the membership interest issued to a licensed spouse in which the unlicensed spouse with a community interest in the membership interest does not have the right to vote the membership interest.

- Issuance of a membership interest to a trust established for the benefit of a licensed individual or members of the licensed individual's immediate family in which the licensed individual has the right to vote the membership interest and the trust and the members of the licensed individual's immediate family do not have the right to vote the membership interest.

Membership interests and rights or options to purchase membership interests of a professional LLC may be conveyed only to persons qualified to be issued voting membership interests and to the PLLC. A transfer or pledge made in violation of this restriction is void.

**A PLLC may adopt a name consisting of** the full or last name of one or more of its members or, if not otherwise prohibited by law or the canons of ethics of the profession concerned, may adopt a fictitious name. However, The name of a PLLC must contain the words " professional limited liability company" or the abbreviations "P.L.L.C.", "P.L.C.", "PLLC" or "PLC", in uppercase or lowercase letters.

The Arizona Limited Liability Company Act does not alter any law applicable to the relationship between a person performing professional services and a person receiving those services, including liability arising out of those professional services. Each member, manager or employee performing professional services remains personally liable for any results of the negligent or wrongful acts, omissions or misconduct committed by him or by any person under his direct supervision and control while performing professional services on behalf of the PLLC. The liability of a member, manager or employee of a LLC is several only, and a member, manager or employee of a PLLC is not vicariously responsible for the liability of another member, manager or employee unless such other member, manager or employee was acting under his direct supervision and control while performing professional services on behalf of the PLLC.

No PLLC may do any act which is prohibited to be done by individuals licensed to perform professional services that are rendered by the PLLC.

Each member, manager, officer, agent and employee of a PLLC who is a licensed person in the jurisdiction in which the person performs professional services must be subject to the rules and regulations adopted by and the disciplinary powers of the board or boards regulating the professional services rendered by the PLLC in the jurisdiction in which he performs professional services.

## **Steps to Form PLLC**

Step 1: **SEE FORM 1 – APPLICATION FOR RESERVATION OF CORPORATE NAME**

It is recommended that you reserve a PLLC name in order to assure that your Articles of Organization are not rejected because the name you have selected is not available.

A LLC name must contain an ending which may be “professional limited liability company,” or the abbreviations “P.L.L.C.”, “P.L.C.”, “PLLC” or “PLC”, in upper or lower case letters.

*You may skip this step and go to step 2, but if the limited liability company name you have selected is not available, the Articles of Organization will be returned to you.*

You may make a preliminary inquiry as to the availability of the name you have selected by calling 602-542-3230. Telephone name searches are only preliminary and do not guarantee the availability of the name.

To reserve a PLLC name, mail the original and one copy of the **APPLICATION FOR RESERVATION OF CORPORATE NAME** along with a \$10.00 filing fee (make check payable to the Arizona Corporation Commission), to

Arizona Corporation Commission  
Corporate Filings Section  
1300 West Washington  
Phoenix, AZ 85007

Step 2: **SEE FORM 2 – ARTICLES OF ORGANIZATION**

Once you have reserved PLLC company name, or if you have chosen to proceed without reserving a name, you are ready to complete the Articles of Organization.

**This form should be typed or printed clearly in black ink.**

1. Provide the name you have reserved. (NOTE: That name should also be inserted in the blank at the top of the page.)

2. Provide the address of the registered office of the PLLC, including the name of the County in which that office is located. This must be an Arizona address.
3. Provide the name and address of the statutory agent of the PLLC.
4. Complete this section only if you desire to select a date or occurrence when the company will dissolve. If perpetual duration is desired, leave this section blank.
- 5a. The PLLC must be managed either by the members or by managers. Indicate how the PLLC will be managed by checking the appropriate box.
- 5b. Provide the name and complete address of each member/manager (as appropriate).

The person executing the document need not be a member of the company.

The Statutory Agent may consent to the appointment as Statutory Agent by either executing the consent provided in the Articles, attaching a cover letter, or if paying by check, executing the check.

The filing fee is \$50.00. Expedited service is available for an additional \$35.00.

Step 3. You must file a **SUBMISSION COVER SHEET** with EACH document filed with the Arizona Corporation Commission. Expedited service is available for an additional fee.

**See FORM 3 - SUBMISSION COVER SHEET**

Instructions to complete the Submission Cover Sheet:

**1. State the proposed/reserved name for the PLLC.**

**A. Check/complete sections:**

- ?? 1. New entity.
- ?? 2. Domestic.
- ?? 3. LLC (note in the margin above the check box “(PLLC)”.
- ?? 4. Payment: indicate check or cash and state the amount enclosed/paid.
- ?? 5. Processing: Expedited or Regular.  
Note: extra fee for Expedited Service.

**B. Filing Type:** Check Articles of Organization.

**C. Special Instructions:** Use as/if needed.

**D. Extras:** Use as/if needed.

**E. RETURN DELIVERY:** Indicate type of return delivery and, if pick up, who is authorized to make the pick up.  
Provide Name and Address for mail return delivery.

Step 4: Mail the original and one copy of the **ARTICLES OF ORGANIZATION** and the **SUBMISSION COVER SHEET** to:

Arizona Corporation Commission  
Corporate Filings Section  
1300 West Washington  
Phoenix, AZ 85007

A cover letter to send with the Articles of Organization is included in this packet.

**SEE FORM 4 – TRANSMITTAL LETTER**

Step 5: After filing the Articles of Organization, a NOTICE OF FILING must be published within sixty (60) days. This publication MUST be in a newspaper of general circulation in the county of the known place of business in Arizona for the PLLC. The notice must be published in three (3) consecutive publications. Within ninety (90) days after filing, an Affidavit evidencing the publication must be filed with the Commission. DO NOT PUBLISH UNTIL YOUR INITIAL DOCUMENTS HAVE BEEN APPROVED.

**SEE FORM 5 – NOTICE (For Publication)**

Step 6: Upon return of the Articles of Organization complete the Operating Agreement.

**SEE FORM 6 – OPERATING AGREEMENT**

Step 7: Apply for a Federal Tax Identification Number. This is done with form SS-4. Mail to your regional IRS office.

**SEE FORM 7 – IRS-SS-4**

Step 8: Open a bank account and conduct business.

**Disclaimer:** If you are not an attorney, you are advised to seek the advice of an attorney for all serious legal matters. The information and forms contained herein are not legal advice and are not to be construed as such. Although the information contained herein is believed to be correct, no warranty of fitness or any other warranty shall apply. All use is subject to the U.S. Legal Forms, Inc. Disclaimer and License located at <http://www.uslegalforms.com/disclaimer.htm>



# **FORM 1**

## **APPLICATION FOR RESERVATION OF CORPORATE NAME**

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