



Application for Issuance of a Certificate of Registration as a Law Corporation

FOR OFFICIAL STATE BAR USE ONLY # \_\_\_\_\_
\$250 / Check Number \_\_\_\_\_
No Check
Initials: \_\_\_\_\_
Application #: \_\_\_\_\_

1) CORPORATE INFORMATION

Name of Law Corporation including Corporate Designation:

Contact Name:

Email:

Address Line 1:

Address Line 2:

City:

State:

Zip:

Phone:

2) ATTACHMENTS

Complete and Attach the following:

Attachment A: Listing all shareholders, officers, directors and all other attorneys practicing law on behalf of the corporation, including all individuals/entities practicing in partnership, association, "of counsel", part-time or on a contract basis.

Attachment B: Declaration of Compliance with Rules 7.1-7.5, Rules of Professional Conduct of the State Bar of California.

Attachment C:

Attachment C-1: the Standard Law Corporation Guarantee

OR

Attachment C-2: the Standard Law Corporation Guarantee for Law Corporations Practicing in Partnership with Other Law Corporations

Secretary of State Certification:

California Law Corporation: Attach a two-page certified copy of the law corporation's Articles of Incorporation

OR

Out of State Law Corporation: Attach BOTH a two-page certified copy of Statement of Designation by Foreign Corporation AND a Certificate of Status of Foreign Corporation

Bylaws Excerpts: Please refer to the Law Corporation Rules of the State Bar amended January 1994. Use the exact language from Rule 3.157, paragraphs A - F, in the portions of your bylaws that pertain to ownership and transfer of shares in the corporation. Attach only the portions of the law corporation's bylaws which contain this language. Do not submit your entire set of bylaws.

Secretary's Certification of Bylaws Excerpts: Certifying that the excerpts attached are a true and correct copy of excerpts from the bylaws of the corporation. Signature of the corporate secretary must be original.

Specimen Share certificate: Photocopy of both sides, containing the legend required by State Bar Law Corporation Rule 3.157.

Payment: A \$250 non-refundable fee must accompany this Application. Make checks payable to: The State Bar of California.

3) DECLARATION

I am

(Name of Officer)

(Title of Officer)

of

(Complete Name of Corporation)

and as such make this declaration

for and on behalf of said corporation. I have read the foregoing and all attachments thereto and know the contents thereof and the same are true of my own knowledge. I declare under penalty of perjury under the laws of the State of California that the foregoing application and all attachments are true and correct and that the applicant is an existing corporation and its organization, bylaws, Articles of Incorporation and general plan of operation are such that its affairs will be conducted in compliance with the State Bar Act, and the applicable provisions of the Corporations Code, The Rules of Professional Conduct of the State Bar, the Law Corporation Rules of the State Bar and such other laws, rule and regulations as may be applicable.

Executed On:

Signature:

Print Name:

4) SUBMISSION INFORMATION

Submit completed application with all attachments and payment to:

The State Bar of California
Law Corporations Apps
PO Box 849784
Los Angeles, CA 90084-9784



## LAW CORPORATION NAME DEFINITIONS AND ABBREVIATIONS

### GROUP

To remain in compliance with Rules 7.1–7.5 of California Rules of Professional Conduct, you must justify the use of the word "Group" in your name. You may do this by naming at least one other individual employed by your corporation. This person need not be an attorney.

### LAW OFFICES

Including the term "Law Offices" implies that the law corporation has more than one address, or more than one attorney including the shareholder at the address of record for the corporation. Thus, the term should not be used unless this arrangement is true. The Law Corporation Program will accept a home address as the second office. The law corporation must provide The State Bar with both addresses.

### LAWYERS

Including the term "Lawyers" implies that the corporation has more than one attorney including the shareholder at the address of record for the corporation. Thus, the term should not be used unless this arrangement is true. In the alternative, you may amend the name of the corporation and provide this office with an original certified Amendment Articles of Incorporation from the Secretary of State, a new "Declaration of Compliance with Rule 7.1–7.5" form, and a new guarantee, all setting forth the corporation's new name.

### ASSOCIATE

Including the term "Associate" means an employee or fellow employee who is employed as a lawyer. The corporation must execute a guarantee in the amounts sufficient to cover the number of attorneys practicing on behalf of the corporation as required by the State Bar Law Corporation Rule IV-B.

### ASSOCIATES

Including the term "Associates" implies that in addition to the shareholder, the corporation must name at least two (2) other attorneys employed by the corporation and execute a guarantee in the amounts sufficient to cover the number of attorneys practicing on behalf of the corporation as required by the State Bar Law Corporation Rule IV-B.

### ABBREVIATIONS ALLOWED

A Law Corporation name must include an ending designation such as: A Professional Corporation, A Professional Law Corporation, Professional Corporation, Professional Law Corporation, Law Corporation, APC, A.P.C., PC, P.C., A PC, A P.C., Prof. Corp., A Professional Legal Corporation, Professional Legal Corporation, A Legal Corporation, Inc., Incorporated, A California Professional Corporation, L.C., Ltd., Limited, P.A., and Professional Association.

### ABBREVIATIONS NOT ALLOWED

"APLC & PLC" are not permitted because in other states/foreign countries, APLC may suggest that the entity is "a Public Liability Company" or "Professional Legal Consultant" and therefore is misleading to the public.

"LLC" is also not allowed since it is defined as "a Limited Liability Company", which does not pertain to the practice of law.



# The State Bar of California

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## Certificate of Secretary Of (Law Corporation Name)

The undersigned, (name), hereby certifies as follows:

1. They are duly elected, qualified and acting Secretary of (Law Corporation Name) California professional corporation (the "Company").
2. Attached hereto as **Exhibit A** is a true and correct copy of excerpts from the Bylaws of the Company, including the restrictions on ownership required under Rule 3.157 of the Law Corporation Rules of the State Bar, which are in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of (date).

By: \_\_\_\_\_  
Secretary



# The State Bar of California

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## **By laws Addendum Re: Shares of Corporate Stock Per CA Bar Rule 3.157 et seq.**

- (A) A shareholder of a law corporation must be licensed and entitled to practice law.
- (B) The shares of a law corporation must be owned only by that corporation or a shareholder.
- (C) The shares of a deceased shareholder must be sold or transferred to the law corporation or its shareholders within six months and one day following the date of death.
- (D) The share certificates of the law corporation must be set forth the preceding restrictions of this rule regarding ownership, sale, or transfer of shares. These restrictions must also set forth in the articles of incorporation or bylaws.
- (E) The shares of a shareholder who is ineligible to practice law or legally disqualified to render professional services to the law corporation must be sold or transferred to a qualified shareholder within ninety days after the date of ineligibility or disqualification. The terms of such sale or transfer of shares must be set forth in the articles the bylaw, or a written agreement.
- (F) The shares of a shareholder disqualified for any reason may be resold to that shareholder upon his or her becoming eligible to practice law.

June 10, 2019

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NUMBER

SHARES

INCORPORATED UNDER THE LAWS OF CALIFORNIA

# LAW CORPORATION NAME

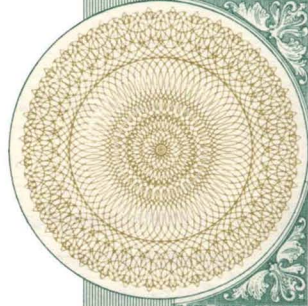
AUTHORIZED: 10,000,000 COMMON SHARE STOCK PAR VALUE \$0.01 EACH

This Certifies that \_\_\_\_\_ is the  
registered holder of \_\_\_\_\_ Shares of the

above named Corporation, transferable only on the books of the Corporation by the holder  
hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its  
duly authorized officers and its Corporate Seal to be hereunto affixed.

this \_\_\_\_\_ day of \_\_\_\_\_ A. D.



Secretary

President

Rule 3.157 Shares/Restrictions

- (A) A shareholder of a law corporation must be licensed and entitled to practice law.<sup>24</sup>
- (B) The shares of a law corporation must be owned by that corporation or a shareholder.<sup>25</sup>
- (C) The shares of a deceased shareholder must be sold or transferred to the law corporation or its shareholders within six months and one day following the date of death.<sup>26</sup>

For Value Received \_\_\_\_\_ hereby sell, assign and transfer  
unto \_\_\_\_\_

\_\_\_\_\_ Shares  
represented by the within Certificate, and do hereby irrevocably  
constitute and appoint \_\_\_\_\_

A attorney to transfer said Stock on the books of the within named  
Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

I n the presence of \_\_\_\_\_

NOTICE: THE SIGNATURES OF THIS ASSIGNMENT MUST CORRESPOND WITH THE  
NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EVERY PARTICULAR,  
WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER.