

SECTION 1. AMENDATORY 18 O.S. 1991, Section 801, is amended to read as follows:

Section 801. This act is known and may be cited as the "Professional Entity Act".

SECTION 2. AMENDATORY 18 O.S. 1991, Section 803, as last amended by Section 1, Chapter 216, O.S.L. 1994 (18 O.S. Supp. 1994, Section 803), is amended to read as follows:

Section 803. A. As used herein, unless the context clearly indicates that a different meaning is intended:

1. "Associated act" means the Oklahoma General Corporation Act, Section 1001 et seq. of this title, in the case of a corporation; the Oklahoma Revised Uniform Limited Partnership Act, Section 301 et seq. of Title 54 of the Oklahoma Statutes, in the case of a limited partnership; or the Oklahoma Limited Liability Company Act, Section 2000 et seq. of this title, in the case of a limited liability company;

2. "Interest" means a share of stock in a corporation, a partnership interest in a limited partnership or a membership interest in a limited liability company;

3. "Owner" means a shareholder in the case of a corporation, a general or limited partner in the case of a limited partnership or a member in the case of a limited liability company;

4. "Manager" means a director or officer in the case of a corporation, a general partner in the case of a limited partnership or a manager in the case of a limited liability company;

5. "Professional entity" means a domestic corporation, limited partnership or limited liability company formed for the purpose of rendering professional service;

6. "Professional service" means the personal service rendered by:

- a. a physician, surgeon or doctor of medicine pursuant to a license under Sections 481 through 524 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of medicine,
- b. an osteopathic physician or surgeon pursuant to a license under Sections 620 through 645 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of osteopathy,
- c. a chiropractic physician pursuant to a license under Sections 161.1 through 161.20 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of chiropractic,
- d. a podiatric physician pursuant to a license under Sections 135.1 through 160.2 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of podiatric medicine,
- e. an optometrist pursuant to a license under Sections 581 through 606 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of optometry,
- f. a veterinarian pursuant to a license under Sections 698.1 through 698.18 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of veterinary medicine,
- g. an architect pursuant to a license under Sections 46.1 through 46.37 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of architecture,
- h. an attorney pursuant to his authority to practice law granted by the Supreme Court of the State of Oklahoma,

- i. a dentist pursuant to a license under Sections 328.1 through 328.50 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of dentistry,
- j. a certified public accountant or a public accountant pursuant to his authority to practice accounting under Sections 15.1 through 15.35 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of public accountancy,
- k. a psychologist pursuant to a license under Sections 1351 through 1376 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of psychology,
- l. a physical therapist pursuant to a license under Sections 887.1 through 887.18 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of physical therapy,
- m. a registered nurse pursuant to a license under Sections 567.1 through 567.16a of Title 59 of the Oklahoma Statutes, and any other subsequent laws regulating the practice of nursing,
- n. a professional engineer pursuant to a license under Sections 475.1 through 475.22b of Title 59 of the Oklahoma Statutes, and any subsequent laws relating to the practice of engineering,
- o. a land surveyor pursuant to a license under Sections 475.1 through 475.22b of Title 59 of the Oklahoma Statutes, and any subsequent laws relating to the practice of land surveying,
- p. an occupational therapist pursuant to Sections 888.1 through 888.15 of Title 59 of the Oklahoma Statutes and any subsequent law regulating the practice of occupational therapy,
- q. a speech pathologist or speech therapist pursuant to Sections 1601 through 1622 of Title 59 of the Oklahoma Statutes, and any subsequent law regulating the practice of speech pathology,
- r. an audiologist pursuant to Sections 1601 through 1622 of Title 59 of the Oklahoma Statutes, and any subsequent law regulating the practice of audiology, or
- s. a registered pharmacist pursuant to Title 59 of the Oklahoma Statutes, and any subsequent law regulating the practice of pharmacy;

7. "Related professional services" means those services which are combined for professional entity purposes as follows:

- a. any combination of the following professionals:
 - (1) a physician, surgeon or doctor of medicine pursuant to a license under Sections 481 through 524 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of medicine,
 - (2) an osteopathic physician or surgeon pursuant to a license under Sections 620 through 645 of Title 59 of the Oklahoma Statutes, and any subsequent laws relating to the practice of osteopathy,
 - (3) a dentist pursuant to a license under Sections 328.1 through 328.50 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of dentistry,
 - (4) a chiropractic physician pursuant to a license under Sections 161.1 through 161.20 of Title 59

- of the Oklahoma Statutes, and any subsequent laws regulating the practice of chiropractic,
 - (5) a psychologist pursuant to a license under Sections 1351 through 1376 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of psychology,
 - (6) an optometrist pursuant to a license under Sections 581 through 606 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of optometry, or
 - (7) a podiatric physician pursuant to a license under Sections 135.1 through 160.2 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of podiatric medicine, or
 - b. any combination of the following professions:
 - (1) an architect pursuant to a license under Sections 46.1 through 46.37 of Title 59 of the Oklahoma Statutes, and any subsequent laws regulating the practice of architecture,
 - (2) a professional engineer pursuant to a license under Sections 475.1 through 475.22b of Title 59 of the Oklahoma Statutes, and any subsequent laws relating to the practice of engineering, or
 - (3) a land surveyor pursuant to a license under Sections 475.1 through 475.22b of Title 59 of the Oklahoma Statutes, and any subsequent laws relating to the practice of land surveying;

8. "Regulating board" means the board which is charged with the licensing and regulation of the practice of the profession which the professional entity is organized to render;

9. "Individual", "incorporator" and "shareholder" each include the trustee of an express trust created by a person duly licensed to render a professional service who has the right to revoke said trust and who is serving as the trustee of said trust. Any certificate required by the Professional Entity Act to be issued to an individual incorporator or shareholder may be issued to the grantor on behalf of a trust. All references in the Professional Entity Act to death and incapacity of a shareholder shall include the death and incapacity of the grantor of a trust which own stock in a professional corporation;

10. "Incapacity" of a shareholder means a determination by a court of competent jurisdiction, or otherwise by two independent licensed physicians, that the share holder is fully incapacitated or is partially incapacitated to the extent that the shareholder is not capable of rendering the professional service for which the professional corporation was organized; and

11. "Other personal representative" include the successor trustee of an express trust owning stock in a professional corporation, which trust was created by a person duly licensed to render the professional service for which the professional corporation was organized who has the right to revoke the trust and who is the original trustee of the trust.

B. The definitions of the applicable associated act shall apply to this act, unless the context clearly indicates that a different meaning is intended.

SECTION 3. AMENDATORY 18 O.S. 1991, Section 804, is amended to read as follows:

Section 804. A professional entity may be formed by filing the appropriate instrument required by the associated act with the Secretary of State. 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. Such instrument shall meet the requirements of the applicable associated act and shall also contain the following:

1. The profession or related professions to be practiced through the professional entity; and

2. A certificate by the regulating board of the profession or related professions involved that each of the persons who are to become owners or managers of the professional entity and who are to engage in the practice of the profession or related profession is duly licensed in accordance with the provisions of this state's licensing laws for the profession or related profession to practice such profession.

SECTION 4. AMENDATORY 18 O.S. 1991, Section 805, is amended to read as follows:

Section 805. The respective associated act shall be applicable to each professional entity, and each professional entity shall enjoy the powers and privileges and be subject to the duties, restrictions, and liabilities of other similarly situated business entities, except where inconsistent with this act. This act shall take precedence in the event of any conflict with provisions of the applicable associated act or other laws.

SECTION 5. AMENDATORY 18 O.S. 1991, Section 806, is amended to read as follows:

Section 806. 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.

SECTION 6. AMENDATORY 18 O.S. 1991, Section 807, is amended to read as follows:

Section 807. The name of every professional entity shall end with one or more of the words or abbreviations permitted in the applicable associated acts; provided, that such words or abbreviations shall be modified by the word "professional" or some abbreviation of the combination, including, without limitation: "P.C.", "P.L.P.", "P.L.L.P" or "P.L.L.C.". Provided further, each of the regulating boards may by rule adopt further requirements as to the names of professional entities organized to render professional services within the jurisdiction of such regulating board.

SECTION 7. AMENDATORY 18 O.S. 1991, Section 809, as amended by Section 2, Chapter 345, O.S.L. 1993 (18 O.S. Supp. 1994, Section 809), is amended to read as follows:

Section 809. Except as provided in Section 815 of this title, no person shall hold an interest in a professional entity who is not 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 organized.

SECTION 8. AMENDATORY 18 O.S. 1991, Section 810, as amended by Section 3, Chapter 345, O.S.L. 1993 (18 O.S. Supp. 1994, Section 810), is amended to read as follows:

Section 810. 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.

SECTION 9. AMENDATORY 18 O.S. 1991, Section 811, is amended to read as follows:

Section 811. 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; provided, however, this provision shall not be interpreted to include in the term "employee", as used herein, 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 is required.

SECTION 10. AMENDATORY 18 O.S. 1991, Section 813, is amended to read as follows:

Section 813. Subject to the provisions of Section 819 of this title, nothing in this act shall restrict or limit in any manner the authority and duty of the regulating boards for the licensing of individual persons rendering professional services or the practice of the profession which is within the jurisdiction of such regulating board, notwithstanding that such person is an owner, manager or employee of a professional entity and rendering such professional services or engaging in the practice of such profession through such professional entity.

SECTION 11. AMENDATORY 18 O.S. 1991, Section 814, is amended to read as follows:

Section 814. No professional entity may do any act which is prohibited to be done by individual persons licensed to practice a profession which the professional entity is organized to render.

SECTION 12. AMENDATORY 18 O.S. 1991, Section 815, as amended by Section 4, Chapter 345, O.S.L. 1993 (18 O.S. Supp. 1994, Section 815), is amended to read as follows:

Section 815. A. 1. If the professional entity is a corporation, the certificate of incorporation, bylaws or other agreement may provide for the purchase or redemption of the shares of any shareholder upon the death, incapacity, disqualification or ending of employment of such shareholder. In the absence of a provision in the certificate of incorporation, or the bylaws, or other agreement, the professional corporation shall purchase the shares of a deceased shareholder, a shareholder who is incapacitated or who is no longer qualified to own shares in such corporation or a shareholder whose employment has ended, within ninety (90) days after such shareholder's death, incapacity or disqualification or ending of employment, as the case may be.

2. The price for such shares shall be the book value

as of the end of the month immediately preceding

such shareholder's death, incapacity,

disqualification or ending of employment of the

shareholder. Book value shall be determined from

the books and records of the professional

corporation in accordance with the regular method

of accounting used by the corporation. If the

corporation shall fail to purchase the shares by

the end of the ninety day period, then the executor

or administrator or other personal representative of the deceased, incapacitated or disqualified shareholder may bring an action in the district court of the county in which the principal office or place of practice of the professional corporation is located for the enforcement of this provision. If the plaintiff is successful in such action, he shall be entitled to recover the book value of the shares involved, a reasonable attorney's fee and costs. The professional corporation shall repurchase such shares without regard to restrictions upon the repurchase of shares provided for in the Oklahoma General Corporation Act.

3. If there is only one shareholder of a professional corporation, and the shareholder dies or becomes incapacitated, the executor or administrator or other personal representative of the shareholder shall have the authority to sell the shares of capital stock owned by the shareholder to a qualified purchaser, or to cause a dissolution of the professional corporation as provided by law. The vesting of ownership of shares of stock in a professional corporation in the executor or administrator or other personal representative shall be solely for the purposes set forth above and shall not be deemed to contravene any other provisions of this act.

B. If the professional entity is a limited partnership or a limited liability company, an owner's disqualification shall be deemed a withdrawal, and the professional entity shall respond to the disqualification as it would any other withdrawal.

SECTION 13. AMENDATORY 18 O.S. 1991, Section 818, is amended to read as follows:

Section 818. The regulating boards of the respective professions described in Section 803 of this title are hereby authorized and directed to issue the certificates required by Section 804 of this title upon receipt of an affidavit or other instrument reciting the names and addresses of the prospective owners and managers. The regulating boards may charge and collect a reasonable fee for such issuance. The fee shall be deposited and expended as provided by law for other fees collected by each respective regulating board.

SECTION 14. AMENDATORY 18 O.S. 1991, Section 819, is amended to read as follows:

Section 819. All laws and rules and parts of laws and rules in conflict with any of the provisions of this act or otherwise restricting the forms of organization available to persons providing professional services shall be inapplicable to professional entities formed under this act; provided, however, that nothing in this act shall be construed to supersede the provisions of 59 O.S. 1951, Sections 581 through 592, both inclusive, Sections 601 through 606, both inclusive, or Sections 941 through 947, of Title 59 of the Oklahoma Statutes, both inclusive, as amended. In the event of the conflict of any of the provisions of this act with any of the above cited sections, then cited sections shall take precedence over this act and this act shall be construed accordingly.

SECTION 15. AMENDATORY 18 O.S. 1991, Section 1140, is amended to read as follows:

Section 1140.

TRADE NAMES

A. A corporation or other business entity doing business in this state under any name other than its legal name shall file a report with the Secretary of State setting forth the trade name under which the business is carried on, a brief description of the kind of business transacted under the name, the address wherein the business is to be carried on, the legal name and the name and address of its registered agent in this state. The report shall be executed, acknowledged, and filed in accordance with Section 1007 of this title. The trade name adopted shall be such as to be distinguishable upon the records in the Office of the Secretary of State from:

1. Names of other business entities organized under the laws of this state then existing or which existed at any time during the preceding three (3) years; or

2. Names of foreign business entities qualified to do business in this state then existing or which existed at any time during the preceding three (3) years; or

3. Trade names or fictitious names filed with the Secretary of State; or

4. Names reserved with the Secretary of State.

B. As used in this section, "business entity" means a corporation, a business trust, a common law trust, a limited liability company, or any unincorporated business, including any form of partnership.

SECTION 16. AMENDATORY 18 O.S. 1991, Section 1141, is amended to read as follows:

Section 1141.

PROHIBITION ON USE OF SAME OR INDISTINGUISHABLE NAMES; EXCEPTIONS

The Secretary of State shall not accept for reservation or filing a statement or certificate containing a name which is the same as or indistinguishable from the name of any business entity, as defined in Section 15 of this act, trade name, fictitious name, or reserved name filed with the Secretary of State unless one of the following is filed with the Secretary of State:

1. The written consent of the business entity or holder of the trade name, fictitious name, or reserved name to use the same or

indistinguishable name with the addition of one or more words to make that name distinguishable upon the records of the Secretary of State, except that the addition of words to make the name distinguishable shall not be required where the written consent states that the consenting entity is about to change its name, cease to do business, withdraw from the state, or be wound up;

2. A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the business entity or holder of a reserved name, trade name, or fictitious name to the use of the name in this state;

3. In the case of any foreign business entity having a name prohibited by this section which intends to qualify to transact business within this state, a resolution adopting a fictitious name not prohibited by this section, which shall be used to the exclusion of its true name when transacting business within this state.

SECTION 17. AMENDATORY 36 O.S. 1991, Section 1422, is amended to read as follows:

Section 1422. As used in this act:

1. "Commissioner" means the State Insurance Commissioner;

2. "Insurance consultant" means an individual, partnership, limited liability company, or corporation who, for a fee, holds himself or herself or itself out to the public as engaged in the business of offering any advice, counsel, opinion or service with respect to the benefits, advantages, or disadvantages promised under any policy of insurance that could be issued or delivered in this state;

3. "Insurance agent" means an individual, partnership, limited liability company, or corporation appointed by an insurer to solicit applications for a policy of insurance or to negotiate a policy of insurance on its behalf.

Any person not duly licensed as an insurance agent, surplus lines insurance broker, or limited insurance representative who solicits a policy of insurance on behalf of an insurer shall be deemed to be acting as an insurance agent within the meaning of this act, and shall thereby become liable for all the duties, requirements, liabilities, and penalties to which an insurance agent of the company is subject, and the company by issuing the policy of insurance shall thereby accept and acknowledge the person as its agent in the transaction;

4. "Limited insurance representative" means an individual, partnership, limited liability company, or corporation who is authorized by the Commissioner to solicit or negotiate contracts for a particular line of insurance as provided in Section 1424 of this title, which the Legislature hereby determines does not require the professional competency demanded for an insurance agent's license;

5. "Managing general agent" means an individual, partnership, limited liability company, or corporation appointed, as an independent contractor, by one or more insurers to exercise general supervision over the business of the insurer in this state, with authority to appoint agents for the insurer, and to terminate appointments for the insurer;

6. "Surplus lines insurance broker" means an individual, partnership, limited liability company, or corporation who solicits, negotiates, or procures a policy of insurance in an insurance company not licensed to transact business in this state which cannot be procured from insurers licensed to do business in this state. All transactions under such license shall be subject to Article 11 of this title.

SECTION 18. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 5006 of Title 36, unless there is created a duplication in numbering, reads as follows:

The Insurance Commissioner is authorized to conduct an examination of any title insurance company pursuant to the

provisions of Section 309.1 et seq. of Title 36 of the Oklahoma Statutes and may employ an examiner for such purposes.

SECTION 19. This act shall become effective November 1, 1995.