

## CHAPTER 319A

### PROFESSIONAL CORPORATIONS ACT

319A.02 Definitions.  
319A.03 Formation of corporation.

319A.05 Applicability of corporation acts.  
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#### 319A.02 DEFINITIONS.

*[For text of subd 1, see M.S.1986]*

Subd. 2. "Professional service" means personal service rendered by a professional pursuant to a license or certificate issued by the state of Minnesota to practice medicine and surgery pursuant to sections 147.01 to 147.29, chiropractic pursuant to sections 148.01 to 148.105, nursing pursuant to sections 148.171 to 148.285, optometry pursuant to sections 148.52 to 148.62, psychology pursuant to sections 148.88 to 148.98, dentistry pursuant to sections 150A.01 to 150A.12, pharmacy pursuant to sections 151.01 to 151.40, podiatric medicine pursuant to Laws 1987, chapter 108, sections 1 to 16, veterinary medicine pursuant to sections 156.001 to 156.14, architecture, engineering, surveying and landscape architecture pursuant to sections 326.02 to 326.15, accountancy pursuant to sections 326.17 to 326.23, or law pursuant to sections 481.01 to 481.17, or pursuant to a license or certificate issued by another state pursuant to similar laws.

*[For text of subds 3 to 6, see M.S.1986]*

**History:** 1987 c 108 s 16; 1987 c 345 s 12

#### 319A.03 FORMATION OF CORPORATION.

One or more natural professional persons may form a corporation pursuant to chapter 302A or 317 for the purposes hereinafter set forth.

**History:** 1987 c 384 art 2 s 78

#### 319A.05 APPLICABILITY OF CORPORATION ACTS.

A corporation incorporating under sections 319A.01 to 319A.22 and chapter 302A or 317 shall proceed in the manner specified in chapter 302A or 317. After incorporation a professional corporation shall enjoy the powers and privileges and shall be subject to the duties and liabilities of other corporations organized under chapter 302A or 317, except insofar as the same may be limited or enlarged by sections 319A.01 to 319A.22. If any provision of sections 319A.01 to 319A.22 conflicts with the provisions of chapter 302A or 317, sections 319A.01 to 319A.22 take precedence.

**History:** 1987 c 384 art 2 s 79

#### 319A.12 CHANGES IN CORPORATE STATUS.

*[For text of subd 1, see M.S.1986]*

Subd. 1a. A professional corporation may at any time by amendment to its articles of incorporation relinquish the powers and privileges conferred upon it by this chapter and elect to be governed thereafter solely by the provisions of chapter 302A or 317. Notwithstanding any provision of this chapter, the representative of a deceased or incompetent shareholder of a professional corporation shall have authority to vote the deceased or incompetent shareholder's shares on the question of adopting such an amendment.

Subd. 2. If within 90 days following the date of death of a shareholder or member of a professional corporation or the loss of a license to render professional service all of the shares or membership owned by the deceased or disqualified shareholder or

member have not been transferred to and acquired by the corporation or persons qualified to own the shares or membership, the corporation shall thereafter be governed solely by the provisions of chapter 302A or 317 and shall not enjoy any of the powers and privileges conferred by sections 319A.01 to 319A.22. When the corporation ceases to be authorized to render professional service, its corporate name must be changed to comply with the corporate name provision of chapter 302A or 317, and any words, phrases or abbreviations contained therein to comply with the provisions of sections 319A.01 to 319A.22 shall be eliminated.

*[For text of subd 3, see M.S.1986]*

**History:** 1987 c 384 art 2 s 80,81