



ORGANIZING A SERVICE CORPORATION

(NOTE: The following information may be utilized in drafting the articles of incorporation, but this form itself is not suitable as articles of incorporation. DO NOT SUBMIT THIS FORM.)

1. Adaptation of Form 2 (Articles of Incorporation). The articles of incorporation must declare the corporation to be a service corporation organized under ss.180.1903 to 180.1921 of the Wisconsin Statutes.

Suggested language:

In the preamble: Executed by the undersigned who is (are) licensed for the practice of _____ in the State of Wisconsin, for the purpose of forming a Wisconsin corporation under sec. 180.1903, Wis. Stats.

As other provisions: The purpose for which the corporation is organized is to own, operate and maintain an establishment in which the practice of _____ shall be carried on by its employees (as defined in sec. 180.1901, Wis. Stats.). From and after such time as no shareholder of this corporation is licensed to practice _____ in Wisconsin, this corporation may engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes, exclusive of sec. 180.1901 through 180.1921.

OR

The purposes shall be to own, operate and maintain an establishment for the practice of _____; provided that the professional services in the course of such practice may be rendered only by employees who are duly licensed to practice _____ in Wisconsin. The corporation shall have all the powers and privileges of corporations organized under Ch. 180 of the Wisconsin Statutes, except as limited by sec. 180.1901 through 180.1921, Wis. Stats.

2. Incorporator. The incorporator of a service corporation must be a natural person licensed in the profession for which the corporation is being organized. Apply to the appropriate state regulatory agency to obtain the license, certification or registration required for the carrying on of the particular profession, calling or trade for which the service corporation is being organized before submitting the articles of incorporation.

3. Provisions for Automatic Conversion to a Business Corporation. Suggested language:

As other provisions: At such time as no shareholder of this corporation shall be licensed to practice _____ in Wisconsin, this corporation shall be converted into and shall operate henceforth solely as a business corporation under Ch. 180 of the Wisconsin Statutes, exclusive of sections 180.1901 through 180.1921.

4. Corporate Name of a Service Corporation. The corporate name of a service corporation shall end with the word "chartered" or "limited," or the words "service corporation," or the abbreviation "Ltd." Or "S.C."