

IS YOUR FIRM A BUSINESS OR PROFESSIONAL CORPORATION?

Yes

Step #1

Note: An employee of the firm must first be licensed as an architect in South Carolina before submitting forms to the S.C. Secretary of State's Office.

Submit the following to the S.C. Secretary of State's Office:

1. *S.C. Secretary of State form, Application by Foreign Corporation
2. Application Fee (see fee amount on application).
3. S.C. Tax Commission form CL-1, Initial Annual Report of Corporations and Application fee (see fee amount on application)
4. Certificate of Existence from your state's Secretary of State.

*The Secretary of State requires that you provide a physical address in SC for receipt of correspondence should that be necessary. Post Office boxes are not acceptable. If you know someone who will allow you to use his/her address, you may do so. Or, you may contact www.registered-agent-listings.com to find a registered agent.

Step #2

SC Secretary of State sends you a Certificate of Authority to Transact Business in SC.

Step #3

Send the following to the SC Board of Architecture:

1. Copy of Certificate of Authority.
2. Completed SC Application to License Firms, Corporations or Partnerships.
3. Application fee of \$100 made payable to LLR – Architectural Board.



Nikki R. Haley
Governor

Holly G. Pisarik
Interim Director

South Carolina
Department of Labor, Licensing and Regulation

Board of Architectural Examiners

Law and Regulation Regarding Practice of Firms



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Section 40-3-270. Firm Registration.

(A) A firm desiring a certification of authorization shall file with the board an application on forms provided by the board and pay an application fee. Before a certificate of authorization may be issued to an out-of-state business or professional corporation, the corporation must be approved to transact business in this State. A copy of the approved certificate of authority issued by the State must be filed with the board application.

(B) A firm must maintain on file in the board office the name of the individual in full authority and responsible charge and written evidence of authority. Failure to provide accurate and timely information may constitute a violation of this subsection.

(C) For the purpose of this chapter, a sole proprietorship means a business in which one or more registered architects are engaged as employees; however, the practice must be conducted under the name registered with the board as an individual (i.e., John Doe, Architect). Any other practice name, i.e., Doe & Company, or Doe & Associates, requires a certification of authorization to practice.

(D) If a South Carolina firm seeks to register under a name referring to persons rather than a trade name, the persons referred to in the firm's name must be licensed as individual architects, engineers, land surveyors, or landscape architects in this State.

(E) If an out-of-state firm seeks to register under a name referring to persons rather than a trade name, the persons referred to in the firm's name must be licensed as individual architects, engineers, land surveyors, or landscape architects in this State or in another jurisdiction.

(F) The requirement to obtain a certificate of authorization applies to associations for one or more projects but does not apply to an out-of-state firm or individual retained by a registered South Carolina architect as a consultant only.

(G) A registered architect practicing in his name who does not employ a registered architect is not required to obtain a certificate of authority.

Regulation 11-10 Practice of Firms.

A. A firm engaged in the practice of architecture in South Carolina must employ one (1) or more persons registered to practice architecture in South Carolina who are in full authority and responsible charge of the firm's architectural practice. Persons in full authority and responsible charge shall mean regularly employed persons in unrestricted, unchecked, and unqualified command of, and legally accountable for the actions of such architectural practice.

B. An architect registered in South Carolina shall be responsible for complying with these regulations as they may apply to any association or joint venture with another architect or architects.

C. Each office maintained for the preparation of drawings, specifications, reports, and other professional work shall have an architect duly registered with this Board, in full authority and responsible charge, having direct knowledge and supervisory control of such work.

D. Each firm shall provide and maintain the current mailing address and physical address of its main office and each office located in South Carolina.

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**APPLICATION BY A FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA**

TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to Section 33-15-103 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see Sections 33-4-101 and 33-15-106 and Section 33-19-500(b)(1) if the corporation is a professional corporation) _____.

2. It is incorporated as (check applicable item) [] a general business corporation, [] a professional corporation, under the laws of the state of _____.

3. The date of its incorporation is _____ and the period of its duration is _____.

4. The address of the principal office of the corporation is _____ in the
Street Address
city of _____ and the state of _____.
Zip Code

5. The address of the proposed registered office the state of South Carolina is
_____ in the city of _____ in
Street Address
South Carolina _____.
Zip Code

6. The name of the proposed registered agent in this state at such address is

Print Name

I hereby consent to the appointment as registered agent of the corporation.

Signature of the Registered Agent

Name of Corporation

7. The name and usual business address of the corporation's directors (if the corporation has no directors, then the name and address of the persons who are exercising the statutory authority of the directors on behalf of the corporation) and principal officers:

a) Name of Directors

Business Address

b) Name and Office
of Principal Officers

Business Address

8. The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class:

Class of Shares (and Series, if any)

Authorized Number of Each Class (and Series)

9. Unless a delayed date is specified, this application shall be effective when accepted for filing by the Secretary of State (See Section 33-1-230): _____

Date _____

Name of Corporation

Signature

Type or Print Name and Office

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Schedule of Fees (Payable at the time of filing this document):

Fee for filing Application	\$10.00
Filing Tax	\$100.00
Annual Report	<u>\$25.00</u>
Total	\$135.00

4. This form must be accompanied by the initial annual report of corporations and an original certificate of existence no more than 30 days old from the official state of jurisdiction where the corporation is incorporated.
5. If the applicant corporation's domestic name is unavailable in South Carolina, then it must file a certified copy of the board of directors resolution approving the fictitious name along with this application pursuant to Section 33-15-106(a)(2). (additional \$10 filing fee)
6. If the applicant is a foreign professional corporation, then in addition to satisfying the name requirements in Sections 33-19-150 and 33-19-500(b)(1), the following information must be included in the application:
 - a) A statement that the corporation's sole business purpose is to engage in a specified form of professional services (e.g. Law firm).
 - b) A statement that all of its shareholders, not less than one-half of its directors, and all of its officers other than its secretary or treasurer, if any, are licensed in one or more states to render a professional service described in its articles of incorporation.

Return to: Secretary of State
1205 Pendleton Street Suite 525
Columbia, SC 29201

NOTE

THE FILING OF THIS DOCUMENT DOES NOT, IN AND OF ITSELF, PROVIDE AN EXCLUSIVE RIGHT TO USE THIS CORPORATE NAME ON OR IN CONNECTION WITH ANY PRODUCT OR SERVICE. USE OF A NAME AS A TRADEMARK OR SERVICE MARK WILL REQUIRE FURTHER CLEARANCE AND REGISTRATION AND BE AFFECTED BY PRIOR USE OF THE MARK. FOR MORE INFORMATION, CONTACT THE TRADEMARKS DIVISION OF THE SECRETARY OF STATE'S OFFICE.



STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE
**INITIAL ANNUAL
REPORT OF CORPORATIONS**

Office Use Only
 ▶ File Number _____ ▶ ENDING PERIOD _____ SID Number _____
 Month _____ Year _____

Date "Application for Charter" filed with Secretary of State _____ For Secretary of State Use Only
 Date of "Request for authority to do business in this state" (Foreign Corp.) _____
 FEIN _____ Business Code _____ (Office Use Only)
 Check if subchapter S election

NAME OF CORPORATION _____ Telephone # _____

PHYSICAL ADDRESS OF HEADQUARTERS (NUMBER AND STREET) _____ MAILING ADDRESS FOR TAX CORRESPONDENCE _____

CITY AND STATE _____ ZIP _____ COUNTY _____ CITY AND STATE _____ ZIP _____

1. State of incorporation: _____ 2. Indicate month corporation closes its books: _____

3. Nature of principal business in SC: _____

4. Location of registered office of the corporation in the state of SC is in the city of _____
 Registered agent at such address is _____

5. Location of principal office in SC (street, city, zip and county): _____

6. Date business commenced in SC: _____ **Effective Date of Incorporation:** _____

7. If a professional corporation, are all shareholders, one-half of the directors (or individuals functioning as directors) and all officers (other than the secretary and treasurer) qualified to practice the professional services engaged in by the corporation?

8. The names and business addresses of the directors (or individuals functioning as directors) and principal officers in the corporation are:

Name/Title	Business Address and Office

9. The total number of **authorized shares** of capital stock itemized by class and series, if any, within each class as follows:

Number of Shares	Class	Series

10. The total number of issued and outstanding shares of capital stock itemized by class and series, if any, within each class is as follows:

Number of Shares	Class	Series

1. Fee due with this report	▶ 1. _____	25	00
2. Interest due	▶ 2. _____		
3. Penalty due	▶ 3. _____		
4. Total - Due	▶ 4. _____		

See instructions for payment and mailing.

AFFIDAVIT

I, the undersigned incorporator or principal officer of the corporation for which this return is made, declare that this return, including accompanying statements and schedules, has been examined by me and is to the best of my knowledge and belief a true and complete return made in good faith.

.....
THIS RETURN PREPARED BY

.....
SIGNATURE OF INCORPORATOR OR OFFICER AUTHORIZED TO SIGN

.....
DATE

.....
TITLE

ATTACH REMITTANCE HERE

INITIAL ANNUAL REPORT - CL-1

LLCs: Do not complete CL-1 unless you are taxed as a Corporation.

You must submit a CL-1 and a **\$25 minimum license fee** to the **Secretary of State** if you are a domestic corporation filing your initial **Articles of Incorporation**, or a foreign corporation filing an **Application for Certificate of Authority to Transact Business** in South Carolina. Make all payments payable to the **Secretary of State**. **The Secretary of State cannot process a CL-1 that is not accompanied by Articles of Incorporation or an Application for Certificate of Authority to Transact Business.**

If you have not already submitted a CL-1 and a \$25 minimum license fee to the Secretary of State, submit them to the Department of Revenue **within 60 days** after commencing business in South Carolina or using a portion of your capital in this State. Make the payment payable to the **SC Department of Revenue** and mail to: **SC Department of Revenue, License and Registration Unit, Columbia, SC 29214-0140.**

- The minimum fee of twenty-five (\$25.00) dollars must be paid at the time such report is filed.
- Interest is due at the prevailing federal interest rate if this return is not filed within 60 days after commencing business in this state.
- Late filing of this return will incur a delinquent penalty of 5% per month not to exceed 25%.
- Late payment of the license fee will incur a penalty of 1/2% per month not to exceed 25%.
- Address Definitions: Each of these are self explanatory. The mailing address for tax correspondence will be used if information related to your taxes must be sent to you.

LINE INSTRUCTIONS

- **Federal Employer Identification Number (FEIN)** - If this number has not been obtained, write "applied for" or "to be applied for" in the space provided. The FEIN can be applied for and obtained via the Internet, directly from the IRS Web site www.irs.gov 24 hours a day, 7 days a week. Business owners or their tax professional representative can enter "EIN" as a keyword to begin the process. While the Internet is the preferred method for applying for EIN's, business owners may still obtain EIN's via telephone by calling 1-800-829-4933 from 7:30 a.m. to 5:30 p.m. in their local time zone, or by mailing or faxing Form SS-4, as provided in the form's instructions.
- Line 2** - If year end date has not been established, write "not known" in the space provided. December will be selected by the Department of Revenue.
- Line 5** - If principal office is not in existence at the time of filing, write "not established" in the space provided.
- Line 6** - If business has not started at the time of filing, state expected date. Also include the effective date of incorporation with the Secretary of State.
- Line 8** - If all of these positions have not been filled, please indicate and provide names and positions known at the time of filing.
- Line 10** - If no shares have been issued at the time of filing, please indicate.

Special Instructions for Limited Liability Companies Taxed for Income Tax Purposes as Corporation and Professional or Other Associations Taxed for Income Tax Purposes as Corporations.

If your organization is either a limited liability company or an association taxed for income tax purposes as a corporation, some of the terms used in this form may require a reading suited to your organization. As examples:

1. **"Corporation"** should be interpreted to mean limited liability company or association;
2. **"State of incorporation"** should be read to mean state of organization;
3. **"Shareholders"** should be interpreted to mean members;
4. **"Director" or "officer"** should be interpreted to mean manager or managing member; and
5. **"Incorporator"** should be read to mean person forming the association or limited liability company.

Sections requesting certain information such as number of shares of stock may not apply to your organization and should be so indicated.



South Carolina Department of Labor, Licensing and Regulation
South Carolina Board of Architectural Examiners



110 Centerview Drive (29210)
 P.O. Box 11419 • Columbia, SC 29211
 Phone: 803-896-4408 • Fax: 803-896-4427 • www.llronline.com/POL/Architects/

Application to License Firms, Corporations, or Partnerships

Application Fee: \$100.00 **Make checks payable to: LLR - Architectural Board**
A \$30.00 service charge will be assessed for all checks dishonored by financial institutions.

1. BUSINESS NAME AND PHYSICAL ADDRESS

Business Name: _____

Complete Physical Address: _____

Post Office Box: _____

Telephone No. _____ Fax No. _____

E-Mail: _____

Tax ID Number: _____

Application will not be processed without a Physical Address and a Tax ID No.

Preferred Mailing Address: _____ Physical _____ Post Office Box _____

2. Partnership Business Corporation Professional Corporation Firm/Sole Proprietorship
 Limited Liability Corporation (LLC) Limited Liability Partnership (LLP)
 Other _____

DATE CERTIFICATE OF AUTHORITY CERTIFIED BY SOUTH CAROLINA SECRETARY OF STATE: _____
 (Attach copy of Approved Certificate of Authority in South Carolina)

3. SERVICES OFFERED: _____

4. PRINCIPALS, PARTNERS, OFFICERS AND DIRECTORS OF APPLICANT:

NAME	TITLE	PROFESSION	Resident State Reg. No.
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

5. ARCHITECT IN RESPONSIBLE CHARGE OF ARCHITECTURAL WORK IN S.C.:

NAME	TITLE	S.C. REG. NO.
_____	_____	_____
_____	_____	_____

6. Miscellaneous Information

Has any state taken disciplinary action against your firm's license? Yes No

Has your firm surrendered or allowed a professional or occupational registration/license to lapse in any jurisdiction due to any pending or threatened disciplinary action? Yes No

Has your firm been found by a court or registration board to have violated the architectural registration laws or the professional/occupational laws of any jurisdiction? (If yes, provide dates and details including results of any appeals, if not previously provided to this board.) Yes No

Has your firm entered into any negotiated settlement with regard to professional or occupational registration laws? (If yes, provide dates and details including results of any appeals.) Yes No

Has your firm provided architectural services in South Carolina without being licensed? (if yes, please provide projects and dates services were provided and professional fees received) Yes No

7. Acknowledge Signatures

SIGNATURE OF ARCHITECT IN RESPONSIBLE CHARGE OF ARCHITECTURAL WORK IN SOUTH CAROLINA

(Print Name of Architect in Charge)

**APPLICATION WILL NOT BE ACCEPTED BY FAX
SIGNATURES MUST BE ORIGINALS**

Firm/Sole Proprietorship - Signature of Owner

Business Corporation and/or Limited Liability Corporation-Signature of Chief Executive Officer or person authorized by corporate resolution to designate the responsible Architect in charge

Professional Corporation/Association-Signature of Chief Executive Officer or person authorized by corporate resolution to designate the responsible Architect in charge.

Partnership and/or Limited Liability Partnership – Signature Of Managing Partner(s)

Personal information provided in this application may be subject to public scrutiny or release under the S.C. Freedom of Information Act or other provisions of federal and state law.

ATTENTION CHECK WRITERS!!!

WE GLADLY ACCEPT YOUR CHECKS. WHEN YOU PROVIDE A CHECK AS PAYMENT, YOU AUTHORIZE US TO USE INFORMATION FROM THE CHECK TO MAKE A ONE-TIME ELECTRONIC FUND TRANSFER FROM YOUR ACCOUNT, OR TO PROCESS THE PAYMENT AS A CHECK TRANSACTION. YOU AUTHORIZE US TO COLLECT A FEE THROUGH ELECTRONIC FUND TRANSFER FROM YOUR ACCOUNT IF YOUR PAYMENT IS RETURNED UNPAID.