

**SENATE BILL NO. 2213**

Introduced by

Senator Casper

Representative Howe

1 A BILL for an Act to amend and reenact subsections 1, 2, and 3 of section 10-31-13 of the North  
2 Dakota Century Code, relating to annual reports of professional organizations.

3 **BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF NORTH DAKOTA:**

4 **SECTION 1. AMENDMENT.** Subsections 1, 2, and 3 of section 10-31-13 of the North  
5 Dakota Century Code are amended and reenacted as follows:

6 1. With respect to a professional organization in the form of a corporation:

7 a. Each corporation incorporated under this chapter shall file with the secretary of  
8 state an annual report at the time specified for the filing of the report by chapter  
9 10-19.1 giving the name and residence address of each officer, director, and  
10 shareholder of the corporation at the time of filing of the report. With respect to  
11 shares, the report must include:

12 (1) A statement of the aggregate number of shares the corporation has  
13 authority to issue, itemized by classes, par value of shares, shares without  
14 par value, and series, if any, within a class;

15 (2) A statement of the aggregate number of issued shares, itemized by classes,  
16 par value of shares, shares without par value, and series, if any, within a  
17 class; and

18 (3) If there are minority owners, a statement of the issued shares, itemized by  
19 minority owner and nonminority owner.

20 b. Except as provided under subsection 4, the report must include a statement that  
21 all directors and shareholders of voting shares who practice in this state are  
22 licensed to render the same specific professional services as those for which the  
23 corporation was incorporated. The report must be:

24 (1) Made on a form as prescribed and furnished by the secretary of state;

- 1                   (2) ~~Signed by the president or vice president of the corporation~~as specified in  
2                                   subsection 2 of section 10-19.1-146; and
- 3                   (3) ~~Accompanied by the filing fee prescribed in chapter 10-19.1~~section  
4                                   10-19.1-147.
- 5                   c. A copy of the report must be filed at the same time with the regulatory board that  
6                                   licenses the shareholders providing the corporation's professional service. The  
7                                   regulatory board may not charge a filing fee.
- 8                   d. A regulatory board issuing a license under section 10-31-01 shall issue a  
9                                   certificate required in section 10-31-02. The certificate must be on a form  
10                                  prescribed and furnished by the secretary of state. The regulatory board may  
11                                  charge and collect a fee not to exceed twenty dollars per individual certified to be  
12                                  licensed by the regulating board.
- 13                  2. With respect to a professional organization in the form of a limited liability company:
- 14                   a. Each limited liability company organized under this chapter shall file with the  
15                                  secretary of state an annual report at the time specified for the filing of the report  
16                                  by chapter 10-32.1 giving the name and residence address of all managers,  
17                                  governors, and members of the organization at the time of filing of the annual  
18                                  report.
- 19                   b. Except as provided under subsection 4, the report must include a statement that  
20                                  all governors and members holding voting membership interests who practice in  
21                                  this state are licensed to render the same specific professional services as those  
22                                  for which the limited liability company was organized. This report must be:
- 23                                  (1) Made on a form as prescribed and furnished by the secretary of state;
- 24                                  (2) ~~Signed by the president or vice president of the limited liability company~~as  
25   specified in subsection 2 of section 10-32.1-89; and
- 26                                  (3) Accompanied by the filing fee prescribed in section 10-32.1-92.
- 27                   c. A copy of the report must be filed at the same time with the regulatory board that  
28                                  licenses the members providing the limited liability company's professional  
29                                  service. The regulatory board may not charge a filing fee.
- 30                   d. A regulatory board issuing a license under section 10-31-01 shall issue a  
31                                  certificate required in section 10-31-02. The certificate must be on a form

1 prescribed and furnished by the secretary of state. The regulatory board may  
2 charge and collect a fee not to exceed twenty dollars per individual certified to be  
3 licensed by the regulatory board.

4 3. With respect to a professional organization in the form of a limited liability partnership:

5 a. The annual report filed with the secretary of state at the time specified for the  
6 filing of the report by chapter 45-22 must include the name and residence  
7 address of each partner of the organization at the time of filing of the annual  
8 report.

9 b. Except as provided under subsection 4, the annual report must include a  
10 statement that each partner holding voting partnership interests who practices in  
11 this state is licensed to render the same specific professional services as those  
12 for which the limited liability partnership was registered. The annual report must  
13 be:

14 (1) Made on a form prescribed and furnished by the secretary of state;

15 (2) ~~Signed by a managing partner of the limited liability partnerships specified~~  
16 in subsection 2 of section 45-22-21.1; and

17 (3) Accompanied by the filing fee prescribed in section 45-22-22.

18 c. A copy of the annual report must be filed at the same time with the regulatory  
19 board that licenses the partners providing the limited liability partnership's  
20 professional service. The regulatory board may not charge a filing fee.

21 d. A regulatory board issuing a license under section 10-31-01 shall issue a  
22 certificate required in section 10-31-02. The certificate must be on a form  
23 prescribed and furnished by the secretary of state. The regulatory board may  
24 charge and collect a fee not exceeding twenty dollars per individual certified to be  
25 licensed by the regulating board.