

Form 803—General Information
(Annual Statement – Professional Association)

The attached form is drafted to meet minimal statutory filing requirements pursuant to the relevant code provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary

A professional association is required by Section 302.012 of the Texas Business Organizations Code (BOC) to file with the Office of the Secretary of State by **June 30th** of each year an annual statement regarding licensure that lists the names and addresses of all members, officers, and directors of the association. The due date of the annual statement is not dependent upon the date of formation of the professional association. The failure to file the annual statement when due will result, after notice, in the termination of the existence of the domestic professional association or the revocation of the registration of the foreign professional association.

Please note that a document on file with the Secretary of State is a public record that is subject to public access and disclosure. When providing address information for a director, executive committee member, or officer, use a business or post office box address rather than a residence address if privacy concerns are an issue.

Instructions for Form

- **File Number:** It is recommended that the file number assigned by the Secretary of State be provided to facilitate processing of the document.
- **Report Year:** Provide the report year in the space provided.
- **1—Association Name:** Provide the legal name of the professional association. Changes to the name of the professional association require an amendment to the certificate or registration of the association. See **Additional Documentation** instructions below.
- **2—Jurisdictional Information:** Provide the state or other jurisdiction under the laws of which the professional association is formed.
- **3—Registered Agent:** The registered agent can be either (option A) a domestic entity or a foreign entity that is registered to do business in Texas; or (option B) an individual resident of the state. The association cannot act as its own registered agent; do not enter the entity name as the name of the registered agent.

Consent: A person designated as the registered agent of an entity must have consented, either in a written or electronic form, to serve as the registered agent of the entity. Although consent is required, a copy of the person's written or electronic consent need not be submitted with the annual statement. *The liabilities and penalties imposed by Sections 4.007 and 4.008 of the BOC apply with respect to a false statement in a filing instrument that names a person as the registered agent of an entity without that person's consent.* (BOC § 5.207)

- **4—Registered Office Address:** The registered office address must be located at a street address where service of process may be personally served on the entity's registered agent during normal business hours. Although the registered office is not required to be the entity's principal place of business, the registered office may not be solely a mailbox service or a telephone answering service. (BOC § 5.201)

When completing items 5 through 7, set forth the name of the individual in the format specified. Do not use prefixes (e.g., Mr., Mrs., Ms.). Use the suffix box only for titles of lineage (e.g., Jr., Sr., III) and not for other suffixes or titles (e.g., M.D., Ph.D.).

- **5—Members:** Each member must be an individual licensed to render the professional service of the association. Provide the name and address of each member of the professional association. If the space provided is insufficient, include the information as an attachment to this form for item 5.
- **6—Directors or Executive Committee Members:** A professional association is governed and managed either by a board of directors or an executive committee. Each director or committee member must be a member of the association whose name appears in item 5. Provide the name and address of each member of the board of directors or executive committee. If the space provided is insufficient, include the information as an attachment to this form for item 6.
- **7—Officers:** The officers of a professional association must include a president and secretary. Any one person may serve in more than one office. Each officer must be a member of the association whose name appears in item 5. The president of a professional association must also be a member of the board of directors or executive committee whose name appears in item 6. Provide the name, address, and title of each officer. If the space provided is insufficient, include the information as an attachment to this form for item 7.
- **8—Statement of Licensure:** The annual statement must include a statement that all members are licensed to perform the type of service for which the association is formed, or, in the case of a multi-practice professional association, that each member is licensed to perform professional services falling within the scope of practice of the practitioner.
- **Execution:** Pursuant to Section 302.012(b) of the BOC, the annual statement must be signed by an authorized officer. Generally a governing person or managerial official of the entity signs a filing instrument. The annual statement need not be notarized; however, before signing, please read the statements on this form carefully. The designation or appointment of a person as registered agent by an organizer or managerial official is an affirmation by the organizer or managerial official that the person named in the instrument as registered agent has consented to serve in that capacity. (BOC § 5.2011)

A person commits an offense under Section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the Secretary of State for filing. The offense is a Class A misdemeanor unless the person's intent is to harm or defraud another, in which case the offense is a state jail felony.

- **Filing Fees:** The filing fee for an annual statement for a professional association is **\$35**. The professional association becomes delinquent for failure to file the annual statement by June 30th. If the professional association has become delinquent for failure to file the annual statement by June 30th, the filing fee is the original **\$35** for ninety (90) days following the delinquency notice.
- **Additional Documentation:**
Name Change (optional): To change the name of the professional association at the same time of filing the required annual statement, an amendment (Form 424 or 406, as appropriate) and filing fee of **\$150 and** Form 803 and filing fee (as stated in **Filing Fees**), must be submitted at the same time to the Reports Unit for filing.

Reinstatement: If the annual statement is not filed within the ninety (90) day period following the second notification, the existence of the domestic professional association will be terminated or the registration of the foreign professional association will be revoked. The professional association may be relieved of the

involuntary termination or revocation and reinstated by filing: (A) the required certificate of reinstatement (Form 814) and filing fee of **\$75**, and (B) the required annual statement(s) (Form 803) and filing fee of **\$35** for each required annual statement. Form 814 is available at:

http://www.sos.state.tx.us/corp/forms_reports.shtml

Tax Clearance from Comptroller of Public Accounts: A Certificate of Reinstatement (Form 814) must be accompanied by a tax clearance letter from the Texas Comptroller of Public Accounts stating that the filing entity has satisfied all franchise tax liabilities and may be reinstated. Contact the Comptroller for assistance in complying with franchise tax filing requirements and obtaining the necessary tax clearance letter by email at: tax.help@cpa.state.tx.us or by calling (800) 252-1381 or (512) 463-4600.

Amendment to Certificate of Formation or Registration: The name of the association must be available at the time of reinstatement. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, subchapter C) may be viewed at: <http://www.sos.state.tx.us/tac/index.shtml> A preliminary determination on “name availability” may be obtained by calling (512) 463-5555 or e-mail to: corpinfo@sos.state.tx.us

At the time of filing the reinstatement, if the professional association name is no longer available, or if written consent is required but cannot be obtained for the use of the name, simultaneously submit (A) a certificate of amendment to the certificate of formation to change the name of the domestic entity as a condition of reinstatement; or (B) an amended registration to state the assumed name under which the foreign entity shall transact business. The amendment (Form 424 or 406, as appropriate) and filing fee of **\$150** must be submitted at the same time as the certificate of reinstatement and annual statement(s). Forms 424 and 406 are available at: http://www.sos.state.tx.us/corp/forms_boc.shtml

Upon completing the reinstatement process of submitting all required forms, paying all applicable filing fees, and meeting all filing requirements, the status of the professional association will be changed to in existence.

- **Payment Instructions:** Accepted methods of payment are: (1) a check or money order payable through a U.S. bank or financial institution made payable to the **Secretary of State**; (2) a valid American Express, Discover, MasterCard, or Visa credit card (subject to a statutorily authorized convenience fee of 2.7% of the total fees incurred); (3) a funded LegalEase account; or (4) a prefunded Secretary of State client account. Use Form 815 at: http://www.sos.state.tx.us/corp/forms_reports.shtml to pay by credit card, LegalEase, or client account.
- **Delivery Instructions:** Submit the completed form(s), with the filing fees, in duplicate to the Secretary of State. Mail to: Secretary of State, Reports Unit, P.O. Box 12028, Austin, Texas 78711-2028; deliver to: James Earl Rudder Office Building, Reports Unit, 1019 Brazos, Austin, Texas 78701; or fax to: (512) 463-1423 (requires Form 815 for payment). On filing the document(s), the Secretary of State will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed. If you require additional assistance, you may contact the Reports Unit at: (512) 475-2705.

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