

IC 23-1.5

ARTICLE 1.5. PROFESSIONAL CORPORATIONS

IC 23-1.5-1

Chapter 1. Definitions

IC 23-1.5-1-1

Application of definitions

Sec. 1. The definitions in this chapter apply throughout this article.

As added by P.L.239-1983, SEC.1.

IC 23-1.5-1-2

"Accounting professional"

Sec. 2. "Accounting professional" means an individual who is licensed as:

- (1) a certified public accountant under IC 25-2.1-3;
- (2) a public accountant under IC 25-2.1-6; or
- (3) an accounting practitioner under IC 25-2.1-6.

As added by P.L.239-1983, SEC.1. Amended by P.L.30-1993, SEC.2.

IC 23-1.5-1-3

"Architectural or engineering professional"

Sec. 3. "Architectural or engineering professional" means an individual who is registered as:

- (1) an architect under IC 25-4-1;
- (2) a landscape architect under IC 25-4-2;
- (3) a professional engineer under IC 25-31-1; or
- (4) a professional surveyor under IC 25-21.5.

As added by P.L.239-1983, SEC.1. Amended by P.L.23-1991, SEC.5; P.L.57-2013, SEC.22.

IC 23-1.5-1-4

"Attorney"

Sec. 4. "Attorney" means an individual in good standing admitted to the practice of law in Indiana.

As added by P.L.239-1983, SEC.1.

IC 23-1.5-1-5

"Bureau"

Sec. 5. "Bureau" means the following:

- (1) In the case of:
 - (A) an accounting professional;
 - (B) an architectural professional;
 - (C) an engineering professional;
 - (D) a health care professional;
 - (E) a real estate professional; or
 - (F) a veterinarian;

the Indiana professional licensing agency established by IC 25-1-5-3.

(2) In the case of an attorney, the state board of law examiners.
As added by P.L.239-1983, SEC.1. Amended by P.L.132-1984, SEC.1; P.L.169-1985, SEC.19; P.L.229-1995, SEC.1; P.L.1-2006, SEC.406.

IC 23-1.5-1-5.4

"Charitable remainder annuity trust"

Sec. 5.4. "Charitable remainder annuity trust" has the meaning set forth in Section 664(d)(1) of the Internal Revenue Code.

As added by P.L.172-1996, SEC.1.

IC 23-1.5-1-5.6

"Charitable remainder unitrust"

Sec. 5.6. "Charitable remainder unitrust" has the meaning set forth in Section 664(d)(2) or 664(d)(3) of the Internal Revenue Code.

As added by P.L.172-1996, SEC.2.

IC 23-1.5-1-6

"Disqualified person"

Sec. 6. "Disqualified person" means an individual, corporation, limited liability company, partnership, fiduciary, trust, association, government agency, or other entity that for any reason is or becomes ineligible under this article to own shares issued by a professional corporation. The term includes a charitable remainder unitrust or charitable remainder annuity trust that is or becomes a disqualified person for failure to comply with section 13(3) of this chapter.

As added by P.L.239-1983, SEC.1. Amended by P.L.8-1993, SEC.307; P.L.172-1996, SEC.3.

IC 23-1.5-1-7

"Foreign professional corporation"

Sec. 7. "Foreign professional corporation" means a corporation for profit organized for the purpose of rendering professional services under the law of another state or country.

As added by P.L.239-1983, SEC.1.

IC 23-1.5-1-8

"Health care professional"

Sec. 8. "Health care professional" means an individual who is licensed, certified, or registered by a board (as defined in IC 25-1-9-1). However, the term does not include a veterinarian.

As added by P.L.239-1983, SEC.1. Amended by P.L.150-1986, SEC.1; P.L.149-1987, SEC.15; P.L.14-2002, SEC.1.

IC 23-1.5-1-9

"Licensing authority"

Sec. 9. "Licensing authority" means the following:

- (1) In the case of an accounting professional, the Indiana state board of public accountancy.
- (2) In the case of an architectural professional, the board of

registration for architects and landscape architects.

(3) In the case of an engineering professional, the state board of registration for professional engineers.

(4) In the case of an attorney, the Indiana supreme court.

(5) In the case of a health care professional, the board (as defined in IC 25-1-9-1) that issues the individual's license, certification, or registration.

(6) In the case of a veterinarian, the Indiana board of veterinary medical examiners.

(7) In the case of a professional surveyor, the state board of registration for professional surveyors.

(8) In the case of a real estate professional, the Indiana real estate commission.

As added by P.L.239-1983, SEC.1. Amended by P.L.137-1985, SEC.4; P.L.169-1985, SEC.20; P.L.150-1986, SEC.2; P.L.149-1987, SEC.16; P.L.23-1991, SEC.6; P.L.33-1993, SEC.8; P.L.229-1995, SEC.2; P.L.24-1999, SEC.1; P.L.82-2000, SEC.1; P.L.14-2002, SEC.2; P.L.57-2013, SEC.23.

IC 23-1.5-1-10

"Professional corporation"

Sec. 10. "Professional corporation" means:

- (1) a corporation for profit organized under this article; or
- (2) a foreign corporation admitted to do business under this article.

As added by P.L.239-1983, SEC.1.

IC 23-1.5-1-11

"Professional service"

Sec. 11. "Professional service" means any type of service that may be legally performed only by:

- (1) an accounting professional;
- (2) an architectural or engineering professional;
- (3) an attorney;
- (4) a health care professional;
- (5) a veterinarian; or
- (6) a real estate professional.

As added by P.L.239-1983, SEC.1. Amended by P.L.229-1995, SEC.3.

IC 23-1.5-1-12

"Qualified person"

Sec. 12. "Qualified person" means an individual, general partnership, professional corporation, or trustee of a qualified trust that is eligible under this article to own shares issued by a professional corporation.

As added by P.L.239-1983, SEC.1.

IC 23-1.5-1-13

"Qualified trust"

Sec. 13. "Qualified trust" means one (1) of the following:

- (1) A trust of which the entire beneficial ownership is owned by a qualified person and the trustee is a qualified person.
- (2) A voting trust established under IC 23-1-31, if the beneficial owner of any shares on deposit and the trustee of the voting trust are qualified persons.
- (3) A charitable remainder unitrust or charitable remainder annuity trust that complies with each of the following conditions:
 - (A) Has one (1) or more current income recipients, all of whom are qualified persons.
 - (B) Has a trustee or an independent special trustee who:
 - (i) is a qualified person; and
 - (ii) has exclusive authority over the shares of the professional corporation while the shares are held in the trust.
 - (C) Has one (1) or more irrevocably designated charitable remaindermen, all of which must at all times:
 - (i) be domiciled; or
 - (ii) maintain a local chapter;
in Indiana.
 - (D) When distributing any assets during the term of the trust to charitable organizations, the distributions are made only to charitable organizations described in Section 170(c) of the Internal Revenue Code that:
 - (i) are domiciled; or
 - (ii) maintain a local chapter;
in Indiana.

As added by P.L.239-1983, SEC.1. Amended by P.L.149-1986, SEC.46; P.L.172-1996, SEC.4.

IC 23-1.5-1-13.5 Version a
"Real estate professional"

Note: This version of section effective until 7-1-2014. See also following version of this section, effective 7-1-2014.

Sec. 13.5. "Real estate professional" means an individual who is licensed as:

- (1) a real estate salesperson under IC 25-34.1-3-3.1; or
- (2) a real estate broker licensed under IC 25-34.1-3-4.1.

As added by P.L.229-1995, SEC.4.

IC 23-1.5-1-13.5 Version b
"Real estate professional"

Note: This version of section effective 7-1-2014. See also preceding version of this section, effective until 7-1-2014.

Sec. 13.5. "Real estate professional" means an individual who is licensed as a real estate broker licensed under IC 25-34.1-3-4.1.

As added by P.L.229-1995, SEC.4. Amended by P.L.127-2012, SEC.2.

IC 23-1.5-1-14
"Veterinarian"

Sec. 14. "Veterinarian" means an individual admitted to practice veterinary medicine under IC 25-38.1-3.

As added by P.L.239-1983, SEC.1. Amended by P.L.2-2008, SEC.47.