

## **Mississippi State Board of Architecture Firm Requirements for Architectural Practice**

For some applicants and licensees, the firm used for practice in the applicant's resident state or other states may not comply with Mississippi's requirements. In such cases, a new entity must be formed (in the resident state or Mississippi), or the registrant may practice as an individual or partnership.

### Business Corporation or LLC

Mississippi law does not allow architectural practice through a business corporation (Inc.) or an LLC.

### Allowable entity types:

- Sole Proprietorship/Individual
- Partnership
- Professional Corporation (PC)\*
- Professional Association (PA)\*
- Professional Limited Liability Company (PLLC)\*

### *\*Professional Entity Type Required*

It is important to understand that the entity types "Professional Corporation/PC", "Professional Limited Liability Company/PLLC", or "Professional Association/PA" differ from a business corporation (Inc.) or an LLC (absent the professional designation). The firm must be of a type that is allowed in Mississippi (PC, PA or PLLC). Documentation from the firm's state of formation is required, and the documentation must stipulate that the business is a "professional" entity.

### Fictitious Name on MS SOS Certificate of Authority

The MS SOS allows the use of a fictitious name (dba) on the application for a Certificate of Authority for foreign entity. Regardless of the firm name to be used in Mississippi, the entity must be of an allowable entity type (PC, PA, PLLC) in the resident state. Again, documentation from the firm's state of formation is required, and the documentation must stipulate that the business is a "professional" entity.

### Ownership

- Any person with any ownership interest in an architectural firm doing business in Mississippi must be an architect or professional engineer in his/her resident state; and
- At least one person with ownership interest must be licensed as an architect in Mississippi.

### References to Firm on Marketing Materials, Contracts and Contract Documents

All records, business cards, contracts, drawings, marketing materials, correspondence and other information relative to Mississippi practice are to be issued through the firm listed in conjunction with the registrant's Mississippi licensure record.

### Applicable Law and Rules

For more on firm structure requirements and firm name requirements, see section 73-1-19 and rules 3.2.1, 3.2.3 and 3.2.12 (see attachment).

## **Mississippi State Board of Architecture Law and Rules Regarding Firm Ownership and Structure**

**§ 73-1-19. Practice by copartnership of architects and engineers, professional corporation, or professional limited liability company; posting certificates; persons exempt from chapter.**

In the case of a copartnership of architects, or architects and engineers, or a professional corporation, or professional limited liability company, either foreign or domestic, **each active member or stockholder, and each officer, director or manager, must hold a certificate to practice architecture or engineering in that member's state of residence; and**, in the case of a foreign corporation or professional limited liability company doing business in this state, **at least one (1) active member or stockholder must hold a certificate to practice architecture in this state.** No stock company, corporation, professional corporation or professional limited liability company shall be entitled to a certificate to practice architecture. **No company other than a professional corporation or a professional limited liability company shall advertise or otherwise hold itself out to be an architect or to be authorized to practice architecture in this state.**

Nothing in this chapter shall be construed as prohibiting a joint enterprise, partnership, professional corporation, professional limited liability company or association between one (1) or several registered professional engineers and/or duly registered architects; and it shall be lawful for such partnership, joint enterprise, professional corporation, professional limited liability company or association to use in its title the words architects and engineers or engineers and architects; provided, however, that all announcements, cards, stationery, printed matter and listings of such partnership, joint enterprise, professional corporation, professional limited liability company or association shall indicate as to each member whether he be a registered architect or a registered engineer; provided, further, that the name of such partnership, professional corporation, professional limited liability company or association shall contain the name of at least one (1) person who is registered as an architect in this state and that no such person be named on any announcement, card, stationery, printed matter or listing of such partnership, professional corporation, professional limited liability company or association used in this state unless there is designated thereon whether or not such person is licensed in this state. Employees of a firm who are not registered as architects, or engineers in the case of a joint enterprise, partnership, professional corporation, professional limited liability company or association between architects and engineers, may use business cards for that firm if the job title of such individual is clearly stated.

Each person holding a certificate to practice architecture in this state shall post such certificate in a prominent place in the architect's place of business. Failure to post the certificate shall be sufficient cause for revocation of such certificate.

The following persons and practices shall be exempted from the provisions of this chapter: Draftsmen, students, clerks-of-work and other employees of those lawfully practicing as registered architects under the provisions of this chapter acting under the instruction, control or supervision of their employers.

3.2.1 An architect can practice as a sole proprietor, or through a partnership, a professional corporation or a professional association pursuant to *Miss. Code Ann. 79-10-1*, et seq., as amended, or through a professional limited liability company pursuant to *Miss. Code Ann. 79-29-901*, et seq., as amended, subject to the following conditions:

- A. As to a partnership, at least one active partner must hold a certificate to practice architecture in Mississippi and each active partner shall hold a certificate to practice architecture or engineering in that partner's state of residence.
- B. As to a professional corporation (PC) or a professional association (PA), each must meet the following conditions:
  - 1. At least one active stockholder must hold a certificate to practice architecture in Mississippi; and
  - 2. each stockholder, director and officer shall hold a certificate to practice architecture or engineering in that person's state of residence; and
  - 3. no person shall be entitled to be a stockholder, officer or director of a PC or a PA offering architectural services in this state other than licensed architects and engineers.
- C. As to a professional limited liability corporation (PLLC), each must meet the following conditions:
  - 1. At least one owner of a membership interest in the PLLC shall hold a certificate to practice architecture in Mississippi; and
  - 2. each owner of a membership interest and any managers of the PLLC shall hold a certificate to practice architecture or engineering in that person's state of residence; and
  - 3. no person shall be entitled to hold a membership interest in or be a manager of PLLC offering architectural services in this state other than licensed architects and engineers.

It is a specific purpose of this rule to restrict or condition the issuance of shares of a professional corporation and the issuance of membership interests in a professional limited liability company which is to advertise or otherwise hold itself out to be an architect or to be authorized to practice architecture to only licensed architects or engineers.

3.2.3 Registered architects are allowed to practice under or through a firm or business entity in compliance with Section 73-1-19 and all applicable rules. Allowable firm or business names are names which:

- A. Contain the name of at least one individual who holds an active Mississippi license; or
- B. contain no person's name, provided however, that the name of at least one individual licensed in Mississippi is disclosed on any announcement, stationery, printed matter, contract, title block or listing; or
- C. contain the name or names of individuals who were once licensed architects (in any jurisdiction) but are now retired or deceased, provided however, that the name of at least one person licensed in Mississippi is disclosed on any announcement, stationery, printed matter, contract, title block or listing.

Firm and business names are considered improper if they contain the name or names of individuals actively licensed in another jurisdiction if none of the individuals named in the firm name are actively licensed in Mississippi.

EXAMPLES (Provided as guidelines only. This is not an exhaustive or complete listing of scenarios.):

ALLOWED	NOT ALLOWED
Smith and Jones Architecture (provided Smith and/or Jones are licensed architects and one or both is licensed as an architect in Mississippi)	Smith and Jones Architecture (when Smith and/or Jones are actively licensed in another jurisdiction, but neither is licensed in Mississippi)
Williams and James Architecture John Doe, Architect (only if both Williams and James are retired or deceased)	Williams and James Architecture (where Williams and/or James are actively licensed in another jurisdiction, but neither is licensed in Mississippi)
Architecture Unlimited John Doe, Architect	Architecture Unlimited (when the name of the architect licensed in Mississippi is not also provided)
Doe and Smith, Architects and Engineers John Doe, Architect (when Doe is licensed as an architect in Mississippi and there are multiple architects in the firm)	Doe and Smith, Architects and Engineers (the Mississippi architect must be identified)
ABC Architects and Engineers John Doe, Architect (when Doe is licensed as an architect in Mississippi and there are multiple architects in the firm)	ABC Architects and Engineers (when the name of the architect license in Mississippi is not also provided)

3.2.12 No professional corporation, professional association, professional limited liability company, nor any partnership shall be entitled to a license to practice architecture in this state. Licensure is issued to individuals only. In conjunction with Mississippi licensure and renewal of licensure, an individual must provide information as to any and all business entities through which the architect may be practicing architecture in Mississippi.

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**CHECKLIST FOR FIRMS (CONFIRM YES TO ALL):**

- Each person with ownership interest in the firm is either an architect or a professional engineer is his/her state of residence.
- At least one person with ownership interest in the firm is licensed as an architect in Mississippi, or is the one applying for licensure in Mississippi.
- The applicant has or will email (to [msboa@msboa.ms.gov](mailto:msboa@msboa.ms.gov)) a copy of the resident state firm registration documents which stipulate that the firm is a "professional" entity (PC, PLLC or PA).
- If an out-of-state firm, the applicant has or will email (to [msboa@msboa.ms.gov](mailto:msboa@msboa.ms.gov)) a copy of the Mississippi COA for a Foreign Entity to document that the firm is recognized by the MS SOS as a PC, PLLC or PA.
- The firm name complies with Rule 3.2.3, and if required by 3.2.3(b) or (c), all listings, business cards and title blocks have or will be revised to list the name of a Mississippi architect (see examples, above).