

NEBRASKA BOARD OF PUBLIC ACCOUNTANCY
P.O. Box 94725, Lincoln, NE 68509
(402) 471-3595

APPLICATION FOR CPA FIRM (INITIAL SET-UP)
AS A
FOREIGN PROFESSIONAL CORPORATION

This application form is to be used to establish a **new** Certified Public Accountant firm entity in order to practice public accountancy in the state of Nebraska. The application process for the Nebraska Board of Public Accountancy requires the completion and submission of this form; **fees of \$75** (\$25 for a Certificate of Registration and \$50 for a firm permit to practice); and **Nebraska office fee(s) if any**, \$25 each office, sent to the Board office at the address listed above. If you need assistance in the application process, please call our office.

I. REGISTRATION OF THE FIRM (PAA: 1-134; TITLE 288: 5-007.03, 11-002)

1. **Legal Name** of Foreign Professional Corporation: _____
___ Yes ___ No Is "Professional Corporation" or abbreviation "P.C." within firm name? (21-2206)

2. Mailing Address for **Headquarter Office** _____
(Street or P.O. Box) (City) (STATE) (Zip)

3. Physical Address (if different) _____
(Street) (City) (STATE) (Zip)

4. Phone # _____

5. Fax # _____

6. E-mail: _____

7. Organization as a Foreign Professional Corporation:

___ Yes ___ No Has your corporation complied with the requirements for a foreign professional corporation transacting business in Nebraska under section 21-2209 of the Nebraska Professional Corporations Act?

___ Yes ___ No Does your entity comply with the provisions of the Nebraska Public Accountancy Act Title 288 - Rules and Regulations?

8. Date qualified to do business in the State of Nebraska:

(Date Filed with NE Secretary of State) (Month/Day/Year) _____

PLEASE ALSO COMPLETE PAGES 2-5
AND RETURN TO THE NEBRASKA BOARD OFFICE

| | | | |
|------------------------|-------------------|-----------------|-------------------------|
| BOARD USE ONLY: | Date Rec'd. _____ | Check # _____ | (Revised 4-14) |
| Amount \$25.00 | Code to: 09-7511 | Receipt # _____ | Added to QEP Year _____ |
| Amount \$50.00 | Code to: 10-7511 | Receipt # _____ | Date Issued _____ |

CERTIFICATE OF REGISTRATION (21-2216 TO 21-2218)

Upon review, the Board office will send two copies of a Certificate of Registration to you. You must send one copy to the Nebraska Secretary of State with the appropriate fee (\$25). It expires twelve (12) months from date of issue. **(\$25 fee for Certificate of Registration.)**

List All Owners as of the last day of the month preceding this filing. Attach additional sheets if necessary.

| <u>SHAREHOLDERS</u> FULL LEGAL NAME | RESIDENCE ADDRESS (Street, City, State, Zip) | OFFICE LOCATION | NE CERT. # | NE PERMIT # |
|--|---|--------------------|---------------|----------------|
| | | | | |
| | | | | |
| | | | | |

| <u>DIRECTORS:</u> FULL LEGAL NAME | NE. CERT. # | NE PERMIT # |
|--------------------------------------|-------------|-------------|
| | | |
| | | |
| | | |

| <u>OFFICERS:</u> FULL LEGAL NAME | TITLE | NE CERT. # | NE PERMIT # |
|-------------------------------------|-------|------------|-------------|
| | | | |
| | | | |
| | | | |

8. How many full-time, permanent employees are in your firm? _____

9. Is principal executive officer a shareholder and director who is a Nebraska licensed CPA (or PA)?

___ Yes ___ No

Name: _____

AFFIDAVIT

This application for a Certificate of Registration **MUST** be signed by an officer of the business entity who is a Nebraska licensed CPA/PA. (11-005.01)

"I HEREBY CERTIFY that the above named foreign professional corporation complies with the Nebraska Public Accountancy Act, Title 288, Revised and Substituted Rules of the Nebraska State Board of Public Accountancy, and the provisions of Sections 21-2201 to 21-2222 of the Revised Statutes, State of Nebraska. I also acknowledge that **Certificates of Registration expire 12 months from the date of issue.**"

Signature

Title

Date

OWNERSHIP OF FIRM: (PAA: 1-162.01)

1. What is the total number of **LICENSED OWNERS** of the firm **BOTH IN** and **OUTSIDE** Nebraska? _____

What is the total number of **NON-LICENSED OWNERS**** of the firm **BOTH IN** and **OUTSIDE** Nebraska? _____
(As of the last day of the month preceding this filing.) (You must provide a **number**.)

****If the firm has any owners who are NOT certified public accountants or public accountants, you must answer the following questions a-i pursuant to Section 1-162.01 of the Public Accountancy Act. Please refer to the Act for the definition of a "non-licensed owner."**

If the firm's owners are 100% licensed CPAs or PAs, then skip to "Firm Name" on page 4.

Firms with non-licensed owners: (As of the last day of the month preceding this filing)

a. Of the **total number of owners** of the firm, what **percentage** constitute **non-licensed** owners? _____ %
(Must be a precise percentage; do not use < or > or approximate.)

b. Does every non-licensed owner **actively participate** in the business?

No; Attach page with specific details.

Yes

"Actively participate" is defined as the providing of personal services in the business entity licensed in Nebraska to practice public accounting, in the nature of management, performance of services for clients, or similar activities. Non-natural persons and individuals whose primary source of income from the business entity is provided as a result of passive investment will not be considered as actively participating in the business entity.

c. Of the firm's **equity capital**, what **percentage** is held or has been received by the total number of non-licensed owners? _____ %

Of the firm's **voting rights**, what **percentage** is held or has been received by the total number of non-licensed owners? _____ %

Of the firm's **profits or losses**, what **percentage** is held or has been received by the total number of non-licensed owners? _____ %

d. Does any non-licensed owner hold himself/herself out as a CPA, PA, owner, partner, shareholder, limited liability company member, director, officer, or other official in any manner with the exception of the term "principal" as defined by the Public Accountancy Act?

No **Yes; List name and title** _____

e. Does any non-licensed owner have ultimate responsibility for the performance of any audit, review, or compilation of financial statements or other forms of attestation related to financial information?

No **Yes; List name** _____

f. Has any non-licensed owner been convicted of any felony under the laws of any state, of the United States, or of any other jurisdiction?

No **Yes; Attach information with specific details.**

g. Has any non-licensed owner been convicted of any crime, an element of which is dishonesty or fraud, under the laws of any state, of the United States, or of any other jurisdiction?

No **Yes; Attach information with specific details.**

h. Has any non-licensed owner had his/her professional or vocational license(s), if any, suspended or revoked by a licensing agency of any state of the United States or of any other jurisdiction or otherwise been the subject of other final disciplinary action by any such agency?

No **Yes; Attach information with specific details.**

- i. Is any non-licensed owner in violation of any rule or regulation regarding the character or conduct promulgated by the board relating to owners who are not certified public accountants or public accountants?

No Yes; Attach information with specific details.

FIRM NAME (1-161; PC ACT 21-2206; Title 288: 5-007.03; 11-002)

Is the firm name appropriate under Law and Rules? ___ Yes ___ No

- "Company" cannot be used with a professional corporation - only with partnerships and LLC's (see Law).
- "Associates" must include at least two licensed, permanent employees (9/9/2016).
- Other terms/phrases, etc. may need to be reviewed by the Board (under Agency Declaratory Order).

II. REGISTRATION OF FIRM'S OFFICE(S) & WORK SPACE(S) (1-135; 288-10)

According to Section 1-135 of the Public Accountancy Act of 1957, Revised, **each office established or maintained for the practice of public accounting in this state** by a foreign professional corporation, SHALL BE REGISTERED ANNUALLY WITH THE BOARD. After the initial registration of the firm's office(s), the registration will be renewed by June 30 of each year.

A \$25 fee is charged for each Nebraska office.

Each office shall be under the supervision of a manager who holds a Nebraska active permit ("office manager*"). Such manager may serve in such capacity at one office only. Such manager shall be directly responsible for the supervision and management of the office and may be subject to disciplinary action for the actions of the person or firm or any persons employed by that office of the person or firm which relate to the practice of public accountancy.

Notification shall be given to the Board within thirty days of any change in manager of any office, and after the admission or withdrawal of a partner from any partnership or a member from any limited liability company so registered. Notification shall also be given the Board when any firm changes its name, opens a new office or closes an office.

FIRMS WITHOUT A NEBRASKA OFFICE:

If your firm does NOT have a Nebraska office, please record the office location(s) where business for Nebraska clients is conducted, reports for Nebraska clients are issued, etc.

OFFICE LOCATIONS:

Please list each **office** location of the firm below. Photocopy this page for more than five office locations and attach it to this application. Do **not** use Post Office addresses for the physical address. Include City, State & Zip for both addresses.

| Mailing Address | Physical Address | Phone Number | Office Manager* (CPA with Permit) |
|---------------------------|------------------|--------------|-----------------------------------|
| 1 st (\$25) | | | |
| 2 nd (\$25) | | | |
| 3 rd (\$25) | | | |
| 4 th (\$25) | | | |
| 5 th (\$25) | | | |

WORK SPACE:

Title 288, Chapter 10 defines "work space" as a temporary location maintained by a CPA or PA firm. Work space shall be registered with the Board within ten days prior to first opening such work space, and the Board shall also be notified when such work space is closed for a period of more than thirty days. Work spaces may not be advertised on permanent window or door signs, display signs, building directories, letterhead, business cards or in telephone directories, newspapers or other types of advertising. Professional staff of a firm may practice public accountancy in such work space only on a part time basis. There is **no fee** for registering work space locations.

This firm has the following work space location(s):

| Street Address (include City, State, & Zip) | Phone Number | List Professional Staff There |
|---|--------------|-------------------------------|
| 1 st | | |
| 2 nd | | |
| 3 rd | | |

III. FIRM PERMIT TO PRACTICE [1-136(1)(f)] (\$50 Fee)

THIS PERMIT WILL EXPIRE JUNE 30th. Application must be completed and signed by the **CPA in charge** in Nebraska or the **Nebraska licensee**, include the \$50 fee for a permit, \$25 per office, and have an original signature. Incomplete applications will be returned unprocessed and deemed not to have been received.

DISCLOSURE STATEMENTS

1. Within the last twelve months has your firm had any professional or vocational license revoked or suspended, has your firm signed any stipulation or consent order or agreement with a state or federal agency, or been subject to any investigative or other disciplinary action regarding such a license in this state or any other state or by the Federal government?
 - No.
 - Yes; Attached are details regarding type of license, name and location of licensing agency, violation charged, action taken (including stipulation and consent orders), effective date of sanction, and any other pertinent information.
2. Within the last twelve months has your firm been named in a lawsuit as a defendant with respect to lawsuits involving Nebraska licensees or your Nebraska practice, regardless of where the lawsuit was filed?
 - No.
 - Yes; Attached are details regarding date of filing of lawsuit, name and location of the court, summary of allegations, disposition of the lawsuit or status if still pending, and any other pertinent information.

CERTIFICATION:

THIS FORM MUST BE SIGNED AND DATED BY THE CPA IN CHARGE IN NEBRASKA OR BY THE NEBRASKA LICENSEE WHEN FIRM DOES NOT HAVE A NEBRASKA OFFICE BEFORE RETURNING TO THE BOARD. (Only an original signature is acceptable.)

"I certify on behalf of the firm that the statements made herein are true and accurate to the best of my knowledge and belief."

Date _____ Signature _____

Printed Name _____

Title _____

Nebraska CPA Certificate # _____