

Filing Firms With The OLPR: It's Not Just For Us

by

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Lawyers may practice their profession in any number of formats. Lawyers may practice as sole proprietorships, general partnerships, limited liability partnerships, limited liability companies or corporations. Corporations, limited liability partnerships and limited liability companies may not practice law unless they elect to be governed by Minn. Stat. Chapter 319B--the Minnesota Professional Firms Act.

The Act sets forth a number of provisions regarding ownership and control of professional firms and requires filings with the professional licensing agency (in the case of lawyers, the Office of Lawyers Professional Responsibility) in addition to the regularly required filings with the Secretary of State. Initial filing and annual reports are required pursuant to Minn. Stat. sec. 319B.11.

The annual end-of-the-year reporting and payment of filing fees is typically accompanied by much wailing and gnashing of teeth by lawyers questioning the need for such reports, bemoaning the paperwork required and hinting that this is nothing more than a scam perpetrated by the OLPR. When questioned, our standard response has been that the statute requires it and if you don't like the statute, we are not the ones who can change it. While the statute does give us the authority to revoke the certificate of authority of a firm that has not complied with the reporting requirements, there are other, more compelling reasons to cooperate.

A recent Court of Appeals case highlights the need to keep current on your professional firm filings.

In *John E. Miles v. Law Offices of James H. Cohen, P.C. and James H. Cohen*, 99 W.L. 451336 (July 6, 1999), the court upheld a trial court determination piercing the corporate veil and adding Mr. Cohen as a judgment debtor in a judgment previously obtained against his corporation. The trial court, in reaching this conclusion, took into consideration that "Cohen has not yet completed the registration process for his Minnesota professional association. He has never filed his articles of incorporation with the Office of Lawyers Professional Responsibility Board. Nor has he made the mandatory annual filings with that organization."

Lawyers choose to practice in a particular format for a reason. The reason may be tax considerations, liability concerns, succession of ownership concerns or simply a convenient means of management. Whatever the reason, if you do not keep up on your filings, you may lose the protection you sought. For a listing of the filings required by the OLPR, check out our Web site at www.courts.state.mn.us/lprb.