

PROFESSIONAL CORPORATION:  
CORPORATION:  
PODIATRISTS:

The General Business and Corporation Law of Missouri, which permits corporations to be organized for any lawful purpose, does not authorize the organization of a corporation to engage in the practice of chiropody-podiatry where a statute regulating such practice contemplates only the licensing of individuals.

OPINION NO. 133

March 6, 1970

Frank Fulkerson, D.S.C., Secretary  
Missouri State Board of Podiatry  
920 Locust  
Chillicothe, Missouri 64601



Dear Dr. Fulkerson:

This is in response to your request for an opinion on the question which was presented to you as follows:

"As you know, a good deal is being written and said these days about professional corporation. The Professional Corporation Law of Missouri allows members of your profession to incorporate. Have members of your profession incorporated yet; or do you have a prohibition against professional corporations even though they are permitted under the Professional Corporation Law of Missouri?

"If you do permit members of your profession to incorporate, is it material to you whether they incorporate under the Professional Corporation Law or under Chapter 351 of the Statutes of Missouri, The General Business and Corporation Act? If you do permit members of your profession to incorporate under the General Corporation Act, would you permit laymen to own any stock in the corporation, so long as only members of the profession perform the services of the corporation?"

As indicated in the above quoted opinion request, a corporation may be organized under the Professional Corporation Law for the purpose of rendering the type of professional service rendered by a licensed chiropodist-podiatrist, Section 356.020, RSMo Supp. 1967. A corporation organized under the Professional Corporation

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Law may issue shares of its capital stock only to individuals who are licensed to practice the profession. The question presented in the opinion request is whether a corporation, having stockholders who are not licensed to practice the profession, may be organized to practice chiropody under the General Business and Corporation Law of Missouri.

Section 351.020, RSMo 1959, provides that a corporation may be organized under the General Business and Corporation Law of Missouri for any lawful purpose. The real question, therefore, is whether a corporation organized under this law to practice chiropody would be a corporation organized for a lawful purpose, that is, a purpose which is consistent with and in furtherance of the laws regulating the practice of chiropody.

The laws regulating the practice of chiropody are set forth in Chapter 330, RSMo. Section 330.020, RSMo 1959, provides that no one shall practice chiropody in Missouri unless duly licensed and registered as provided by law. Section 330.030, RSMo Supp. 1967, makes the issuance of a license dependent upon certain qualifications and provides in part as follows:

"Any person desiring to practice chiropody in this state, shall furnish the state board of chiropody with satisfactory proof that he or she is twenty-one years of age or over, and of good moral character, and a citizen of the United States, and that he or she has received at least four years of high school training, or the equivalent thereof, as determined by the board, and has received a diploma or certificate of graduation from an approved college of podiatry, recognized and approved by the state board of chiropody, having a minimum requirement of one year in an accredited college and four years in a recognized and reputable chiropody college. Upon payment of a fee of thirty-five dollars to the director of revenue, and making satisfactory proof as aforesaid, the applicant shall be examined by the state board of chiropody, or a committee thereof, under such rules and regulations as said board may determine, and if found qualified, shall be licensed to practice chiropody as registered, and shall receive in testimony thereof a certificate signed by the president and secretary of the board; . . ."

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Statutes forbidding the practice of chiropody by unlicensed persons, making the passing of an examination a condition for issuance of a license, and requiring an applicant for examination to submit evidence that he or she has attained the age of twenty-one years, is of good moral character and has the necessary preliminary and professional education, manifest a legislative intent that licenses shall be issued only to human beings. Therefore, the General Business and Corporation Law of Missouri in authorizing the formation of corporations for any lawful purpose does not purport to include the purpose of rendering the type of professional service rendered by a licensed chiropodist.

Chiropody, in some respects, is comparable to the learned professions of law, medicine and dentistry in that a high degree of skill and integrity on the part of the practitioner is demanded. Efficiency in the diagnosis and treatment of ailments of the human foot must be combined with a relationship of trust and confidence between a chiropodist and the members of the public who consult him. It has been held that a corporation operated for profit may not practice chiropody through employees who are licensed chiropodists. In *Pilger v. City of Paris Dry Goods Co.* (California) 261 P. 328, the court stated l.c. 330:

" . . . The Legislature in authorizing the formation of corporations to carry on "any lawful business" did not intend to include the work of the learned professions. Such an innovation with the evil results that might follow would require the use of specific language clearly indicating the intention. . . ."

For the protection of the public health, the legislature has required that the practice of chiropody be conducted only by individuals possessing the qualifications, skill and knowledge specified in Chapter 330, RSMo. The legislature has authorized this result to be accomplished in either of two ways; one, by permitting the conducting of the practice to licensed individuals, and the other, by permitting the organization of a professional corporation for the purpose of rendering the type of service rendered by a licensed chiropodist. Neither of these ways permit the practice of chiropody under the General Business and Corporation Law of Missouri.

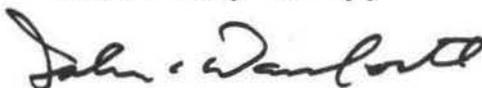
#### CONCLUSION

It is the opinion of this office that the General Business and Corporation Law of Missouri, which permits corporations to be organized for any lawful purpose, does not authorize the organization of a corporation to engage in the practice of chiropody-podiatry where a statute regulating such practice contemplates only the licensing of individuals.

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The foregoing opinion, which I hereby approve, was prepared by my Assistant, L. J. Gardner.

Yours very truly,

A handwritten signature in cursive script, appearing to read "John C. Danforth".

JOHN C. DANFORTH  
Attorney General