

NOTICES

DEPARTMENT OF STATE

Bureau of Corporations and Charitable Organizations; Proposed Official Forms

The Department of State (Department), Bureau of Corporations and Charitable Organizations (Bureau) proposes to delete 19 Pa. Code Appendix B (relating to official forms) and republish all official forms as Appendix C (relating to official forms), to read as set forth in Annex A.

A. Effective Date

The proposed forms will be effective on July 1, 2015.

B. Statutory Authority

The Department has the authority to promulgate Bureau sample forms and instructions under 15 Pa.C.S. § 133 (relating to powers of Department of State). Section 133(a)(1) of 15 Pa.C.S. specifies that sample filing forms shall not be agency regulations and are therefore explicitly excluded from the requirements of section 612 of The Administrative Code of 1929 (71 P. S. § 232) and review under the Commonwealth Attorneys Act (71 P. S. §§ 732-101—732-506) and the Regulatory Review Act (71 P. S. §§ 745.1—745.14). Section 133(a)(1) of 15 Pa.C.S. does, however, require that the forms and instructions be subject to the opportunity for public comments under section 201 of the act of July 31, 1968 (P. L. 769, No. 240) (45 P. S. § 1201), known as the Commonwealth Documents Law (CDL).

C. Description of Proposed Revisions

This proposal republishes all existing forms and instructions promulgated by the Department and currently published in the *Pennsylvania Code*. As of June 30, 2015, the Bureau had 74 forms relating to association and fictitious name filings, under 15 and 54 Pa.C.S. (relating to Associations Code; and names) and the Bureau's regulations in 19 Pa. Code (relating to corporations and business associations). This proposal contains 68 forms relating to 15 and 54 Pa.C.S. The Bureau has promulgated 17 new forms. Fifty-one forms have been amended or retained. Finally, the proposal deletes or replaces 23 of the former 74 forms. The eight Uniform Commercial Code forms are republished without change.

The need for these revisions is based on two factors: the act of October 22, 2014 (P. L. 2640, No. 172) (relating to Association Transactions Act) (act) which is effective July 1, 2015; and the addition of a bar code to all forms. The act significantly alters 15 Pa.C.S. and many of the filings made with the Bureau. The act, based on the Model Entity Transactions Act, substantially rearranges 15 Pa.C.S. to consolidate the provisions of each entity law on names (new Chapter 2), on fundamental transactions (mergers, interest exchanges, conversions, divisions and domestications) (new Chapter 3) and registration of foreign entities (new Chapter 4). Current provisions in each entity law relating to these subjects are repealed. The result is that many of the Bureau's forms required revision. The Bureau also developed 17 new forms to comply with the act. The addition of bar coding of all forms will assist the Bureau in more efficiently processing the forms which are submitted to the Bureau.

The Bureau has also added an e-mail return option at the top of each form to enable return of a document by

e-mail, should the filer request this optional service. It should be noted that, like the filer return address which has appeared on forms and filed documents since at least 2001, the e-mail return address also will appear on the filed document and thus will be publically available as part of the filed document in the same manner.

The Bureau has continued its practice of numbering forms relating to the statutory title and section which authorize or require the filing (for example Form DSCB:15-355 (Statement of Conversion) relates to 15 Pa.C.S. § 355 (relating to statement of conversion; effectiveness) and DSCB:54-311 (Application for Registration of Fictitious Name) relates to 54 Pa.C.S. § 311 (relating to registration). This numbering configuration does not apply to Uniform Commercial Code forms, which are not promulgated directly by the Department.

New Forms Required by Association Transactions Act

<i>DSCB form number</i>	<i>Form name</i>
15-133/145/153	Copy/Certification Request
15-141	Statement of Abandonment
15-152(1)	Preclearance of Document
15-153(a)(17)	Special Processing
15-208	Reservation of Name/Transfer of Reservation
15-209	Application for Registration of Name of Nonregistered Foreign Association
15-335	Statement of Merger
15-335AD	Statement of Merger—Addendum
15-345	Statement of Interest Exchange
15-355	Statement of Conversion
15-366	Statement of Division
15-366AD	Statement of Division—Addendum
15-375	Statement of Domestication
15-412	Foreign Registration Statement
15-413	Amendment—Foreign Registration Statement
15-415/417	Statement of Withdrawal—Foreign Registration
15-418	Transfer of Registration—Foreign

Form Amendments Required by Association Transactions Act

<i>DSCB form number</i>	<i>Form name</i>
15-134B	Docketing Statement—Changes
15-138	Statement of Correction
15-153(a)(15)	Expedited Service Request
15-161	Statement of Domestication—Other
15-1507/5507/8506/8906	Statement or Certificate of Change of Registered Office
15-1902/5902	Statement of Termination—Business/Nonprofit Corporation
15-8975	Certificate of Dissolution—Domestic Limited Liability Company

The remaining forms are not substantially revised other than the addition of bar coding and e-mail return options at the top of each form. All the forms are set forth in Annex A. Even though Rule 2.12(a) of the *Pennsylvania Code and Bulletin Style Manual* recommends that forms be referenced in regulations rather than adopted in regulations, 15 Pa.C.S. § 133 requires that the forms and instructions be published in the *Pennsylvania Code*.

D. Fiscal Impact

Although this proposal would not have measurable fiscal impact upon the Commonwealth, its political subdivisions or the private sector, a formal fiscal analysis was not conducted because these forms are exempt from section 612 of The Administrative Code of 1929.

E. Paperwork Requirements

This proposal would not create new paperwork. The incorporation or formation of most associations in this Commonwealth necessarily requires a filing with the Department. This proposal simply updates the sample forms relating to association and fictitious name filings.

F. Regulatory Review

Under 15 Pa.C.S. § 133(a), sample forms are exempt from the requirements of the Regulatory Review Act, but shall be subject to the opportunity of public comment requirement under section 201 of the CDL.

G. Public Comment

Under 15 Pa.C.S. § 133(a)(1), which requires that publication of the forms be subject to the opportunity for public comment, the Department invites interested persons to submit written comments, suggestions or objections regarding this proposal to Martha H. Brown, Assistant Counsel, Department of State, 301 North Office Building, Harrisburg, PA 17120, within 30 days following publication of this notice in the *Pennsylvania Bulletin*. Reference Bureau of Corporations and Charitable Organizations—Official Forms when submitting comments.

PEDRO A. CORTÉS,
Secretary

Annex A

TITLE 19. CORPORATIONS AND BUSINESS ASSOCIATIONS

PART I. DEPARTMENT OF STATE

APPENDIX B. [OFFICIAL FORMS] (Reserved)

(*Editor's Note:* The Bureau is reserving 19 Pa. Code Appendix B, pages Appx. 3—Appx. 226, serial pages (374641), (374642), (368555), (368556), (356223), (284505), (284506), (356117)—(356122), (366607)—(366612), (284519)—(284524), (356125), (356127), (356128), (284529), (284530), (366613), (366614), (284533)—(284536), (368557)—(368560), (284541)—(284546), (371611), (371612), (284547)—(284550), (356129)—(356132), (284555)—(284598), (366615)—(366618), (284603), (284604), (356133), (356134), (284607)—(284610), (356135)—(356138), (368561)—(368564), (366623)—(366626), (356141), (356142), (284621)—(284638), (356143)—(356145), (284643)—(284646), (374643)—(374648), (284653), (284654), (366627), (366628), (284659)—(284664), (356147)—(356149), (374649)—(374652), (284673)—(284696), (356151)—(356154), (284701), (284702), (368565), (368566), (284707)—(284722), (368567)—(368571), (366629), (366630) and (356227)—(356240), and replacing them with the following forms adopted in 19 Pa. Code Appendix C.)

APPENDIX C. OFFICIAL FORMS

(*Editor's Note:* The following forms are new and printed in regular type to enhance readability.)

DSCB form number


Form name

Title 15 forms

15-108	Statement of Change of Registered Office by Agent
15-133/145/153	Copy/Certification Request
15-134A	Docketing Statement—New Entity
15-134B	Docketing Statement—Changes
15-138	Statement of Correction
15-141	Statement of Abandonment
15-152(1)	Preclearance of Document
15-153(a)(15)	Expedited Service Request
15-153(a)(17)	Special Processing
15-154	Statement of Unpaid Fee
15-161	Statement of Domestication—Other
15-208	Reservation of Name/Transfer of Reservation
15-209	Application for Registration of Name of Nonregistered Foreign Association
15-335	Statement of Merger
15-335AD	Statement of Merger—Addendum
15-345	Statement of Interest Exchange
15-355	Statement of Conversion
15-366	Statement of Division
15-366AD	Statement of Division—Addendum
15-375	Statement of Domestication
15-412	Foreign Registration Statement
15-413	Amendment of Foreign Registration Statement
15-415/417	Statement of Withdrawal—Foreign Registration
15-418	Transfer of Registration—Foreign
15-1306/2102/ 2303/2702/2903/ 3101/3303/7102	Articles of Incorporation—For Profit
15-1311/5311/9305	Statement of Summary of Record
15-1341/5341	Statement of Revival—Domestic Corporation
15-1507/5507/ 8506/8906	Statement or Certificate of Change of Registered Office
15-1522	Statement with Respect to Shares—Domestic Business Corporation
15-1902/5902	Statement of Termination—Domestic Corporation
15-1915/5915	Articles of Amendment—Domestic Corporation
15-1971/5971	Articles of Dissolution Before Commencement of Business—Domestic Corporation
15-1977/5977	Articles of Dissolution—Domestic Corporation

<i>DSCB form number</i>	<i>Form name</i>	<i>DSCB form number</i>	<i>Form name</i>
15-1989/5989	Articles of Involuntary Dissolution—Domestic Corporation	15-9120	Unincorporated Nonprofit Association—Agent for Service of Process—Appointment/Amendment/Cancellation
15-2104/2305	Articles of Amendment—Domestic Business Corporation—Election of Nonstock Status/Statutory Close Status	15-9120D	Unincorporated Nonprofit Association—Agent for Service of Process—Resignation of Agent
15-2309A/2309B	Domestic Business/Statutory Close Corporation—Breach or Cure of Breach of Qualifying Conditions	<i>19 Pa. Code forms</i>	
15-2704/2904/3304	Articles of Amendment—Domestic Business Corporation—Election of Management/Professional/Benefit Corporation Status	19-17.2	Consent to Appropriation of Name
15-2905	Statement of Election of Professional Corporation Status	<i>Title 54 forms</i>	
15-3331	Annual Benefit Report	54-311	Application for Registration of Fictitious Name
15-5110	Annual Statement—Nonprofit Corporation	54-312/313	Fictitious Name—Amendment, Withdrawal, Cancellation
15-5306/7102	Articles of Incorporation—Nonprofit	54-502	Application for Registration of Unincorporated Association Name
15-7104/7105/ 7106/7107	Articles of Amendment—Election/ Termination of Cooperative Corporation Status	54-503	Decennial Report of Association Continued Existence
15-8201A	Statement of Registration—Domestic Registered Limited Liability Partnership	54-506	Statement of Termination of Registration of Association Name
15-8201B/8201C	Statement of Amendment/ Termination—Domestic Registered Limited Liability Partnership	54-1112	Application for Registration of Trademark or Service Mark
15-8205	Statement of Withdrawal from Registered Limited Liability Partnership	54-1114/1115	Application for Renewal/Assignment of Registration of Trademark or Service Mark
15-8221/8998	Certificate of Annual Registration	54-1311/1312	Registration/Amendment of Insignia
15-8511	Certificate of Limited Partnership	54-1314/1515	Decennial Report of Insignia or Mark Used With Articles or Supplies
15-8512/8951	Certificate of Amendment—Limited Partnership/Limited Liability Company	54-1511/1512	Registration/Amendment of Mark Used with Articles or Supplies
15-8513	Certificate of Cancellation—Limited Partnership	<i>Title 13 forms</i>	
15-8515	Certificate Pursuant to Judicial Order—Limited Partnership	UCC1	Uniform Commercial Code— Financing Statement
15-8519	Certificate of Summary of Record—Limited Partnership	UCC1Ad	Uniform Commercial Code— Financing Statement Addendum
15-8524/8532	Certificate of Withdrawal by Partner	UCC1AP	Uniform Commercial Code— Financing Statement Additional Party
15-8701A/8701B/ 8701C	Statement of Election/Amendment/ Termination—Partnership	UCC3	Uniform Commercial Code— Financing Statement Amendment
15-8913	Certificate of Organization— Domestic Limited Liability Company	UCC3Ad	National Uniform Commercial Code—Financing Statement Amendment Addendum
15-8975	Certificate of Dissolution—Domestic Limited Liability Company	UCC3AP	Uniform Commercial Code— Financing Statement Amendment Additional Party
		UCC5	Information Statement
		UCC11	Information Request

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Statement of Change of Registered Office by Agent – DSCB:15-108 (rev. 7/2015)  108
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$5

In compliance with the requirements of 15 Pa.C.S. § 108 (relating to change in location or status of registered office provided by agent), the undersigned person who maintains the registered office of an association and who desires to change the following with respect to such agency hereby states that:

1. The name of the association represented by the undersigned person is:

2. The current name of the person in care of the foregoing office: _____

The person named immediately above in this paragraph has been designated in fact as the agent in care of the registered office in the Commonwealth of Pennsylvania of the association named in paragraph 1 of this statement.

For change in the name of the Agent

3. The name to which the person in care of the foregoing office shall be changed to is:

For change in the registered office of the association

4. The address of the present registered office in this Commonwealth of the above-named association is:

Number and Street
City
State
Zip
County

DSCB:15-108-Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps


Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$5 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. This form is to be signed on behalf of the agent named in Paragraph 2, not by an officer of the association named in Paragraph 1. The term “name of the person in care of the office” in Paragraph 4 refers to the proper name of the corporation service company/agent/registered office provider.
- D. A separate form DSCB:15-108 shall be filed for each association represented by the agent named in Paragraph 4.
- E. The agent is required by 15 Pa.C.S. § 108(b) (relating to action by and notice to association) to furnish to the association a copy of this form as filed in the Department.
- F. Under 15 Pa.C.S. § 108(a) (relating to general rule), if the status of an agent as a provider of a registered office is terminated by this filing, the location of the registered office of the association represented is not affected, but the person formerly in care of the office (e.g. corporation service company/agent/registered office provider) shall thereafter not have any responsibility with respect to matters tendered to the office in the name of the association represented. **The association should immediately file in the Department an appropriate form designating a superseding registered office address.** Until this occurs, the old address is continued in effect for purposes of venue and official publication.
- G. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to:	<p>Copy/Certification Request DSCB:15-133/145/153 (7/1/2015)</p>  13353

Name _____	
Address _____	
City _____ State _____ Zip Code _____	
<input type="checkbox"/> Return document by email to: _____	

Read all instructions prior to completing.

Copies and certifications of most filed documents may be obtained online at <https://www.corporations.pa.gov/>.

1. The requested entity name(s) and number(s), if known, is(are):

Name Entity Number

Name Entity Number

Name Entity Number

Name Entity Number

2. The document and quantity requested is:

___ Subsistence Certificate (for domestic entity)

___ Certificate of Registration (for registered foreign association)

___ Engrossed Certificate (custom certification) attesting to: _____

___ Plain or ___ Certified Index and Docket report (written search)

___ Plain or ___ Certified copies of all documents on record for the above identified entity(ies)

___ Plain or ___ Certified copies of _____
Indicate specific documents requested for the above identified entity(ies)

3. Method of payment:

___ Check/money order Deposit Account Number _____

DSCB: 15-133/145/153-Instructions

**Pennsylvania Department of State
 Bureau of Corporations and Charitable Organizations
 P.O. Box 8722
 Harrisburg, PA 17105-8722
 (717) 787-1057
 Web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If not typed, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The fees vary based on the document requested and number of pages. The statutory fees are available on the Bureau’s web site at www.dos.pa.gov/corps and in statute at 15 Pa.C.S. § 153 and are identified below. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. Checks should be made payable to the Department of State and must contain a commercially pre-printed name and address. The requestor agrees to pay all statutory fees with respect to this request in advance of receiving the information and/or documents.

If the total fee is unable to be calculated, the initial search fee of \$15 (per entity name) must be received before the Bureau will begin processing the request. If the fee cannot be calculated in advance or if insufficient funds are submitted, the Bureau will return an invoice indicating additional fees due. All fees must be paid prior to the Bureau releasing the requested documents.

Expedited Service of copy and certification requests may be obtained by submitting DSCB:15-153(a)(15) (Expedited Service Request), together with this form and required fees.

This form and payment should be mailed or delivered to the address above.

Form Instructions


Enter the name and mailing address to which any correspondence regarding this request should be sent. This field must be completed for the Bureau to return the requested copies. If the copies/certifications are to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how the requested document may be downloaded.

1. Give the entity name(s) and the entity number, if known, for which information is being requested. Up to four entities may be listed per form.
2. Give the quantity of documents requested, and if applicable, identify the specific documents or information requested (i.e. Articles of Incorporation, Statement of Merger etc.) Multiple documents may be selected on one form.
3. Check the appropriate payment type and provide the customer deposit account number, if applicable.
4. Check the appropriate method of expedited service, if applicable. Expedited fees are in addition to the statutory fees for the requested documents. Expedited fees are per document and/or entity requested. Expedited requests must be submitted to the Bureau in person.

Fees

Subsistence Certificate	\$ 40.00
Certificate of Registration	\$ 40.00
Engrossed Certificate	\$125.00
Certification	\$ 40.00
Search Fee	\$ 15.00
Copy Fee (per page furnished)	\$ 3.00
Certified Index and Docket	\$ 55.00
Plain Index and Docket	\$ 15.00

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<p style="text-align: center;">Docketing Statement – New Entity DSCB:15-134A (rev. 7/2015)</p>	 <p style="text-align: center;">134A</p>
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1. Entity Name:

In the case of a foreign association which must use an alternate name to register to do business in Pennsylvania, the alternate name should be given.

2. Tax Responsible Party

Name of individual responsible for initial tax reports: _____

Mailing address of individual responsible for initial tax reports:

Number and street	City	State	Zip	County

3. Description of Business Activity:

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Docketing Statement – Changes DSCB:15-134B (rev. 7/2015)	 134B
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BUREAU USE ONLY:		
Revenue _____	Labor & Industry _____	Other _____

Part I. Complete for each filing:

Current name of entity or association (*survivor or new entity*):

Entity number, if known: _____ Formation/foreign registration date in PA: _____

State of formation: _____ Effective date, if any: _____

Part II. Check appropriate transaction:

- | | |
|--|---|
| <input type="checkbox"/> Amendment (complete Section A) | <input type="checkbox"/> Correction (complete Section A) |
| <input type="checkbox"/> Merger (complete Section B) | <input type="checkbox"/> Division (complete Section C) |
| <input type="checkbox"/> Conversion (complete Section D) | <input type="checkbox"/> Abandonment (complete Section E) |
| <input type="checkbox"/> Revival (complete Section F) | <input type="checkbox"/> Domestication (complete Section G) |
| <input type="checkbox"/> Dissolution before Commencement of Business
(complete Section H) | |

Section A – Amendment or Correction - Complete fields which pertain to changes:

Name _____

Registered Office: _____
Number and street City State Zip County

Purpose _____

Stock (aggregate number of shares authorized): _____ Effective Date: _____

Term of Existence: _____ Other: _____

Filing type to be amended or corrected: _____

Section B – Merger - Complete Section A with any changes to the association surviving the merger, if any

Merging entities not surviving the merger are: (*attach sheet for additional merging entities*)

Name

Effective Date

Incorporation/foreign registration date in PA

State of Jurisdiction

Name

Effective Date

Incorporation/ foreign registration date in PA

State of Jurisdiction

DSCB:15-134B-2

Section C – Division - Complete Section A with any changes to the association surviving the division, if any

Check only one: Entity named in Part I survives Entity named in Part I does not survive.

Newly created entity(s) from the division are: (attach sheet for additional new entities)

Name Entity Number

Name Entity Number

Section D – Conversion

Type of converting association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Type of converted association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other _____

Jurisdiction _____

Jurisdiction _____

Section E – Abandonment

_____ filed in the Department of State on _____
Type of filing Date of filing

Identify all entities involved (attach sheet for additional entities)

Name Entity Number

Name Entity Number

Section F – Revival - complete Section A with any changes to revived association

Entity named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired.

Section G – Domestication

Domesticating jurisdiction _____ Domesticated jurisdiction _____


Check if applicable

Domesticated entity is a nonregistered foreign association

Section H – Dissolution before Commencement of Business

Entity named in Part I hereby dissolves prior to the commencement of business.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	<p>Statement of Correction DSCB:15-138 (rev. 7/1/2015)</p>  138
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction), the undersigned association or other person, desiring to correct an inaccurate, defective or erroneous record, hereby states that:

1. The name of the association or other person is: _____

2. The current registered office address as on file with the Department of State. *Complete part (a) OR (b) – not both:*
 - (a) _____
 Number and street City State Zip County

 - (b) c/o: _____
 Name of Commercial Registered Office Provider County

3. The statute by or under which the association was formed (or the preceding filing was made, in the case of a filing that does not constitute a part of the public organic record of an association) is: _____

4. The inaccuracy or defect to be corrected is (include Department of State form name and date filed):

5. Check one of the following:
 - The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto.
 - The original document to which this statement relates shall be deemed re-executed.
 - The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this Statement of Correction to be signed by a duly authorized officer thereof or otherwise in its name this _____ day of _____, 20_____.

 Name of Association

 Signature

 Title

DSCB:15-138 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$70. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

Applicable Law

See 15 Pa.C.S. § 138 for general information on Statement of Correction. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

Whenever any document authorized or required to be delivered to the Department of State for filing has been so filed and is an inaccurate record of the action therein referred to or was defectively or erroneously executed, the document may be corrected by delivering to the Department for filing a Statement of Correction.

Only documents that have already taken effect may be corrected under this section. If a document has not yet taken effect, it may be abandoned under 15 Pa.C.S. § 141 if the requirements of that section are satisfied. Otherwise, the document must be amended in accordance with the applicable provisions of this title or, if the document relates to the formation of an entity, the existence of the entity may be terminated in accordance with the applicable provisions of law. *A Statement of Correction may not be used as an alternative to the dissolution process.* Thus, a Statement of Correction may not be used to strike the original public organic record (such as Articles of Incorporation) from the records of the Department. See 15 Pa.C.S. § 138(b)(2).

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:15-134B (Docketing Statement - Changes) with respect to each form, if any, which accompanied the original filing.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the

filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the association. The name on this line must match exactly the association name as provided in the document sought to be corrected and in the Department's records at the time this Statement of Correction is submitted for filing. **This field is required.**

2. Current address. The address provided must be the association's registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time this Statement of Correction is submitted for filing. **This field is required.**

3. Supply the statute by or under which the association was formed, or the preceding filing was made, in the case of a filing that does not constitute a part of the public organic record of an association. Example: Business Corporation Law of 1988, Limited Liability Company Law of 1994. **This field is required.**

2. The type of document to be abandoned is the name of the form or document previously submitted, which has not yet become effective: Statement of Merger, Articles of Incorporation, etc. **This field is required.**

3. The date is the date the document sought to be abandoned was delivered to the Department for filing. **This field is required.**

4. Identify the inaccuracy or defect to be corrected. This should identify the defective document by specifying its name and DSCB form number, the filing date of the defective document and a statement of the defect to be corrected. **This field is required.**

Signature and Verification

The Statement of Correction must be signed by the association or other person that delivered the inaccurate, erroneous or defective document for filing. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

DSCB:15-141 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$70. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

Applicable Law

See 15 Pa.C.S. § 141 for general information on Statement of Abandonment. See 15 Pa.C.S. §§ 334, 344, 354, 365, 374 for abandonment of entity transactions. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

A document previously delivered to the Department of State for filing but which has not yet taken effect may be abandoned before it takes effect by filing a Statement of Abandonment.

Only documents that have not yet taken effect may be abandoned under this section. If a document has taken effect, it may be corrected under 15 Pa.C.S. § 138 if the requirements of that section are satisfied. Otherwise, the document must be amended in accordance with the applicable provisions of this title or, if the document relates to the formation of an entity, the existence of the entity may be terminated in accordance with the applicable provisions of this title.

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:15-134B (Docketing Statement - Changes) with respect to each association affected by the filing.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the association. The name on this line must match exactly the association name as provided in the document sought to be abandoned and in the Department's records at the time the Statement is submitted for filing. **This field is required.**
2. The type of document to be abandoned is the name of the form or document previously submitted, which has not yet become effective: Statement of Merger, Articles of Incorporation, etc. **This field is required.**
3. The date is the date the document sought to be abandoned was delivered to the Department for filing. **This field is required.**
4. Approval. See 15 Pa.C.S. §§ 334, 344, 354, 365, 374 for requirements for approval of abandonment of entity transactions. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

Signature and Verification

The Statement of Abandonment must be signed by a person with the authority to sign the statement. For abandonment of entity transactions (merger, interest exchange, conversion, division and domestication), the Statement of Abandonment must be signed by a party to the plan. Where a document being abandoned has been signed by an association, an individual who is different from the individual who signed the original document on behalf of the association may sign the statement of abandonment on behalf of the association. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Preclearance of Document DSCB:15-152(1) (7/1/2015)	 1521
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A document intended for filing in the Department of State may be precleared for a fee of \$70 per document.
The purpose of this procedure is to confirm the accuracy of the document to be filed,
prior to the actual submittal of the same document.

This form must be completed and submitted with each document sought to be precleared.

Entity Name: _____		Entity Number: _____
Requestor's Name: _____ Requestor's Address: _____ _____ _____	Return Document Via: (CHECK ONLY ONE) <input type="checkbox"/> COUNTER PICKUP <input type="checkbox"/> MAIL <input type="checkbox"/> EMAIL _____	
Documents to be precleared: Type of document/entity name _____ Type of document/entity name _____ Type of document/entity name _____		
Preclearance fee is \$70 per document. Payment Method: <input type="checkbox"/> Deposit Account number _____ <input type="checkbox"/> Check		

By checking this box, I verify that I have read and understand the policies and procedures for Preclearance of Documents. I understand that the preclearance is of the attached document as submitted at this time. I understand that preclearance of documents does not reserve an association name and that the preclearance fee is nonrefundable.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<p>Expedited Service Request DSCB:15-153(a)(15) (rev. 7/1/2015)</p>	 15315
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**This form MUST be completed and submitted with EACH expedited request.
EXPEDITED REQUESTS MUST BE SUBMITTED IN PERSON.**

Entity Name: _____	Entity Number: _____						
Requestor's Name: _____ Requestor's Address: _____ _____ Contact Person: _____ Phone Number: _____	Return Document Via: (CHECK ONLY ONE) <input type="checkbox"/> COUNTER PICKUP <input type="checkbox"/> EMAIL - Completed filings will be emailed to the email address supplied below. _____						
<p>Select the Level of Expedited Service: EXPEDITED SERVICE FEES ARE IN ADDITION TO FILING FEES.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 80%;"><input type="checkbox"/> SAME-DAY SERVICE (must be received before 10:00 a.m.)</td> <td style="text-align: right; vertical-align: top;">Expedited Fee(s): \$100.00</td> </tr> <tr> <td><input type="checkbox"/> THREE-HOUR SERVICE (must be received before 2:00 p.m.)</td> <td style="text-align: right; vertical-align: top;">\$300.00</td> </tr> <tr> <td><input type="checkbox"/> ONE-HOUR SERVICE (must be received before 4:00 p.m.)</td> <td style="text-align: right; vertical-align: top;">\$1,000.00</td> </tr> </table>		<input type="checkbox"/> SAME-DAY SERVICE (must be received before 10:00 a.m.)	Expedited Fee(s): \$100.00	<input type="checkbox"/> THREE-HOUR SERVICE (must be received before 2:00 p.m.)	\$300.00	<input type="checkbox"/> ONE-HOUR SERVICE (must be received before 4:00 p.m.)	\$1,000.00
<input type="checkbox"/> SAME-DAY SERVICE (must be received before 10:00 a.m.)	Expedited Fee(s): \$100.00						
<input type="checkbox"/> THREE-HOUR SERVICE (must be received before 2:00 p.m.)	\$300.00						
<input type="checkbox"/> ONE-HOUR SERVICE (must be received before 4:00 p.m.)	\$1,000.00						
<p>Payment Method:</p> <input type="checkbox"/> Deposit Account number _____ <input type="checkbox"/> Check <input type="checkbox"/> Credit Card							

By checking this box, I verify that I have read and understand the policies and procedures for Expedited Services published in the Pennsylvania Bulletin. To the best of my knowledge, the attached document is acceptable for filing as presented to the Bureau. I understand that if this document is not accepted for filing, the expedited service fee and the filing fee(s) are nonrefundable.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Special Processing DSCB:15-153(a)(17) (7/1/2015)	 15317
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A request that multiple documents delivered to the Department of State on the same day be filed in a certain order may be completed for an additional special processing fee of \$70.

This form must be completed and submitted with each group of documents.

Entity Name: _____		Entity Number: _____
Requestor's Name: _____ Requestor's Address: _____ _____ _____	Return Document Via: (CHECK ONLY ONE) <input type="checkbox"/> COUNTER PICKUP <input type="checkbox"/> MAIL <input type="checkbox"/> EMAIL _____	
Specify the order in which documents are to be filed:		
File 1 st _____	(name of entity/ type of document)	
File 2 nd _____	(name of entity/ type of document)	
File 3 rd _____	(name of entity/ type of document)	
File 4 th _____	(name of entity/ type of document)	
File 5 th _____	(name of entity/ type of document)	
Special Processing fee is \$70 and is in addition to filing fees and expedited service fees.		
Payment Method:		
<input type="checkbox"/> Deposit Account number _____		
<input type="checkbox"/> Check		

By checking this box, I verify that I have read and understand the policies and procedures for Special Processing. To the best of my knowledge, the attached documents are in the proper order and are acceptable for filing as presented to the Bureau. I understand that if one of these documents is not accepted for filing, the documents to be filed after the rejected document will also be rejected. I also understand that the Special Processing fee and the filing fee(s) are nonrefundable.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<p>Statement of Unpaid Fee DSCB:15-154 (rev. 7/2015)</p>	 193
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In compliance with the requirements of 15 Pa.C.S. § 154(a) (relating to enforcement and collection) and 19 Pa. Code § 3.104(d) (relating to returned checks; effect on filing), the Department of State hereby states that:

1. The name of the association or other entity to which this statement relates is:


2. The filing to which this statement relates was filed in the Department of State on _____ and recorded in the records of the Department.
Date (MM/DD/YYYY)

3. By reason of the failure of the Department to receive payment in full for the filing fee payable with respect to the filing to which this statement relates; and any related invoice fee, in the manner and within the time prescribed by 19 Pa. Code Ch. 3, the filing to which this statement relates has become void.

Department of State
Bureau of Corporations and Charitable Organizations

Authorized Signature

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	<p>Statement of Domestication - Other</p> <p>DSCB:15-161 (7/1/2015)</p>  <p>161</p>
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 161 (relating to domestication of certain alien associations), the undersigned association, desiring to become a domestic association, hereby states that:

1. The name of the association is: _____
2. The date on which the association was first formed, incorporated or otherwise came into being is: _____
3. The name of the jurisdiction under the laws of which it was first formed, incorporated or otherwise came into being is:

4. The name of the jurisdiction that constituted the seat, siege social or principal place of business or control administration of the entity, or any equivalent under applicable law, immediately prior to the filing of this statement is:

5. Upon domestication, the association will be a domestic association under the laws of the Commonwealth of Pennsylvania. Specify type of association: _____
6. The (a) address of the association’s proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: *Complete part (a) OR (b) – not both:*
 - (a) _____

Number and street
City
State
Zip
County
 - (b) c/o: _____

Name of Commercial Registered Office Provider
County
7. The filing of this statement has been authorized by a majority in interest of the interest holders of the association or by any greater vote required by its organic rules.
8. Optional statement – please check box if applicable.
 The renunciation of the prior domicile of the undersigned association has been authorized by a majority in interest of the interest holders of the association or by any greater vote required by its organic rules.

IN TESTIMONY WHEREOF, the undersigned association has caused this Statement of Domestication - Other to be signed by a duly authorized officer thereof this _____ day of _____ 20_____.

Name of Association

Signature

Title

DSCB:15-161 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$70. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

Applicable Law

See 15 Pa.C.S. § 161 for general information on Domestication of Certain Alien Associations. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

This form sets forth a procedure by which an association that is organized under the laws of a jurisdiction other than Pennsylvania and that is not an "entity" (and thus is not eligible to domesticate in Pennsylvania under Subchapter G or Chapter 3) may become a domestic Pennsylvania association.

An association that can be domesticated under Subchapter G of Chapter 3 (relating to domestication) must use DSCB:15-375 (Statement of Domestication) and may not be domesticated using this form [DSCB:15-161 (Statement of Domestication – Other)].

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:15-134A (Docketing Statement).

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record. This form shall be executed in the English language.

1. Give the exact name of the association. If the name is in a foreign language, it shall be set forth in Roman letters or

characters or Arabic or Roman numerals. If the name is one that is rendered unavailable for use by a domestic entity by section 202(b) or (c) (relating to requirements for names generally), the association shall adopt a new name, in accordance with any procedures for changing the name of the association that are applicable prior to the domestication of the association, and shall set forth the new name in the statement. It is not intended that the association must formally change its name prior to domesticating since there would be no reason for Pennsylvania to require a filing in the jurisdiction that the association is leaving. Rather, it will be sufficient for the association to obtain whatever approvals by the interest holders of the association and those persons managing its affairs would be necessary to change its name. **This field is required.**

2. Give the date on which the domesticating entity was originally incorporated or formed. Provide month, day and year. **This field is required.**

3. Give the jurisdiction of formation of the domesticating entity. This must be a jurisdiction other than Pennsylvania and will most likely be a jurisdiction outside of the United States and its territories. For example, if the domesticating association was originally chartered, formed or organized in the Republic of Uzbekistan, then the jurisdiction of formation is Uzbekistan. **This field is required.**

4. Give the jurisdiction which constituted the principal place of business for the domesticating entity immediately prior to the domestication. This must be a jurisdiction other than Pennsylvania and will most likely be a jurisdiction outside of the United States and its territories. For example, if the domesticating association was had its principal place of business or control in the Federative Republic of Brazil immediately prior to the domestication, then the jurisdiction constituting the seat or control of the association is Brazil. **This field is required.**

5. Fill in the type of Pennsylvania association that the domesticating association will become upon domestication. Types of domestic associations include: business corporation, nonprofit corporation, limited liability company, limited partnership, limited liability (general) partnership, limited liability limited partnership, professional association or business trust.

Since this form is designed particularly for associations that do not correspond directly to a recognized type of Pennsylvania association, this field leaves to the domesticating association the choice of the type of association it will be under Pennsylvania law. **This field is required.**

DSCB:15-161 - Instructions

6. This address must be in Pennsylvania. Give one of the following: the registered office address in the Commonwealth in (a) or the name of a Commercial Registered Office Provider (b) and the county of venue.

Listing a Commercial Registered Office Provider in lieu of providing a registered office address is an option for any association that does not have a physical location or mailing address in Pennsylvania. Prior to listing a Commercial Registered Office Provider address, the association should enter into a contract for the services of the Commercial Registered Office Provider.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses), an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

This field is required.


7. **This is a required statement.**

8. Check box if statement is applicable. **This field is optional.**

Signature and Verification

An authorized representative of the domesticating entity must sign the Statement of Domestication - Other. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: _____ Name _____ Address _____ City State Zip Code _____ <input type="checkbox"/> Return document by email to: _____	Name Reservation/Transfer of Reservation DSCB:15-208 (7/1/2015)  208
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70 Check One: Name Reservation Transfer of Name Reservation

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 208 (relating to Reservation of name), the undersigned hereby states that:

1. The name to be reserved/transferred is: _____

2. The name of the person or association reserving/transferring the name is:

3. The address of the person or association reserving/transferring the name is:

 Number and street City State Zip Code

For TRANSFER of Name Reservation ONLY

4. The name of the person or association to whom the name reservation is being transferred is:

5. The address of the person or association to whom the name reservation is being transferred is:

 Number and street City State Zip Code

IN TESTIMONY WHEREOF, the undersigned person or association has caused this Name Reservation/Transfer of Reservation to be signed this _____ day of _____, 20_____.

 Name of Applicant/Transferor*

 Applicant/Duly authorized representative/Transferor Signature
 (A transfer of name reservation must be signed by the person who initially reserved the name.)

 Title (for association applicant only)

DSCB:15-208--Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Available names will be reserved for a period of 120 days. Bank name reservations will be reserved for a period of six months.

NOTE: The online and customer service name availability search function only performs a preliminary search of availability in the Bureau's database. Upon receipt of a registration request, the Bureau will perform a detailed search and confirm whether or not the requested name is available. Do not have signs, business cards, bank accounts or contracts established in the requested business name prior to obtaining official confirmation of acceptance of the filing from the Bureau.

This form only provides for a single, one-time reservation of a name. After the 120-day reservation period expires, the name becomes available again and anyone, including the original reserver, may reserve the name. Nothing prevents the formation of an association for the purpose of holding a name if a longer period of reservation is desired than the 120-day period permitted by 15 Pa.C.S. § 208.

Who should file this form?

Any individual or association seeking to reserve an association name for a period of 120 days may file this form. Fictitious names may not be reserved because they do not have name exclusivity.

Applicable Law

For name reservations, in general, 15 Pa.C.S. § 208; for names, in general, 15 Pa.C.S. § 414 and §§ 201-209. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Association Name Requirements

Association designators are not required to reserve an association name. Generally, the name of an association may

not be the same as the name of another association which is already on the records of the Department of State. A domestic filing entity, a domestic limited liability partnership, an electing partnership, a registered foreign association or an association registered at any time under 54 Pa.C.S. Ch. 5 (relating to corporate and other association names) may consent to the use of its name. See DSCB:19-17.2 (Consent to Appropriation of Name) for consent requirements.

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) Any *necessary* copies of form DSCB: 19-17.2 (Consent to Appropriation of Name).
- (2) Any *necessary* governmental approvals.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the name of the association to be reserved. An association designator is not required to be part of the reserved name. For domestic filing entity name requirements, see 15 Pa.C.S. §§ 201-207. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**
2. Give the name of the person or association requesting the name reservation. Under the definition of "person" in 1 Pa.C.S. § 1991, a corporation, partnership, or other association, as well as a natural person, may reserve an association name. **This field is required.**
3. Give the address of the person or association requesting the name reservation. Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses), an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address. **This field is required.**

DSCB:15-208--Instructions


4. Give the name of the person or association to whom the reservation is transferred. **This field is required for Transfer of Name Reservation only.**
5. Give the address of the person or association to whom the reservation is transferred. **This field is required for Transfer of Name Reservation only.**

Signature and Verification

The person or an authorized representative of the association reserving the name must sign the Name Reservation. A Transfer of a Name Reservation must be signed by the transferor (the individual or association that initially reserved the name). A Transfer of a Name Reservation may not be signed by the transferee (the person to whom the name is transferred).

Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects **This field is required.**

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Application for Registration of Name of Nonregistered Foreign Association DSCB: 15-209 (7/1/2015)  209
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Read all instructions prior to completing.

Fee: \$70

Check one: Initial registration Renewal of registration

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 209 (relating to Registration of name of nonregistered foreign association), the undersigned foreign association, hereby states that:

1. The type of association is (check only one):

- | | | |
|--|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | |

2. The full and proper name of the foreign association as registered in its jurisdiction of formation is:

2A. If the name in 2 does not contain a required designator or if the name in 2 is not available for use in the Commonwealth, the alternate name under which the association is registering in this Commonwealth is:

A resolution of the governors adopting the name in 2A for use in registering to do business in this Commonwealth must be attached.

3. The principal office address of the nonregistered foreign association is:

Number and street City State Zip

IN TESTIMONY WHEREOF, the undersigned nonregistered foreign association has caused this Application for Registration of Name to be signed by a duly authorized officer thereof this _____ day of _____, 20____.

Name of Nonregistered Foreign Association

Signature

Title

DSCB:15-209–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Who should file this form?

Any nonregistered foreign association seeking to register an association name for a period of up to one year may file this form. Available names will be reserved through December 31 of the year in which the registration is filed. Registrations may be renewed annually between October 1 and December 31 for the following calendar year.

A foreign association whose name registration is effective may register as a foreign association under the registered name or consent to the use of that name by another association.

Applicable Law

For registration of name of nonqualified foreign association, 15 Pa.C.S. § 209; for names, in general, 15 Pa.C.S. § 414 and §§ 201-209. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Association Name Requirements

Generally, the name of an association may not be the same as the name of another association which is already on the records of the Department of State. Depending on the type of association, certain designators must be used in the association name. The minimum requirements for association names can be found at 15 Pa.C.S. §§ 201-209. Provisions relating to foreign association names are at 15 Pa.C.S. § 206 and § 414.

Restricted word and/or approvals:

Association names may not contain words, phrases or abbreviations prohibited or restricted by statute or regulation, unless in compliance with the restriction, generally with the consent or approval of a government agency, board or commission. These may include certain professional and occupational boards or commissions of the Bureau of Professional and Occupational Affairs, the Department of Education, the Department of Banking and Securities, the Insurance Department or the Public Utility Commission.

There are also words and abbreviations that may be restricted, prohibited, or may be permitted in certain instances as provided in various federal statutes, Attorney General opinions and Bureau regulations.

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) Any *necessary* copies of form DSCB:19-17.2 (Consent to Appropriation of Name). If Consent cannot be obtained, the association may adopt, for the purpose of doing business in this Commonwealth, an alternate name as indicated in Instruction 2A.
- (2) Any *necessary* governmental approvals.
- (3) If the association must adopt an alternate name for use in Pennsylvania, a resolution adopting the name must be attached.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

Indicate whether the application is an initial registration or whether the application is being renewed. Renewals must be submitted for filing between October 1 and December 31 for the following calendar year.

1. Select the type of association. Only one option may be selected. **This field is required.**
2. Give the exact name of the nonregistered foreign association in its jurisdiction of formation. This should include the exact spelling, punctuation and any identifier such as “Inc.,” “LLC” or “Limited.” Jurisdiction of Formation means the state or country of incorporation or domestic registration. For the purposes of this form, the jurisdiction of formation may not be Pennsylvania. **This field is required.**

2A. Alternate name:

A foreign association *must* register under its proper name under the laws of its jurisdiction of formation if that name satisfies the requirements of 15 Pa.C.S. §§ 201-209. If the proper name of the nonregistered foreign association is unavailable because it is not distinguishable on the records of

DSCB:15-209--Instructions

the Department of State from a name already in use, reserved or registered or if the name does not comply with 15 Pa.C.S. §§ 201-209 (relating to names), the foreign association must adopt an alternate name for use in Pennsylvania that complies with 15 Pa.C.S. §§ 201-209 and set forth the resulting name in Paragraph 2A. A resolution from the association's governors adopting the name must be attached.

An acceptable association identifier must be part of the association name. For foreign association name requirements, see 15 Pa.C.S. § 206, § 412 and § 414. Where the name of the foreign association does not comply with 15 Pa.C.S. §§ 201-209 (relating to names), the foreign association must adopt an alternate name that complies with 15 Pa.C.S. §§ 201-209 for use in Pennsylvania. If applicable, enter the name for use in Pennsylvania in 2A. A resolution from the association's governors adopting the name must be attached.


This field is required *only if the name in field 2 is unavailable because it is not distinguishable on the records of the Department of State from a name already in use, reserved or registered or if the name does not comply with 15 Pa.C.S. §§ 201-209 (relating to names).*

3. The street and mailing address of the association's principal office. This is the principal executive office of the association and need not be located in this Commonwealth. Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses), an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address. **This field is required.**

Signature and Verification

An authorized representative of the unregistered foreign association must sign the Application. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Statement of Merger DSCB:15-335 (7/1/2015)  335
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Read all instructions prior to completing.

Fee: \$70 plus \$40 for *each* association that is a party to the merger
 The minimum amount to be submitted with this filing is \$150

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 335 (relating to Statement of merger), the undersigned, desiring to effect a merger, hereby states that:

A. For the surviving association:

1. The name of the surviving association is: _____
2. The jurisdiction of formation of the surviving association: _____
3. The type of association of the surviving association is (check only one):
 - Business Corporation
 - Nonprofit Corporation
 - Limited Liability Company
 - Limited Partnership
 - Limited Liability (General) Partnership
 - Limited Liability Limited Partnership
 - Business Trust
 - Professional Association
 - Other _____

DSCB:15-335-4

C. Effective date of statement of merger (check, and if appropriate complete, one of the following):

- This Statement of Merger shall be effective upon filing in the Department of State.
- This Statement of Merger shall be effective on: _____ at _____.

Date (MM/DD/YYYY)

Hour (if any)

D. Approval of merger by merging associations (check all applicable statement(s)):

- For domestic entities – The merger was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter C (relating to merger).
- For foreign associations – The merger was approved in accordance with the laws of the jurisdiction of formation.
- For domestic associations that are not domestic entities – The merger was approved by the interest holders of the merging association in the manner required by its organic law.

E. Attachments (see Instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned merging associations have caused this Statement of Merger to be signed by duly authorized officers thereof this _____ day of _____, 20 _____.

Name of Merging Association	Name of Merging Association
Signature	Signature
Title	Title

DSCB:15-335-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 plus an additional \$40 for *each* association that is a party to the merger. For a merger between two parties, for example, a total filing fee of \$150 is assessed.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Applicable Law

The Association Transactions Act, effective July 1, 2015, sets out the procedural aspects of mergers for all entity types. See, in general, 15 Pa.C.S. §§ 311-330; for merger; 15 Pa.C.S. §§ 331-336. The requirements for the Statement of Merger are set forth in 15 Pa.C.S. § 335. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

A Statement of Merger must be filed with the Pennsylvania Department of State where the merger includes one of the following:

- (1) One or more domestic entities merging with one or more domestic entities or foreign associations into a surviving association.
- (2) Two or more foreign associations merging into a surviving association that is a domestic entity.
- (3) A domestic banking institution is a merging association or surviving association in a merger with one or more domestic or foreign associations if the surviving association or at least one of the merging associations is a domestic entity.

Additional parties

Where more than two associations are parties to the merger, the DSCB:15-335AD (Statement of Merger - Addendum) must be completed, contain the appropriate signatures and be attached to this form.

Definitions

A **merger** is a transaction in which two or more merging associations are combined into a surviving association. The result is one association that continues in existence after the merger or is created by the merger. The association surviving the merger may be one of parties to the merger or a newly created entity (formerly called a consolidation).

A **domestic filing association** is a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust.

A **registered foreign association** is a foreign association (formed in a jurisdiction other than Pennsylvania) that is registered to do business in this Commonwealth pursuant to a filing made in the Department of State.

Public organic record refers to Articles of Incorporation (for corporations), Certificate of Limited Partnership (limited partnerships), Certificate of Organization (limited liability companies), Articles of Association (professional association) or Declaration or Deed of Trust (business trusts).

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

A. For the surviving association

A.1. Give the exact name of the surviving association. "Surviving association" means the entity that continues in existence after or is created as a result of a merger. 15 Pa.C.S. § 312. If the surviving association is an existing Pennsylvania filing entity or limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department's records at the time the Statement is submitted for filing. NOTE – if the surviving association is a new entity, be sure to include within the name the appropriate association designator. For example, if a new corporation is being created as the surviving association, an acceptable corporate identifier must be part of the association name. For domestic filing entity name requirements, see 15 Pa.C.S. §§ 201-207. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

A.2. Give the jurisdiction of formation of the surviving association. "Jurisdiction of formation" means the jurisdiction whose law includes the governing statute of the entity. For example, if the surviving association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

DSCB:15-335–Instructions

A.3. Check the appropriate box to indicate the surviving association type. Only one box may be checked. **This field is required.**

A.4. Check and complete one of the boxes and supply an address, based on the criteria given. Follow the instruction beside the box which has been checked for attachments, if any. **This field is required.**

If the association surviving the merger is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the association surviving the merger is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the association surviving the merger is a nonregistered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B. For the merging association(s).

Complete the requested information for all merging associations that do not survive the merger.

B.1. Give the exact name of each merging association that is merged out of existence. “Merging association” means an association that is a party to a merger and exists immediately before the merger becomes effective. 15 Pa.C.S. § 312. If the merging association is an existing Pennsylvania filing entity or domestic limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department’s records at the time the Statement is submitted for filing. **This field is required.**

B.2. Give the jurisdiction of formation of the surviving association. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the surviving association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

B.3. Check the appropriate box to indicate the merging association type. Only one box may be checked. **This field is required.**

B.4. Check and complete one of the boxes and supply an address for the merging association, based on the criteria

given. **This field is required.**

If the merging association (not surviving the merger) is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the merging association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the merging association is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

C. Effective date. Any date specified as the effective date of the Statement of Merger must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the Statement’s delivery to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

D. Approval. See 15 Pa.C.S. § 335(b)(4) and 15 Pa.C.S. §§ 321-330, which set forth the requirements for approval of entity transactions such as mergers by the associations involved. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

E. Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).

The surviving association type determines what additional documents and fees must be attached. The following, in addition to the filing fee and the mandatory attachment above, may be required to accompany this form:

- (2) One copy of a completed form DSCB: 15-134A (Docketing Statement), with respect to any newly created surviving association, unless the surviving association is a nonregistered foreign association.
- (3) Any necessary copies of form DSCB:19-17.2

DSCB:15-335–Instructions

(Consent to Appropriation of Name) or a resolution from the association’s governors adopting an alternate name, if applicable, shall accompany a Statement of Merger effecting a change of name or creating a new Pennsylvania or registered foreign entity.

(4) Any necessary governmental approvals. A merger involving a regulated entity may require approval of a government agency before it can become effective. *See* 15 Pa.C.S. § 103.

(5) If the surviving association existed before the merger and is a Pennsylvania filing entity and is amending its public organic record as approved in the plan of merger, then an Amendment to the public organic record must be attached. For example, DSCB:15-1915/5915 (Articles of Amendment – Domestic Corporation) or DSCB:15-8512/8951 (Certificate of Amendment - Limited Partnership/Limited Liability Company).

(6) If the surviving association is a new Pennsylvania filing entity, one copy of its public organic record must be attached. For example, a completed form DSCB:15-1306-7102 (Articles of Incorporation-For Profit), DSCB:15-5306-7102 (Articles of Incorporation-Nonprofit), DSCB:15-8511 (Certificate of Limited Partnership), DSCB:15-8913 (Certificate of Organization) or other public organic record must be attached to the Statement of Merger with respect to the surviving domestic filing entity.

(7) If the surviving association is a new Pennsylvania limited liability partnership or limited liability limited partnership that is not using the alternative procedure in section 8201(f) (relating to scope), a completed DSCB:15-8201 (Statement of Registration) must be attached to the Statement of Merger.

(8) If the surviving association is a Pennsylvania electing partnership, its completed DSCB:15-8701A (Statement Electing Partnership) must be attached to the Statement of Merger.

(9) If the surviving association is a foreign filing association or foreign limited liability partnership already registered with the Department of State, a completed DSCB:15-413 (Amendment – Foreign Registration Statement) or DSCB:15-418 (Transfer of Registration – Foreign) approved as part of the plan of merger, if applicable.

(10) If the surviving association is a foreign filing association or a foreign limited liability partnership that will register simultaneously to transact business in Pennsylvania as a result of the merger, a completed DSCB: 15-412 (Foreign Registration Statement), accompanied by the applicable fee and attachments, must be submitted at the same time as the Statement of Merger.

(11) Tax clearance certificates. A foreign association may be a party to a merger notwithstanding the fact that it has not been authorized to do business in Pennsylvania. However, if the surviving association is a foreign association that is not, and will not, be registered with the Department of State, there must be submitted

with this form tax clearance certificates from the Department of Revenue and the Department of Labor and Industry with respect to each merging domestic association and registered foreign association evidencing the payment of all taxes and charges payable to the Commonwealth.

NOTE: Any Articles, Application, Statement or Registration attached to the Statement of Merger must separately meet all the statutory filing requirements for that document type. However, if the surviving association is a domestic filing entity, its public organic record does not need to be signed or state the name or address of an incorporator of a corporation, organizer of a limited liability company or similar person with respect to any other type of entity.

Other provisions

A statement of merger may contain any other provision not prohibited by law. If other provisions are intended to be part of the Statement of Merger, they should be attached as an exhibit.

Signature and Verification

An authorized representative of each merging association must sign the Statement of Merger. If the surviving association is also a merging association, the surviving association must also sign. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Filing of Plan of Merger in lieu of Statement of Merger

Pursuant to 15 Pa.C.S. §335(e), a plan of merger that is signed by all of the merging associations and meets all of the requirements of §335 (b) (relating to Contents of Statement of Merger) may be delivered to the Department for filing instead of a Statement of Merger.

Pursuant to 15 Pa.C.S. §316(a), a plan as delivered to the Department for filing in lieu of a statement of merger may omit all provisions of the plan except provisions, if any, that:

- (1) are intended to amend or constitute the operative provisions of the public organic record of a domestic association as in effect subsequent to the effectiveness of the plan;
- (2) are required by this chapter in the statement in lieu of which the plan is being delivered to the department for filing; or
- (3) allocate or specify the respective property and liabilities of the resulting associations, in the case of a plan of division.

However, if any of the provisions of a plan are omitted as permitted under §316 (a), the plan must state that the full text of the plan is on file at the principal office of the surviving or resulting association or domesticated entity and provide the address thereof in the filing made with the Department.

DSCB:15-335AD-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

This form and all accompanying documents shall be mailed to the address stated above.

Who should file this form?

This form is used to identify additional non-surviving parties to a merger and must be submitted with a completed DSCB:15-335 (Statement of Merger) form.

Form Instructions

B. For the merging association(s).

Complete the requested information for all merging associations that do not survive the merger.

B.1. Give the exact name of each merging association that is merged out of existence. "Merging association" means an association that is a party to a merger and exists immediately before the merger becomes effective. 15 Pa.C.S. § 312. If the merging association is an existing Pennsylvania filing entity or domestic limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in the Department's records at the time the Statement is submitted for filing.

This field is required.

B. 2. Give the jurisdiction of formation of the merging association. "Jurisdiction of formation" means the jurisdiction whose law includes the governing statute of the entity. For example, if the merging association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania.

This field is required.

B. 3. Check the appropriate box to indicate the merging association type. Only one box may be checked. **This field is required.**

B. 4. Check and complete one of the address boxes for the merging association, based on the criteria given.

If the merging association (not surviving the merger) is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the merging association is a domestic association that is not a domestic filing association or limited liability partnership,

the address given must be the principal office, including street and number, if any.

If the merging association is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.


Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

This field is required.

Signature and Verification

An authorized representative of each merging association must sign the Statement of Merger. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Statement of Interest Exchange DSCB:15-345 (7/1/2015)  345
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 345 (relating to Statement of interest exchange), the undersigned acquired domestic entity, desiring to effect an interest exchange, hereby states that:

A. For the acquired association:

1. The name of the acquired association is: _____
2. The jurisdiction of formation of the acquired association is Pennsylvania.
3. The type of association is (check only one):

<input type="checkbox"/> Business Corporation	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Business Trust
<input type="checkbox"/> Nonprofit Corporation	<input type="checkbox"/> Limited Liability (General) Partnership	<input type="checkbox"/> Professional Association
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Limited Liability Limited Partnership	<input type="checkbox"/> Other _____
4. Check and complete one of the following addresses.

<input type="checkbox"/>	<p>If the acquired association is a domestic filing association or domestic limited liability partnership, the current registered office address as on file with the Department of State. <i>Complete part (a) OR (b) – not both:</i></p> <p>(a) _____ Number and street City State Zip County</p> <p>(b) c/o: _____ Name of Commercial Registered Office Provider County</p>
<input type="checkbox"/>	<p>If the acquired association is a domestic association that is <i>not</i> a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <p style="text-align: center;">Number and street City State Zip County</p>

DSCB:15-345-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Applicable Law

The Association Transactions Act, effective July 1, 2015, sets out the procedural aspects of interest exchanges for all entity types. See, in general, 15 Pa.C.S. §§ 311-330; for interest exchange; 15 Pa.C.S. §§ 341-346. The requirements for the Statement of Interest Exchange are set forth in 15 Pa.C.S. § 345. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

A Statement of Interest Exchange must be filed with the Pennsylvania Department of State where a domestic entity is an acquired association in an interest exchange. The filing of a Statement of Interest Exchange makes the transaction a matter of public record. A separate public filing by the acquiring entity is not required.

Definitions

An **interest exchange** is a transaction in which one of the following occurs:

(1) A domestic or foreign association acquires all of one or more classes or series of interests of a domestic entity in exchange for interests, securities, obligations, money, other property, rights to acquire interests or securities or any combination of the foregoing.

(2) A domestic entity acquires all of one or more classes or series of interests of a foreign association in exchange for interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.

The effect of an interest exchange is that the acquiring association acquires all of the interests of one or more classes or series of the acquired association. The acquiring association is not required to acquire all of the interests in the acquired association. The separate existence of the acquired association is not affected.

An **acquired association** is the domestic entity or foreign association, all of one or more classes or series of interests in which are acquired in an interest exchange.

An **acquiring association** is the domestic entity or foreign association that acquires all of one or more classes or series of interests of the acquired association in an interest exchange.

A **domestic entity** is an entity, the internal affairs of which are governed by the law of this Commonwealth.

A **domestic filing association** is a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust.

A **registered foreign association** is a foreign association (formed in a jurisdiction other than Pennsylvania) that is registered to do business in this Commonwealth pursuant to a filing made in the Department of State.

Public organic record refers to Articles of Incorporation (for corporations), Certificate of Limited Partnership (limited partnerships), Certificate of Organization (limited liability companies), Articles of Association (professional association) or Declaration or Deed of Trust (business trusts).

Attachments

The following, in addition to the filing fee, shall accompany this form:

(1) Any necessary governmental approvals. An interest exchange involving a regulated entity may require approval of a government agency before it can become effective. See 15 Pa.C.S. § 103.

(2) If the acquired association is a Pennsylvania filing entity and is amending its public organic record as approved in the plan of interest exchange, then an Amendment to the public organic record must be attached. For example, DSCB:15-1915/5915 (Articles of Amendment – Domestic Corporation) or DSCB:15-8512/8951 (Certificate of Amendment - Limited Partnership/Limited Liability Company).

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

A. For the acquired association

A.1. Give the exact name of the domestic entity which is the acquired association. "Acquired association" is the

DSCB:15-345-Instructions

association, all of one or more classes or series of interests in which are acquired in an interest exchange. 15 Pa.C.S. § 312. If the acquired association is a Pennsylvania filing entity or domestic limited liability partnership, the name on this line must match exactly the association name as shown in Department's records at the time the Statement is submitted for filing.

This field is required.

A.2. Give the jurisdiction of formation of the acquired association. "Jurisdiction of formation" means the jurisdiction whose law includes the governing statute of the entity. For the purpose of this filing, the acquired entity association must be a domestic association and thus the jurisdiction of formation is Pennsylvania. **This field is required.**

A.3. Check the appropriate box to indicate the acquired association type. Only one box may be checked. **This field is required.**

A.4. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

If the acquired association is a domestic filing association or domestic limited liability partnership, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the acquired association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B. For the acquiring association

Complete the requested information for the acquiring association.

B.1. Give the exact name of the acquiring association. An "acquiring association" is the domestic entity or foreign association that acquires all of one or more classes or series of interests of the acquired association in an interest exchange. 15 Pa.C.S. § 312.

If the acquiring association is an existing Pennsylvania filing entity or limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department's records at the time the Statement is submitted for filing. **This field is required.**

B.2. Give the jurisdiction of formation of the acquiring association. "Jurisdiction of formation" means the jurisdiction whose law includes the governing statute of the entity. For example, if the acquiring association is a Maryland

corporation, then the jurisdiction of formation is Maryland. **This field is required.**

B.3. Check the appropriate box to indicate the acquiring association type. Only one box may be checked. **This field is required.**

B.4. Check and complete one of the address boxes for the acquiring association, based on the criteria given.

If the acquiring association is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the acquiring association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If acquiring association is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

This field is required.

C. Effective date. Any date specified as the effective date of the Statement of Interest Exchange must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the Statement's delivery to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

D. Approval. See 15 Pa.C.S. § 345(b)(4) and 15 Pa.C.S. §§ 321-330, which set forth the requirements for approval of entity transactions such as interest exchanges by the associations involved. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

Signature and Verification

An authorized representative of the acquired association must sign the Statement of Interest Exchange. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. §

DSCB:15-345-Instructions

4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Other provisions

A statement of interest exchange may contain any other provision not prohibited by law. If other provisions are intended to be part of the Statement of Interest Exchange, they should be attached as an exhibit.

Filing of Plan of Interest Exchange in lieu of Statement of Interest Exchange


Pursuant to 15 Pa.C.S. §345(d), a plan of interest exchange that is signed by the domestic entity which is the acquired association and meets all of the requirements of §345(b) (relating to Contents of Statement of Interest Exchange) may be delivered to the Department for filing instead of a Statement of Interest Exchange.

Pursuant to 15 Pa.C.S. §316(a), a plan as delivered to the Department for filing in lieu of a statement of interest exchange may omit all provisions of the plan except provisions, if any, that:

- (1) are intended to amend or constitute the operative provisions of the public organic record of a domestic association as in effect subsequent to the effectiveness of the plan;
- (2) are required by this chapter in the statement in lieu of which the plan is being delivered to the department for filing; or
- (3) allocate or specify the respective property and liabilities of the resulting associations, in the case of a plan of division.

However, if any of the provisions of a plan are omitted as permitted under §316(a), the plan must state that the full text of the plan is on file at the principal office of the surviving or resulting association or domesticated entity and provide the address thereof in the filing made with the Department.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Statement of Conversion DSCB:15-355 (7/1/2015)  355
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 355 (relating to Statement of conversion), the undersigned association, desiring to effect a conversion, hereby states that:

A. For the converting association:

1. The name of the converting association is: _____

2. The jurisdiction of formation of the converting association is: _____

3. The type of association is (check only one):

- | | | |
|--|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | <input type="checkbox"/> Other _____ |

4. Date on which the association was created, incorporated, formed or otherwise came into existence:

(MM/DD/YYYY)

5. If the converting association is a domestic filing association (a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust), the statute under which it was first created, incorporated, formed or otherwise came into existence:

_____ (ex. Business Corporation Law of 1988, Limited Liability Company Law of 1994, etc.)

DSCB:15-355-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Applicable Law

The Association Transactions Act, effective July 1, 2015, sets out the procedural aspects of conversions for all entity types. See, in general, 15 Pa.C.S. §§ 311-330; for conversion; 15 Pa.C.S. §§ 351-356. The requirements for the Statement of Conversion are set forth in 15 Pa.C.S. § 355. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

A Statement of Conversion must be filed with the Pennsylvania Department of State where:

- (1) a domestic entity becomes a domestic entity of a different type or a domestic banking institution.
- (2) a domestic banking institution becomes a domestic association of a different type.
- (3) a domestic entity becomes a foreign association of a different type.
- (4) a foreign association becomes a domestic entity of a different type.

The converting or converted entity must be a Pennsylvania entity. If both entities are foreign, use Transfer of Foreign Registration form (DSCB 15-418). If converting and converted entity type is the same and the entity is changing its state of formation/organization, use DSCB 15-375 (Statement of Domestication). Conversion into an existing entity is not permissible.

Definitions

A **conversion** is a transaction in which an association changes to a different type of association. For example, a business corporation may convert to a limited liability company. A converted association is the same association as it was before the conversion; it is just of a different legal type. The term "conversion" does not include a transaction in which an association changes the jurisdiction in which it is organized but does not change to a different type of entity; that type of

transaction is referred to as a domestication. A conversion also does not include a transaction in which an entity changes from one form of an entity to another form of the same entity, such as a business corporation electing to be a statutory close corporation under 15 Pa.C.S. § 2305.

A **converting association** is the domestic entity or domestic banking institution that approves a plan of conversion pursuant to section 353 (relating to approval of conversion) or the foreign association that approves a conversion pursuant to the law of its jurisdiction of formation.

A **converted association** is the converting association as it continues in existence after a conversion.

A **domestic entity** is an entity, the internal affairs of which are governed by the law of this Commonwealth.

A **domestic filing association** is a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust.

A **registered foreign association** is a foreign association (formed in a jurisdiction other than Pennsylvania) that is registered to do business in this Commonwealth pursuant to a filing made in the Department of State.

Public organic record refers to Articles of Incorporation (for corporations), Certificate of Limited Partnership (limited partnerships), Certificate of Organization (limited liability companies), Articles of Association (professional association) or Declaration or Deed of Trust (business trusts).

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

A. For the converting association

A.1. Give the exact name of the converting association.

"Converting association" is the domestic entity or domestic banking institution that approves a plan of conversion pursuant to section 353 (relating to approval of conversion) or the foreign association that approves a conversion pursuant to the law of its jurisdiction of formation. 15 Pa.C.S. § 312. If the converting association is an existing Pennsylvania filing entity or limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department's records at the time the Statement is submitted for filing. **This field is required.**

DSCB:15-355-Instructions

A.2. Give the jurisdiction of formation of the converting association. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the converting association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

A.3. Check the appropriate box to indicate the converting association type. Only one box may be checked. **This field is required.**

A.4. Date on which the converting association was originally created, incorporated, formed or otherwise came into existence. Use month, day and year. The original date of formation/incorporation/organization of the converting entity will continue to be the formation date of the converted entity. **This field is required.**

A.5. If the converting association is a domestic filing association (a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust), the statute under which it was first created, incorporated, formed or otherwise came into existence. For example, Business Corporation Law of 1988 for a business corporation; Limited Liability Company Law of 1994 for a limited liability company.

A.6. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

If the converting association is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the converting association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the converting association is a nonregistered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B. For the converted association.

Complete the requested information for the converted association.

B.1. Give the exact name of the converted association. “Converted association” means a converting association as it continues in existence after a conversion. 15 Pa.C.S. § 312.

The converted association name must include the appropriate association designator. For example, if a corporation converts to a limited liability company, an acceptable limited liability company identifier must be part of the converted association name and certain corporate identifiers, such as “incorporated” or “Inc.” may no longer be used. For domestic filing entity name requirements, see 15 Pa.C.S. §§ 201-207. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

B.2. Give the jurisdiction of formation of the converted association. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the converted association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

B.3. Check the appropriate box to indicate the converted association type. Only one box may be checked. **This field is required.**

B.4. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

If the converted association is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be a registered office address (a) or Commercial Registered Office Provider (b).

If the converted association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the converted association is a nonregistered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office. If the converted association is a nonregistered foreign association, the name and address of its registered agent must also be provided.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

C. Effective date. Any date specified as the effective date of the Statement of Conversion must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the Statement’s delivery to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for effective date is checked, it will be presumed that no specified delayed effective date is intended

DSCB:15-355-Instructions

and the document will be effective upon filing. **This field is required.**

D. Approval. See 15 Pa.C.S. § 355(b)(4) and 15 Pa.C.S. §§ 321-330, which set forth the requirements for approval of entity transactions such as conversions by the associations involved. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

E. Attachments and other provisions.

The following, in addition to the filing fee, shall accompany this form:

(1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).

(2) Any necessary governmental approvals.

A conversion involving a regulated entity may require approval of a government agency before it can become effective. See 15 Pa.C.S. § 103.

(3) If the converted association is a domestic (Pennsylvania) filing entity or a domestic banking institution, one copy of its public organic record must be attached. For example, a completed form DSCB:15-1306-7102 (Articles of Incorporation-For Profit), DSCB:15-5306-7102 (Articles of Incorporation-Nonprofit), DSCB:15-8511 (Certificate of Limited Partnership), DSCB:15-8913 (Certificate of Organization) or other public organic record must be attached to the Statement of Conversion with respect to the converted association.

(4) If the converted association is a Pennsylvania limited liability partnership or limited liability limited partnership that is not using the alternative procedure in section 8201(f) (relating to scope), a completed DSCB:15-8201 (Statement of Registration) must be attached to the Statement of Conversion.

(5) If the converted association is a Pennsylvania electing partnership, its completed DSCB:15-8701A (Statement Electing Partnership) must be attached to the Statement of Conversion.

(6) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name) or a resolution from the association's governors adopting an alternate name, if applicable, shall accompany a Statement of Conversion effecting a change of name or creating a Pennsylvania or registered foreign entity.

(7) If the converted association is a foreign filing association or a foreign limited liability partnership that will register simultaneously to transact business in Pennsylvania as a result of the conversion, a completed DSCB: 15-412 (Foreign Registration Statement), accompanied by the applicable fee and attachments, must be submitted at the same time as the Statement of Conversion.

(8) Tax clearance certificates. If the Statement of Conversion effects a conversion of a domestic association into a nonregistered foreign association that is not, and will not, be registered with the Department of State, there must be submitted with this form tax clearance certificates from the Department of Revenue and the Department of Labor and Industry with respect to the converted domestic association evidencing the payment of all taxes and

charges payable to the Commonwealth.

NOTE: Any Articles, Application, Statement or Registration attached to the Statement of Conversion must separately meet all the statutory filing requirements for that document type. However, if the converted association is a domestic filing entity, its public organic record does not need to be signed or state the name or address of an incorporator of a corporation, organizer of a limited liability company or similar person with respect to any other type of entity.

Other provisions

A statement of conversion may contain any other provision not prohibited by law. If other provisions are intended to be part of the Statement of Conversion, they should be attached as an exhibit.

Signature and Verification

An authorized representative of the converting association must sign the Statement of Conversion. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pac's. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Filing of Plan of Conversion in lieu of Statement of Conversion

Pursuant to 15 Pa.C.S. §355(e), a plan of conversion that is signed by the converting association and meets all of the requirements of §355(b) (relating to Contents of Statement of Conversion) may be delivered to the Department for filing instead of a Statement of Conversion.

Pursuant to 15 Pa.C.S. §316(a), a plan as delivered to the Department for filing in lieu of a statement of conversion may omit all provisions of the plan except provisions, if any, that:


(1) are intended to amend or constitute the operative provisions of the public organic record of a domestic association as in effect subsequent to the effectiveness of the plan;

(2) are required by this chapter in the statement in lieu of which the plan is being delivered to the department for filing; or

(3) allocate or specify the respective property and liabilities of the resulting associations, in the case of a plan of division.

However, if any of the provisions of a plan are omitted as permitted under §316(a), the plan must state that the full text of the plan is on file at the principal office of the converted association and provide the address thereof in the filing made with the Department.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Statement of Division DSCB:15-366 (7/1/2015)  366
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Read all instructions prior to completing.

Fee: \$70 plus \$125 for *each* new association resulting from the division.
The minimum amount to be submitted with this filing is \$195

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 366 (relating to Statement of division), the undersigned domestic entity or foreign association, desiring to effect a division, hereby states that:

A. For the dividing association:

1. The name of the dividing association is: _____

2. The jurisdiction of formation of the dividing association is: _____

3. The type of association is (check only one):

- | | | |
|--|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | <input type="checkbox"/> Other _____ |

4. Check and complete one of the following addresses.

<input type="checkbox"/>	<p>If the dividing association is a domestic filing association, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. <i>Complete part (a) OR (b) – not both:</i></p> <p>(a) _____ Number and street City State Zip County</p> <p>(b) c/o: _____ Name of Commercial Registered Office Provider County</p>
<input type="checkbox"/>	<p>If the dividing association is a domestic association that is <i>not</i> a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <p>Number and street City State Zip County</p>
<input type="checkbox"/>	<p>If the dividing association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address:</p> <p>_____</p> <p>Number and street City State Zip</p>

5. Check one of the following: The dividing association will survive the division.
 The dividing association will not survive the division.

DSCB:15-366-3

C. Effective date of statement of division (check, and if appropriate complete, one of the following):

- This Statement of Division shall be effective upon filing in the Department of State.
- This Statement of Division shall be effective on: _____ at _____.
Date (MM/DD/YYYY) Hour (if any)

D. Approval of division by dividing association (check only one):

- For a dividing association that is a domestic entity – The division was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter F (relating to division).
- For a dividing association that is foreign association – The division was approved in accordance with the law of the jurisdiction of formation of the dividing association.

E. Attachments (see Instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned dividing association has caused this Statement of Division to be signed by a duly authorized officer thereof this _____ day of _____, 20_____.

Name of Dividing Association

Signature

Title

DSCB:15-366–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 plus an additional \$125 for *each* new association resulting from a division. For a division in which the dividing association does not survive the division and two new associations result, for example, a total filing fee of \$320 is assessed. For a division in which the dividing association survives the division and one new association is created, for example, a total filing fee of \$195 is assessed.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Applicable Law

The Association Transactions Act, effective July 1, 2015, sets out the procedural aspects of divisions for all entity types. See, in general, 15 Pa.C.S. §§ 311-330; for division; 15 Pa.C.S. §§ 361-368. The requirements for the Statement of Division are set forth in 15 Pa.C.S. § 366. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

A Statement of Division must be filed with the Pennsylvania Department of State where a domestic entity divides into:

- (1) The dividing association and one or more new associations that are either domestic entities or foreign associations.
- (2) Two or more new associations that are either domestic entities or foreign associations.

Where the division is authorized by the law of the jurisdiction of formation of the foreign association and one or more of the resulting associations created in a division of a foreign association is a Pennsylvania domestic filing entity, then a Statement of Division must be filed with the Department of State.

Definitions

A **division** is a transaction in which one existing association is divided into two or more resulting associations. The dividing association may or may not survive the division, and one or more of the resulting associations may be foreign associations if the laws of each resulting association's jurisdiction of organization permit the division. If the division is authorized by the law of the jurisdiction of formation of a foreign

association, one or more of the resulting associations created in a division of a foreign association may be a domestic entity. As part of the division, the property and liabilities of the dividing association are allocated to the resulting associations as provided in the plan of division to the extent permitted by law.

A **resulting association** is a dividing association, if it survives the division, or a new association.

A **new association** is an association that is created by a division.

A **domestic filing association** is a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust.

A **registered foreign association** is a foreign association (formed in a jurisdiction other than Pennsylvania) that is registered to do business in this Commonwealth pursuant to a filing made in the Department of State.

Public organic record refers to Articles of Incorporation (for corporations), Certificate of Limited Partnership (limited partnerships), Certificate of Organization (limited liability companies), Articles of Association (professional association) or Declaration or Deed of Trust (business trusts).

Additional parties

Where more than one new association is created by the division, the DSCB:15-366AD (Statement of Division - Addendum) must be completed and be attached to this form.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

A. For the dividing association

A.1. Give the exact name of the dividing association. "Dividing association" means the association that approves a plan of division. The dividing association may or may not survive the division. 15 Pa.C.S. § 312. If the dividing association is an existing Pennsylvania filing entity or limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department's records at the time the Statement is submitted for filing. **This field is required.**

DSCB:15-366–Instructions

A.2. Give the jurisdiction of formation of the dividing association. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the dividing association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. NOTE - A dividing association that is a domestic entity and survives the division is not authorized to change its jurisdiction of organization as part of the division. **This field is required.**

A.3. Check the appropriate box to indicate the dividing association type. Only one box may be checked. **This field is required.**

A.4. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

If the dividing association is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the dividing association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the dividing association is a nonregistered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B. For the resulting association(s).

Complete the requested information for all new resulting associations of the division.

B.1. Give the exact name of each new resulting association. “Resulting association” means a dividing association, if it survives the division, or a new association that is created by a division and comes into existence immediately after the division becomes effective. 15 Pa.C.S. § 312.

The resulting association name must include the appropriate association designator. For example, if a new corporation is being created as a resulting association, an acceptable corporate identifier must be part of the association name. For domestic filing entity name requirements, see 15 Pa.C.S. §§ 201-207. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

B.2. Give the jurisdiction of formation of the resulting association. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the resulting association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

B.3. Check the appropriate box to indicate the resulting association type. Only one box may be checked. **This field is required.**

B.4. Check and complete one of the address boxes for the resulting association, based on the criteria given. **This field is required.**

If the new resulting association is a domestic filing association, domestic limited liability partnership or registered foreign association, the address provided must be a registered office address (a) or a Commercial Registered Office Provider (b).

If the new resulting association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the new resulting association is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B.5. In a division, some or all of the property and liabilities are allocated between the dividing association and the resulting associations. It is not necessary to list in the statement of division each individual liability or item of property of the dividing association to be allocated to a resulting association, so long as the liabilities and property are described in a reasonable manner.

C. Effective date. Any date specified as the effective date of the Statement of Division must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the Statement’s delivery to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

DSCB:15-366–Instructions

D. Approval. See 15 Pa.C.S. § 366(b)(5) and 15 Pa.C.S. §§ 321-330, which set forth the requirements for approval of entity transactions such as divisions by the associations involved. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

E. Attachments.

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes) for the dividing association.

The resulting association type determines what additional documents and fees must be attached. The following, in addition to the filing fee and the mandatory attachment above, may be required to accompany this form:

- (2) One copy of a completed form DSCB: 15-134A (Docketing Statement), with respect to each newly created resulting association, unless the resulting association is a nonregistered foreign association.
- (3) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name) or a resolution from the association's governors adopting an alternate name, if applicable, shall accompany a Statement of Division effecting a change of name or creating a new Pennsylvania or registered foreign entity.
- (4) Any necessary governmental approvals. A division involving a regulated entity may require approval of a government agency before it can become effective. See 15 Pa.C.S. § 103.
- (5) If the dividing association is a Pennsylvania filing entity and is amending its public organic record as approved in the plan of division, then an Amendment to the public organic record must be attached. For example, DSCB:15-1915/5915 (Articles of Amendment – Domestic Corporation) or DSCB:15-8512/8951 (Certificate of Amendment - Limited Partnership/Limited Liability Company).
- (6) If a resulting association is a foreign filing association or foreign limited liability partnership already registered with the Department of State, a completed DSCB:15-413 (Amendment – Foreign Registration Statement) approved as part of the plan of division, if applicable.
- (7) For each resulting association that is a new Pennsylvania filing entity, one copy of its public organic record must be attached. For example, a completed form DSCB:15-1306-7102 (Articles of Incorporation-For Profit), DSCB:15-5306-7102 (Articles of Incorporation-Nonprofit), DSCB:15-8511 (Certificate of Limited Partnership), DSCB:15-8913 (Certificate of Organization) or other public organic record must be attached to the Statement of Division with respect to each new domestic filing entity resulting from the division.
- (8) If a resulting association is a new Pennsylvania limited liability partnership or limited liability limited partnership that is not using the alternative procedure in

section 8201(f) (relating to scope), a completed DSCB:15-8201 (Statement of Registration) must be attached to the Statement of Division.

(9) If a resulting association is a Pennsylvania electing partnership, its completed DSCB:15-8701A (Statement Electing Partnership) must be attached to the Statement of Division.

(10) If a resulting association is a foreign filing association or a foreign limited liability partnership that will register simultaneously to transact business in Pennsylvania as a result of the division, a completed DSCB: 15-412 (Foreign Registration Statement), accompanied by the applicable fee and attachments, must be submitted at the same time as the Statement of Division.

(11) Tax clearance certificates. If the dividing association will not survive the division and none of the new associations resulting from the division will be either a domestic association or a registered foreign association, there must be submitted with this form tax clearance certificates from the Department of Revenue and the Department of Labor and Industry evidencing payment of all taxes and charges payable to the Commonwealth.

NOTE: Any Articles, Application, Statement or Registration attached to the Statement of Division must separately meet all the statutory filing requirements for that document type. However, if a resulting association created by the division is a domestic filing entity, its public organic record does not need to be signed or state the name or address of an incorporator of a corporation, organizer of a limited liability company or similar person with respect to any other type of entity.

Other provisions

A statement of division may contain any other provision not prohibited by law. If other provisions are intended to be part of the Statement of Division, they should be attached as an exhibit.

Signature and Verification

An authorized representative of the dividing association must sign the Statement of Division. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Filing of Plan of Division in lieu of Statement of Division

Pursuant to 15 Pa.C.S. §366(e), a plan of division that is signed by the dividing association and meets all of the requirements of §366 (b) (relating to Contents of Statement of Division) may be delivered to the Department for filing instead of a Statement of Division.

Pursuant to 15 Pa.C.S. §316(a), a plan as delivered to the Department for filing in lieu of a statement of division may omit all provisions of the plan except provisions, if any, that:

DSCB:15-366-Instructions

(1) are intended to amend or constitute the operative provisions of the public organic record of a domestic association as in effect subsequent to the effectiveness of the plan;

(2) are required by this chapter in the statement in lieu of which the plan is being delivered to the department for filing; or

(3) allocate or specify the respective property and liabilities of the resulting associations, in the case of a plan of division.

However, if any of the provisions of a plan are omitted as permitted under §316 (a), the plan must state that the full text of the plan is on file at the principal office of the surviving or resulting association or domesticated entity and provide the address thereof in the filing made with the Department.

DSCB:15-366AD-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

This form and all accompanying documents shall be mailed to the address stated above.

Who should file this form?

This form is used to identify additional resulting associations that have been created by a division and must be submitted with a completed DSCB:15-366 (Statement of Division) form.

Form Instructions

B. For the resulting association(s).

Complete the requested information for all new resulting associations of the division.

B.1. Give the exact name of each new resulting association. "Resulting association" means a dividing association, if it survives the division, or a new association that is created by a division and comes into existence immediately after the division becomes effective. 15 Pa.C.S. § 312.

The resulting association name must include the appropriate association designator. For example, if a new corporation is being created as a resulting association, an acceptable corporate identifier must be part of the association name. For domestic filing entity name requirements, see 15 Pa.C.S. §§ 201-207. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

This field is required.

B.2. Give the jurisdiction of formation of the resulting association. "Jurisdiction of formation" means the jurisdiction whose law includes the governing statute of the entity. For example, if the resulting association is a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania.

This field is required.

B.3. Check the appropriate box to indicate the resulting association type. Only one box may be checked. **This field is required.**

B.4. Check and complete one of the address boxes for the resulting association, based on the criteria given. **This field is required.**

If the new resulting association is a domestic filing association, domestic limited liability partnership or registered

foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.


If the new resulting association is a domestic association that is not a domestic filing association or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the new resulting association is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B.5. In a division, some or all of the property and liabilities are allocated between the dividing association and the resulting associations. It is not necessary to list in the statement of division each individual liability or item of property of the dividing association to be allocated to a resulting association, so long as the liabilities and property are described in a reasonable manner.

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Statement of Domestication DSCB:15-375 (7/1/2015)  375
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 375 (relating to Statement of domestication), the undersigned entity, desiring to effect domestication, hereby states that:

A. For the domesticating entity:

- The type of association is (check only one):

<input type="checkbox"/> Business Corporation	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Business Trust
<input type="checkbox"/> Nonprofit Corporation	<input type="checkbox"/> Limited Liability (General) Partnership	<input type="checkbox"/> Professional Association
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Limited Liability Limited Partnership	<input type="checkbox"/> Other _____
- The name of the domesticating entity is: _____
- The jurisdiction of formation of the domesticating entity: _____
- Date on which the domesticating entity was created, incorporated or formed: _____
(MM/DD/YYYY)
- Check and complete one of the following addresses.

<input type="checkbox"/>	<p>If the domesticating entity is a domestic filing entity, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. <i>Complete part (a) OR (b) – not both:</i></p> <p>(a) _____ Number and street City State Zip County</p> <p>(b) c/o: _____ Name of Commercial Registered Office Provider County</p>
<input type="checkbox"/>	<p>If the domesticating entity is a domestic entity that is not a domestic filing entity or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> Number and street City State Zip County
<input type="checkbox"/>	<p>If the domesticating entity is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:</p> <p>_____</p> Number and street City State Zip

DSCB:15-375-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.state.pa.us/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Applicable Law

The Association Transactions Act, effective July 1, 2015, sets out the procedural aspects of domestications for all entity types. Pennsylvania law governs the legal effect of a foreign entity domesticating in Pennsylvania. The laws of the foreign jurisdiction will govern the legal effect of a domestication of a Pennsylvania entity in that jurisdiction. See, in general, 15 Pa.C.S. §§ 311-330; for domestication; 15 Pa.C.S. §§ 371-376. The requirements for the Statement of Domestication are set forth in 15 Pa.C.S. § 375. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

A Statement of Domestication must be filed with the Pennsylvania Department of State when a Pennsylvania entity is moving its jurisdiction of formation to another state/jurisdiction or a foreign entity is moving its jurisdiction of formation to Pennsylvania.

The domesticated entity is the same entity as the domesticating entity; it has simply changed the organic law to which it is subject. When a domestication takes effect, the entity continues to exist, but as a domestic entity of the same type under the laws of a different state/jurisdiction.

Definitions

A **domestic entity** is an entity, the internal affairs of which are governed by the law of this Commonwealth.

A **foreign entity** is an entity that is not a domestic entity.

A **domesticating entity** is either: (1) the domestic entity that approves a plan of domestication pursuant to section 373(a) (relating to approval of domestication) or (2) the foreign entity that approves a domestication pursuant to section 373(b).

A **domesticated entity** is the domesticating entity as it continues in existence after a domestication.

A **domestic filing entity** is a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust.

A **registered foreign association** is a foreign association

(formed in a jurisdiction other than Pennsylvania) that is registered to do business in this Commonwealth pursuant to a filing made in the Department of State.

Public organic record refers to Articles of Incorporation (for corporations), Certificate of Limited Partnership (limited partnerships), Certificate of Organization (limited liability companies), Articles of Association (professional association) or Declaration or Deed of Trust (business trusts).

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

A. For the domesticating entity

A.1. Check the appropriate box to indicate the domesticating entity type. A domesticating entity is one of the following: (1) a Pennsylvania entity that is moving its jurisdiction of formation out of Pennsylvania or (2) a foreign entity that is moving its jurisdiction of formation to Pennsylvania. Only one box for entity type may be checked. **This field is required.**

A.2. Give the exact name of the domesticating entity. If the domesticating entity is an existing Pennsylvania filing entity or domestic limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department's records at the time the Statement is submitted for filing. **This field is required.**

A.3. Give the jurisdiction of formation of the domesticating entity. "Jurisdiction of formation" means the jurisdiction whose law includes the governing statute of the entity. For example, if the domesticating corporation was formed in Delaware and is a Delaware corporation before the domestication, then the jurisdiction of formation is Delaware. **This field is required.**

A.4. Give the date on which the domesticating entity was originally incorporated or formed. Provide month, day and year. **This field is required.**

A.5. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

DSCB:15-375–Instructions

If the domesticating entity is a domestic filing entity, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the domesticating entity is a domestic entity that is not a domestic filing entity or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the domesticating entity is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B. For the domesticated entity.

B.1. Give the exact name of the domesticated entity. If the domesticated entity is an existing Pennsylvania filing entity or domestic limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department’s records at the time the Statement is submitted for filing. **This field is required.**

NOTE – if the domesticated entity is a new filing entity, be sure and include within the name the appropriate association designator. For example, if a domestic corporation is being registered as the domesticated entity, an acceptable corporate identifier must be part of the association name. For domestic filing entity name requirements, see 15 Pa.C.S. §§ 201-207. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes

B.2. Give the jurisdiction of formation of the domesticated entity. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the domesticating corporation has become a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

B.3. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

If the domesticated entity is a domestic filing entity, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the domesticated entity is a domestic entity that is not a domestic filing entity or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the domesticated entity is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

C. Effective date. Any date specified as the effective date of the Statement of Domestication must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the Statement’s delivery to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

D. Approval. See 15 Pa.C.S. §§ 321-330 and 15 Pa.C.S. § 373(b), which set forth the requirements for approval of domestications by domestic entities and foreign entities, respectively. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

E. Check box only if the internal affairs of the domesticating entity are governed by the laws of more than one jurisdiction (one of which is Pennsylvania) at the same time. Under the former domestication provisions in the Business Corporation Law, a domesticating corporation was not required to surrender its foreign charter, thus permitting it to be incorporated in both the foreign jurisdiction and Pennsylvania at the same time. That policy of permitting dual incorporation is continued and generalized to apply to all types of entities. See 15 Pa.C.S. § 375(b)(8). If the internal affairs of an entity are governed by the laws of more than one jurisdiction at the same time, it will no longer be a “registered organization” under the Uniform Commercial Code. See 13 Pa.C.S. § 9102. **This field is optional.**

F. Attachments

One of the following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes) for domesticating entities which are domestic filing entities and are domesticating out of Pennsylvania without simultaneously registering as a foreign association.

DSCB:15-375-Instructions

(1) One copy of a completed form DSCB:15-134A (Docketing Statement), with respect to a domesticated association that is a Pennsylvania filing entity, if the domesticated association was not previously registered as a foreign association in Pennsylvania.

The following may be required to accompany this form:

(2) If the domesticated entity is a domestic filing entity, one copy of its public organic record. For example, a completed form DSCB:15-1306-7102 (Articles of Incorporation-For Profit), DSCB:15-5306-7102 (Articles of Incorporation-Nonprofit), DSCB:15-8511 (Certificate of Limited Partnership), DSCB:15-8913 (Certificate of Organization) or other public organic record should be attached to the Statement of Domestication with respect to the domesticated entity. If the domesticated entity is a domestic limited liability partnership or a domestic limited liability limited partnership not using the alternative procedure in 15 Pa.C.S. § 8201(f), a DSCB:15-8201 (Statement of Registration) must be attached. The public organic record does not need to be signed or state the name or address of an incorporator of a corporation, organizer of a limited liability company or similar person with respect to any other type of entity.

(3) One copy of a separate completed form DSCB:15-134A (Docketing Statement), with respect to the domesticated association, unless the domesticated association is a nonqualified foreign corporation.

(4) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name) or a resolution from the association's governors adopting an alternate name, if applicable.

(5) Any necessary governmental approvals. A domestication involving a regulated entity may require approval of a government agency before it can become effective. See 15 Pa.C.S. § 103.

(6) Tax clearance certificates are required from the Department of Revenue and the Department of Labor and Industry, evidencing payment of all taxes and charges payable to the Commonwealth, if the domesticated association will be a nonregistered foreign association. It is not necessary to deliver clearance certificates if, simultaneously with the delivery of the statement of domestication, the foreign association that

is the domesticated association registers to do business in this Commonwealth, by submitting a DSCB:15-412 (Foreign Registration Statement). The DSCB:15-412 must be accompanied by the applicable fee and attachments.

(7) Optional provisions required or authorized by law may be added in an Exhibit/Attachment.

Signature and Verification

An authorized representative of the domesticating entity must sign the Statement of Domestication. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Filing of Plan of Domestication in lieu of Statement of Domestication

Pursuant to 15 Pa.C.S. §375(e) (relating to filing of plan), a plan of domestication that is signed by a domesticating entity that is a domestic entity and meets all of the requirements of §375(b) (relating to contents of Statement of Domestication) may be delivered to the Department for filing instead of a Statement of Domestication.

Pursuant to 15 Pa.C.S. §316(a), a plan as delivered to the Department for filing in lieu of a Statement of Domestication may omit all provisions of the plan except provisions, if any, that:


(1) are intended to amend or constitute the operative provisions of the public organic record of a domestic association as in effect subsequent to the effectiveness of the plan;

(2) are required by this chapter in the statement in lieu of which the plan is being delivered to the department for filing; or

(3) allocate or specify the respective property and liabilities of the resulting associations, in the case of a plan of division.

However, if any of the provisions of a plan are omitted as permitted under §316(a), the plan must state that the full text of the plan is on file at the principal office of the surviving or resulting association or domesticated entity and provide the address thereof in the filing made with the Department.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Foreign Registration Statement DSCB:15-412 (7/1/2015)  412
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 412 (relating to foreign registration statement), the undersigned foreign association hereby states that:

1. The type of association is (check only one):

- | | | |
|--|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | |

2. The full and proper name of the foreign association as registered in its jurisdiction of formation is:

2A. If the name in 2 does not contain a required designator or if the name in 2 is not available for use in the Commonwealth, the alternate name under which the association is registering in this Commonwealth is:

A resolution of the governors adopting the name in 2A for use in registering to do business in this Commonwealth must be attached.

3. The jurisdiction of formation is: _____

4. The street and mailing address of the association's principal office.

Number and street	City	State	Zip
-------------------	------	-------	-----

4A. The street and mailing address of the office, if any, required to be maintained by the law of the association's jurisdiction of formation in that jurisdiction:

Number and street	City	State	Zip
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DSCB:15-412 - 2

5. The (a) address of the association’s proposed registered office in this Commonwealth or (b) name of its Commercial Registered Office Provider and the county of venue is:

Complete part (a) **OR** (b) – not both:

(a) _____
Number and street City State Zip County
OR

(b) c/o: _____
Name of Commercial Registered Office Provider County

6. Check one of the following:

- The association may not have series.
- The association may have one or more series.

7. Effective date of registration of foreign association (check, and if appropriate complete, one of the following):

- The Foreign Registration Statement shall be effective upon filing in the Department of State.
- The Foreign Registration Statement shall be effective on: _____ at _____.
Date (MM/DD/YYYY) Hour (if any)

8. To be completed by **Limited Liability Companies only**. Check, and if appropriate complete, one of the following:

- The association is a limited liability company which is not organized to render any of the below professional service(s).
 - The association is a restricted professional limited liability company organized to render one or more of the following professional service(s): (If this box is checked, one or more of the fields below must be checked.)
- Chiropractic Dentistry Law Medicine and surgery
 Optometry Osteopathic medicine and surgery Podiatric medicine Public accounting
 Psychology Veterinary medicine

IN TESTIMONY WHEREOF, the undersigned association has caused this Foreign Registration Statement to be signed by a duly authorized representative thereof this _____ day of _____, 20_____.

Name of Association

Signature

Title

DSCB:15-412–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$250. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

A foreign corporation (both business and nonprofit corporation) is required by 15 Pa.C.S. § 4124 or by 15 Pa.C.S. § 6124 (relating to advertisement) to advertise its intention to register or its registration to do business in Pennsylvania. Proofs of publication of such advertising should not be submitted to, and will not be filed in, the Department, but should be filed with the minutes of the corporation.

Who should file this form?

Foreign filing associations are corporations for profit, corporations not-for-profit, limited partnerships, limited liability companies, professional associations and business or statutory trusts that were not created or formed under the laws of Pennsylvania. Foreign filing associations and foreign limited liability partnerships desiring to do business in this Commonwealth must register with the Department of State by filing this form. A foreign filing association or foreign limited liability partnership may not do business in this Commonwealth until it registers with the Department. See 15 Pa.C.S. § 403 for activities that do not constitute doing business in this Commonwealth. It is up to the association to determine whether its activities require it to register with the Department of State.

Applicable Law

For foreign associations, in general, 15 Pa.C.S. §§ 102; 401-419; for registration statement, 15 Pa.C.S. § 412; for names, 15 Pa.C.S. § 414 and §§ 201-209. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Association Name Requirements

Generally, the name of an association may not be the same as the name of another association which is already on the records of the Department of State. Depending on the type of association, certain designators must be used in the association name. The minimum requirements for association names can be found at 15 Pa.C.S. §§ 201-209. Provisions relating to foreign association names are at 15 Pa.C.S. § 206 and § 414.

Designators:

Designators are the words or abbreviations used at the end of the association name which designate the type of association. Minimum designator requirements are:

Business corporations – The name of a domestic or registered foreign business corporation must contain:

- (1) the word “corporation,” “company,” “incorporated” or “limited” or an abbreviation of any of these terms;
- (2) the word “association,” “fund” or “syndicate”; or
- (3) words or abbreviations of like import used in a jurisdiction other than this Commonwealth.

The name of a business corporation may not contain the term “limited liability company” or an abbreviation of that term.

Professional corporations – The provisions of § 203(a) (relating to requirements for business corporation names) shall not prohibit the use of a name of a professional corporation if the name contains and is restricted to the name or the last name of one or more of the present, prospective or former shareholders or of individuals who were associated with a predecessor or whose individual name or names appeared in the name of the predecessor. The name of a professional corporation may contain the term “Professional Corporation” or “P.C.,” in place of a business corporation designator. The name of a professional corporation may contain the word “associates” but this is not considered an association designator.

Nonprofit corporations – The name of a domestic nonprofit corporation or registered foreign corporation not-for-profit may (but is not required to) contain:

- (1) the word “corporation,” “company,” “incorporated” or “limited” or an abbreviation of any of these terms;
- (2) the word “association,” “fund” or “syndicate”; or
- (3) words or abbreviations of like import used in a jurisdiction other than this Commonwealth.

Limited liability companies – The name of a domestic limited liability company or registered foreign limited liability company must contain:

- (1) the term “company,” “limited” or “limited liability company” or an abbreviation of one of those terms, or
- (2) words or abbreviations of like import used in a jurisdiction other than this Commonwealth.

The name of a limited liability company may not contain any words implying that it is a business corporation, such as “corporation” or “incorporated” or an abbreviation of these terms.

DSCB:15-412--Instructions

Limited liability partnerships – The name of a domestic limited liability partnership or registered foreign limited liability partnership must contain:

- (1) the term “company,” “limited” or “limited liability partnership” or an abbreviation of one of those terms, or
- (2) words or abbreviations of like import used in a jurisdiction other than this Commonwealth.

Limited partnerships – The name of a domestic limited partnership or registered foreign limited partnership is not required to contain a word or abbreviation indicating that it is a limited partnership and may contain the name of a partner. *However*, if the limited partnership is a limited liability limited partnership, the name must contain:

- (1) the term “company,” “limited” or “limited liability limited partnership” or an abbreviation of one of those terms, or
- (2) words or abbreviations of like import.

Business trusts –The proper name of a domestic business trust or registered foreign business trust is not required to contain a word or abbreviation indicating that it is a business trust.

Restricted word and/or approvals:

Association names may not contain words, phrases or abbreviations prohibited or restricted by statute or regulation, unless in compliance with the restriction, generally with the consent or approval of a government agency, board or commission. These may include certain professional and occupational boards or commissions of the Bureau of Professional and Occupational Affairs, the Department of Education, the Department of Banking and Securities, the Insurance Department or the Public Utility Commission. There are also words and abbreviations that may be restricted, prohibited, or may be permitted in certain instances as provided in various federal statutes, Attorney General opinions and Bureau regulations.

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB: 15-134A (Docketing Statement) for foreign corporations, business trusts and limited liability companies only.
- (2) Any *necessary* copies of form DSCB: 19-17.2 (Consent to Appropriation of Name). If Consent cannot be obtained, the association may adopt, for the purpose of doing business in this Commonwealth, an alternate name as indicated in Instruction 2A.
- (3) Any *necessary* governmental approvals.
- (4) If the association must adopt an alternate name for use in Pennsylvania, a resolution adopting the name must be attached.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided,

containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Select the type of association. Only one option may be selected. **This field is required.**

2. Give the exact name of the association in its jurisdiction of formation. This should include the exact spelling, punctuation and any identifier such as “Inc.,” “LLC” or “Limited.” Jurisdiction of Formation means the state or country of incorporation or domestic registration. For the purposes of this form, the jurisdiction of formation may not be Pennsylvania. **This field is required.**

2A. Alternate name:

A foreign association *must* register under its proper name under the laws of its jurisdiction of formation if that name satisfies the requirements of 15 Pa.C.S. §§ 201-209. If the proper name is unavailable because it is not distinguishable on the records of the Department of State from a name already in use, reserved or registered or if the name does not comply with 15 Pa. C.S. §§ 201-209 (relating to names), the foreign association must adopt an alternate name for use in Pennsylvania that complies with 15 Pa. C.S. §§ 201-209 and set forth the resulting name in Paragraph 2A. A resolution from the association’s governors adopting the name must be attached.

An acceptable association identifier must be part of the association name. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Where the name of the foreign association does not comply with 15 Pa.C.S. §§ 201-209 (relating to names), the foreign association must adopt an alternate name that complies with 15 Pa.C.S. §§ 201-209 for use in Pennsylvania. If applicable, enter the name for use in Pennsylvania in 2A. A resolution from the association’s governors adopting the name must be attached.

After registering to do business in this Commonwealth under an alternate name, a foreign association shall do business in this Commonwealth under any of the following:

- (1) The alternate name.
- (2) Its proper name under the law of its jurisdiction of formation, with the addition of the name of its jurisdiction of formation.
- (3) A name the foreign association is authorized to use under 54 Pa.C.S. Ch. 3 (relating to fictitious names).

If a foreign association adopts an alternate name in order to register to do business in Pennsylvania, the registered foreign association must use the alternate name in all subsequent documents delivered to the Department for filing.

Field 2A is required *only if* the name in field 2 is unavailable because it is not distinguishable on the records of the Department of State from a name already in use, reserved or registered or if the name does not comply with 15 Pa. C.S. §§ 201-209 (relating to names).

DSCB:15-412--Instructions

3. "Jurisdiction of formation" means the jurisdiction, other than Pennsylvania, whose law includes the governing statute of the registering association. **This field is required.**

4. The street and mailing address of the association's principal office in the jurisdiction of formation. **This field is required.**

4A. The street and mailing address, if applicable, of the association's office required in the jurisdiction of formation. **This field is required only if the association is required to maintain an office in the association's jurisdiction of formation.**

5. This address must be in Pennsylvania. Give one of the following: the registered office address in the Commonwealth in (a) or the name of a Commercial Registered Office Provider (b) and the county of venue.

Listing a Commercial Registered Office Provider in lieu of providing a registered office address is an option for any association that does not have a physical location or mailing address in Pennsylvania. Prior to listing a Commercial Registered Office Provider address, the association should enter into a contract for the services of the Commercial Registered Office Provider.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses), an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address. **This field is required.**

6. Check the appropriate statement as to whether or not the foreign association may have one or more series.

Associations of certain types are authorized by the law of some states to create series. Whether or not an association may have series is determined by the law of its jurisdiction of formation. Typically, the formation documents of a series association must specifically provide for one or more independent "series" or subsets, with members, managers, membership interests or assets that have separate rights, obligations and liabilities and business purposes from the general association. If series are properly created, a debt, obligation or liability associated with the property of a particular series is enforceable only against property of that series, and not against the property of the association generally or any other series thereof.

A series association formed under the laws of another jurisdiction will be treated as a single legal entity for registration purposes. The foreign association itself, rather than the individual series, should register as the legal entity that is transacting business in Pennsylvania. If each or any series of the foreign association transacting business in Pennsylvania transacts business under a name other than the name of the registered foreign association, the foreign association must file an Application for Registration of Fictitious Name (DSCB:54-311). **This field is required.**


7. Any date specified as the effective date of the Foreign Registration Statement must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the delivery of the Foreign Registration Statement to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for an effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

8. If the association is a restricted professional limited liability company organized to render any of the identified professional services, the first box must be checked and the appropriate professional service(s) must be checked. If the association is not a restricted professional limited liability company organized to render any of the identified professional services, the lower box must be checked. **A response to this field is required from limited liability companies only. All other associations should disregard this item.**

Signature and Verification

An authorized representative of the foreign association must sign the Statement. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Amendment of Foreign Registration DSCB:15-413 (7/1/2015)  413
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 413 (relating to amendment of foreign registration statement), the undersigned registered foreign association hereby states that:

1. The name of the association under which it is registered to do business in this Commonwealth is:

2. The type of association is (check only one):

- | | | |
|--|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | |

3. The (a) address of the association's registered office in this Commonwealth or (b) name of its Commercial Registered Office Provider and the county of venue is:

Complete part (a) OR (b) – not both:

(a) _____
 Number and street City State Zip County

OR

(b) c/o: _____
 Name of Commercial Registered Office Provider County

4. Effective date of amendment of foreign registration (check, and if appropriate complete, one of the following):

- The Amendment of Foreign Registration shall be effective upon filing in the Department of State.
- The Amendment of Foreign Registration shall be effective on: _____ at _____.
- Date (MM/DD/YYYY) Hour (if any)

DSCB:15-413 - 2

5. Check, and if appropriate complete, one of the following:

The association desires that its registration be amended to change or correct the following information:

The amendment adopted by the association is set forth in full in Exhibit A attached hereto and made a part hereof.

If the amendment reflects a change in name for the association which does not comply with 15 Pa.C.S. § 414 and §§ 201-209, the foreign association must adopt an alternate name that complies with 15 Pa.C.S. §§ 201-209 for use in Pennsylvania and a resolution from the association's governors adopting the name must be attached.

IN TESTIMONY WHEREOF, the undersigned association has caused this Amendment of Foreign Registration Statement to be signed by a duly authorized representative thereof this _____ day of _____ 20_____.

Name of Association

Signature

Title

DSCB:15-413-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$250. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

Who should file this form?

A foreign association that is registered to do business in this Commonwealth must deliver to the Department for filing an amendment to its foreign registration statement if there is a change in any of the following:

- (1) The name of the association.
- (2) The type of association, including, if it is a foreign limited partnership, whether the association became or ceased to be a foreign limited liability limited partnership.
- (3) The association's jurisdiction of formation.
- (4) An address required by section 412(a)(4) (relating to foreign registration statement).
- (5) Its registered office.
- (6) The authority of the association to have one or more series.

Applicable Law

For foreign associations, in general, 15 Pa.C.S. §§ 102; 401-419; for amendment, 15 Pa.C.S. § 413; for names, 15 Pa.C.S. § 414 and §§ 201-209. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB: 15-134B (Docketing Statement - Changes).
- (2) Any *necessary* copies of form DSCB: 19-17.2 (Consent to Appropriation of Name). If Consent cannot be obtained, the association may adopt, for the purpose of doing business in this Commonwealth, an alternate name that complies with 15 Pa.C.S. § 414 and §§ 201-209.
- (3) Any *necessary* governmental approvals.
- (4) If the association must adopt an alternate name for use in Pennsylvania, a resolution adopting the name must be attached.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed

document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the association as registered to do business in Pennsylvania and as on file with the Department of State. If a foreign association has adopted an alternate name in order to register to do business in Pennsylvania, the registered foreign association must use the alternate name in response to a requirement that a document delivered to the Department for filing state the name of the association. **This field is required.**
2. Select the type of association. Only one option may be selected. **This field is required.**
3. Give one of the following: the current registered office address in the Commonwealth in (a) or the name of a Commercial Registered Office Provider (b) and the county of venue, as on file with the Department of State at the time the amendment is submitted for filing.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses), an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address. **This field is required.**

4. Any date specified as the effective date of the Amendment of Foreign Registration must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the delivery of the Amendment of Foreign Registration to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for an effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

5. Supply the change(s) to the information previously supplied in the association's Foreign Registration Statement (DSCB:15-412). If the amendment reflects a change in name for the association which does not comply with 15 Pa.C.S. § 414 and 15 Pa.C.S. §§ 201-209, the foreign association must have consent to use the name or adopt an alternate name that complies 15 Pa.C.S. §§ 201-209 for use in Pennsylvania and the consent or a resolution from the association's governors adopting the name must be attached. **This field is required.**

Signature and Verification

An authorized representative of the foreign association must sign the Amendment of Foreign Association. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

DSCB:15-415/417- 2

For REQUIRED WITHDRAWAL ONLY

6. *Check and, if appropriate complete, one of the following.* The registered foreign association is:

- A nonsurviving party to a merger in which the survivor is a nonregistered foreign association.
- A dividing association which did not survive the division.
- Dissolved and completed winding up.
- Converted to a domestic or foreign nonfiling association other than a limited liability partnership.

The type of nonfiling association to which the association has converted is: _____
 and the jurisdiction of formation of the converted association is: _____.

- The domesticating entity in a domestication in which the domesticated entity is a domestic or foreign nonfiling association (other than a limited liability partnership).

The jurisdiction of formation of the domesticated association is: _____.

IN TESTIMONY WHEREOF, the undersigned foreign association has caused this Statement of Withdrawal of Foreign Registration to be signed by a duly authorized representative of the association this _____ day of _____, 20_____.

 Name of Foreign Association

 Signature

 Title

DSCB:15-415/417-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$70. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

Who should file this form?

A registered foreign association may withdraw from transacting business or conducting affairs in the Commonwealth of Pennsylvania by delivering to the Department of State for filing a Statement of Withdrawal of Registration.

A Statement of Withdrawal will serve to remove the association from the rolls of active associations in the records of the Department.

Withdrawal is either voluntary or may be required in certain circumstances. Those required circumstances are when the registered foreign association is:

- (1) a nonsurviving party to a merger in which the survivor is a nonregistered foreign association;
- (2) a dividing association which did not survive the division;
- (3) dissolved and completed winding up;
- (4) converted to a domestic or foreign nonfiling association other than a limited liability partnership; or
- (5) the domesticating entity in a domestication in which the domesticated entity is a domestic or foreign nonfiling association other than a limited liability partnership.

Applicable Law

For foreign associations, in general, 15 Pa.C.S. §§ 102; 401-419; for withdrawal of registration, 15 Pa.C.S. §§ 415-417. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) Tax clearance certificates from the Department of Revenue and the Department of Labor and Industry evidencing payment of all taxes and charges payable to the Commonwealth as described in the following paragraph.
- (2) Any *necessary* governmental approvals.

Tax clearance certificates:

A registered foreign association may not file a Statement of Withdrawal of Foreign Registration unless the document is accompanied by tax clearance certificates from the Department of Revenue and the Department of Labor and Industry evidencing the payment by the association of all taxes and charges due the Commonwealth required by law. To obtain these clearance certificates, Form REV-181 (Application for Tax Clearance Certificate) must be completed and submitted to both the Department of Revenue and the Department of Labor and Industry. The application and instructions may be downloaded from the Department of Revenue website at www.revenue.pa.gov or obtained by calling 717-783-6052.

Advertising:

As required by 15 Pa.C.S. § 4129 or by 15 Pa.C.S. § 6129 (relating to Advertisement of termination of registration to do business), a corporation must advertise its intention to withdraw from doing business in Pennsylvania before filing a Statement of Withdrawal under section 415 (relating to voluntary withdrawal of registration). Proofs of publication of such advertising should not be submitted to, and will not be received by or filed in, the Department, but should be filed with the minutes of the corporation.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the association as registered to do business in Pennsylvania and as on file with the Department of State. If a foreign association has adopted an alternate name in order to register to do business in Pennsylvania, the registered foreign association must use the alternate name in response to a requirement that a document delivered to the Department for filing state the name of the association. **This field is required.**
2. "Jurisdiction of formation" means the jurisdiction, other than Pennsylvania, whose law includes the governing statute of the withdrawing association. **This field is required.**
3. Give one of the following: the current registered office address in the Commonwealth in (a) or the name of a

DSCB:15-415/417-Instructions

Commercial Registered Office Provider (b) and the county of venue, as on file with the Department of State.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses), an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

This field is required.

4. Mandatory statement. **This field is required.**

5. Mandatory statement. No delayed effective date may be specified per 15 Pa.C.S. § 415(b). **This field is required.**

6. This field is required *only if the withdrawal is required by law due to one of the following:*

The registered foreign association is:


- (1) a nonsurviving party to a merger in which the survivor is a nonregistered foreign association;
- (2) a dividing association which did not survive the division;
- (3) dissolved and completed winding up;
- (4) converted to a domestic or foreign nonfiling association other than a limited liability partnership; or
- (5) the domesticating entity in a domestication in which the domesticated entity is a domestic or foreign nonfiling association other than a limited liability partnership.

Check only one of the five boxes and complete all blanks in the associated text.

Signature and Verification

An authorized representative of the withdrawing, surviving or converted foreign association must sign the Statement of Withdrawal. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Transfer of Foreign Registration DSCB:15-418 (7/1/2015)  418
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 418 (relating to transfer of registration), the undersigned registered foreign association hereby states that:

1. The name of the association under which it is registered to do business in this Commonwealth and before the merger or conversion is:

2. The type of association before the merger or conversion is (check only one):

- | | | |
|--|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | |

3. The name of the association following the merger or conversion:

3A. *If the name in 3 does not contain a required designator or if the name in 3 is not available for use in the Commonwealth,* the alternate name under which the association is registering in this Commonwealth is:

A resolution of the governors adopting the name in **3A** for use in registering to do business in this Commonwealth must be attached.

4. The type of association after the merger or conversion (check only one):

- | | | |
|--|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | |

5. The jurisdiction of formation of the association after the merger or conversion is: _____

DSCB:15-418 - 2

If different than the information for the registered foreign association before the merger or conversion, all of the following information for the association after the merger or conversion:

6A. The street and mailing address of the association’s principal office is:

Number and street	City	State	Zip
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6B. The street and mailing address of the office, if any, required to be maintained by the law of the association’s jurisdiction of formation in that jurisdiction is:

Number and street	City	State	Zip
-------------------	------	-------	-----

7. The (a) address of the association’s registered office in this Commonwealth or (b) name of its Commercial Registered Office Provider and the county of venue is:

Complete part (a) OR (b) – not both:

(a)

Number and street	City	OR	State	Zip	County
-------------------	------	----	-------	-----	--------

(b) c/o:

Name of Commercial Registered Office Provider	County
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8. Effective date of transfer of foreign registration is (check, and if appropriate complete, one of the following):

- The Transfer of Foreign Registration shall be effective upon filing in the Department of State.
 - The Transfer of Foreign Registration shall be effective on: _____ at _____.
- Date (MM/DD/YYYY) Hour (if any)

IN TESTIMONY WHEREOF, the undersigned registered foreign association has caused this Transfer of Foreign Registration to be signed by a duly authorized representative of the surviving or converted association this _____ day of _____, 20_____.

Name of Association

Signature

Title

DSCB:15-418-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$70. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

Who should file this form?

If a registered foreign association merges into a nonregistered foreign association or converts to a foreign association required to register with the Department of State to do business in this Commonwealth, the association shall deliver to the Department for filing an application for Transfer of Registration.

When an application for Transfer of Registration takes effect, the registration of the registered foreign association to do business in this Commonwealth is transferred without interruption to the association into which it has merged or to which it has been converted.

The purpose of this filing is to clarify the status of the registered foreign association in the public records of the Department of State. A Transfer of Registration has the two-fold effect of canceling the authority of the foreign association to do business in Pennsylvania while at the same time reregistering it as the new type of foreign association. If the reregistered foreign association subsequently wishes to terminate its registration to do business, it may do so under 15 Pa.C.S. § 419.

Applicable Law

For foreign associations, in general, 15 Pa.C.S. §§ 102; 401-419; for transfer of registration, 15 Pa.C.S. § 418; for names, 15 Pa.C.S. § 414 and §§ 201-209. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB: 15-134B (Docketing Statement - Changes).
- (2) Any *necessary* copies of form DSCB: 19-17.2 (Consent to Appropriation of Name). If Consent cannot be obtained, the association may adopt, for the purpose of doing business in this Commonwealth, an alternate name that complies with 15 Pa.C.S. § 414 and §§ 201-209.

- (3) Any *necessary* governmental approvals.
- (4) If the association must adopt an alternate name for use in Pennsylvania, a resolution adopting the name must be attached.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the association as registered to do business in Pennsylvania and as on file with the Department of State. If a foreign association has adopted an alternate name in order to register to do business in Pennsylvania, the registered foreign association must use the alternate name in response to a requirement that a document delivered to the Department for filing state the name of the association. **This field is required.**

2. Select the type of association before the merger or conversion. Only one option may be selected. **This field is required.**

3. Give the exact name of the association in the jurisdiction of formation after the merger or conversion. This should include the exact spelling, punctuation and any identifier such as "Inc.," "LLC" or "Limited." Jurisdiction of formation means the state or country of incorporation or domestic registration following the merger or conversion. For the purposes of this form, the jurisdiction of formation may not be Pennsylvania. **This field is required.**

3A. Alternate name:

A foreign association *must* register under its proper name under the laws of its jurisdiction of formation if that name satisfies the requirements of 15 Pa.C.S. §§ 201-209. If the proper name is unavailable because it is not distinguishable on the records of the Department of State from a name already in use, reserved or registered or if the name does not comply with 15 Pa. C.S. §§ 201-209 (relating to names), the foreign association must have consent to use the name or may adopt an alternate name for use in Pennsylvania that complies with 15 Pa. C.S. §§ 201-209 and set forth the resulting name in Paragraph 3A. The consent from the other association or a resolution from the association's governors adopting an alternate name must be attached.

An acceptable association identifier must be part of the association name. For foreign association name requirements,

DSCB:15-418-Instructions

see 15 Pa.C.S. § 412 and § 414. Where the name of the foreign association does not comply with 15 Pa.C.S. §§ 201-209 (relating to names), the foreign association must adopt an alternate name that complies with 15 Pa.C.S. §§ 201-209 for use in Pennsylvania. If applicable, enter the name for use in Pennsylvania in 3A. A resolution from the association's governors adopting the name must be attached if an alternate name is adopted.

After registering to do business in this Commonwealth under an alternate name, a foreign association shall do business in this Commonwealth under any of the following:

- (1) The alternate name.
- (2) Its proper name under the law of its jurisdiction of formation, with the addition of the name of its jurisdiction of formation.
- (3) A name the foreign association is authorized to use under 54 Pa.C.S. Ch. 3 (relating to fictitious names).

This field is required *only if* the name in field 3 is unavailable because it is not distinguishable on the records of the Department of State from a name already in use, reserved or registered or if the name does not comply with 15 Pa. C.S. §§ 201-209 (relating to names).

4. Select the type of association after the merger or conversion. Only one option may be selected. **This field is required.**

5. "Jurisdiction of formation" means the jurisdiction, other than Pennsylvania, whose law includes the governing statute of the registering association. **This field is required.**

6A. The street and mailing address of the association's principal office in the jurisdiction of formation. **This field is required *only if* different than the information for the registered foreign association before the merger or conversion.**

6B. The street and mailing address, if applicable, of the association's office required in the jurisdiction of formation. **This field is required *only if* the association is required to maintain an office in the association's jurisdiction of formation and *only if* different than the information for the registered foreign association before the merger or conversion.**

7. This address must be in Pennsylvania. Give one of the following: the registered office address in the Commonwealth in (a) or the name of a Commercial Registered Office Provider (b) and the county of venue.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses), an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.


This field is required *only if* different than the information for the registered foreign association before the merger or conversion.

8. Any date specified as the effective date of the Transfer of Registration must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the delivery of the Transfer of Registration to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for an effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

Signature and Verification

An authorized representative of the surviving or converted foreign association must sign the Transfer of Registration. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Articles of Incorporation - For Profit DSCB:15-1306/2102/2303/2702/2903/3101/3303/7102 (rev. 7/2015)  01236
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125

- Check only one: Business-stock (§ 1306) Management (§ 2703) Benefit (§ 3303)
 Business-nonstock (§ 2102) Professional (§ 2903) Cooperative (§ 7102)
 Business-statutory close (§ 2303) Insurance (§ 3101)

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation," "incorporated," "limited," "company," or any abbreviation thereof. "Professional corporation" or "P.C." permitted for professional corporations*):

2. Complete part (a) or (b) – not both:

(a) The address of this corporation’s proposed registered office in this Commonwealth is:
(post office box alone is not acceptable)

Number and Street City State Zip County

(b) The name of this corporation’s commercial registered office provider and the county of venue is:

c/o: _____

Name of Commercial Registered Office Provider County

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. Check and complete one:

The corporation is organized on a nonstock basis.

The corporation is organized on a stock share basis and the aggregate number of shares authorized is:

_____.

DSCB:15-1306/2102/2303/2702/2903/3101/3303/7102 – 2

5. The name and address, including number and street, if any, of each incorporator (*all incorporators must sign below*):

Name	Address
_____	_____
_____	_____
_____	_____

6. The specified future effective date, if any: _____.
 month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8½ by 11 sheet.

8. *Statutory close corporation only*: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a “public offering” within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a *et seq.*)

9. *For Cooperative Corporation Only*.
Check and complete one:
 The corporation is a cooperative corporation and the common bond of membership among its members is: _____.
 The corporation is a cooperative corporation and the common bond of membership among its shareholders is: _____.

10. *Benefit corporations only*: This corporation shall have the purpose of creating general public benefit.
 Strike out if inapplicable: This corporation shall have the purpose of creating the enumerated specific public benefit(s): _____

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this _____ day of _____, _____.

Signature

Signature

Signature

DSCB:15-15-1306/2102/2303/2702/2903/3101/3303/7102 - Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps


Instructions for Completion of Form (Articles of Incorporation-For Profit):

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$125 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) One copy of a completed form DSCB:15-134A (Docketing Statement).
 - (2) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
 - (3) Any necessary governmental approvals.
- D. For general instructions relating to the incorporation of business corporations see 19 Pa. Code Ch. 23 (relating to business corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, nonstock status, authorized share structure and related authority of the board of directors, par values, inclusion of names of first directors in the Articles of Incorporation, optional provisions on cumulative voting for election of directors, etc.
- E. For required provisions in the Articles of a nonstock corporation, see 15 Pa.C.S. §§ 2102-2103 (relating to formation of nonstock corporations and contents of articles).
- F. For required provisions in the Articles of a statutory close corporation, see 15 Pa.C.S. § 2304 (relating to additional contents of articles of statutory close corporations).
- G. For required provisions in the Articles of a management corporation, see 15 Pa.C.S. § 2703 (relating to additional contents of articles of management corporations).
- H. For restrictions on the stated purposes of professional corporations, see 15 Pa.C.S. § 2903 (relating to formation of professional corporations).
- I. For required provisions on the stated purposes of benefit corporations, see 15 Pa.C.S. § 3311 (relating to corporate purposes).
- J. Articles for a nonprofit cooperative corporation should be filed on Form DSCB:15-5306/7102B (Articles of Incorporation Nonprofit).
- K. One or more corporations or natural persons of full age may incorporate a business corporation.
- L. 15 Pa.C.S. § 1307 (relating to advertisement) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be submitted to, and will not be received by or filed in, the Department, but should be filed with the minutes of the corporation.
- M. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Statement of Summary of Record DSCB:15-1311/5311/9305 (rev. 7/2015)  131135
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Read all instructions prior to completing.

Fee: \$70

- Check one:
- Business Corporation (§ 1311)
 - Nonprofit Corporation (§ 5311)
 - Professional Association (§ 9305)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the association is:

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider				County
c/o: _____				

3. The statute by or under which it was incorporated or formed is: _____

4. The association was originally incorporated or formed on _____ under the following name:
 Date (MM/DD/YYYY)

DSCB:15-1311/5311/9305

5. *Check and complete one of the following:* The association was incorporated or formed by
 ___ Special act as set forth in Paragraph 3 above.

___ Decree of: _____ entered on: _____
Name of Court Date (MM/DD/YYYY)

___ Letters patent duly granted on: _____
Date (MM/DD/YYYY)

___ Filing of: _____ in the: _____
Articles of Incorporation, etc. Name of Department or other public office

6. The original Articles were recorded on _____ in the following place
Date (MM/DD/YYYY)

7. *Check, and if appropriate complete, one of the following:*

___ This certificate is being delivered to the Department of State contemporaneously with an amended and restated Articles of the association as set forth in Exhibit A attached hereto and made a part hereof.

___ The currently effective Articles of the association are filed or recorded as follows and the text of such currently effective Articles is set forth in Exhibit A attached hereto and made a part hereof (except any of such text which appears of record in the Department of State, which text is incorporated herein by reference to the records of the Department pursuant to 19 Pa. Code § 13.6 (relating to incorporation by reference)):

_____ Recorder of Deeds book and page numbers, etc.

___ Amended and restated Articles of the association which include all the information required to be set forth in the Articles of a Professional Corporation are set forth in Exhibit A attached hereto and made a part hereof.

8. *Check, and if appropriate, complete one of the following:*

___ The association has never adopted any name other than its original name and its current name.

___ Each name by which the association was known, other than its original name and its current name, and the date or dates on which each change of name of the association became effective, are as follows:

Name	Effective Date of Adoption
------	----------------------------

DSCB:15-1311/5311/9305-3

IN TESTIMONY WHEREOF, the undersigned association has caused this Statement of Summary of Record to be signed by a duly authorized officer thereof this

_____ day of _____, _____.

Name of Association

Signature

Title

DSCB:15-1311/5311/9305- Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**


Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form, if applicable (see instruction C below), is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. When this form accompanies another filing, e.g., articles of amendment, it will be deemed for filing fee and docketing statement purposes to be incorporated by reference into the filing to which it relates, and no separate filing fee shall be submitted. Otherwise, the following, in addition to the filing fee, shall accompany this form: one copy of a completed form DSCB:15-134A (Docketing Statement).
- D. Set forth in Paragraph 6 the place or places, including volume and page numbers of their equivalent where the original Articles were filed or recorded. This information may be omitted if the first alternate of Paragraph 5 is applicable.
- E. The first alternate of Paragraph 7 is applicable to a non-surviving party to a plan of merger which restates the Articles of the surviving corporation and to any corporation which is a party to a plan of consolidation.
- F. Set forth in the second alternate of Paragraph 7 the place or places, including volume and page numbers or their equivalent, where the documents are filed or recorded, and the date or dates of each such filing or recording. Text which appears of record in the Department of State, may be incorporated by reference in this form to the records of the Department. This instruction is an exception to the general rule against incorporation by reference contemplated by 19 Pa. Code § 13.6 (relating to incorporation by reference).
- G. The third alternate of Paragraph 7 is applicable only when this form is submitted with form DSCB:15-2905 (Statement of Election of Professional Corporation Status).
- H. Include a clear and legible copy of the original Articles of Incorporation and all amendments, or restate the articles in their entirety.
- I. A corporation is required to file this form only once.
- J. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Statement of Revival Domestic Corporation DSCB:15-1341/5341 (rev. 7/2015)  1341
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Read all instructions prior to completing.

Fee: \$70

Check one: Business Corporation (§ 1341) Nonprofit Corporation (§ 5341)

In compliance with the requirements of the applicable provisions (relating to statement of revival), the undersigned forfeited or expired corporation, desiring to procure a revival of its charter or articles, hereby states that:

1. The name of the corporation at the time its charter or articles were forfeited or expired is:

2. The (a) address of this corporation's last registered office in this Commonwealth as on file with the Department or (b) name of its commercial registered office provider and the county of venue, as on file with the Department, is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County
<hr/>				
(b) Name of Commercial Registered Office Provider				County
c/o: _____				

3. The statute by or under which it was incorporated: _____

4. The date of its incorporation: _____
 (MM/DD/YYYY)

DSCB:15-1341/5341-2

5. *(Strike out if inapplicable)*: The name the corporation adopted as its new name, in view of the prior appropriation of its former name by a senior corporation is:

6. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider	County
---	--------

c/o:

7. *Check and complete one of the following:*

The charter or articles of the corporation were forfeited by declaration under Section 1704 of the act of April 9, 1929 (P.L.343, No.176), known as The Fiscal Code and published at _____, Pa.B. _____.

The charter or articles of the corporation expired by their own terms under the provisions of the charter or articles set forth in full in Exhibit A attached hereto and made a part hereof.

8. The corporate existence of the corporation shall be revived.

9. The filing of this statement has been authorized by the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Statement of Revival to be executed this _____ day of _____, _____.

Name of Corporation

Signature

Title

DSCB:15-1341/5341 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).
 - (2) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
 - (3) In the case of a forfeited corporation, tax clearance certificates from the Department of Revenue and from the Bureau of Employment Security of the Department of Labor and Industry evidencing payment of all taxes and charges payable to the Commonwealth.
 - (4) *Nonprofit Corporation* – Any necessary governmental approvals.
- D. There is no official publication requirement incident to the filing of this form.
- E. A forfeited or expired corporation may authorize the filing of this form by action of its last directors or may elect directors and officers under the Business/Nonprofit Corporation Law of 1988 for the limited purpose of authorizing the filing.
- F. The corporation may not revive its corporate charter where it has been revoked by a court proceeding instituted by the Attorney General's Office under 15 Pa.C.S. § 503 (relating to actions to revoke corporate franchises).
- G. This form and all accompanying documents shall be mailed to the above stated address.

DSCB:15-1507/5507/8506/8906 – Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$5.

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Who should file this form?

Every domestic corporation, limited liability company, limited partnership and limited liability limited partnership shall have and continuously maintain in this Commonwealth a registered office. Before a change of location of registered office becomes effective, the association either shall amend its organic record to reflect the change in location or shall file in the Department of State a statement of change of registered office executed by the association.

This form may be used by a domestic limited partnership which has registered as a limited liability limited partnership pursuant to 15 Pa.C.S. § 8201. A domestic general partnership which has registered as a limited liability partnership pursuant to 15 Pa.C.S. § 8201 must use form DSCB:15-8201B (Domestic Registered Limited Liability Partnership - Statement of Amendment) to amend the address of its principal place of business. A business trust may change its registered office location by an amendment of the trust instrument. See 15 Pa.C.S. § 9504.

This form may not be used by a foreign corporation, foreign limited liability company, foreign limited partnership or foreign limited liability partnership to change its registered office address. A foreign association that desires to reflect a change in address of registered office, change of name or other arrangements or facts that have changed must amend its foreign registration statement by filing form DSCB 15-413 (Amendment of Foreign Registration).

Applicable Law

For registered office requirements, in general, see 15 Pa.C.S. §§ 1507/5507/8506/8906. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Definitions

A **registered office** is an office maintained by a domestic filing association or registered foreign association in this Commonwealth as required by section 1507 (relating to registered office). A domestic filing association or registered

foreign association shall have and continuously maintain in this Commonwealth a registered office which may, but need not, be the same as its place of business.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the association. The name on this line must match exactly the association name as shown in Department's records at the time the Statement/Certificate of Change of Registered Office is submitted for filing. **This field is required.**
2. Current address. The address provided must be the association's registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time the Statement/Certificate of Change of Registered Office is submitted for filing. **This field is required.**
3. New address. The address provided should be the association's new registered office address (a) or Commercial Registered Office Provider (b) after the Statement/Certificate of Change of Registered Office is filed and effective.


Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address. **This field is required.**

4. For business and nonprofit corporations only, a statement must be made that the change was authorized by the board of directors or other body. If the change in registered office was authorized by a body other than the board of directors of the corporation, paragraph 4 should be modified accordingly.

Signature and Verification

An authorized representative of the association must sign the Statement/Certificate of Change of Registered Office. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: <hr/>	Statement with Respect to Shares Domestic Business Corporation DSCB:15-1522 (rev. 7/2015)  1522
---	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 1522(b) (relating to statement with respect to shares), the undersigned corporation, desiring to state the designation and voting rights, preferences, limitations, and special rights, if any, of a class or series of its shares, hereby states that:

1. The name of the corporation is:

2. *Check and complete one of the following:*

The resolution amending the Articles under 15 Pa.C.S. § 1522(b) (relating to divisions and determinations by the board), set forth in full, is as follows:

The resolution amending the Articles under 15 Pa.C.S. § 1522(b) is set forth in full in Exhibit A attached hereto and made a part hereof.

3. The aggregate number of shares of such class or series established and designated by (a) such resolution, (b) all prior statements, if any, filed under 15 Pa.C.S. § 1522 or corresponding provisions of prior law with respect thereto, and (c) any other provision of the Articles is _____ shares.

DSCB:15-1522-2

4. The resolution was adopted by the Board of Directors or an authorized committee thereon on:

Date (MM/DD/YYYY)

5. *Check, and if appropriate complete, one of the following:*

The resolution shall be effective upon the filing of this statement with respect to shares in the Department of State.

The resolution shall be effective on: _____ at _____.

Date (MM/DD/YYYY) Hour (if any)

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer thereof this

_____ day of _____, _____.

Name of Corporation

Signature

Title

DSCB:15-1522 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. A separate form shall be submitted for each class or series of shares affected. If a number of classes or series of shares are affected at the same time, consideration should be given to filing form DSCB:15-1915/5915 (Articles of Amendment-Domestic Corporation).
- C. The effective date in Paragraph 5 may not be prior to the filing date, but the resolution may state a prior effective date “for accounting purposes only.”
- D. If the corporation was incorporated on or after October 1, 1989, the words “or corresponding provisions of prior law” may be omitted from Paragraph 3.
- E. This form and all accompanying documents shall be mailed to the address stated above.

DSCB:15-1902/5902 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$70. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

Applicable Law

See 15 Pa.C.S. § 1902 and § 5902 for general information on Statement of Termination. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

Only domestic business corporations and domestic nonprofit corporations may use this form. Articles of Amendment which have been previously delivered to the Department of State for filing but which have not yet taken effect may be terminated before they take effect by filing a Statement of Termination. The same can be accomplished by filing a Statement of Abandonment (DSCB:15-141).

Only an amendment that has not yet taken effect may be terminated under this section. If the articles of amendment have taken effect, they may be corrected under 15 Pa.C.S. § 138 if the requirements of that section are satisfied.

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:15-134B (Docketing Statement - Changes) with respect to each association affected by the terminated amendment.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the association. The name on this line must match exactly the association name as provided in the articles of amendment sought to be terminated and in the Department's records at the time the Statement of Termination is submitted for filing. **This field is required.**

2. Current address. The address provided must be the association's registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time this Statement of Termination is submitted for filing. **This field is required.**

3. A copy of the Articles of Amendment to be terminated must be attached to the Statement of Termination. **This field is required.**


4. **This statement is required.**

5. **This statement is required.**

Signature and Verification

The Statement of Termination must be signed by the corporation that filed the amendment. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: <hr/>	Articles of Amendment Domestic Corporation DSCB:15-1915/5915 (rev. 7/2015)  1915
---	--

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Business Corporation (§ 1915) Nonprofit Corporation (§ 5915)

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County
<hr/>				
(b) Name of Commercial Registered Office Provider				County
c/o: <hr/>				

3. The statute by or under which it was incorporated:

4. The date of its incorporation:

 (MM/DD/YYYY)

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on:

 at

 Date (MM/DD/YYYY) Hour (if any)

DSCB:15-1915/5915-2

6. *Check one of the following:*

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. *Check, and if appropriate complete, one of the following:*

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. *Check if the amendment restates the Articles:*

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____, _____.

Name of Corporation

Signature

Title

DSCB:15-1915/5915 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**


Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) Two copies of a completed form DSCB:15-134B (Docketing Statement-Changes).
 - (2) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name) shall accompany Articles of Amendment effecting a change of name and the change in name shall contain a statement of the complete new name.
 - (3) Any necessary governmental approvals.
- D. *Nonprofit Corporations*: If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.
- E. This form and all accompanying documents shall be mailed to the above stated address.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Dissolution Before Commencement of Business Domestic Corporation DSCB:15-1971/5971 (rev. 7/2015)  1971
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

- Check one: By Shareholders - Domestic Business Corporation (§ 1971)
 By Members - Domestic Nonprofit Corporation (§ 5971)

In compliance with the requirements of the applicable provisions (relating to voluntary dissolution by members or shareholders or incorporators), the undersigned, desiring that it should be dissolved, hereby states that:

1. The name of the corporation is:

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider				County
c/o: _____				

3. The statute by or under which it was incorporated: _____

4. The date of its incorporation: _____
 (MM/DD/YYYY)

5. Check one of the following:

___ *Business Corporation Only:* The corporation has not commenced business.

___ *Nonprofit Corporation Only:* The corporation has not received any property in trust or otherwise commenced business.

DSCB:15-1971/5971-2

6. The amount, if any, actually paid in on subscriptions for its shares or memberships, less any part thereof disbursed for necessary expenses, has been returned to those entitled thereto.

7. Check one of the following:
___ All liabilities of the corporation have been discharged.
___ Adequate provision has been made for the payment of the liabilities of the corporation.

8. Nonprofit Corporation Only:
___ A majority of the members (or shareholders) or incorporators elect that the corporation be dissolved.

9. Business Corporation Only: Check one of the following:
___ A majority of the incorporators elect that the corporation be dissolved.
___ A majority of the shareholders (or members) elect that the corporation be dissolved.

IN TESTIMONY WHEREOF, at least a majority of the members (or shareholders) or incorporators (nonprofit) or at least a majority of the incorporators or a majority in interest of the shareholders (or members) (business) of the above-named corporation has hereunto set their hands this
___ day of _____, _____.

Signature

Signature

Signature

DSCB:15-1971/5971 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**


Instructions for Completion of Form:

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- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form: a completed form DSCB:15-134B (Docketing Statement-Changes).
- D. When the corporation has more than three executing incorporators or shareholders (business) or three executing incorporators or members (nonprofit), additional signature lines should be added as appropriate.
- E. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Articles of Dissolution Domestic Corporation DSCB:15-1977/5977 (rev. 7/2015)  1977
---	--

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Business Corporation (§ 1977) Nonprofit Corporation (§ 5977)

In compliance with the requirements of the applicable provisions (relating to articles of dissolution), the undersigned corporation, desiring to dissolve, hereby states that:

1. The name of the corporation is:

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o: _____				

3. The statute by or under which it was incorporated: _____

4. The date of its incorporation: _____
 (MM/DD/YYYY)

DSCB:15-1977/5977-2

5. The names and addresses, including number and street, of its directors are:

6. The names and addresses, including number and street, and official titles of its officers are:

7. *Check one of the following:*

The proposal to dissolve voluntarily was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1905 or § 5905.

The proposal to dissolve voluntarily was adopted by the directors and shareholders (or members) pursuant to 15 Pa.C.S. § 1974(a) or directors and member (or shareholders) pursuant to 15 Pa.C.S. § 5974(a).

Option for Nonprofit Corporation Only: The proposal to dissolve voluntarily was adopted by the board of directors pursuant to 15 Pa.C.S. § 5974(b).

8. *Check one of the following:*

All liabilities of the corporation have been discharged.

Adequate provision has been made for the discharge of the liabilities of the corporation.

The assets of the corporation are not sufficient to satisfy and discharge its liabilities, and all the assets of the corporation have been fairly and equitably applied, as far as they will go, to the payment of such liabilities.

9. *Check one of the following:*

All remaining assets of the corporation, if any, have been distributed as provided in the Business or Nonprofit Corporation Law of 1988.

The corporation has elected to proceed under 15 Pa.C.S. Subch. 19H or 59H (relating to post dissolution claims) and any remaining assets of the corporation will be distributed as provided in that subchapter.

10. *Check one of the following:*

There are no actions or proceedings pending against the corporation in any court.

Adequate provision has been made for the satisfaction of any judgment or decree that may be obtained against the corporation in each action or proceeding pending against the corporation.

DSCB:15-1977/5977-3

11. Notice of the winding-up proceedings of the corporation was mailed by certified or registered mail to each known creditor and claimant of the corporation and to each municipal corporation in which the corporation's registered office or principal place of business in this Commonwealth is located.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Dissolution to be signed by a duly authorized officer thereof this _____ day of _____, _____.

Name of Corporation

Signature

Title

DSCB:15-1977/5977 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**


Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

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- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The second option in Paragraph 8 should be checked by a corporation that elects to proceed under 15 Pa.C.S. Subch. 19H or 59H (relating to post dissolution claims).
- D. The following, in addition to the filing fee, shall accompany this form:
- (1) Tax clearance certificates from the Department of Revenue and from the Bureau of Employment Security of the Department of Labor and Industry evidencing payment of all taxes and charges payable to the Commonwealth.
 - (2) Any necessary governmental approvals.
- E. The corporation is required by 15 Pa.C.S. § 1975(b) or § 5975(b) (relating to notice to creditors and taxing authorities) to publish notice of the winding-up proceedings one time in the legal journal and newspaper of general circulation published in the county of its registered office, or in two newspapers of general circulation if no legal journal exists in such county, or in one newspaper of general circulation if that is the only one published in the county. Proofs of such publication should be kept with the corporate records of the corporation, and should not be submitted to, and will not be received by or filed in, the Department.
- F. This form and all accompanying documents shall be mailed to the above stated address.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Articles of Involuntary Dissolution Domestic Corporation DSCB:15-1989/5989 (rev. 7/2015)  1989
---	--

Read all instructions prior to completing.

Fee: None

Check one: Business Corporation (§ 1989) Nonprofit Corporation (§ 5989)

In compliance with the requirements of the applicable provisions (relating to articles of involuntary dissolution), the undersigned officer of the office of the clerk of the court of common pleas, desiring to evidence the dissolution of a corporation, hereby certifies that:

1. The name of the corporation is: <hr/>

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: <i>(Complete only (a) or (b), not both)</i>					
<table style="width: 100%; border: none;"> <tr> <td style="width: 30%;">(a) Number and Street</td> <td style="width: 20%;">City</td> <td style="width: 20%;">State</td> <td style="width: 20%;">Zip</td> <td style="width: 10%;">County</td> </tr> </table> <hr/>	(a) Number and Street	City	State	Zip	County
(a) Number and Street	City	State	Zip	County	
<table style="width: 100%; border: none;"> <tr> <td style="width: 70%;">(b) Name of Commercial Registered Office Provider</td> <td style="width: 30%;">County</td> </tr> </table> c/o: _____	(b) Name of Commercial Registered Office Provider	County			
(b) Name of Commercial Registered Office Provider	County				

3. The court, term and number or other identification of the proceeding in which a decree dissolving the corporation was entered is: <hr/>

DSCB:15-1989/5989 – 2

4. *Check one of the following:*

___ The costs and expenses of the foregoing proceeding and the liabilities of the corporation have been discharged and all the remaining assets of the corporation, if any, have been distributed as provided in 15 Pa.C.S. Subch. 19G or 59G (relating to involuntary liquidation and dissolution).

___ The assets of the corporation are not sufficient to discharge such costs, expenses and liabilities, and all the assets of the corporation have been applied, as far as they will go, to the payment of such costs, expenses and liabilities.

5. A certified copy of the decree of dissolution is set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the undersigned officer of the office of the clerk of the court of common pleas has executed these Involuntary Articles of Dissolution this

_____ day of _____, _____.

Name of Court

Signature

Title

DSCB:15-1989/5989-Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps

Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. There is no filing fee with respect to this form.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following shall accompany this form:
- (1) A certified copy of the order of dissolution.
 - (2) Any necessary governmental approvals.
- D. No tax clearance certificates from the Department of Revenue or from the Bureau of Employment Security of the Department of Labor and Industry evidencing payment of all taxes and charges payable to the Commonwealth are required to be submitted with this form, under the presumption that they have been filed with the Court.
- E. This form and all accompanying documents shall be mailed to the address stated above.

DSCB:15-2104/2305 – 2

6. *Check one of the following:*

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. §§ 1905 and 2104(b) or § 2305(b).

Option for Non-stock Corporation Only: The amendment was adopted by the board of directors and shareholders (or members) pursuant to 15 Pa.C.S. §§ 1914(a) and (b) and 2104(b).

7. The corporation elects to become a non-stock or statutory close corporation.

8. *Check one of the following:*

For Nonstock Corporation Status Only: The corporation is organized on a nonstock basis.

For Statutory Close Corporation Status Only: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a “public offering” within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a et seq.).

9. *Check, and if appropriate, complete one of the following:*

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

10. *Check if the amendment restates the Articles:*

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____, _____.

Name of Corporation

Signature

Title

DSCB:15-2104/2305-Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps

Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

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- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

- C. The following, in addition to the filing fee, shall accompany this form:


- (1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).
- (2) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation or Use of Similar Name) shall accompany Articles of Amendment effecting a change of names and the change in name shall contain a statement of the complete new name.
- (3) Any necessary governmental approvals.

- D. *For Non-stock Corporation Status Only:* Under 15 Pa.C.S. § 2103 (relating to contents of articles and other documents of non-stock corporations) a non-stock corporation may, but need not, have a minimum guaranteed capital which shall be furnished by the subscribers thereto in such proportions as they may agree.

- E. *For Statutory Close Corporation Status Only:* Under 15 Pa.C.S. § 1103 (relating to definitions) a business corporation that has not more than 30 shareholders (counting shares that are held jointly or in common or in trust by two or more persons, as fiduciaries or otherwise, or that are held by spouses, as held by one shareholder) is a “closely-held corporation” but is not a “statutory close corporation” subject to 15 Pa.C.S. Ch. 23 (relating to statutory close corporations) unless an express election to be a statutory close corporation is set forth in its Articles. For general instructions relating to statutory close corporations see 19 Pa. Code Ch. 27 (relating to statutory close corporations). These instructions relate to such matters as applicability of statutory close corporation provisions, contents of articles, election of existing corporations to become close corporations, voluntary termination of close corporation status, filings with respect to breach and cure of qualifying conditions and preemptive rights, etc.

- F. This form and all accompanying documents shall be mailed to the above stated address.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	<p>Breach/Cure of Qualifying Condition Domestic Business/Statutory Close Corporation DSCB:15-2309A/2309B (rev. 7/2015)</p>  <p>2309BC</p>
---	--

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

- Check one: Statement of Breach of Qualifying Condition (§ 2309A)
 Statement of Cure of Breach of Qualifying Condition (§ 2309B)

In compliance with the requirements of the applicable provisions (relating to involuntary termination of statutory close corporation status; proceedings to prevent loss of status)/(relating to notice of cure of breach), the undersigned business corporation which is a statutory close corporation hereby states that:

1. The name of the corporation is:

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(Complete only (a) or (b), not both)

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o: _____				

3. Check box relating to applicable provision:

___ *Statement of Breach:* The provision included in its Articles pursuant to 15 Pa.C.S. § 2304(a) (relating to additional contents of articles of statutory close corporations) to qualify it as a statutory close corporation has been breached.

___ *Statement of Cure of Breach:* No breach of the provision included in its Articles pursuant to 15 Pa.C.S. § 2304(a) (relating to additional contents of articles of statutory close corporations) to qualify it as a statutory close corporation exists.

DSCB:15-2309A/2309B-2

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Statement of Breach of Qualifying Condition/Statement of Cure of Breach of Qualifying Condition to be signed by a duly authorized officer thereof this

_____ day of _____, _____.

Name of Corporation

Signature

Title

DSCB:15-2309A/2309B-Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps

General Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.


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- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. This form and all accompanying documents shall be mailed to the address listed above.

Instruction for Statement of Breach of Qualifying Condition Only

- E. Under 15 Pa.C.S. § 2309(a)(1) this form shall be filed within 30 days after the occurrence of the event amounting to a “public offering” of any of the shares of any class of the corporation within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a et seq.), or within 30 days after the event has been discovered, whichever is later. The corporation shall within the same period furnish a copy of this form to each shareholder.
- F. Under 15 Pa.C.S. § 2309(a)(2) the corporation is required concurrently with filing of this form to take such steps as are necessary to correct the situation. When the situation has been remedied this form shall be filed under the direction of Statement of Cure of Breach of Qualifying Condition.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Amendment-Domestic Business Corporation Election of Management/Professional/Benefit Status DSCB:15-2704/2904/3304 (rev. 7/2015)  2704
---	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one:

- Management Corporation (§ 2704)
 Professional Corporation (§ 2904)
 Benefit Corporation (§ 3304)

In compliance with the requirements of the applicable provisions (relating to election of an existing business corporation to become a management or professional corporation), the undersigned business corporation, desiring to amend its Articles to reflect an election to become a business corporation which is a management/professional corporation hereby states that:

1. The name of the corporation is: _____

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: *(Complete only (a) or (b), not both)*

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County

c/o: _____

3. The statute by or under which it was incorporated: _____

4. The date of its incorporation: _____

5. Check, and if appropriate complete, one of the following:

___ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

___ The amendment shall be effective on: _____ at _____.
Date (MM/DD/YYYY) Hour (if any)

Election of Management Corporation, complete paragraphs 6 and 7

6. Check one of the following:

___ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. §§ 1905 and 2704(b).

___ The amendment was adopted by the board of directors and shareholders (or members) pursuant to 15 Pa.C.S. §§ 1914(a) and (b) and 2704(b).

7. ___ The corporation elects to become a management corporation.

DSCB:15-2704/2904/3304 – 2

Election of Professional Corporation, complete paragraphs 8 and 9

- 8. ___ The amendment was adopted by the unanimous consent of the shareholders (or members) pursuant to 15 Pa.C.S. §§ 1905 and 2904(b).
- 9. ___ The corporation elects to become a professional corporation.

Election of Benefit Corporation, complete paragraphs 10 and 11

- 10. ___ This corporation shall have the purpose of creating general public benefit.
- 11. *Strike out if inapplicable*

___ This corporation shall have the purpose of creating the enumerated specific public benefit(s):

- 12. *Check, and if appropriate complete, one of the following:*

___ The amendment adopted by the corporation, set forth in full, is as follows:

___ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

- 13. *Check if the amendment restates the Articles:*

___ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this _____ day of _____, 20_____.

Name of Corporation

Signature

Title

DSCB:15-2704/2904/3304-Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps


Instructions for Completion of Form:

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- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).
 - (2) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name) shall accompany Articles of Amendment effecting a change of names and the change in name shall contain a statement of the complete new name.
 - (3) Any necessary governmental approvals.
- D. *For Management Corporation Only:* Paragraph 6 shall contain the text required by 15 Pa.C.S. § 2703 (relating to additional contents of articles of management corporations).
- E. *For Professional Corporation Only:* For general instructions relating to the incorporation of professional corporations see 19 Pa. Code Ch. 33 (relating to professional corporations). These instructions relate to incorporators, corporate name and stated purposes. For specific information relating to professional corporation names see 19 Pa. Code § 17.9 (relating to professional names).
- F. *For Benefit Corporation Only:* Paragraphs 10 and 11 shall contain the required and optional text specified by 15 Pa.C.S. §3331 (relating to corporate purposes).
- G. This form and all accompanying documents shall be mailed to the above stated address.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Statement of Election of Professional Corporation Status DSCB:15-2905 (rev. 7/2015)  2905
---	---

Read all instructions prior to completing.

Fee: \$125

In compliance with the requirements of 15 Pa.C.S. § 2905 (relating to election of professional associations to become professional corporations), the undersigned, constituting all of the associates of a professional association, desiring to elect professional corporation status, hereby states that:

1. The name of the association is: _____

2. Complete part (a) or (b) – not both:

(a) The address of this corporation’s current registered office in this Commonwealth is:
(post office box alone is not acceptable)

Number and Street City State Zip County

(b) The name of this corporation’s commercial registered office provider and the county of venue is:

c/o: _____

Name of Commercial Registered Office Provider County

3. The initial Articles of Association of the association were filed in the Office of the Prothonotary of _____ County, Pennsylvania.

4. The associates of the professional association have elected to accept the provisions of 15 Pa.C.S. Ch. 29 (relating to professional corporations) for the government and regulation of the affairs of the association.

IN TESTIMONY WHEREOF, the undersigned constituting all of the associates of the professional association, have executed this Statement of Election of Professional Corporation Status this _____ day of _____, _____.

Printed name	Signature
_____	_____
_____	_____
_____	_____
_____	_____

DSCB:15-2905 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$125 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.


- C. The following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:134A (Docketing Statement).
- (2) One copy of a completed form DSCB:15-1311/5311/9305 (Statement of Summary of Record) and form DSCB:15-1915/5915 (Articles of Amendment-Domestic Corporation), restating the Articles to set forth all of the information required to be set forth in restated articles of a professional corporation. See 15 Pa.C.S. § 1311(a)(6).

- D. For general instructions relating to the incorporation of professional corporations see 19 Pa. Code Ch. 33 (relating to professional corporations). These instructions relate to incorporators, corporate name and stated purposes. For specific information relating to professional corporation names see 19 Pa. Code § 17.9 (relating to professional names). For general instructions relating to the incorporation of business corporations see 19 Pa. Code Ch. 23 (relating to business corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, nonstock status, authorized share structure and related authority of the board of directors, inclusion of names of first directors in the Articles of Incorporation, optional provisions on cumulative voting for election of directors, etc.

- E. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Annual Benefit Report DSCB:15-3331 (rev. 7/2015)  3331
---	--

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

In compliance with the requirements of the provisions relating to the filing of an annual benefit report, the undersigned benefit corporation hereby states that:

1. The name of the corporation is:

2. Complete part (a) or (b) – not both:

(a) The address of this corporation’s current registered office in this Commonwealth is

 Number and Street City State Zip County

(b) The name of this corporation’s commercial registered office provider and the county of venue is:

c/o: _____
Name of Commercial Registered Office Provider County

3. A narrative description of:

(i) the ways in which the benefit corporation pursued general public benefit during the year and the extent to which general public benefit was created;

(ii) the ways in which the benefit corporation pursued any specific public benefit that the articles state is the purpose of the benefit corporation to create and the extent to which that specific public benefit was created;

(iii) any circumstances that have hindered the creation by the benefit corporation of general or specific public benefit; and

(iv) the process and rationale for selecting or changing the third-party standard used to prepare the benefit report.

DSCB:15-3331 - 2

- 4. An assessment of the overall social and environmental performance of the benefit corporation against a third-party standard applied consistently with any application of that standard in prior benefit reports or accompanied by an explanation of the reasons for any inconsistent application.

- 5. The name of the benefit director and the benefit officer, if any, and the address to which correspondence to each of them may be directed.

- 6. The compensation paid by the benefit corporation during the year to each director in that capacity.

- 7. The annual compliance statement of the benefit director described in section 3322(c) (relating to benefit director). ***Check applicable statements and strikeout inapplicable statements.***

___ In the opinion of the benefit director, the benefit corporation acted in accordance with its general and any specific public benefit purpose in all material respects during the period covered by this report.

___ In the opinion of the benefit director, the directors and officers complied with sections 3321(a) (relating to standard of conduct for directors) and 3323(a) (relating to standard of conduct for officers), respectively.

___ In the opinion of the benefit director, the benefit corporation or its directors or officers failed so to act. Following is a description of the ways in which the benefit corporation or its directors or officers failed so to act:

- 8. A statement of any connection between the organization that established the third-party standard, or its directors, officers or any holder of 5% or more of the governance interests in the organization, and the benefit corporation or its directors, officers or any holder of 5% or more of the outstanding shares of the benefit corporation, including any financial or governance relationship which might materially affect the credibility of the use of the third-party standard.

- 9. If the benefit corporation has dispensed with, or restricted the discretion or powers of, the board of directors, a description of:
 - (i) the persons that exercise the powers, duties and rights and who have the immunities of the board of directors;

and (ii) the benefit director, as required by section 3322(e).

DSCB:15-3331 - 3

IN TESTIMONY WHEREOF, the undersigned registrant has caused this Annual Benefit Report to be signed by a duly authorized officer this _____ day of _____, 20_____.

Name of Corporation

Signature

Title

DSCB:15-3331 – Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. Additional pages may be attached as needed.
- D. The information in box 6 (relating to compensation paid to directors) and any financial or proprietary information may be omitted from the benefit report as filed with the Department of State.
- E. This form and all accompanying documents shall be mailed to the above stated address.

DSCB:15-5110-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**


Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. There is no filing fee with respect to this form.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. On or before April 30 of each year where there has been a change in corporate officers during the preceding calendar year, this form shall be filed by each domestic nonprofit corporation which effected any filing in the Department of State after December 31, 1972 and by each registered foreign nonprofit corporation.
- C. This form is not a substitute for form DSCB:15-1507/5507/8506/8906 (Statement of Change of Registered Office), and the appropriate form shall be filed to reflect a change in Pennsylvania registered office address.
- D. This form and all accompanying documents shall be mailed to the above stated address.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Articles of Incorporation-Nonprofit DSCB:15-5306/7102 (rev. 7/2015)  5306
---	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125

Check one: Domestic Nonprofit Corporation (§ 5306) Nonprofit Cooperative Corporation (§ 7102)

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperative corporation, hereby state(s) that:

1. The name of the corporation is:

2. Complete part (a) or (b) – not both:

(a) The address of this corporation’s current registered office in this Commonwealth is:
(post office box alone is not acceptable)

Number and Street	City	State	Zip	County
-------------------	------	-------	-----	--------

(b) The name of this corporation’s commercial registered office provider and the county of venue is:

c/o: _____

Name of Commercial Registered Office Provider	County
---	--------

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Check and complete one: The corporation is organized on a nonstock basis.
 The corporation is organized on a stock share basis and the aggregate number of shares authorized is _____.

DSCB:15-5306/7102-2

6. *For unincorporated association incorporating as a nonprofit corporation only. Check if applicable:*
 _____ The incorporators constitute a majority of the members of the committee authorized to incorporate such association by the requisite vote required by the organic law of the association for the amendment of such organic law.

7. *For Nonprofit Corporation Only:*
 Check one: _____ The corporation shall have no members.
 _____ The corporation shall have members.

8. *For Nonprofit Cooperative Corporation Only:*
 Check and complete one:
 _____ The corporation is a cooperative corporation and the common bond of membership among its members is: _____.
 _____ The corporation is a cooperative corporation and the common bond of membership among its shareholders is: _____.

9. The name(s) and address(es) of each incorporator(s) is (are) *(all incorporators must sign below):*

Name(s)	Address(es)
_____	_____
_____	_____
_____	_____

10. The specified effective date, if any, is:

 month day year hour, if any

11. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this _____ day of _____, _____.

_____ Signature

_____ Signature

_____ Signature

DSCB:15-5306/7102 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

Instructions for Completion of Form – (Articles of Incorporation–Nonprofit):

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$125 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) One copy of a completed form DSCB:15-134A (Docketing Statement).
 - (2) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
 - (3) Any necessary governmental approvals.
- D. *For Domestic Nonprofit Corporation Only:* For general instructions relating to the incorporation of nonprofit corporations see 19 Pa. Code Ch. 41 (relating to nonprofit corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.
- E. *For Nonprofit Cooperative Corporation Only:* For general instructions relating to the incorporation of cooperative corporations see 19 Pa. Code Ch. 51 (relating to cooperative corporations). Under 15 Pa.C.S. § 7103 (relating to use of term “cooperative” in corporate name) the corporate name in Paragraph 1 must, unless otherwise provided by statute, contain one of the terms “cooperative” or “coop.” See 19 Pa. Code § 17.7 (relating to cooperative names). See also the general instructions relating to the incorporation of nonprofit corporations, 19 Pa. Code Ch. 41 (relating to nonprofit corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.
- Under 15 Pa.C.S. § 7102(a) the articles of the corporation must set forth a common bond of membership among its members or shareholders by reason of occupation, residence or otherwise.
- F. One or more corporations or natural persons of full age may incorporate a nonprofit/nonprofit cooperative corporation.
- G. Per 15 Pa.C.S. § 5307 (relating to advertisement), the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be submitted to, and will not be received by or filed in, the Department, but should be filed with the minutes of the corporation.
- H. This form and all accompanying documents shall be mailed to the address stated above.

DSCB:15-5306/7102 - Instructions

NONPROFIT CORPORATIONS ONLY

Pursuant to 15 Pa.C.S. § 5110, a nonprofit corporation is required to annually notify the Department of State of any change of its officers. If no change of officers has occurred since the last report, the report need not be filed. These annual reports are submitted on form DSCB:15-5110 (Annual Statement-Nonprofit Corporation). No fee is required for this filing.

Please forward annual report to the Department of State, Bureau of Corporations and Charitable Organizations, P.O. Box 8722, Harrisburg, PA 17105-8722.


ADDITIONAL INFORMATION REGARDING NONPROFIT CORPORATIONS

Nonprofit corporations that solicit funds from citizens of the Commonwealth of Pennsylvania must register with the Bureau of Corporations and Charitable Organizations of the Department of State, unless exempt from registration requirements. Please contact the Bureau of Corporations and Charitable Organizations at 207 North Office Building, Harrisburg, PA 17120, (717) 783-1720 or 1-800-732-0999 within Pennsylvania, for more information on registration.

Pennsylvania sales tax exempt status may be obtained from the Department of Revenue, Registration Division, Exemption Unit, Department 280901, Harrisburg, PA 17128-0901. Any other type of exempt status may be obtained or explained by contacting your local Federal Internal Revenue Service.

Please be advised that the date and signature of the Secretary of the Commonwealth indicate the filing in the Department of State. **NO CERTIFICATE OF INCORPORATION IS ISSUED** for nonprofit corporations.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	Articles of Amendment - Election/Termination of Cooperative Corporation Status DSCB:15-7104/7105/7106/7107 (rev. 7/2015)  71046
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

- Check one:
- Domestic Business Corporation - Election (§ 7104)
 - Domestic Nonprofit Corporation - Election (§ 7106)
 - Domestic Cooperative Corporation For Profit - Termination (§ 7105)
 - Domestic Nonprofit Cooperative Corporation - Termination (§ 7107)

In compliance with the requirements of the applicable provisions (relating to election of an existing business/nonprofit corporation to become a cooperative corporation)/(relating to termination of status as a cooperative corporation for profit or termination of nonprofit cooperative corporation status), the undersigned business/nonprofit corporation or business/nonprofit cooperative corporation, hereby states that:

1. The name of the corporation is:

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
<i>c/o:</i>				
(b) Name of Commercial Registered Office Provider	County			

3. The statute by or under which it was incorporated:

4. The date of its incorporation: _____
MM/DD/YYYY

5. Check, and if appropriate complete, one of the following:

___ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

___ The amendment shall be effective on: _____ at _____.

Date (MM/DD/YYYY) Hour (if any)

DSCB:15-7104/7105/7106/7107-2

6. *Check one of the following:*

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. §§ 1905, 1914 and § 7104(b)/7105(b) or §§ 5905, 5914 and § 7106(b)/7107(b).

The amendment was adopted by the board of directors and shareholders (or members) or members (or shareholders) pursuant to 15 Pa.C.S. §§ 1914 and 7104(b)/7105(b) or §§ 5914 and 7106(b)/7107(b).

Election of Cooperative Corporation Status Only: complete paragraphs 7, 8 and 9

7. The corporation elects to become a cooperative corporation.

8. *Complete and strike out the inapplicable term:* The common bond of membership among its (members) (shareholders) is:_____.

9. *For Domestic Business Corporation Only: Strike out if inapplicable:* The corporation is organized on a non-stock basis.

10. *Check, and if appropriate, complete one of the following:*

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

11. *Check if the amendment restates the Articles:*

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____, _____.

Name of Corporation

Signature

Title

DSCB:15-7104/7105/7106/7107–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**

General Instructions for Completion of Form:

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- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) Two copies of a completed form DSCB:15-134B (Docketing Statement-Changes).
 - (2) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
 - (3) Any necessary governmental approvals.
- D. This form and all accompanying documents shall be mailed to the above stated address.


Instructions for Election of Cooperative Corporation Status

- F. For general instructions relating to the incorporation of cooperative corporations see 19 Pa. Code Ch. 51 (relating to cooperative corporations). Under 15 Pa.C.S. § 7103 (relating to use of term “cooperative” in corporate name), the corporate name in Paragraph 10 must, unless otherwise provided by statute, contain one of the terms “cooperative” or “coop.” See 19 Pa. Code § 17.7 (relating to cooperative names).

Instructions for Termination of Cooperative Corporation Status

- G. *For Domestic Cooperative Corporation for Profit Only:* The amendment set forth in Paragraph 10 shall eliminate any provisions permitted or required by 15 Pa.C.S. §§ 2102(a)(1) and 2103 if the corporation is organized as a non-stock corporation and is not to continue as such, shall eliminate the common bond of membership provisions required by 15 Pa.C.S. § 7102(a) and shall change the name of the corporation to comply with 15 Pa.C.S. § 7103 and other applicable provisions of law. See 19 Pa. Code § 17.7 (relating to cooperative names).
- H. *For Domestic Nonprofit Cooperative Corporation Only:* The amendment set forth in Paragraph 10 shall eliminate the common bond of membership provisions required by 15 Pa.C.S. § 7102(a) and shall change the name of the corporation to comply with 15 Pa.C.S. § 7103 and other applicable provisions of law. See 19 Pa. Code § 17.7 (relating to cooperative names).

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	<p>Statement of Registration Domestic Registered Limited Liability Partnership DSCB:15-8201A (rev. 7/2015)</p>  <p>8201</p>
---	--

Read all instructions prior to completing.

Fee: \$125

In compliance with the requirements of 15 Pa.C.S. § 8201 (relating to statement of registration), the undersigned desiring to register a domestic registered limited liability partnership, hereby certifies that:

1. The name of the domestic registered limited liability partnership (<i>designator is required, i.e., "company", "limited" or "limited liability partnership" or abbreviation</i>): <hr style="border: 1px solid black;"/>
--

2. Complete one of the following: ___ The partnership is a general partnership and the address, including number and street, if any, of its principal place of business: <hr style="border: 1px solid black;"/> <table style="width: 100%; border: none;"> <tr> <td style="width: 35%;">Number and street</td> <td style="width: 15%;">City</td> <td style="width: 15%;">State</td> <td style="width: 15%;">Zip</td> <td style="width: 20%;">County</td> </tr> </table> ___ The partnership is a limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: <i>(Complete (a) or (b), not both)</i> <hr style="border: 1px solid black;"/> <table style="width: 100%; border: none;"> <tr> <td style="width: 35%;">(a) Number and Street</td> <td style="width: 15%;">City</td> <td style="width: 15%;">State</td> <td style="width: 15%;">Zip</td> <td style="width: 20%;">County</td> </tr> </table> c/o: <hr style="border: 1px solid black;"/> <table style="width: 100%; border: none;"> <tr> <td style="width: 70%;">(b) Name of Commercial Registered Office Provider</td> <td style="width: 30%;">County</td> </tr> </table>	Number and street	City	State	Zip	County	(a) Number and Street	City	State	Zip	County	(b) Name of Commercial Registered Office Provider	County
Number and street	City	State	Zip	County								
(a) Number and Street	City	State	Zip	County								
(b) Name of Commercial Registered Office Provider	County											

DSCB:15-8201A-2

3. The general/limited (*strike out inapplicable term*) partnership registers under 15 Pa.C.S. Subchapter 82A.

4. The registration has been authorized by at least a majority in interest of the partners.

IN TESTIMONY WHEREOF, the undersigned
general partner of the domestic registered limited
liability partnership has executed this Statement of
Registration this
_____ day of _____, _____.

Name

Signature

Title

DSCB:15-8201A-Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps


General Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$125 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. The status of being a registered limited liability partnership is available for either general partnerships or limited partnerships. For a general partnership registering as a limited liability partnership, prior registration with the Department of State as a general partnership is not required. For a limited partnership registering as a limited liability partnership, the limited partnership must be an existing limited partnership filed with Department of State in order to use this form.
- C. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address. A general partnership or a limited partnership may file a Statement of Registration to register as a limited liability partnership. For a general partnership, the address should be set forth in the first part of Paragraph 2. For a limited partnership, the address should be set forth in the second part of Paragraph 2.
- D. The following, in addition to the filing fee, shall accompany this form:
- (1) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
 - (2) Any necessary governmental approvals.
- E. This form shall be executed by a general partner. Any natural person of full age, corporation, partnership, limited liability company, business trust, other association, government entity (other than the Commonwealth), estate, trust or foundation may be designated as a general partner in the general partnership or limited partnership which is registering and may execute this form.
- F. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	<p>Statement of Amendment/Termination Domestic Registered Limited Liability Partnership DSCB:15-8201B/8201C (rev. 7/2015)</p>  <p>8201LP</p>
---	---

Read all instructions prior to completing.

Fee: \$70

- Check one: Statement of Amendment (§ 8201B)
 Statement of Termination (§ 8201C)

In compliance with the requirements of 15 Pa.C.S. § 8201 (relating to amendment of registration/statement of termination), the undersigned desiring to amend/terminate its registration as a domestic registered limited liability partnership, hereby certifies that:

1. The name of the domestic registered limited liability partnership is: <hr style="border: 1px solid black;"/>
--

2. Complete one of the following: ___ The partnership is a general partnership and the address, including number and street, if any, of its principal place of business: <hr style="border: 1px solid black;"/> <div style="display: flex; justify-content: space-between; font-size: small;"> Number and street City State Zip County </div> ___ The partnership is a limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: <i>(Complete (a) or (b), not both)</i> <hr style="border: 1px solid black;"/> <div style="display: flex; justify-content: space-between; font-size: small;"> (a) Number and Street City State Zip County </div> c/o: <hr style="border: 1px solid black;"/> <div style="display: flex; justify-content: space-between; font-size: small;"> (b) Name of Commercial Registered Office Provider County </div>

DSCB:15-8201B/8201C - 2

3. *Complete for Statement of Amendment Only:*
 The amendment authorized by the partnership, set forth in full, is as follows:

4. *Check boxes for Statement of Amendment Only:*

The restated Statement of Registration is set forth in full in Exhibit A, attached hereto and made a part hereof, and supersedes the original Statement of Registration and all previous amendments thereto.

The amendment has been authorized by at least a majority in interest of the partners.

5. *Check boxes for Statement of Termination Only:*

The registration of the partnership under the provisions of 15 Pa.C.S. § 8201 (relating to statement of termination) is hereby terminated.

The termination has been authorized by at least a majority in interest of the partners.

IN TESTIMONY WHEREOF, the undersigned general partner of the domestic registered limited liability partnership has executed this Statement of Amendment/Termination this

_____ day of _____, _____.

Name

Signature

Title

DSCB:15-8201B/8201C-Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps

General Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. A general partnership or a limited partnership may file a Statement of Amendment/Termination to amend its registration/terminate its status as a limited liability partnership. For a general partnership, the address need only be set forth in the first part of Paragraph 2. For a limited partnership, the address need only be set forth in the second part of Paragraph 2. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. This form and all accompanying documents shall be mailed to the above stated address.

Instructions for Amendment Only:

- E. This form shall be filed upon the occurrence of any of the following events:
- (1) A change in the name of the registered limited liability partnership.
 - (2) A change in address of the registered limited liability partnership.

A Statement of Registration for a domestic registered limited liability partnership may not be amended for any other purpose.

- F. This form may be used by both limited liability partnerships and limited liability limited partnerships to file a change in address. DSCB:15-1507/5507/8506/8906 (Statement or Certificate of Change of Registered Office) may be used by a domestic limited partnership which has registered as a limited liability limited partnership pursuant to 15 Pa.C.S. § 8201. However, a domestic general partnership which has registered as a limited liability partnership pursuant to 15 Pa.C.S. § 8201 must use this form to amend the address of its principal place of business.

- G. The following, in addition to the filing fee, shall accompany this form:
- (1) If the amendment reflects a change of name, one copy of a completed form DSCB:15-134B (Docketing Statement-Changes).
 - (2) If the amendment reflects a change of name, any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
 - (3) Any necessary governmental approvals.

- H. This form shall be executed by any general partner. Any natural person of full age, corporation, partnership, limited liability company, business trust, other association, government entity (other than the Commonwealth), estate, trust or foundation may be designated as a general partner in the general partnership or limited partnership which has registered as a limited liability partnership.

DSCB:15-8205 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps**


Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. This form shall be executed by the person identified in the form as withdrawing as a partner from the partnership. If this form is executed by the personal representative of the withdrawing partner, the execution portion of the form should be modified accordingly.
- C. Under 15 Pa.C.S. § 8205(d), the person withdrawing shall send a copy of the filed statement of withdrawal to the registered limited liability partnership.
- D. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Certificate of Annual Registration DSCB:15-8221/8998 (rev. 7/2015)  8221
---	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: See Instructions C and E.

- Check one: Registered Limited Liability Partnership (§ 8221)
 Restricted Professional Limited Liability Company (§ 8998)

In compliance with the requirements of the applicable provisions (relating to annual registration), the undersigned domestic or foreign registered limited liability partnership/restricted professional limited liability company, hereby states that:

1. The name of the registered limited liability partnership/restricted professional limited liability company is: <hr style="border: 1px solid black;"/>

Limited Liability Partnership: complete only paragraph 2

2. The prescribed annual base fee of \$340 times _____ (the number of persons who were general partners of this partnership on December 31, _____ (year) and who are described in § 8221(b)(1)) accompanies this Certificate of Annual Registration.
--

Restricted Professional Limited Liability Company: complete only paragraphs 3 and 4

3. Check, and if appropriate complete, one of the following: ___ The company engaged only in business permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed. ___ The company engaged in business not permitted by § 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which this certificate is being filed.

4. The prescribed annual base fee of \$500 times _____ (the number of persons who were members of this company on December 31, _____ (year) and who are described in § 8998(b)(1)) accompanies this Certificate of Annual Registration.

IN TESTIMONY WHEREOF, the undersigned general partner/ member has executed this Certificate of Annual Registration this _____ day of _____, _____. <hr style="border: 1px solid black;"/> <p style="text-align: center;">Signature</p>

DSCB:15-8221/8998 - Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
web site: www.dos.pa.gov/corps

General Instructions for Completion of Form:

- A. This form must be filed on or before April 15 of each year following the year with respect to which it is being filed.
- B. Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

This form and all accompanying documents shall be mailed to the address stated above.


Instructions for Annual Registration for Registered Limited Liability Partnership

- C. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable annual fee of \$340 times the number of persons who were general partners of the partnership on December 31 shall accompany this form and shall be made payable to the Department of State. The base fee of \$340 was increased on December 31, 2012. See §8221(b)(2). Failure to file the annual registration by April 15 will result in a lien on the assets of the partnership. If a certificate of annual registration is not filed by May 15, a penalty of \$500 will be assessed against the partnership, which will create a second lien on the assets of the partnership. Failure to file the certificate of annual registration for five consecutive years will result in the automatic termination of registered limited liability partnership status.
- D. The annual fee is required to be paid only with respect to a general partner who:
 - a. In the case of a natural person, had his principal residence in Pennsylvania on December 31, or
 - b. In the case of any other person, was incorporated or otherwise organized or existing under the laws of Pennsylvania on December 31. See §8221(b)(1).

Instructions for Annual Registration for Restricted Professional Limited Liability Company

- E. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable annual fee of \$500 times the number of persons who were members of the company on December 31 shall accompany this form and shall be made payable to the Department of State. The base fee of \$500 was increased on December 31, 2012. See §8998(b)(2). Failure to file the annual registration by April 15 will result in a lien on the assets of the company. If a certificate of annual registration is not filed by May 15, a penalty of \$500 will be assessed against the company, which will create a second lien on the assets of the company.
- F. The annual fee is required to be paid only with respect to a member who:
 - a. Was licensed to practice the professional service rendered by the company on December 31; and
 - b. Had principal residence in Pennsylvania on December 31. See §8998(b)(1).

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <hr/> <input type="checkbox"/> Return document by email to: _____	<p>Certificate of Limited Partnership DSCB:15-8511 (rev. 7/2015)</p>  8511
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125

In compliance with the requirements of 15 Pa.C.S. § 8511 (relating to certificate of limited partnership), the undersigned, desiring to form a limited partnership, hereby certifies that:

1. The name of the limited partnership (*may contain the word "company", or "limited" or "limited partnership" or any abbreviation*):

2. Complete part (a) or (b) – not both:

(a) The address of this limited partnership’s current registered office in this Commonwealth is:
(post office box alone is not acceptable)

Number and Street City State Zip County

(b) The name of this limited partnership’s commercial registered office provider and county of venue is:

c/o: _____

Name of Commercial Registered Office Provider County

3. The name and business address of each general partner of the partnership is:

Name	Address
_____	_____
_____	_____

4. The specified effective date, if any, is:

month date year hour, if any

IN TESTIMONY WHEREOF, the undersigned general partner(s) of the limited partnership has (have) executed this Certificate of Limited Partnership this

_____ day of _____, _____.

Signature

Signature

Signature

DSCB:15-8511-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**


Instructions for Completion of Form – (Certificate of Limited Partnership):

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$125 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
 - (2) Any necessary governmental approvals.
- D. For general instructions relating to the formation of limited partnerships see 19 Pa. Code Ch. 73 (relating to limited partnerships).
- E. This form shall be executed by all general partners named herein. Any natural person of full age, general partnership, limited partnership, corporation or business or other trust may form a limited partnership if the organizing entity is designated as a general partner in and executes this form. Under 15 Pa.C.S. § 8513 (relating to certificate of cancellation), the Certificate of Limited Partnership shall be canceled whenever there are no limited partners, but it is not necessary to name the limited partners in the Certificate of Limited Partnership.
- F. Optional provisions required or authorized by law may be added. If a partner's interest in the limited partnership is to be evidenced by a certificate of partnership interest, a statement to that effect must be included in this form. See 15 Pa.C.S. § 8511(a)(4).
- G. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: <hr/>	Certificate of Amendment - Domestic Limited Partnership/Limited Liability Company DSCB:15-8512/8951 (rev. 7/2015)  8512
---	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: Limited Partnership (§ 8512) Limited Liability Company (§ 8951)

In compliance with the requirements of the applicable provisions (relating to certificate of amendment), the undersigned, desiring to amend its Certificate of Limited Partnership/Organization, hereby certifies that:

1. The name of the limited partnership/limited liability company is:

2. The date of filing of the original Certificate of Limited Partnership/Organization:

Date (MM/DD/YYYY)

3. *Check, and if appropriate complete, one of the following:*

The amendment adopted by the limited partnership/limited liability company, set forth in full, is as follows:

The amendment adopted by the limited partnership/limited liability company is set forth in full in Exhibit A attached hereto and made a part hereof.

4. *Check, and if appropriate complete, one of the following:*

The amendment shall be effective upon filing this Certificate of Amendment in the Department of State.

The amendment shall be effective on:

 at

.
Date (MM/DD/YYYY) Hour (if any)

DSCB:15-8512/8951-2

5. *Check if the amendment restates the Certificate of Limited Partnership/Organization:*

___ The restated Certificate of Limited Partnership/Organization supersedes the original Certificate of Limited Partnership/Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed this

_____ day of _____, _____.

Name of Limited Partnership/Limited Liability Company

Signature

Title

DSCB:15-8512/8951-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**

General Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. The following, in addition to the filing fee, shall accompany this form:
- (1) If the amendment effects a change of name, two copies of a completed form DSCB:15-134B Docketing Statement-Changes).
 - (2) If the amendment effects a change of name, any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
 - (3) Any necessary governmental approvals.
- C. This form and all accompanying documents shall be mailed to the above stated address.


Instructions for Amendment for Domestic Limited Liability Company Only (D):

- D. A Certificate of Organization may be amended for any other proper purpose, including a restatement of the certificate in its entirety, omitting any matter that is obsolete or no longer required. Form DSCB:15-8906 (Certificate of Change of Registered Office) may be used if the only change in the certificate is a change of registered office.

Instructions for Amendment for Domestic Limited Partnership Only (E-G):

- E. This form shall be executed by any general partner and each other entity designated in the form as a new general partner. If this form is executed by an individual or by multiple parties, the execution portion of the form should be modified accordingly.
- F. This form shall be filed upon the occurrence of any of the following events:
- (1) A change in the name of the limited partnership.
 - (2) The admission of a new general partner.
 - (3) The withdrawal of a general partner not reflected by the filing of form DSCB:15-8524/8532 (Certificate of Withdrawal by General Partner-Limited Partnership/From Limited Partnership). This form should be used where the withdrawal is accompanied by another change in the Certificate of Limited Partnership, e.g., the addition of a new general partner.
- G. A Certificate of Limited Partnership may be amended for any other proper purpose, including a restatement of the certificate in its entirety, omitting any matter that is obsolete or no longer required. Form DSCB:15-1507/4144/5507/6144/8506 (Statement of Change of Registered Office) shall be used if the only change in the certificate is a change of registered office.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: <hr/>	Certificate of Cancellation Limited Partnership DSCB:15-8513 (rev. 7/2015)  8513
---	---

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 8513 (relating to certificate of cancellation), the undersigned limited partnership, desiring to cancel its Certificate of Limited Partnership, hereby certifies that:

1. The name of the limited partnership is:

2. The date of filing of the original Certificate of Limited Partnership is:

Date (MM/DD/YYYY)

3. Check one of the following:
 The limited partnership has been dissolved.
 The limited partnership has no limited partners.

4. Check, and if appropriate complete, one of the following:
 The cancellation shall be effective upon filing this Certificate of Cancellation in the Department of State.
 The cancellation shall be effective on:

 at

.
 Date Hour

IN TESTIMONY WHEREOF, the undersigned limited partnership has caused this Certificate of Cancellation to be executed this

 day of

,

.

Name of Limited Partnership

Signature

Title

DSCB:15-8513–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**


Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. This form shall be executed by all general partners or liquidating trustees or, if there is no general partner or liquidating trustee, by a majority in interest of the limited partners, and the execution portion of the form should be modified accordingly.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) Tax clearance certificates from the Department of Revenue and from the Bureau of Employment Security of the Department of Labor and Industry evidencing payment of all taxes and charges payable to the Commonwealth.
 - (2) Any *necessary* governmental approvals.
- D. Tax clearance certificates. A domestic limited partnership may not file a Certificate of Cancellation unless the document is accompanied by tax clearance certificates from the Department of Revenue and the Department of Labor and Industry evidencing the payment by the association of all taxes and charges due the Commonwealth required by law. To obtain these clearance certificates, a Form REV-181 (Application for Tax Clearance Certificate) must be completed and submitted to both the Department of Revenue and the Department of Labor and Industry. The application and instructions may be downloaded from the Department of Revenue website at www.revenue.pa.gov or obtained by calling 717-783-6052.
- E. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Certificate Pursuant to Judicial Order Limited Partnership DSCB:15-8515 (rev. 7/2015)  8515
---	---

Read all instructions prior to completing.

Fee: None

In compliance with the requirements of 15 Pa.C.S. § 8515 (relating to execution by judicial act), the undersigned clerk of the court, desiring to evidence the filing by judicial act of a certificate with respect to a domestic limited partnership, hereby certifies that:

1. The name of the limited partnership is:

2. The (a) address of this limited partnership’s current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
Complete (a) or (b), not both.

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider				County
c/o: _____				

3. The court, term and number or other identification of the proceeding in which a decree requiring the filing of this certificate with respect to the limited partnership was entered is:

4. A certified copy of the decree requiring the filing of this certificate is set forth in full in Exhibit A attached hereto and made a part hereof.

DSCB:15-8515-2

IN TESTIMONY WHEREOF, the undersigned clerk of the court has executed this Certificate Pursuant to Judicial Order this

_____ day of _____, _____.

Name of Court

Signature

Title

DSCB:15-8515-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**


Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. No filing fee is required with respect to this form.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. This form and all accompanying documents shall be mailed to the above stated address.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: <hr/>	Certificate of Summary of Record Limited Partnership DSCB:15-8519 (rev. 7/2015)  8519
---	---

Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 8519 (relating to filing of certificate of summary of record by limited partnerships formed prior to 1976), the undersigned limited partnership formed under the laws of this Commonwealth, desiring to file a document in the Department under the Pennsylvania Revised Uniform Limited Partnership Act (15 Pa.C.S. § 8501 et. seq.), or to secure from the Department a certified copy of the Certificate of Limited Partnership of the partnership, hereby certifies that:

1. The name of the limited partnership is:

2. The (a) address of this limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
Complete (a) or (b), not both.

(a) Number and Street	City	State	Zip	County
<hr/>				
(b) Name of Commercial Registered Office Provider				County
c/o: <hr/>				

3. The statute by or under which it was formed:

4. The limited partnership was originally formed on

 under the following name of:
Date (MM/DD/YYYY)

DSCB:15-8519-2

5. The original Certificate of Limited Partnership was recorded on _____ in the following place of: _____
Date (MM/DD/YYYY)

6. *Check, and if appropriate complete, one of the following:*

___ This certificate is being delivered to the Department of State contemporaneously with an amended Certificate of Limited Partnership which restates the certificate in its entirety.

___ The currently effective Certificate of Limited Partnership is filed or recorded as follows and the text of such currently effective certificate is set forth in Exhibit A attached hereto and made a part hereof (except any of such text which appears of record in the Department of State, which text is incorporated herein by reference to the records of the Department pursuant to 19 Pa. Code § 13.6 (relating to incorporation by reference)):

Recorder of Deeds book and page numbers, etc.

7. *Check, and if appropriate, complete one of the following:*

___ The limited partnership has never adopted any name other than its original name and its current name.

___ Each name by which the limited partnership was known, other than its original name and its current name, and the date or dates on which each change of name of the limited partnership became effective, are as follows:

Name	Effective Date of Adoption
_____	_____
_____	_____

IN TESTIMONY WHEREOF, the undersigned limited partnership has caused this Certificate of Summary of Record to be executed this

_____ day of _____, _____.

Name of Limited Partnership

Signature

Title

DSCB:15-8519-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**


Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form, if applicable (see instruction C, below), is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. When this form accompanies another filing, e.g., certificate of amendment, it will be deemed for filing fee and docketing statement purposes to be incorporated by reference into the filing to which it relates, and no separate filing fee shall be submitted.
- D. Set forth in Paragraph 5 the place or places, including volume and page numbers of their equivalent where the original Certificate of Limited Partnership was filed or recorded.
- E. The first alternate of Paragraph 6 is applicable to a non-surviving party to a plan of merger which restates the Certificate of Limited Partnership of the surviving partnership.
- F. Set forth in the second alternate of Paragraph 6 the place or places, including volume and page numbers or their equivalent, where the documents are filed or recorded, and the date or dates of each such filing or recording. Text which appears of record in the Department of State, may be incorporated by reference in this form to the records of the Department. This instruction is an exception to the general rule against incorporation by reference contemplated by 19 Pa. Code § 13.6 (relating to incorporation by reference).
- G. Include a clear and legible copy of the original Certificate of Limited Partnership and all amendments, or restate the certificate in its entirety.
- H. A limited partnership is required to file this form only once.
- I. This form and all accompanying documents shall be mailed to the address stated above.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Certificate of Withdrawal by Partner DSCB:15-8524/8532 (rev. 7/2015)  8524
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: From Limited Partnership (§ 8524) By General Partner-Limited Partnership (§ 8532)

In compliance with the requirements of 15 Pa.C.S. § 8524 (relating to person erroneously believing himself a limited partner) or any other applicable provision of Chapter 85 (relating to limited partnerships), the undersigned person who erroneously believed itself to be a limited partner, or the undersigned limited partner named in a Certificate of Limited Partnership, or 15 Pa.C.S. § 8532(b) (relating to certificate of withdrawal), the undersigned general partner of a limited partnership, desiring to evidence withdrawal from a limited partnership, or to withdraw as a limited partner from a limited partnership or as a general partner from a limited partnership, hereby certifies that:

1. The name of the limited partnership is: <hr/>
2. The date of filing of the original Certificate of Limited Partnership is: _____ (MM/DD/YYYY)
3. <i>Check one of the following:</i> ___ <i>For Withdrawal from Limited Partnership Only:</i> The name of the person withdrawing is: <hr/> ___ <i>For Withdrawal by General Partner-Limited Partnership Only:</i> The name of the person withdrawing as a general partner is: <hr/>

IN TESTIMONY WHEREOF, the undersigned person has caused this Certificate of Withdrawal to be executed this _____ day of _____, _____.	
_____ Name of Person	
_____ Signature	_____ Title

DSCB:15-8524/8532-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**

Instructions for Completion of Form:

- A. Typewritten is preferred. If handwritten, the form shall be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70 made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

- B. *This form shall be executed for the following purposes:*

1. By each entity designated in the form as withdrawing from the partnership or withdrawing as a general partner from the partnership.
2. A limited partner named in the Certificate of Limited Partnership withdraws from the limited partnership without amendment of the Certificate of Limited Partnership.
3. Withdrawal as a limited partner without amendment of the Certificate of Limited Partnership or by a person who erroneously believes himself to be a limited partner.
4. Withdrawal by a general partner without amendment of the Certificate of Limited Partnership.

If this form is executed by an individual or by multiple parties, the execution portion of the form should be modified accordingly.

- C. Under 15 Pa.C.S. § 8524(a) the person withdrawing shall send a copy of the filed certificate of withdrawal to the limited partnership.
- D. This form and all accompanying documents shall be mailed to the above stated address.

