

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 amend 19 Pa. Code Appendix C (relating to official forms) to read as set forth in Annex A.

A. Effective Date

The proposed forms will be effective on February 21, 2017.

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 revises 21 of the 68 existing forms and instructions promulgated by the Department relating to association and fictitious name filings under 15 Pa.C.S. (relating to corporations and unincorporated associations) and 54 Pa.C.S. (relating to names) and currently published in the *Pennsylvania Code*. This proposal also introduces 11 new forms. Finally, three forms are repealed. The need for these revisions is based on the passage of two acts by the General Assembly: the act of November 3, 2016 (P.L. 1053, No. 135) (Act 135) and the

act of November 21, 2016 (P.L. 1328, No. 170) (Act 170), as well as the Department's ongoing review of its forms and procedures.

Act 135 became effective on January 2, 2017. Act 135 exempts veterans and reservists who are starting a small business in this Commonwealth from the payment of a business fee. The Bureau is amending seven of its business formation forms to include a checkbox for veterans and reservists who are claiming the exemption and information about how to obtain the fee waiver in the instructions.

Act 170 will be effective on February 21, 2017. Act 170 amends 15 Pa.C.S. and 54 Pa.C.S. to repeal and replace existing Commonwealth law on general partnerships, limited partnerships and limited liability companies with the most recent revisions of three acts promulgated by the Uniform Law Commission: the Uniform Partnership Act; the Uniform Limited Partnership Act; and the Uniform Limited Liability Company Act. Act 170 also includes amendments to Commonwealth law on limited liability partnerships and limited liability limited partnerships. Amendments were also made to general provisions of 15 Pa.C.S. and 54 Pa.C.S., including conforming amendments to 15 Pa.C.S. Part II, Subpart B (relating to Business Corporation Law of 1988) and 15 Pa.C.S. Part II, Subpart C (relating to Nonprofit Corporation Law of 1988).

The result of Act 170 is that a significant number of the Bureau's forms require revision. The Bureau also developed 11 new forms to comply with Act 170. The Bureau is continuing its practice of numbering forms relating to the statutory title and section which authorize or require the filing. The Bureau's new and revised forms also maintain the more recently adopted practice of barcoding all forms and giving the option of e-mail return of filings. 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.

New Forms Required by Act 170

DSCB Form Number	Form Name
15-8433	Certificate of Partnership Authority
15-8434	Certificate of Denial of Partnership Authority
15-8482(b)(2)(i)	Certificate of Dissolution
15-8482(b)(2)(vi)	Certificate of Termination
15-8636	Certificate of Negation
15-8681.1	Voluntary Termination by Partners (never transacted business)
15-8832	Certificate of Authority/Amend/Cancel
15-8833	Certificate of Denial
15-8872(b)(2)(i)	Certificate of Dissolution—Domestic Limited Liability Company
15-8878	Voluntary Termination by Members/Organizers (never transacted business)
15-8898	Annual Benefit Report (Benefit LLC)

Form Amendments Required by Act 170

DSCB Form Number	Form Name (New Name and Number if Applicable)
15-209	Application for Registration of Name of Nonregistered Foreign Association

<i>DSCB Form Number</i>	<i>Form name (New Name and Number if Applicable)</i>
15-412	Foreign Registration Statement
15-413	Amendment of Foreign Registration Statement
15-418	Transfer of Foreign Registration
15-1507/5507/ 8506/8906	Statement or Certificate of Change of Registered Office (New number—15-1507/5507/8625/8825)
15-1971/5971	Articles of Dissolution Before Commencement of Business—Domestic Corporation (New name—Voluntary Dissolution (Never Transacted Business) Domestic Business Corporation)
15-3331	Annual Benefit Report
15-8201A	Statement of Registration—Domestic Registered Limited Liability Partnership (new name—Statement of Registration—Domestic Limited Liability Partnership)
15-8201B/8201C	Statement of Amendment/Termination—Domestic Registered Limited Liability Partnership
15-8221/8998	Certificate of Annual Registration
15-8511	Certificate of Limited Partnership (new number 15-8621)
15-8512/8951	Certificate of Amendment—Limited Partnership/Limited Liability Company (new number—15-8622/8822)
15-8524/8532	Certificate of Withdrawal by Partner (new name and number—15-8474/8665 Certificate of Dissociation as General Partner)
15-8513	Certificate of Cancellation—Limited Partnership (new name and number—15-8682(e) Certificate of Termination—Limited Partnership)
15-8913	Certificate of Organization—Domestic Limited Liability Company (new number 15-8821)
15-8975	Certificate of Dissolution—Domestic Limited Liability Company (new name and number—15-8872(f) Certificate of Termination—Domestic Limited Liability Company)
54-502	Registration of Unincorporated Association Name (new name—Registration or Renewal of Unincorporated Association Name)

Form Amendments Required by Act 135

15-1306/2102/ 2303/2703/2903/ 3101/3303/7102	Articles of Incorporation (for profit)
15-5306/7102	Articles of Incorporation (nonprofit)
DSCB:54-311	Registration of Fictitious Name

Forms Deleted by Act 170

15-8205	Statement of Withdrawal from Registered Limited Liability Partnership
15-8515	Certificate Pursuant to Judicial Order—Limited Partnership
15-8519	Certificate of Summary of Record—Limited Partnership

Other Form Amendments

15-134A	Docketing Statement—New
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The new and revised 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 the Commonwealth necessarily requires a filing with the Department. This proposal simply updates the sample forms relating to association and fictitious name filings to comply with current law.

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 these 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, Office of Chief Counsel, 306 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

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

Docketing Statement – New Entity DSCB:15-134A (rev. 2/2017)	 134A
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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
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3. Description of Business Activity:


4. FEIN [Employer Identification Number/Federal Tax Identification Number]: ____ - _____

FEIN enables agencies to confirm that Commonwealth accounts are properly matched and that this request is processed without added delay. If the business entity does not currently have an FEIN, it can get a FEIN immediately by applying online at [irs.gov](http://www.irs.gov/Businesses/Small-Businesses-&-Self-Employed/Employer-ID-Numbers-EINs) at the following page <http://www.irs.gov/Businesses/Small-Businesses-&-Self-Employed/Employer-ID-Numbers-EINs>.

5. FYE [Tax Year or Fiscal Year End]: ____ / ____
Month / Day

A fiscal year (FY) is a period that a company or government uses for accounting purposes and preparing financial statements. For tax purposes, the Internal Revenue Service (IRS) allows companies to be either calendar-year taxpayers or fiscal-year taxpayers. Supply month and day for intended tax year end, e.g. 1/31, 2/28, 3/31, 4/30, 5/31, 6/30, 7/31, 8/31, 9/30, 10/31, 11/30 or 12/31.

**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: _____	Application for Registration of Name of Nonregistered Foreign Association DSCB:15-209 (rev. 2/2017)  209
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Read all instructions prior to completing. This registration expires on December 31 of each year and must be renewed annually between October 1 and December 31.

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 | <input type="checkbox"/> Other _____ |

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:

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
Website: 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 registered 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. Initial registrations filed between October 1 and December 31 will expire on December 31 of 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.

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 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.

DSCB:15-209–Instructions

§§ 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.

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.


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 for Registration of Name. 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: _____	Foreign Registration Statement DSCB:15-412 (rev. 2/2017)  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 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

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:

3. The jurisdiction of formation is: _____

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

Number and street	City	State	Zip
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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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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
Website: 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. Filers requesting a veteran/reservist-owned small business fee exemption should attach proof of the veteran's or reservist's status to the Foreign Registration Statement form when submitted. For more information on the fee exemption, see [Fees and Payments](#).

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

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“corporation” or “incorporated” or an abbreviation of these terms.

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.

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.

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.

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).

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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. This address may, but need not be in the jurisdiction of formation. **This field is required.**
- 4A. The street and mailing address of the association’s office which is required to be maintained 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.** If the jurisdiction requires that an association have and maintain a registered office in that jurisdiction, such registered office address must be supplied in this field. If the registered office address is in care of a commercial registered office provider, the number and street of the commercial registered office provider should be provided.
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 not a restricted professional limited liability company organized to render any of the identified professional services, the first box must be checked. If the association is a restricted professional limited liability company organized to render any of the identified professional services, the second box must be checked and the appropriate professional service(s) 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 Foreign Registration 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 _____ <input type="checkbox"/> Return document by email to: _____	Amendment of Foreign Registration DSCB:15-413 (rev. 2/2017)  413
---	---

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)

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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.

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
Website: 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.

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. **This field is required.**

Signature and Verification

An authorized representative of the foreign association must sign the Amendment of Foreign 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 <input type="checkbox"/> Return document by email to: _____	Transfer of Foreign Registration DSCB:15-418 (rev. 2/2017)  418
---	--

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:

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

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

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: Date (MM/DD/YYYY) at 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.

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 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

DSCB:15-418-Instructions

use in Pennsylvania. If applicable, enter the name for use in Pennsylvania in 3A.

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. 2/2017)  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 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

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
Website: 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. Filers requesting a veteran/reservist-owned small business fee exemption should attach proof of the veteran's or reservist's status to the Articles of Incorporation form when submitted. For more information on the fee exemption, see [Fees and Payments](#).
- 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: _____	Change of Registered Office DSCB:15-1507/5507/8625/8825 (rev. 2/2017)  15076
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$5 The type of domestic association (check only one):

- Business Corporation
 Limited Liability Company
 Limited Liability Limited Partnership
 Nonprofit Corporation
 Limited Partnership

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 1507/5507/8625/8825 (relating to change of registered office), the undersigned domestic corporation, limited liability company, limited partnership or limited liability limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the association 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. New address. *Complete part (a) OR (b) – not both:*

(a) The address in this Commonwealth to which the registered office of the corporation, limited partnership, limited liability limited partnership or limited liability company is to be changed is:

Number and street City State Zip County

(b) The registered office of the corporation, limited partnership, limited liability partnership, limited liability limited partnership or limited liability company shall be provided by:

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

4. *For corporations only:* Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Statement or Certificate of Change of Registered Office to be signed by a duly authorized officer, general partner, member or manager thereof this _____ day of _____, 20_____.

Name of Corporation/Limited Partnership/
Limited Liability Limited Partnership/Limited Liability Company

Signature

Title

DSCB:15-1507/5507/8625/8825 – Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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. §§ 1507/5507/8625/8825. 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 <hr/> <input type="checkbox"/> Return document by email to: _____	Voluntary Dissolution [Never Transacted Business] Domestic Corporation DSCB 15-1971:5971 (rev. 2/2017)  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 or Incorporators - Domestic Business Corporation (§ 1971)
 By Members or Incorporators - Domestic Nonprofit Corporation (§ 5971)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 1971 or § 5971 (relating to voluntary dissolution by shareholders, incorporators or members for a corporation that has never transacted business), the undersigned, desiring that the corporation should be dissolved, hereby states that:

1. The name of the corporation is: _____

2. The current registered office address of the corporation 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 it was incorporated: _____

4. The date of its incorporation: _____
 (MM/DD/YYYY)

5. Check one of the following:

- Business Corporation Only:* The corporation has never transacted business or held assets other than money received from subscriptions for shares.
- Nonprofit Corporation Only:* The corporation has not received any property in trust or otherwise commenced business.

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.

DSCB:15-1971/5971-2

8. *Business Corporation Only: Check one of the following:*

- A majority of the incorporators elect that the corporation be dissolved.
- A majority in interest of the shareholders elect that the corporation be dissolved.

9. *Nonprofit Corporation Only:*

- A majority of the members or incorporators elect that the corporation be dissolved.

IN TESTIMONY WHEREOF, at least a majority of the incorporators or a majority in interest of the shareholders of the above-named business corporation or at least a majority of the members or incorporators of the above-named nonprofit 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
Website: 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, 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?

This form may be used to dissolve a domestic business corporation that has never transacted business or has never held assets other than money received from subscriptions for shares. This form may also be used to dissolve a domestic nonprofit corporation that has not received any property in trust or otherwise commenced business.

If a domestic business or nonprofit corporation has transacted business, it must use form DSCB:15-1977/5977 (Articles of Dissolution - Domestic Corporation) to dissolve the corporation.

Applicable Law

For dissolution and winding up requirements for business corporations, in general, see 15 Pa.C.S. §§ 1971-1979. For dissolution and winding up requirements for nonprofit corporations, in general, see 15 Pa.C.S. §§ 5971-5979. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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. Name. Give the exact name of the corporation. The name on this line must match exactly the association name as shown in Department's records at the time the Voluntary Dissolution (Never Transacted Business) is

submitted for filing. **This field is required.**

2. 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 Voluntary Dissolution (Never Transacted Business) is submitted for filing. **This field is required.**

3. The statute by or under which it was incorporated, i.e. the Business Corporation Law of 1988, the Nonprofit Corporation Law of 1988. **This field is required.**

4. Give the date of incorporation (month, day and year). **This field is required.**

5. Check one option based on whether corporation is a business corporation or a nonprofit corporation. **This field is required.**

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

7. Check the appropriate box. **A response to this field is required.**

8. A response to this field is required for business corporations only. Nonprofit corporations answer field 9.

9. A response to this field is required for nonprofit corporations only. Business corporations answer field 8.

Signature and Verification


The Voluntary Dissolution [Never Transacted Business] must be executed by a majority of the incorporators or a majority in interest of the shareholders or members. 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. 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.**

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).

**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: _____	Annual Benefit Report Benefit Corporation DSCB:15-3331 (rev. 2/2017)  3331
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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. § 3331 (relating to 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
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(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.

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
Website: 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?

Every domestic benefit corporation must deliver to each shareholder an annual benefit report. Concurrently with the delivery of the benefit report to shareholders, the benefit corporation must deliver a copy of the benefit report to the Department of State for filing.

Applicable Law

For annual benefit report requirements, see 15 Pa.C.S. § 3331. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Definitions

A **benefit corporation** is a business corporation that has elected to become subject to Chapter 33 of the Business Corporation Law and whose status as a benefit corporation has not been terminated. A benefit corporation shall have a purpose of creating general public benefit. This purpose is in addition to its purpose under 15 Pa.C.S. § 1301 (relating to purposes). The articles of a benefit corporation may identify one or more specific public benefits that it is the purpose of the benefit corporation to create.

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 Annual Benefit Report 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 Annual Benefit Report is submitted for filing. **This field is required.**

3 - 8. See 15 Pa.C.S. § 3331 for more information. Additional pages may be attached as needed.


A benefit corporation may change from year to year the standard it uses for assessing its performance. But if a benefit corporation uses the same standard for assessing its performance in more than one year, the standard must either be applied consistently or the benefit corporation must provide an explanation of the reasons for any inconsistent use of the standard.

Fields 3-8 are required with the exception that the information in field 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.

Signature and Verification

An authorized representative of the association must sign the Annual Benefit Report. 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 - Nonprofit DSCB:15-5306/7102 (rev. 2/2017)  5306
---	--

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)
 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
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(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
Website: 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. Filers requesting a veteran/reservist-owned small business fee exemption should attach proof of the veteran's or reservist's status to the Articles of Incorporation form when submitted. For more information on the fee exemption, see [Fees and Payments](#).

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.

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
Website: 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 \$125. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address. Filers requesting a veteran/reservist-owned small business fee exemption should attach proof of the veteran's or reservist's status to the Statement of Registration form when submitted. For more information on the fee exemption, see [Fees and Payments](#).

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

Who should file this form?

The status of being a limited liability partnership is available for either general partnerships or limited partnerships. In the case of a limited partnership, the limited partners already enjoy limited liability, but registering will provide limited liability for the general partners.

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 limited partnership, the limited partnership must be an existing limited partnership filed with Department of State in order to use this form.

Registration under 15 Pa.C.S. § 8201 does not change the basic form of organization of the registering partnership as either a general or limited partnership.

Applicable Law

For requirements on limited liability partnerships and limited liability limited partnerships, see 15 Pa.C.S. §§ 8201-8244. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Definitions

A **limited liability partnership** is a domestic or foreign general partnership for which there is in effect:

- (1) a statement of registration under Chapter 82 (relating to limited liability partnerships and limited liability limited partnerships); or
- (2) a similar filing under the organic law of a foreign general partnership.

A **limited liability limited partnership** is a domestic or foreign limited partnership for which there is in effect:

- (1) a statement of registration under Chapter 82;
- (2) a provision of its certificate of limited partnership electing to be subject to Chapter 82; or
- (3) a similar filing or provision under the organic law of a foreign partnership.

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 limited liability partnership or limited liability limited partnership. The proper name of a domestic limited liability partnership must contain the term "company," "limited" or "limited liability partnership," or an abbreviation of one of those terms. **This field is required.**

2. 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. For a general partnership, the address of the principal place of business should be set forth in the first part of Field 2. For a limited partnership, the registered office address should be set forth in the second part of Field 2. The registered office address may be a number and street address or the name of a Commercial Registered Office Provider. **This field is required.**

3. The statement in **this field is required.**

4. The statement in **this field is required.**

5. Any date specified as the effective date of the Statement 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 Statement 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

This form must be signed 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. 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.**

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.

**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 Amendment/Termination Domestic Limited Liability Partnership DSCB:15-8201B/8201C (rev. 2/2017)  8201LP
---	---

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 limited liability partnership or domestic limited liability limited partnership, hereby certifies that:

1. The name of the domestic limited liability partnership or limited liability limited partnership is:

2. Check and 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 is:

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

- 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: *(Complete (a) or (b), not both)*

(a) Number and Street	City	State	Zip	County
-----------------------	------	-------	-----	--------

c/o: _____

(b) Name of Commercial Registered Office Provider	County
---	--------

Complete 3-4 for Statement of Amendment Only:

3. The amendment authorized by the partnership is set forth in full in the restated Statement of Registration, attached hereto as an exhibit. The attached restated Statement of Registration supersedes the original Statement of Registration and all previous amendments thereto.
4. The amendment has been authorized by at least a majority in interest of the partners.

DSCB:15-8201B/8201C-2

Complete 5-6 for Statement of Termination Only:

- 5. The registration of the partnership under the provisions of 15 Pa.C.S. § 8201 (relating to statement of termination) is hereby terminated.
- 6. The termination has been authorized by all of the general partners.
- 7. Effective date of amendment or termination of registration (check, and if appropriate complete, one of the following):
 - The Statement of Amendment/Termination shall be effective upon filing in the Department of State.
 - The Statement of Amendment/Termination shall be effective on: _____ at _____.
Date (MM/DD/YYYY) Hour (if any)

IN TESTIMONY WHEREOF, the undersigned general partner of the domestic limited liability partnership/limited liability limited 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
Website: 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?

A general partnership registered as a limited liability partnership or a limited partnership registered as a limited liability limited partnership may file a Statement of Amendment/Termination to amend its registration or terminate its status as a limited liability partnership.

Applicable Law

For requirements on limited liability partnerships and limited liability limited partnerships, see 15 Pa.C.S. §§ 8201-8244. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Definitions

A **limited liability partnership** is a domestic or foreign general partnership for which there is in effect:

- (1) a statement of registration under Chapter 82 (relating to limited liability partnerships and limited liability limited partnerships); or
- (2) a similar filing under the organic law of a foreign general partnership.

A **limited liability limited partnership** is a domestic or foreign limited partnership for which there is in effect:

- (1) a statement of registration under Chapter 82;
- (2) a provision of its certificate of limited partnership electing to be subject to Chapter 82; or
- (3) a similar filing or provision under the organic law of a foreign partnership.

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 limited liability partnership or limited liability limited partnership. The name on this line must match exactly the association name as shown in Department's records at the time the Statement of Amendment/Termination is submitted for filing. **This field is required.**

2. Current address. The address provided must be the limited liability partnership's principal place of business or the limited liability limited partnership's registered office address as on file with the Department of State at the time the Statement of Amendment/Termination is submitted for filing. The registered office address may be a number and street address or the name of a Commercial Registered Office Provider.

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.**

Instructions for Amendment Only (3-4):

A Statement of Amendment shall be filed upon the occurrence of any of the following events:

- (1) A change in the name of the limited liability partnership.
- (2) A change in address of the limited liability partnership.

This form may be used by both limited liability partnerships and limited liability limited partnerships to file a change in address. DSCB:15-1507/5507/8625/8825 (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.

3. The Statement of Amendment shall restate in full the statement of registration. The restated Statement of Registration must be attached as an exhibit. The restated Statement of Registration supersedes the original Statement of Registration and all previous amendments thereto. **This exhibit is required.**

4. The statement in **this field is required** for a Certificate of Amendment.

Instructions for Termination Only (5-6):

5. The statement in **this field is required** for a Certificate of Termination.
6. The statement in **this field is required** for a Certificate of Termination.
7. Any date specified as the effective date of the Statement of Amendment/Termination 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 Statement of Amendment/Termination 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


This form shall be signed 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 has registered and may execute this form. 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.**

Attachments

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

- (1) If this form is being used to amend the Certificate of Registration, the amended and restated Certificate of Registration as an exhibit.
- (2) If the amendment reflects a change of name, one copy of a completed form DSCB:15-134B (Docketing Statement-Changes).
- (3) If the amendment reflects a change of name, any *necessary* copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
- (4) Any *necessary* governmental approvals.

**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: _____	<p>Certificate of Annual Registration</p> <p>DSCB 15-8221 8998 (rev. 1/1/2016)</p>  <p>8221</p>
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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: Limited Liability Partnership/Limited Liability Limited 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 limited liability partnership/limited liability limited partnership/restricted professional limited liability company, hereby states that:

1. The name of the limited liability partnership/limited liability limited partnership/restricted professional limited liability company is:

Limited Liability Partnership/Limited Liability Limited Partnership: complete only paragraph 2

2. The prescribed annual base fee of \$350 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 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 \$520 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 _____, _____.

Signature

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
Website: www.dos.pa.gov/corps**

General Instructions

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 depends on the type of organization and how many general partners (for LLPs and LLLPs) or members (for professional LLCs). 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?

Any domestic or foreign limited liability partnership (LLP), limited liability limited partnership (LLLP) and any domestic or foreign restricted professional company (PLLC) in existence on December 31 of any year is required to file a Certificate of Annual Registration. This form and the corresponding annual registration fee must be filed on or before April 15 of each year following the year with respect to which it is being filed.

This form is *only* for limited liability partnerships, limited liability limited partnerships and restricted professional companies. It is *not* for limited liability companies which do not render restricted professional services (see **definitions** below).

Definitions

A **limited liability partnership** is any domestic general partnership which has elected limited liability status with a registration under section 8201(a) (relating to scope) or any foreign general partnership which has registered under section 412 (relating to foreign registration statement).

A **limited liability limited partnership** is any domestic limited partnership which has elected limited liability status with a registration under section 8201(a) (relating to scope) or any foreign limited partnership which has registered under section 412 (relating to foreign registration statement).

A **restricted professional company** is a limited liability company that renders one or more restricted professional services.

Restricted professional services are the following professional services: chiropractic, dentistry, law, medicine and surgery, optometry, osteopathic medicine and surgery, podiatric medicine, public accounting, psychology or veterinary medicine.

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 limited liability partnership/limited liability limited partnership/restricted professional company. The name on this line must match exactly the association name as shown in Department's records at the time the Certificate of Annual Registration is submitted for filing. **This field is required.**

2. To be completed by **Limited Liability Partnerships/ Limited Liability Limited Partnerships only.**

Fill in the number of persons who were general partners of the partnership on December 31 and the year to which that number relates. 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).

The nonrefundable annual fee of \$350 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 was increased to \$350 on December 31, 2015. 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 the status of a *domestic* limited liability partnership or limited liability limited partnership as such. Failure to file the certificate of annual registration for five consecutive years will result in the automatic termination of the registration of a *foreign* limited liability partnership or limited liability limited partnership.

3. To be completed by Restricted Professional Companies only.

The certificate of annual registration must include a statement by the company as to whether or not it engaged in any business not permitted by section 8996(a) (relating to purposes of restricted professional companies) during the year with respect to which the certificate is being filed.

§ 8996. Restrictions.

(a) Purposes of restricted professional companies. --

A restricted professional company shall not engage in any business other than conducting the practice of the restricted professional service or services for which it was specifically organized, except that a restricted professional company may:

(1) Own real and personal property necessary for or appropriate or desirable in the fulfillment or rendering of its specific restricted professional service or services and it may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment.

(2) Be a partner, shareholder, member or other owner of a partnership, corporation, limited liability company or other association engaged in the business of rendering the restricted professional service or services for which the restricted professional company was organized.

4. To be completed by Restricted Professional Companies only.

Fill in the number of persons who were members of the company on December 31 and the year to which that number relates. 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).

The nonrefundable annual fee of \$520 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 was increased to \$520 on December 31, 2015. 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.

Signature and Verification

An authorized representative of the limited liability partnership, limited liability limited partnership or restricted professional company must sign the Certificate of Annual 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: _____	Certificate of Partnership Authority DSCB:15-8433 (2/2017)  8433
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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. § 8433 (relating to certificate of partnership authority), the undersigned general partnership desiring to effect a certificate of partnership authority (or amendment or cancellation thereto) hereby states that:

I. Required fields for Certificate, Amendment or Cancellation

1. The name of the general partnership is: _____

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

(a) The partnership is a domestic general partnership or limited liability partnership and the address, including number and street, if any, of its principal place of business is:

Number and street of principal office City State Zip County

(b) The partnership is a registered foreign limited liability partnership and the (1) address of its current registered office in this Commonwealth or (2) name of its commercial registered office provider and the county of venue is: *(Complete (1) or (2), not both)*

(1) _____

Number and Street City State Zip County

(2) _____

Name of Commercial Registered Office Provider County

II. Certificate of Partnership Authority Only

1. All persons holding the following position (e.g., General Partner, Managing Partner) _____ with respect to the partnership has the authority to do the following: *Check all that apply. For additional positions, attach additional pages as needed.*

Sign an instrument transferring real property held in the name of the partnership. Other specification or limitation may be provided. *Additional pages may be attached as needed.*

DSCB:15-8433 – 2

- Enter into other transactions on behalf of, or otherwise act for or bind, the partnership. Other specification or limitation may be provided. *Additional pages may be attached as needed.*

2. The following named person (e.g., Jane Smith) _____ has the authority to do the following: *Check all that apply. For additional persons, attach additional pages as needed.*

- Sign an instrument transferring real property held in the name of the partnership. Other specification or limitation may be provided. *Additional pages may be attached as needed.*

- Enter into other transactions on behalf of, or otherwise act for or bind, the partnership. Other specification or limitation may be provided. *Additional pages may be attached as needed.*

III. Amendment to Certificate of Partnership Authority

If amending a Certificate of Authority previously filed in the Department of State, check the box below and complete the following:

- The Certificate of Partnership Authority that became effective on _____ is amended.
Date (MM/DD/YYYY)

The contents of the amendment are stated below. *Additional pages may be attached as needed.*

IV. Cancellation of Certificate of Partnership Authority

If cancelling a Certificate of Authority previously filed in the Department of State, check the box below and complete the following.

- The Certificate of Partnership Authority that became effective _____ is cancelled.
Date (MM/DD/YYYY)

IN TESTIMONY WHEREOF, the undersigned has caused this Certificate/Amendment/Cancellation of Partnership Authority to be signed by a person duly authorized by the general partnership thereof this _____ day of _____, 20_____.

Name of Partnership

Signature

Title

DSCB:15-8433 – Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
 P.O. Box 8722
 Harrisburg, PA 17105-8722
 (717) 787-1057
 Website: 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?

This form may be used by a general partnership to set forth, amend or cancel partnership authority. Each partner is an agent of the partnership for the purpose of its business. An act of a partner, including the signing of an instrument in the partnership name, for apparently carrying on in the ordinary course the partnership business or business of the kind carried on by the partnership binds the partnership, unless the partner did not have authority to act for the partnership in the particular matter and the person with which the partner was dealing knew or had notice that the partner lacked authority. This statutory apparent authority may be altered by the filing or recording of a Certificate of Partnership Authority under 15 Pa.C.S. § 8433, which establishes the mechanics for and the legal effect of filing or recording a Certificate of Partnership Authority.

Applicable Law

For relations of partners to persons dealing with partnership, in general, see 15 Pa.C.S. §§ 8431-8438. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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.

Section I. is required whether setting forth, amending or cancelling partnership authority. To state partnership authority, complete **Section I** and **Section II**. To amend partnership authority, complete **Section I** and **Section III**. To

cancel partnership authority, complete **Section I** and **Section IV**. Do not complete any combination of **Section II, III, or IV**.

Section I. This field is always required.

I. 1. Give the exact name of the partnership. The name on this line must match exactly the partnership name if on file with the Department at the time the Certificate/Amendment/Termination of Partnership Authority is submitted for filing. **This field is required.**

I. 2. Current address. The address provided must be the address of the partnership's principal place of business if the partnership is a domestic general partnership or limited liability partnership (a) or the partnership's registered office address (b) as on file with the Department of State at the time the Certificate/Amendment/Termination of Partnership Authority is submitted for filing, if the partnership is a registered foreign limited liability partnership. **This field is required.**

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.

Section II. This field is required in addition to **Section I** only if the general partnership is stating partnership authority.

II. 1. This field is required if the partnership is delegating authority to a position, rather than a specific person. List the title of the position that will possess the delegated authority. Check one or both boxes indicating which authority will be delegated to the listed position. Other specifications or limitations may be provided, per the partnership's preference. Additional pages may be attached as needed. If the partnership would like to delegate authority to multiple positions, attach additional pages as needed.

II. 2. This field is required if the partnership is delegating authority to a specific individual, rather than a position. Provide the name of the individual that will possess the delegated authority. Check one or both boxes indicating which authority will be delegated to the listed individual. Other specifications or limitations may be provided, per the partnership's preference. Additional pages may be attached as needed. If the partnership would like to delegate authority to multiple individuals, attach additional pages as needed.

Section III. This field is required in addition to **Section I** only if the general partnership is amending a Certificate of

Partnership Authority which is already on file with the Department of State.

Check the box. List the date that the Certificate of Partnership Authority that is being amended became effective. List verbatim, the content of the amendment. Additional pages may be attached as needed.


Section IV. This field is required in addition to **Section I** only if the general partnership is canceling a Certificate of Partnership Authority which is already on file with the Department of State.

Check the box. List the date that the Certificate of Partnership Authority that is being canceled became effective.

Signature and Verification

An authorized representative of the partnership must sign the Certificate of Partnership Authority (or amendment or cancellation thereto). 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: _____	Certificate of Denial - General Partnership DSCB:15-8434 (2/2017)  8434
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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. § 8434 (relating to certificate of denial of partnership authority), the undersigned person desiring to effect a certificate of denial of partnership authority hereby states that:

1. The name of the general partnership is: _____

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

(a) The partnership is a domestic general partnership or limited liability partnership and the address, including number and street, if any, of its principal place of business:

Number and street of principal office City State Zip County

(b) The partnership is a registered foreign limited liability partnership and the (1) address of its current registered office in this Commonwealth or (2) name of its commercial registered office provider and the county of venue is: *(Complete (1) or (2), not both)*

(1) _____

Number and Street City State Zip County

(2) _____

Name of Commercial Registered Office Provider County

3. The caption of the Certificate of Authority to which this denial pertains. *Additional pages may be attached as needed.*

4. I deny the grant of authority in the caption listed above.

IN TESTIMONY WHEREOF, the undersigned has caused this Certificate of Denial of Partnership Authority to be signed thereof this _____ day of _____, 20_____.

Name of Partnership

Signature

Title

DSCB:15-8434 – Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

This form may be used by a person named in a filed Certificate of Authority pertaining to a general partnership to deny such authority. The Certificate of Denial operates as a restrictive amendment to the Certificate of Partnership Authority and a certified copy may be recorded by the partnership or the person that delivered the Certificate of Denial to the Department of State for filing. The Certificate of Denial affects only the authority of a person to bind a partnership with respect to persons that are not partners.

Applicable Law

For relations of partners to persons dealing with partnership, in general, see 15 Pa.C.S. §§ 8431-8438. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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 partnership. The name on this line must match exactly the partnership name if on file with the Department at the time the Certificate of Denial of Partnership Authority is submitted for filing. **This field is required.**
2. Current address. The address provided must be the address of the partnership's principal place of business if the partnership is a domestic general partnership or a limited liability partnership (a) or the partnership's registered office address (b) as on file with the Department of State at the time the Certificate of Denial of Partnership Authority is submitted

for filing, if the partnership is a registered foreign limited liability partnership.

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.**


3. This field should briefly summarize the scope of authority which is being denied. **This field is required.**

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

Signature and Verification

A Certificate of Denial of Partnership Authority by a person must be signed by that person. 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: _____	Certificate of Dissociation as Partner DSCB:15-8474/8665 (2/2017)  8474/8665
---	--

Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: From General Partnership (§ 8474) From Limited Partnership (§ 8665)

In compliance with the requirements of 15 Pa.C.S. § 8474 or 8665 (relating to certificate of dissociation), the undersigned person dissociated as a partner, hereby states that:

1. The name of the general or limited partnership is: _____

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

(a) The partnership is a domestic general partnership or limited liability partnership and the address, including number and street, if any, of its principal place of business is:

Number and street of principal office	City	State	Zip	County
---------------------------------------	------	-------	-----	--------

(b) The partnership is a domestic limited partnership or limited liability limited partnership, and the (1) address of its current registered office in this Commonwealth or (2) name of its commercial registered office provider and the county of venue is: *(Complete (1) or (2), not both)*

(1) _____

Number and Street	City	State	Zip	County
-------------------	------	-------	-----	--------

(2) _____

Name of Commercial Registered Office Provider	County
---	--------

3. The name of the person who has dissociated from the partnership: _____

4. Check one. The person named in field 3 has: Dissociated from the general partnership.
 Dissociated as a general partner from the limited partnership.

IN TESTIMONY WHEREOF, the undersigned person has caused this Certificate of Dissociation to be executed this _____ day of _____, 20_____.

Name of Person

Signature

Title

DSCB:15-8474/8665–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

When a person has dissociated or withdrawn as a general partner from a general or limited partnership, that person may deliver to the Department of State a Certificate of Dissociation.

Applicable Law

For requirements for Certificate of Dissociation, see 15 Pa.C.S. § 8474 (general partnerships) and 15 Pa.C.S. § 8665 (limited partnerships). For events which cause dissociation, see 15 Pa.C.S. § 8461 (general partnerships) and 15 Pa.C.S. § 8663 (limited partnerships). Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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 general or limited partnership. The name on this line must match exactly the association name as shown in Department's records, if applicable, at the time the Certificate of Dissociation is submitted for filing. **This field is required.**
2. Current address. The address provided must be the address of the partnership's principal place of business if the partnership is a domestic general partnership or limited liability partnership (a) or the partnership's registered office address (b) as on file with the Department of State at the time the Certificate of Dissociation is submitted for filing, if the partnership is a limited partnership or limited liability limited

partnership. **This field is required.**

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.


3. Set forth the name of the person who has dissociated from the partnership. **This field is required.**
4. Check appropriate box for either general or limited partnership. Check only one box. Mandatory statement. **This field is required.**

Signature and Verification

A Certificate of Dissociation must be signed by the person dissociated as a general partner. 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: _____	Certificate of Dissolution Domestic General Partnership DSCB:15-8482(b)(2)(i) (2/2017)  8482B2i
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Read all instructions prior to completing.

Fee: \$70

Caution: This form does not end the existence of the general partnership or remove the general partnership from the rolls of active associations in the records of the Department. Compare to DSCB:15-8482(b)(2)(vi) (relating to Certificate of Termination).

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 8482(b)(2)(i) (relating to Certificate of Dissolution), the undersigned general partnership, desiring to wind up its business, hereby states that:

1. The name of the partnership is: _____

2. The partnership is a domestic general partnership or limited liability partnership and the address, including number and street, if any, of its principal place of business is:

Number and street of principal office	City	State	Zip	County

3. The partnership is dissolved.

IN TESTIMONY WHEREOF, the undersigned general partnership has caused this Certificate of Dissolution to be signed by a duly authorized representative thereof this _____ day of _____, 20_____.

Name of General Partnership
Signature
Title

DSCB:15-8872(b)(2)—Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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 dissolved general partnership (which may have filed a Statement of Registration as a domestic limited liability partnership) shall wind up its business and the partnership continues after dissolution only for the purpose of winding up. In winding up its business, a partnership shall discharge the partnership's debts, obligations and other liabilities, settle and close the partnership's activities and affairs, and marshal and distribute the assets of the partnership. It may deliver to the Department of State for filing a Certificate of Dissolution.

The term "dissolution" indicates the beginning of the end for unincorporated associations such as partnerships and limited liability companies. The end itself is labeled "termination." See 15 Pa.C.S. § 8482(b)(2)(vi).

Upon the filing of a Certificate of Dissolution, the partnership may preserve the partnership's business and property as a going concern for a reasonable time; prosecute and defend actions and proceedings, whether civil, criminal or administrative; transfer the partnership's property; settle disputes by mediation or arbitration; and perform other acts necessary or appropriate to the winding up.

Applicable Law

For dissolution, winding up and termination of general partnerships, in general, see 15 Pa.C.S. §§ 8481-8486. 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) 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 exact name of the general partnership or limited liability partnership as on file with the Department of State, if applicable. **This field is required.**

2. Current address. The address provided must be the address of the partnership's principal place of business as on file with the Department of State, if applicable, at the time the Certificate of Dissolution is submitted for filing. **This field is required.**

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.

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

Signature and Verification

An authorized representative of the partnership must sign the Certificate of Dissolution. See 15 Pa.C.S. § 8418. 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:15-8482(b)(2)(vi)–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

When all debts, obligations and other liabilities of the general partnership have been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets of the partnership have been distributed to the partners, a domestic general partnership (which may have filed a Statement of Registration as a domestic limited liability partnership) may execute a Certificate of Termination and deliver it to the Department of State for filing, along with the certificates required by section 139 (relating to tax clearance of certain fundamental transactions).

A Certificate of Termination will serve to remove the general partnership from the rolls of active associations in the records of the Department, if applicable. Upon the filing of a Certificate of Termination, the existence of the general partnership shall cease, except for the purpose of legal actions, other proceedings and appropriate action as provided by law.

Applicable Law

For dissolution, winding up and termination of general partnerships, in general, see 15 Pa.C.S. §§ 8481-8486. 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 domestic general partnership may not file a Certificate of Termination 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.

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 general partnership as on file with the Department of State, if applicable. **This field is required.**
2. Current address. The address provided must be the address of the partnership's principal place of business as on file with the Department of State, if applicable, at the time the Certificate of Termination is submitted for filing. **This field is required.**


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.

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

Signature and Verification

An authorized representative of the partnership must sign the Certificate of Termination. See 15 Pa.C.S. § 8418. 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: _____	Certificate of Limited Partnership DSCB:15-8621 (rev. 2/2017)  8621
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 15 Pa.C.S. § 8621 (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," "limited" or "limited partnership" or any abbreviation of these terms*):

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

(a) The address of this limited partnership’s 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 address, including street and number, if any, of each general partner is:

Name Address

4. Effective date of Certificate (*check, and if appropriate complete, one of the following*):

- The Certificate of Limited Partnership shall be effective upon filing in the Department of State.
- The Certificate of Limited Partnership shall be effective on: _____ at _____
Date (MM/DD/YYYY) 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:15-8621–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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 \$125. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address. Filers requesting a veteran/reservist-owned small business fee exemption should attach proof of the veteran's or reservist's status to the Certificate of Limited Partnership form when submitted. For more information on the fee exemption, see [Fees and Payments](#).

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

Who should file this form?

One or more persons forming a limited partnership must file a certificate of limited partnership in the Department of State.

Applicable Law

See 15 Pa.C.S. § 8621 for general information on Formation of Limited Partnership and Certificate of Limited Partnership. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Limited Partnership 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. Designators are the words or abbreviations used at the end of the association name which designate the type of association. The minimum requirements for limited partnership names can be found at 15 Pa.C.S. §§ 201, 202 and 204.

The name of a domestic 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 the term "company," "limited" or "limited liability limited partnership" or a term of like import; or an abbreviation of one of those terms.

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 limited partnership. This should include the exact spelling, punctuation and a permissible designator, if any. **This field is required.**

2. Address. 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 in (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.**

3. A general partner may include a corporation, partnership, limited liability company, business trust, other association, government entity (other than the Commonwealth), estate, trust, foundation or natural person. When the limited partnership has more than three general partners, additional lines should be added as appropriate.

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. Effective date. Any date specified as the effective date of the Certificate of Limited Partnership 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 Certificate'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 no effective date is provided, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

Additional provisions. A Certificate of Limited Partnership may contain statements as to matters other than those required by 15 Pa.C.S. § 8621(b), but may not vary or otherwise affect the provisions specified under § 8615(c) and (d) (relating to contents of partnership agreement) in a manner inconsistent with that section. Additional provisions of the certificate, if any, should be attached on 8½ x 11 sheet(s).

Signature and Verification

All general partners must sign the Certificate of Limited Partnership. If a general partner is not a natural person, an authorized representative of the organizing association must sign the Certificate. When the limited partnership has more than three executing general partners, additional signature lines should be added as appropriate. 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.**

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.

DSCB:15-8622/8822-2

6. Check if the amendment restates the Certificate of Limited Partnership/Certificate of Organization:

- The restated Certificate of Limited Partnership/Certificate of Organization supersedes the original Certificate of Limited Partnership/Certificate of 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 by a duly authorized person thereof this _____ day of _____, 20_____.

Name of Limited Partnership/Limited Liability Company

Signature

Title

DSCB:15-8622/8822—Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

A certificate of limited partnership may be amended or restated at any time.

A limited partnership shall promptly deliver to the Department of State for filing an amendment to its certificate of limited partnership to reflect:

- (1) the admission of a new general partner;
- (2) the dissociation of a person as a general partner;
- (3) the appointment of a person to wind up the partnership's activities and affairs under section 8682(c) or
- (d) (relating to winding up and filing of certificates).

If a general partner knows that any information in a filed certificate of limited partnership is inaccurate, the general partner shall promptly cause the certificate to be amended. Form DSCB: 15-1507/5507/8625/8825 (Statement or Certificate of Change of Registered Office) may be used if the only change in the certificate is a change of registered office.

A certificate of organization may be amended or restated at any time. If a member of a member-managed limited liability company, or a manager of a manager-managed limited liability company, knows that any information in a filed certificate of organization is inaccurate, the member or manager shall promptly cause the certificate to be amended. Form DSCB: 15-1507/5507/8625/8825 (Statement or Certificate of Change of Registered Office) may be used if the only change in the certificate is a change of registered office.

Applicable Law

For amendment and restatement requirements for limited partnerships, see 15 Pa.C.S. § 8622. For amendment and restatement requirements for limited liability companies, see 15 Pa.C.S. § 8822. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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 limited partnership/limited liability company. The name on this line must match exactly the association name as shown in Department's records at the time the Certificate of Amendment is submitted for filing. **This field is required.**

2. Give the date of filing of the original Certificate of Limited Partnership/Certificate of Organization (month, day and year). **This field is required.**

3. Current address. The address provided must be the limited partnership/limited liability company's registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time the Certificate of Amendment is submitted for filing. **This field is required.**

4. Set forth the amendment in full or attach as an exhibit. **This field is required.**

5. Any date specified as the effective date of the Certificate of Amendment 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 Certificate'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.**

6. To restate its certificate of limited partnership, a limited partnership must deliver to the Department for filing a certificate of amendment that is designated as a restatement and includes a statement that the restated certificate supersedes the original certificate and all previous amendments. Similarly, to restate its certificate of organization, a limited liability company must deliver to the Department for filing a certificate of amendment that is designated as a restatement and includes a statement that the restated certificate supersedes the original certificate and all

previous amendments.

Signature and Verification

An authorized representative of the association must sign the Certificate of Amendment. See 15 Pa.C.S. § 8623 and § 8823 (both relating to Signing of filed documents), for the required signatures for documents submitted by limited partnerships and limited liability companies, respectively. 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.**

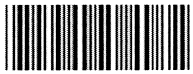
Attachments

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

If the amendment effects a change of name,

- (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) Any *necessary* governmental approvals.

**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: _____	Certificate of Negation DSCB:15-8636 (2/2017)  8636
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 8636 (relating to person erroneously believing self to be limited partner), the undersigned person who erroneously but in good faith believed himself to be a limited partner, hereby states that:

1. The name of the limited partnership 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 name of the person delivering this certificate to the Department for filing: _____

4. The person named in paragraph 3 is not a general partner and withdraws from future participation as an owner in the enterprise.

IN TESTIMONY WHEREOF, the undersigned person has caused this Certificate of Negation to be executed this _____ day of _____, 20_____.

 Name of Person

 Signature

 Title

DSCB:15-8636-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

A person that makes an investment in a business enterprise and erroneously but in good faith believes that the person has become a limited partner in the enterprise (but the certificate of limited partnership lists the person as a general partner) is not liable for the enterprise's obligations by reason of making the investment, receiving distributions from the enterprise or exercising any rights of or appropriate to a limited partner, if, on ascertaining the mistake, the person:

(1) causes an appropriate certificate of limited partnership, amendment or statement of correction to be signed and delivered to the department for filing;

(2) if a certificate of limited partnership is on file in the department, withdraws from future participation as an owner in the enterprise by delivering to the department for filing a Certificate of Negation.

Applicable Law

For requirements for Certificate of Negation, see 15 Pa.C.S. § 8636. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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 limited partnership. The name on this line must match exactly the association name as shown in Department's records at the time the Certificate of Negation is submitted for filing. **This field is required.**

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

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.

3. Set forth the name of the person delivering the Certificate of Negation to the Department of State for filing.

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


Signature and Verification

A Certificate of Negation must be signed by the person erroneously believing himself to be a limited partner.

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/>	Voluntary Termination [Never Transacted Business] Domestic Limited Partnership DSCB:15-8681.1 (2/2017)  8681.1
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions 15 Pa.C.S. § 8681.1 (relating to voluntary termination by partners for a limited partnership that has never transacted business), the undersigned, desiring that the limited partnership should be terminated, hereby states that:

1. The name of the limited partnership is: _____
2. The current registered office address of the partnership 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 partnership has never transacted business or held assets other than money received as capital contributions.
4. The amounts, if any, actually paid in as contributions, less any part disbursed for necessary expenses, have been returned to those entitled to the return of the amounts.
5. A majority of the general partners elect that the limited partnership be terminated.
6. *Check one of the following:*
 - All liabilities of the partnership have been discharged.
 - Adequate provision has been made for the payment of the liabilities of the partnership.

IN TESTIMONY WHEREOF, at least a majority of the general partners of the above-named limited partnership has hereunto set their hands this _____ day of _____, _____.

Signature

Signature

Signature

DSCB:15-8681.1 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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, 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?

This form may be used to terminate a domestic limited partnership that has never transacted business or held assets other than money received as capital contributions.

If a domestic limited partnership has transacted business, it must use form DSCB:15-8682(e) (Certificate of Termination – Limited Partnership) to terminate the limited partnership.

Applicable Law

For termination, dissolution, and winding up requirements by general partners, in general, see 15 Pa.C.S. §§ 8681-8690. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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. Name. Give the exact name of the limited partnership. The name on this line must match exactly the association name as shown in Department's records at the time the Voluntary Termination [Never Transacted Business] is submitted for filing. **This field is required.**

2. 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 Voluntary Termination [Never Transacted Business] is submitted for filing. **This field is required.**

3-5. Mandatory statement. This field is required.

6. Check the appropriate box. A response to this field is required.

Signature and Verification


The Voluntary Termination [Never Transacted Business] must be executed by a majority of general partners. When the partnership has more than three executing general partners, additional signature lines should be added as appropriate. 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.**

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).

**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: _____	Certificate of Termination Limited Partnership DSCB:15-8682(e) (rev. 2/2017)  8682E
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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. § 8682(e) (relating to certificate of termination), the undersigned limited partnership, desiring to terminate, hereby states that:

1. The name of the limited partnership 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. Check one of the following:
 - All debts, obligations and other liabilities of the limited partnership have been paid and discharged.
 - Adequate provision has been made for the payment and discharge of the debts, obligations and other liabilities of the limited partnership.
4. All the remaining property and assets of the limited partnership have been distributed among its partners in accordance with their respective rights and interests.
5. Check one of the following:
 - There are no actions pending against the limited partnership in any court.
 - Adequate provision has been made for the satisfaction of any judgment that may be entered against the limited partnership in any pending action.
6. The limited partnership is terminated.

IN TESTIMONY WHEREOF, the undersigned limited partnership has caused this Certificate of Termination to be signed by a duly authorized representative thereof this _____ day of _____, 20_____.

Name of Limited Partnership

Signature

Title

DSCB:15-8682(e)-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

When all debts, obligations and other liabilities of the limited partnership have been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets of the company have been distributed to the partners, a domestic limited partnership shall execute a Certificate of Termination and deliver it to the Department of State for filing, along with the certificates required by section 139 (relating to tax clearance of certain fundamental transactions).

A Certificate of Termination will serve to remove the limited partnership from the rolls of active associations in the records of the Department. Upon the filing of a Certificate of Termination, the existence of the limited partnership shall cease, except for the purpose of legal actions, other proceedings and appropriate action as provided by law.

Applicable Law

For dissolution, winding up and termination of limited partnerships, in general, see 15 Pa.C.S. §§ 8681-8690. 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 domestic limited partnership may not file a Certificate of Termination 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.

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 limited partnership as on file with the Department of State. **This field is required.**
2. Current address. The address provided must be the limited partnership's registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time the Certificate of Termination is submitted for filing. **This field is required.**
3. Check only one of the boxes, based on the status or situation of the terminating limited partnership. **This field is required.**
4. Mandatory statement. **This field is required.**
5. Check only one of the boxes, based on the status or situation of the terminating limited partnership. **This field is required.**
6. Mandatory statement. **This field is required.**

Signature and Verification

A Certificate of Termination must be signed by all general partners listed in the certificate of limited partnership or, if the certificate of a dissolved limited partnership lists no general partners, by the person appointed under 15 Pa.C.S. § 8682(c) or (d) to wind up the dissolved limited partnership's activities and affairs. 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:15-8821-2

5. Restricted professional companies only.

Check the box if the limited liability company is organized to render a restricted professional service and check the type of restricted professional service(s).

The company is a restricted professional company organized to render the following restricted professional service(s):

- Chiropractic
- Dentistry
- Law
- Medicine and surgery
- Optometry
- Osteopathic medicine and surgery
- Podiatric medicine
- Public accounting
- Psychology
- Veterinary medicine

6. Benefit companies only.

Check the box immediately below if the limited liability company is organized as a benefit company:

This limited liability company shall have the purpose of creating general public benefit.

Optional specific public benefit purpose. Check the box immediately below if the benefit company is organized to have one or more specific public benefits and supply the specific public benefit(s). See instructions for examples of specific public benefit.

This limited liability company shall have the purpose of creating the enumerated specific public benefit(s):

7. For additional provisions of the certificate, if any, attach 8½ x 11 sheet(s).

IN TESTIMONY WHEREOF, the organizer(s) has (have) executed this Certificate of Organization this

_____ day of _____, 20_____.

Signature

Signature

Signature

DSCB:15-8821–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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 \$125. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address. Filers requesting a veteran/reservist-owned small business fee exemption should attach proof of the veteran's or reservist's status to the Certificate of Organization form when submitted. For more information on the fee exemption, see [Fees and Payments](#).

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

Who should file this form?

One or more persons acting as organizers to form a limited liability company must file a certificate of organization in the Department of State.

Applicable Law

See 15 Pa.C.S. § 8821 for general information on Formation of Limited Liability Company and Certificate of Organization. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. See also 15 Pa.C.S. § 8898 and § 8998 for provisions on annual reports/registrations that are required of benefit companies and restricted professional companies, respectively.

Limited Liability Company 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. Designators are the words or abbreviations used at the end of the association name which designate the type of association. The minimum requirements for limited liability company names can be found at 15 Pa.C.S. §§ 201, 202 and 204.

The name of a domestic limited liability company must contain:

- (1) the term "company," "limited" or "limited liability comp any" 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.

Restricted words 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).
- (2) Any *necessary* copies of form DSCB:19-17.2 (Consent to Appropriation of Name).
- (3) 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 exact name of the limited liability company. This should include the exact spelling, punctuation and a permissible designator. **This field is required.**
2. Address. 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 in (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.

3. An organizer is a person that acts to form a limited liability company. "Person" is defined to include a corporation, partnership, limited liability company, business trust, other association, government entity (other than the Commonwealth), estate, trust, foundation or natural person. When the limited liability company has more than three organizers, additional lines should be added as appropriate.

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. Effective date. Any date specified as the effective date of the Certificate of Organization 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 Certificate'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 no effective date is provided, 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. Restricted professional services are identified as the following professional services: chiropractic, dentistry, law, medicine and surgery, optometry, osteopathic medicine and surgery, podiatric medicine, public accounting, psychology or veterinary medicine. If the limited liability company is organized to render any of the identified restricted professional services, the box before the statement "The company is a restricted professional company organized to render the following restricted professional service(s)" must be checked and the appropriate restricted professional service(s) must be checked. If the limited liability company is not organized to render any of the identified restricted professional services, do not check the box or list a profession.

Note that restricted professional companies must file certificates of annual registration and pay annual registration fees in accordance with 15 Pa.C.S. § 8998.

6. A benefit company shall be formed in accordance with 15 Pa.C.S. § 8821, except that its certificate of organization shall also state that it is a benefit company.

A benefit company shall have a purpose of creating general public benefit. A "general public benefit" is defined as a material positive impact on society and the environment, taken as a whole and assessed against a third-party standard, from the business and operations of a benefit company. This purpose is in addition to its purpose under 15 Pa.C.S. § 8818(b).

The certificate of organization of a benefit company may identify one or more specific public benefits that it is the purpose of the benefit company to create in addition to its general public benefit purpose under 15 Pa.C.S. § 8894(a) and its purpose under 15 Pa.C.S. § 8818(b). "Specific public benefit" includes:

- (1) providing low-income or underserved individuals or communities with beneficial products or services;
- (2) promoting economic opportunity for individuals or communities beyond the creation of jobs in the normal course of business;
- (3) preserving the environment;
- (4) improving human health;
- (5) promoting the arts, sciences or advancement of knowledge;
- (6) promoting economic development through support of initiatives that increase access to capital for emerging and growing technology enterprises, facilitate the transfer and commercial adoption of new technologies, provide technical and business support to emerging and growing technology enterprises or form support partnerships that support those objectives;
- (7) increasing the flow of capital to entities with a public benefit purpose; and
- (8) the accomplishment of any other particular benefit for society or the environment.

Note that benefit companies must file annual benefit reports in accordance with 15 Pa.C.S. § 8898.

If the limited liability company is organized as a benefit company, the box before the statement "This limited liability company shall have the purpose of creating general public benefit" should be checked. If the limited liability company is organized as a benefit company, a specific public benefit purpose is optional. If the box before the statement "This limited liability company shall have the purpose of creating the enumerated specific public benefit(s)" is checked, one or more specific public benefits must be listed. If the limited liability company is not organized as a benefit company, do not check any of the boxes or list any specific public benefits.

7. Additional provisions. A certificate of organization may contain statements as to matters other than those required by 15 Pa.C.S. § 8821(b), but may not vary or otherwise affect the provisions specified under § 8815(c) and (d) (relating to contents of operating agreement) in a manner inconsistent with that section.

Signature and Verification

All organizers must sign the Certificate of Organization. If an organizer is not a natural person, an authorized representative of the organizing association must sign the Certificate. When the limited liability company has more than three executing organizers, additional signature lines should be added as appropriate. 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:15-8832 – 2

2. The following named person (i.e., John Smith) _____ has the authority to do the following: *Check all that apply. For additional persons, attach additional pages as needed.*

Sign an instrument transferring real property held in the name of the company. Other specification or limitation may be provided. *Additional pages may be attached as needed.*

Enter into other transactions on behalf of, or otherwise act for or bind, the company. Other specification or limitation may be provided. *Additional pages may be attached as needed.*

III. Amendment to Certificate of Company Authority

If amending a Certificate of Authority previously filed in the Department of State, check the box below and complete the following:

The Certificate of Company Authority that became effective on _____ is amended.
Date (MM/DD/YYYY)

The contents of the amendment are stated below. *Additional pages may be attached as needed.*

IV. Cancellation of Certificate of Company Authority

If cancelling a Certificate of Authority previously filed in the Department of State, check the box below and complete the following.

The Certificate of Company Authority that became effective _____ is cancelled.
Date (MM/DD/YYYY)

IN TESTIMONY WHEREOF, the undersigned has caused this Certificate of Company Authority to be signed by a person duly authorized by the company thereof this _____ day of _____, 20_____.

Name of Limited Liability Company

Signature

Title

DSCB:15-8433 – Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

This form may be used by a limited liability company to set forth, amend or cancel company authority. With the exception of manager-managed limited liability companies identified as such in their certificates of organization, other law – especially the common law of agency – determines the apparent authority to bind a limited liability company. This apparent authority may be altered by the filing or recording of a Certificate of Company Authority under 15 Pa.C.S. § 8832, which establishes the mechanics for and the legal effect of filing or recording a Certificate of Company Authority.

Applicable Law

For relations of members and managers to persons dealing with limited liability company, in general, see 15 Pa.C.S. §§ 8831-8835. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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.

Section I. is required whether setting forth, amending or cancelling company authority. To state company authority, complete **Section I** and **Section II**. To amend company authority, complete **Section I** and **Section III**. To cancel company authority, complete **Section I** and **Section IV**. Do not complete any combination of **Section II, III, or IV**.

Section I. This field is always required.

I. 1. Give the exact name of the limited liability company. The name on this line must match exactly the company name as on file with the Department at the time the Certificate of Company Authority is submitted for filing. **This field is required.**

I. 2. Current address. The address provided must be the company's registered office address on file with the Department of State at the time the Certificate of Company Authority is submitted for filing. **This field is required.**

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.

Section II. This field is required in addition to **Section I** only if the company is stating company authority.

II. 1. This field is required if the company is delegating authority to a position, rather than a specific person. List the title of the position that will possess the delegated authority. Check one or both boxes indicating which authority will be delegated to the listed position. Other specifications or limitations may be provided, per the company's preference. Additional pages may be attached as needed. If the company would like to delegate authority to multiple positions, attach additional pages as needed.

II. 2. This field is required if the company is delegating authority to a specific individual, rather than a position. Provide the name of the individual that will possess the delegated authority. Check one or both boxes indicating which authority will be delegated to the listed individual. Other specifications or limitations may be provided, per the company's preference. Additional pages may be attached as needed. If the company would like to delegate authority to multiple individuals, attach additional pages as needed.

Section III. This field is required in addition to **Section I** only if the company is amending a Certificate of Company Authority which is already on file with the Department of State.

Check the box. List the date that the Certificate of Company Authority that is being amended became effective. List verbatim, the content of the amendment. Additional pages may be attached as needed.

Section IV. This field is required in addition to **Section I** only if the company is canceling a Certificate of Company Authority which is already on file with the Department of State.

Check the box. List the date that the Certificate of Company Authority that is being canceled became effective.

Signature and Verification

An authorized representative of the limited liability company must sign the Certificate of Company Authority (or amendment or cancellation thereto). 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:15-8833 – Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

This form may be used by a person named in a filed Certificate of Authority pertaining to a limited liability company to deny such authority. The Certificate of Denial operates as a restrictive amendment to the Certificate of Company Authority and a certified copy may be recorded by the company or the person that delivered the Certificate of Denial to the Department of State for filing. The Certificate of Denial affects only the authority of a person to bind a company with respect to persons that are not partners.

Applicable Law

For relations of members and managers to persons dealing with limited liability company, in general, see 15 Pa.C.S. §§ 8831-8835. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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 limited liability company. The name on this line must match exactly the company name as on file with the Department at the time the Certificate of Denial of Company Authority is submitted for filing. **This field is required.**

2. Current address. The address provided must be the company's registered office address on file with the Department of State at the time the Certificate of Denial of Company Authority is submitted for filing. **This field is required.**

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.


3. This field should give the date the Certificate of Authority to which the denial pertains was filed in the Department of State. **This field is required.**

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

Signature and Verification

A Certificate of Denial of Company Authority by a person must be signed by that person. 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: _____	Certificate of Dissolution Domestic Limited Liability Company DSCB:15-8872(b)(2)(i) (2/2017)  8872B2i
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Read all instructions prior to completing.

Fee: \$70

Caution: This form does not end the existence of the limited liability company or remove the limited liability company from the rolls of active associations in the records of the Department. Compare to DSCB:15-8872(f) (relating to Certificate of Termination).

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 8872(b)(2)(i) (relating to certificate of dissolution), the undersigned limited liability company, desiring to wind up its activities and affairs, hereby states that:

1. The name of the limited liability company 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 company is dissolved.

IN TESTIMONY WHEREOF, the undersigned limited liability company has caused this Certificate of Dissolution to be signed by a duly authorized representative thereof this _____ day of _____, 20_____.

 Name of Limited Liability Company

 Signature

 Title

DSCB:15-8872(b)(2)–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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 dissolved limited liability company shall wind up its activities and affairs and the company continues after dissolution only for the purpose of winding up. In winding up its activities and affairs, a limited liability company shall discharge the company's debts, obligations and other liabilities, settle and close the company's activities and affairs, and marshal and distribute the assets of the company. It may deliver to the Department of State for filing a Certificate of Dissolution.

The term "dissolution" indicates the beginning of the end for unincorporated associations such as partnerships and limited liability companies. The end itself is labeled "termination." See 15 Pa.C.S. § 8872(f).

A Certificate of Dissolution will not serve to remove the limited liability company from the rolls of active associations in the records of the Department. Upon the filing of a Certificate of Dissolution, the limited liability company may preserve the company's activities, affairs and property as a going concern for a reasonable time; prosecute and defend actions and proceedings, whether civil, criminal or administrative; transfer the company's property; settle disputes by mediation or arbitration; and perform other acts necessary or appropriate to the winding up.

Applicable Law

For dissolution, winding up and termination of limited liability companies, in general, see 15 Pa.C.S. §§ 8871-8878. 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) 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 exact name of the limited liability company as on file with the Department of State. **This field is required.**

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


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

Signature and Verification

An authorized representative of the limited liability company must sign the Certificate of Dissolution. 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: _____	Certificate of Termination Domestic Limited Liability Company DSCB:15-8872(f) (rev. 2/2017)  8872F
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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. § 8872(f) (relating to certificate of termination), the undersigned limited liability company, desiring to terminate, hereby states that:

1. The name of the limited liability company 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. Check one of the following:
 - All debts, obligations and other liabilities of the limited liability company have been paid and discharged.
 - Adequate provision has been made for the payment and discharge of the debts, obligations and other liabilities of the limited liability company.
4. All the remaining property and assets of the limited liability company have been distributed among its members in accordance with their respective rights and interests.
5. Check one of the following:
 - There are no actions pending against the limited liability company in any court.
 - Adequate provision has been made for the satisfaction of any judgment that may be entered against the limited liability company in any pending action.
6. The limited liability company is terminated.

IN TESTIMONY WHEREOF, the undersigned limited liability company has caused this Certificate of Termination to be signed by a duly authorized representative thereof this _____ day of _____, 20_____.

Name of Limited Liability Company

Signature

Title

DSCB:15-8872(f)-Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

When all debts, obligations and other liabilities of the limited liability company have been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets of the company have been distributed to the members, a domestic limited liability company shall execute a Certificate of Termination and deliver it to the Department of State for filing, along with the certificates required by 15 Pa.C.S. § 139 (relating to tax clearance of certain fundamental transactions).

A Certificate of Termination will serve to remove the limited liability company from the rolls of active associations in the records of the Department. Upon the filing of a Certificate of Termination, the existence of the limited liability company shall cease, except for the purpose of legal actions, other proceedings and appropriate action as provided by law.

Applicable Law

For dissolution, winding up and termination of limited liability companies, in general, see 15 Pa.C.S. §§ 8871-8878. 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 domestic limited liability company may not file a Certificate of Termination 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.

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.

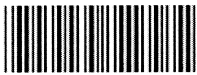
1. Give the exact name of the limited liability company as on file with the Department of State. **This field is required.**
2. Current address. The address provided must be the limited liability company's registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time the Certificate of Termination is submitted for filing. **This field is required.**
3. Check only one of the boxes, based on the status or situation of the terminating company. **This field is required.**
4. Mandatory statement. **This field is required.**
5. Check only one of the boxes, based on the status or situation of the terminating company. **This field is required.**
6. Mandatory statement. **This field is required.**

Signature and Verification

An authorized representative of the limited liability company must sign the Certificate of Termination. 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: _____	Voluntary Termination [Never Transacted Business] Domestic Limited Liability Company DSCB:15-8878 (2/2017)  8878
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions 15 Pa.C.S. § 8878 (relating to voluntary termination by members or organizers for a limited liability company that has never transacted business), the undersigned, desiring that the company should be terminated, hereby states that:

1. The name of the company is: _____

2. The current registered office address of the company 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 company has never transacted business or held assets other than money received as capital contributions.

4. The amounts, if any, actually paid in as capital contributions, less any part disbursed for necessary expenses, have been returned to those entitled to the return of the amounts.

5. A majority of the organizers or a majority in interest of the members elect that the company be terminated.

6. *Check one of the following:*

- All liabilities of the company have been discharged.
- Adequate provision has been made for the payment of the liabilities of the company.

IN TESTIMONY WHEREOF, at least a majority of the organizers or a majority in interest of the members of the above-named company has hereunto set their hands this _____ day of _____, _____.

Signature

Signature

Signature

DSCB:15-8878 - Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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, 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?

This form may be used to terminate a domestic limited liability company that has never transacted business or held assets other than money received as capital contributions.

If a domestic limited liability company has transacted business, it must use form DSCB:15-8872(f) (Certificate of Termination - Domestic Limited Liability Company) to terminate the company.

Applicable Law

For termination, dissolution, and winding up requirements of a limited liability company, in general, see 15 Pa.C.S. §§ 8871-8878. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

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. Name. Give the exact name of the company. The name on this line must match exactly the association name as shown in Department's records at the time the Voluntary Termination [Never Transacted Business] is submitted for filing. **This field is required.**

2. 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 Voluntary Dissolution [Never Transacted Business] is submitted for filing. **This field is required.**

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

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

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

6. Check the appropriate box. **A response to this field is required.**

Signature and Verification


The Voluntary Termination [Never Transacted Business] must be executed by a majority of the organizers or a majority in interest of the members. When the company has more than three executing organizers or members, additional signature lines should be added as appropriate. 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.**

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).

**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 Benefit Limited Liability Company DSCB:15-8898 (2/2017)  8898
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of 15 Pa.C.S. § 8898 (relating to annual benefit report), the undersigned benefit company hereby states that:

1. The name of the limited liability company is:

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

(a) The address of this limited liability company’s current registered office in this Commonwealth is

 Number and Street City State Zip County

(b) The name of this limited liability company’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 company pursued general public benefit during the year and the extent to which general public benefit was created;

(ii) the ways in which the benefit company pursued any specific public benefit that the certificate of organization states is the purpose of the benefit company to create and the extent to which that specific public benefit was created;

(iii) any circumstances that have hindered the creation by the benefit company 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:15-8898 - 2

- 4. An assessment of the overall social and environmental performance of the benefit company 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. 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 company or its members, managers or officers or any holder of 5% or more of the outstanding interests in the benefit company, including any financial or governance relationship which might materially affect the credibility of the use of the third-party standard.
-

IN TESTIMONY WHEREOF, the undersigned benefit limited liability company has caused this Annual Benefit Report to be signed by a duly authorized officer this _____ day of _____, 20_____.

Name of Company

Signature

Title

DSCB:15-8898 – Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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?

Every domestic limited liability which is a benefit company must deliver to each member an annual benefit report. Concurrently with the delivery of the benefit report to members, the benefit company must deliver a copy of the benefit report to the Department of State for filing.

Applicable Law

For annual benefit report requirements, see 15 Pa.C.S. § 8898. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Definitions

A **benefit company** is a limited liability company that has elected to become subject to Chapter 88, Subchapter I of the Pennsylvania Uniform Limited Liability Company Act of 2016. A benefit company shall have a purpose of creating general public benefit. This purpose is in addition to its purpose under 15 Pa.C.S. § 8818(b) (relating to characteristics of limited liability company). The certificate of organization of a benefit company may identify one or more specific public benefits that it is the purpose of the benefit company to create in addition to its general public benefit purpose under 15 Pa.C.S. § 8894(a) and its purpose under 15 Pa.C.S. § 8818(b).

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 limited liability company. The name on this line must match exactly the association name as shown in Department's records at the time the Annual Benefit Report is submitted for filing. **This field is required.**

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

3 - 5. See 15 Pa.C.S. § 8898 for more information. Additional pages may be attached as needed.


A benefit company may change from year to year the standard it uses for assessing its performance. But if a benefit company uses the same standard for assessing its performance in more than one year, the standard must either be applied consistently or the benefit company must provide an explanation of the reasons for any inconsistent use of the standard.

Fields 3-5 are required with the exception that any financial or proprietary information may be omitted from the benefit report as filed with the Department of State.

Signature and Verification

An authorized representative of the benefit company must sign the Annual Benefit Report. 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: _____	Registration of Fictitious Name DSCB:54-311 (rev. 2/2017)  311
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is:

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is **not** acceptable):

Number and street	City	State	Zip	County
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4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State	Zip
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

DSCB:54-311-2

5. Each entity, other than an individual, interested in such business is (are):

Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		
Name	Form of Organization	Organizing Jurisdiction
Principal Office Address		
PA Registered Office, if any		

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. (Optional): The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

_____ day of _____, _____.

Individual Signature	Individual Signature
Individual Signature	Individual Signature
Entity Name	Entity Name
Signature	Signature
Title	Title

DSCB:54-311–Instructions

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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. Filers requesting a veteran/reservist-owned small business fee exemption should attach proof of the veteran's or reservist's status to the Registration of Fictitious Name form when submitted. For more information on the fee exemption, see [Fees and Payments](#).

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 fictitious name registration see 19 Pa. Code Subch. 17C (relating to fictitious names). These instructions relate to such matters as voluntary and mandatory registration, general restrictions on name availability, use of corporate designators, agent for effecting amendments, etc., execution, official advertising when an individual is a party to the registration, and effect of registration and non-registration.
- E. The name of a commercial registered office provider may not be used in Paragraph 3 in lieu of an address.
- F. Insert in Paragraph 5 for each entity which is not an individual the following information: (i) the name of the entity and a statement of its form of organization, e.g., corporation, general partnership, limited partnership, business trust, (ii) the name of the jurisdiction under the laws of which it is organized, (iii) the address, including street and number, if any, of its principal office under the laws of its domiciliary jurisdiction and (iv) the address, including street and number, if any, of its registered office, if any, in this Commonwealth. If any of the entities has an association which has designated the name of a commercial registered office provider in lieu of a registered office address as permitted by 15 Pa.C.S. § 109, the name of the provider and the venue county should be inserted in the last column.
- G. Every individual whose name appears in Paragraph 4 of the form **must sign** the form exactly as the name is set forth in Paragraph 4. The name of every other entity listed in Paragraph 5 shall be signed on its behalf by an officer, trustee or other authorized person. See 19 Pa. Code § 13.8(b) (relating to execution), which permits execution pursuant to power of attorney. A copy of the underlying power of attorney or other authorization should not be submitted to, and will not be received by or filed in, the Department.
- H. An entity (which includes an individual) that registers a fictitious name is required by 54 Pa.C.S. § 311(g) to advertise its intention to file or the filing of an application for registration of fictitious name. Proofs of publication of such advertising should not be submitted to the Department, and will not be received by or filed in the Department, but should be kept with the permanent records of the business.
- I. This form and all accompanying documents shall be mailed to the address stated above.

DSCB:54-502-Instructions

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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 domestic unincorporated association seeking to register an association name for a period of up to one year may file this form. This form is only to be used when the association is not otherwise required to be formed or organized by another type of filing. This registration will NOT formally incorporate, organize or form an association. See the Department's [Registration Forms](#) page for necessary forms. This form also will NOT register a d/b/a or fictitious name. Use DSCB:54-311 (Registration of Fictitious Name).

Available names will be registered though 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. Initial registrations filed between October 1 and December 31 will expire on December 31 of the following calendar year.

Applicable Law

For registration of name of unincorporated association, 54 Pa.C.S. § 502; for names, in general, 15 Pa.C.S. §§ 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. A name registered using this form may NOT use certain designators indicating it is incorporated or has limited liability (e.g. Inc., LLC, Limited, etc.)

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).
- (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.

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. Give the exact name of the association. This should include the exact spelling and punctuation. **This field is required.**
2. The street and mailing address of the association's principal office. This address should 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.**
3. The length of time which the registrant has used the name. An exact date is preferred but not required.

Signature and Verification

An authorized representative of the domestic association must sign this form. 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.**

[Pa.B. Doc. No. 17-185. Filed for public inspection January 27, 2017, 9:00 a.m.]

