

**CHAPTER 13. SPECIAL RULES OF ADMINISTRATIVE
PRACTICE AND PROCEDURE****GENERALLY**

- Sec.
13.1. Applicability of general rules.
13.2. Information and special instructions.
13.3. Communications and filings generally.
13.4. Acknowledgment of filing.
13.5. Form.
13.6. Incorporation by reference.
13.7. Single submittal covering more than one matter.
13.8. Execution.
13.9. Number of copies.
13.10. Names.
13.11. Addresses.
13.12. Docketing statements.
13.13. Tax clearance certificates.
13.14. Governmental approvals.

SEARCHES AND INFORMATION

- 13.31. Searches and information; telephone inquiries.

FORMS

- 13.51. Official forms.

Cross References

This chapter cited in 19 Pa. Code § 11.2 (relating to application and effect of subpart); 19 Pa. Code § 11.7 (relating to size, shape and physical characteristics of filed documents); and 19 Pa. Code § 11.11 (relating to requirements to be met by filed documents).

GENERALLY**§ 13.1. Applicability of general rules.**

Under 1 Pa. Code § 31.1 (relating to scope of part), 1 Pa. Code Part II (relating to the general rules of administrative practice and procedure) is applicable to the activities of and proceedings before the Corporation Bureau, except as otherwise provided in Chapter 3 (relating to fees and charges) and in this chapter.

Source

The provisions of this § 13.1 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (54455).

§ 13.2. Information and special instructions.

(a) Information as to procedures followed by and practice before the Bureau will be furnished upon written or telephone application to:

Director
Corporation Bureau
Department of State
Room 308 North Office Building
Harrisburg, Pennsylvania 17120-0029
(717) 787-1057

(b) Subsection (a) supplements 1 Pa. Code § 31.4 (relating to information and special instructions).

Source

The provisions of this § 13.2 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (54455) to (54456).

§ 13.3. Communications and filings generally.

(a) Communications and filings should be addressed as follows:

Corporation Bureau
Department of State
Room 308 North Office Building
Harrisburg, Pennsylvania 17120-0029

(b) Communications should be accompanied by the following:

(1) A letter of transmittal briefly summarizing the nature of the submittal or request.

(2) The fee or other information relating to the payment of fees and charges required by Chapter 3 (relating to fees and charges).

(3) An ancillary document required by statute, such as consent to use of name, evidence of reservation of name, requisite approvals by regulatory authorities, tax clearance certificates, and the like. In general, these items are identified in the official instructions to the appropriate form. See § 1.3 (relating to official forms).

(c) A submittal, that is, a filing, except pleadings in formal proceedings relating to marks and insignia subject to 1 Pa. Code Chapter 35 (relating to formal proceedings), shall comply with this subpart as to size, shape and other physical characteristics. Pleadings in formal proceedings relating to marks and insignia shall comply with 1 Pa. Code Chapter 35 and applicable provisions of 1 Pa. Code Chapter 33 (relating to documentary filings).

(d) The Corporation Bureau will accept for filing a document transmitted by facsimile subject to the following conditions:

(1) A document may be transmitted to a facsimile receiver located in the Corporation Bureau subject to the availability of equipment. During end-of-year and other peak traffic periods, a submitter should make arrangements to transmit to nongovernmental receivers in the Harrisburg, Pennsylvania area, followed by physical delivery of the faxed documents to the Corporation Bureau.

(2) See § 13.8 (relating to execution).

(3) The filing fee for a document transmitted to a facsimile receiver located in the Corporation Bureau shall be charged to a deposit account or shall otherwise be paid in a manner permitted by Chapter 3 Subchapter B (relating to method of payment).

(4) In all other respects, a filing effected by means of facsimile shall be governed by the applicable provisions of this chapter.

(5) The Corporation Bureau may, pursuant to a request by the filer, return a document by a facsimile transmission. The Corporation Bureau may transmit a document to a filer by facsimile machine if the filer has requested this service and has paid the additional facsimile fee. See § 3.26 (relating to facsimile fee).

(e) The Corporation Bureau will accept requests for services offered by the Department transmitted by facsimile subject to the following conditions:

(1) A request for services may be transmitted to facsimile receivers located in the Corporation Bureau subject to the availability of equipment. During the end-of-year and other peak traffic periods, a submitter should make arrangements to transmit to nongovernmental receivers in the Harrisburg area, followed by physical delivery of the request to the Corporation Bureau.

(2) Services rendered by the Corporation Bureau may be transmitted by facsimile. The services shall be transmitted by facsimile if the requestor has made a request subject to the facsimile transmission fee provided for under § 3.26.

(f) The provisions of subsections (a)—(e) supplement and partially supersede 1 Pa. Code § 31.5 (relating to communications and filings generally).

Source

The provisions of this § 13.3 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (54456).

§ 13.4. Acknowledgment of filing.

(a) A stamped self-addressed postcard describing the submittal, or a self-addressed stamped envelope with a copy of the submittal, may be transmitted to the Department with a submittal tendered under this subpart. Upon filing of the submittal, the Corporation Bureau will date-stamp and mail the postcard or the copy of the submittal.

(b) The date stamp of the Corporation Bureau on a postcard or copy under subsection (a) is evidence that the related submittal has been received; examined by the Corporation Bureau to the extent permitted by law; and filed in, by and with the Department.

Source

The provisions of this § 13.4 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended September 12, 1980, effective September 13, 1980, 10 Pa.B. 3664; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (54456) to (54457).

§ 13.5. Form.

(a) Except as otherwise provided in this section, a submittal deposited with the Corporation Bureau for filing under this subpart shall conform to other applicable provisions of this subpart and be typewritten in characters not smaller than pica or printed in not less than 10-point type in black or blue-black ink on adequately leaved white paper, with top margin at least 2 inches wide on the first page and 1 inch wide on all other pages. The impression shall be on only one side of the paper unless the paper is of adequate quality to prevent the impression on one side from bleeding through to or being otherwise visible from the reverse side. Mechanically reproduced copies will be accepted as typewritten if they are of adequate clarity and contrast to reproduce properly.

(b) Paper stock used for submittals shall be cut or folded to letter size either 8 to 8-1/2 inches wide by 10-1/2 to 11 inches long, or to European or metric size A4 paper. A document prepared on legal size paper will be received only in cases where the person submitting the document has no control over the size of paper used; for example, requisite approvals of regulatory authorities, tax clearance certificates, and the like.

(c) Submission on forms approved by the Department is necessary only in cases where the provisions of this subpart expressly prohibit submission on other than Department furnished forms. In all other cases a submittal may be typed or printed by the applicant as set forth in subsections (a) and (b).

(d) If printed forms of security agreements are submitted for filing under 13 Pa.C.S. (relating to the Uniform Commercial Code), warning legends, trademarks and similar matters may be printed in colored inks if either the information is not legally relevant to the purpose of the filing or the colored printed matter is of adequate clarity and contrast to reproduce properly.

(e) The pages of submittals consisting of two or more leaves shall be sequentially numbered in arabic numerals, that is 2, 3, 4, and so forth, beginning with the second page. Appendices, annexes, and the like may be separately page numbered. It is requested that page numbering be in the form "Page 1 of 5 pages,"

“Page 2 of 5 pages,” and so forth. A document will not be received which is bound to preclude its ready separation into individual leaves for reproduction purposes.

(f) The requirement of subsection (a) that the top margin of a submittal be at least 2 inches wide on the first page does not apply to a submittal which was not originally intended for filing with the Department or which is submitted on a format promulgated under this title.

(g) See also § 11.7 (relating to size, shape and physical characteristics of filed documents). Subsections (a)—(f) supersede 1 Pa. Code § 33.2 (relating to form) insofar as the section relates to submittals.

Source

The provisions of this § 13.5 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (54457) to (146435).

Cross References

This section cited in 19 Pa. Code § 11.7 (relating to size, shape and physical characteristics of filed documents).

§ 13.6. Incorporation by reference.

(a) Except as otherwise provided by statute or by this part, a submittal may not incorporate by reference a document already on file in the Department. A document may incorporate another document forming a part of the same submittal.

(b) Subsection (a) supersedes 1 Pa. Code § 33.3 (relating to incorporation by reference).

Source

The provisions of this § 13.6 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (146435).

§ 13.7. Single submittal covering more than one matter.

(a) Except as otherwise provided by statute, a submittal may not combine documents relating to two or more distinct transactions, whether or not related.

(b) Subsection (a) supersedes 1 Pa. Code § 33.4 (relating to single pleading or submittal covering more than one matter).

Source

The provisions of this § 13.7 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (146435).

§ 13.8. Execution.

(a) Except as otherwise required by statute, a submittal filed by a corporation or other association may be subscribed by an authorized officer of the corporation or other association. The corporate or other association seal may be affixed and attested but the affixation or attestation of the corporate or other association seal is not necessary for the execution of a filing in the Department under the code or under 54 Pa.C.S. (relating to names).

(b) Signatures shall be in black or blue ink.

(c) The Department will not examine a document to determine whether the document has been executed by an authorized person or by sufficient authorized persons or otherwise is duly executed.

(d) A document shall be deemed executed if it contains a facsimile signature if the operative portions of the document meet applicable physical characteristic requirements prescribed under this chapter.

(e) Section 135(b) of the code (relating to requirements to be met by filed documents) provides that a person, other than an incorporator or officer of a corporation, as such, may sign a document by an attorney-in-fact or fiduciary. It is not necessary to present to or file in the Department the original or a copy of a document evidencing the authority of an attorney-in-fact or fiduciary. See 18 Pa.C.S. §§ 4904 and 4911 (relating to unsworn falsification to authorities; and tampering with public records or information).

(f) See § 13.9(a) (relating to number of copies) as to optional submission of the original document.

(g) Subsection (a) supplements and partially supersedes 1 Pa. Code § 33.11 (relating to execution).

Source

The provisions of this § 13.8 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended January 29, 1982, effective January 30, 1982, 12 Pa.B. 471; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial pages (146435) to (146436).

Cross References

This section cited in 19 Pa. Code § 11.11 (relating to requirements to be met by filed documents); 19 Pa. Code § 13.3 (relating to communications and filings generally); and 19 Pa. Code § 17.207 (relating to execution).

§ 13.9. Number of copies.

(a) Except as otherwise required by statute or this subpart, only one copy of a submittal and one copy of related correspondence shall be furnished to the Department. In this subpart and the related forms a reference to “two copies” or “file in duplicate” or the like does not imply that a third document is required. The terminology is used to permit the filing party to retain the executed original and submit only photocopies or facsimiles. Thus under the first sentence of this

subsection an original and one copy of a submittal are not required, only the original or one photocopy or facsimile copy.

(b) See also § 11.8 (relating to specification of required number of copies of documents).

(c) Subsection (a) supersedes 1 Pa. Code § 33.15 (relating to number of copies).

Source

The provisions of this § 13.9 adopted June 22, 1973, effective June 23, 1973, 3 Pa.B. 1164; amended April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993. Immediately preceding text appears at serial page (146436).

Cross References

This section cited in 19 Pa. Code § 11.8 (relating to specification of required number of copies of documents); and 19 Pa. Code § 13.8 (relating to execution).

§ 13.10. Names.

A submittal shall comply with Chapter 17 (relating to names).

Source

The provisions of this § 13.10 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 13.11. Addresses.

A submittal shall comply with Chapter 19 (relating to registered offices and addresses).

Source

The provisions of this § 13.11 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

§ 13.12. Docketing statements.

(a) One or more separate docketing statements shall be submitted with a submittal only if notice of the requirement appears on the official format for the filing published in this part. See also §§ 11.10 and 13.51 (relating to docketing statements; and official forms).

(b) A filing may be rejected if a required docketing statement is not accurately and fully completed.

Source

The provisions of this § 13.12 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.10 (relating to docketing statements); and 19 Pa. Code § 11.11 (relating to requirements to be met by filed documents).

§ 13.13. Tax clearance certificates.

(a) A domestic association may not file one or more of the following documents in the Department unless the document is accompanied by tax clearance certificates from the Department of Revenue and the Office of Employment Security of the Department of Labor and Industry, evidencing the payment by the association of taxes and charges due the Commonwealth required by law:

- (1) Articles or a certificate of merger or consolidation effecting a merger or consolidation into a nonqualified foreign association.
- (2) Articles or a certificate of dissolution.
- (3) A statement of revival.

(b) A qualified foreign association may not file an application for termination of authority or similar document in the Department unless the document is accompanied by a tax clearance certificate evidencing payment of taxes and charges due the Commonwealth.

(c) A corporation may not file with the Department articles of division dividing solely into nonqualified foreign corporations unless the articles are accompanied by a tax clearance certificate evidencing payment of taxes and charges due the Commonwealth.

(d) Applications for tax clearance should be addressed to the Department of Revenue under 61 Pa. Code § 151.4 (relating to obtaining a Corporate Clearance Certificate). This procedure also results in obtaining tax clearance from the Office of Employment Security of the Department of Labor. See § 11.19 (relating to tax clearance of certain fundamental transactions).

Source

The provisions of this § 13.13 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.11 (relating to requirements to be met by filed documents); and 19 Pa. Code § 11.19 (relating to tax clearance of certain fundamental transactions).

§ 13.14. Governmental approvals.

The following governmental approvals are required as a condition precedent to effecting the related filing in the Department (see § 11.11(a)(9) (relating to requirements to be met by filed documents)):

- (1) *Banking Code of 1965*. Under sections 1005, 1504, 1603, 1703, 1802, 1804 and 1806 of the Banking Code of 1965 (7 P. S. §§ 1005, 1504, 1603, 1703, 1802, 1804 and 1806), articles of incorporation, amendment, merger or consolidation, conversion from Federal charter or dissolution or a certificate of election to dissolve are filed initially with the Department of Banking and not the Department of State. Under section 1709 of the Banking Code of 1965 (7 P. S. § 1709), the documents evidencing a conversion into a National bank are

filed directly in the Department of State at the same time they are filed with the Department of Banking.

(2) *Credit Union Code*. Under sections 304, 903, 1102, 1105(b) and 1301 of the Credit Union Law, articles of incorporation, amendment, conversion from Federal charter, merger or consolidation or certificate of election to dissolve voluntarily, are filed initially with the Department of Banking and not the Department of State. Under section 1101 of the Credit Union Law (relating to conversion into Federal credit union), the charter of a Federal credit union resulting from a conversion is filed directly in the Department of State.

(3) *Fraternal Benefit Society Code*. Under sections 202, 214, 215, 219 and 604 of the Fraternal Benefit Society Code (40 P. S. §§ 1141-202, 1141-214, 1141-215, 1141-219 and 1141-604), a document relating to the incorporation, merger or consolidation, amendment of articles of incorporation, conversion into a mutual life insurance company or dissolution are filed initially with the Insurance Department and not the Department of State.

(4) *Savings Association Code*. Under sections 206, 1003, 1106, 1201, 1203 and 1205 of the Savings Association Code of 1967 (7 P. S. §§ 6020-26, 6020-173, 6020-186, 6020-201, 6020-203 and 6020-205), articles of incorporation, amendment, merger or consolidation, conversion from Federal charter or domestic savings bank or dissolution or a certificate of election to dissolve are filed initially with the Department of Banking and not the Department of State. Under section 1104 of the Banking Code (7 P. S. § 1104), the documents evidencing a merger or conversion into a Federal savings and loan association are filed directly in the Department of State at the same time they are filed with the Department of Banking.

(5) *Names*. See the following:

- (i) Section 17.6 (relating to banking names).
- (ii) Section 17.8 (relating to educational names).
- (iii) Section 17.9 (relating to professional names).
- (iv) Section 17.10 (relating to insurance names).

Source

The provisions of this § 13.14 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.11 (relating to requirements to be met by filed documents); and 19 Pa. Code § 11.16 (relating to summary judicial review of rejection of documents not involving examination of mark or insignia).

SEARCHES AND INFORMATION

§ 13.31. Searches and information; telephone inquiries.

(a) Upon request, the Department will search and report on the status of, and if requested, provide certified or uncertified copies of documents or information

of record in the Corporation Bureau. See Chapter 3 (relating to fees and charges) with respect to the amount and method of payment of applicable charges.

(b) *Uniform Commercial Code* or cooperative contract (see section 7123(a) of the code (relating to filing procedures)) inquiries will not be handled by telephone.

(c) Other inquiries will not be handled by telephone except as follows:

(1) Inquiry concerning the availability of not to exceed three association names.

(2) Inquiries which relate to the following information contained in the official index records of the Corporation Bureau:

(i) Name of an association.

(ii) Date of filing and specified effective date, if applicable.

(iii) Registered office address.

(iv) Officers of the association, if available. See §§ 23.51 and 41.52 (relating to annual report information; and annual report).

Source

The provisions of this § 13.31 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 1.4 (relating to searches and information); and 19 Pa. Code § 17.31 (relating to availability and reservation of name).

FORMS

§ 13.51. Official forms.

The following official forms have been promulgated under this chapter and appears in Appendix A:

(1) Form DSCB: 15-134A (Docketing Statement)

(2) Form DSCB: 15-134B (Changes—Docketing Statement)

Source

The provisions of this § 13.51 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

Cross References

This section cited in 19 Pa. Code § 11.10 (relating to docketing statements); 19 Pa. Code § 11.11 (relating to requirements to be met by filed documents); and 19 Pa. Code § 13.12 (relating to docketing statements).

[Next page is 15-1.]