

**CHAPTER 25. NONSTOCK CORPORATIONS****GENERAL**

- Sec.  
25.1. General checklist for incorporating nonstock corporations. [Reserved]  
25.2. Applicability of nonstock corporation provisions.  
25.3. Additional contents of articles of nonstock corporations.  
25.4. Election of existing corporation to become a nonstock corporation.  
25.5. Termination of nonstock corporation status.

**FORMS**

- 25.101. Official forms.

**GENERAL****§ 25.1. General checklist for incorporating nonstock corporations.  
[Reserved]****Source**

The provisions of this § 25.1 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

**§ 25.2. Applicability of nonstock corporation provisions.**

(a) Section 2101 of the BCL (relating to application and effect of chapter) provides for three types of nonstock corporations:

(1) Business corporations which have:

(i) Incorporated on Form DSCB:15-1306/2102/2303/2702/2903/3101/7102A (Articles of Incorporation-For Profit) with a nonstock election indicated.

(ii) Elected to become nonstock corporations by filing Form DSCB: 15-2104 (Articles of Amendment-Election of Nonstock Status-Domestic Business Corporation).

(2) A domestic corporation for profit subject to Part II, Subpart D of the code (relating to cooperative corporations) organized on a nonstock basis.

(3) A domestic insurance corporation that is a mutual insurance company.

(b) A nonstock corporation may be one or more of the following:

(1) A statutory close corporation.

(2) A registered corporation.

(3) A management corporation.

(4) A professional corporation.

(5) An insurance corporation.

**Source**

The provisions of this § 25.2 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

**§ 25.3. Additional contents of articles of nonstock corporations.**

(a) Section 2102 of the BCL (relating to formation of nonstock corporations) provides that in addition to the provisions otherwise required by the code, the articles of a nonstock corporation shall set forth:

- (1) A heading stating the name of the corporation and that it is a nonstock corporation.
  - (2) In lieu of required statements relating to shares or share structure, the fact that the corporation is organized on a nonstock basis.
- (b) A nonstock corporation may have a minimum guaranteed capital.

**Source**

The provisions of this § 25.3 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

**Cross References**

This section cited in 19 Pa. Code § 25.5 (relating to termination of nonstock corporation status).

**§ 25.4. Election of existing corporation to become a nonstock corporation.**

Section 2104 of the BCL (relating to election of an existing business corporation to become a nonstock corporation) provides that a business corporation may become a nonstock corporation by filing Form DSCB:152—104 (Articles of Amendment-Election of Nonstock Status-Domestic Business Corporation).

**Source**

The provisions of this § 25.4 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

**§ 25.5. Termination of nonstock corporation status.**

(a) Section 2105 of the BCL (relating to termination of nonstock corporation status) provides that a nonstock corporation may voluntarily terminate its status by adopting a plan of conversion as provided in the code and filing Form DSCB:15-1915 (Articles of Amendment-Domestic Business Corporation) which delete from its articles:

- (1) The caption stating that it is a nonstock corporation.
- (2) The provisions contemplated by § 25.3 (relating to additional contents of articles of nonstock corporations).

(b) Section 2105(c) of the BCL provides that in addition to the requirements in subsection (a), a mutual insurance company may terminate its nonstock corporation status only in compliance with applicable regulatory laws and the act of December 10, 1970 (P. L. 884, No. 279) (40 P. S. §§ 1010.1—1010.14), known as the Mutual Insurance Company Conversion Law.

**Source**

The provisions of this § 25.5 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

**FORMS**

**§ 25.101. Official forms.**

The following official form has been promulgated under this chapter and appears in Appendix A:

Form DSCB:15-2104 (Articles of Amendment-Election of Nonstock Status-Domestic Business Corporation).

**Source**

The provisions of this § 25.101 adopted April 17, 1992, effective April 18, 1992, 22 Pa.B. 1993.

[Next page is 27-1.]

25-4

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