
THE GENERAL ASSEMBLY OF PENNSYLVANIA

HOUSE BILL

No. 1337 Session of
2007

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CREIGHTON, GRELL, HARRIS, GINGRICH, BOYD, MILNE, MURT,
GIBBONS, GEIST, BARRAR, DENLINGER AND WALKO, MAY 24, 2007

REFERRED TO COMMITTEE ON COMMERCE, MAY 24, 2007

AN ACT

1 Amending Titles 15 (Corporations and Unincorporated
2 Associations) and 54 (Names) of the Pennsylvania Consolidated
3 Statutes, defining "official notice"; providing for official
4 notice requiring the Department of State to establish a
5 certain Internet website; further providing for
6 advertisements by domestic business corporations, by foreign
7 business corporations, domestic nonprofit corporations,
8 foreign nonprofit corporations, domestic cooperative
9 corporation ancillaries, limited partnerships, foreign
10 limited partnerships and limited liability companies and for
11 fictitious name registration; and making an editorial change.

12 The General Assembly of the Commonwealth of Pennsylvania
13 hereby enacts as follows:

14 Section 1. Section 102 of Title 15 of the Pennsylvania
15 Consolidated Statutes is amended by adding a definition to read:
16 § 102. Definitions.

17 Subject to additional or inconsistent definitions contained
18 in subsequent provisions of this title that are applicable to
19 specific provisions of this title, the following words and
20 phrases when used in this title shall have, unless the context
21 clearly indicates otherwise, the meanings given to them in this

1 section:

2 * * *

3 "Official notice." An official listing of an application,
4 notice or other filing made with the Department of State that is
5 published in accordance with section 111 (relating to official
6 notice).

7 * * *

8 Section 2. Title 15 is amended by adding sections to read:

9 § 111. Official notice.

10 (a) General rule.--Where any provision of this title
11 requires official notice, the notice shall be published both in
12 a periodical designated by the rules of court for the
13 publication of legal notices in the county in which the
14 registered office of the association is or will be located and
15 on an Internet website maintained by the Department of State in
16 accordance with section 141 (relating to Internet website).

17 (b) Contents.--In addition to any other information required
18 under this title, an official notice shall set forth the
19 following information:

20 (1) The name of the entity or proposed entity.

21 (2) A statement that the entity is to be or has been
22 organized under this title.

23 (3) The purpose of the entity.

24 (4) The date on which the entity filed, registered or
25 applied with the department.

26 (5) The county in which the address of the entity is
27 located or, in the case of a foreign entity, the registered
28 office is located in this Commonwealth.

29 (c) Frequency.--If no other frequency is specified, the
30 notice must be published in the periodical one time.

1 § 141. Internet website.

2 (a) General rule.--In addition to publication in the
3 periodical designated by the rules of court for the publication
4 of legal notices, the department shall make available on a
5 publicly accessible Internet website information relating to the
6 following:

7 (1) The filing by incorporators or the filing by a
8 corporation of articles of incorporation with the department.

9 (2) The application for registration or the registration
10 of all of the following:

11 (i) A partnership.

12 (ii) A limited liability partnership.

13 (iii) A limited liability company.

14 (iv) A fictitious name under 54 Pa.C.S. § 311
15 (relating to registration).

16 (3) The application for certificate of authority or the
17 application for termination of authority of all of the
18 following:

19 (i) A foreign business corporation.

20 (ii) A foreign nonprofit corporation.

21 (4) In addition to any other information required by
22 this title, the following information relating to an entity
23 filing, applying or registering under paragraph (1), (2) or
24 (3):

25 (i) The name of the proposed entity.

26 (ii) A statement that the entity is to be or has
27 been organized under this title.

28 (iii) The purpose of the entity.

29 (iv) The date of filing, registering or applying
30 with the department.

1 (v) The county in which the address of the entity is
2 located or, in the case of a foreign entity, the
3 registered office is located in this Commonwealth.

4 (b) Accessibility.--Information made available on the
5 Internet website shall be accessible to the public by the name
6 of the proposed entity; the type and date of the filing,
7 application or registration; and the county in which the address
8 of the entity is located or, in the case of a foreign entity,
9 the registered office is located in this Commonwealth. The
10 information shall be archived and remain publicly accessible on
11 the Internet website.

12 (c) Fee.--The department may, by regulation, establish a fee
13 to be imposed on each application or document filed that
14 provides the information to be made available on the Internet
15 website under this section. The fee shall be in addition to any
16 other fee authorized by law and may not exceed an amount
17 determined by the department to reimburse the Commonwealth for
18 the expense of developing and maintaining the Internet website.

19 Section 3. Sections 1307, 4124(b), 5307, 6124(b), 7704(a)
20 and 7720(e) of Title 15 are amended to read:

21 § 1307. [Advertisement] Official notice.

22 The incorporators or the corporation shall [officially
23 publish a] publish an official notice of intention to file or of
24 the filing of articles of incorporation. The notice may appear
25 prior to or after the day the articles of incorporation are
26 filed in the Department of State. [and shall set forth briefly:

27 (1) The name of the proposed corporation.

28 (2) A statement that the corporation is to be or has
29 been incorporated under the provisions of the Business
30 Corporation Law of 1988.] No later than five business days

1 after the articles are filed, the department shall make the
2 official notice available on its Internet website.

3 § 4124. Application for a certificate of authority.

4 * * *

5 (b) [Advertisement] Official notice.--A foreign business
6 corporation shall [officially] publish an official notice of its
7 intention to apply or its application for a certificate of
8 authority. The notice may appear prior to or after the day on
9 which application is made to the Department of State. [and shall
10 set forth briefly:

11 (1) A statement that the corporation will apply or has
12 applied for a certificate of authority under the provisions
13 of the Business Corporation Law of 1988.

14 (2) The name of the corporation and of the jurisdiction
15 under the laws of which it is incorporated.

16 (3) The address, including street and number, if any, of
17 its principal office under the laws of the jurisdiction in
18 which it is incorporated.

19 (4) Subject to section 109, the address, including
20 street and number, if any, of its proposed registered office
21 in this Commonwealth.] No later than five business days after
22 the application is filed, the department shall make the
23 official notice available on its Internet website. In
24 addition to the information required under section 141
25 (relating to Internet website), the department's Internet
26 website shall list the following:

27 (5) The jurisdiction under the laws of which the
28 corporation is incorporated.

29 (6) The address, including street and number, if any,
30 and county of its principal office under the laws of the

1 jurisdiction in which it is incorporated.

2 * * *

3 § 5307. [Advertisement] Official notice.

4 The incorporators or the corporation shall [officially
5 publish a] publish an official notice of intention to file or of
6 the filing of articles of incorporation. The notice may appear
7 prior to or after the day the articles of incorporation are
8 filed in the Department of State. [, and shall set forth
9 briefly:

10 (1) The name of the proposed corporation.

11 (2) A statement that the corporation is to be or has
12 been incorporated under the provisions of this article.

13 (3) A brief summary of the purpose or purposes of the
14 corporation.

15 (4) A date on or before which the articles will be filed
16 in the Department of State or the date the articles were
17 filed.] No later than five business days after the articles
18 are filed, the department shall make the official notice
19 available on its Internet website.

20 § 6124. Application for a certificate of authority.

21 * * *

22 (b) [Advertisement] Official notice.--A foreign nonprofit
23 corporation shall [officially] publish an official notice of its
24 intention to apply or its application for a certificate of
25 authority. The notice may appear prior to or after the day on
26 which application is made to the Department of State. [and shall
27 set forth briefly:

28 (1) A statement that the corporation will apply or has
29 applied for a certificate of authority under the provisions
30 of the Nonprofit Corporation Law of 1988.

1 (2) The name of the corporation and of the jurisdiction
2 under the laws of which it is incorporated.

3 (3) The address, including street and number, if any, of
4 its principal office under the laws of the jurisdiction in
5 which it is incorporated.

6 (4) Subject to section 109, the address, including
7 street and number, if any, of its proposed registered office
8 in this Commonwealth.] No later than five business days after
9 the application is filed, the department shall make the
10 official notice available on its Internet website. In
11 addition to the information required under section 141
12 (relating to Internet website), the department's Internet
13 website shall list:

14 (5) The jurisdiction under the laws of which it is
15 incorporated.

16 (6) The address, including street and number, if any,
17 and county of its principal office under the laws of the
18 jurisdiction in which it is incorporated.

19 * * *

20 § 7704. Articles of incorporation.

21 (a) [Advertisement] Official notice.--The incorporators
22 shall [advertise] publish an official notice of their intention
23 to file or the corporation shall [advertise] publish an official
24 notice of the filing of articles of incorporation with the
25 department, [one time in two newspapers of general circulation,
26 one of which shall be a newspaper designated by the rules of
27 court for the publication of legal notices, or in two newspapers
28 of general circulation published in the county in which the
29 initial registered office of the corporation is to be located.
30 If there is only one newspaper of general circulation published

1 in a county, advertisements in that newspaper shall be
2 sufficient. Advertisements] The notice may appear prior to or
3 after the day the articles of incorporation are filed with the
4 department, [and shall set forth briefly:

5 (1) The name of the proposed corporation.

6 (2) A statement that the corporation is to be or has
7 been organized under this chapter.

8 (3) The purpose of the corporation.

9 (4) The time of filing the articles with the
10 department.] No later than five business days after the
11 articles are filed, the department shall make the official
12 notice available on its Internet website.

13 * * *

14 § 7720. Amendments of articles.

15 * * *

16 (e) Advertisement.--Before or after an amendment has been
17 adopted by the shareholders, the corporation shall advertise its
18 intention to file or the filing of amendments to the articles
19 with the department in a manner similar to that prescribed in
20 section [7703] 7704 (relating to articles of incorporation).
21 Advertisements may appear prior to or after the day upon which
22 the articles of amendment are presented to the department and
23 shall set forth briefly:

24 (1) The name and location of the registered office of
25 the corporation.

26 (2) A statement that the amendments to the articles are
27 to be or were filed under this chapter.

28 (3) The nature and character of the amendments.

29 (4) The time when the amendments to the articles are to
30 be or were filed under this chapter.

Section 4. Sections 8511, 8582 and 8914 of Title 15 are amended by adding subsections to read:

§ 8511. Certificate of limited partnership.

* * *

(a.1) Official notice.--The partners of the limited partnership shall publish an official notice of intention to file or of the filing of the certificate of limited partnership. The notice may appear prior to or after the day the certificate of limited partnership is filed in the department. No later than five business days after the certificate is filed, the department shall make the official notice available on its Internet website.

* * *

§ 8582. Registration.

* * *

(a.1) Official notice.--A foreign limited partnership shall publish an official notice of its intention to apply or its application for registration. The notice may appear prior to or after the day the application for registration is filed in the department. No later than five business days after the application is filed, the department shall make the official notice available on its Internet website.

* * *

§ 8914. Filing of certificate of organization.

* * *

(a.1) Official notice.--The organizers of the limited liability company shall publish an official notice of intention to file or of the filing of the certificate of organization. The notice may appear prior to or after the day the certificate of organization is filed in the department. No later than five

1 business days after the certificate is filed, the department
2 shall make the official notice available on its Internet
3 website.

4 * * *

5 Section 5. The definition of "officially publish" in section
6 101 of Title 54 is amended and the section is amended by adding
7 a definition to read:

8 § 101. Definitions.

9 Subject to additional definitions contained in subsequent
10 provisions of this title which are applicable to specific
11 provisions of this title, the following words and phrases when
12 used in this title shall have, unless the context clearly
13 indicates otherwise, the meanings given to them in this section:

14 * * *

15 "Official notice." The meaning specified in 15 Pa.C.S. § 102
16 (relating to definitions).

17 ["Officially publish." The meaning specified in 15 Pa.C.S. §
18 1103 (relating to definitions) except that the county of
19 publication shall be as specified in this title.]

20 * * *

21 Section 6. Section 311(g) of Title 54 is amended to read:

22 § 311. Registration.

23 * * *

24 (g) [Advertisement] Official notice.--An entity which
25 includes an individual party shall [officially publish in the
26 county in which the principal office or place of business of the
27 entity is or, in the case of a proposed entity, is to be
28 located] publish an official notice of its intention to file or
29 the filing of an application for registration of a fictitious
30 name under this chapter. The notice may appear prior to or after

1 the day upon which the application is filed in the department
2 and shall be kept with the permanent records of the business
3 [and]. No later than five business days after the application is
4 filed, the department shall make available on its Internet
5 website the official notice that shall set forth briefly:

- 6 (1) The fictitious name.
- 7 (2) The address, including street and number, if any,
8 and county of the principal office or place of business of
9 the business to be carried on under or through the fictitious
10 name.
- 11 (3) The names and respective addresses, including street
12 and number, if any, of all persons who are parties to the
13 registration.
- 14 (4) A statement that an application for registration of
15 a fictitious name is to be or was filed under the Fictitious
16 Names Act.
- 17 (5) The date the application was filed with the
18 department.

19 * * *

20 Section 7. This act shall take effect as follows:

- 21 (1) The addition of 15 Pa.C.S § 141 shall take effect in
22 120 days.
- 23 (2) This section shall take effect immediately.
- 24 (3) The remainder of this act shall take effect in 180
25 days.