

THE GENERAL ASSEMBLY OF PENNSYLVANIA

HOUSE BILL

No. 2867 Session of
2006

INTRODUCED BY CALTAGIRONE, GODSHALL, BEBKO-JONES, BENNINGHOFF,
BUNT, COHEN, CREIGHTON, DENLINGER, FLAHERTY, GEIST, GOOD,
GRELL, KOTIK, LEACH, LEH, MUNDY, MYERS, PALLONE, READSHAW,
REICHLEY, SIPTROTH, SOLOBAY, WALKO, WANSACZ AND YOUNGBLOOD,
JUNE 30, 2006

REFERRED TO COMMITTEE ON COMMERCE, JUNE 30, 2006

AN ACT

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

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

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

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

1 section:

2 * * *

3 "Official notice." Publication in the legal newspaper, if
4 any, designated by the rules of court for the publication of
5 legal notices in the county in which the registered office of a
6 business entity is located, and an official listing of
7 applications, notices and other filings made with the Department
8 of State that are maintained by the department on a publicly
9 available Internet website in accordance with section 141
10 (relating to Internet website).

11 * * *

12 Section 2. Title 15 is amended by adding a section to read:

13 § 141. Internet website.

14 (a) General rule.--The department shall make available on a
15 publicly accessible Internet website information relating to the
16 following:

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

19 (2) The application for registration or the registration
20 of all of the following:

21 (i) A partnership.

22 (ii) A limited liability partnership.

23 (iii) A limited liability company.

24 (iv) A fictitious name under 54 Pa.C.S. § 311

25 (relating to registration).

26 (3) The application for certificate of authority or the
27 application for termination of authority of all of the
28 following:

29 (i) A foreign business corporation.

30 (ii) A foreign nonprofit corporation.

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

9 (b) Fee.--

10 (1) The department may, by regulation, establish a fee
11 to be imposed on each application or document filed which
12 provides the information to be made available on the Internet
13 website required by this section.

14 (2) The fee shall be in addition to any other fee
15 authorized by law and may not exceed an amount determined by
16 the department to reimburse the Commonwealth for the expense
17 of developing and maintaining the Internet website.

18 Section 2.1. The definition of "officially publish" in
19 section 1103 of Title 15 is amended to read:

20 § 1103. Definitions.

21 Subject to additional definitions contained in subsequent
22 provisions of this subpart that are applicable to specific
23 provisions of this subpart, the following words and phrases when
24 used in this subpart shall have the meanings given to them in
25 this section unless the context clearly indicates otherwise:

26 * * *

27 ["Officially publish." Publish in two newspapers of general
28 circulation in the English language in the county in which the
29 registered office of the corporation is located, or in the case
30 of a proposed corporation is to be located, one of which shall

1 be the legal newspaper, if any, designated by the rules of court
2 for the publication of legal notices or, if there is no legal
3 newspaper, in two newspapers of general circulation in the
4 county. When there is but one newspaper of general circulation
5 in any county, advertisement in that newspaper shall be
6 sufficient. Where no other frequency is specified, the notice
7 shall be published one time in the appropriate newspaper or
8 newspapers. See section 109(a)(2) (relating to name of
9 commercial registered office provider in lieu of registered
10 address).]

11 * * *

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

14 § 1307. [Advertisement] Official notice.

15 [The incorporators or the corporation shall officially
16 publish a notice of intention to file or of the filing of
17 articles of incorporation. The notice may appear prior to or
18 after the day the articles of incorporation are filed in the
19 Department of State and] Within five business days of the
20 incorporators or a corporation filing articles with the
21 department, the incorporators or corporation shall provide
22 official notice and the department shall make available on a
23 publicly accessible Internet website an official notice that
24 shall set forth briefly:

25 (1) The name of the proposed corporation.

26 (2) A statement that the corporation is to be or has
27 been incorporated under the provisions of the Business
28 Corporation Law of 1988.

29 (3) The county in which the registered address of the
30 corporation is located or, in the case of a proposed

1 corporation, is to be located. See section 109(a)(2)
2 (relating to name of commercial registered office provider in
3 lieu of registered address).

4 (4) The date the articles were filed with the
5 department.

6 § 4124. Application for a certificate of authority.

7 * * *

8 (b) [Advertisement.--A foreign business corporation shall
9 officially publish notice of its intention to apply or its
10 application for a certificate of authority. The notice may
11 appear prior to or after the day on which application is made to
12 the Department of State and] Official notice.--Within five
13 business days of a foreign business corporation filing an
14 application for certificate of authority with the department,
15 the foreign business shall provide official notice and the
16 department shall make available on a publicly accessible
17 Internet website an official notice that shall set forth
18 briefly:

19 (1) A statement that the corporation [will apply or] has
20 applied for a certificate of authority under the provisions
21 of the Business Corporation Law of 1988.

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

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

27 (4) Subject to section 109, the address, including
28 street and number, if any, and county of its proposed
29 registered office in this Commonwealth.

30 (5) The date the application was filed with the

1 department.

2 * * *

3 § 5307. [Advertisement] Official notice.

4 [The incorporators or the corporation shall officially
5 publish a notice of intention to file or of the filing of
6 articles of incorporation. The notice may appear prior to or
7 after the day the articles of incorporation are filed in the
8 Department of State, and] Within five business days of the
9 incorporators or a corporation filing articles of incorporation
10 with the department, the incorporators or corporation shall
11 provide official notice and the department shall make available
12 on a publicly accessible Internet website an official notice
13 that shall set forth briefly:

14 (1) The name of the proposed corporation.

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

17 (3) A brief summary of the purpose or purposes of the
18 corporation.

19 [(4) A date on or before which the articles will be
20 filed in the Department of State or the date the articles
21 were filed.] The date the articles were filed with the
22 department.

23 (5) The county in which the registered address of the
24 corporation is located or, in the case of a proposed
25 corporation, is to be located. See section 109(a)(2)
26 (relating to name of commercial registered officer provider
27 in lieu of registered address)).

28 § 6124. Application for a certificate of authority.

29 * * *

30 (b) [Advertisement.--A foreign nonprofit corporation shall

officially publish notice of its intention to apply or its application for a certificate of authority. The notice may appear prior to or after the day on which application is made to the Department of State and] Official notice.--Within five business days of a foreign nonprofit corporation filing an application for certificate of authority with the department, the foreign corporation shall provide official notice and the department shall make available on a publicly accessible Internet website an official notice that shall set forth briefly:

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

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

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

(4) Subject to section 109, the address, including street and number, if any, and county of its proposed registered office in this Commonwealth.

(5) The date the application was filed with the department.

* * *

§ 7704. Articles of incorporation.

(a) [Advertisement.--The incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation with the department one time in two newspapers of general circulation, one of which shall be a newspaper designated by the rules of court for the publication

1 of legal notices, or in two newspapers of general circulation
2 published in the county in which the initial registered office
3 of the corporation is to be located. If there is only one
4 newspaper of general circulation published in a county,
5 advertisements in that newspaper shall be sufficient.
6 Advertisements may appear prior to or after the day the articles
7 of incorporation are filed with the department and] Official
8 notice.--Within five days of the incorporators or a corporation
9 filing articles of incorporation with the Department of State,
10 the incorporators or corporations shall provide official notice
11 and the department shall make available on a publicly accessible
12 Internet website an official notice that shall set forth
13 briefly:

- 14 (1) The name of the proposed corporation.
- 15 (2) A statement that the corporation is to be or has
16 been organized under this chapter.
- 17 (3) The purpose of the corporation.
- 18 (4) [The time of filing the articles with the
19 department.] The date the application was filed with the
20 department.
- 21 (5) The county in which the registered address of the
22 corporation is located or, in the case of a proposed
23 corporation, is to be located. See section 109(a)(2)
24 (relating to name of commercial registered office provider in
25 lieu of registered address).

26 * * *

27 § 7720. Amendments of articles.

28 * * *

29 (e) Advertisement.--Before or after an amendment has been
30 adopted by the shareholders, the corporation shall advertise its

1 intention to file or the filing of amendments to the articles
2 with the department in a manner similar to that prescribed in
3 section [7703] 7704 (relating to articles of incorporation).
4 Advertisements may appear prior to or after the day upon which
5 the articles of amendment are presented to the department and
6 shall set forth briefly:

7 (1) The name and location of the registered office of
8 the corporation.

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

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

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

14 Section 4. The definition of "officially publish" in section
15 101 of Title 54 is amended and the section is amended by adding
16 a definition to read:

17 § 101. Definitions.

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

23 * * *

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

26 ["Officially publish." The meaning specified in 15 Pa.C.S. §
27 1103 (relating to definitions) except that the county of
28 publication shall be as specified in this title.]

29 * * *

30 Section 5. Section 311(g) of Title 54 is amended to read:

1 § 311. Registration.

2 * * *

3 (g) [Advertisement.--An entity which includes an individual
4 party shall officially publish in the county in which the
5 principal office or place of business of the entity is or, in
6 the case of a proposed entity, is to be located notice of its
7 intention to file or the filing of an application for
8 registration of a fictitious name under this chapter. The notice
9 may appear prior to or after the day upon which the application
10 is filed in the department and shall be kept with the permanent
11 records of the business and] Official notice.--Within five days
12 of an entity which includes an individual party filing an
13 application for registration of a fictitious name under this
14 chapter with the department, the entity shall provide official
15 notice and the department shall make available on a publicly
16 accessible Internet website an official notice that shall set
17 forth briefly:

18 (1) The fictitious name.

19 (2) The address, including street and number, if any,
20 and county of the principal office or place of business of
21 the business to be carried on under or through the fictitious
22 name.

23 (3) The names and respective addresses, including street
24 and number, if any, of all persons who are parties to the
25 registration.

26 (4) A statement that an application for registration of
27 a fictitious name is to be or was filed under the Fictitious
28 Names Act.

29 (5) The date the application was filed with the
30 department.

1 * * *

2 Section 6. This act shall take effect as follows:

3 (1) The addition of 15 Pa.C.S § 141 shall take effect in
4 120 days.

5 (2) This section shall take effect immediately.

6 (3) The remainder of this act shall take effect in 180
7 days.