

THE GENERAL ASSEMBLY OF PENNSYLVANIA

HOUSE BILL

No. 1756 Session of  
2009

INTRODUCED BY CREIGHTON, JUNE 22, 2009

REFERRED TO COMMITTEE ON COMMERCE, JUNE 22, 2009

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  
21 section:

22 \* \* \*

1 "Official notice." An official listing of applications,  
2 notices and other filings made with the Department of State that  
3 are required to be published in a periodical designated by the  
4 rules of court for the publication of legal notices in the  
5 county in which the initial registered office of the corporation  
6 will be located and that are also maintained by the department  
7 and are publicly available at that Internet website in  
8 accordance with section 141 (relating to Internet website).

9 \* \* \*

10 Section 2. Title 15 is amended by adding a section to read:  
11 § 141. Internet website.

12 (a) General rule.--In addition to the publication required  
13 by official notice in the periodical designated by the rules of  
14 court for the county in which the corporation will have its  
15 principal place of business for the publication of legal  
16 notices, the department shall make available on a publicly  
17 accessible Internet website information relating to the  
18 following:

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

21 (2) The application for registration or the registration  
22 of all of the following:

23 (i) A partnership.

24 (ii) A limited liability partnership.

25 (iii) A limited liability company.

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

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

1           (i) A foreign business corporation.

2           (ii) A foreign nonprofit corporation.

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

11          (b) Fee.--

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

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

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

22          § 1103. Definitions.

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

28          \* \* \*

29          ["Officially publish." Publish in two newspapers of general  
30 circulation in the English language in the county in which the

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

13 \* \* \*

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

16 § 1307. [Advertisement] Official notice.

17 [The incorporators or the corporation shall officially  
18 publish a notice of intention to file or of the filing of  
19 articles of incorporation. The notice may appear prior to or  
20 after the day the articles of incorporation are filed in the  
21 Department of State and] The incorporators of the corporation  
22 shall provide official notice of a notice of intention to file  
23 or of the filing of the articles of incorporation. The notice,  
24 in both the periodical designated by the rules of court for the  
25 publication of legal notices and on the department's Internet  
26 website may appear prior to or after the day the articles of  
27 incorporation are filed with the department shall set forth  
28 briefly:

29 (1) The name of the proposed corporation.

30 (2) A statement that the corporation is to be or has

1       been incorporated under the provisions of the Business  
2       Corporation Law of 1988.

3       (3) The county in which the registered address of the  
4       corporation is located or, in the case of a proposed  
5       corporation, is to be located. See section 109(a)(2)  
6       (relating to name of commercial registered office provider in  
7       lieu of registered address).

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

10      § 4124. Application for a certificate of authority.

11      \* \* \*

12      (b) [Advertisement.--A foreign business corporation shall  
13      officially publish notice of its intention to apply or its  
14      application for a certificate of authority. The notice may  
15      appear prior to or after the day on which application is made to  
16      the Department of State and] Official notice.--The incorporators  
17      of the corporation shall provide official notice of a notice of  
18      intention to file or of the filing of the articles of  
19      incorporation. The notice, in both the periodical designated by  
20      the rules of court for the publication of legal notices and on  
21      the department's Internet website may appear prior to or after  
22      the day the articles of incorporation are filed with the  
23      department and shall set forth briefly:

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

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

29           (3) The address, including street and number, if any,  
30           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.

\* \* \*

§ 5307. [Advertisement] Official notice.

[The incorporators or the corporation shall officially publish a notice of intention to file or of the filing of articles of incorporation. The notice may appear prior to or after the day the articles of incorporation are filed in the Department of State, and] The incorporators of the corporation shall provide official notice of a notice of intention to file or of the filing of the articles of incorporation. The notice, in both the periodical designated by the rules of court for the publication of legal notices and on the department's Internet website may appear prior to or after the day the articles of incorporation are filed with the department shall set forth briefly:

(1) The name of the proposed corporation.

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

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

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

(5) The county in which the registered address of the

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

5 § 6124. Application for a certificate of authority.

6 \* \* \*

7 (b) [Advertisement.--A foreign nonprofit corporation shall  
8 officially publish notice of its intention to apply or its  
9 application for a certificate of authority. The notice may  
10 appear prior to or after the day on which application is made to  
11 the Department of State and] Official notice.--The incorporators  
12 of the corporation shall provide official notice of a notice of  
13 intention to file or of the filing of the articles of  
14 incorporation. The notice, in both the periodical designated by  
15 the rules of court for the publication of legal notices and on  
16 the department's Internet website may appear prior to or after  
17 the day the articles of incorporation are filed with the  
18 department and shall set forth 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 Nonprofit 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     § 7704. Articles of incorporation.

4     (a) [Advertisement.--The incorporators shall advertise their  
5     intention to file or the corporation shall advertise the filing  
6     of articles of incorporation with the department one time in two  
7     newspapers of general circulation, one of which shall be a  
8     newspaper designated by the rules of court for the publication  
9     of legal notices, or in two newspapers of general circulation  
10    published in the county in which the initial registered office  
11    of the corporation is to be located. If there is only one  
12    newspaper of general circulation published in a county,  
13    advertisements in that newspaper shall be sufficient.

14    Advertisements may appear prior to or after the day the articles  
15    of incorporation are filed with the department and] Official  
16    notice.--The incorporators shall advertise their intention to  
17    file or the corporation shall advertise the filings of the  
18    articles of incorporation with the department one time in the  
19    periodical designated by the rules of the court for publication  
20    of legal notices and published in the county in which the  
21    corporation will have its principal place of business.

22    Advertisements may appear prior to or after the day the articles  
23    of incorporation are filed with the department and, within five  
24    days of filing the articles of incorporation with the  
25    department, the department shall make available on a publicly  
26    accessible Internet website an official notice that shall set  
27    forth briefly:

28           (1) The name of the proposed corporation.

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



1           (3) The purpose of the corporation.

2           (4) [The time of filing the articles with the  
3 department.] The date the application was filed with the  
4 department.

5           (5) The county in which the registered address of the  
6 corporation is located or, in the case of a proposed  
7 corporation, is to be located. See section 109(a)(2)  
8 (relating to name of commercial registered office provider in  
9 lieu of registered address).

10       \* \* \*

11   § 7720. Amendments of articles.

12       \* \* \*

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

21           (1) The name and location of the registered office of  
22 the corporation.

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

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

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

28       Section 4. The definition of "officially publish" in section  
29 101 of Title 54 is amended and the section is amended by adding  
30 a definition to read:

1 § 101. Definitions.

2 Subject to additional definitions contained in subsequent  
3 provisions of this title which are applicable to specific  
4 provisions of this title, the following words and phrases when  
5 used in this title shall have, unless the context clearly  
6 indicates otherwise, the meanings given to them in this section:

7 \* \* \*

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

10 ["Officially publish." The meaning specified in 15 Pa.C.S. §  
11 1103 (relating to definitions) except that the county of  
12 publication shall be as specified in this title.]

13 \* \* \*

14 Section 5. Section 311(g) of Title 54 is amended to read:  
15 § 311. Registration.

16 \* \* \*

17 (g) [Advertisement.--An entity which includes an individual  
18 party shall officially publish in the county in which the  
19 principal office or place of business of the entity is or, in  
20 the case of a proposed entity, is to be located notice of its  
21 intention to file or the filing of an application for  
22 registration of a fictitious name under this chapter. The notice  
23 may appear prior to or after the day upon which the application  
24 is filed in the department and shall be kept with the permanent  
25 records of the business and] Official notice.--The incorporators  
26 of the corporation shall provide official notice of a notice of  
27 intention to file or of the filing of the articles of  
28 incorporation. The notice, in both the periodical designated by  
29 the rules of court for the publication of legal notices and on  
30 the department's Internet website may appear prior to or after

1 the day the articles of incorporation are filed with the  
2 department and shall set forth briefly:

3 (1) The fictitious name.

4 (2) The address, including street and number, if any,  
5 and county of the principal office or place of business of  
6 the business to be carried on under or through the fictitious  
7 name.

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

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

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

16 \* \* \*

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

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

20 (2) This section shall take effect immediately.

21 (3) The remainder of this act shall take effect in 180  
22 days.