

THE GENERAL ASSEMBLY OF PENNSYLVANIA

HOUSE BILL

No. 1711 Session of
2005

INTRODUCED BY O'BRIEN, CALTAGIRONE, CAPPELLI, CREIGHTON,
DENLINGER, GINGRICH, GODSHALL, SOLOBAY AND J. TAYLOR,
JUNE 13, 2005

REFERRED TO COMMITTEE ON COMMERCE, JUNE 13, 2005

AN ACT

1 Amending Title 15 (Corporations and Unincorporated Associations)
2 of the Pennsylvania Consolidated Statutes, providing, in
3 limited partnerships and limited liability companies, for
4 definitions and for certain advertising requirements.

5 The General Assembly of the Commonwealth of Pennsylvania
6 hereby enacts as follows:

7 Section 1. Section 8503(a) of Title 15 of the Pennsylvania
8 Consolidated Statutes is amended by adding a definition to read:
9 § 8503. Definitions and index of definitions.

10 (a) Definitions.--The following words and phrases when used
11 in this chapter shall have the meanings given to them in this
12 section unless the context clearly indicates otherwise:

13 * * *

14 "Officially publish." Publish in two newspapers of general
15 circulation in the English language in the county in which the
16 registered office of an association is located or, in the case
17 of a proposed association, will be located, one of which must be
18 the legal newspaper, if any, designated by the rules of court

for the publication of legal notices. If there is only one newspaper of general circulation in the county, advertisement in that newspaper is sufficient. If no other frequency is specified, the notice shall be published one time.

* * *

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

§ 8511.1. Advertisement.

(a) Requirement.--The prospective partners or the limited partnership shall officially publish a notice of intent to file or the filing of a certificate of limited partnership.

(b) Time.--The notice may appear prior to or after the certificate is filed with the department.

(c) Content.--The notice shall set forth briefly:

(1) The name of the limited partnership.

(2) The fact that the limited partnership is formed under this chapter.

(d) Transitional rule.--This section does not apply to a limited partnership whose certificate of limited partnership is filed on or before the effective date of this section.

§ 8573.1. Advertisement.

(a) Requirement.--The limited partnership shall promptly cause notice of the winding up proceedings to be officially published.

(b) Content.--The notice shall set forth briefly:

(1) The name of the limited partnership.

(2) The fact that winding up of the limited partnership has commenced.

(c) Transitional rule.--This section does not apply to a proceeding for the winding up of a limited partnership that is commenced on or before the effective date of this section.

1 § 8590.1. Advertisement.

2 (a) Registration.--

3 (1) A foreign limited partnership shall officially
4 publish notice of its intention to apply or its application
5 for registration as a foreign limited partnership.

6 (2) The notice may appear prior to or after the
7 application for registration has been filed with the
8 department.

9 (3) The notice shall set forth briefly:

10 (i) The name of the foreign limited partnership and
11 the jurisdiction under the laws of which it is formed.

12 (ii) The fact that the foreign limited partnership
13 will apply or has applied for registration under this
14 subchapter.

15 (iii) The address, including street and number, if
16 any, of the principal office of the partnership under the
17 laws of the jurisdiction in which it is formed.

18 (iv) Subject to section 109 (relating to name of
19 commercial registered office provider in lieu of
20 registered address), the address, including street and
21 number, if any, of the proposed registered office of the
22 partnership in this Commonwealth.

23 (4) This subsection does not apply to an application for
24 registration that is filed on or before the effective date of
25 this section.

26 (b) Withdrawal.--

27 (1) A qualified foreign limited partnership shall
28 officially publish notice of its intention to withdraw from
29 doing business in this Commonwealth.

30 (2) The notice shall set forth briefly:

1 (i) The name of the foreign limited partnership and
2 the jurisdiction under the laws of which it is formed.

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

6 (iii) Subject to section 109, the address, including
7 street and number, if any, of its last registered office
8 in this Commonwealth.

9 (3) This subsection does not apply to a qualified
10 foreign limited partnership that withdraws from doing
11 business in this Commonwealth on or before the effective date
12 of this section.

13 Section 3. Section 8903(a) of Title 15 is amended by adding
14 a definition to read:

15 § 8903. Definitions and index of definitions.

16 (a) Definitions.--The following words and phrases when used
17 in this chapter shall have the meanings given to them in this
18 section unless the context clearly indicates otherwise:

19 * * *

20 "Officially publish." Publish in two newspapers of general
21 circulation in the English language in the county in which the
22 registered office of an association is located or, in the case
23 of a proposed association, will be located, one of which must be
24 the legal newspaper, if any, designated by the rules of court
25 for the publication of legal notices. If there is only one
26 newspaper of general circulation in the county, advertisement in
27 that newspaper is sufficient. If no other frequency is
28 specified, the notice shall be published one time.

29 * * *

30 Section 4. Title 15 is amended by adding sections to read:

1 § 8912.1. Advertisement.

2 (a) Requirement.--The organizers or the limited liability
3 company shall officially publish a notice of intent to file or
4 of filing of a certificate of organization.

5 (b) Time.--The notice may appear prior to or after the
6 certificate is filed with the department.

7 (c) Content.--The notice shall set forth briefly:

8 (1) The name of the company.

9 (2) The fact that the company is organized under this
10 chapter.

11 (d) Transitional rule.--This section does not apply to a
12 limited liability company whose certificate of organization is
13 filed on or before the effective date of this section.

14 § 8973.1. Advertisement.

15 (a) Requirement.--The limited liability company shall
16 promptly cause notice of the winding up proceedings to be
17 officially published.

18 (b) Content.--The notice shall set forth briefly:

19 (1) The name of the limited liability company.

20 (2) The fact that the proceeding for the winding up of
21 the company has commenced.

22 (c) Transitional rule.--This section does not apply to a
23 proceeding for the winding up of a limited liability company
24 that is commenced on or before the effective date of this
25 section.

26 § 8983. Advertisement.

27 (a) Registration.--

28 (1) A foreign limited liability company shall officially
29 publish notice of its intention to apply or its application
30 for registration as a foreign limited liability company.

1 (2) The notice may appear prior to or after the
2 application for registration has been filed with the
3 department.

4 (3) The notice shall set forth briefly:

5 (i) The name of the company and the jurisdiction
6 under the laws of which it is organized.

7 (ii) The fact that the company will apply or has
8 applied for registration under this chapter.

9 (iii) The address, including street and number, if
10 any, of the principal office of the company under the
11 laws of the jurisdiction in which it is organized.

12 (iv) Subject to section 109 (relating to name of
13 commercial registered office provider in lieu of
14 registered address), the address, including street and
15 number, if any, of the proposed registered office of the
16 company in this Commonwealth.

17 (4) This subsection does not apply to an application for
18 registration that is filed on or before the effective date of
19 this section.

20 (b) Withdrawal.--

21 (1) A qualified foreign limited liability company shall
22 officially publish notice of its intention to withdraw from
23 doing business in this Commonwealth.

24 (2) The notice shall set forth briefly:

25 (i) The name of the foreign limited liability
26 company and the jurisdiction under the laws of which it
27 is organized.

28 (ii) The address, including street and number, if
29 any, of its principal office of the company under the
30 laws of the jurisdiction in which it is organized.

1 (iii) Subject to section 109, the address, including
2 street and number, if any, of the last registered office
3 of the company in this Commonwealth.

4 (3) This subsection does not apply to a qualified
5 foreign limited liability company that withdraws from doing
6 business in this Commonwealth on or before the effective date
7 of this section.

8 Section 5. This act shall take effect in 60 days.