
THE GENERAL ASSEMBLY OF PENNSYLVANIA

HOUSE BILL

No. 1608 Session of
2007

INTRODUCED BY CALTAGIRONE, BENNINGHOFF, CAPPELLI, COSTA,
CREIGHTON, DENLINGER, J. EVANS, GEIST, GIBBONS, GODSHALL,
GOODMAN, GRELL, HALUSKA, HARRIS, HENNESSEY, KIRKLAND, KORTZ,
KULA, LEACH, MENSCH, R. MILLER, MUNDY, PALLONE, READSHAW,
REICHLEY, ROSS, SANTONI, SCAVELLO, SOLOBAY, STURLA, THOMAS,
WALKO AND WANSACZ, JUNE 21, 2007

REFERRED TO COMMITTEE ON JUDICIARY, JUNE 21, 2007

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." An official listing of applications,
4 notices and other filings made with the Department of State that
5 are required to be published in a periodical designated by the
6 rules of court for the publication of legal notices in the
7 county in which the initial registered office of the corporation
8 will be located and that are also maintained by the department
9 and are publicly available at that Internet website in
10 accordance with section 141 (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.--In addition to the publication required
15 by official notice in the periodical designated by the rules of
16 court for the county in which the corporation will have its
17 principal place of business for the publication of legal
18 notices, the department shall make available on a publicly
19 accessible Internet website information relating to the
20 following:

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

23 (2) The application for registration or the registration
24 of all of the following:

25 (i) A partnership.

26 (ii) A limited liability partnership.

27 (iii) A limited liability company.

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

30 (3) The application for certificate of authority or the

1 application for termination of authority of all of the
2 following:

3 (i) A foreign business corporation.

4 (ii) A foreign nonprofit corporation.

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

13 (b) Fee.--

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

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

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

24 § 1103. Definitions.

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

30 * * *

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

15 * * *

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

18 § 1307. [Advertisement] Official notice.

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

1 (1) The name of the proposed corporation.

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

5 (3) 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 (4) The date the articles were filed with the
11 department.

12 § 4124. Application for a certificate of authority.

13 * * *

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

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

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

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

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

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

9 * * *

10 § 5307. [Advertisement] Official notice.

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

23 (1) The name of the proposed corporation.

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

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

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

1 department.

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

7 § 6124. Application for a certificate of authority.

8 * * *

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

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

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

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

29 (4) Subject to section 109, the address, including
30 street and number, if any, and county of its proposed

1 registered office in this Commonwealth.

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

4 * * *

5 § 7704. Articles of incorporation.

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

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

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

30 (1) The name of the proposed corporation.

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

3 (3) The purpose of the corporation.

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

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

12 * * *

13 § 7720. Amendments of articles.

14 * * *

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

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

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

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

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

30 Section 4. The definition of "officially publish" in section

1 101 of Title 54 is amended and the section is amended by adding
2 a definition to read:

3 § 101. Definitions.

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

9 * * *

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

12 ["Officially publish." The meaning specified in 15 Pa.C.S. §
13 1103 (relating to definitions) except that the county of
14 publication shall be as specified in this title.]

15 * * *

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

17 § 311. Registration.

18 * * *

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

1 the rules of court for the publication of legal notices and on
2 the department's Internet website may appear prior to or after
3 the day the articles of incorporation are filed with the
4 department and shall set forth briefly:

5 (1) The fictitious name.

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

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

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

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

18 * * *

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

20 (1) The addition of 15 Pa.C.S § 141 shall take effect in
21 120 days.

22 (2) This section shall take effect immediately.

23 (3) The remainder of this act shall take effect in 180
24 days.