

THE GENERAL ASSEMBLY OF PENNSYLVANIA

SENATE BILL

No. 960 Session of 2011

INTRODUCED BY GREENLEAF, RAFFERTY AND BROWNE, APRIL 11, 2011

REFERRED TO JUDICIARY, APRIL 11, 2011

AN ACT

1 Amending Title 15 (Corporations and Unincorporated Associations)
2 of the Pennsylvania Consolidated Statutes, making extensive
3 revisions, additions and deletions to partnership and limited
4 liability company material on general provisions, on
5 registered limited liability partnerships, on general
6 partnerships, on limited partnerships and on limited
7 liability companies.

8 The General Assembly of the Commonwealth of Pennsylvania
9 hereby enacts as follows:

10 Section 1. Section 102 of Title 15 of the Pennsylvania
11 Consolidated Statutes is amended by adding definitions to read:
12 § 102. Definitions.

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

19 * * *

20 "Bankrupt." A person who is the subject of any of the
21 following:

1 (1) An order for relief or a voluntary case under 11
2 U.S.C. (relating to bankruptcy).

3 (2) A comparable order or case under a State insolvency
4 statute.

5 * * *

6 "Record form." Inscribed in a tangible medium or stored in
7 an electronic or other medium and retrievable in perceivable
8 form.

9 * * *

10 Section 2. Sections 8102(b)(2) and 8105 of Title 15 are
11 amended to read:

12 § 8102. Interchangeability of partnership, limited liability
13 company and corporate forms of organization.

14 * * *

15 (b) Exceptions.--Subsection (a) shall not:

16 * * *

17 (2) [Apply to a] Authorize the conduct of the business
18 of banking [institution, credit union,] or insurance
19 [corporation or savings association,] unless the laws
20 relating thereto or this part expressly [contemplate] permit
21 the conduct of [the regulated] that business in partnership
22 or limited liability company form. See section 8911 (relating
23 to purposes).

24 * * *

25 § 8105. Ownership of certain professional partnerships.

26 Except as otherwise provided by statute, rule or regulation
27 applicable to a particular profession, all of the ultimate
28 beneficial owners of the partnership interests in a partnership
29 that renders one or more restricted professional services shall
30 be licensed persons. As used in this section, the term

1 "restricted professional services" shall have the meaning
2 specified in section 8903 (relating to definitions [and index of
3 definitions]).

4 Section 3. Section 8201(e) of Title 15 is amended and
5 subsection (a) is amended by adding a paragraph to read:

6 § 8201. Scope.

7 (a) Application of subchapter.--This subchapter applies to a
8 general or limited partnership formed under the laws of this
9 Commonwealth that registers under this section. Any partnership
10 that desires to register under this subchapter or to amend or
11 terminate its registration shall file in the Department of State
12 a statement of registration, amendment or termination, as the
13 case may be, which shall be signed by a general partner and
14 shall set forth:

15 * * *

16 (5) If the partnership is a restricted professional
17 partnership, a statement that it renders one or more
18 restricted professional services.

19 * * *

20 (e) Prohibited termination.--A registration under this
21 subchapter may not be terminated while the partnership is a
22 bankrupt [as that term is defined in section 8903 (relating to
23 definitions and index of definitions)]. See section 8221(f)
24 (relating to annual registration).

25 * * *

26 Section 4. Section 8202 of Title 15 is amended by adding
27 definitions to read:

28 § 8202. Definitions.

29 The following words and phrases when used in this chapter
30 shall have the meanings given to them in this section unless the

1 context clearly indicates otherwise:

2 * * *

3 "Restricted professional partnership." A domestic or foreign
4 registered limited liability partnership that renders one or
5 more restricted professional services. The restrictions in
6 section 8996 (relating to restrictions) do not apply to a
7 restricted professional partnership.

8 "Restricted professional services." The following
9 professional services: chiropractic, dentistry, law, medicine
10 and surgery, optometry, osteopathic medicine and surgery,
11 podiatric medicine, public accounting, psychology or veterinary
12 medicine.

13 Section 5. Section 8204 of Title 15 is amended to read:

14 § 8204. Limitation on liability of partners.

15 (a) General rule.--Except as provided in subsection (b) [,

16 a]:

17 (1) A partner in a registered limited liability
18 partnership that is not a restricted professional partnership
19 shall not be [individually] liable directly or indirectly,
20 whether by way of indemnification, contribution, assessment
21 or otherwise, [for debts and obligations] under an order of
22 court or in any other manner for a debt, obligation or
23 liability of, or chargeable to, the partnership, whether
24 sounding in contract or tort or otherwise, that [arise]
25 arises from any negligent or wrongful acts or misconduct
26 committed by another partner or other representative of the
27 partnership while the registration of the partnership under
28 this subchapter is in effect.

29 (2) A partner in a restricted professional partnership
30 shall not be liable directly or indirectly, whether by way of

indemnification, contribution, assessment or otherwise, under
an order of court or in any other manner for a debt,
obligation or liability of any kind of, or chargeable to, the
partnership that arises while the partnership has the status
of a restricted professional partnership or for acts of
another partner or other representative of the partnership
committed while the partnership has the status of a
restricted professional partnership.

(b) Exceptions.--

(2) Subsection (a) shall not affect the liability of a partner:

(i) Individually for any negligent or wrongful acts or misconduct committed by him or by any person under his direct supervision and control.

(ii) For any debts [or], obligations or liabilities of the partnership[:

(A) arising from any cause other than those specified in subsection (a); or

(B)] as to which the partner has agreed in [writing] record form to be liable.

(iii) To the extent expressly undertaken in the partnership agreement or the certificate of limited partnership.

(3) Subsection (a) shall not affect in any way:

(i) the liability of the partnership itself for all its debts [and], obligations and liabilities;

(ii) the availability of the entire assets of the partnership to satisfy its debts [and], obligations and liabilities; or

(iii) any obligation undertaken by a partner in

1 [writing] record form to individually indemnify another
2 partner of the partnership or to individually contribute
3 toward a liability of another partner.

4 (4) Subsection (a)(1) shall not affect the liability of
5 a partner for any debts, obligations or liabilities of the
6 partnership arising from any cause other than those specified
7 in subsection (a)(1).

8 (5) Subsection (a)(2) shall not apply to debts,
9 obligations or liabilities arising, or acts committed, before
10 (the Legislative Reference Bureau shall insert here the
11 effective date of subsection (a)(2)). This paragraph shall
12 not adversely affect a limitation on liability under this
13 section available to a partner in a restricted professional
14 partnership before (the Legislative Reference Bureau shall
15 insert here the effective date of subsection (a)(2)).

16 (c) Continuation of limited liability.--Neither the
17 termination of the registration of a partnership under this
18 subchapter nor the dissolution of the partnership shall affect
19 the limitation on the liability of a partner in the partnership
20 under this section [with respect to negligent or wrongful acts
21 or misconduct occurring] for debts, obligations or liabilities
22 that arose while the registration under this subchapter was in
23 effect.

24 (c.1) Proper parties.--A partner in a registered limited
25 liability partnership is not a proper party to an action or
26 proceeding by or against the partnership, the object of which is
27 to recover damages or enforce debts, obligations or liabilities
28 for which the partner is not liable under this section.

29 (d) Cross reference.--See section 103 (relating to
30 subordination of title to regulatory laws).

Section 6. Section 8205(a) and (b)(2), (5) and (7) of Title 15 are amended and the section is amended by adding a subsection to read:

§ 8205. Liability of withdrawing partner.

(a) General rule.--Except as provided in subsection (b), if the business of a registered limited liability partnership is continued without liquidation of the partnership affairs following the dissolution of the partnership as a result of the withdrawal for any reason of a partner, the withdrawing partner shall not be [individually] liable directly or indirectly, whether by way of indemnification, contribution, assessment or otherwise, under an order of court or in any other manner for any of the debts [and], obligations or liabilities of any kind of either the dissolved partnership or any partnership continuing the business if a statement of withdrawal is filed as provided in this section.

(b) Exceptions.--Subsection (a) shall not affect the liability of a partner:

* * *

(2) For any debts [or], obligations or liabilities of the partnership as to which the withdrawing partner has agreed in [writing] record form to be liable.

* * *

(5) To the extent a debt [or], obligation or liability of the partnership has been expressly undertaken by the partner in the partnership agreement or the certificate of limited partnership.

* * *

(7) For any obligation undertaken by a partner in [writing] record form to individually indemnify another

partner of the partnership or to individually contribute toward a liability of another partner.

* * *

(h.1) Proper parties.--A partner in a registered limited liability partnership is not a proper party to an action or proceeding by or against the partnership, the object of which is to recover damages or enforce debts, obligations or liabilities for which the partner is not liable under this section.

* * *

Section 7. Section 8211(b)(1) and (c) and 8221(f) of Title 15 are amended to read:

§ 8211. Foreign registered limited liability partnerships.

* * *

(b) Registration to do business.--A foreign registered limited liability partnership, regardless of whether or not it is also a foreign limited partnership, shall be subject to Subchapter K of Chapter 85 (relating to foreign limited partnerships) as if it were a foreign limited partnership, except that:

(1) Its application for registration shall state that it is a registered limited liability partnership and, if the partnership is a restricted professional partnership, shall also include a statement that it renders one or more restricted professional services.

* * *

(c) Exception.--The liability of the partners in a foreign registered limited liability partnership shall be governed by the laws of the jurisdiction under which it is organized, except that the partners in a foreign registered limited liability partnership that is not a restricted professional partnership

1 shall not be entitled to greater protection from liability than
2 is available to the partners in a domestic registered limited
3 liability partnership that is not a restricted professional
4 partnership.

5 § 8221. Annual registration.

6 * * *

7 (f) Exception for bankrupt partnerships.--A partnership that
8 would otherwise be required to pay the annual registration fee
9 set forth in subsection (b) shall not be required to pay that
10 fee with respect to any year during any part of which the
11 partnership is a bankrupt [as defined in section 8903 (relating
12 to definitions and index of definitions)]. The partnership
13 shall, instead, indicate on its certificate of annual
14 registration for that year that it is exempt from payment of the
15 annual registration fee pursuant to this subsection. If the
16 partnership fails to file timely a certificate of annual
17 registration, a lien shall be entered on the records of the
18 department pursuant to subsection (e) which shall not be removed
19 until the partnership files a certificate of annual registration
20 indicating its entitlement to an exemption from payment of the
21 annual registration fee as provided in this subsection. See
22 section 8201(e) (relating to scope).

23 Section 8. The definition of "bankrupt" in section 8302 of
24 Title 15 is amended to read:

25 § 8302. Definitions.

26 The following words and phrases when used in this chapter
27 shall have the meanings given to them in this section unless the
28 context clearly indicates otherwise:

29 ["Bankrupt." Includes bankrupt under the Bankruptcy Code (11
30 U.S.C. § 101 et seq.) or insolvent under any State insolvency

1 act.]

2 * * *

3 Section 9. Section 8304 of Title 15 is amended by adding a
4 subsection to read:

5 § 8304. Rules of construction.

6 * * *

7 (c) Validation of prohibition of assignments.--

8 (1) The provisions of 13 Pa.C.S. §§ 9406 (relating to
9 discharge of account debtor; notification of assignment;
10 identification and proof of assignment; restrictions on
11 assignment of accounts, chattel paper, payment intangibles
12 and promissory notes ineffective) and 9408 (relating to
13 restrictions on assignment of promissory notes, health-care-
14 insurance receivables and certain general intangibles
15 ineffective) shall not apply to any interest in a domestic
16 partnership, including any right, power and interest arising
17 under a partnership agreement or this part.

18 (2) This subsection shall be construed to prevail over
19 13 Pa.C.S. §§ 9406 and 9408.

20 Section 10. Section 8503(b) of Title 15 is amended by adding
21 a definition to read:

22 § 8503. Definitions and index of definitions.

23 * * *

24 (b) Index of definitions.--Other definitions applying to
25 this chapter and the sections in which they appear are:

26 * * *

27 "Bankrupt." Section 102.

28 * * *

29 Section 11. Title 15 is amended by adding a section to read:

30 § 8511.1. Advertisement.

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

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

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

7 (1) The name of the limited partnership.

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

10 (d) Transitional rule.--This section does not apply to a
11 limited partnership whose certificate of limited partnership was
12 filed on or before (the Legislative Reference Bureau shall
13 insert here the effective date of this section).

14 Section 12. Section 8562(a) of Title 15 is amended and the
15 section is amended by adding subsections to read:

16 § 8562. Assignment of partnership interest.

17 (a) General rule.--Except as otherwise provided in the
18 partnership agreement:

19 (1) a partnership interest is assignable in whole or in
20 part;

21 (2) an assignment of a partnership interest does not
22 dissolve a limited partnership or entitle the assignee to
23 become or to exercise any rights of a partner;

24 (3) an assignment entitles the assignee to share in such
25 profits and losses, to receive such distributions, and to
26 receive such allocations of income, gain, loss, deduction, or
27 credit or similar item to which the assignor was entitled, to
28 the extent assigned; [and]

29 (4) a partner ceases to be a partner and to have the
30 power to exercise any rights or powers of a partner upon

1 assignment of all of his partnership interest[.]; and

2 (5) the pledge of, or granting of a security interest,
3 lien or other encumbrance in or against, any or all of the
4 partnership interest of a partner shall not cause the partner
5 to cease to be a partner or to have the power to exercise any
6 rights or powers of a partner.

7 * * *

8 (d) Validation of prohibition of assignments.--

9 (1) The provisions of 13 Pa.C.S. §§ 9406 (relating to
10 discharge of account debtor; notification of assignment;
11 identification and proof of assignment; restrictions on
12 assignment of accounts, chattel paper, payment intangibles
13 and promissory notes ineffective) and 9408 (relating to
14 restrictions on assignment of promissory notes, health-care-
15 insurance receivables and certain general intangibles
16 ineffective) shall not apply to any interest in a domestic
17 limited partnership, including any right, power and interest
18 arising under a partnership agreement or this part.

19 (2) This subsection shall be construed to prevail over
20 13 Pa.C.S. §§ 9406 and 9408.

21 (e) Bearer certificates prohibited.--A limited partnership
22 may not issue certificates of partnership interest in bearer
23 form. This subsection may not be varied by the certificate of
24 limited partnership or partnership agreement.

25 Section 13. Title 15 is amended by adding a section to read:
26 § 8573.1. Advertisement.

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

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

1 (1) The name of the limited partnership.

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

4 (c) Transitional rule.--This section does not apply to
5 winding up of a limited partnership that was commenced on or
6 before (the Legislative Reference Bureau shall insert here the
7 effective date of this section).

8 Section 14. Section 8585 of Title 15 is amended by adding a
9 subsection to read:

10 § 8585. Changes and amendments.

11 * * *

12 (b.1) Registered office.--A qualified foreign limited
13 partnership may, from time to time, change the address of its
14 registered office in the manner provided by section 8506(b)
15 (relating to registered office).

16 * * *

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

18 § 8590.1. Advertisement.

19 (a) Registration.--

20 (1) A foreign limited partnership must officially
21 publish notice of its intention to apply or its application
22 for registration as a foreign limited partnership.

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

26 (3) The notice shall set forth briefly:

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

29 (ii) The fact that the foreign limited partnership
30 will apply or has applied for registration under

1 Subchapter K of Chapter 85 (relating to foreign limited
2 partnerships).

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

6 (iv) Subject to section 109 (relating to name of
7 commercial registered office provider in lieu of
8 registered address), the address, including street and
9 number, if any, of its proposed registered office in this
10 Commonwealth.

11 (4) This subsection does not apply to an application for
12 registration that was filed on or before (the Legislative
13 Reference Bureau shall insert here the effective date of this
14 section).

15 (b) Withdrawal.--

16 (1) A qualified foreign limited partnership must
17 officially publish notice of its intention to withdraw from
18 doing business in this Commonwealth.

19 (2) The notice shall set forth briefly:

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

22 (ii) The address, including street and number, if
23 any, of its principal office under the laws of the
24 jurisdiction in which it is formed.

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

28 (3) This subsection does not apply to a qualified
29 foreign limited partnership that withdrew from doing business
30 in this Commonwealth on or before (the Legislative Reference

Bureau shall insert here the effective date of this section).

Section 16. Section 8903 heading and the definitions of "bankrupt" and "event of dissociation" in subsection (a) and subsection (b) are amended to read:

§ 8903. Definitions [and index of definitions].

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

["Bankrupt." A person who is the subject of:

(1) an order for relief or a voluntary case under 11 U.S.C. (relating to bankruptcy);

(2) a comparable order or case under a successor statute of general application; or

(3) a comparable order or case under a State insolvency act.]

* * *

"Event of dissociation." An event that causes a person to cease to be a member of a limited liability company. [See section 8971(a)(4) (relating to dissolution).]

* * *

(b) Index of other definitions.--Other definitions applying to this chapter and the sections in which they appear are:

"Act" or "action." Section 102.

"Bankrupt." Section 102.

"Department." Section 102.

"Licensed person." Section 102.

"Professional services." Section 102.

Section 17. Title 15 is amended by adding sections to read:

§ 8909. Validation of prohibitions of assignments.

1 (a) General rule.--The provisions of 13 Pa.C.S. §§ 9406
2 (relating to discharge of account debtor; notification of
3 assignment; identification and proof of assignment; restrictions
4 on assignment of accounts, chattel paper, payment intangibles
5 and promissory notes ineffective) and 9408 (relating to
6 restrictions on assignment of promissory notes, health-care-
7 insurance receivables and certain general intangibles
8 ineffective) shall not apply to any interest in a domestic
9 limited liability company, including any right, power and
10 interest arising under an operating agreement or this part.

11 (b) Construction.--This section shall be construed to
12 prevail over 13 Pa.C.S. §§ 9406 and 9408.

13 § 8912.1. Advertisement.

14 (a) Requirement.--The organizers or the limited liability
15 company must officially publish a notice of intent to file or of
16 filing a certificate of organization.

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

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

20 (1) The name of the company.

21 (2) The fact that the company is organized under the act
22 of December 7, 1994 (P.L.703, No.106), known as the Limited
23 Liability Company Act.

24 (d) Transitional rule.--This section does not apply to a
25 limited liability company whose certificate of organization was
26 filed on or before (the Legislative Reference Bureau shall
27 insert here the effective date of this section).

28 Section 18. Sections 8916(a) and (b) of Title 15 are amended
29 to read:

30 § 8916. Operating agreement.

1 (a) General rule.--The operating agreement of a limited
2 liability company need not be in [writing] record form except
3 where this chapter refers to a [written] provision of the
4 operating agreement in writing or record form. If a [written]
5 provision in record form of an operating agreement provides that
6 [it] the operating agreement cannot be amended or modified
7 except in writing or record form, an oral agreement, amendment
8 or modification shall not be enforceable. The certificate of
9 organization or operating agreement may not authorize an oral
10 agreement on any subject that this chapter requires to be dealt
11 with in writing or record form. See section 107 (relating to
12 form of records).

13 (b) Freedom of contract.--An operating agreement may contain
14 any provision adopted by the members for the regulation of the
15 internal affairs of a limited liability company [adopted by the
16 members], whether or not specifically authorized by or in
17 contravention of this chapter, except where this chapter:

18 (1) refers only to a rule as set forth in the
19 certificate of organization; or

20 (2) expressly provides that the operating agreement
21 shall not relax or contravene any provision on a specified
22 subject.

23 * * *

24 Section 19. Section 8924 of Title 15 is amended by adding a
25 subsection to read:

26 § 8924. Limited transferability of membership interest.

27 * * *

28 (c) Bearer certificates prohibited.--A limited liability
29 company may not issue a certificate of membership interest in
30 bearer form. This subsection may not be varied by the

1 certificate of organization or operating agreement.

2 Section 20. Sections 8941(b) and 8971 of Title 15 are
3 amended to read:

4 § 8941. Management.

5 * * *

6 (b) Managers.--The certificate of organization may provide
7 that management of a company shall be vested, to the extent
8 provided in, or pursuant to, the certificate of organization, in
9 one or more managers.

10 * * *

11 § 8971. Dissolution.

12 (a) General rule.--A limited liability company is dissolved
13 and its affairs shall be wound up upon the happening of the
14 first to occur of the following events:

15 (1) At the time or upon the happening of events
16 specified in the certificate of organization.

17 (2) At the time or upon the happening of events
18 specified in [writing] record form in the operating
19 agreement.

20 (3) Except as otherwise provided in the operating
21 agreement, by the [unanimous written agreement] vote or
22 consent of [all] the members.

23 [(4) Except as otherwise provided in writing in the
24 operating agreement, upon a member becoming a bankrupt or
25 executing an assignment for the benefit of creditors or the
26 death, retirement, insanity, resignation, expulsion or
27 dissolution of a member or the occurrence of any other event
28 that terminates the continued membership of a member in the
29 company unless the business of the company is continued by
30 the vote or consent of a majority in interest, or such

greater number as shall be provided in writing in the operating agreement, of the remaining members given within 180 days following such event.]

(5) Entry of an order of judicial dissolution under section 8972 (relating to judicial dissolution).

(b) Perpetual existence.--[The certificate of organization may provide that the company shall have perpetual existence, in which case subsection (a)(4) shall not be applicable to the company] Except as otherwise provided in record form in the operating agreement, a limited liability company has perpetual existence, subject to the power of the General Assembly under the Constitution of Pennsylvania.

Section 21. Title 15 is amended by adding a section to read:
§ 8973.1. Advertisement.

(a) Requirement.--The limited liability company must 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 liability company.

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

(c) Transitional rule.--This section does not apply to winding up of a limited liability company that was commenced on or before (the Legislative Reference Bureau shall insert here the effective date of this section).

Section 22. Sections 8974 and 8975(a) of Title 15 are amended to read:

§ 8974. Distribution of assets upon dissolution.

(a) General rule.--In settling accounts after dissolution, the liabilities of the limited liability company shall be

entitled to payment in the following order:

(1) Those to creditors, including members or managers who are creditors, in the order of priority as provided by law, in satisfaction of the liabilities of the company, whether by payment or the making of [reasonable] adequate provision for payment thereof, other than liabilities for distributions to members under section 8932 (relating to distributions and allocation of profits and losses) or 8933 (relating to distributions upon an event of dissociation).

(2) Unless otherwise provided in the operating agreement, to members and former members in satisfaction of liabilities for distributions under section 8932 or 8933.

(3) Unless otherwise provided in the operating agreement, to members in respect of:

(i) Their contributions to capital.

(ii) Their share of the profits and other compensation by way of income on their contributions.

(b) Provision for claims.--A company that has dissolved shall pay or make [reasonable] adequate provision to pay all claims and obligations, including all contingent, conditional or unmatured claims and obligations, known to the company and all claims and obligations that are known to the company but for which the identity of the claimant is unknown. If there are sufficient assets, such claims and obligations shall be paid in full, and any such provision for payment made shall be made in full. If there are insufficient assets, such claims and obligations shall be paid or provided for according to their priority and, among claims and obligations of equal priority, ratably to the extent of assets available therefor. Unless otherwise provided in the operating agreement, any remaining

1 assets shall be distributed as provided in this chapter. Any
2 liquidating trustee or other person winding up the affairs of a
3 company who has complied with this section shall not be
4 personally liable to the claimants of the dissolved company by
5 reason of his actions in winding up the company.

6 § 8975. Certificate of dissolution.

7 (a) General rule.--When all debts, liabilities and
8 obligations of the limited liability company have been paid and
9 discharged or adequate provision has been made therefor and all
10 of the remaining property and assets of the company have been
11 distributed to the members, or in case its assets are not
12 sufficient to discharge its debts, liabilities and obligations,
13 when all the assets have been fairly and equitably applied, as
14 far as they will go, to the payment of such debts, liabilities
15 and obligations, a certificate of dissolution shall be executed
16 by the company. The certificate of dissolution shall set forth:

17 (1) The name of the company.

18 (2) [That] A statement that:

19 (i) all debts, obligations and liabilities of the
20 company have been paid and discharged or that adequate
21 provision has been made therefor[.]; or

22 (ii) the assets of the company are not sufficient to
23 discharge its debts, liabilities and obligations, and
24 that all the assets of the company have been fairly and
25 equitably applied, as far as they will go, to the payment
26 of such debts, liabilities and obligations.

27 (3) That all the remaining property and assets of the
28 company have been distributed among its members in accordance
29 with their respective rights and interests.

30 (4) That there are no actions pending against the

1 company in any court or that adequate provision has been made
2 for the satisfaction of any judgment that may be entered
3 against it in any pending action.

4 * * *

5 Section 23. Title 15 is amended by adding a section to read:

6 § 8983. Advertisement.

7 (a) Registration.--

8 (1) A foreign limited liability company must officially
9 publish notice of its intention to apply or its application
10 for registration as a foreign limited liability company.

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

14 (3) The notice shall set forth briefly:

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

17 (ii) The fact that the company will apply or has
18 applied for registration under this subchapter.

19 (iii) The address, including street and number, if
20 any, of its principal office under the laws of the
21 jurisdiction in which it is organized.

22 (iv) Subject to section 109 (relating to name of
23 commercial registered office provider in lieu of
24 registered address), the address, including street and
25 number, if any, of its proposed registered office in this
26 Commonwealth.

27 (4) This subsection does not apply to an application for
28 registration that was filed on or before (the Legislative
29 Reference Bureau shall insert here the effective date of this
30 section).

1 (b) Withdrawal.--

2 (1) A qualified foreign limited liability company must
3 officially publish notice of its intention to withdraw from
4 doing business in this Commonwealth.

5 (2) The notice shall set forth briefly:

6 (i) The name of the foreign limited liability
7 company and the jurisdiction under the laws of which it
8 is organized.

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

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

15 (3) This subsection does not apply to a qualified
16 foreign limited liability company that withdrew from doing
17 business in this Commonwealth on or before (the Legislative
18 Reference Bureau shall insert here the effective date of this
19 section).

20 Section 24. This act shall take effect in 60 days.