
THE GENERAL ASSEMBLY OF PENNSYLVANIA

HOUSE BILL

No. 992 Session of
2013

INTRODUCED BY KAMPF, BLOOM, CUTLER, MILLARD, DAVIS, KAUFFMAN,
GRELL, JAMES, ROCK, C. HARRIS, LAWRENCE, PICKETT, CLYMER,
GROVE, COX, MILLER, GABLER, GILLEN, ROSS, KILLION, HENNESSEY,
TOEPEL, M. K. KELLER, MALONEY, STEPHENS, GINGRICH, HARPER,
CORBIN, SWANGER, OBERLANDER AND DENLINGER, MARCH 13, 2013

REFERRED TO COMMITTEE ON COMMERCE, MARCH 13, 2013

AN ACT

1 Amending Title 15 (Corporations and Unincorporated Associations)
2 of the Pennsylvania Consolidated Statutes, further providing
3 for definitions; providing for electronic signatures in
4 global and national commerce; in administration, further
5 providing for applicability, functions, documents and
6 processing; in fees, further providing for documents,
7 schedules and disposition of funds; renaming the Corporation
8 Bureau; making related repeals; and imposing duties on the
9 Department of State and the Legislative Reference Bureau.

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

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

14 § 102. Definitions.

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

1 * * *

2 "Bureau." The Bureau of Corporations and Charitable
3 Organizations of the Department of State or any successor agency
4 within the department.

5 * * *

6 "Execute." When used with respect to authenticating or
7 adopting a filing, document or other record, to sign.

8 * * *

9 "Record form." Inscribed on a tangible medium or stored in
10 an electronic or other medium and retrievable in perceivable
11 form.

12 * * *

13 "Sign." With present intent to authenticate or adopt
14 information in record form:

15 (1) to sign manually or adopt a tangible symbol; or

16 (2) to attach to, or logically associate with,
17 information in record form, an electronic sound, a symbol or
18 a process.

19 * * *

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

21 § 111. Relation of title to Electronic Signatures in Global and
22 National Commerce Act.

23 (a) General rule.--Except as set forth in subsection (b),
24 this title modifies, limits and supersedes the Electronic
25 Signatures in Global and National Commerce Act (Public Law 106-
26 229, 15 U.S.C. § 7001 et seq.).

27 (b) Exception.--This title does not do any of the following:

28 (1) Modify, limit or supersede section 101(c) of the
29 Electronic Signatures in Global and National Commerce Act (15
30 U.S.C. § 7001(c)).

1 (2) Authorize electronic delivery of a notice described
2 in section 103(b) of the Electronic Signatures in Global and
3 National Commerce Act (15 U.S.C. § 7003(b)).

4 Section 3. Sections 131, 133(a) and (d), 134(a) introductory
5 paragraph and (3), 135(a) introductory paragraph, (2) and (7),
6 136(b) (2) and (3), 152, 153 and 155 of Title 15 are amended to
7 read:

8 § 131. Application of subchapter.

9 As used in this subchapter, the term "this title" includes
10 Titles 17 (relating to credit unions) and 54 (relating to names)
11 and any other provision of law that:

12 (1) makes reference to the powers and procedures of this
13 subchapter; or

14 (2) to the extent not inconsistent with this subchapter:

15 (i) requires a filing in the Corporation Bureau; and

16 (ii) does not specify some or all of the necessary
17 procedures for the filing provided in this subchapter.

18 § 133. Powers of Department of State.

19 (a) General rule.--The [Department of State shall have]
20 department has the power and authority reasonably necessary to
21 enable it to administer this subchapter efficiently and to
22 perform the functions specified in section 132 (relating to
23 functions of Department of State), in 13 Pa.C.S. (relating to
24 commercial code) and in 17 Pa.C.S. (relating to credit unions).
25 The following shall not be agency regulations for the purposes
26 of section 612 of the act of April 9, 1929 (P.L.177, No.175),
27 known as The Administrative Code of 1929, the act of October 15,
28 1980 (P.L.950, No.164), known as the Commonwealth Attorneys Act,
29 the act of June 25, 1982 (P.L.633, No.181), known as the
30 Regulatory Review Act, or any similar provision of law, but

1 shall be subject to the opportunity of public comment
2 requirement under section 201 of the act of July 31, 1968
3 (P.L.769, No.240), referred to as the Commonwealth Documents
4 Law:

5 (1) Sample filing forms promulgated by the department
6 [under subsection (d)].

7 (2) Instructions accompanying sample filing forms and
8 other explanatory material published in the Pennsylvania Code
9 that is intended to substantially track applicable statutory
10 provisions relating to the particular filing or to any of the
11 functions of the department covered by this subsection, if a
12 regulation of the department expressly states that [such] the
13 instructions or explanatory materials shall not have the
14 force of law.

15 (3) Regulations, which the department is hereby
16 authorized to promulgate, that:

17 (i) Authorize payment of fees and other remittances
18 through or by a credit or debit card issuer or other
19 financial intermediary.

20 (ii) Authorize contracts with credit or debit card
21 issuers and other financial intermediaries relating to
22 the collection, transmission and payment of fees and
23 other remittances.

24 (iii) Adjust, not more than once per year, the
25 [level of] fees [and other remittances as otherwise fixed
26 by law so as to facilitate their transmission through or
27 by a credit card issuer or other financial intermediary
28 pursuant to such regulations without net cost to the
29 department.] set forth in section 153(a) (relating to fee
30 schedule) and 13 Pa.C.S. § 9525 (relating to fees) for

1 filings transmitted to the department electronically.

2 (iv) Relate to the format or means of delivering
3 documents to the department for filing.

4 * * *

5 [(d) Physical characteristics and copies of documents.--All
6 articles and other documents authorized or required to be filed
7 in the department under this title shall be in such format as to
8 size, shape and other physical characteristics as shall be
9 prescribed by regulations promulgated by the department. The
10 regulations may require the submission of not to exceed three
11 conformed copies of any document in addition to the original and
12 any copies thereof otherwise required by law. All formats
13 promulgated by the department for use under this title shall
14 include a statement of the number of copies required to be filed
15 and shall be published in the Pennsylvania Code.]

16 * * *

17 § 134. Docketing statement.

18 (a) General rule.--The [Department of State] department may,
19 but shall not be required to, prescribe by regulation one or
20 more official docketing statement forms designed to elicit from
21 a person effecting a filing under this title information that
22 the department has found to be necessary or desirable in
23 connection with the processing of a filing. A form of docketing
24 statement prescribed under this subsection:

25 * * *

26 (3) May be required by the department in connection with
27 a filing only if notice of the requirement appears on the
28 official format for the filing prescribed [under section
29 133(d) (relating to physical characteristics and copies of
30 documents)] by the department.

1 * * *

2 § 135. Requirements to be met by filed documents.

3 (a) General rule.--A document shall be accepted for filing
4 by the [Department of State] department if it satisfies the
5 following requirements:

6 * * *

7 (2) The document complies with any regulations
8 promulgated by the department [pursuant to section 133(d)
9 (relating to physical characteristics and copies of
10 documents)] and is accompanied by any applicable statement
11 prescribed under section 134.

12 * * *

13 (7) It is in record form and executed. The department
14 shall not examine a document to determine whether the
15 document has been executed by an authorized person or by
16 sufficient authorized persons or otherwise is duly executed.
17 [A document shall be deemed executed if it contains a
18 facsimile signature, so long as the operative portions of the
19 document meet any applicable requirements prescribed under
20 section 133(d) (relating to physical characteristics and
21 copies of documents).]

22 * * *

23 § 136. Processing of documents by Department of State.

24 * * *

25 (b) Immediate certified copy.--

26 * * *

27 [(2) If the duplicate copy is delivered by hand to the
28 office of the department at the seat of government at least
29 four hours before the close of business on any day not a
30 holiday and relates to a matter other than a label or other

1 mark requiring examination under Title 54 (relating to names)
2 or the reservation or registration of a name under this title
3 and, in the case of a document that creates a new
4 association, effects or reflects a change in name or
5 qualifies a foreign association to do business in this
6 Commonwealth, if the duplicate copy is accompanied by
7 evidence that the proposed name has been reserved or
8 registered by or on behalf of the applicant, the department
9 before the close of business on that day shall either:

10 (i) Certify the duplicate copy as required by this
11 subsection and make such certified copy available at the
12 office of the department to or upon the order of the
13 person who delivered it to the department.

14 (ii) Make available at the office of the department
15 to or upon the order of the person who delivered it to
16 the department a brief statement in writing of the
17 reasons of the department for refusing to certify such
18 duplicate copy.

19 See section 153(a)(10) (relating to certification fees).]

20 (3) In lieu of comparing the duplicate copy with the
21 original signed document as provided in [paragraphs (1) and
22 (2)] paragraph (1), the department may make a copy of the
23 original signed document at the cost of the person who
24 delivered it to the department.

25 * * *

26 § 152. Definitions.

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

30 "Ancillary transaction." Includes:

- 1 (1) preclearance of document[,];
2 (2) amendment of articles, charter, certificate or other
3 organic document, restatement of articles, charter,
4 certificate or other organic document[, change in registered
5 or principal office, change in share structure,];
6 (3) dissolution, cancellation or termination[,,
7 reorganization,] of an association;
8 (4) withdrawal by foreign association[,];
9 (5) withdrawal by a partner[, or any similar];
10 (6) a transaction[,] similar to an item listed in
11 paragraphs (1) through (5); or
12 (7) the deposit in the [Department of State] department
13 for filing in, by or with the [Department of State]
14 department or the Secretary of the Commonwealth of any
15 articles, statements, proceedings, agreements or any [like]
16 similar papers affecting associations under the statutes of
17 this Commonwealth for which a specific fee is not set forth
18 in section 153 (relating to fee schedule) or other applicable
19 statute.

20 ["Bureau." The Corporation Bureau of the Department of State
21 or any successor agency within the department.]

22 § 153. Fee schedule.

23 (a) General rule.--The nonrefundable fees of the bureau,
24 including fees for the public acts and transactions of the
25 Secretary of the Commonwealth administered through the bureau,
26 shall be as follows:

27 (1) Domestic corporations:

28 (i) Articles of incorporation, letters
29 patent or similar instruments incorporating
30 a corporation or association..... \$125

1 (ii) Articles or agreement or similar
2 instrument of merger, consolidation or
3 division..... 70

4 (iii) Additional fee for each association
5 which is a party to a merger or
6 consolidation..... 40

7 (iv) Additional fee for each new association
8 resulting from a division..... 125

9 (v) Articles of conversion or a similar
10 instrument..... 70

11 (vi) Each ancillary transaction..... 70

12 (2) Foreign corporations:

13 (i) Certificates of authority or similar
14 qualifications to do business..... 250

15 (ii) Amended certificate of authority or
16 similar change in qualification to do business.. 250

17 (iii) Domestication..... 125

18 (iv) Statement of merger or consolidation
19 or similar instrument reporting occurrence of
20 merger or consolidation not effected by a filing
21 in the department..... 70

22 (v) Additional fee for each qualified
23 foreign corporation which is named in a statement
24 of merger or consolidation or similar
25 instrument..... 40

26 (vi) Each ancillary transaction..... 70

27 (3) Partnerships and limited liability companies:

28 (i) Certificate of limited partnership or
29 certificate of organization of a limited
30 liability company or similar instrument forming

1	<u>a limited partnership or organizing a limited</u>	
2	<u>liability company.....</u>	125
3	<u>(ii) Certificate of merger, consolidation</u>	
4	<u>or division.....</u>	70
5	<u>(iii) Additional fee for each association</u>	
6	<u>which is a party to a merger or consolidation..</u>	40
7	<u>(iv) Additional fee for each new</u>	
8	<u>association resulting from a division.....</u>	125
9	<u>(v) Application for registration of foreign</u>	
10	<u>limited partnership or limited liability</u>	
11	<u>company.....</u>	250
12	<u>(vi) Certificate of amendment of</u>	
13	<u>registration of foreign limited partnership or</u>	
14	<u>limited liability company.....</u>	250
15	<u>(vii) Statement of registration of registered</u>	
16	<u>limited liability partnership or statement of</u>	
17	<u>election as an electing partnership.....</u>	125
18	<u>(viii) Domestication of foreign limited</u>	
19	<u>liability company.....</u>	125
20	<u>(ix) Each ancillary transaction.....</u>	70
21	<u>(4) Business trusts:</u>	
22	<u>(i) Deed of trust or other initial instrument</u>	
23	<u>for a business trust.....</u>	125
24	<u>(ii) Each ancillary transaction.....</u>	70
25	<u>(5) Fictitious names:</u>	
26	<u>(i) Registration.....</u>	70
27	<u>(ii) Each ancillary transaction.....</u>	70
28	<u>(6) Service of process:</u>	
29	<u>(i) Each defendant named or served.....</u>	70
30	<u>(ii) (Reserved).....</u>	

1 (7) Trademarks, emblems, union labels, description of
2 bottles and similar matters:

3 (i) Trademark registration..... 50
4 (ii) Each ancillary trademark transaction. 50
5 (iii) Any other registration under this
6 paragraph..... 70
7 (iv) Any other ancillary transaction under
8 this paragraph..... 70

9 (8) Uniform Commercial Code as provided in 13 Pa.C.S.
10 § 9525 (relating to fees).

11 (9) Copy fees, including copies furnished under the
12 Uniform Commercial Code:

13 (i) Each page of photocopy furnished..... 3
14 (ii) (Reserved).....

15 (10) Certification fees:

16 (i) For certifying copies of any document
17 or paper on file, the fee specified in
18 paragraph (9), if the department furnished
19 the copy, plus..... 40
20 (ii) (Reserved).....
21 (iii) For issuing any other certificate of
22 the Secretary of the Commonwealth or the
23 department (other than an engrossed
24 certificate)..... 40

25 (11) Report of record search other than a search under
26 paragraph (8):

27 (i) For preparing and providing a report of
28 a record search, the fee specified in paragraph
29 (9), if any, plus..... 15
30 (ii) (Reserved).....

1	<u>(12) Reservation and registration of names:</u>	
2	<u>(i) Reservation of association name.....</u>	70
3	<u>(ii) Registration of foreign or other</u>	
4	<u>corporation name.....</u>	70
5	<u>(13) Change of registered office or address:</u>	
6	<u>(i) Each statement of change of registered</u>	
7	<u>office by agent.....</u>	5
8	<u>(ii) Each statement or certificate of change</u>	
9	<u>of registered office.....</u>	5
10	<u>(iii) Each statement of change of address.</u>	5
11	<u>(14) Contingent domestication:</u>	
12	<u>(i) Statement of contingent domestication.</u>	125
13	<u>(ii) Each year, or portion of a year,</u>	
14	<u>during which a contingent domestication or</u>	
15	<u>temporary domiciliary status is in effect.....</u>	1,500
16	<u>(15) Expedited service:</u>	
17	<u>(i) For the processing of any filing under</u>	
18	<u>this title or 13 Pa.C.S. (relating to commercial</u>	
19	<u>code) which is received by the bureau before</u>	
20	<u>4 p.m. and is requested to be completed within</u>	
21	<u>one hour, an additional fee of.....</u>	1,000
22	<u>(ii) For the processing of any filing under</u>	
23	<u>this title or Title 13 which is received by the</u>	
24	<u>bureau before 2 p.m. and is requested to be</u>	
25	<u>completed within three hours, an additional</u>	
26	<u>fee of.....</u>	300
27	<u>(iii) For processing of any filing under</u>	
28	<u>this title or Title 13 which is received by the</u>	
29	<u>bureau before 10 a.m. and is requested to be</u>	
30	<u>completed the same day, an additional fee of.</u>	100

1 (b) Daily listings.--The bureau may provide listings or
2 copies of microfilm, or both, of complete daily filings of any
3 class of documents or papers for a fee of 25¢ per filing listed
4 or set forth therein.

5 (c) Other services.--The bureau may charge equivalent fees
6 for any like service not specified in subsection (a) or (b).

7 (d) Restriction.--UCC Revenue received by a county recorder
8 of deeds under 13 Pa.C.S. § 9525 (relating to fees) after June
9 30, 2001, shall be restricted for use by the county recorder of
10 deeds and the county prothonotary. The revenue shall be credited
11 to the offices of the county recorder of deeds and the county
12 prothonotary on the basis of the amount collected in each office
13 in calendar year 2000, excluding any amounts paid to the
14 Commonwealth. Revenue received in excess of the total amount
15 received by each office during the year 2000, excluding amounts
16 paid to the Commonwealth, shall be distributed pro rata to the
17 county recorder of deeds and the county prothonotary. In a
18 county without a recorder of deeds or a prothonotary, the
19 provisions of this subsection shall apply to the equivalent
20 county officials.

21 § 155. Disposition of funds.

22 (a) Corporation Bureau Restricted Account.--

23 (1) The Corporation Bureau Restricted Account is
24 continued.

25 (2) Sources of the account are as follows:

26 (i) Thirty percent of the amount received by the
27 department under this subchapter excluding fees
28 collected under 13 Pa.C.S. § 9525(a)(1)(ii) (relating to
29 fees).

30 (ii) Five percent of the amount received by the

1 department under 13 Pa.C.S. § 9525(a)(1)(ii).

2 (3) After application of paragraph (2), the balance of
3 the amount received by the department under this subchapter
4 shall be deposited in the General Fund.

5 (4) Except as set forth in paragraph (5), the account
6 shall be used solely for the operation of the bureau and for
7 its modernization as required for improved operations of the
8 bureau.

9 (5) If there is a surplus in the account for two
10 consecutive fiscal years above what is necessary to carry out
11 paragraph (4), the Secretary of the Commonwealth shall
12 transfer the surplus into the General Fund.

13 (b) Expenditures.--The [Department of State] department
14 shall submit a budget for the operation or modernization of the
15 Corporation Bureau to the Governor for approval. Such funds as
16 are approved by the Governor are hereby appropriated from the
17 Corporation Bureau Restricted Account to the [Department of
18 State] department for the operation of the bureau.

19 (c) Advisory committee.--The Secretary of the Commonwealth
20 shall appoint a Corporation Bureau Advisory Committee. The
21 committee shall be composed of persons knowledgeable in matters
22 covered by this title and related provisions of law and who have
23 been recommended for appointment to the committee by the
24 organized bar or other organized users of the facilities and
25 services of the bureau. Members shall serve without compensation
26 other than reimbursement for reasonable and necessary expenses
27 in accordance with Commonwealth policy or regulations, shall
28 serve for terms fixed by the secretary and may be reappointed.
29 The Chairman of the committee shall be elected by the committee.
30 The committee shall make recommendations to the Governor with

1 respect to each budget submitted under subsection (b) and may
2 consult with the department in the administration of this title
3 and related provisions of law. The committee, in consultation
4 with the bureau and the department, shall submit, by June 1 of
5 each odd-numbered year, a report to the General Assembly
6 describing its activities under this title and any recommended
7 changes to this title.

8 Section 4. Title 15 is amended by adding a section to read:
9 § 156. References.

10 In statutes, regulations and orders, a reference to the
11 Corporation Bureau shall be deemed a reference to the Bureau of
12 Corporations and Charitable Organizations.

13 Section 5. Repeals are as follows:

14 (1) The General Assembly declares as follows:

15 (i) The repeal under paragraph (2)(i) is necessary
16 to effectuate the amendment of 15 Pa.C.S. § 153(a).

17 (ii) The repeal under paragraph (2)(ii) is necessary
18 to effectuate the amendment of 15 Pa.C.S. § 155(a).

19 (2) The following provisions are repealed:

20 (i) Section 618-A(2) of the act of April 9, 1929
21 (P.L.177, No.175), known as The Administrative Code of
22 1929.

23 (ii) Section 814 of The Administrative Code of 1929.

24 Section 6. When the Department of State is ready to provide
25 expedited services under the addition of 15 Pa.C.S. § 153(a)
26 (15), it shall transmit notice of that fact to the Legislative
27 Reference Bureau for publication as a notice in the Pennsylvania
28 Bulletin.

29 Section 7. This act shall take effect as follows:

30 (1) The following provisions shall take effect

1 immediately:

2 (i) Section 6 of this act.

3 (ii) This section.

4 (2) The addition of 15 Pa.C.S. § 153(a) shall take
5 effect upon publication of the notice under section 6 of this
6 act.

7 (3) The remainder of this act shall take effect in 60
8 days.