

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, DENLINGER, TRUITT, MOUL AND MILNE, MARCH 13, 2013

AS AMENDED ON SECOND CONSIDERATION, HOUSE OF REPRESENTATIVES, APRIL 23, 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

1 section:

2 \* \* \*

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

6 \* \* \*

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

9 \* \* \*

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

13 \* \* \*

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

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

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

20 \* \* \*

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

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

24 (a) General rule.--Except as set forth in subsection (b),  
25 this title modifies, limits and supersedes the Electronic  
26 Signatures in Global and National Commerce Act (Public Law 106-  
27 229, 15 U.S.C. § 7001 et seq.).

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

29 (1) Modify, limit or supersede section 101(c) of the  
30 Electronic Signatures in Global and National Commerce Act (15

1 U.S.C. § 7001(c)).

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

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

9 § 131. Application of subchapter.

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

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

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

16 (i) requires a filing in the ~~Corporation Bureau~~ <--  
17 BUREAU; and <--

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

20 § 133. Powers of Department of State.

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

1 the act of June 25, 1982 (P.L.633, No.181), known as the  
2 Regulatory Review Act, or any similar provision of law, but  
3 shall be subject to the opportunity of public comment  
4 requirement under section 201 of the act of July 31, 1968  
5 (P.L.769, No.240), referred to as the Commonwealth Documents  
6 Law:

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

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

17 (3) Regulations, which the department is hereby  
18 authorized to promulgate, that:

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

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

26 (iii) Adjust, not more than once per year, the  
27 [level of] fees [and other remittances as otherwise fixed  
28 by law so as to facilitate their transmission through or  
29 by a credit card issuer or other financial intermediary  
30 pursuant to such regulations without net cost to the

1 department.] set forth in section 153(a) (relating to fee  
2 schedule) and 13 Pa.C.S. § 9525 (relating to fees) for  
3 filings transmitted to the department electronically.

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

6 \* \* \*

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

18 \* \* \*

19 § 134. Docketing statement.

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

27 \* \* \*

28 (3) May be required by the department in connection with  
29 a filing only if notice of the requirement appears on the  
30 official format for the filing prescribed [under section

1 133(d) (relating to physical characteristics and copies of  
2 documents)] by the department.

3 \* \* \*

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

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

8 \* \* \*

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

14 \* \* \*

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

24 \* \* \*

25 (D) [METHOD OF FILING.--THE DEPARTMENT MAY PRESCRIBE BY <--  
26 REGULATION PROCEDURES FOR FILING DOCUMENTS BY ELECTRONIC MAIL,  
27 FACSIMILE TRANSMISSION, TELEX OR OTHER SIMILAR MEANS OF  
28 COMMUNICATION] (RESERVED).

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

30 \* \* \*

1 (b) [Immediate certified] DUPLICATE copy.-- <--

2 \* \* \* <--

3 (1) IF A DUPLICATE COPY, WHICH MAY BE EITHER A SIGNED OR <--  
4 CONFORMED COPY, OF ANY ARTICLES OR OTHER DOCUMENT AUTHORIZED  
5 OR REQUIRED BY THIS TITLE TO BE FILED IN THE DEPARTMENT IS  
6 DELIVERED TO THE DEPARTMENT WITH THE ORIGINAL SIGNED  
7 DOCUMENT, THE DEPARTMENT SHALL [COMPARE THE DUPLICATE COPY  
8 WITH THE ORIGINAL SIGNED DOCUMENT AND, IF IT FINDS THAT THEY  
9 ARE IDENTICAL, SHALL CERTIFY THE DUPLICATE COPY BY MAKING  
10 UPON IT THE SAME ENDORSEMENT THAT IS REQUIRED TO APPEAR UPON  
11 THE ORIGINAL, TOGETHER WITH A FURTHER ENDORSEMENT THAT THE  
12 DUPLICATE COPY IS A TRUE COPY OF THE ORIGINAL SIGNED  
13 DOCUMENT,] STAMP THE DUPLICATE COPY WITH THE DATE RECEIVED BY  
14 THE DEPARTMENT AND RETURN THE DUPLICATE COPY TO THE PERSON  
15 WHO DELIVERED IT TO THE DEPARTMENT.

16 †(2) [If the duplicate copy is delivered by hand to the <--  
17 office of the department at the seat of government at least  
18 four hours before the close of business on any day not a  
19 holiday and relates to a matter other than a label or other  
20 mark requiring examination under Title 54 (relating to names)  
21 or the reservation or registration of a name under this title  
22 and, in the case of a document that creates a new  
23 association, effects or reflects a change in name or  
24 qualifies a foreign association to do business in this  
25 Commonwealth, if the duplicate copy is accompanied by  
26 evidence that the proposed name has been reserved or  
27 registered by or on behalf of the applicant, the department  
28 before the close of business on that day shall either:

29 (i) Certify the duplicate copy as required by this  
30 subsection and make such certified copy available at the

1 office of the department to or upon the order of the  
2 person who delivered it to the department.

3 (ii) Make available at the office of the department  
4 to or upon the order of the person who delivered it to  
5 the department a brief statement in writing of the  
6 reasons of the department for refusing to certify such  
7 duplicate copy.

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

9 (RESERVED).

<--

10 (3) In lieu of [comparing] DATE-STAMPING the duplicate  
11 copy [with] OF the original signed document as provided in  
12 [paragraphs (1) and (2)] paragraph (1), the department may  
13 make a copy of the original signed document at the cost of  
14 the person who delivered it to the department.

<--

<--

15 \* \* \*

16 § 152. Definitions.

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

20 "Ancillary transaction." Includes:

21 (1) preclearance of document[,];

22 (2) amendment of articles, charter, certificate or other  
23 organic document, restatement of articles, charter,  
24 certificate or other organic document[, change in registered  
25 or principal office, change in share structure,];

26 (3) dissolution, cancellation or termination[,  
27 reorganization,] of an association;

28 (4) withdrawal by foreign association[,];

29 (5) withdrawal by a partner[, or any similar];

30 (6) a transaction[,] similar to an item listed in



1 paragraphs (1) through (5); or

2 (7) the deposit in the [Department of State] department  
3 for filing in, by or with the [Department of State]  
4 department or the Secretary of the Commonwealth of any  
5 articles, statements, proceedings, agreements or any [like]  
6 similar papers affecting associations under the statutes of  
7 this Commonwealth for which a specific fee is not set forth  
8 in section 153 (relating to fee schedule) or other applicable  
9 statute.

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

12 § 153. Fee schedule.

13 (a) General rule.--The nonrefundable fees of the bureau,  
14 including fees for the public acts and transactions of the  
15 Secretary of the Commonwealth administered through the bureau,  
16 shall be as follows:

17 (1) Domestic corporations:

18 (i) Articles of incorporation, letters  
19 patent or similar instruments incorporating  
20 a corporation or association..... \$125

21 (ii) Articles or agreement or similar  
22 instrument of merger, consolidation or  
23 division..... 70

24 (iii) Additional fee for each association  
25 which is a party to a merger or  
26 consolidation..... 40

27 (iv) Additional fee for each new association  
28 resulting from a division..... 125

29 (v) Articles of conversion or a similar  
30 instrument..... 70

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

2   (2) Foreign corporations:

3           (i) Certificates of authority or similar

4   qualifications to do business..... 250

5           (ii) Amended certificate of authority or

6   similar change in qualification to do business.. 250

7           (iii) Domestication..... 125

8           (iv) Statement of merger or consolidation

9   or similar instrument reporting occurrence of

10 merger or consolidation not effected by a filing

11 in the department..... 70

12           (v) Additional fee for each qualified

13 foreign corporation which is named in a statement

14 of merger or consolidation or similar

15 instrument..... 40

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

17 (3) Partnerships and limited liability companies:

18           (i) Certificate of limited partnership or

19 certificate of organization of a limited

20 liability company or similar instrument forming

21 a limited partnership or organizing a limited

22 liability company..... 125

23           (ii) Certificate of merger, consolidation

24 or division..... 70

25           (iii) Additional fee for each association

26 which is a party to a merger or consolidation... 40

27           (iv) Additional fee for each new

28 association resulting from a division..... 125

29           (v) Application for registration of foreign

30 limited partnership or limited liability

1	<u>company.....</u>	250	
2	<u>(vi) Certificate of amendment of</u>		
3	<u>registration of foreign limited partnership or</u>		
4	<u>limited liability company.....</u>	250	
5	<u>(vii) Statement of registration of registered</u>		
6	<u>limited liability partnership or statement of</u>		
7	<u>election as an electing partnership.....</u>	125	
8	<u>(viii) Domestication of foreign limited</u>		
9	<u>liability company.....</u>	125	
10	<u>(ix) Each ancillary transaction.....</u>	70	
11	<u>(4) Business trusts:</u>		
12	<u>(i) Deed of trust or other initial instrument</u>		
13	<u>for a business trust.....</u>	125	
14	<u>(ii) Each ancillary transaction.....</u>	70	
15	<u>(5) Fictitious names:</u>		
16	<u>(i) Registration.....</u>	70	
17	<u>(ii) Each ancillary transaction.....</u>	70	
18	<u>(6) Service of process:</u>		
19	<del><u>(i) Each defendant named or served.....</u></del>	70	<--
20	<del><u>(ii) (Reserved).....</u></del>		<--
21	<u>(7) Trademarks, emblems, union labels, description of</u>		
22	<u>bottles and similar matters:</u>		
23	<u>(i) Trademark registration.....</u>	50	
24	<u>(ii) Each ancillary trademark transaction..</u>	50	
25	<u>(iii) Any other registration under this</u>		
26	<u>paragraph.....</u>	70	
27	<u>(iv) Any other ancillary transaction under</u>		
28	<u>this paragraph.....</u>	70	
29	<u>(8) Uniform Commercial Code as provided in 13 Pa.C.S.</u>		
30	<u>§ 9525 (relating to fees).</u>		

1	<u>(9) Copy fees, including copies furnished under the</u>		
2	<u>Uniform Commercial Code:</u>		
3	<u><del>(i)</del> Each page of photocopy furnished.....</u>	<u>3</u>	<--
4	<u><del>(ii)</del> (Reserved).....</u>		<--
5	<u>(10) Certification fees:</u>		
6	<u>(i) For certifying copies of any document</u>		
7	<u>or paper on file, the fee specified in</u>		
8	<u>paragraph (9), if the department furnished</u>		
9	<u>the copy, plus.....</u>	<u>40</u>	
10	<u><del>(ii)</del> (Reserved).....</u>		<--
11	<u><del>(iii)</del> (II) For issuing any other certificate of</u>		<--
12	<u>the Secretary of the Commonwealth or the</u>		
13	<u>department (other than an engrossed</u>		
14	<u>certificate).....</u>	<u>40</u>	
15	<u>(11) Report of record search other than a search under</u>		
16	<u>paragraph (8):</u>		
17	<u><del>(i)</del> For preparing and providing a report of</u>		<--
18	<u>a record search, the fee specified in paragraph</u>		
19	<u>(9), if any, plus.....</u>	<u>15</u>	
20	<u><del>(ii)</del> (Reserved).....</u>		<--
21	<u>(12) Reservation and registration of names:</u>		
22	<u>(i) Reservation of association name.....</u>	<u>70</u>	
23	<u>(ii) Registration of foreign or other</u>		
24	<u>corporation name.....</u>	<u>70</u>	
25	<u>(13) Change of registered office or address:</u>		
26	<u>(i) Each statement of change of registered</u>		
27	<u>office by agent.....</u>	<u>5</u>	
28	<u>(ii) Each statement or certificate of change</u>		
29	<u>of registered office.....</u>	<u>5</u>	
30	<u>(iii) Each statement of change of address..</u>	<u>5</u>	

- 1           (14) Contingent domestication:
- 2           (i) Statement of contingent domestication.. 125
- 3           (ii) Each year, or portion of a year,
- 4           during which a contingent domestication or
- 5           temporary domiciliary status is in effect..... 1,500
- 6           (15) Expedited service:
- 7           (i) For the processing of any filing under
- 8           this title or 13 Pa.C.S. (relating to commercial
- 9           code) which is received by the bureau before
- 10           4 p.m. and is requested to be completed within
- 11           one hour, an additional fee of..... 1,000
- 12           (ii) For the processing of any filing under
- 13           this title or Title 13 which is received by the
- 14           bureau before 2 p.m. and is requested to be
- 15           completed within three hours, an additional
- 16           fee of..... 300
- 17           (iii) For processing of any filing under
- 18           this title or Title 13 which is received by the
- 19           bureau before 10 a.m. and is requested to be
- 20           completed the same day, an additional fee of... 100

21       (b) Daily listings.--The bureau may provide listings or

22       copies of microfilm, or both, of complete daily filings of any

23       class of documents or papers for a fee of 25¢ per filing listed

24       or set forth therein.

25       (c) Other services.--The bureau may charge equivalent fees

26       for any like service not specified in subsection (a) or (b).

27       (d) Restriction.--UCC Revenue received by a county recorder

28       of deeds under 13 Pa.C.S. § 9525 (relating to fees) after June

29       30, 2001, shall be restricted for use by the county recorder of

30       deeds and the county prothonotary. The revenue shall be credited

1 to the offices of the county recorder of deeds and the county  
2 prothonotary on the basis of the amount collected in each office  
3 in calendar year 2000, excluding any amounts paid to the  
4 Commonwealth. Revenue received in excess of the total amount  
5 received by each office during the year 2000, excluding amounts  
6 paid to the Commonwealth, shall be distributed pro rata to the  
7 county recorder of deeds and the county prothonotary. In a  
8 county without a recorder of deeds or a prothonotary, the  
9 provisions of this subsection shall apply to the equivalent  
10 county officials.

11 § 155. Disposition of funds.

12 (a) Corporation Bureau Restricted Account.--

13 (1) The Corporation Bureau Restricted Account is  
14 continued.

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

16 (i) Thirty percent of the amount received by the  
17 department under this subchapter excluding fees  
18 collected under 13 Pa.C.S. § 9525(a)(1)(ii) (relating to  
19 fees).

20 (ii) Five percent of the amount received by the  
21 department under 13 Pa.C.S. § 9525(a)(1)(ii).

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

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

29 (5) If there is a surplus in the account for two  
30 consecutive fiscal years above what is necessary to carry out

1 paragraph (4), the Secretary of the Commonwealth shall  
2 transfer the surplus into the General Fund.

3 (b) Expenditures.--The [Department of State] department  
4 shall submit a budget for the operation or modernization of the  
5 Corporation Bureau to the Governor for approval. Such funds as  
6 are approved by the Governor are hereby appropriated from the  
7 Corporation Bureau Restricted Account to the [Department of  
8 State] department for the operation of the bureau.

9 (c) Advisory committee.--The Secretary of the Commonwealth  
10 shall appoint a Corporation Bureau Advisory Committee. The  
11 committee shall be composed of persons knowledgeable in matters  
12 covered by this title and related provisions of law and who have  
13 been recommended for appointment to the committee by the  
14 organized bar or other organized users of the facilities and  
15 services of the bureau. Members shall serve without compensation  
16 other than reimbursement for reasonable and necessary expenses  
17 in accordance with Commonwealth policy or regulations, shall  
18 serve for terms fixed by the secretary and may be reappointed.  
19 The Chairman of the committee shall be elected by the committee.  
20 The committee shall make recommendations to the Governor with  
21 respect to each budget submitted under subsection (b) and may  
22 consult with the department in the administration of this title  
23 and related provisions of law. The committee, in consultation  
24 with the bureau and the department, shall submit, by June 1 of  
25 each odd-numbered year, a report to the General Assembly  
26 describing its activities under this title and any recommended  
27 changes to this title.

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

30 In statutes, regulations and orders, a reference to the

1 Corporation Bureau shall be deemed a reference to the Bureau of  
2 Corporations and Charitable Organizations.

3 Section 5. Repeals are as follows:

4 (1) The General Assembly declares as follows:

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

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

9 (2) The following provisions are repealed:

10 (i) Section 618-A(2) of the act of April 9, 1929  
11 (P.L.177, No.175), known as The Administrative Code of  
12 1929.

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

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

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

20 (1) The following provisions shall take effect  
21 immediately:

22 (i) Section 6 of this act.

23 (ii) This section.

24 (2) The addition of 15 Pa.C.S. § ~~153(a)~~ 153(A)(15) shall <--  
25 take effect upon publication of the notice under section 6 of  
26 this act.

27 (3) The remainder of this act shall take effect in 60  
28 days.