

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Domestication-Foreign
(15 Pa.C.S.)

___ Business Corporation (§ 4161)
___ Nonprofit Corporation (§ 6161)

| | | |
|---------|-------|----------|
| Name | | |
| _____ | | |
| Address | | |
| _____ | | |
| City | State | Zip Code |
| _____ | _____ | _____ |

Document will be returned to the name and address you enter to the left.



Fee: \$125

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, qualified foreign corporation, desiring to become a domestic business or nonprofit corporation, hereby states that:

1. The name of the corporation is:

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

| | | | | |
|---|--------|-------|-----|--------|
| (a) Number and street | City | State | Zip | County |
| _____ | | | | |
| (b) Name of Commercial Registered Office Provider | County | | | |
| c/o: _____ | | | | |

3. Upon domestication, the corporation will be subject to the domestic corporation provisions of the Business Corporation Law of 1988 or the Nonprofit Corporation Law of 1988.

4. *Strike out if inapplicable; otherwise check and, if applicable, complete, one or more of the following:*

_____ The purpose or purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are:

_____ The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania include unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation Law of 1988.

_____ The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania consists of unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation Law of 1988.

5. *Check applicable paragraph:*

_____ The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles of the corporation has been authorized by a majority vote of the votes cast by all shareholders entitled to vote thereon and, if any class of shares is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.

_____ The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles has been authorized by a majority vote of the votes cast by all members, if any, entitled to vote thereon and, if any class of members is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.

6. *Strike out if inapplicable:* These Articles of Domestication include the additional provisions set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Domestication to be executed this

_____ day of _____,

_____.

Name of Corporation

Signature

Title



**Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.state.pa.us/corps**

Instructions for Completion of Form:

- A. Typewritten is preferred. If not, the form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$125 made payable to the Department of State.
- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
 - (1) One copy of a completed form DSCB:15-134A (Docketing Statement).
 - (2) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation or Use of Similar Name).
 - (3) Any necessary governmental approvals.
- D. The first alternative of Paragraph 4 must be completed in the case of a nonprofit corporation. No other alternate of Paragraph 4 is applicable to a nonprofit corporation.
- E. This form shall be executed in the English language.
- F. For general instructions relating to the incorporation of business corporations see 19 Pa. Code Ch. 23 (relating to business corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, nonstock status, authorized share structure and related authority of the board of directors, optional provisions on cumulative voting for election of directors, etc.
- G. For general instructions relating to the incorporation of nonprofit corporations see 19 Pa. Code Ch. 41 (relating to nonprofit corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.
- H. There is no official publication requirement incident to the filing of this form.
- I. If the name of the corporation is in a foreign language, the name as set forth in Paragraph 1 shall be set forth in Roman letters or characters or in Arabic or Roman numerals.
- J. If the term of existence of the corporation is not to be perpetual, a paragraph setting forth the limited term should be included.

- K. Optional provisions required or authorized by law may be added in Exhibit A as Paragraphs 7, 8, 9...etc. The Articles of Domestication of a business corporation may include provisions relating to the manner and basis of reclassifying the shares of the corporation; any provision under 15 Pa.C.S. § 1906 providing special treatment of shares held by any shareholder or group of shareholders (if the laws of the jurisdiction under which the corporation was incorporated prior to domestication permit such special treatment); and any other provisions authorized by 15 Pa.C.S. Pt. II, Subpt.B, Art.B (relating to domestic business corporations generally) to be set forth in the original articles.
- L. The Articles of Domestication of a nonprofit corporation may include any provision authorized by 15 Pa.C.S. Pt. II, Subpt.C, Art.B (relating to domestic nonprofit corporations generally) to be set forth in the original articles.
- M. This form and all accompanying documents shall be mailed to the address stated above.