

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Statement of Contingent Domestication-Foreign
(15 Pa.C.S.)

Business Corporation (§ 162A) Nonprofit Corporation (§ 162B)
 Limited Partnership (§ 162C) Limited Liability Company (§ 162D)

Name		

Address		

City	State	Zip Code
_____	_____	_____

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

Fee: \$1500

In compliance with the requirements of the applicable provisions (relating to contingent domestication of certain foreign associations), the undersigned, desiring to become a domestic association, hereby states that:

1. The name 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. Check one of the following:

Business Corporation: Upon domestication the corporation will be subject to the domestic corporation provisions of the Business Corporation Law of 1988.

Nonprofit Corporation: Upon domestication the corporation will be subject to the domestic corporation provisions of the Nonprofit Corporation Law of 1988.

Limited Partnership: Upon domestication the limited partnership will be subject to the domestic limited partnership provisions of the Limited Partnership Act of 1988.

Limited Liability Company: Upon domestication the limited liability company will be subject to the domestic limited liability company provisions of the Limited Liability Act of 1994.

Foreign Nonprofit, Limited Partnership and Limited Liability Company: complete paragraph 4

4. The purpose or purposes to be domesticated in the Commonwealth of Pennsylvania are:

Foreign Business Corporation: complete paragraph 5

5. *(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 is/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 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 consist of unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be incorporated under the Business Corporation Law of 1988.

6. *Strike out if inapplicable:* This Statement of Contingent Domestication includes the additional provisions set forth in Exhibit A attached hereto and made a part hereof.

7. The effectiveness of this Statement of Contingent Domestication is contingent upon the subsequent filing of a Statement of Consummation of Domestication.

8. The filing of this Statement of Contingent Domestication and the delegation of authority to file a Statement of Consummation of Domestication on behalf of the undersigned, has been authorized by a majority vote of the votes cast by all members/partners/shareholders, if any, entitled to vote thereon and, if any class of members/partners/shares is entitled to vote thereon as a class, a majority of the votes cast in each class vote subject to § 8982 or § 8590 or by any greater vote required by its charter.

IN TESTIMONY WHEREOF, the undersigned has caused this statement to be executed this _____ day of _____, _____.

Name of Corporation/Limited Partnership/Limited Liability Company

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 \$1500 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).
However, the filing of this form will not prevent another association from later appropriating the name or utilizing a similar name in view of the confidentiality provisions of 15 Pa.C.S. § 162(a). The foreign limited liability company name or foreign limited partnership name may be protected by filing form DSCB:15-8981/8582 (Application for Registration as a Foreign Limited Liability Company/Limited Partnership). The corporate name may be protected by filing form DSCB:15-4124/6124 (Application for Certificate of Authority Foreign Corporation) or form DSCB:15-4131/6131 (Application for Registration of Name-Nonqualified Foreign Corporation).
 - (3) Any necessary Pennsylvania governmental approvals.
- D. This form may be filed in the Department of electronic mail, facsimile transmission, telex or other similar means of communication.
- E. This form may not be filed by any foreign business corporation, foreign limited liability company, foreign nonprofit corporation, foreign limited partnership governed by the laws of the United States, any state, Puerto Rico or any possession or territory of the United States.
- F. This form shall be executed in the English language.
- G. There is no official publication requirement incident to the filing of this form.
- H. If the name 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.
- I. The statement may be executed by any authorized person.
- J. Annual renewal – A renewal application may be filed between October 1 and December 31 in each year and shall extend the applicability of this section for the following calendar. Otherwise the association shall not be entitled to any benefits of this section. See Section 153(a)(14) relating to contingent domestication.

K. *For Foreign Nonprofit and Foreign Business Corporations Only.*

1. For general instructions relating to the incorporation of business corporations see 19 Pa. Code Ch. 41 (relating to nonprofit corporations generally) or 19 Pa. Code Ch. 23 (relating to business corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, share/non-stock status, authorized share structure, related authority of the board of directors, optional provisions on cumulative voting for election of directors, etc., corporations without members, etc.
2. If the term of existence of the corporation is not to be perpetual, a paragraph setting forth the limited term should be included.
3. *Foreign Nonprofit Only:* The Statement of Contingent Domestication may include provisions 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.
4. *Foreign Business Only:* The Statement of Contingent Domestication 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. This form and all accompanying documents shall be mailed to the address stated above.