

crown prescribed by the department under the provisions of this act, or causes or procures to be falsely or fraudulently made, forged, altered or counterfeited any such stamp or crown, or knowingly and wilfully utters, publishes, passes or tenders, as true, any such false, altered, forged or counterfeited stamp or crown, or uses more than once any stamp or crown provided for and required by this act, for the purpose of evading the tax hereby imposed and assessed, shall be guilty of a misdemeanor, and, upon conviction thereof, shall be sentenced to suffer imprisonment for a term of not less than two (2) years or more than five (5) years.

Penalty.

Section 15. The department is hereby charged with the enforcement of the provisions of this act, and is hereby authorized and empowered to prescribe, adopt, promulgate, and enforce rules and regulations relating to any matter or thing pertaining to the administration and enforcement of the provisions of this act, and the collection of taxes, penalties and interest imposed by this act.

Enforcement.

Rules and regulations.

Section 16. All taxes, fines, penalties and interest received, collected or accruing, under the provisions of this act, shall be paid into the general fund of the State Treasury by and through the department.

Disposition of tax, fines, etc.

Section 17. The provisions of this act are severable, and if any of its provisions shall be held to be unconstitutional, the decision of the court shall not affect or impair any of the remaining provisions of this act. It is hereby declared to be the legislative intent that this act would have been adopted had such unconstitutional provisions not been included herein.

Constitutionality.

Section 18. This act shall become effective on the date of its approval by the Governor.

When effective.

APPROVED—The 5th day of May, A. D. 1933.

GIFFORD PINCHOT

—
No. 105

AN ACT

Relating to nonprofit corporations; defining and providing for the organization, merger, consolidation, and dissolution of such corporations; conferring certain rights, powers, duties, and immunities upon them and their officers and members; prescribing the conditions on which such corporations may exercise their powers; providing for the inclusion of certain existing corporations of the first class within the provisions of this act; prescribing the terms and conditions upon which foreign nonprofit corporations may be admitted or may continue to do business within the Commonwealth; conferring powers and imposing duties on the courts of common pleas, prothonotaries of such courts, recorders of deeds, and certain State departments, commissions, and officers; authorizing certain local public officers and State departments to collect fees for services

required to be rendered by this act; imposing penalties; and repealing certain acts and parts of acts relating to corporations.

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ARTICLE I

GENERAL PROVISIONS

Section 1. Short Title.—Be it enacted, &c., That this act shall be known, and may be cited, as the “Nonprofit Corporation Law.”

Nonprofit
Corporation
Law.

Section 2. Definitions.—The following words or phrases, unless the context clearly indicates otherwise, shall have the meanings ascribed to them in this section:

“Articles” includes both the original articles of incorporation and any and all amendments thereto.

“Business,” in the case of a domestic nonprofit corporation, includes any or all of the activities for which it has been organized, and, in the case of a foreign nonprofit corporation, any or all of the activities in which its certificate of authority authorizes it to engage within this Commonwealth.

“Court” means the court of common pleas of the county where the registered office of the corporation is or is to be located.

“Directors” includes persons designated in the articles as such, and persons designated, elected or appointed, by any other name or title, to act as directors, and their successors. The term, when used in relation to any power or duty requiring collective action, shall be construed to mean “Board of Directors.”

“Domestic Nonprofit Corporation” means a corporation formed under this act, or a corporation heretofore

organized or created in this Commonwealth which becomes subject to this act.

“Foreign Nonprofit Corporation” means a corporation not for pecuniary profit formed under any laws other than those of this Commonwealth.

“Incorporator” is one of the signers of the original articles of incorporation.

“Member” includes each person signing the articles of incorporation, and each person admitted to membership in the corporation. The term “member” shall be construed to include “shareholder,” if the corporation issues shares of stock.

“Nonprofit Corporation” means a corporation organized for a purpose or purposes not involving pecuniary profit, incidental or otherwise, to its members.

“Registered Office” means, in the case of a domestic nonprofit corporation, that office in this Commonwealth at which its books and records are kept, and the address of which is filed in the office of the recorder of deeds as required by this act, and, in the case of a foreign nonprofit corporation authorized to do business within this Commonwealth, that office in this Commonwealth the address of which is filed with the Secretary of the Commonwealth, as required by this act.

“Trust Instrument” includes any lawful deed of gift, grant, last will and testament, or other document, by which the donor, grantor, or testator shall give, grant, devise, or bequeath any real or personal property, or the income therefrom, in trust, for any charitable, religious, benevolent, educational, scientific or literary purpose, or public benefaction, of whatever name or nature.

“Written” includes printed, typewritten, engraved, lithographed, telegraphed, cabled, radiogramed, photographed, photostated, telephotographed, or other form of recordation.

Section headings shall not be taken to govern or limit the scope of the sections of this act.

The singular shall include the plural, and the masculine shall include the feminine and neuter.

Section 3. Applicability and Acceptance of Act.—A. Every corporation of the first class, heretofore organized and incorporated under the Corporation Act of 1874, its amendments and supplements, and every corporation heretofore created by any special act or formed under any general act, which has accepted in any manner whatsoever the Constitution of Pennsylvania, and which, if not existing, would be required to incorporate under this act, shall hereafter be subject to the provisions of this act without formal reorganization hereunder, and shall be deemed to exist under this act. The provisions of this act shall govern all such corporations heretofore incorporated in this Commonwealth.

B. Any corporation incorporated prior to one thousand eight hundred and seventy-four by any general or

special act, which has not accepted the Constitution of Pennsylvania in any manner whatsoever, and which, if not existing, would be required to incorporate under this act, shall be deemed to exist under and shall be governed by the provisions of this act, upon filing with the Department of State a certificate accepting the provisions of the Constitution of Pennsylvania and of this act. The certificate shall be executed under the seal of the corporation, shall be signed by two duly authorized officers of the corporation, and shall set forth:

- (1) The name of the corporation,
- (2) The act of Assembly by or under which it was created,
- (3) A statement that the corporation accepts the Constitution of Pennsylvania and the provisions of this act, and
- (4) A statement that the acceptance of the Constitution of Pennsylvania and of the provisions of this act was duly authorized by a meeting of the members called for that purpose.

C. Every foreign nonprofit corporation heretofore admitted to do business in this Commonwealth, which, if now seeking admission, would be required to comply with the provisions of this act, shall, within ninety days after the effective date of this act, secure a certificate of authority from the Department of State and shall thereafter be subject to the provisions of this act.

D. This act shall not be construed as attempting to deprive any existing corporation of any corporate power, right, privilege or franchise which such corporation now enjoys, except that such corporation shall not hereafter operate in any manner resulting in pecuniary profit or gain to its members.

Section 4. Scope of Act.—This act does not relate to, does not affect, and does not apply to—

- (1) Coöperative associations, whether for profit or not for profit.
- (2) Beneficial, benevolent, fraternal and fraternal benefit societies, having a lodge system and a representative form of government, or transacting any type of insurance whatsoever.
- (3) Any corporation whatsoever organized for any purpose or purposes involving pecuniary profit to its members or shareholders.

(4) Any corporation which, by the laws of this Commonwealth is subject to the supervision of the Department of Banking, the Insurance Department, The Public Service Commission, or the Water and Power Resources Board.

Section 5. Saving Clause.—A. This act shall not impair or affect any act done, offense committed, or right accruing, accrued, or acquired, or liability, duty, obligation, penalty, judgment or punishment incurred, prior to the time this act takes effect, but the same may

be enjoyed, asserted, enforced, prosecuted, or inflicted as fully and to the same extent as if this act had not been passed.

B. The provisions of all acts or parts of acts which are repealed by this act, or are reenacted in this act, shall be considered as remaining continuously in force so far as concerns all rights vested and accrued; and liabilities, duties and obligations incurred under such provisions before the effective date of this act shall be preserved or may be enforced as if this act had not been passed.

C. The provisions of this act, as far as they are the same as those of existing laws, shall be construed as a continuation of such laws and not as new enactments. The repeal of any acts by this act shall not affect the corporate existence of any corporation heretofore created. Any person holding office under any act repealed by this act shall continue to hold such office until the expiration of the term thereof, subject to the conditions attached to such office prior to the passage of this act.

Section 6. Fees.—Any prothonotary or recorder of deeds, and any State department, board, commission, or officer, shall be entitled to receive for services performed, as required by this act, such fees as are or may be lawfully charged for those or similar services.

Section 7. Jurisdiction of Courts Not Limited.—This act shall not be deemed to curtail in any manner whatsoever the law or equity jurisdiction of the courts of this Commonwealth.

Section 8. Severable Clause.—The provisions of this act are severable, and if any of its provisions shall be held unconstitutional, the decision of the court shall not affect or impair any of the remaining provisions of this act. It is hereby declared to be the legislative intent that this act would have been adopted had such unconstitutional provisions not been included herein.

Section 9. Construction of References.—Whenever in this act reference is made to any act by title or otherwise, such reference shall be construed to apply to and include any codification wherein the provisions of the act referred to are substantially reenacted.

Section 10. Notice of Meetings.—A. Whenever written notice is required to be given to any person under the provisions of this act or by the articles or by-laws of any nonprofit corporation, it may be given to such person either by sending a copy thereof through the mail, or by telegram, charges prepaid, to his address appearing on the books of the corporation or supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and,

in the case of a special meeting, the general nature of the business to be transacted.

B. Whenever any written notice is required to be given under the provisions of this act or the articles or by-laws of any corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

C. Attendance of a person either in person or by proxy, if the by-laws permit voting by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 11. Effect of Filing or Recording Papers Required to Be Filed.—The filing or recording of the articles, or of any other papers or documents, pursuant to the provisions of this act, is required for the purpose of affording all persons the opportunity of acquiring knowledge of the contents thereof, but no person dealing with the corporation shall be charged with constructive notice of the contents of any such articles, papers or documents by reason of such filing or recording.

ARTICLE II

FORMATION OF NONPROFIT CORPORATIONS

Section 201. Purpose of Incorporation and Qualification of Incorporators.—Five or more natural persons of full age and of either sex, married or single, at least three of whom are residents of the Commonwealth and citizens of the United States, its territories or possessions, may form a nonprofit corporation under the provisions of this act for any purpose or purposes which are lawful and not injurious to the community.

Section 202. The Corporate Name.—A. The corporate name may be in any language, but must be expressed in English letters or characters. The corporate name shall not imply that the corporation is an administrative agency of the Commonwealth, or of the United States, or is subject to the supervision of the Department of Banking or of the Insurance Department, and shall not contain the word "bank," "banking," "banker," "savings," "trust," "deposit," "insurance," "mutual," "assurance," "indemnity," "casualty," "fiduciary," "benefit," "beneficial," "benevolent," "public service," "building and loan," "surety," "security," "guaranty," "guarantee," "co-operative," "State," "Commonwealth," "National," "Federal" or "United States."

B. The corporate name shall not be the same as, or deceptively similar to,

(1) The name of any other domestic corporation, or of any foreign corporation authorized to do business in this Commonwealth, or the name of any unincorporated body whatsoever, voluntarily registered with the Department of State under any act of Assembly, unless such other domestic or foreign corporation or unincorporated body is about to change its name, or to cease to do business, or is being wound up, or such foreign corporation is about to withdraw from doing business in this Commonwealth, and the written consent of such other domestic or foreign corporation or unincorporated body to the adoption of its name, or a deceptively similar name, has been given and is filed with the application to the Department of State for the registration of the name: Provided, That nothing herein contained shall be construed to refer or apply to any assumed or fictitious name required by law to be filed with the Department of State.

(2) The name of any administrative department, board, or commission, or other agency of the Commonwealth.

(3) A name the exclusive right to which is, at the time, reserved by any other corporation whatsoever in the manner provided in this act or any other act of Assembly.

C. Nothing in this act shall abrogate or limit the law as to unfair competition or unfair practices, nor derogate from the common law, the principles of equity, or the statutes of this Commonwealth with respect to the right to acquire and protect trade names.

D. The assumption of a name in violation of this section shall not vitiate or otherwise affect the corporate existence, but the court of common pleas of Dauphin County may, upon the application of the Attorney General acting on his own motion or at the instance of any administrative department, board, or commission of the Commonwealth, and the court of common pleas of any county having jurisdiction over the corporation may, upon the application of any person, unincorporated association, or corporation adversely affected, enjoin the corporation from using or continuing to use a name assumed in violation of this section.

Section 203. Articles of Incorporation.—Articles of incorporation shall be signed by each of the incorporators, and acknowledged by at least three of them before any officer within or without this Commonwealth authorized to take acknowledgments, and shall set forth, in the English language:

(1) The name of the proposed corporation, unless the name is in a foreign language, in which case it shall be set forth in English letters or characters.

(2) The location and post-office address of its initial registered office in this Commonwealth.

(3) A precise and accurate statement of the purpose or purposes for which it is to be formed, and that it is a corporation which does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

(4) The term for which it is to exist, which may be perpetual.

(5) The name, place of residence, and post-office address of each of the incorporators.

(6) The names and addresses of three or more persons who are to act as directors until the election of their successors, and who may be given such titles as may be deemed appropriate, but who shall be subject to all of the provisions of this act relating to directors. The number of persons so named shall constitute the number of directors of the corporation until changed by the by-laws.

(7) A statement whether the corporation is to be organized upon a nonstock basis or a stock share basis, and the aggregate number of shares, if any, which the corporation shall have authority to issue and the par value of each of the shares.

(8) The amount of assets, classified as to real and personal property, which the corporation will have to start its corporate functions. If the corporation is authorized to issue shares, the amount which has been paid in cash therefor to the treasurer of the intended corporation, and the name and residence of the treasurer.

(9) Any lawful provision desired for the regulation of the affairs of the corporation, including restrictions upon the power to amend all or any part of the articles.

The authorized number and qualifications of its members, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liability of each class or all classes to dues or assessments, and the method of collection thereof, may be set forth either in the articles or in the by-laws.

Section 204. Registration of Corporate Name.—The incorporators shall make application to the Department of State for the registration of the proposed corporate name. The application shall set forth the name which the incorporators desire to use and the address of the proposed registered office of the corporation. If the Department of State finds that the proposed name is available for corporate use, the department shall register the name, and shall issue to the incorporators a certificate that the proposed name has been duly registered. If the proposed name is not available for corporate use, the department shall refuse to register such name, and shall forthwith notify the incorporators of this fact. Upon application of any party interested, either for or against the granting of the proposed charter, the de-

partment shall include in any certificate issued by it under this section any information desired as to the names registered with the department. The Department of State shall keep a properly indexed record of the registrations and cancellations of registrations provided for in this act.

Section 205. Articles and Certificate to Be Filed with the Prothonotary.—The articles, together with the certificate from the Department of State relating to the registration of the proposed corporate name, shall be filed by the incorporators in the office of the prothonotary of the court of common pleas of the county wherein the registered office of the proposed corporation is to be located. The articles and the certificate shall remain on file in the office of the prothonotary at least three days prior to the day the application for a charter will be made to the court, as hereinafter provided, and shall be open to the inspection of the public during the business hours of such office.

Section 206. Advertisement.—The incorporators shall advertise their intention to apply to the court for a charter one time in two newspapers published in the English language, one of which shall be a newspaper of general circulation, and the other the legal newspaper, if any, designated by the rules of court for the publication of legal notices; otherwise, in two newspapers of general circulation printed in the county in which the initial registered office of the corporation is to be located. Where there is but one newspaper of general circulation published in any county, advertisement in such newspaper shall be sufficient. Advertisements shall appear at least three days prior to the day fixed for the presentation of the application to the court, and shall set forth briefly:

- (1) The name of the proposed corporation.
- (2) A statement that the proposed corporation is to be organized under the provisions of this act.
- (3) The purpose or purposes of the proposed corporation.
- (4) A statement that the articles of incorporation have been filed in the office of the prothonotary, and the time when the application will be made to the court.

Section 207. Court to Decree or Refuse Incorporation.—On the day specified in the advertisement, or as soon thereafter as the matter may be heard, the incorporators shall present an application for a charter to the court, and shall present to the court the articles of incorporation, proof of the advertisement required by the preceding section, and the certificate of the Department of State pertaining to the registration of the corporate name. The court shall consider the application. It may hear evidence, if any there be, on behalf of the applicants and against the application, or it may refer the application to a master to make report as to the pro-

priety of granting the application. In such case, upon the filing of the master's report, the court shall grant the applicants and protestants a hearing, if exceptions are filed by either of them. If the court shall find the articles to be in proper form and within the provisions of this act, and the purpose or purposes given in the articles to be lawful and not injurious to the community, the court shall so certify on the articles, and shall order and decree thereon that the articles are approved and that, upon the recording of the articles and the order, the corporation shall come into existence for the purpose or purposes and upon the terms stated therein; otherwise, the court shall refuse the application for a charter.

Section 208. Recording of Articles a Condition Precedent to Corporate Existence.—After the court shall have approved the articles of incorporation, as required by the preceding section, the prothonotary shall transmit the articles approved by the court to the office of the recorder of deeds of the county, where they shall be recorded. Upon the recording of the articles, the corporate existence shall begin, and thenceforth the incorporators, their associates and successors, shall be a corporation. The articles, upon being recorded, shall constitute the charter of the corporation, and shall be returned to the prothonotary, who shall retain and file them as part of the records of the court, and who shall issue a certified copy thereof to the incorporators or their representative. Certified copies of the articles so recorded shall be competent evidence for all purposes in the courts of this Commonwealth. No corporation formed under this act shall incur any debts or begin the transaction of any business, except such as is incidental to its organization or to the obtaining of subscriptions to membership, until its articles have been recorded in the office of the recorder of deeds. If the corporation has transacted any business in violation of this section, the officers who participated therein and the directors, except those who dissented therefrom and caused their dissent to be filed at the time in the proposed registered office of the corporation, or who, being absent, so filed their dissent upon learning of the action, shall be severally liable for the debts or liabilities of the corporation arising therefrom.

Section 209. Validity and Effectiveness of the Articles.—The articles of incorporation, approved by a judge and recorded by the recorder of deeds, shall be conclusive evidence of the fact that the corporation has been incorporated, but proceedings may be instituted by the Commonwealth to dissolve, wind up and terminate a corporation which should not have been formed under this act or which has been formed without a substantial compliance with the conditions prescribed in this act as precedent to incorporation.

Section 210. Prothonotary to Make Monthly Report to Department of State.—The prothonotary of each court of common pleas shall, on or before the tenth day of each month, report to the Department of State the name, the address of the registered office, and the date of incorporation of each nonprofit corporation incorporated by the court during the preceding month, and for so doing shall receive a fee of one dollar (\$1.00) from each corporation, which shall be taxed as part of the prothonotary's filing fee. The Department of State shall note after the registered name of each corporation the date of its incorporation. If any incorporators shall have registered a name with the department, and the corporation is not formed within six months from the date of such registration, the department shall cancel the registration of such name.

Section 211. Special Procedure for Incorporation of Educational Institutions Desiring to Confer Degrees.—

A. In the case of the incorporation of a college, university, or theological seminary as a nonprofit corporation, with power to confer degrees in art, pure and applied science, philosophy, literature, law, medicine, and theology, or any of them, the articles of incorporation shall, in addition to the information heretofore required by this article, and in conformity with the requirements and limitations contained in the following article, set forth:

(1) The amount of assets in the possession of the incorporators which are to be devoted to the purpose of establishing and conducting the college, university, or theological seminary.

(2) The minimum number of persons whom it is intended to employ regularly as members of the faculty of the corporation.

(3) A brief statement of the requirements for admission to, and of the course or courses of study to be pursued in, the institution.

(4) The information hereinafter required by this article in the case of corporations formed to carry out the directions or purposes of a trust instrument, if the corporation is being formed under such circumstances.

B. When the articles and other papers are presented to the court for approval, the court shall examine them. If they are found to be in proper form and in conformity with the provisions of this act and shall appear lawful and not injurious to the community, the court shall so certify thereon. The court shall then direct the prothonotary or clerk of the court to transmit to the Superintendent of Public Instruction the articles. The Superintendent of Public Instruction shall, within sixty days after the receipt of the articles, cause the State Council of Education to be convened, at such time and place as he may designate. Thereupon, the council shall consider the articles and shall make such investigations

and hold such hearings as it may deem necessary in the premises. If the courses of instruction, the standards of admission to the institution, and the composition of the faculty shall appear to be sufficient and to conform to the requirements hereinafter prescribed in this act for such institutions, and if the educational needs of the particular locality in which the institution is to be situated and of the Commonwealth at large are likely to be furthered by the granting of the charter, the council shall endorse upon the articles its findings and its approval of the same, together with a recommendation to the court before which the articles were originally presented that the application for a charter be granted. If in the judgment of the council the application for a charter should not be granted, the council shall endorse upon the articles its findings and its disapproval, together with a recommendation to the court that the application be refused. Thereupon, the Superintendent of Public Instruction shall return the articles to the court, which, in passing finally upon the application, shall be guided in its decree by the findings of the council. If the court, after giving consideration to the approval of the council, shall be satisfied with the propriety of the application for a charter, in view of all the facts, it shall approve the application, but if the council has disapproved the application, the court shall refuse to approve the application. The court in no case shall have power to grant a charter to a college, university, or theological seminary, with power to confer degrees, until the application has been approved by the State Council of Education.

Section 212. Special Procedure for Incorporation of Certain Charitable and Eleemosynary Institutions.—Whenever articles of incorporation for the incorporation of a nonsectarian hospital or other nonsectarian charitable or eleemosynary institution or society, in which indigent persons are treated or are to be treated or maintained, are filed with the prothonotary, he shall forthwith transmit the articles to the Department of Welfare of the Commonwealth. Thereupon, the department shall make a thorough investigation as to the need for such a corporation in the community wherein the work of the corporation is to be carried on, and, within sixty days, shall certify upon the articles whether or not the needs of the community wherein the work of the corporation is to be carried on require the incorporation of such hospital, institution or society, and the reasons for its conclusion. The court shall not approve such application unless and until the articles are returned by the department, and unless the department shall certify that the incorporation of such hospital, charitable or eleemosynary institution or society is required by the needs of the community in which its work is to be car-

ried on. The certification of the department as to such necessity shall be conclusive upon the court.

Section 213. Corporations for the Execution of Trust Instruments.—Whenever the terms of a trust instrument shall direct designated trustees to form a nonprofit corporation for the purpose of carrying out the intents and purposes of the trust instrument, or whenever the trustees of a trust instrument shall deem it advisable to incorporate to carry out the intents and purposes of the trust instrument, the articles of incorporation filed for this purpose shall, in addition to the information heretofore required by this article, set forth:

(1) The general terms and provisions of the trust instrument as the purpose or purposes of the corporation.

(2) The nature and value of the trust property.

(3) The number of persons who shall constitute the permanent board of directors, the qualifications of the directors, the length of time for which the directors are authorized to act after election and appointment, the mode in which their successors shall be elected or appointed, and the manner in which vacancies shall be filled, as prescribed by the trust instrument.

(4) Such other provisions of an organic nature as may be necessary to carry out the intent of the donor or testator.

When the articles are presented to the court, they shall have attached thereto a verified copy of each trust instrument relating to the trust for the carrying out of which the nonprofit corporation is being formed.

Section 214. Religious Corporations.—In the case of the incorporation of any church or religious congregation, the articles of incorporation may, in addition to the information heretofore required by this article, contain all or any one of the following:

(1) A provision that the church or congregation acknowledges itself to be a member of and to belong to a specific church or religious denomination, and that, as such, it accedes to, recognizes and adopts the constitution, canons or ecclesiastical laws, doctrines, discipline and worship of such specified church or religious denomination in the United States, and the constitution and canons or ecclesiastical laws of the diocese or district of such church or religious denomination embracing the whole or a part of the Commonwealth with which the particular church or congregation is or expects to be connected.

(2) A provision that the rector or minister chosen by such corporation to take charge of the religious services by it maintained shall, during his continuance in the office of rector or minister, be ex officio president of the board of directors.

(3) A provision that the church or religious denomination is chartered for the further collateral purpose

of conducting a public burial ground or cemetery not for profit, other than is necessary for the proper maintenance of the burial ground or cemetery.

Section 215. Young Men's Christian Associations.—In the case of the incorporation of a Young Men's Christian Association, the articles of incorporation shall, in addition to the information heretofore required by this article, set forth:

(1) The names and addresses of at least six trustees (in addition to the names of the directors) who, together with the president of the association, shall form a board of trustees having the powers and duties hereinafter expressly prescribed by this act.

(2) A statement that the proposed corporation is for the improvement of the spiritual, mental, social and physical condition of young men, by the support and maintenance of lecture rooms, libraries, reading rooms, religious and social meetings, gymnasiums, and such other means and services as may conduce to the accomplishment of that object, according to the general rules and regulations of the State Young Men's Christian Association of Pennsylvania.

Section 216. Cemetery and Burial Companies.—In the case of the incorporation of a cemetery or burial company as a nonprofit corporation, the articles of incorporation shall, in addition to the information heretofore required by this article, contain a provision that a sum equal to at least one-tenth of the gross amount of the funds arising from the sale of lots in the burial ground or cemetery of the company shall be set apart for the perpetual care and preservation of the grounds and the repair and renewal of the buildings and property of such company; and that such sum shall be invested by the board of directors in investments similar to those constituted as legal investments for trustees, under the laws of this Commonwealth; and that the income arising therefrom shall be applied by the board of directors to the above purposes.

Section 217. Unincorporated Associations.—In the case of the incorporation of an unincorporated association, society, league or club as a nonprofit corporation, the articles of incorporation, when presented to the court shall, in addition to the other papers heretofore required in this article, have attached thereto a copy of the constitution and by-laws of the association, and an affidavit of at least three of the incorporators, stating:

(1) That the purpose or purposes set forth in the articles are the same as those of the unincorporated association.

(2) That the incorporators constitute a majority of the members of a committee authorized to incorporate such association, society, league or club by the requisite vote required by the organic law of the association, so-

ciety, league or club for the amendment of such organic law.

ARTICLE III

CORPORATE POWERS, DUTIES AND SAFEGUARDS

Section 301. Corporate Capacity and Authority.—A nonprofit corporation shall have the capacity to act possessed by natural persons, but shall have authority to perform only such acts as are necessary or proper to accomplish the purpose of purposes for which it is organized and which are not repugnant to law.

Section 302. General Powers.—Subject to the limitations and restrictions contained in this act or in its articles, every nonprofit corporation shall have power:

(1) To continue as a corporation for the time specified in its articles, subject to the power of the General Assembly under the Constitution of this Commonwealth.

(2) To sue and be sued, complain and defend, in its corporate name.

(3) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

(4) To purchase, take, receive, lease as lessee, take by gift, devise or bequest, or otherwise acquire, and to own, hold, use, and otherwise deal with any real or personal property, or any interest therein, situated in or out of this Commonwealth, which may be appropriate to enable it to accomplish fully and properly its corporate purpose or purposes.

(5) To sell and convey, lease as lessor, and otherwise dispose of all or any part of its property and assets.

(6) To borrow money for any or all of the purposes for which it is organized, to issue its promissory notes, bonds, or other forms of certificates of indebtedness, for the repayment thereof, with interest, and to secure any of its obligations by mortgage, pledge, or deed of trust of or on any of its property, franchises and income.

(7) To elect or appoint and remove officers and agents of the corporation, and to define their duties and fix their compensation.

(8) To make, alter, amend, and repeal by-laws, not inconsistent with its articles or with law, for the administration and regulation of its affairs.

(9) To enter into any obligation necessary for the transaction of its ordinary affairs.

(10) To purchase, take by gift, devise or bequest, or otherwise acquire, and to hold shares of stock, or bonds, securities, or evidences of indebtedness issued or created by any other corporation or corporations of this or any other state, and, while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon: Provided, however, That such ownership of such shares, securities, or evidences of

indebtedness does not result in pecuniary profit or gain to the members of the nonprofit corporation.

(11) To have and exercise all of the powers and means necessary or essential to effect the purpose or purposes for which the corporation is organized.

(12) To dissolve and wind up.

The powers herein enumerated shall not be construed as limiting or enlarging the grant of authority hereinbefore made by this article, or as a limitation on the purposes for which a corporation may be organized. It shall not be necessary to set forth any of such enumerated powers in the articles of the corporation. Except as otherwise provided in this act or in the articles or in the by-laws, the powers herein enumerated shall be exercised by the board of directors.

Section 303. Defense of Ultra Vires.—A. No limitation upon the business, purpose or purposes, or powers of a nonprofit corporation, expressed or implied in its articles or implied by law, shall be asserted in order to defend any action at law or in equity between the corporation and a third person, or between a member and a third person, involving any contract to which the corporation is a party or any right of property or any alleged liability of whatsoever nature; but such limitation may be asserted:

(1) In an action by a member against the corporation to enjoin the doing of unauthorized acts or the transaction or continuation of unauthorized business. If the unauthorized acts or the business sought to be enjoined are being transacted pursuant to any contract to which the corporation is a party, the court may, if all of the parties to the contract are parties to the suit, and if it deems the same to be equitable, set aside and enjoin the performance of such contract, and in so doing shall allow to the corporation, or the other parties, as the case may be, compensation for the loss or damage sustained by either of them, which may result from the action of the court in setting aside and enjoining the performance of such contract, but anticipated profits to be derived from the performance of the contract shall not be awarded by the court as a loss or damage sustained.

(2) In an action at law or in equity by the corporation, whether acting through a receiver, trustee, or other legal representative, or through members in a representative suit, against the officers or directors of the corporation for exceeding their authority.

(3) In a proceeding by the Commonwealth, as authorized by law, to dissolve the corporation, or in a proceeding by the Commonwealth to enjoin the corporation from the transaction of unauthorized or unlawful business.

B. No conveyance or transfer by or to a corporation of property, real or personal, of any kind or descrip-

tion, shall be invalid or fail because in making such conveyance or transfer, or in acquiring the property, real and personal, the board of directors or any of the officers of the corporation, acting within the scope of the actual or apparent authority given to them by the board of directors, have in so doing exceeded any of the corporation's purposes or powers.

C. The provisions of this section shall extend to contracts and conveyances made by foreign corporations in this Commonwealth and to all conveyances by foreign corporations of real property situated in this Commonwealth.

Section 304. Membership Certificates and Capital Stock.—A nonprofit corporation may be organized upon either a nonstock basis or upon a stock share basis, as set forth in its articles. A nonprofit corporation organized upon a nonstock basis shall not issue shares of stock, but membership in such corporation may be evidenced by certificates of membership. Upon the face of each such certificate there shall be printed in clear type a statement that the corporation is a nonprofit corporation. The shares of nonprofit corporations organized upon a stock share plan shall be of such denominations not exceeding one hundred dollars (\$100.00), as the articles shall provide and shall be represented by share certificates. Upon the face of each share certificate there shall be printed in clear type a statement that the corporation is a nonprofit corporation. Unless the articles or by-laws otherwise provide, each share shall entitle the holder thereof to one vote. No dividends shall be directly paid on any such shares, nor shall the shareholders be entitled to any portion of the earnings of such corporation derived through increment of value upon its property, or otherwise incidentally made, but upon dissolution of any such corporation the shareholders shall be entitled to a pro rata distribution of the assets thereof, after the payment of all debts and the liquidation of all liabilities, based upon their several holdings therein, as represented by the shares standing in the names of such shareholders at the time of dissolution, except that no property held subject to any trust shall be diverted from the purpose or object of the trust. Such shares shall not be transferable by assignment or sale, nor be transferred through legal heirs or devisees upon the death of the owner thereof, unless the by-laws of such corporation make express provision therefor. Such nonprofit corporation shall have power to exclude from further membership any shareholder who fails to comply with the reasonable and lawful requirements of the laws, rules and regulations duly made by such corporation for the government of its members, and may cancel the shares of any such offending member without liability for an accounting, excepting as may be provided for in the articles or by-laws. The provisions of

the Uniform Stock Transfer Act of this Commonwealth, approved the fifth day of May, one thousand nine hundred eleven (Pamphlet Laws, one hundred twenty-six), shall not be held to apply to the shares of nonprofit corporations in any manner or to be to any extent inconsistent with the provisions of this act.

Section 305. Members of Nonprofit Corporations Grouped in Local Units.—The articles or by-laws of a nonprofit corporation may provide that the members of the corporation, and those who thereafter become members, shall be grouped in local units formed upon the basis of territorial area, or such other basis as may be determined in the articles or by-laws, for the purpose of election of delegates or representatives to represent the members of such local units at any annual or special meeting of such corporation. The articles or by-laws may provide the territorial limits or other basis from or upon which each local unit is drawn or formed, to do all things necessary to insure the representation of the local unit at meetings of the corporation, and to provide the basis of representation and number of delegates to which the local unit is entitled, but each local unit shall be entitled to at least one delegate, and a delegate or delegates representing a local unit shall not have a greater number of votes than the total membership of the local unit. The local units designated by the articles or by-laws of any such corporation may be incorporated under the laws of this Commonwealth by the members thereof, and shall have power to do all things necessary to give effect to this section.

Section 306. Authority to Take and Hold Trust Property; Investments.—Subject to any limitations or restrictions contained in its articles, every nonprofit corporation formed for religious, educational, scientific, or charitable purposes, may, without limitations as to value, take, receive and hold such real and personal property, including the principal or interest of any money or other fund, as may be given, granted, conveyed, bequeathed, devised to, or otherwise vested in, such corporation in trust for the purpose or purposes set forth in its articles. Such real and personal property shall be faithfully and specifically used for or applied to the purpose or purposes for which it was given in trust to the corporation. The directors of the corporation shall, as trustees of such property, be held to the same degree of responsibility and accountability as if not incorporated, unless a less degree or a particular degree of responsibility and accountability is prescribed in the trust instrument, or unless the directors remain under the control of the members of the corporation who retain the right to direct, and do direct, the actions of the directors as to the use of the trust property from time to time. If the trust instrument by which the donor, grantor, or testator gave such property to the corporation in trust shall di-

rect that only the income of the property shall be used for the accomplishment of the particular religious, educational, scientific, or charitable purpose, the directors of the corporation may, unless otherwise specifically directed in the trust instrument, invest the property in investments which are designated as legal investments for trust funds under the laws of this Commonwealth, and such investments are hereby declared to be legal investments of such trust funds by the directors. The directors of the corporation shall keep accurate accounts of all trust funds, separate and apart from the other funds of the corporation, and shall, unless the terms of the particular trust instrument provide otherwise, make an annual report, signed by the treasurer, to the members of the corporation concerning the trust funds held under this section and the use made of such funds and of the income thereof.

Section 307. Authority to Acquire Property at a Judicial Sale.—A nonprofit corporation may, at any judicial sale of any property upon which the corporation holds a mortgage or has a lien of any nature whatsoever, bid in such property if necessary for the protection of its interests. The corporation shall acquire a good and indefeasible title to any and all property so purchased, irrespective of any limitation as to the acquisition of property that may exist in its articles or in this act. All property so purchased may be held by the corporation until such time as it shall believe it advisable to dispose of the same, except that such property shall be sold within twenty years from the time it was purchased at the judicial sale. It shall be lawful for the corporation to sell the property upon such terms and for such consideration as it deems desirable. The corporation may sell such property, and convey a marketable title thereto, without the authorization or confirmation of any court.

Section 308. Procedure to Borrow Money and to Acquire or Dispose of Real Estate.—Unless its articles or by-laws provide for the approval of another body, a nonprofit corporation shall not borrow money, or purchase, sell, lease away, or otherwise dispose of any real estate, unless and until a resolution authorizing the same shall have been approved by a majority of the members of the corporation at a regular or special meeting, duly convened upon proper notice of this purpose. A resolution of the members authorizing the borrowing of money need not specify the particular sums, rates of interest, or times of maturity of the loans, but such items may be agreed upon and authorized by the directors of the corporation. Every nonprofit corporation may mortgage, sell, lease away, or otherwise dispose of any of its real estate without application to, and the authorization or confirmation of, any court, except in those cases where the Revised Price Act of one thousand nine hundred and

seventeen, approved the seventh day of June, one thousand nine hundred seventeen (Pamphlet Laws, three hundred eighty-eight), and its amendments and supplements, confers jurisdiction upon the orphans' court or the court of common pleas of a particular county to authorize or confirm the selling, leasing, conveying upon ground rent, or mortgaging of real estate by a corporation. All proceeds derived by a nonprofit corporation from any loan, sale, lease, ground rent, or mortgage, shall be faithfully and specifically used for or applied to the lawful activities of the corporation, and in case such proceeds are derived from any real estate subject to a trust, the trust shall be impinged upon such proceeds.

Section 309. Transaction of Business. — Any nonprofit corporation, the lawful activities of which require the receipt and payment of money, including among other things the charging of admission fees, tuition or other school fees, and fees for the handiwork of members of the corporation, shall have the right and power to receive and collect such moneys to the extent necessary for the accomplishment of the purpose or purposes for which it is organized, and, in so doing, may make an incidental profit. All moneys so received or collected by any nonprofit corporation shall be applied to the maintenance and operation or the furtherance of the lawful activities of the corporation, and in no case shall such moneys be divided or distributed in any manner whatsoever among the members of the corporation.

Section 310. Appointment and Powers of Policemen. — Any nonprofit corporation maintaining any buildings or grounds open to the public, or organized for the prevention of cruelty to children and aged persons, may apply to any judge of the court of common pleas of the county within which the property of such corporation is situated for the appointment of such persons as the corporation may designate to act as policemen for the corporation. The court, upon such application, may order and decree such persons, or as many of them as it may deem proper and necessary, to be such policemen. Every policeman so appointed shall, before entering upon the duties of his office, take and subscribe the oath required by the seventh article of the Constitution, before the recorder of deeds of the county in which it is intended that such policeman shall act. Such oath, together with the decree and order of the court, shall be recorded by the recorder of deeds of such county. Such policemen, so appointed, shall severally possess and exercise all the powers of constables in this Commonwealth, in and upon, and in the immediate and adjacent vicinity of, the property of the corporation. Policemen so appointed for a corporation organized for the prevention of cruelty to aged persons and children shall severally possess and exercise all the powers of constables

in any county in which they may be directed by the corporation to act, and are hereby authorized to arrest persons for the commission of any offense of cruelty to children or aged persons. The keepers of jails, lockups, station houses, or houses of detention in any county of this Commonwealth shall receive all persons arrested by such policemen for purposes of detention until they are dealt with according to law. Every policeman, when on duty, shall wear a metallic shield with the words "special officer" and the name of the corporation for which appointed inscribed thereon. The compensation of such policemen shall be paid by the corporation for which the policemen are respectively appointed, as may be agreed upon between the corporation and such policemen. When any corporation shall no longer require the services of any policeman, it shall file a notice to that effect, under its corporate seal, in the office of the recorder of deeds where the court decree and order of appointment of such policeman is recorded. The recorder of deeds shall note this information upon the margin of the record where the court decree and order is recorded, and thereupon the power of such policeman shall cease and be determined. It shall be the duty of the recorder of deeds to notify the clerk of the court by which such policeman was appointed of the termination of such appointment.

Section 311. Adoption and Enforcement of Rules and Regulations by Certain Corporations.—Any non-profit corporation maintaining buildings or grounds open to the public shall have the power to adopt, promulgate, and enforce such lawful rules and regulations as shall be needful to maintain peace and order on or in such grounds and buildings, and to secure the safety and protection of the property of the corporation. Any person violating any of the rules or regulations so adopted or promulgated shall, upon conviction thereof in a summary proceeding before a justice of the peace, alderman, or magistrate, be sentenced to pay a fine of not more than ten dollars (\$10.00), together with the costs of prosecution, and, in default of the payment of the fine and costs, to undergo imprisonment for not more than ten days.

Section 312. Requirements of Educational Institutions Desiring to Confer Degrees.—A. No college, university, or theological seminary shall be incorporated under this act, with power to confer degrees in art, pure and applied science, philosophy, literature, law, medicine, and theology, or any of them, unless it has—

(1) A minimum protective endowment of at least five hundred thousand dollars (\$500,000), beyond all indebtedness and assets invested in buildings and apparatus for the exclusive purpose of promoting instruction, except that in the case of tax-supported institutions, or those maintained by religious or other organiza-

tions, financial support or contributed services equivalent in value to the endowment herein specified may be substituted for such endowment.

(2) A faculty consisting of at least eight regular professors who devote all their time to the instruction of its college or university classes, unless the college is devoted to a specific subject in art, archæology, literature, or science (medical and law schools excepted), in which case the faculty shall consist of at least three regular professors who devote all their time to the instruction in the special branch for which the college is established, and two or more instructors or fellows in the particular branch, who shall be provided to assist in the instruction to be given the students for the promotion of original investigation and in the development and growth of the special branch of science to which such college may be devoted.

B. A college, university, or theological seminary incorporated under this act, with the power to confer degrees, shall have power to confer baccalaureate degrees in art, science, philosophy, or literature only upon students who have completed a college or university course covering four years. The standard of admission to these four-year courses, or to advanced classes in these courses, shall be not less than four years of academic or high school preparation, or its equivalent, and shall be subject to the approval of the State Council of Education.

C. Any educational corporation formed under this act with the power to confer degrees, as aforesaid, shall be subject to visitation and inspection by representatives of the State Council of Education. If any such corporation shall fail to keep up the standards required by this act, the court shall, upon the recommendation of the State Council of Education, revoke the power to confer degrees.

Section 313. Vesting of Corporate Property in Trustees to Escape Liability for Debts.—Any corporation for charitable uses owning any property dedicated to religious or charitable purposes, such as churches, schoolhouses, parsonages, hospitals, almshouses, and the like, may, for the purpose of protecting such property from liability to debt thereafter contracted on the part of the corporation, vest its property in trustees upon trust for the use of the congregation or members of the corporation, for the time being, as places of worship, or for the use as schoolhouses or residences for ministers or pastors, or for the maintenance of any charity. When the trustees shall be so vested by deeds duly recorded, the property so conveyed, as long as it is used for the purposes above mentioned and is not used for any secular purpose or for a purpose from which profits are derived, shall not be liable to any debts, contracts or engagements of the corporation thereafter made or en-

tered into, but shall be deemed and taken to be freed therefrom in the same manner and with like effect as if the same had been conveyed or devised to the trustees by a stranger in trust for the uses of the corporation, but so that the same shall not be liable for their debts, contracts or engagements, or to their control for any purposes other than for the uses of the same as places of worship, or as free schools or schools from which no pecuniary profits are derived, or as residences for ministers or pastors, or for the maintenance of the charitable purpose for which it was dedicated or intended by the donors or contributors. All trustees and officers of corporations having the management of property for charitable uses which is held in trust as aforesaid, contracting debts or causing them to be contracted in the improvement of the property by building thereon, shall be personally liable for the debts thus contracted, unless they shall have notified the persons with whom the contract is made that the property is not liable for the debts, contracted in building thereon, but there shall be no liability to anyone other than persons with whom such contracts are made by the corporation.

Section 314. Exhibition Corporations Granted Power of Eminent Domain.—A nonprofit corporation formed for the purpose of educating the general public by exhibiting artistic, mechanical, agricultural and horticultural products, and providing public instruction in the arts and sciences, shall, in addition to the general powers conferred on nonprofit corporations by this act, have the right to enter upon, take and occupy such public lands, property and easements as may be required from time to time for its corporate purpose. The taking of such public lands for the erection and maintenance thereon of buildings or other structures for the public exposition of manufactured articles, agricultural products, minerals, and all articles pertaining to the arts and sciences, and providing public instruction in the arts and sciences, by the exercise of eminent domain, is hereby declared to be a taking of land for public use. Such corporations shall not exercise the right of eminent domain as to any burying ground, passenger railroad station-house, nor as to any street, alley, highway, wharf landing, or other property of any incorporated city, town, or borough, without the consent of its councils first had to such appropriation, by ordinance duly passed and approved; nor shall such right in any event be exercised as to any tide-water wharf, nor as to any part of any other public wharf or river landing which has been heretofore graded and paved by the municipality, and if not so graded and paved, such wharf or river landing may be appropriated as herein provided, any limitation of use thereof by the municipality by donation, dedication, appropriation, statute, or otherwise, to the contrary notwithstanding. In the exercise of the

power of eminent domain, the corporation shall follow the procedure prescribed by law for the exercise of such power by corporations.

Section 315. Burial and Cemetery Companies; Churches with Burial Grounds.—A. Every nonprofit corporation formed for the purpose of conducting or maintaining a public or private cemetery, and every religious corporation authorized by its articles to maintain a burial ground, shall set aside annually a sum equal to at least one-tenth of the gross amount of the funds arising from the sale of lots in such burial ground or cemetery for the perpetual care and preservation of the grounds and the repair and renewal of the buildings and property connected with and forming a part of the burial ground or cemetery.

B. Every such corporation may take, receive, hold and administer any grant, donation or bequest of property in trust for the embellishment of the burial ground or cemetery, or for the erection, repair, preservation or renewal of any tomb, monument, gravestone, fence, railing or other like structure, or for the planting and cultivation of trees, shrubs, flowers, or plants in or around any cemetery lot or for improving such premises in any manner or form consistent with the design and purpose of the corporation, according to the terms of such grant, donation or bequest.

C. The directors of any such corporation are hereby made trustees of any such funds so received or set aside, and neither such funds nor the income derived therefrom shall be used by such trustees for any purpose other than the purpose for which the same were set aside, donated, bequeathed, or otherwise acquired. It shall be the duty of the directors of such corporation to invest such funds in investments which are designated as legal investments for trustees under the laws of this Commonwealth, and to use the income derived from such investments for the purpose of caring for, preserving and maintaining such burial ground or cemetery, or any other purpose which may be specified by the grantor or donor. The directors of any such corporation shall cause accurate accounts to be kept of such trust funds separate and apart from the other funds of the corporation, and shall make an annual report, signed by the treasurer, to the members of the corporation and other interested parties, concerning the investment of the trust funds and the use made of the income derived from such investments. The amount of such funds shown by such report to be in the hands of the directors shall be final and conclusive in favor of and against all parties in interest, unless appropriate action is brought in the proper courts of this Commonwealth against the trustees within fifteen days after the regular meeting of the corporation at which such report is submitted. The directors of any such corporation shall file

annually, in the court of quarter sessions of the county where the charter of the corporation was granted, a bond, with surety or sureties to be approved by such court, in the full amount of any funds set aside or held in trust by such directors under authority of subsections A and B of this section, but the first bond filed by the directors covering funds set aside under subsection A of this section shall be filed one year after the date when the corporation came into existence. The court of quarter sessions of such county shall, upon petition of any person related by blood or marriage to any person who has donated or bequeathed funds to any such corporation for the care, preservation, or maintenance of the burial ground or cemetery, or to one who has purchased a lot therein for the burial of the dead or of the donors or purchasers themselves, shall have the right to compel the directors of the corporation to file any bond herein provided for, in the event of the failure of the directors to file the same on or before the first Monday of July of any year.

D. Any such corporation may permit the burial of the dead within a burial ground or cemetery free of charge, or may sell lots in such burial ground or cemetery for the purpose of the burial of the dead, at such prices as shall not produce a profit other than is necessary for the proper maintenance of such burial ground or cemetery, and convey the same to the purchasers by conveyances duly executed under the seal of the corporation. Every nonprofit corporation organized for the purpose of conducting a cemetery or burial ground may transfer the title to lots in such cemetery or burial ground upon the books of the corporation, and such transfer shall be as good and valid in law as if a deed was duly acknowledged and recorded in the office for recording deeds in the proper county.

Section 316. Registered Office; Records.—A. Every nonprofit corporation shall maintain an office in this Commonwealth, to be known as its registered office. The location and post-office address of the registered office shall be stated in the articles, as heretofore provided in this act. After incorporation, the location of the registered office may be changed—

(1) From one location to another in the same county, by resolution adopted by a majority of all the members, including members not entitled by the articles or by-laws to vote. On or before the day that such change is made, notice of such change and of the post-office address of the new registered office shall be filed with and recorded by the recorder of deeds of the county.

(2) From one county to another county, by amendment of the articles of the corporation in the manner hereinafter prescribed in this act.

B. Every nonprofit corporation shall keep at its registered office, records of the proceedings of the members

and of the directors, a membership register giving the names of the members in alphabetical order and appropriate and complete records of its finances. Every member shall have the right to examine, in person or by agent or attorney, at any reasonable time or times for any reasonable purpose, the books of account, the membership register, and the records of the proceedings of the members and directors.

ARTICLE IV

BY-LAWS

Section 401. Power to Make By-laws.—Except as hereinafter provided, the members of a nonprofit corporation shall have the power to make, alter, and repeal the by-laws of a nonprofit corporation. The authority to make such by-laws may be expressly vested by the articles in the board of directors, subject to the power of the members to change or repeal the by-laws. Unless the articles or by-laws otherwise provide, the by-laws shall be adopted, altered, or repealed by a majority vote of the members of the board of directors or of the members of the corporation entitled to vote thereon, as the case may be.

Section 402. Persons Bound by By-laws.—The by-laws of a nonprofit corporation shall operate merely as regulations among the members of the corporation, and shall not affect contracts or other dealings with other persons, unless such persons have actual knowledge of such by-laws. Any form of execution provided in the by-laws to the contrary notwithstanding, any note, mortgage, evidence of indebtedness, contract, or other instrument of writing, or any assignment or endorsement thereof, executed or entered into between any corporation and any other person, copartnership, association or corporation, when signed by the president or vice president and secretary or assistant secretary, or treasurer or assistant treasurer, of such corporation shall be held to have been properly executed for and in behalf of such corporation.

Section 403. Contents of By-laws.—Subject to the provisions of this act, the by-laws may contain any provisions for the regulation and management of the affairs of the corporation, and may provide penalties for the breach thereof, not exceeding twenty dollars (\$20.00).

ARTICLE V

OFFICERS AND DIRECTORS

Section 501. Board of Directors.—The business of every nonprofit corporation shall be managed by a board of at least three directors, who need not be residents of this Commonwealth or members in the corporation unless the articles or by-laws so require. A director shall

hold office for the term for which he was named or elected, and until his successor is elected and qualified. The names and terms of office of the first directors shall be stated in the articles. Except as hereinafter provided in the case of vacancies, directors, other than those constituting the first board, shall be elected by the members. A nonprofit corporation may allow compensation to its directors for their services, and a director may also be a salaried officer of the corporation.

Section 502. Number, Qualifications and Election of Directors.—Subject to the provisions of this act, the number, qualifications, terms of office, manner of election, the compensation, and the powers and duties of the directors, the time, place and manner of calling, giving notice of, and conducting directors' meetings, and the number of directors which shall constitute a quorum may be prescribed by the articles or by-laws. If the by-laws so provide, meetings of directors may be held outside of the Commonwealth. Except as otherwise provided in the articles or by-laws—

(a) A director shall be elected for a term of at least one year.

(b) Vacancies in the board of directors shall be filled by a majority of the remaining members of the board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

(c) The meetings of the board of directors may be held at such place as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

(d) Written notice of every meeting of the board of directors shall be given to each director at least five days prior to the day named for the meeting.

(e) When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

(f) A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting, at which a quorum is present, shall be the acts of the board of directors: Provided, That if all the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the board of directors.

(g) The board of directors may, by resolution adopted by a majority of the whole board, delegate two or more of its number to constitute an executive committee,

which, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the corporation.

Section 503. Removal of Directors.—A. Unless the articles or by-laws otherwise provide, the entire board of directors or any individual director may be removed from office, without assigning any cause, by a majority vote of the members of a nonprofit corporation entitled to vote at an election of directors. In case the board or any one or more directors be so removed, new directors may be elected at the same meeting. Unless the entire board be removed, no individual director shall be removed in case the votes of a sufficient number of members are cast against the resolution for his removal, which, if cumulatively voted at an election of the full board, would be sufficient to elect one or more directors.

B. Unless the articles or by-laws otherwise provide, the board of directors may declare vacant the office of a director if he be declared of unsound mind by an order of court, or convicted of felony, or for any other proper cause, or if, within sixty days, or such other time as the by-laws may specify, after notice of his election, he does not accept such office either in writing or by attending a meeting of the board of directors, and fulfill such other requirements of qualification as the by-laws may specify.

C. Unless the articles or by-laws otherwise provide, the court of common pleas of the county where the registered office of the corporation is located may, at the suit of five or more members, remove from office any director or directors in case of fraudulent or dishonest acts, or gross abuse of authority or discretion, with reference to the corporation, and may bar from reelection any director so removed for a period prescribed by the court. The corporation shall be made a party to such actions.

Section 504. Officers and Agents.—Every nonprofit corporation shall have a president, a secretary, and a treasurer, and may have such other officers and assistant officers and agents as the needs of the corporation may require. The articles or by-laws may prescribe special qualifications for such officers. The officers and assistant officers and agents shall be elected or appointed either by the board of directors or by the members, at such time, in such manner, and for such terms and compensation as the by-laws may prescribe. It shall not be necessary for the officers to be directors. If the by-laws so provide, any two or more offices may be held by the same person, except the offices of president and secretary. The board of directors may secure the fidelity of any or all of such officers by bond or otherwise. Unless otherwise provided in the by-laws, the board of directors shall have power to fill any vacancies in any office occurring from whatever reason. All officers and agents of

the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be provided in the by-laws, or, in the absence of controlling provisions in the by-laws, as may be determined by resolution of the board of directors.

Section 505. Removal of Officers and Agents.—Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 506. Relation of Directors and Officers to Corporation.—Officers and directors shall be deemed to stand in a fiduciary relation to the corporation, and shall discharge the duties of their respective positions in good faith and with that diligence, care and skill which ordinary prudent men would exercise under similar circumstances in their personal business affairs.

Section 507. Boards of Trustees of Young Men's Christian Associations.—Every Young Men's Christian Association incorporated under this act shall have, in addition to a board of directors, six or more trustees, who, together with the president of the association, shall form a board of trustees. Each member of the board of trustees shall be a member of one of the protestant evangelical denominations, but a majority of such members, exclusive of the president of the association, shall not be members of any one denomination. The number, terms of office, manner of election, time and place of meeting, and the powers and duties of the trustees may, subject to the provisions of this act, be prescribed by the articles or the by-laws. Vacancies in the board of trustees shall be filled by a majority vote of the remaining trustees from nominations to be made by the board of directors. All real property which shall be given to or acquired by a Young Men's Christian Association, and all gifts and bequests of money to be held in trust, shall be held by the board of trustees; but the real property of the association shall be managed by the board of directors, and real property belonging to such association shall not be conveyed, disposed of, or mortgaged by the board of trustees, except with the consent of the board of directors. The property of the association and all income received therefrom by the board of trustees shall be devoted to the purpose or purposes of the corporation and to no other purpose. The income received from such property shall be paid over by the board of trustees to the treasurer of the board of directors, so long as the directors expend the income for the purpose or purposes of the association.

Section 508. Women May Be Directors or Officers.—

Women, married or single, may serve as directors and officers of nonprofit corporations.

Section 509. Liability of Directors and Officers.—Neither the directors, nor officers, of a nonprofit corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE VI

MEMBERS AND MEMBERS' MEETINGS

Section 601. Classes and Qualifications of Membership.—Membership in all nonprofit corporations shall be of such classes, and shall be governed by such rules of admission, retention, suspension and expulsion, as the articles or by-laws shall prescribe, except that all such rules shall be reasonable, germane to the purpose or purposes of the corporation, and equally enforced as to all members of the same class. Unless otherwise provided by the articles or by-laws, there shall be one class of members whose voting and other rights and interests shall be equal. Where neither the articles nor by-laws provide for members, as such, or where a nonprofit corporation has, in fact, no members other than the persons constituting its board of directors, the persons for the time being constituting the board shall, for all intents and purposes, be taken to be the members of the corporation and exercise all the rights and powers of members.

Section 602. Membership Fees; Assessments.—Nonprofit corporations may levy dues or assessments, or both, upon their members, if authority to do so is conferred either by the articles or the by-laws, and subject to any limitations therein contained. Such dues or assessments, or both, may be imposed upon all classes of members alike or in different amounts or proportions, or upon a different basis upon different classes of members. Members of one or more classes may be made exempt from either dues or assessments, or both, in the manner or to the extent provided either in the articles or by-laws. The amount of the levy and method of collection of such dues or assessments, or both, may be fixed in the articles or by-laws, or the articles or by-laws may authorize the board of directors to fix the amount thereof from time to time, and make them payable at such time and by such methods of collection as the directors may prescribe. Such corporations may make by-laws necessary to enforce the collection of such dues or assessments, including provisions for the cancellation of membership, for nonpayment of such dues or assessments, and for reinstatement in such corporation upon reasonable notice.

Section 603. Meetings of Members.—A. Meetings of members may be held at such place, within or without this Commonwealth, as may be provided in the by-laws.

Unless the by-laws provide otherwise, all meetings of the members shall be held in this Commonwealth at the registered office of the corporation.

B. The by-laws may provide for the number and the time of meetings of members, but at least one meeting of the members shall be held in each calendar year for the election of directors, at such time as shall be provided in the by-laws. Failure to hold the annual meeting at the designated time shall not work any forfeiture or dissolution of the corporation. If the annual meeting shall not be called and held within six months after the designated time, any member may call such meeting.

C. Special meetings of the members may be called at any time by the president, or the board of directors, or by such other officers or persons as may be provided in the articles or by-laws. At any time upon written request of any person entitled to call a special meeting, it shall be the duty of the secretary to call a special meeting of the members to be held at such time as the secretary may fix, not less than ten nor more than sixty days after the receipt of the request. If the secretary shall neglect or refuse to issue such call, the person or persons making the request may do so.

D. Adjournment or adjournments of any annual or special meeting may be taken, but any meeting at which directors are to be elected shall be adjourned only from day to day until such directors have been elected.

Section 604. Notice of Meetings of Members.—Written notice of every meeting of the members shall be given by, or at the direction of, the person authorized to call the meeting, to each member of record entitled to vote at the meeting, at least five days prior to the day named for the meeting, unless a greater period of notice is required elsewhere in this act in a particular case. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken, unless otherwise provided in the by-laws.

Section 605. Quorum of Members.—A members' meeting duly called shall not be organized for the transaction of business unless a quorum is present. Unless otherwise provided in the articles or by-laws—

(1) The presence in person or by proxy, if the by-laws permit voting by proxy, of a majority of the members entitled to vote shall constitute a quorum.

(2) The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

(3) If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in this act, adjourn the meeting to such time and place as they may determine, but in the

case of any meeting called for the election of directors those who attend the second of such adjourned meetings, although less than a quorum as fixed in this section, or in the articles or by-laws, shall, nevertheless, constitute a quorum for the purpose of electing directors.

Section 606. Members' Voting Rights.—Unless otherwise provided in the articles or by-laws, every member of a nonprofit corporation shall be entitled to one vote. Voting by members shall be only in person, unless the by-laws specifically provide for voting by proxy. The manner of voting may be by ballot, mail, or any reasonable means provided in the articles or by-laws. In all elections for directors or other officers, each member having a right to vote may cast the whole number of his votes for one candidate, or distribute them upon two or more candidates, as he may prefer. No member shall sell his vote or issue a proxy for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any general or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members may vote.

Section 607. Reduction of Membership Below Stated Number.—Whenever the membership of a nonprofit corporation having a stated number of members shall be reduced below such number by death, withdrawal, or otherwise, the corporation shall not on that account be dissolved, but it shall be lawful for the surviving or continuing members to continue the corporate existence, unless it is otherwise provided in the articles or by-laws.

Section 608. Termination and Transfer of Membership.—Membership in a nonprofit corporation shall be terminated in the manner provided in the articles or by-laws. If the membership in any such corporation is limited to persons who are members in good standing in another corporation, or in any lodge, church, club or society, the articles shall in each case define such limitations, and may provide that failure on the part of any such member to keep himself in good standing in such other corporation or association shall be sufficient cause for expelling the member from the corporation requiring such eligibility. No member shall be expelled from any nonprofit corporation without notice, trial and conviction, the form of which shall be prescribed by the articles or by-laws. Unless the articles or by-laws provide otherwise—

(1) The right of a member of a nonprofit corporation to vote, and his right, title and interest in or to the corporation or its property, shall cease on the termination of his membership.

(2) No member may transfer his membership or any right arising therefrom.

Section 609. Membership Book.—Every nonprofit corporation shall keep at its registered office a membership book containing the name and address of each member, and, in any case where membership has been terminated, such fact shall be recorded in the book, together with the date on which the membership ceased.

Section 610. Liability of Members.—The members of a nonprofit corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE VII

AMENDMENT OF ARTICLES

Section 701. Amendment of Articles Authorized.—A nonprofit corporation, upon application to the court in the manner hereinafter provided in this article, may amend its articles for any or all of the following purposes:

(1) To adopt a new name subject to the restrictions heretofore provided in this act.

(2) To modify any provision thereof limiting its term of existence, by increasing such term, or to remove such provision and provide for perpetual existence.

(3) To change the location of its registered office to any other county within the Commonwealth.

(4) To change, add to, or diminish its powers or purposes, or to set forth different or additional powers or purposes.

(5) To add to, remove, or otherwise change any other provisions contained in the articles.

Section 702. Approval of Amendments by Members.—Before the application is made to the court, a resolution authorizing the proposed amendments shall be adopted by the affirmative vote of at least a majority of the members entitled to vote thereon at a regular or special meeting duly convened after at least ten days' written notice to all the members of this purpose. If a proposed amendment would make any change in the rights of the members of any class, then the members of such class shall be entitled to vote as a class upon such amendment, whether by the terms of the articles such class is or is not entitled to vote, and, in addition to the vote herein required, the affirmative vote of at least a majority of the members of each class so affected by the amendment shall be necessary for the adoption thereof. Any amendment which might be adopted at a meeting of the members may be adopted without a meeting, if written consent to the amendment has been given by all members entitled to vote thereon. The resolution shall contain the language of the proposed amendment to the articles by providing that the articles shall be amended

so as to read as therein set forth in full, or that any provision thereof be amended so as to read as therein set forth in full, or that the matter stated in the resolution be added to or stricken from the articles.

Section 703. Articles of Amendment.—Articles of amendment shall be executed under the seal of the corporation, signed and verified by at least two duly authorized officers thereof, and shall set forth:

(1) The name and location of the registered office of the corporation.

(2) The act of Assembly under which the corporation was formed, the date when the court entered the decree of incorporation, and the date when and place where the original articles were recorded.

(3) The time and place of the meeting of the members of the corporation, the kind and period of notice of the meeting given to the members, and the total vote by which the resolution authorizing the application to the court was adopted.

(4) Every proposed amendment or alteration of, or addition to, the existing articles. Amendments, alterations or additions shall be set forth in full.

Section 704. Registration of Corporate Name.—If a proposed amendment to the articles is for the purpose of changing the corporate name, the corporation shall make application to the Department of State for the registration of the proposed new corporate name. The application shall set forth the name and location of the registered office of the corporation, the new name which the corporation desires to use, and the address of the registered office of the corporation. If the Department of State finds that the proposed name is available for corporate use, the department shall register the name, and shall issue to the corporation, or its representative, a certificate that the proposed name has been duly registered. If the proposed name is not available for corporate use, the department shall refuse to register such name, and shall forthwith notify the corporation, or its representative, of this fact. Upon application of any party interested, either for or against the proposed amendment of the articles, the department shall include in any certificate issued by it under this section any information desired as to the names registered with the department.

Section 705. Articles of Amendment to Be Filed with the Prothonotary.—A copy of the articles of amendment, and, in the case of a proposed change of the corporate name, the certificate from the Department of State relating to the registration of the proposed corporate name, shall be filed by the corporation in the office of the prothonotary of the court of common pleas of the county wherein the registered office of the corporation is located. The articles and the certificate, if any, shall re-

main on file in the office of the prothonotary at least three days prior to the day the application for the amendment of the articles will be made to the court, as hereinafter provided, and shall be open to the inspection of the public during the business hours of such office.

Section 706. Advertisement.—The corporation shall advertise its intention to apply to the court for an amendment of its charter in a manner similar to that heretofore prescribed in this act in the case of the formation of a nonprofit corporation. Advertisements shall appear at least three days prior to the day fixed for the presentation of the application to the court, and shall set forth briefly:

(1) The name and location of the registered office of the corporation.

(2) A statement that the application is to be made under the provisions of this act.

(3) The nature and character of the proposed amendment.

(4) A statement that the articles of amendment have been filed in the office of the prothonotary and the time when the application will be made to the court.

Section 707. Court to Approve or Refuse Amendments.—On the day specified in the advertisement, or as soon thereafter as the matter may be heard, the corporation or its representative shall present an application for the amendment of its charter to the court, and shall present to the court the articles of amendment, a certified copy of the resolution authorizing the proposed amendments, proof of the advertisement required by the preceding section, and, in the case of a proposed change of the corporate name, a certificate of registration from the Department of State. The court shall consider the application. It may hear the evidence on behalf of the applicants and against the application, if any there be, or it may refer the application to a master to make report as to the propriety of granting the application. In such case, upon the filing of the master's report, the court shall grant the applicants and protestants a hearing if exceptions are filed by either of them. If the court shall be of the opinion that the amendments are lawful, will be beneficial and not injurious to the community, and do not conflict with the requirements of this act, the court shall so certify on the articles, and shall order and decree thereon that the articles are approved and that, upon the recording of the articles and the order, the amendments specified in the petition shall be a part of the charter. However, the court shall not approve articles of amendment presented by or on behalf of an educational or nonsectarian charitable corporation, unless and until the court shall receive the approval or recommendation of the State Council of Education or the Department of Welfare, as the case

may be, in a manner similar to that prescribed by this act in the case of the formation of such corporations.

Section 708. Recording of Articles of Amendment.—After the court shall have approved the articles of amendment as required by the preceding section, the prothonotary shall transmit the articles approved by the court to the office of the recorder of deeds of the county, where they shall be recorded. Upon the recording of the articles, the amendment shall become effective. The articles, upon being recorded, shall be returned to the prothonotary, who shall retain and file them as part of the records of the court, and who shall issue a certified copy thereof to the corporation or its representative. Certified copies of the articles so recorded shall be competent evidence for all purposes in the courts of this Commonwealth.

Section 709. Prothonotary to Make Monthly Report to Department of State.—The prothonotary, in making the report to the Department of State heretofore required by his act, shall include in such report the old and new name and the address of the registered office of every corporation which, during the preceding month, had its name changed by proceedings under this article. For this service the prothonotary shall receive a fee of one dollar (\$1.00) from each corporation. The Department of State shall cancel the registration of the discarded corporate names, and shall note after each newly acquired name the date it was acquired by proceedings under this article. If any corporation shall have registered a new name with the department, and the corporation does not adopt such name by proceedings under this article within six months from the date of such registration, the department shall cancel the registration of such name.

Section 710. Volunteer Fire Companies, Et Cetera; Change of Purpose.—Upon the establishment of a paid fire department by a municipality, any incorporated volunteer fire company of any type or designation whatsoever, or any incorporated firemen's relief association having its domicile in such municipality and desiring to continue its corporate existence, may amend its charter, in the manner heretofore provided in this article, to substitute for the purpose for which it was incorporated any literary, charitable, benevolent or social purpose or purposes which are lawful and not injurious to the community, and which do not involve pecuniary gain or profit, incidental or otherwise, for its members. At least one month's notice shall be given of the meeting called for the purpose of adopting the new purpose or purposes. After the petition and decree of the court shall have been recorded, the new purpose or purposes shall supersede the original object or purpose of the corporation.

ARTICLE VIII

MERGER OR CONSOLIDATION

Section 801. Merger or Consolidation Authorized.—
 A. Two or more domestic nonprofit corporations formed for kindred purposes may, upon application to the court in the manner hereinafter provided, either be merged into one of such corporations, hereinafter designated as the surviving corporation, or be consolidated into a new nonprofit corporation. Such application shall be made to the court of common pleas of the county in which the registered office of the surviving or new corporation is to be located.

Section 802. Approval of Joint Plan of Merger or Consolidation.—Before the application is made to the court, a joint plan of merger or consolidation, as the case may be, setting forth the terms and conditions of the merger or consolidation and such other details and provisions as are deemed necessary, shall be approved by the affirmative vote of at least a majority of the members of each of the merging or consolidating corporations entitled to vote thereon, at a regular or special meeting of each corporation convened after at least ten days' written notice to all the members of this purpose. If the proposed plan of merger or consolidation would make any change in the rights of the members of any class of a corporation, then the members of such class shall be entitled to vote as a class upon such plan, whether by the terms of the articles of the corporation such class is or is not entitled to vote, and, in addition to the vote herein required, the affirmative vote of at least a majority of the members of each class so affected by the plan shall be necessary for the adoption thereof. The fact of such approval shall be certified on the joint plan by the secretary of each corporation, and the plan so adopted and certified shall be signed and acknowledged by two duly authorized officers of each corporation.

Section 803. Articles of Merger or Consolidation.—Upon the approval of the plan of merger or the plan of consolidation by the members of the corporations desiring to merge or consolidate, articles of merger or articles of consolidation, as the case may be, shall be executed under the seal of each corporation, shall be signed and verified by at least two duly authorized officers of each corporation, and shall, among other things, set forth:

(1) The name and location of the registered office of the surviving or new corporation.

(2) The time and place of the meeting of the members of each corporation at which the joint plan was adopted, the kind and period of notice given to the members, and the total vote by which the joint plan was adopted.

(3) Any changes desired to be made in the articles of the surviving corporation in the case of a merger, or in the case of a consolidation, all of the statements required by this act to be set forth in articles of incorporation in the case of formation of a corporation.

(4) The names and addresses of the persons to be directors of the surviving or new corporation until the first regular meeting of its members.

(5) The plan of the merger or consolidation.

Section 804. Registration of Corporate Name.—If the name of the surviving corporation, in the case of a merger, or of the new corporation, in the case of a consolidation, is to be different from the name of either of the constituent corporations, the constituent corporations shall make a joint application to the Department of State for the registration of the proposed name. The application shall set forth the names and location of the registered offices of the constituent corporations, the name which the surviving or new corporation desires to use, and the address of the registered office of the surviving or new corporation. If the Department of State finds that the proposed name is available for corporate use, the department shall register the name, and shall issue to the corporations, or their representatives, a certificate that the proposed name has been duly registered. If the proposed name is not available for corporate use, the department shall refuse to register such name, and shall forthwith notify the corporations, or their representative, of this fact. Upon application of any party interested, either for or against the proposed merger or consolidation, the department shall include in any certificate issued by it under this section any information desired as to the names registered with the department.

Section 805. Articles of Merger or Consolidation to Be Filed with the Prothonotary.—A copy of the articles of merger or articles of consolidation, as the case may be, and, in the case of a proposed change of the corporate name, the certificate from the Department of State relating to the registration of the proposed corporate name, shall be filed jointly by the constituent corporations in the office of the prothonotary of the court of common pleas of the county wherein the registered office of the surviving or new corporation is to be located. The articles and the certificate, if any, shall remain on file in the office of the prothonotary at least three days prior to the day the application for merger or consolidation will be made to the court, as hereinafter provided, and shall be open to the inspection of the public during the business hours of such office.

Section 806. Advertisement.—The constituent corporations shall jointly advertise their intention to apply to the court for permission to merge or consolidate in a manner similar to that heretofore prescribed in this act

in the case of the formation of a nonprofit corporation. Advertisements shall appear at least three days prior to the day fixed for the presentation of the application to the court, and shall set forth briefly:

(1) The names and location of the registered offices of the constituent corporations.

(2) The name and location of the proposed registered office of the surviving or new corporation.

(3) A statement that the merger or consolidation is to be effected under the provisions of this act.

(4) A brief summary of the plan of merger or consolidation.

(5) A statement that the articles of merger or articles of consolidation, as the case may be, have been filed in the office of the prothonotary and the time when the application will be made to the court.

Section 807. Court to Approve or Refuse Merger or Consolidation.—On the day specified in the advertisement, or as soon thereafter as the matter may be heard, the constituent corporations, or their representative, shall present an application for the merger or consolidation of such corporations to the court, and shall present to the court the articles of merger or articles of consolidation, as the case may be, a certified copy of the joint plan of merger or consolidation, proof of the advertisement required by the preceding section, and, in the case of a proposed change of the corporate name, a certificate of registration from the Department of State. The court shall consider the application. It may hear evidence on behalf of the applicants and against the application, if any there be, or it may refer the application to a master to make report as to the propriety of granting the application. In such case, upon the filing of the master's report, the court shall grant the applicants and protestants a hearing if exceptions are filed by either of them. If the court shall be of the opinion that the proposed merger or consolidation is lawful, will be beneficial and not injurious to the community, and does not conflict with the requirements of this act, the court shall so certify on the articles, and shall order and decree thereon that the articles are approved and that, upon the recording of the articles and the order, the merger or consolidation shall take effect. However, the court shall not approve articles of merger or articles of consolidation presented by or on behalf of an educational or nonsectarian charitable corporation unless and until the court shall receive the approval or recommendation of the State Council of Education or the Department of Welfare, as the case may be, in a manner similar to that prescribed by this act in the case of the formation of such corporations.

Section 808. Recording of Articles of Merger or Consolidation.—After the court shall have approved the articles of merger or articles of consolidation, as required

by the preceding section, the prothonotary shall transmit the articles approved by the court to the office of the recorder of deeds of the county, where they shall be recorded. Upon the recording of the articles, the merger or consolidation shall become effective. The articles, upon being recorded, shall be returned to the prothonotary, who shall retain and file them as part of the records of the court, and who shall issue a certified copy thereof to the surviving or new corporation, as the case may be, or its representative. Certified copies of articles so recorded shall be competent evidence for all purposes in the courts of this Commonwealth.

Section 809. Effect of Merger or Consolidation.— Upon the merger or consolidation becoming effective, the several corporations parties to the plan of merger or consolidation shall be a single corporation, which, in the case of a merger, shall be that corporation designated in the plan of merger as the surviving corporation, and in the case of a consolidation, shall be the new corporation provided for in the plan of consolidation. The separate existence of the corporations parties to the plan of merger or consolidation shall cease, except that of the surviving corporation in the case of a merger. The surviving or new corporation, as the case may be, shall not thereby acquire authority to engage in any business or exercise any right which a corporation may not be formed under this act to engage in or exercise. All the property, real, personal, and mixed, of each of the corporations parties to the plan of merger or consolidation, and all debts due on whatever account to any of them, including subscriptions for membership, and other choses in action belonging to any of them, shall be transferred to and vested in such surviving or new corporation, as the case may be, without further act or deed. The surviving or new corporation shall be responsible for all the liabilities and obligations of each of the corporations merged or consolidated; but the liabilities of the merging or consolidating corporations, or of their members, directors, or officers, shall not be affected, nor shall the rights of the creditors thereof or of any persons dealing with such corporations, or any liens upon the property of such corporations, be impaired by such merger or consolidation, and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if such merger or consolidation had not taken place, or the surviving or new corporation may be proceeded against or substituted in its place. If, in the case of a merger, the articles of incorporation shall set forth any matters with respect to which the articles of incorporation of the surviving corporation are to be amended, the articles of incorporation shall be deemed to be amended accordingly upon the recording of the articles of merger and the order of the court. In the case of a consolidation, the articles of con-

solidation shall be deemed to be the articles of incorporation of the new corporation. Any devise, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before or after such merger or consolidation, to or for any of the constituent corporations, shall inure to the surviving or new consolidated corporation, as the case may be.

Section 810. Prothonotary to Make Monthly Report to Department of State.—The prothonotary of the court, in making the report to the Department of State heretofore required by this act, shall include in such report the names and registered offices of the constituent corporations involved in merger or consolidation proceedings, consummated during the preceding month, and the names of the surviving or new corporations resulting from such proceedings. For this service the prothonotary shall receive a fee of one dollar (\$1.00) from the petitioners. Where a constituent corporation is merged into a surviving corporation, or where the constituent corporations are consolidated into a new corporation, the Department of State shall cancel the registration of the names of the non-surviving corporations. If any name registered with the department under the provisions of this article is not adopted by proceedings under this article within six months from the date of such registration, the department shall cancel the registration of such name.

ARTICLE IX

FOREIGN NONPROFIT CORPORATIONS

Section 901. Admission of Foreign Nonprofit Corporations.—A foreign nonprofit corporation, before doing any business in this Commonwealth, shall procure a certificate of authority to do so from the Department of State, in the manner hereinafter provided in this article, unless the entire business operations of the corporation within this Commonwealth are within the protection of the Commerce Clause of the Federal Constitution, in which event the corporation may engage in such business operations without procuring a certificate of authority. A foreign nonprofit corporation shall not be denied a certificate of authority by reason of the fact that the laws of the state or country, governing its organization and internal affairs, differ from the laws of this Commonwealth, and nothing in this act contained shall be construed to authorize this Commonwealth to regulate the organization or the internal affairs of such corporation.

Section 902. Restrictions on Admission of Foreign Nonprofit Corporations.—The Department of State shall not issue a certificate of authority to any foreign nonprofit corporation:

(1) If the application for the certificate of authority, hereinafter required by this article to be filed, sets forth

any kind of business for which a domestic nonprofit corporation could not be formed under the laws of the Commonwealth.

(2) If the name of the corporation is the same as or deceptively similar to the name of any domestic corporation or any other foreign corporation authorized to do business in this Commonwealth, or the name of any unincorporated body whatsoever voluntarily registered with the Department of State under any act of Assembly, unless such other domestic or foreign corporation or unincorporated body is about to change its name, or to cease to do business, or is being wound up, or such foreign corporation is about to withdraw from doing business in this Commonwealth, and the written consent of such other domestic or foreign corporation or unincorporated body to the adoption of its name or a deceptively similar name has been given and is filed with the application for a certificate of authority hereinafter provided for in this article: Provided, That nothing herein contained shall be construed to refer or apply to any assumed or fictitious name required by law to be filed with the Department of State.

(3) If the name of the corporation contains words not permitted by this act to be part of the name of a domestic nonprofit corporation.

(4) If the corporation is a college, university, theological seminary or other nonprofit corporation, which, if formed under the provisions of this act, would require the approval of the State Council of Education, unless the approval of the State Council of Education shall be annexed thereto. Whenever the Department of State shall receive an application for a certificate of authority from this type of corporation, it shall be the duty of the department to submit the application, together with the certified copy of the articles or special law, as the case may be, to the Superintendent of Public Instruction and thereafter the procedure shall be the same as that heretofore prescribed by this act for the approval or disapproval by the State Council of Education of applications for the incorporation of similar domestic nonprofit corporations, except that the documents and the findings of the State Council of Education shall be returned to the Department of State. It shall be unlawful for the Department of State to issue a certificate of authority to such a corporation without the approval of the State Council of Education.

(5) If the corporation is one which if formed under the provisions of this act would require the approval of the Department of Welfare, unless the approval of the Department of Welfare shall be annexed thereto. Whenever an application for a certificate of authority is filed with the Department of State by this type of corporation, it shall be the duty of the department to submit all the documents to the Department of Welfare, and

thereafter the procedure shall be the same as that heretofore prescribed by this act for the approval or disapproval by the Department of Welfare of applications for the incorporation of similar domestic nonprofit corporations, except that the Department of Welfare shall return the documents, together with its recommendation, to the Department of State. It shall be unlawful for the Department of State to issue a certificate of authority to such a corporation without the favorable recommendation of the Department of Welfare.

Section 903. Advertisement.—A foreign nonprofit corporation, before it may procure a certificate of authority, shall advertise its intention to apply for a certificate of authority by publication, in a manner similar to that heretofore prescribed in this act in the case of the formation of a domestic nonprofit corporation. Advertisements shall appear at least three days prior to the day on which application is made to the Department of State, and shall set forth briefly:

(a) The name of the corporation and of the state or country under the laws of which it is formed.

(b) The address, including street and number, if any, of its principal office in the state or country under the laws of which it is incorporated.

(c) The address, including street and number, if any, of its proposed registered office in this Commonwealth.

(d) The character and nature of the business it proposes to do within this Commonwealth.

(e) The date when its application for a certificate of authority will be presented to the Department of State.

Section 904. Application for a Certificate of Authority.—The foreign nonprofit corporation, or its representative, shall deliver to the Department of State a copy of its articles and all amendments thereto, duly certified by the proper public officer of the state or country of its incorporation, or, if the corporation is created by a special law and has no articles, a duly certified copy of such law, a verified translation of any part of such articles, amendments, or law which is in a foreign language, proof of the advertisement heretofore required by this article, and an application for a certificate of authority, executed under the seal of the corporation, and signed and verified by at least two duly authorized officers thereof, which shall set forth:

(1) The name of the corporation.

(2) The name of the state or country under the laws of which it is formed.

(3) The address, including street and number, if any, of its principal office in the state or country under the laws of which it is formed.

(4) The address, including street and number, if

any, of its proposed registered office in this Commonwealth.

(5) A designation of the Secretary of the Commonwealth and his successor in office as the true and lawful attorney of the corporation upon whom all lawful process in any action or proceeding against it may be served, and that the service of process upon the Secretary of the Commonwealth shall be of the same legal force and validity as if served on the corporation, and that the authority for such service of process shall continue in force as long as any liability remains outstanding against the corporation in this Commonwealth.

(6) The character and nature of the business it proposes to do within this Commonwealth.

(7) Such further and additional information as the Department of State may from time to time require for the purpose of ascertaining whether or not the applicant corporation is entitled to a certificate of authority.

Section 905. Issuance and Recording of Certificate of Authority.—If the Department of State finds that the provisions of this article have been complied with and that the applicant corporation is entitled to a certificate of authority to do business in this Commonwealth, it shall forthwith, but not prior to the day specified in the advertisement heretofore required in this article, endorse its approval upon the application for a certificate of authority, and when all fees and charges have been paid, as required by law, shall file the application and the copy of the articles, and shall issue to the corporation a certificate of authority to do business in this Commonwealth. The certificate of authority shall set forth the name of the corporation, the address of its initial registered office in this Commonwealth, and the business which the corporation is authorized to transact in this Commonwealth. Upon the issuance of the certificate of authority by the Department of State, the corporation may do, in this Commonwealth, any of the business referred to in the certificate of authority and no other, subject, however, to the right of the Commonwealth to cancel or revoke such right to transact business in this Commonwealth, as provided in this act. The certificate of authority shall be returned to the corporation, or its representative, and such certificate, and a verified copy of its articles, shall be recorded in the office of the recorder of deeds of the county in which the registered office of the corporation in this Commonwealth is located. The certificate of authority, upon being recorded by the recorder of deeds, shall be returned to the corporation or its representative.

Section 906. Registered Office of Foreign Nonprofit Corporations.—Every foreign nonprofit corporation required by the provisions of this article to obtain a certificate of authority to do business in this Commonwealth shall have and continuously maintain in this

Commonwealth a registered office which may, but need not be, the same as its place of business in this Commonwealth. The address, including street and number, if any, of the initial registered office of each foreign corporation shall be stated in its application for a certificate of authority to do business in this Commonwealth. A foreign nonprofit corporation may, from time to time, change the address of its registered office upon obtaining from the Department of State before such change is made an amended certificate of authority, as hereinafter provided in this article.

Section 907. Amended Certificate of Authority.—A. After receiving a certificate of authority, a foreign nonprofit corporation may, subject to the provisions of this act, change its name, or the address of its registered office in the Commonwealth, or be authorized to do in this Commonwealth other or additional business than that authorized by its certificate of authority, by filing with the Department of State an application for an amended certificate of authority and proof of the advertisement hereinafter required by this section. Such application shall be executed under the seal of the corporation, signed and verified by two duly authorized officers thereof, and shall set forth the changes desired by the corporation.

B. A foreign nonprofit corporation shall, before making application to the Department of State, advertise its intention to apply for an amended certificate of authority by publication in a manner similar to that prescribed in this act in the case of the formation of a domestic nonprofit corporation. Advertisements shall appear at least three days prior to the day on which application is made to the Department of State, and shall set forth briefly:

(1) The name of the corporation and of the state or country under the laws of which it is formed.

(2) If the application is for permission to do in this Commonwealth other or additional business, the character and nature of the business it proposes to do under the amended certificate of authority.

(3) If the application is for a change of name, the new name under which it proposes to do business.

(4) If the application is for change of the registered office of the corporation to another county, the address, including street and number, if any, of its then registered office, and the address, including street and number, if any, to which the registered office is to be changed.

C. If the Department of State finds that the provisions of this article have been complied with and that the applicant corporation is entitled to an amended certificate of authority, it shall forthwith, but not prior to the day specified in the advertisement heretofore required by this section, endorse its approval upon the application, and when all fees and charges have been

paid, as required by law, shall file the application and issue to the applicant corporation an amended certificate of authority setting forth the desired changes. The amended certificate of authority shall be recorded in the office of the recorder of deeds of the county in which the original certificate of authority was recorded. If the address of the registered office of the applicant corporation was changed from one county to another county, then the corporation shall have recorded in the office of the recorder of deeds of the county in which its new registered office is situated its original and amended certificates of authority, and a verified copy of its articles.

Section 908. Amendments to Articles of Foreign Nonprofit Corporations.—Upon amendment of the articles of any foreign nonprofit corporation authorized by a certificate of authority to transact business in this Commonwealth, such corporation shall forthwith file with the Department of State a copy of such amendment, duly authenticated by the proper official of the state or country under the laws of which such corporation is organized, and shall also file a verified copy thereof in the office of the recorder of deeds of the county in which its registered office is located in this Commonwealth. The filing of any such amendment shall not of itself enlarge or alter the nature or kind of business which such corporation is authorized to transact in this Commonwealth, nor authorize such corporation to transact business in this Commonwealth under any other name than the name set forth in its certificate of authority, unless such corporation shall apply for and receive an amended certificate of authority as hereinbefore provided in this article.

Section 909. Merger of Foreign Nonprofit Corporations.—Whenever a foreign nonprofit corporation authorized by a certificate of authority to transact business in this Commonwealth shall be a party to a statutory merger permitted by the laws of the state or country under which it is organized, and such corporation shall be the surviving corporation, it shall forthwith file with the Department of State a copy of the articles of merger, duly authenticated by the proper officer of the state or country under the laws of which such statutory merger was effected, and shall also file a verified copy thereof in the office of the recorder of deeds of the county in which its registered office is located in this Commonwealth. It shall not be necessary for such corporation to procure either a new or amended certificate of authority to transact business in this Commonwealth, unless the name of such corporation be changed thereby, or unless the corporation desires to transact in this Commonwealth other or additional business than that which it is then authorized to transact in this Commonwealth.

Section 910. General Powers of Foreign Nonprofit Corporations.—A foreign nonprofit corporation which shall have received a certificate of authority under this act, so long as such certificate of authority shall not be revoked or cancelled, shall enjoy the same, but no greater, rights and privileges as a domestic nonprofit corporation, and, except as in this act otherwise provided, shall be subject to the same liabilities, restrictions, duties and penalties now in force or hereafter imposed upon domestic corporations of like character, to the same extent as if it had been organized under this act to transact the business set forth in its certificate of authority.

Section 911. Revocation of Certificate of Authority.—Whenever the Department of State shall find that a foreign nonprofit corporation is doing in this Commonwealth a business which a domestic nonprofit corporation could not do, or is exceeding the authority contained in its original or amended certificate of authority, or has changed its name or the location of its registered office without first securing an amended certificate of authority from the Department of State, or has failed to file a copy of its articles, or a copy of any amendments thereto, or its certificate of authority, or any amended certificate of authority, in the office of the recorder of deeds of the county in which its registered office is situated, or is violating any of the laws of this Commonwealth, the Department of State shall give notice by registered mail to such corporation that such default exists and that its certificate of authority, including any amendments thereto, will be revoked and cancelled unless such default shall be cured within thirty days after the mailing of such notice. If such default shall not be cured within such period of thirty days, the Department of State shall revoke and cancel the certificate of authority of such foreign corporation, including any amendments thereto. Upon revoking and cancelling any such certificate of authority, the Department of State shall mail to such corporation, at its registered office in this Commonwealth, a certificate of revocation, and shall mail a copy of such certificate to the recorder of deeds of the county in which the registered office of the corporation is situated, who shall record the same without any fee therefor. Upon the issuance of such certificate of revocation, the authority of the corporation to transact business in this Commonwealth shall cease, and such corporation shall not thereafter transact any business in this Commonwealth unless it applies for and receives a new certificate of authority.

Section 912. Service of Process.—Service of process against a foreign nonprofit corporation upon the Secretary of the Commonwealth shall be made by the sheriff of Dauphin County by leaving the fee the plaintiff is required by law to pay for this service, and two copies

of the process, at the office of the Secretary of the Commonwealth. The sheriff shall make due return of his service of the process to the court, magistrate, or justice of the peace issuing the same. Such process may be issued by any court, magistrate, or justice of the peace having jurisdiction of the subject matter of the controversy in any county of the Commonwealth in which the corporation shall have its registered office, or in the county in which the right of action arose. When legal process against any such corporation has been served upon the Secretary of the Commonwealth, he shall immediately send by mail, postage prepaid, one copy of such process directed to the corporation at its registered address. The fee paid by the plaintiff to the Secretary of the Commonwealth at the time of the service shall be taxed in the plaintiff's costs if he prevails in the suit necessitating the service of the process. The Secretary of the Commonwealth shall keep a record of the day and hour of the service of such process on him, and a certified copy of such record shall be sufficient evidence thereof. The service of process on the Secretary of the Commonwealth under this section shall be of the same legal force and validity as if the process had been served on the corporation, and the authority for such service of process shall continue in force as long as any liability remains outstanding against the corporation in this Commonwealth. Nothing herein contained shall limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a foreign corporation in any other manner now or hereafter permitted by law.

Section 913. Penalty for Doing Business Without Certificate of Authority.—Any person, agent, officer or employe of a foreign nonprofit corporation, who shall transact any business within this Commonwealth for any such foreign nonprofit corporation without first obtaining a certificate of authority as provided in this article, shall be guilty of a misdemeanor, and, upon conviction thereof, shall be punished by imprisonment not exceeding thirty days, and by a fine not exceeding one thousand dollars (\$1,000.00), or either, in the discretion of the court trying the same, but the failure of any such corporation to apply for and secure a certificate of authority from the Department of State shall not impair or affect the validity of any contract with such corporation, and actions or proceedings at law or in equity may be instituted and maintained on any such contract. No such action, however, shall be instituted or recovery had by any such corporation on any such contract, either expressed or implied, in any of the courts of this Commonwealth, or before any justice of the peace or magistrate thereof, until such corporation shall obtain a certificate of authority, and shall pay to the Department of State a fine of two hundred fifty dollars (\$250.00).

Section 914. Acquisition of Real Property.—Every foreign nonprofit corporation authorized to transact business within this Commonwealth may acquire, hold, mortgage, lease and transfer real property in this Commonwealth, in the same manner and subject to the same limitations as nonprofit corporations formed under the laws of this Commonwealth. Every such corporation may purchase in its corporate name, at any sheriff's or other judicial sale, any real estate within this Commonwealth upon which such corporation may have or hold a judgment or lien, and may, at its pleasure, sell and convey such real estate. All the rights, privileges and duties now by law accorded to and imposed upon lien creditors purchasing at judicial sales are hereby extended to such corporations.

Section 915. Surrender of Certificate of Authority.—A. Any foreign nonprofit corporation may withdraw from doing business in this Commonwealth and surrender its certificate of authority by filing with the Department of State an application for a certificate of withdrawal executed under the seal of the corporation, and signed and verified by two duly authorized officers thereof, which shall set forth:

- (1) The name of the corporation.
- (2) The state or country of its incorporation.
- (3) The date on which it received a certificate of authority to do business in the Commonwealth.

(4) A statement that it revokes its designation of the Secretary of the Commonwealth as the person on whom process against it may be served in this Commonwealth.

(5) A statement that it surrenders its certificate of authority to do business in this Commonwealth.

(6) A statement that it consents that process against it in an action or proceeding upon any liability or obligation incurred within this Commonwealth before the issuance of the certificate of withdrawal may be served upon the Secretary of the Commonwealth after the filing of such certificate.

(7) A post-office address to which the Secretary of the Commonwealth may mail a copy of any process against it that may be served upon him.

B. A foreign nonprofit corporation shall, before making application for a certificate of withdrawal, advertise its intention to withdraw from doing business in this Commonwealth in a manner similar to that hereinafter required by this act in the case of the voluntary dissolution of a domestic nonprofit corporation.

C. Upon the filing of such application, proof of the advertisement heretofore required by this section, and the return for cancellation of the corporation's certificate of authority, or the filing of proof that it has been lost or destroyed, the Department of State, after all fees and charges have been paid, as required by law, shall

cancel the certificate of authority, if any, and shall issue, in duplicate, a certificate of withdrawal. The Department of State shall return one of such certificates of withdrawal to the corporation, or its representative, and shall send the other to the recorder of deeds of the county in which the registered office of the corporation in this Commonwealth is situated, who shall record the same without fee therefor. Upon the issuance of the certificate of withdrawal, the authority of the corporation to do business within this Commonwealth shall cease and determine, and no such corporation doing business in this Commonwealth after the issuance of such certificate shall maintain any action in this Commonwealth upon any contract made by it in this Commonwealth subsequent to the issuance of such certificate of withdrawal. The issuance of such certificate shall not, however, affect any action pending at the time thereof, or affect any right of action upon any contract made by such corporation in the Commonwealth before the issuance of the certificate. Process against the corporation in an action upon any liability or obligation incurred within this Commonwealth, before the issuance of such certificate, may be served thereafter upon the Secretary of the Commonwealth.

ARTICLE X

DISSOLUTION AND WINDING UP

Section 1001. Voluntary Dissolution.—A. Any non-profit corporation may, upon application to the equity side of the court of common pleas of the county in which its registered office is located, or in which its principal activities are conducted, be dissolved and wind up its affairs. Before the application is made to the court, a resolution authorizing the institution of voluntary proceedings for the dissolution of the corporation shall be approved by a majority vote, or such other vote as the articles may require, of each class of members of the corporation, at a regular or special meeting convened after proper notice of this purpose to all members.

B. Application to the court shall be made by a petition of the corporation, signed and verified by at least two duly authorized officers thereof. The petition shall be under the seal of the corporation, and shall, among other things, set forth:

(1) The name and location of the registered office of the corporation.

(2) The act of Assembly under which the corporation was formed, the date when the court entered the decree of incorporation, and the date when and the place where the original articles were recorded.

(3) The time and place of the meeting of the members of the corporation at which the resolution authorizing the dissolution proceeding was adopted, the kind and period of notice of the meeting given to the mem-

bers, and the total vote by which the resolution was adopted.

(4) An inventory of all the real and personal property of the corporation, which shall show separately any real or personal property held in trust by the corporation.

(5) A statement of all liens and encumbrances upon the corporate property, and all outstanding claims of the corporation.

(6) The names and addresses of all the existing members of the corporation, to the extent this information is known, and their respective rights, if any, to share in the corporate assets in excess of the debts and obligations of the corporation.

The petition shall in all cases be accompanied by a certified copy of the charter of the corporation, the resolution authorizing the institution of the dissolution proceedings, and any trust instrument relating to any real or personal property of the corporation. Upon the presentation of the petition to the court, the proceedings for dissolution shall be deemed to commence, and thereafter the corporation shall cease to transact any business whatsoever, except insofar as may be necessary for the winding up of the affairs of the corporation.

C. Upon the presentation of the petition, the court shall enter a preliminary decree appointing a day for the hearing of the petition and directing all persons interested in the corporation at that time to show cause, if any they have, why the corporation should not be dissolved. The petitioners shall advertise the contents of the decree once a week for two consecutive weeks in the county wherein the registered office of the corporation is located, and also in the county where the principal activities of the corporation are conducted, if the petition for dissolution is filed in such county. Advertisements shall appear in a newspaper of general circulation published within the county and in the legal newspaper, if any, designated by the rules of court for the publication of legal notices; otherwise, in two newspapers of general circulation published within the county. Where there is but one newspaper of general circulation published in any county, advertisements in such newspaper shall be sufficient. On the day fixed in the decree, or as soon thereafter as the matter may be heard, proof of the advertisements heretofore required shall be presented to the court, whereupon the court shall consider the petition. If the court shall be satisfied that the prayer of the petition may be granted without prejudice to the public welfare or the interests of the members of the corporation, the court shall decree that the petition is approved and that upon the recording of the petition and decree the corporation shall be dissolved. Before entering the final decree of dissolution, the court shall cause the assets of the corporation to be

marshaled and the property rights to be adjudicated, either by proceedings before the court or before a master appointed by it, provided that property devoted to religious, literary, educational or charitable uses shall not be diverted from the objects for which it was donated, granted, bequeathed or devised. In entering the final decree, the court shall order the distribution of the property and assets of the corporation among the members entitled thereto, shall direct what disposition shall be made of any real or personal property devoted to any religious, literary, educational or charitable use, and shall designate the directors of the corporation, or, having proper cause, a liquidating trustee, to wind up the affairs of the corporation according to the decree of the court. Upon the recording of the petition and decree of the court in a manner similar to that heretofore specified in this act in the case of the formation of a corporation, the dissolution of the corporation shall become effective, and thereafter the corporation, or the liquidating trustee appointed by the court, shall wind up the affairs of the corporation in accordance with the decree.

D. The prothonotary, in making the monthly report to the Department of State heretofore required by this act, shall include in such report the name and the location of the registered office of every corporation which, during the preceding month, was dissolved by proceedings under this section. For this service, the prothonotary shall receive a fee of one dollar (\$1.00) from each corporation. The Department of State shall cancel the registration of the name of the corporation and shall note after the name the date the corporation was dissolved.

Section 1002. Dissolution of Certain Religious Corporations.—Whenever any nonprofit corporation organized for the support of public worship, by reason of the shifting of population, withdrawal of membership, or any other cause whatsoever, has ceased to support public worship within the intent and meaning of its articles, the diocesan convention, presbytery, synod. conference, council, or other supervising and controlling organization of which the corporation is a member or with which it is in allegiance and to which it is subordinate, may petition the equity side of the court of common pleas of the county in which the registered office of the corporation is located, setting forth the facts of the case and praying for a decree of dissolution. The petition shall be under the seal of the organization, signed and verified by at least two duly authorized officers thereof, and shall set forth the information heretofore required to be set forth in a petition for the voluntary dissolution of a corporation, to the extent that such information is applicable. The court shall, after notice and hearing as heretofore provided in this article, enter a decree of

dissolution if satisfied that the prayer of the petition may be granted without prejudice to the public welfare or the interests of the members of the corporation. Upon the recording of the petition and decree of the court, as heretofore provided in this article, the dissolution of the corporation shall become effective.

Section 1003. Disposal of Real Estate of Dissolved Religious Corporations.—In entering a final decree of dissolution of a corporation organized for the support of public worship, the court shall, by its decree, provide for the disposition of the real estate of the corporation, either by—

(1) Vesting title thereto in such other corporation as may, by its articles, be organized for the purpose of holding title to the real estate held for public worship, according to the formularies of the church to which the dissolved corporation was in allegiance, or

(2) Authorizing the sale thereof by a master or trustee appointed for that purpose and the vesting of the proceeds, upon the confirmation of such sale, in such body as may be directed by the court, to be held in trust for carrying out the intent and purpose of public worship, or

(3) Vesting the title thereto in any incorporated or unincorporated body designated by the petitioners to the same uses and trusts as the same was theretofore held by the dissolved corporation.

Any sale of real estate decreed by the court under this section shall vest in the purchaser thereof a title in fee simple discharged of any trust under which the property was theretofore held, and the trust shall be impinged upon the proceeds of the sale in the hands of the holder thereof.

Section 1004. Continuation of Corporation After Dissolution.—All nonprofit corporations, whether they expire by their own limitations or are otherwise dissolved, shall nevertheless continue to exist for a period of two years after the date of dissolution for the purpose of winding up their affairs, prosecuting and defending actions by or against them, collecting and discharging obligations, disposing of and conveying their property, and collecting and dividing their assets, but not for the purpose of continuing business, except in so far as necessary for the winding up of the corporation. No action or proceeding to which a corporation is a party shall abate by the dissolution of the corporation.

ARTICLE XI

EFFECTIVE DATE AND REPEALER

Section 1101. Effective Date.—This act shall become effective on the third day of July, one thousand nine hundred thirty-three.

Section 1102. Acts and Parts of Acts Specifically Repealed.—The following acts and parts of acts are hereby specifically repealed as particularly set forth:

The act approved the sixth day of April, one thousand seven hundred ninety-one (Three Smith's Laws, twenty), entitled "An act to confer on certain associations of the citizens of this commonwealth the powers and immunities of corporations, or bodies politic in law," absolutely.

The act approved the twenty-eighth day of March, one thousand eight hundred twenty (Pamphlet Laws, one hundred sixty-nine), entitled "An act to regulate proxies," in so far as it relates to nonprofit corporations.

The act approved the thirty-first day of March, one thousand eight hundred twenty-one (Pamphlet Laws, one hundred eighty), entitled "A supplement to an act, entitled, 'An act to regulate proxies,'" absolutely.

The act approved the sixth day of February, one thousand eight hundred thirty (Pamphlet Laws, forty-two), entitled "A supplement to an act entitled 'An act to incorporate the owners and occupiers of the Wicacoa and Moyamensing meadows, in the county of Philadelphia, for the sole purpose of keeping the banks, dams, sluices and flood gates, in repair, and to raise a fund to defray the expenses thereof,' passed twelfth April, eighteen hundred and twenty-eight, and for other purposes," in so far as it relates to nonprofit corporations.

Section two of the act approved the thirtieth day of April, one thousand eight hundred forty-four (Pamphlet Laws, five hundred thirty-two), entitled "A further supplement to the act, entitled 'An Act erecting a new county out of the northern part of Luzerne County, to be called Wyoming,' and for other purposes," in so far as it relates to nonprofit corporations.

The act approved the twentieth day of February, one thousand eight hundred fifty-four (Pamphlet Laws, ninety), (Number fifty-three), entitled "An act authorizing Courts of Common Pleas to incorporate Scientific, Agricultural and other Associations," absolutely.

Sections four, five, eight, nine and twelve, of the act approved the twenty-sixth day of April, one thousand eight hundred fifty-five (Pamphlet Laws, three hundred twenty-eight), entitled "An act relating to Corporations and to Estates held for Corporate, Religious and Charitable uses," in so far as it relates to nonprofit corporations.

The act approved the third day of May, one thousand eight hundred fifty-five (Pamphlet Laws, four hundred twenty-three), (Number four hundred forty-eight), entitled "An act relating to Corporations," in so far as it relates to nonprofit corporations.

The act approved the ninth day of April, one thousand eight hundred fifty-six (Pamphlet Laws, two hundred ninety-three), (Number three hundred eight), en-

titled "Supplement to the acts relating to incorporations by the Courts of Common Pleas," in so far as it relates to nonprofit corporations.

The act approved the thirty-first day of March, one thousand eight hundred sixty-eight (Pamphlet Laws, fifty), entitled "An act to authorize incorporated companies to invest and re-invest surplus funds in mortgages, stocks and other securities, and fixing the time for holding elections for directors," in so far as it relates to nonprofit corporations.

The act approved the fifteenth day of April, one thousand eight hundred sixty-nine (Pamphlet Laws, twenty-nine), entitled "An act requiring a majority of the directors or managers of corporations to constitute a quorum," in so far as it relates to nonprofit corporations.

The act approved the fourth day of April, one thousand eight hundred seventy-two (Pamphlet Laws, forty), entitled "An act supplemental to an act, entitled 'A supplement to acts relating to incorporations by the courts of common pleas,' approved on the ninth day of April, Anno Domini one thousand eight hundred and fifty-six," in so far as it relates to nonprofit corporations.

The act approved the ninth day of April, one thousand eight hundred seventy-three (Pamphlet Laws, sixty-seven), (Number forty-five), entitled "An act for the further protection of cemeteries in the state of Pennsylvania," in so far as it relates to nonprofit corporations.

With the exception of section forty-one, the act approved the twenty-ninth day of April, one thousand eight hundred seventy-four (Pamphlet Laws, seventy-three), entitled "An act to provide for the incorporation and regulation of certain corporations," and its amendments, in so far as it relates to nonprofit corporations.

The act approved the fourteenth day of May, one thousand eight hundred seventy-four (Pamphlet Laws, one hundred sixty-five), entitled "An act to permit cemetery companies, not organized for the purpose of corporate profit, to take and hold any grant, donation or bequest of property, for the uses herein mentioned," absolutely.

The act approved the twenty-third day of March, one thousand eight hundred seventy-six (Pamphlet Laws, nine), entitled "An act empowering camp meeting associations to employ a police force," in so far as it relates to nonprofit corporations.

The act approved the seventeenth day of April, one thousand eight hundred seventy-six (Pamphlet Laws, thirty), entitled "A supplement to an act approved April twenty-ninth, one thousand eight hundred and seventy-four, entitled 'An Act to provide for the incorporation and regulation of certain corporations,' providing for the further regulation of such corporations

and for the incorporation and regulation of certain additional corporations," in so far as it relates to nonprofit corporations.

The act approved the twenty-fifth day of April, one thousand eight hundred seventy-six (Pamphlet Laws, forty-seven), (Number thirty-six), entitled "An act supplementary to the act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, Anno Domini eighteen hundred and seventy-four, extending its provisions to all who may have the right to vote at elections for directors, managers or trustees," in so far as it relates to nonprofit corporations.

The act approved the eighth day of May, one thousand eight hundred seventy-six (Pamphlet Laws, one hundred forty-three), (Number one hundred sixteen), entitled "An act to enable hospitals, schools and charitable institutions generally to purchase, receive, take and hold ground rents for investments," absolutely.

The act approved the seventeenth day of April, one thousand eight hundred seventy-eight (Pamphlet Laws, twenty-one), entitled "An act to extend to park, glen and pic-nic associations the rights and privileges conferred upon camp meeting associations, by an act, entitled 'An act empowering camp meeting associations to employ a police force,' approved March twenty-third, eighteen hundred and seventy-six," in so far as it relates to nonprofit corporations.

The act approved the seventeenth day of April, one thousand eight hundred seventy-eight (Pamphlet Laws, twenty-two), entitled "An act to authorize exhibition companies to mortgage their real and personal property and franchises," absolutely.

The act approved the twenty-second day of May, one thousand eight hundred seventy-eight (Pamphlet Laws, ninety-six), (Number one hundred twenty-nine), entitled "An act to extend the time during which corporations may hold and convey the title to real estate heretofore bought under execution or conveyed to them in satisfaction of debts, and now remaining in their hands unsold," in so far as it relates to nonprofit corporations.

The act approved the twenty-fifth day of May, one thousand eight hundred seventy-eight (Pamphlet Laws, one hundred fifty-two), (Number one hundred ninety-three), entitled "An act to authorize certain corporations for charitable purposes to receive or bind out upon indenture children committed to their charge, whose maintenance is unprovided for by their parents or guardians," absolutely.

The act approved the ninth day of April, one thousand eight hundred seventy-nine (Pamphlet Laws, sixteen), (Number thirteen), entitled "An act to remove the disability of disqualification of married women for

acting as incorporators or officers of any association incorporated heretofore, or that may be hereafter incorporated, for purposes of learning, benevolence, charity or religion," absolutely.

The act approved the thirteenth day of May, one thousand eight hundred seventy-nine (Pamphlet Laws, sixty), (Number sixty-one), entitled "An act to enable hospitals, schools, charitable, literary and religious institutions generally, to purchase real estate sold by the sheriff," absolutely.

The act approved the tenth day of June, one thousand eight hundred eighty-one (Pamphlet Laws, one hundred one), entitled "An act relative to the appointment of police for corporations organized under the laws of this commonwealth for the preservation and propagation of fish," absolutely.

The act approved the twenty-sixth day of April, one thousand eight hundred eighty-three (Pamphlet Laws, fourteen), (Number thirteen), entitled "An act for the protection of agricultural and horticultural societies," in so far as it relates to nonprofit corporations.

The act approved the twenty-second day of May, one thousand eight hundred eighty-three (Pamphlet Laws, forty-one), entitled "An act to revive and continue in force the provisions of an act, entitled, 'An act to extend the time during which corporations may hold and convey the title to real estate heretofore bought under execution, or conveyed to them in satisfaction of debts, and now remaining in their hands unsold,' approved the twenty-second day of May, Anno Domini eighteen hundred and seventy-eight," in so far as it relates to nonprofit corporations.

The act approved the twenty-fifth day of June, one thousand eight hundred eighty-five (Pamphlet Laws, one hundred sixty-seven), entitled "An act empowering the Governor of this Commonwealth to appoint special officers, or policemen for incorporated or unincorporated associations, heretofore or hereafter organized, for any charitable purpose," in so far as it relates to nonprofit corporations.

The act approved the twenty-fifth day of June, one thousand eight hundred eighty-five (Pamphlet Laws, one hundred seventy-seven), entitled "A supplement to an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved April twenty-ninth, one thousand eight hundred and seventy-four, regulating the method of the choice of directors in certain corporations of the first class," absolutely.

The act approved the twenty-fifth day of June, one thousand eight hundred eighty-five (Pamphlet Laws, one hundred seventy-eight), entitled "An act to amend an act, entitled 'An act to enable the officers of dissolved corporations to convey real estate held by such corporations,' authorizing the court to direct the sale of such

real estate, on the petition of any one, or more of the shareholders," in so far as it relates to nonprofit corporations.

The act approved the twenty-third day of May, one thousand eight hundred eighty-seven (Pamphlet Laws, one hundred sixty-five), (Number ninety-three), entitled "A supplement to an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved April twenty-ninth, one thousand eight hundred and seventy-four, and its supplements, regulating the method of the choice of directors in certain corporations of the first class," absolutely.

The act approved the twenty-third day of May, one thousand eight hundred eighty-seven (Pamphlet Laws, one hundred seventy-six), entitled "An act to authorize certain corporations, incorporated and existing under the laws of any other State of the United States, to purchase certain real estate at judicial sales, and to hold and convey the same under certain conditions," in so far as it relates to nonprofit corporations.

The act approved the twenty-fifth day of May, one thousand eight hundred eighty-seven (Pamphlet Laws, two hundred sixty-five), (Number one hundred fifty-one), entitled "A further supplement to 'the corporation act of one thousand eight hundred and seventy-four,' authorizing the formation of associations for the prevention of cruelty to children and aged persons," absolutely.

The act approved the twenty-sixth day of May, one thousand eight hundred eighty-seven (Pamphlet Laws, two hundred seventy-four), (Number one hundred sixty), entitled "A supplement to an act to revive and continue in force the provisions of an act, entitled 'An act to extend the time during which corporations may hold and convey the title to real estate heretofore bought under execution, or conveyed to them in satisfaction of debts, and now remaining in their hands unsold,' approved the twenty-second day of May, Anna Domini one thousand eight hundred and eighty-three," in so far as it relates to nonprofit corporations.

The act approved the fourteenth day of June, one thousand eight hundred eighty-seven (Pamphlet Laws, three hundred eighty-three), entitled "An act to provide for the incorporation and regulation of companies, not for profit, organized for the encouragement of the arts and sciences and of agriculture and horticulture, and to confer upon such companies the right of eminent domain," absolutely.

The act approved the twenty-second day of April, one thousand eight hundred eighty-nine (Pamphlet Laws, forty-two), (Number forty), entitled "A supplement to 'An act relating to corporations and to estates held for corporate, religious and charitable uses,' approved the twenty-sixth day of April, Anno Domini one thousand

eight hundred and fifty-five, increasing the limit of real and personal estates which may be held by such corporations," in so far as it relates to nonprofit corporations.

The act approved the ninth day of May, one thousand eight hundred eighty-nine (Pamphlet Laws, one hundred sixty-three), entitled "An act providing for the incorporation and regulation of Young Men's Christian Associations," absolutely.

The act approved the thirteenth day of May, one thousand eight hundred eighty-nine (Pamphlet Laws, one hundred ninety-four), entitled "An act to authorize the chartering of associations of employes and to provide punishments for the fraudulent appropriation or use of their property," absolutely.

The act approved the twenty-first day of May, one thousand eight hundred eighty-nine (Pamphlet Laws, two hundred fifty-seven), entitled "A supplement to an act approved April twenty-ninth, one thousand eight hundred and seventy-four, entitled 'An act to provide for the incorporation and regulation of certain corporations,' amending the thirteenth section thereof," in so far as it relates to nonprofit corporations.

The act approved the fifteenth day of April, one thousand eight hundred ninety-one (Pamphlet Laws, fifteen), entitled "An act to amend an act, entitled 'An act to amend an act, entitled 'An act to enable the officers of dissolved corporations to convey real estate held by such corporations,' authorizing the court to direct the sale of such real estate, on the petition of any one or more of the shareholders,'" approved the twenty-fifth day of June, one thousand eight hundred and eighty-five," authorizing the court to direct the sale of such real estate on the petition of any one or more of the shareholders or their legal representatives whenever requested so to do," in so far as it relates to nonprofit corporations.

The act approved the fourteenth day of May, one thousand eight hundred ninety-one (Pamphlet Laws, sixty-one), entitled "An act to amend the fifth section of an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved April twenty-ninth, one thousand eight hundred and seventy-four, defining the officers of corporations and allowing certain officers receiving salaries to be directors and receive compensations," in so far as it relates to nonprofit corporations.

The act approved the sixteenth day of May, one thousand eight hundred ninety-one (Pamphlet Laws, eighty-eight), entitled "An act to authorize burial or cemetery companies to accept trusts in certain cases," in so far as it relates to nonprofit corporations.

The act approved the twentieth day of May, one thousand eight hundred ninety-one (Pamphlet Laws, one hundred one), (Number seventy-seven), entitled "An act authorizing salaried officers of private or business

corporations to concurrently serve as directors therein," in so far as it relates to nonprofit corporations.

The act approved the eighth day of June, one thousand eight hundred ninety-one (Pamphlet Laws, two hundred eleven), entitled "An act relating to real estate given or devised to corporations to be used for religious or charitable purposes," in so far as it relates to nonprofit corporations.

The act approved the tenth day of April, one thousand eight hundred ninety-three (Pamphlet Laws, fourteen), entitled "An act to enable eleemosynary corporations to secure their property from liability to be wasted or incumbered by managers or beneficiaries of the estate," absolutely.

The act approved the eighteenth day of May, one thousand eight hundred ninety-three (Pamphlet Laws, eighty-eight), entitled "An act to revive and continue in force provisions of an act, entitled 'An act to extend the time during which corporations may hold and convey the title to real estate heretofore bought under execution, or conveyed to them in satisfaction of debts and now remaining in their hands unsold,' approved the twenty-sixth day of May, Anno Domini one thousand eight hundred and eighty-seven," absolutely.

The act approved the sixth day of June, one thousand eight hundred ninety-three (Pamphlet Laws, three hundred twenty-four), (Number two hundred sixty), entitled "An act relating to corporations organized for religious, educational, literary, scientific or charitable purposes," absolutely.

The act approved the eighth day of June, one thousand eight hundred ninety-three (Pamphlet Laws, three hundred fifty-five), entitled "An act to regulate the change of location of the principal office, the place of annual and other meetings of stockholders, and the time of such annual meetings of corporations of this Commonwealth," in so far as it relates to nonprofit corporations.

The act approved the tenth day of June, one thousand eight hundred ninety-three (Pamphlet Laws, four hundred thirty-five), entitled "An act amending an act, entitled 'A supplement to an act approved April twenty-ninth, one thousand eight hundred and seventy-four, entitled "An act to provide for the incorporation and regulation of certain corporations," providing for the further regulation of such corporations, and for the incorporation and regulation of certain additional corporations,' approved April seventeenth, one thousand eight hundred and seventy-six, authorizing the incorporation of drainage companies," in so far as it relates to nonprofit corporations.

The act approved the twenty-fifth day of June, one thousand eight hundred ninety-five (Pamphlet Laws, three hundred ten), entitled "A further supplement to

'An act to provide for the incorporation and regulation of certain corporations,' approved April twenty-ninth, one thousand eight hundred and seventy-four," absolutely.

The act approved the twenty-fifth day of June, one thousand eight hundred ninety-five (Pamphlet Laws, three hundred thirteen), entitled "An act to amend the second section of an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, one thousand eight hundred and seventy-four, providing for the incorporation and maintenance of societies for the improvement of streets and public places," absolutely.

The act approved the twenty-sixth day of June, one thousand eight hundred ninety-five (Pamphlet Laws, three hundred twenty-seven), entitled "An act to provide for the incorporation of institutions of learning with power to confer degrees in art, pure and applied science, philosophy, literature, medicine, law and theology, and for the supervision and regulation of the same, and providing a method by which institutions already incorporated may obtain the power to confer degrees, and exempting from the provisions of this act colleges heretofore incorporated by the courts of common pleas with power to confer degrees, in cases where such colleges have, at the time of the passage of this act, a specified amount of capital or resources," absolutely.

The act approved the twentieth day of April, one thousand eight hundred ninety-seven (Pamphlet Laws, twenty-eight), (Number twenty-three), entitled "An act to revive and continue in force provisions of an act, entitled 'An act to extend the time which corporations may hold and convey the title to real estate heretofore bought under execution, or conveyed to them in satisfaction of debts and now remaining in their hands unsold,' approved the eighteenth day of May, Anno Domini one thousand eight hundred and ninety-three," absolutely.

The act approved the fifteenth day of July, one thousand eight hundred ninety-seven (Pamphlet Laws, two hundred eighty-three), entitled "An act to amend the second section of an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, one thousand eight hundred and seventy-four, providing for the incorporation of associations for receiving and holding property, real and personal, of and for unincorporated religious, benevolent, charitable, educational, and missionary societies and associations, and executing trusts thereof," absolutely.

The act approved the second day of May, one thousand eight hundred ninety-nine (Pamphlet Laws, one hundred sixty), entitled "An act to validate changes heretofore made in the names of certain corporations not conducted for profit, and to provide a method of making

such changes hereafter," in so far as it relates to non-profit corporations.

The act approved the ninth day of February, one thousand nine hundred one (Pamphlet Laws, three), entitled "An act to provide for increasing the capital stock and indebtedness of corporations," in so far as it relates to nonprofit corporations.

The act approved the nineteenth day of April, one thousand nine hundred one (Pamphlet Laws, eighty), (Number fifty-one), entitled "An act to regulate the number of directors in corporations chartered under the laws of this Commonwealth," in so far as it relates to nonprofit corporations.

The act approved the nineteenth day of June, one thousand nine hundred one (Pamphlet Laws, five hundred seventy-four), (Number two hundred eighty-one), entitled "An act authorizing the transfer, upon the books of the corporation, of lots in cemeteries, owned by the corporations of the first class," absolutely.

The act approved the twenty-fifth day of June, one thousand nine hundred one (Pamphlet Laws, five hundred ninety-nine), entitled "An act amending section three of 'An act to provide for the incorporation and regulation of companies, not for profit, organized for the encouragement of the arts and sciences and of agriculture and horticulture, and to confer on such companies the right of eminent domain,' approved the fourteenth day of June, one thousand eight hundred and eighty-seven; enabling said corporations to increase their bonded indebtedness from two hundred thousand dollars to five hundred thousand dollars," absolutely.

The act approved the fifteenth day of April, one thousand nine hundred three (Pamphlet Laws, two hundred), (Number one hundred forty-five), entitled "An act to revive and continue in force the provisions of an act, entitled 'An act to extend the time during which corporations may hold and convey the title to real estate, heretofore bought under execution or conveyed to them in satisfaction of debts, and now remaining in their hands unsold,' approved the twentieth day of April, Anno Domini one thousand eight hundred and ninety-seven," in so far as it relates to nonprofit corporations.

The act approved the sixteenth day of March, one thousand nine hundred five (Pamphlet Laws, forty-two), (Number twenty-five), entitled "An act supplementary to an act, entitled 'An act to confer upon the several courts of common pleas of this Commonwealth jurisdiction of a court of equity in all cases of dower and partition, and prescribing the method of procedure,' approved July seventh, Anno Domini one thousand eight hundred and eighty-five," in so far as it relates to nonprofit corporations.

The act approved the twenty-second day of April, one thousand nine hundred five (Pamphlet Laws, two

hundred eighty), entitled "An act to amend section one of the act, entitled 'An act to provide for increasing the capital stock and indebtedness of corporations,' approved the ninth day of February, Anno Domini one thousand nine hundred and one; authorizing corporations to increase their capital stock and indebtedness, and secure the payment of principal and interest of their indebtedness," in so far as it relates to nonprofit corporations.

The act approved the first day of May, one thousand nine hundred seven (Pamphlet Laws, one hundred forty), (Number one hundred eleven), entitled "An act to provide for the division of charitable corporations having more than one place where their operations are carried on and of their property and providing for the performance of public duties of such corporations," absolutely.

The act approved the twenty-eighth day of May, one thousand nine hundred seven (Pamphlet Laws, three hundred), entitled "A supplement to an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved April twenty-ninth, Anno Domini eighteen hundred and seventy-four; providing for the incorporation of trustees appointed or to be appointed under the terms of any will, deed, grant, or gift creating a trust or trusts for the benefit of the people of any incorporated city of this Commonwealth, for the advancement of learning, science, music, and art, or any one or more of said purposes, in which representatives of said city may have part in the management," absolutely.

The act approved the eighteenth day of March, one thousand nine hundred nine (Pamphlet Laws, forty one), entitled "An act to better provide for perpetual care and preservation of burial-grounds or cemeteries within this Commonwealth," in so far as it relates to nonprofit corporations.

The act approved the twenty-seventh day of April, one thousand nine hundred nine (Pamphlet Laws, two hundred six), entitled "An act to amend section six of an act, entitled 'An act to provide for the incorporation of institutions of learning with power to confer degrees in art, pure and applied science, philosophy, literature, medicine, law, and theology, and for the supervision and regulation of the same, and providing a method by which institutions already incorporated may obtain the power to confer degrees; and exempting from the provisions of this act colleges heretofore incorporated by the courts of common pleas, with power to confer degrees, in cases where such colleges have, at the time of the passage of this act, a specified amount of capital or resources,' so as to empower colleges devoted to a specific subject in art, archæology, literature, or science (medical and law schools excepted), to work with a faculty of but three regular professors and two instruc-

tors or fellows, without prejudice to their right to confer degrees," absolutely.

The act approved the twenty-sixth day of April, one thousand nine hundred eleven (Pamphlet Laws, eighty-two), entitled "A supplement to an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved April twenty-ninth, Anno Domini eighteen hundred and seventy-four; providing for the incorporation of trustees appointed or to be appointed under the terms of any will, deed, grant, or gift creating a trust or trusts for the benefit of the people of any incorporated city of this Commonwealth, for the advancement of learning, science, music, art, or of any one or more of said purposes, in which representatives of said city may have part in the management; with power to confer degrees in art, pure and applied science, philosophy, literature, painting, music, medicine, law, and theology and for the supervision and regulation of the same," absolutely.

The act approved the fifth day of May, one thousand nine hundred eleven (Pamphlet Laws, one hundred seventy-two), entitled "A supplement to an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, Anno Domini one thousand eight hundred and seventy-four, authorizing the insertion of certain provisions in the charters of corporations for the support of public worship, and validating similar provisions in charters already granted," absolutely.

The act approved the eighth day of June, one thousand nine hundred eleven (Pamphlet Laws, seven hundred ten), entitled "An act to regulate the doing of business in this Commonwealth by foreign corporations; the registration thereof and service of process thereon; and providing punishment and penalties for the violation of its provisions; and repealing previous legislation on the subject," in so far as it relates to nonprofit corporations.

The act approved the ninth day of June, one thousand nine hundred eleven (Pamphlet Laws, seven hundred thirty-eight), entitled "An act providing for the report to the Auditor General, by the prothonotaries of the courts of common pleas, of corporations incorporated by such courts," absolutely.

The act approved the fifteenth day of May, one thousand nine hundred thirteen (Pamphlet Laws, two hundred fourteen), entitled "An act empowering all corporations incorporated under the laws of the State of Pennsylvania, for purposes not for profit, to acquire, hold, use, and enjoy real estate of the clear yearly rental value or income of fifty thousand dollars," absolutely.

The act approved the twenty-second day of July, one thousand nine hundred thirteen (Pamphlet Laws, nine hundred one), entitled "An act to amend the second

section of an act, entitled 'An act empowering the Governor of this Commonwealth to appoint special officers or policemen for incorporated or unincorporated associations heretofore or hereafter organized for any charitable purpose,' approved the twenty-fifth day of June, Anno Domini one thousand eight hundred and eighty-five," absolutely.

The act approved the twenty-second day of April, one thousand nine hundred fifteen (Pamphlet Laws, one hundred seventy), entitled "An act to amend section four of an act, entitled, 'An act to regulate the doing of business in this Commonwealth by foreign corporations; the registration thereof and service of process thereon; and providing punishment and penalties for the violation of its provisions; and repealing previous legislation on the subject,' approved the eighth day of June, one thousand nine hundred and eleven," in so far as it relates to nonprofit corporations.

The act approved the first day of June, one thousand nine hundred fifteen (Pamphlet Laws, seven hundred one), (Number three hundred eighteen), entitled "An act relating to the acquisition and holding of property, real and personal by any literary, scientific, educational, religious, charitable, benevolent, or beneficial society, church, congregation, association, or body incorporated, or any trustee or trustees of any trust for charitable or benevolent objects or purposes; fixing the amount of such property which may thus be acquired and held; and providing for the increase of such amount, and a method of procedure for obtaining the right to such increase," absolutely.

The act approved the first day of June, one thousand nine hundred fifteen (Pamphlet Laws, seven hundred three), (Number three hundred twenty), entitled "An act to authorize the insertion in the charter of any corporation for the support of public worship or for any like religious purpose, either originally or by amendment, of a provision that the rector or minister chosen by such corporation to take charge of the religious services by it maintained, shall, during his continuance in said office of rector or minister, be ex officio president of the vestry, board of trustees, board of directors or governing body, by whatever name designated, of such corporation, and to validate similar provisions in the charters of such corporations heretofore granted," absolutely.

The act approved the fifteenth day of June, one thousand nine hundred fifteen (Pamphlet Laws, nine hundred eighty-five), (Number four hundred twenty-seven), entitled "An act to provide for the incorporation and regulation of companies not for profit, organized to encourage and promote improvements in the breeding and management of poultry, pigeons, and game, and the

protection and preservation of forests, fish, game, and wild life," absolutely.

The act approved the seventeenth day of May, one thousand nine hundred seventeen (Pamphlet Laws, two hundred sixteen), entitled "An act to provide for the change of object of the corporate existence of volunteer fire-companies and firemen's relief associations connected with volunteer fire departments, and authorizing and providing a mode for the dissolution and surrender of the charter of said companies and associations," absolutely.

The act approved the seventeenth day of May, one thousand nine hundred seventeen (Pamphlet Laws, two hundred twenty-eight), entitled "An act to authorize the payment by corporations to their directors of compensation for services rendered by them," in so far as it relates to nonprofit corporations.

The act approved the eighteenth day of May, one thousand nine hundred seventeen (Pamphlet Laws, two hundred fifty-seven), entitled "An act to prevent the incorporation of societies and associations not for profit, with names, styles, or titles identical with or similar to the names, styles, or titles of State boards, commissions, or other activities, and the use by such societies and associations, already incorporated, of such names, styles, or titles, where such identity or similarity is calculated to result or has resulted in a confusion in the public mind between the recommendations and operations of such societies and associations and those of said State boards, commissions, or other activities," absolutely.

The act approved the eleventh day of July, one thousand nine hundred seventeen (Pamphlet Laws, seven hundred seventy-six), entitled "An act to amend an act, approved the fourteenth day of June, one thousand eight hundred and eighty-seven, entitled 'An act to provide for the incorporation and regulation of companies, not for profit, organized for the encouragement of the arts and sciences and of agriculture and horticulture, and to confer upon such companies the right of eminent domain,' as amended, enabling said corporations to increase their bonded indebtedness from five hundred thousand dollars to one million dollars," absolutely.

The act approved the nineteenth day of July, one thousand nine hundred seventeen (Pamphlet Laws, one thousand one hundred twenty), entitled "An act relative to the incorporation of hospitals and charitable or eleemosynary institutions or societies in which indigent persons are treated, or to be treated or maintained, in whole or in part, at public expense, and to the amendment of the charters thereof," absolutely.

The act approved the thirtieth day of March, one thousand nine hundred twenty-one (Pamphlet Laws, fifty-four), (Number twenty-eight), entitled "An act permitting corporations to change the date of their an-

nual meeting as fixed by its charter," in so far as it relates to nonprofit corporations.

The act approved the twenty-sixth day of April, one thousand nine hundred twenty-one (Pamphlet Laws, two hundred ninety-nine), (Number one hundred fifty-one), entitled "An act empowering all corporations incorporated under the laws of the State of Pennsylvania for purposes not for profit to change, alter, and amend by by-law such provisions of their charters as are purely administrative," absolutely.

The act approved the fifth day of May, one thousand nine hundred twenty-one (Pamphlet Laws, three hundred ninety-five), entitled "A supplement to an act, approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), entitled 'An act to provide for the incorporation and regulation of certain corporations'; providing that a charter may be granted to a church for the purpose of the support of public worship and for the collateral purpose of conducting a public burial ground or cemetery; imposing certain duties upon the trustees in relation to the sale of burial lots, the care and maintenance of the same, and the care and disposition of certain funds; providing for the audit of such funds by the corporation auditors, the filing of a bond by said trustees, and limiting the time for taking exceptions to the report of such auditors; and validating charters heretofore granted or amended containing similar provisions as this act," absolutely.

The act approved the twentieth day of May, one thousand nine hundred twenty-one (Pamphlet Laws, nine hundred eighty-eight), entitled "An act to amend sections four and six of a supplement to an act, approved the twenty-sixth day of April, one thousand nine hundred and eleven (one thousand nine hundred and eleven, Pamphlet Laws, eighty-two), entitled 'A supplement to an act, entitled "An act to provide for the incorporation and regulation of certain corporations," approved April twenty-ninth, Anno Domini eighteen hundred and seventy-four; providing for the incorporation of trustees appointed or to be appointed under the terms of any will, deed, grant, or gift creating a trust or trusts for the benefit of the people of any incorporated city of this Commonwealth, for the advancement of learning, science, music, art, or of any one or more of said purposes, in which representatives of said city may have part in the management; with power to confer degrees in art, pure and applied science, philosophy, literature, painting, music, medicine, law, and theology, and for the supervision and regulation of the same'; conferring upon the State Council of Education powers and duties heretofore vested in the College and University Council," absolutely.

The act approved the twentieth day of May, one thou-

sand nine hundred twenty-one (Pamphlet Laws, one thousand eighteen), entitled "An act to amend sections five and seven, and repeal sections eight and ten, of an act, approved the twenty-sixth day of June, one thousand eight hundred ninety-five (Pamphlet Laws, three hundred twenty-seven), entitled 'An act to provide for the incorporation of institutions of learning with power to confer degrees in art, pure and applied science, philosophy, literature, medicine, law and theology, and for the supervision and regulation of the same, and providing a method by which institutions already incorporated may obtain the power to confer degrees, and exempting from the provisions of this act colleges heretofore incorporated by the courts of common pleas with power to confer degrees, in cases where such colleges have, at the time of the passage of this act, a specified amount of capital or resources'; conferring upon the State Council of Education powers and duties heretofore vested in the College and University Council," absolutely.

The act approved the twenty-fifth day of May, one thousand nine hundred twenty-one (Pamphlet Laws, one thousand one hundred forty-one), entitled "An act to amend section three of an act, approved the fourteenth day of June, one thousand eight hundred eighty-seven (Pamphlet Laws, three hundred and eighty-three), entitled 'An act to provide for the incorporation and regulation of companies, not for profit, organized for the encouragement of the arts and sciences and of agriculture and horticulture, and to confer upon such companies the right of eminent domain,' as amended; enabling said corporations to increase their bonded indebtedness," absolutely.

The act approved the sixteenth day of May, one thousand nine hundred twenty-three (Pamphlet Laws, two hundred forty-six), entitled "An act to provide for the registration and protection of names, titles, or designations of associations, societies, orders, foundations, federations, organizations, and corporations of the first class," in so far as it relates to nonprofit corporations.

The act approved the twenty-third day of May, one thousand nine hundred twenty-three (Pamphlet Laws, three hundred nineteen), entitled "An act to amend section six of an act, approved the twenty-sixth day of June, one thousand eight hundred and ninety-five (Pamphlet Laws, three hundred and twenty-seven), entitled 'An act to provide for the incorporation of institutions of learning with power to confer degrees in art, pure and applied science, philosophy, literature, medicine, law, and theology, and for the supervision and regulation of the same, and providing a method by which institutions already incorporated may obtain the power to confer degrees; and exempting from the provisions of this act colleges heretofore incorporated by the courts of com-

mon pleas, with power to confer degrees, in cases where such colleges have, at the time of the passage of this act, a specified amount of capital or resources,' as amended by prescribing additional requirements for institutions conferring degrees, making certain exceptions therefrom, and imposing certain duties on the State Council of Education," absolutely.

The act approved the twenty-fourth day of May, one thousand nine hundred twenty-three (Pamphlet Laws, four hundred thirty-eight), entitled "An act authorizing corporations incorporated under the laws of any other State of the United States to acquire, use, encumber, and dispose of such real estate, and rights, and interests in, in the nature of or in respect to real estate, in Pennsylvania, as may be necessary and proper for the exercise of such of their corporate purposes as it may be lawful for them to exercise in this State; defining certain of their powers, rights, and liabilities in connection therewith; regulating the exercise of said rights by foreign public service corporations; repealing certain acts; and validating certain titles, rights, and interests heretofore acquired," in so far as it relates to nonprofit corporations.

The act approved the thirteenth day of June, one thousand nine hundred twenty-three (Pamphlet Laws, six hundred ninety-seven), entitled "An act to amend part of section three of the act, approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), entitled 'An act to provide for the incorporation and regulation of certain corporations,' by authorizing certain corporations of the first class to be incorporated by the Governor," absolutely.

The act approved the seventh day of April, one thousand nine hundred twenty-five (Pamphlet Laws, one hundred eighty-three), entitled "An act providing that certificates of association and articles of incorporation or of any improvements, amendments, or alterations thereto may be acknowledged and sworn or affirmed to before a notary public or justice of the peace; validating such acknowledgments made prior to the approval of this act," in so far as it relates to nonprofit corporations.

The act approved the seventh day of April, one thousand nine hundred twenty-five (Pamphlet Laws, one hundred eighty-four), (Number one hundred thirty-three), entitled "An act to amend section one of an act, approved the twenty-fourth day of May, one thousand nine hundred and twenty-three (Pamphlet Laws, four hundred and thirty-eight), entitled 'An act authorizing corporations incorporated under the laws of any other State of the United States to acquire, use, encumber, and dispose of such real estate, and rights, and interests in, in the nature of or in respect to real estate, in Penn-

sylvania, as may be necessary and proper for the exercise of such of their corporate purposes as it may be lawful for them to exercise in this State; defining certain of their powers, rights, and liabilities in connection therewith; regulating the exercise of said rights by foreign public service corporations; repealing certain acts; and validating certain titles, rights, and interests heretofore acquired,' by extending its provisions to corporations incorporated under the laws of the District of Columbia or by Act of Congress," in so far as it relates to nonprofit corporations.

The act approved the thirtieth day of April, one thousand nine hundred twenty-five (Pamphlet Laws, four hundred three), entitled "An act relating to the dissolution of corporations; and imposing certain duties on the Secretary of the Commonwealth and the prothonotaries," in so far as it relates to nonprofit corporations.

The act approved the twelfth day of May, one thousand nine hundred twenty-five (Pamphlet Laws, six hundred fifteen), entitled "An act pertaining to corporations organized or doing business within the Commonwealth; limiting the operation of their by-laws; and providing for the execution of contracts, notes, mortgages, et cetera, by such corporations," in so far as it relates to nonprofit corporations.

The act approved the ninth day of March, one thousand nine hundred twenty-seven (Pamphlet Laws, twenty-one), entitled "An act to amend the first portion of section two of the act approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), entitled 'An act to provide for the incorporation and regulation of certain corporations,' as amended, providing for the incorporation of first-class corporations for the purpose of fostering the laying out, adopting and improvement of highway routes and transcontinental highways, and limiting the amount of real estate to be held by first-class corporations," absolutely.

The act approved the twenty-ninth day of March, one thousand nine hundred twenty-seven (Pamphlet Laws, seventy), entitled "An act to amend section one of the act, approved the twenty-fifth day of April, one thousand eight hundred and seventy-six (Pamphlet Laws, forty-seven), entitled 'An act supplementary to the act entitled "An act to provide for the incorporation and regulation of certain corporations," approved the twenty-ninth day of April, Anno Domini eighteen hundred and seventy-four, extending its provisions to all who may have the right to vote at elections for directors, managers, or trustees,' regulating the manner of voting in first-class corporations," absolutely.

The act approved the eighteenth day of April, one thousand nine hundred twenty-seven (Pamphlet Laws, three hundred nine), entitled "An act to further amend

part of section three of the act, approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), entitled 'An act to provide for the incorporation and regulation of certain corporations,' by eliminating the provisions authorizing certain corporations of the first class to be incorporated by the Governor," absolutely.

The act approved the twenty-second day of April, one thousand nine hundred twenty-seven (Pamphlet Laws, three hundred fifty-three), (Number two hundred eighteen), entitled "An act to amend subdivision three of section three of an act, approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), entitled 'An act to provide for the incorporation and regulation of certain corporations,' by regulating the weekly advertisements for corporate charters," in so far as it relates to non-profit corporations.

The act approved the twenty-eighth day of April, one thousand nine hundred twenty-seven (Pamphlet Laws, four hundred eighty-three), entitled "An act to further amend section two of an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), as amended; by providing for the incorporation of associations of taxpayers for the encouragement and promotion of good government in any county, city, borough, or township," absolutely.

The act approved the fifth day of May, one thousand nine hundred twenty-seven (Pamphlet Laws, eight hundred thirteen), entitled "An act to amend section one of an act, approved the twenty-fourth day of May, one thousand nine hundred and twenty-three (Pamphlet Laws, four hundred thirty-eight), entitled 'An act authorizing corporations incorporated under the laws of any other State of the United States to acquire, use, encumber, and dispose of such real estate, and rights, and interests in, in the nature of or in respect to real estate, in Pennsylvania, as may be necessary and proper for the exercise of such of their corporate purposes as it may be lawful for them to exercise in this State; defining certain of their powers, rights, and liabilities in connection therewith; regulating the exercise of said rights by foreign public service corporations; repealing certain acts; and validating certain titles, rights, and interests heretofore acquired,' as amended; by providing that stockholders of such corporations owning real estate in this State, and who reside in this State, shall have the right to inspect the books, documents, and records of such corporations the same as in case of domestic corporations, and granting to courts of common pleas jurisdiction and power to enforce such right," in so far as it relates to nonprofit corporations.

The act approved the sixth day of May, one thousand nine hundred twenty-seven (Pamphlet Laws, eight hundred twenty-eight), (Number four hundred seventeen), entitled "An act to further amend the second paragraph of the fifth section of an act, approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), entitled 'An act to provide for the incorporation and regulation of certain corporations,' " absolutely.

The act approved the thirteenth day of March, one thousand nine hundred twenty-nine (Pamphlet Laws, twenty-one), entitled "An act to amend the act, approved the twenty-second day of April, one thousand eight hundred and eighty-nine (Pamphlet Laws, forty-two), entitled 'A supplement to "An act relating to corporations and to estates held for corporate, religious and charitable uses," approved the twenty-sixth day of April, Anno Domini one thousand eight hundred and fifty-five, increasing the limit of real and personal estates which may be held by such corporations,' by further increasing the limit of such estates which may be held by such corporations, societies, or congregations," in so far as it relates to nonprofit corporations.

The act approved the eighteenth day of April, one thousand nine hundred twenty-nine (Pamphlet Laws, five hundred thirty-nine), entitled "An act to amend section two of the act, approved the first day of June, one thousand nine hundred and fifteen (Pamphlet Laws, seven hundred and one), entitled 'An act relating to the acquisition and holding of property, real and personal, by any literary, scientific, educational, religious, charitable, benevolent, or beneficial society, church, congregation, association, or body incorporated, or any trustee or trustees of any trust for charitable or benevolent objects or purposes; fixing the amount of such property which may thus be acquired and held; and providing for the increase of such amount, and a method of procedure for obtaining the right to such increase,' by increasing limit of such estates which may be held by such corporations, societies, or congregations," in so far as it relates to nonprofit corporations.

The act approved the twenty-sixth day of March, one thousand nine hundred thirty-one (Pamphlet Laws, ten), (Number eight), entitled "An act to amend subdivision three of section three of the act, approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), entitled 'An act to provide for the incorporation and regulation of certain corporations,' as amended, by regulating the advertising of application of charters for corporations of the first class," in so far as it relates to nonprofit corporations.

The act approved the thirtieth day of March, one thousand nine hundred thirty-one (Pamphlet Laws,

twelve), entitled "An act to amend the act, approved the eighth day of June, one thousand eight hundred and ninety-one (Pamphlet Laws, two hundred eleven), entitled 'An act relating to real estate given or devised to corporations to be used for religious or charitable purposes,' by eliminating the proviso requiring such corporations to divest themselves of such real estate within five years," in so far as it relates to nonprofit corporations.

The act approved the fourth day of May, one thousand nine hundred thirty-one (Pamphlet Laws, eighty), entitled "An act providing for the dissolution of corporations organized for the support of public worship, and for the preservation, allocation and distribution of the property and assets of such corporations," absolutely.

The act approved the fourth day of May, one thousand nine hundred thirty-one (Pamphlet Laws, eighty-two), entitled "An act authorizing the merger and consolidation of corporations organized and formed for the support of public worship," absolutely.

The act approved the twenty-second day of June, one thousand nine hundred thirty-one (Pamphlet Laws, eight hundred ninety-seven), entitled "An act to amend section forty-two of the act, approved the twenty-ninth day of April, one thousand eight hundred and seventy-four (Pamphlet Laws, seventy-three), entitled 'An act to provide for the incorporation and regulation of certain corporations,' as amended, providing for the giving of notice of amendments to corporate charters," in so far as it relates to nonprofit corporations.

All other acts or parts of acts inconsistent herewith are hereby repealed in so far as they relate to nonprofit corporations.

APPROVED—The 5th day of May, A. D. 1933.

GIFFORD PINCHOT.

No. 106

AN ACT

Relating to business corporations; defining and providing for the organization, merger, consolidation, reorganization, winding up and dissolution of such corporations; conferring certain rights, powers, duties and immunities upon them and their officers and shareholders; prescribing the conditions on which such corporations may exercise their powers; providing for the inclusion of certain existing corporations of the second class within the provisions of this act; prescribing the terms and conditions upon which foreign business corporations may be admitted, or may continue, to do business within the Commonwealth; conferring powers and imposing duties on the courts of common pleas, and certain State departments, commissions, and officers; authorizing certain State departments, boards, commissions, or