

No. 182

AN ACT

SB 1120

Relating to certain documents, prescribing the fees for the Department of State and certain public officers, permitting the filing of certain documents appropriating the exclusive right to a corporate name, repealing the excise tax on the capital stock of domestic corporations and repealing inconsistent acts.

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

Section 1. This act shall apply to the fees receivable by the Department of State for the use of the Commonwealth for the official receiving, filing and indexing, or any of them, of any document or paper and the issuance of any required certificate with respect thereto, including fees receivable for the official acts and transactions of the Secretary of the Commonwealth, and to the fees receivable by any filing officer under the Uniform Commercial Code.

Section 2. In the case of any document or paper relating to corporations, for the purposes of administering this act, the term "ancillary transaction" shall include reservation of name, preclearance of document, amendment of articles or charter, restatement of articles or charter, change in registered or principal office, change in share structure, increase or decrease in capital stock, conversion, election to dissolve, dissolution, reorganization, withdrawal by foreign corporation, or any similar transaction, or the deposit in the Department of State for filing in, by or with the Department of State or the Secretary of the Commonwealth of any articles, statements, proceedings, agreements, decrees, officer's return or any like papers affecting corporations under the statutes of this Commonwealth.

Section 3. The fees of the Department of State, including fees for the public acts and transactions of the Secretary of the Commonwealth, and of filing officers under the Uniform Commercial Code, shall be as follows:

- (1) Domestic corporations for profit:
 - Articles of incorporation, letters patent or like instrument incorporating a corporation or association..... \$ 75.00
 - Articles or agreement or like instrument of merger or consolidation 40.00
 - Additional fee for each corporation which is a party to a merger or consolidation 20.00
 - Articles of conversion or like instrument 75.00
 - Each ancillary transaction 40.00
- (2) Domestic corporations not-for-profit:
 - Articles of incorporation, or like instrument incorporating a corporation or association..... 75.00

	Articles or agreement or like instrument of merger or consolidation	40.00
	Additional fee for each corporation which is a party to a merger or consolidation	20.00
	Each ancillary transaction	40.00
(3)	Foreign corporations:	
	Certificates of authority or like qualification to do business.....	150.00
	Amended certificate of authority or like change in qualification to do business.....	150.00
	Domestication.....	75.00
	Statement of merger or consolidation or like instrument reporting occurrence of merger or consolidation not ¹ effected by a filing in the department	50.00
	Additional fee for each corporation which is named in a statement of merger or consolidation or like instrument	20.00
	Each ancillary transaction	40.00
(4)	Individual fictitious names:	
	Registration	25.00
	Each ancillary transaction	25.00
(5)	Corporate fictitious names:	
	Registration	40.00
	Each ancillary transaction	40.00
(6)	Service of Process:	
	Each defendant named or served.....	10.00
(7)	Trade Marks, emblems, union labels, description of bottles and like matters:	
	Registration	25.00
	Each ancillary transaction	25.00
(8)	Uniform Commercial Code:	
	Financing Statement	5.00
	Each ancillary transaction	5.00
	Search - per debtor named	5.00
	Additional fee for each financing statement found and for each statement of assignment reported therein	1.00

All filings under the Uniform Commercial Code shall be made on standard forms approved by the Secretary of the Commonwealth. No fee will be charged for supplementary pages identical in size to the standard

¹“affected” in original.

form. A fee of two dollars (\$2.00) shall be charged for the first supplementary page of nonstandard size and one dollar (\$1.00) for each such additional page.

- (9) Miscellaneous Filings:
 - Taking or filing bond of any public officer..... 2.00
 - Taking or filing recognizance of any public officer 2.00
 - Writ of assistance, including great seal 5.00
 - Commission for any city, county or district officer who receives emoluments, and pays no taxes on commission, except coroners 5.00
 - Commission to take acknowledgment of deeds or other instruments 25.00
 - Each commission for justice of the peace or alderman 3.00
 - Approving plans of prisons, including certificate and great seal 3.00
 - Each commission for railroad, or other police 5.00
- (10) Copy fees (including copies furnished by filing officers under the Uniform Commercial Code):
 - Each page of photocopy furnished..... 1.00
- (11) Certification Fees:
 - For certifying copies of any document or paper on file, the fee specified in clause (10) hereof if the department furnished the copy, plus 7.50
 - For issuing any other certificate of the Secretary of the Commonwealth or the Department of State 10.00
- (12) Report of record search (other than search under clause (8) hereof):
 - For preparing and providing a written or photocopy, or both, report of a record search, the fee specified in clause (10) hereof, if any, plus 5.00
- (13) Filing an application to reserve a corporate name..... 10.00

Section 4. The Department of State may charge equivalent fees for any like service not specified in section 3 hereof.

Section 5. The Department of State may provide listings, or copies of microfilm, or both, of complete daily filings of any class of documents or papers for a fee of twenty-five cents (25¢) per filing listed or set forth therein.

Section 6. (a) The Department of State shall not be required to receive or file any document or paper unless the same shall be accompanied by the proper fee, but the Department of State may in its discretion permit the filing of any document or paper without first requiring payment of the fee required by this act when satisfied that the fee will be paid promptly. If any such fee is not paid in the manner and within the time prescribed by regulation of the Department of State, the filing to which such fee relates shall become void.

(b) The Department of State may take provision by regulation for the extension of credit to persons dealing with it. Any person who shall fail or refuse to satisfy any indebtedness owing to the Commonwealth under this act in the manner and within the time prescribed by regulation adopted pursuant to this subsection shall pay to the Commonwealth, in addition to the principal amount of such indebtedness and interest thereon, liquidated damages in the amount of five hundred dollars (\$500).

Section 7. No bonus or excise tax heretofore or hereafter paid by or on behalf of any corporation shall be a credit against the fees specified in this act. The Secretary of the Commonwealth is authorized to dispose of the records of his office relating to credits against bonus and excise tax claimed by or allowed to domestic corporations.

Section 8. The act of July 25, 1953 (P.L.564), entitled "An act to provide revenue for State purposes by imposing an excise tax on the capital stock, stated capital or capital of domestic corporations, banks and trust companies, and certain partnerships; providing for the computation, payment, assessment, settlement and resettlement of the tax, and reviews and appeals therefrom; conferring powers and imposing duties on certain persons, corporations and certain partnerships, State officers, boards and departments; requiring certain reports; creating a lien for unpaid tax; imposing penalties; and repealing certain acts relating to corporations and certain partnerships," is repealed.

The provisions of said act shall remain in effect for three years after the effective date hereof as to excise tax imposable and collectible for any period prior to the effective date of this act, and shall, after the end of such three-year period, continue in effect as to all proceedings then pending for the imposition and collection of any of such tax.

Section 9. (a) If the Department of State finds that by reason of the number of index records relating to inactive corporations on file in the Department of State it is impractical to convert the index records of the Department of State relating to corporations to magnetic storage media or other automated storage media, the Department of State may, by regulation, from time to time:

(1) Prescribe a form of notice of continued existence to be filed by all corporations, or by all corporations of any specified class, for the purpose of revising and correcting the corporate index records of the Department of State.

(2) Specify the final date by which all corporations, or all corporations of any specified class, shall file in the Department of State the notice prescribed pursuant to clause (1) of this subsection. Such date shall not be less than six months after the effective date of the regulation with respect to the class of corporations affected.

(b) The Department of State shall give public notice of the final date established pursuant to clause (1) of subsection (a) of this section by

publication in the Pennsylvania Bulletin, one time at least sixty days and one time at least thirty days prior to such final date.

(c) No fee shall be charged for the filing in the Department of State of the notice required pursuant to this section.

(d) The Department of State may omit from its index of active corporations the name of any corporation which has failed to file a notice of continued existence in the form and within the time required pursuant to this section, and may permit the name of such corporation to be appropriated by any proposed corporation or any other corporation otherwise entitled thereto. Failure to so file a notice of continued existence shall not affect the corporate existence of the delinquent corporation or otherwise affect its status.

(e) No corporation shall be required to file more than one notice of continued existence hereunder.

Section 10. (a) The following acts and parts of acts are repealed absolutely:

(1) The last sentence of section 3, act of April 29, 1874 (P.L.73), entitled "An act to provide for the incorporation and regulation of certain corporations."

(2) The act of June 8, 1923 (P.L.685) entitled "An act prescribing the fees for the office of Secretary of the Commonwealth."

(3) Penultimate sentence of section 6.1, act of May 24, 1945 (P.L.967), entitled "An act making it unlawful for any individual or individuals to carry on any business under an assumed or fictitious name, style or designation, unless upon advertisement and the filing of an application to that effect in the office of the Secretary of the Commonwealth and of the prothonotary; requiring nonresident applicants to have a resident agent; prescribing the effect of failure to file such application; providing that certificates of the Secretary of the Commonwealth shall be admitted in evidence; requiring county commissioners, at the expense of the county, to provide books or other means of reproduction for the entry of such applications; requiring the cancellation of such application or the withdrawal from the business; providing methods therefor; fixing the fees of the Secretary of the Commonwealth and prothonotary; and providing penalties."

(4) Penultimate sentence of subsection (1) and all of subsection (3) of section 9-404, last sentence of subsection (2) of section 9-405, last sentence of section 9-406, penultimate and last sentences of subsection (2) of section 9-407 and section 9-409, act of April 6, 1953 (P.L.3), reenacted, amended and revised October 2, 1959 (P.L.1023), known as the "Uniform Commercial Code."

(b) The following acts and parts of acts are repealed in so far as they specify the fees to be charged by the Department of State or the Secretary of the Commonwealth:

(1) Section 2, act of May 21, 1895 (P.L.95), entitled "An act to provide

for the adoption of trade mark, labels, symbols or private stamps by any incorporated or unincorporated association or union of workingmen, and to regulate the same.”

(2) Section 1, act of June 15, 1911 (P.L.975), entitled “An act providing for the registration of bottles, boxes, siphons, siphon-heads, tins, kegs, cans, soda-fountains, cylinders of carbonic acid gas, or other containers; and forbidding the refilling of, or dealing or trafficking in, such registered bottles, boxes, siphons, siphon-heads, tins, cans, kegs, soda-fountains, cylinders of carbonic acid gas, or other containers, by persons other than the owners thereof, without the written consent of the owner, and imposing a penalty therefor; providing for the issuing of process in the nature of search warrant; providing what shall be prima facie proof thereof; and providing that the delivery of said bottles, boxes, siphons, siphon-heads, tins, cans, kegs, soda-fountains, cylinders of carbonic acid gas, or other containers, shall not constitute a sale thereof.”

(3) Section 3, act of May 14, 1929 (P.L.1721), entitled, as amended, “An act providing for the service of process in civil suits on nonresident operators, nonresident owners or nonresident persons in whose behalf a motor vehicle is being operated or motor vehicles operated within the Commonwealth of Pennsylvania; and making the operation of such a motor vehicle on the public highways of the Commonwealth of Pennsylvania the equivalent of the appointment of the Secretary of the Commonwealth of Pennsylvania as the agent of the said nonresident, upon whom civil process may be served; and providing for further notice to the defendant in any such suit.”

(4) Section 6, act of May 24, 1945 (P.L.967), entitled “An act making it unlawful for any individual or individuals to carry on any business under an assumed or fictitious name, style or designation, unless upon advertisement and the filing of an application to that effect in the office of the Secretary of the Commonwealth and of the prothonotary; requiring nonresident applicants to have a resident agent; prescribing the effect of failure to file such application; providing that certificates of the Secretary of the Commonwealth shall be admitted in evidence; requiring county commissioners, at the expense of the county, to provide books or other means of reproduction for the entry of such applications; requiring the cancellation of such application or the withdrawal from the business; providing methods therefor; fixing the fees of the Secretary of the Commonwealth and prothonotary; and providing penalties.”

(5) Sections 4, 7 and 9, act of September 26, 1951 (P.L.1518), entitled, as amended, “An act to provide for the registration and protection of trade-marks and service-marks and to secure the rights, property and interests therein; providing for the assignment, cancellation and revocation thereof; and imposing penalties for violations; conferring powers and imposing duties upon the Secretary of the Commonwealth in the administration thereof; and to repeal all acts inconsistent therewith.”

(6) Sections 9, 11, 12, 15 and 16, act of July 11, 1957 (P.L.783), known as the "Fictitious Corporate Name Act."

(7) Sections 2 and 4, act of January 26, 1966 (P.L.1598), entitled "An act relating to the business of supplying towels, coats, aprons, uniforms, toilet devices or other kindred articles or supplies for hire or compensation; providing for the filing of names, trademarks or devices impressed thereon and the effect of such filing; regulating the possession, use and disposal of articles or supplies so marked; and providing penalties; and conferring powers and imposing duties on the Secretary of the Commonwealth in the administration thereof."

(c) All other parts of those acts specified in subsections (a) and (b) of this section and all other acts and parts of acts are hereby repealed in so far as they fix the fees for filing documents and papers in the Department of State or the office of the Secretary of the Commonwealth.

APPROVED—The 12th day of July, A. D. 1972.

MILTON J. SHAPP

The foregoing is a true and correct copy of Act of the General Assembly No. 182.

A handwritten signature in black ink, reading "C. McLaughlin Tucker". The signature is written in a cursive, flowing style.

Secretary of the Commonwealth.