


**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<p>Return document by mail to:</p> <hr/> <p>Name</p> <hr/> <p>Address</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Return document by email to: _____</p>	<p>Statement of Domestication DSCB:15-375 (7/1/2015)</p>  <p>375</p>
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Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 375 (relating to Statement of domestication), the undersigned entity, desiring to effect domestication, hereby states that:

A. For the domesticating entity:

1. The type of association is (check only one):

- | | | |
|---------------------------|---|--------------------------|
| Business Corporation | Limited Partnership | Business Trust |
| Nonprofit Corporation | Limited Liability (General) Partnership | Professional Association |
| Limited Liability Company | Limited Liability Limited Partnership | Other _____ |

2. The name of the domesticating entity is: _____

3. The jurisdiction of formation of the domesticating entity: _____

4. Date on which the domesticating entity was created, incorporated or formed: _____
(MM/DD/YYYY)

5. Check and complete one of the following addresses.

	<p>If the domesticating entity is a domestic filing entity, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. <i>Complete part (a) OR (b) – not both:</i></p> <p>(a) _____ <div style="display: flex; justify-content: space-between; width: 100%; font-size: small;"> Number and street City State Zip County </div> </p> <p>(b) c/o: _____ <div style="display: flex; justify-content: space-between; width: 100%; font-size: small;"> Name of Commercial Registered Office Provider County </div> </p>
	<p>If the domesticating entity is a domestic entity that is <i>not</i> a domestic filing entity or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <div style="display: flex; justify-content: space-between; width: 100%; font-size: small;"> Number and street City State Zip County </div>
	<p>If the domesticating entity is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office:</p> <p>_____</p> <div style="display: flex; justify-content: space-between; width: 100%; font-size: small;"> Number and street City State Zip </div>

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

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Applicable Law

The Association Transactions Act, effective July 1, 2015, sets out the procedural aspects of domestications for all entity types. Pennsylvania law governs the legal effect of a foreign entity domesticating in Pennsylvania. The laws of the foreign jurisdiction will govern the legal effect of a domestication of a Pennsylvania entity in that jurisdiction. See, in general, 15 Pa.C.S. §§ 311-330; for domestication; 15 Pa.C.S. §§ 371-376. The requirements for the Statement of Domestication are set forth in 15 Pa.C.S. § 375. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Who should file this form?

A Statement of Domestication must be filed with the Pennsylvania Department of State when a Pennsylvania entity is moving its jurisdiction of formation to another state/jurisdiction or a foreign entity is moving its jurisdiction of formation to Pennsylvania.

The domesticated entity is the same entity as the domesticating entity; it has simply changed the organic law to which it is subject. When a domestication takes effect, the entity continues to exist, but as a domestic entity of the same type under the laws of a different state/jurisdiction.

Definitions

A **domestic entity** is an entity, the internal affairs of which are governed by the law of this Commonwealth.

A **foreign entity** is an entity that is not a domestic entity.

A **domesticating entity** is either: (1) the domestic entity that approves a plan of domestication pursuant to section 373(a) (relating to approval of domestication) or (2) the foreign entity that approves a domestication pursuant to section 373(b).

A **domesticated entity** is the domesticating entity as it continues in existence after a domestication.

A **domestic filing entity** is a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust.

A **registered foreign association** is a foreign association

(formed in a jurisdiction other than Pennsylvania) that is registered to do business in this Commonwealth pursuant to a filing made in the Department of State.

Public organic record refers to Articles of Incorporation (for corporations), Certificate of Limited Partnership (limited partnerships), Certificate of Organization (limited liability companies), Articles of Association (professional association) or Declaration or Deed of Trust (business trusts).

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

A. For the domesticating entity

A.1. Check the appropriate box to indicate the domesticating entity type. A domesticating entity is one of the following: (1) a Pennsylvania entity that is moving its jurisdiction of formation out of Pennsylvania or (2) a foreign entity that is moving its jurisdiction of formation to Pennsylvania. Only one box for entity type may be checked. **This field is required.**

A.2. Give the exact name of the domesticating entity. If the domesticating entity is an existing Pennsylvania filing entity or domestic limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department's records at the time the Statement is submitted for filing. **This field is required.**

A.3. Give the jurisdiction of formation of the domesticating entity. "Jurisdiction of formation" means the jurisdiction whose law includes the governing statute of the entity. For example, if the domesticating corporation was formed in Delaware and is a Delaware corporation before the domestication, then the jurisdiction of formation is Delaware. **This field is required.**

A.4. Give the date on which the domesticating entity was originally incorporated or formed. Provide month, day and year. **This field is required.**

A.5. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

If the domesticating entity is a domestic filing entity, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the domesticating entity is a domestic entity that is not a domestic filing entity or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the domesticating entity is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

B. For the domesticated entity.

B.1. Give the exact name of the domesticated entity. If the domesticated entity is an existing Pennsylvania filing entity or domestic limited liability partnership, or is a foreign association or foreign limited liability partnership already registered in Pennsylvania, the name on this line must match exactly the association name as shown in Department’s records at the time the Statement is submitted for filing. **This field is required.**

NOTE – if the domesticated entity is a new filing entity, be sure and include within the name the appropriate association designator. For example, if a domestic corporation is being registered as the domesticated entity, an acceptable corporate identifier must be part of the association name. For domestic filing entity name requirements, see 15 Pa.C.S. §§ 201-207. For foreign association name requirements, see 15 Pa.C.S. § 412 and § 414. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes

B.2. Give the jurisdiction of formation of the domesticated entity. “Jurisdiction of formation” means the jurisdiction whose law includes the governing statute of the entity. For example, if the domesticating corporation has become a Pennsylvania corporation, then the jurisdiction of formation is Pennsylvania. **This field is required.**

B.3. Check and complete one of the address boxes, based on the criteria given. **This field is required.**

If the domesticated entity is a domestic filing entity, domestic limited liability partnership or registered foreign association, the address provided must be of its registered office (a) or Commercial Registered Office Provider (b) as on file with the Department of State.

If the domesticated entity is a domestic entity that is not a domestic filing entity or limited liability partnership, the address given must be the principal office, including street and number, if any.

If the domesticated entity is a non-registered foreign association, the address provided must be the address, including street and number, if any, of its registered or similar office required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office.

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

C. Effective date. Any date specified as the effective date of the Statement of Domestication must be a future effective date (after the date and time of its delivery to the Department). A specified effective date may not be retroactive (prior to the date and time of the Statement’s delivery to the Department). If a delayed effective date is specified, but no time is given, then the time used will be 12:01 a.m. on the date specified. If neither option for effective date is checked, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

D. Approval. See 15 Pa.C.S. §§ 321-330 and 15 Pa.C.S. § 373(b), which set forth the requirements for approval of domestications by domestic entities and foreign entities, respectively. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. **This field is required.**

E. Check box only if the internal affairs of the domesticating entity are governed by the laws of more than one jurisdiction (one of which is Pennsylvania) at the same time. Under the former domestication provisions in the Business Corporation Law, a domesticating corporation was not required to surrender its foreign charter, thus permitting it to be incorporated in both the foreign jurisdiction and Pennsylvania at the same time. That policy of permitting dual incorporation is continued and generalized to apply to all types of entities. See 15 Pa.C.S. § 375(b)(8). If the internal affairs of an entity are governed by the laws of more than one jurisdiction at the same time, it will no longer be a “registered organization” under the Uniform Commercial Code. See 13 Pa.C.S. § 9102. **This field is optional.**

F. Attachments

One of the following, in addition to the filing fee, shall accompany this form:

- (1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes) for domesticating entities which are domestic filing entities and are domesticating out of Pennsylvania without simultaneously registering as a foreign association.

(1) One copy of a completed form DSCB:15-134A (Docketing Statement), with respect to a domesticated association that is a Pennsylvania filing entity, if the domesticated association was not previously registered as a foreign association in Pennsylvania.

The following may be required to accompany this form:

(2) If the domesticated entity is a domestic filing entity, one copy of its public organic record. For example, a completed form DSCB:15-1306-7102 (Articles of Incorporation-For Profit), DSCB:15-5306-7102 (Articles of Incorporation-Nonprofit), DSCB:15-8511 (Certificate of Limited Partnership), DSCB:15-8913 (Certificate of Organization) or other public organic record should be attached to the Statement of Domestication with respect to the domesticated entity. If the domesticated entity is a domestic limited liability partnership or a domestic limited liability limited partnership not using the alternative procedure in 15 Pa.C.S. § 8201(f), a DSCB:15-8201 (Statement of Registration) must be attached. The public organic record does not need to be signed or state the name or address of an incorporator of a corporation, organizer of a limited liability company or similar person with respect to any other type of entity.

(3) One copy of a separate completed form DSCB:15-134A (Docketing Statement), with respect to the domesticated association, unless the domesticated association is a nonqualified foreign corporation.

(4) Any necessary copies of form DSCB:19-17.2 (Consent to Appropriation of Name) or a resolution from the association's governors adopting an alternate name, if applicable.

(5) Any necessary governmental approvals. A domestication involving a regulated entity may require approval of a government agency before it can become effective. *See* 15 Pa.C.S. § 103.

(6) Tax clearance certificates are required from the Department of Revenue and the Department of Labor and Industry, evidencing payment of all taxes and charges payable to the Commonwealth, if the domesticated association will be a nonregistered foreign association. It is not necessary to deliver clearance certificates if, simultaneously with the delivery of the statement of domestication, the foreign association that

is the domesticated association registers to do business in this Commonwealth, by submitting a DSCB:15-412 (Foreign Registration Statement). The DSCB:15-412 must be accompanied by the applicable fee and attachments.

(7) Optional provisions required or authorized by law may be added in an Exhibit/Attachment.

Signature and Verification

An authorized representative of the domesticating entity must sign the Statement of Domestication. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Filing of Plan of Domestication in lieu of Statement of Domestication

Pursuant to 15 Pa.C.S. §375(e) (relating to filing of plan), a plan of domestication that is signed by a domesticating entity that is a domestic entity and meets all of the requirements of §375(b) (relating to contents of Statement of Domestication) may be delivered to the Department for filing instead of a Statement of Domestication.

Pursuant to 15 Pa.C.S. §316(a), a plan as delivered to the Department for filing in lieu of a Statement of Domestication may omit all provisions of the plan except provisions, if any, that:

(1) are intended to amend or constitute the operative provisions of the public organic record of a domestic association as in effect subsequent to the effectiveness of the plan;

(2) are required by this chapter in the statement in lieu of which the plan is being delivered to the department for filing; or

(3) allocate or specify the respective property and liabilities of the resulting associations, in the case of a plan of division.

However, if any of the provisions of a plan are omitted as permitted under §316(a), the plan must state that the full text of the plan is on file at the principal office of the surviving or resulting association or domesticated entity and provide the address thereof in the filing made with the Department.