

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

Articles/Certificate of Division

(15 Pa.C.S.)

- Business Corporation (§ 1954)
- Non-Profit Corporation (§ 5954)
- Limited Partnership (§ 8579)
- Limited Liability Company (§ 8964)

Name		

Address		

City	State	Zip Code
_____	_____	_____

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



Fee: \$195 plus \$125 for each additional Entity in excess of one

In compliance with the requirements of the applicable provisions (relating to articles/certificate of division), the undersigned desiring to effect a division, hereby states that:

1. The name of the dividing corporation/limited partnership/limited liability company is:

2. Check and complete one of the following:

The dividing corporation/limited partnership/limited liability company is a domestic business/nonprofit corporation /limited partnership/limited liability company and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

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

The dividing corporation/limited partnership/limited liability company is a qualified foreign business/nonprofit corporation/limited partnership/limited liability company incorporated/organized under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

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

The dividing corporation/limited partnership/limited liability company is a nonqualified foreign business/nonprofit corporation/limited partnership/limited liability company incorporated/organized under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip

3. The statute by or under which it was incorporated/organized is:

4. The date of its incorporation/organization is:

5. Check one of the following:
 The dividing corporation/limited partnership/limited liability company will survive the division.
 The dividing corporation/limited partnership/limited liability company will not survive the division.

6. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each domestic business/nonprofit corporation/limited partnership/limited liability company and qualified foreign business/nonprofit corporation/limited partnership/limited liability company resulting from the division are as follows:

Name	Registered Office Address/Commercial Registered Office Provider	County

7. Check, and if appropriate complete, one of the following:
 The plan of division shall be effective upon filing these Articles/Certificate of Division in the Department of State.
 The plan of division shall be effective on: _____ at _____.
Date Hour

Certificate of Division-Limited Partnership/Limited Liability Company: Complete paragraphs 8 and 9

8. The manner in which the plan of division was adopted is as follows:

9. The plan of division is set forth in full in Exhibit A attached hereto and made a part hereof.

Articles of Division-Business and Nonprofit Corporations: complete paragraphs 10 and 11

10. *Check one of the following:*

The dividing corporation is a domestic business/nonprofit corporation and the plan of division was adopted by action of the shareholders (or member) pursuant to 15 Pa.C.S. § 1905 or adopted by action of the members (or shareholders) pursuant to 15 Pa.C.S. § 5905.

The dividing corporation is a domestic business/nonprofit corporation and the plan of division was adopted by action of the directors and shareholders (or members) pursuant to 15 Pa.C.S. §§ 1924(a) and 1952 or adopted by action of the members (or shareholders) pursuant to 15 Pa.C.S. §§ 5924(a) and 5952(c) and (d).

The dividing corporation is a domestic business/nonprofit corporation and the plan of division was adopted by action of the board of directors pursuant to 15 Pa.C.S. § 1953 or §§ 5924(b) and 5952(c) and (d).

11. *Check, and if appropriate complete, one of the following:*

The plan of division is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/5901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of division that amends or constitutes the operative provisions of the Articles of Incorporation of the resulting corporations as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of division is on file at the principal place of business of the resulting corporation, the name and address of which is.

Name of Resulting Corporation	Number and street	City	State	Zip	County
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IN TESTIMONY WHEREOF, the undersigned has caused these Articles/Certificate of Division to be signed by a duly authorized officer/general partner/member or manager thereof this

_____ day of _____,

_____.

Name of Corporation/Limited Partnership/Limited Liability Company

Signature

Title



**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**

Instructions for Completion of Form:

- A. Typewritten is preferred. If not, the form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$195 plus \$125 additional for each new corporation/limited partnership/limited liability company in excess of one resulting from the division, made payable to the Commonwealth of Pennsylvania. Checks must contain a commercially pre-printed name and address.
- B. Under 15 Pa.C.S. 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) Two copies of a completed form DSCB:15-134B (Docketing Statement-Changes).
 - (2) *Business/Nonprofit Corporation Only*: One copy of a separate completed form DSCB:15-134A (Docketing Statement), with respect to each new corporation resulting from the division, unless the new corporation is a nonqualified foreign corporation.
 - (3) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation of Name). A change in name of a surviving corporation/limited partnership/limited liability company shall contain a statement of the complete new name.
 - (4) Any necessary governmental approvals.
 - (5) Tax clearance certificates are required from the Department of Revenue and the Bureau of Employment security of the Department of Labor and Industry as described in Instruction G.
- D. The second alternate of Paragraph 5 is not applicable unless at least two new corporations/limited partnerships/limited liability companies result from the division.
- E. A completed form DSCB:15-1306/2102/2303/2702/2903/3101/7102A (Articles of Incorporation-For Profit)/DSCB:15-5306 (Articles of Incorporation-Nonprofit)/DSCB:15-8511 (Certificate of Limited Partnership)/DSCB:15-8913 (Certificate of Organization) should be attached to the plan of division with respect to each new domestic business/nonprofit corporation/limited partnership/limited liability company resulting from the division. It is not necessary to execute such articles of Incorporation/Certificate of Limited Partnership/Certificate of Organization and an additional fee or fees relating the form should not be tendered.
- F. A foreign business/nonprofit corporation/limited partnership/limited liability company may effect a division resulting in one or more new domestic business/nonprofit corporations/limited partnerships/limited liability companies notwithstanding the fact that such foreign business/nonprofit corporation/limited partnership/limited liability company has not received a certificate of authority/application for registration to do business in Pennsylvania.
- G. If the dividing corporation/limited partnership/limited liability company will not survive the division and is a domestic business/nonprofit corporation/limited partnership/limited liability company or a qualified foreign business/nonprofit

corporation/limited partnership/limited liability company and if none of the new corporations/limited partnerships/limited liability companies resulting from the division will be either a domestic business/nonprofit corporation/limited liability company or a qualified foreign business/nonprofit corporation/limited partnership/limited liability company there must be submitted with this form tax clearance certificates from the Department of Revenue and the Bureau of Employment Security of the Department of Labor and Industry with respect to each domestic business/nonprofit corporation/limited partnership/limited liability company and qualified foreign business/nonprofit corporation/limited partnership/limited liability company evidencing payment of all taxes and charges payable to the Commonwealth.

DSCB:15-1954/5954

- H. If the name of a commercial registered office provider is used in Paragraph 6 it must be preceded by a "c/o". See 15 Pa.C.S. § 109 (relating to name of commercial registered office provider in lieu of registered address).
- I. The effective date in Paragraph 7 may not be prior to the filing date, but the plan of division may state a prior effective date "for accounting purposes only."
- J. *Business Corporation Only:* If the dividing corporation is a foreign business corporation the following statement should be substituted in Paragraph 8: "The plan was authorized, adopted or approved, as the case may be, by the dividing foreign business corporation in accordance with the laws of the jurisdiction in which it is incorporated."
- K. *Business Corporation Only:* If the second option in Paragraph 9 is checked, the named resulting corporation is required by 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) to furnish a copy of the full text of the plan, on request and without cost, to any shareholder of any corporation that was a party to the plan and, unless all parties are closely-held corporations as defined in 15 Pa.C.S. 1103 (relating to definitions), on request and at cost to any other person.
- L. *Nonprofit Corporation Only:* If the action was authorized by a body other than the board of directors or the members Paragraph 8 should be modified accordingly. If the dividing corporation is a foreign nonprofit corporation the following statement should be substituted in Paragraph 8: "The plan was authorized, adopted or approved, as the case may be, by the dividing foreign nonprofit corporation in accordance with the laws of the jurisdiction in which it is incorporated."
- M. *Nonprofit Corporation Only:* If the second option in Paragraph 9 is checked, the named resulting corporation is required by 15 Pa.C.S. § 5901 (relating to omission of certain provisions from filed plans) to furnish a copy of the full text of the plan, on request and without cost, to any person.
- N. *Limited Partnership/Limited Liability Company:* If the dividing limited partnership/limited liability company is a foreign limited partnership/limited liability company the following statement should be substituted in Paragraph 8: "The plan was authorized, adopted or approved, as the case may be, by the dividing foreign limited partnership/limited liability company in accordance with the laws of the jurisdiction in which it is organized."
- O. This form and all accompanying documents shall be mailed to the address stated above.