

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

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code	Statement of Validation DSCB: 15-227 (1/3/2023)
<input type="checkbox"/> Return document by email to: _____	

Read all instructions prior to completing. This form may be submitted online at <https://file.dos.pa.gov>.

Fee: \$75, unless filing Statement of Validation without a previous filing, then add the fee for the other filing as listed in 15 Pa.C.S § 153 (concerning the fee schedule).

- Select one:
- Previous filing made with respect to the defective entity action and no changes required (complete 1-9)
 - Previous filing made with respect to the defective entity action and changes required (complete 1-6 and 10-13)
 - No previous filing made with respect to the defective entity action (complete 1-6 and 14-16)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 277 (relating to the validation of a defective entity already ratified), the undersigned registered entity hereby states that:

1. The name of the ratifying entity is: _____

2. The current registered office address as on file with the Department of State. *Complete part (a) OR (b) – not both:*

(a) _____
Number and street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

3. The defective entity action that is the subject of this statement: _____

4. The date of the defective entity action: _____
(MM/DD/YYYY)

5. The nature of the failure of authorization in respect of the defective entity action: _____

6. The defective entity action was ratified in accordance with 15 Pa.C.S. § 221–§ 229, including the date on which the governors ratified the defective entity action: _____ and the date, if any, on which the
(MM/DD/YYYY)

interest holders approved the ratification of the defective entity action: _____.
(MM/DD/YYYY)

For PREVIOUS FILING WITH NO CHANGES ONLY (15 Pa.C.S. § 277(b)(7)(i)):

If a document was previously filed by the department in respect to the defective entity action and no changes to the filing are required to give effect to the ratification of the defective entity action, **attach a copy of the filing previously made**, together with any previous statement of correction to that filing, and complete the following.

7. The name of the entity filing the statement of validation: _____

8. The statute under which this entity was incorporated: _____

9. The name, title, and filing date of the filing previously made and any previous statement of correction to that filing:

For PREVIOUS FILING WITH CHANGES ONLY (15 Pa.C.S. § 277(b)(7)(ii)):

If a document was previously filed by the department in respect to the defective entity action and the filing requires a change to give effect to the ratification of the defective entity action, **attach the filing** containing all of the information required to be included under the applicable section or sections of this title to give effect to the defective entity action.

10. The name of the entity filing the statement of validation: _____

11. The statute under which this entity was incorporated: _____

12. The name, title, and filing date of the filing previously made and any previous statement of correction to that filing:

13. The date and time that the attached filing is deemed to have become effective: _____

For NO PREVIOUS FILING ONLY (15 Pa.C.S. § 277(b)(7)(iii)):

If a document was not previously filed by the department in respect to the defective entity action and the defective entity action would have required a filing under any other section of this title, **attach the filing** containing all of the information required to be included under the applicable section or sections of this title to give effect to the defective entity action.

14. The name of the entity filing the statement of validation: _____

15. The statute under which this entity was incorporated: _____

16. The date and time that the attached document is deemed to have become effective: _____

IN TESTIMONY WHEREOF, the undersigned ratifying entity has caused this Statement of Validation to be signed by a duly authorized representative this _____ day of _____ 20_____.

Name of Entity

Signature

Title

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.pa.gov/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 \$75, plus the filing fee for the additional form if no previous filing was made.

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 shall be mailed to the address stated above.

Applicable Law

Subchapter B of Chapter 2 of Title 15 (15 Pa.C.S. §§ 221-229) sets out the procedures for ratification of defective entity actions. This subchapter applies to all domestic entities. The definitions of “entity action,” “defective entity action,” and “failure of authorization” are intentionally broad so as to permit ratification of any entity action purportedly taken that would have been within the powers granted to that form of entity under Title 15. The requirements for the Statement of Validation are set forth in 15 Pa.C.S. § 227. 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?

If a defective entity action ratified under 15 Pa.C.S. §§ 221-229 would have required a filing under any other section of Title 15, the ratifying entity must file a Statement of Validation, regardless of whether a filing was previously made in respect of the defective entity action and in lieu of a filing otherwise required by Title 15. A Statement of Validation will serve to amend or substitute for any other filing with respect to the defective entity action required by Title 15. The filing requirements are intended to provide a clear public record of the actions relating to the ratification.

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. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the ratifying association as registered to do business in Pennsylvania and as on file with the Department of State. **This field is required.**

2. Current address. The address provided must be the ratifying entity’s registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time the Statement of Validation is submitted for filing. **This field is required.**

3. List the defective entity action that is the subject of the Statement of Validation including, in the case of any defective entity action involving the issuance of putative interests, the number and type of putative interests issued and the date or dates upon which the putative interests were purported to have been issued. **This field is required.**

4. Give the date of the defective entity action. **This field is required.**

5. State the nature of the failure of authorization in respect of the defective entity action. **This field is required.**

6. Supply a statement that the defective entity action was ratified in accordance with 15 Pa.C.S. § 221–§ 229, including the date on which the governors ratified the defective entity action and the date, if any, on which the interest holders approved the ratification of the defective entity action. **This field is required.**

7-9. These fields are required *only if there was a previous filing and no changes to the existing filing are required.*

10-13. These fields are required *only if there was a previous filing and changes to the existing filing are required.*

14-16. These fields are required *only if there was no previous filing and the defective entity action would have required a filing.*

Signature and Verification

An authorized representative of the ratifying entity must sign the Statement of Validation. 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.**

Attachments

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

- (1) If there was a previous filing where no changes are necessary: a copy of the filing previously made, together with any previous Statement of Correction to that filing.

- (2) If there was a previous filing to which changes are necessary: a filing containing all the information required to be included under the applicable section or sections of Title 15 to give effect to the defective entity action.
- (3) If there was no previous filing in respect to the defective entity action: a document containing all the information required under the applicable section or sections of Title 15 to give effect to the defective entity action. Included should also be the filing fee required by 15 Pa.C.S. § 153 for the document that was not previously filed.

