


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

<p><b>Return document by mail to:</b></p> <hr/> <p>Name</p> <hr/> <p>Address</p> <hr/> <p>City <span style="margin-left: 100px;">State</span> <span style="margin-left: 100px;">Zip Code</span></p> <hr/> <p><b>Return document by email to:</b> _____</p>	<p><b>Statement of Interest Exchange</b> DSCB:15-345 (7/1/2015)</p>  <p>345</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. § 345 (relating to Statement of interest exchange), the undersigned acquired domestic entity, desiring to effect an interest exchange, hereby states that:

**A. For the acquired association:**

1. The name of the acquired association is: \_\_\_\_\_
2. The jurisdiction of formation of the acquired association is Pennsylvania.
3. 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 _____
4. Check and complete one of the following addresses.

<p><b>If the acquired association is a domestic filing association or domestic limited liability partnership, the current registered office address as on file with the Department of State.</b> <i>Complete part (a) OR (b) – not both:</i></p> <p>(a) _____  Number and street <span style="margin-left: 150px;">City</span> <span style="margin-left: 100px;">State</span> <span style="margin-left: 50px;">Zip</span> <span style="margin-left: 50px;">County</span></p> <p>(b) c/o: _____  Name of Commercial Registered Office Provider <span style="float: right;">County</span></p>
<p><b>If the acquired association is a domestic association that is <i>not</i> a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</b></p> <p>_____</p> <p style="text-align: center;">Number and street <span style="margin-left: 150px;">City</span> <span style="margin-left: 100px;">State</span> <span style="margin-left: 50px;">Zip</span> <span style="margin-left: 50px;">County</span></p>

**B. For the acquiring association:**

- 1. The name of the acquiring association is: \_\_\_\_\_
- 2. The jurisdiction of formation of the acquiring association: \_\_\_\_\_
- 3. 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 _____
- 4. Check and complete one of the following addresses.

	<p><b>If the acquiring association is a domestic filing association, domestic limited liability partnership or registered foreign association</b>, the current registered office address as on file with the Department of State. Complete part (a) <b>OR</b> (b) – not both:</p> <p>(a) _____            Number and street City State Zip County</p> <p>(b) c/o: _____            Name of Commercial Registered Office Provider County</p>
	<p><b>If the acquiring association is a domestic association that is not a domestic filing association or limited liability partnership</b>, the address, including street and number, if any, of its principal office:</p> <p>_____</p> <p>Number and street City State Zip County</p>
	<p><b>If the acquiring association is a nonregistered foreign association</b>, 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 address:</p> <p>_____</p> <p>Number and street City State Zip</p>

**C. Effective date of statement of interest exchange** (check, and if appropriate complete, one of the following):

This Statement of Interest Exchange shall be effective upon filing in the Department of State.  
 This Statement of Interest Exchange shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date (MM/DD/YYYY) Hour (if any)

**D. Approval of interest exchange by acquired association:**

The plan of interest exchange was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter D (relating to interest exchange).

IN TESTIMONY WHEREOF, the undersigned acquired association has caused this Statement of Interest Exchange to be signed by a duly authorized officer thereof this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
 Name of Acquired Association

\_\_\_\_\_  
 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](http://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 \$70.

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

Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

### Applicable Law

The Association Transactions Act, effective July 1, 2015, sets out the procedural aspects of interest exchanges for all entity types. See, in general, 15 Pa.C.S. §§ 311-330; for interest exchange; 15 Pa.C.S. §§ 341-346. The requirements for the Statement of Interest Exchange are set forth in 15 Pa.C.S. § 345. Statutes are available on the Pennsylvania General Assembly website, [www.legis.state.pa.us](http://www.legis.state.pa.us), by following the link for Statutes.

### Who should file this form?

A Statement of Interest Exchange must be filed with the Pennsylvania Department of State where a domestic entity is an acquired association in an interest exchange. The filing of a Statement of Interest Exchange makes the transaction a matter of public record. A separate public filing by the acquiring entity is not required.

### Definitions

An **interest exchange** is a transaction in which one of the following occurs:

(1) A domestic or foreign association acquires all of one or more classes or series of interests of a domestic entity in exchange for interests, securities, obligations, money, other property, rights to acquire interests or securities or any combination of the foregoing.

(2) A domestic entity acquires all of one or more classes or series of interests of a foreign association in exchange for interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.

The effect of an interest exchange is that the acquiring association acquires all of the interests of one or more classes or series of the acquired association. The acquiring association is not required to acquire all of the interests in the acquired association. The separate existence of the acquired association is not affected.

An **acquired association** is the domestic entity or foreign association, all of one or more classes or series of interests in which are acquired in an interest exchange.

An **acquiring association** is the domestic entity or foreign association that acquires all of one or more classes or series of interests of the acquired association in an interest exchange.

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

A **domestic filing association** 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).

### Attachments

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

(1) Any necessary governmental approvals. An interest exchange involving a regulated entity may require approval of a government agency before it can become effective. See 15 Pa.C.S. § 103.

(2) If the acquired association is a Pennsylvania filing entity and is amending its public organic record as approved in the plan of interest exchange, then an Amendment to the public organic record must be attached. For example, DSCB:15-1915/5915 (Articles of Amendment – Domestic Corporation) or DSCB:15-8512/8951 (Certificate of Amendment - Limited Partnership/Limited Liability Company).

## 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 acquired association

**A.1.** Give the exact name of the domestic entity which is the acquired association. “Acquired association” is the

association, all of one or more classes or series of interests in which are acquired in an interest exchange. 15 Pa.C.S. § 312. If the acquired association is a Pennsylvania filing entity or domestic limited liability partnership, 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.2.** Give the jurisdiction of formation of the acquired association. "Jurisdiction of formation" means the jurisdiction whose law includes the governing statute of the entity. For the purpose of this filing, the acquired entity association must be a domestic association and thus the jurisdiction of formation is Pennsylvania. **This field is required.**

**A.3.** Check the appropriate box to indicate the acquired association type. Only one box may be checked. **This field is required.**

**A.4.** Check and complete one of the address boxes, based on the criteria given. **This field is required.**

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

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 acquiring association**

Complete the requested information for the acquiring association.

**B.1.** Give the exact name of the acquiring association. An "acquiring association" is the domestic entity or foreign association that acquires all of one or more classes or series of interests of the acquired association in an interest exchange. 15 Pa.C.S. § 312.

If the acquiring association is an existing Pennsylvania filing entity or 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.**

**B.2.** Give the jurisdiction of formation of the acquiring association. "Jurisdiction of formation" means the jurisdiction whose law includes the governing statute of the entity. For example, if the acquiring association is a Maryland

corporation, then the jurisdiction of formation is Maryland. **This field is required.**

**B.3.** Check the appropriate box to indicate the acquiring association type. Only one box may be checked. **This field is required.**

**B.4.** Check and complete one of the address boxes for the acquiring association, based on the criteria given.

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

If acquiring association 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.

**This field is required.**

**C. Effective date.** Any date specified as the effective date of the Statement of Interest Exchange 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. § 345(b)(4) and 15 Pa.C.S. §§ 321-330, which set forth the requirements for approval of entity transactions such as interest exchanges by the associations involved. Statutes are available on the Pennsylvania General Assembly website, [www.legis.state.pa.us](http://www.legis.state.pa.us), by following the link for Statutes. **This field is required.**

## **Signature and Verification**

An authorized representative of the acquired association must sign the Statement of Interest Exchange. 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.**

**Other provisions**

A statement of interest exchange may contain any other provision not prohibited by law. If other provisions are intended to be part of the Statement of Interest Exchange, they should be attached as an exhibit.

**Filing of Plan of Interest Exchange in lieu of Statement of Interest Exchange**

Pursuant to 15 Pa.C.S. §345(d), a plan of interest exchange that is signed by the domestic entity which is the acquired association and meets all of the requirements of §345(b) (relating to Contents of Statement of Interest Exchange) may be delivered to the Department for filing instead of a Statement of Interest Exchange.

Pursuant to 15 Pa.C.S. §316(a), a plan as delivered to the Department for filing in lieu of a statement of interest exchange 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.