

Certificates of Formation

THE NEW AND THE OLD

Certificate of limited partnership

Minor differences between the old and new Dept. of State forms:

- Different requirements for addresses in filed forms (no P.O. boxes)
- Exemption from filing fee for veteran/reservist-owned small business (51 Pa.C.S.A. §9611)

Act 170 addresses conflicts between filed documents and limited partnership agreement in §8617(d):

Conflicts with partnership agreement.--Subject to subsection (c) [manifestly unreasonable provisions]:

- (1) If a provision of the certificate of limited partnership conflicts with a provision of the partnership agreement, the provision of the certificate prevails.
- (2) If a document other than its certificate of limited partnership that has been delivered by a limited partnership to the department for filing becomes effective and conflicts with a provision of the partnership agreement:
 - (i) the agreement prevails as to partners, persons dissociated as partners and transferees; and
 - (ii) the document prevails as to other persons to the extent they reasonably rely on the document.

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Certificate of Limited Partnership
(15 Pa.C.S. § 8511)

Name _____
Address _____
City _____ State _____ Zip Code _____

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

Commonwealth of Pennsylvania
CERTIFICATE OF LIMITED PARTNERSHIP 2 Page(s)

Fee: \$125



11-COR-0108

In compliance with the requirements of 15 Pa.C.S. § 8511 (relating to certificate of limited partnership), the undersigned, desiring to form a limited partnership, hereby certifies that:

1. The name of the limited partnership (may contain the word "company", or "limited" or "limited partnership" or any abbreviation):

2. The (a) address of the limited partnership's (b) principal registered office in the Commonwealth or (c) name of its commercial registered office provider and the county of venue is:
a. Number and Street _____ City _____ State _____ Zip _____ County _____
b. Name of Commercial Registered Office Provider _____ County _____
c. _____

3. The name and (b) business address of each general partner of the partnership is:
Name _____ Address _____

4. Check and if appropriate complete, one of the following:
 The formation of the limited partnership shall be effective upon filing this Certificate of Limited Partnership in the Department of State.
The formation of the limited partnership shall be effective on: _____ at _____
Date Hour

5. The specified effective date, if any is:
month _____ day _____ year _____ hour, if any _____

IN TESTIMONY WHEREOF, the undersigned general partner(s) of the limited partnership has (have) executed this Certificate of Limited Partnership this _____

Signature

Signature

15 Pa.C.S.A. 9611 - A business in the United States which is independently owned, is not dominant in its field of operation and employs 100 or fewer employees.

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

Return document by mail to:

Name _____

Address _____

City _____ State _____ Zip Code _____

Return document by email to: _____

Certificate of Limited Partnership
D008-15-8621
(rev. 2/2017)

8621

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

Fee: \$125 I qualify for a veterans/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 15 Pa.C.S. § 8621 (relating to certificate of limited partnership), the undersigned, desiring to form a limited partnership, hereby certifies that:

- The name of the limited partnership (may contain the word "company," "limited" or "limited partnership" or any abbreviation of these terms):

- Complete part (a) or (b) - **not both**:
 - The address of this limited partnership's registered office in this Commonwealth is:
(post office box alone is not acceptable) → 15 Pa.C.S.A. 135(c)

Number and Street	City	State	Zip	County
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 - The name of this limited partnership's commercial registered office provider and county of venue is:

Name of Commercial Registered Office Provider	County
---	--------
- The name and address, including street and number, if any, of each general partner is:

Name	Address
- Effective date of Certificate (check, and if appropriate complete, one of the following):
 - The Certificate of Limited Partnership shall be effective upon filing in the Department of State.
 - The Certificate of Limited Partnership shall be effective on: _____ Day (MM/SS/YYYY) at _____ Hour (if any)

IN TESTIMONY WHEREOF, the undersigned general partner(s) of the limited partnership has (have) executed this Certificate of Limited Partnership this _____ day of _____, _____.

Signature

Signature

Signature

Certificate of Limited Partnership (cont.)

Hypothetical:

- Certificate of limited partnership filed in 2014 named two individuals as the general partners of a limited partnership
- Limited partnership agreement executed on the same day identified an LLC as the general partner
- Limited partnership agreement vested all management authority in the general partner
- Lender accepted mortgage from limited partnership which the LLC signed as general partner

Certificate of Organization (LLCs)

Significant changes to Dept. of State form as a result of Act 170:

- Exemptions for veteran/reservist-owned companies

- Address information

- Deletion of strike-out provisions:
 - certificates of membership interests
 - manager management
 - existence as restricted professional services company

- Addition of option to create benefit company

Certificate of Organization (cont.)

Act 170 deals with conflicts between filed documents and operating agreement in 8817(d) (*note consistent section numbering scheme*):

Conflicts with operating agreement.--Subject to subsection (c):

(1) If a provision of the certificate of organization conflicts with a provision of the operating agreement, the provision of the certificate prevails.

(2) If a document other than its certificate of organization has been delivered by the company to the department for filing and conflicts with a provision of the operating agreement:

(i) the operating agreement prevails as to members, dissociated members, transferees and managers; and

(ii) the document prevails as to other persons to the extent they reasonably rely on the document.

Date Filed: 10/26/12
Effective Date: 10/26/12
Case Address
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Certificate of Organization
Domestic Limited Liability Company
(17 Pa.C.S. § 8912)

Name
**ESQUIRE ASSIST
COUNTER PICK UP**

Documents will be returned to the
name and address you enter in
the last
or

Commonwealth of Pennsylvania
CERTIFICATE OF ORGANIZATION 3 Page(s)

Fee: \$125



In compliance with the requirements of 17 Pa.C.S. § 8912 (relating to certificate of organization), the undersigned
desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:
(a) Number and Street City State Zip County
(b) Name of Commercial Registered Office Provider County
City: _____

3. The names and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):
Name Address

PA DEPT OF STATE

Section 8811(d): "For purposes of applying this chapter to a limited liability company formed before February 21, 2017, language in the company's certificate of organization authorizing the issuance of certificates of membership interest operates as if that language were in the operating agreement."

DSCB:15-4912-2

4. ~~Strike out if inapplicable since:~~
A member's interest in the company is to be evidenced by a certificate of membership interest.

5. ~~Strike out if inapplicable:~~
Management of the company is vested in a manager or managers.

Contrast to new Section 8847(a) (presumption of member management)

6. The specified effective date, if any is: 10/16/2012
month day year None, if any

7. ~~Strike out if inapplicable:~~ ~~The company does not intend to conduct any business outside of the state of Pennsylvania~~

8. For additional provisions of the certificate, if any, attach an F1 x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have)
signed this Certificate of Organization this
5th day of October, 2012

Signature

Signature

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: Name _____ Address _____ City _____ State _____ Zip Code _____	Certificate of Organization Domestic Limited Liability Company DSCB-15-8821 (rev. 2/2017) 
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125 I qualify for a veteran reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 15 Pa.C.S. § 8821 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

- The name of the limited liability company is: _____
(designator is required, e.g., "company," "limited" or "limited liability company" or any abbreviation thereof)
- Complete part (a) or (b) – not both:
 (a) The address of this limited liability company's registered office in this Commonwealth is:
(post office box alone is not acceptable)
 Number and Street _____ City _____ State _____ Zip _____ County _____
 (b) The name of this limited liability company's commercial registered office provider and county of venue is:
 Name of Commercial Registered Office Provider _____ County _____
- The name of each organizer is (all organizers must sign on page 2):

- Effective date of Certificate of Organization (check, and if appropriate complete, one of the following):
 The Certificate of Organization shall be effective upon filing in the Department of State.
 The Certificate of Organization shall be effective on: _____ at _____
Date (MM/DD/YYYY) Hour (if any)

DSCB-15-8821-2

- Restricted professional companies only.**
Check the box if the limited liability company is organized to render a restricted professional service and check the type of restricted professional service(s).
 The company is a restricted professional company organized to render the following restricted professional service(s):
 Chiropractic
 Dentistry
 Law
 Medicine and surgery
 Optometry
 Osteopathic medicine and surgery
 Podiatric medicine
 Public accounting
 Psychology
 Veterinary medicine
New Act 170 Sections 8891-8898
- Benefit companies only.**
Check the box immediately below if the limited liability company is organized as a benefit company.
 This limited liability company shall have the purpose of creating general public benefit.
Optional specific public benefit purpose. Check the box immediately below if the benefit company is organized to have one or more specific public benefits and supply the specific public benefit(s). See instructions for examples of specific public benefit.
 This limited liability company shall have the purpose of creating the enumerated specific public benefit(s):

- For additional provisions of the certificate, if any, attach 8½ x 11 sheet(s).

IN TESTIMONY WHEREOF, the organizer(s) has (have) executed this Certificate of Organization this _____ day of _____, 20____.

Signature

Signature

Signature

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations**
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: www.dos.pa.gov/corp

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 \$125. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address. Filers requesting a veteran/reservist-owned small business fee exemption should attach proof of the veteran's or reservist's status to the Certificate of Organization form when submitted. For more information on the fee exemption, see [ESAs and Payments](#).

This form and all accompanying documents shall be mailed to the address stated above.

Who should file this form?

One or more persons acting as organizers to form a limited liability company must file a certificate of organization in the Department of State.

Applicable Law

See 15 Pa.C.S. § 8821 for general information on Formation of Limited Liability Company and Certificate of Organization. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes. See also 15 Pa.C.S. § 8908 and § 8908 for provisions on annual reports/registrations that are required of benefit companies and restricted professional companies, respectively.

Limited Liability Company Name Requirements

Generally, the name of an association may not be the same as the name of another association which is already on the records of the Department of State. Depending on the type of association, certain designators must be used in the association name. Designators are the words or abbreviations used at the end of the association name which designate the type of association. The minimum requirements for limited liability company names can be found at 15 Pa.C.S. §§ 201, 202 and 204.

The name of a domestic limited liability company must contain:

- (1) the term "company," "limited" or "limited liability company" or an abbreviation of one of those terms, or
- (2) words or abbreviations of like import used in a jurisdiction other than this Commonwealth.

The name of a limited liability company may not contain any words implying that it is a business corporation, such as "corporation" or "incorporated" or an abbreviation of these terms.

Restricted words and/or approvals:

Association names may not contain words, phrases or abbreviations prohibited or restricted by statute or regulation, unless in compliance with the restriction, generally with the consent or approval of a government agency, board or commission. These may include certain professional and occupational boards or commissions of the Bureau of Professional and Occupational Affairs, the Department of Education, the Department of Banking and Securities, the Insurance Department or the Public Utility Commission. There are also words and abbreviations that may be restricted, prohibited, or may be permitted in certain instances as provided in various federal statutes, Attorney General opinions and Bureau regulations.

Attachments:

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

- (1) One copy of a completed form DSCB 15-134A (Bookending Statement)
- (2) Any necessary copies of form DSCB 15-17.2 (Consent to Appropriation of Name)
- (3) Any necessary governmental approvals.

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.

1. Give the exact name of the limited liability company. This should include the exact spelling, punctuation and a permissible designator. **This field is required.**
2. Address. This address must be in Pennsylvania. Give one of the following: the registered office address in the Commonwealth in (a) or the name of a Commercial Registered Office Provider in (b) and the county of venue.

Listing a Commercial Registered Office Provider in lieu of providing a registered office address is an option for any association that does not have a physical location or mailing address in Pennsylvania. Prior to listing a Commercial Registered Office Provider address, the association should enter into a contract for the services of the Commercial Registered Office Provider.

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.**

3. An organizer is a person that acts to form a limited liability company. "Person" is defined to include a corporation, partnership, limited liability company, business trust, other association, government entity (other than the Commonwealth), estate, trust, foundation or natural person. When the limited liability company has more than three organizers, additional lines should be added as appropriate. **This field is required.**

4. Effective date. Any date specified as the effective date of the Certificate of Organization 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 Certificate'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 no effective date is provided, it will be presumed that no specified delayed effective date is intended and the document will be effective upon filing. **This field is required.**

5. Restricted professional services are identified as the following professional services: chiropractic, dentistry, law, medicine and surgery, optometry, osteopathic medicine and surgery, podiatric medicine, public accounting, psychology or veterinary medicine. If the limited liability company is organized to render any of the identified restricted professional services, the box before the statement "The company is a restricted professional company organized to render the following restricted professional service(s)" must be checked and the appropriate restricted professional service(s) must be checked. If the limited liability company is not organized to render any of the identified restricted professional services, do not check the box or list a profession.

Note that restricted professional companies must file certificates of annual registration and pay annual registration fees in accordance with 15 Pa.C.S. § 8908.

6. A benefit company shall be formed in accordance with 15 Pa.C.S. § 8821, except that its certificate of organization shall also state that it is a benefit company.

A benefit company shall have a purpose of creating general public benefit. A "general public benefit" is defined as a material positive impact on society and the environment, taken as a whole and assessed against a third-party standard, from the business and operations of a benefit company. This purpose is in addition to its purpose under 15 Pa.C.S. § 8818(b).

The certificate of organization of a benefit company may identify one or more specific public benefits that it is the purpose of the benefit company to create in addition to its general public benefit purpose under 15 Pa.C.S. § 8818(a) and

its purpose under 15 Pa.C.S. § 8818(b). "Specific public benefit" includes:

- (1) providing low-income or underserved individuals or communities with beneficial products or services;
- (2) promoting economic opportunity for individuals or communities beyond the creation of jobs in the normal course of business;
- (3) preserving the environment;
- (4) improving human health;
- (5) promoting the arts, sciences or advancement of knowledge;
- (6) promoting economic development through support of initiatives that increase access to capital for emerging and growing technology enterprises, facilitate the transfer and commercial adoption of new technologies, provide technical and business support to emerging and growing technology enterprises or form support partnerships that support those objectives;
- (7) increasing the flow of capital to entities with a public benefit purpose; and
- (8) the accomplishment of any other particular benefit for society or the environment.

Note that benefit companies must file annual benefit reports in accordance with 15 Pa.C.S. § 8908.

If the limited liability company is organized as a benefit company, the box before the statement "This limited liability company shall have the purpose of creating general public benefit" should be checked. If the limited liability company is organized as a benefit company, a specific public benefit purpose is optional. If the box before the statement "This limited liability company shall have the purpose of creating the enumerated specific public benefit(s)" is checked, one or more specific public benefits must be listed. If the limited liability company is not organized as a benefit company, do not check any of the boxes or list any specific public benefits.

7. Additional provisions. A certificate of organization may contain statements as to matters other than those required by 15 Pa.C.S. § 8821(b), but may not vary or otherwise affect the provisions specified under § 8815(c) and (d) (relating to contents of operating agreement) in a manner inconsistent with that section.

Signature and Verification

All organizers must sign the Certificate of Organization. If an organizer is not a natural person, an authorized representative of the organizing association must sign the Certificate. When the limited liability company has more than three executing organizers, additional signature lines should be added as appropriate. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 15 Pa.C.S. § 4004 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Certificate of Organization (cont.)

Hypothetical #1:

- An LLC with 3 members was organized in 2014 by the filing of a DOS form certificate of organization, in which the management language in Box 5 was *not* stricken
- The members never signed an operating agreement

Hypothetical #2:

- An LLC with 3 members was organized in 2014 by the filing of a DOS form certificate of organization, in which the management language in Box 5 was *not* stricken
- In 2017, the members finally signed an operating agreement, which provides for management of the company on the basis of proportionate ownership interests

In both cases, you have been asked to issue a closing opinion, in support of the company obtaining a loan, as to the due execution of the loan documents

Certificate of Organization (cont.)

Helpful Act 170 Sections:

- §8811(d) – Application of Act 170 to all LLCs after April 1, 2017
- §8812 – Definition of “operating agreement,” includes oral agreements, agreements in “record form,” and “any combination thereof”
- §8847(c) – Authority conferred on managers in a manager-managed company