

5. 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

6. 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):

7. 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/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 \$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 [Fees 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. § 8898 and § 8998 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 comp any” 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 (Docketing Statement).
- (2) Any *necessary* copies of form DSCB:19-17.2 (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. § 8998.

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. § 8894(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. § 8898.

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 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.**