

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

**Articles of Amendment-Domestic Business Corporation  
Election of Non-stock Status/Statutory Close Status  
(15 Pa.C.S.)**

\_\_\_ Election of Non-stock Status (§ 2104)

\_\_\_ Election of Statutory Close Corporation Status (§ 2305)

Name		
_____		
Address		
_____		
City	State	Zip Code
_____	_____	_____

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



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to election of an existing business corporation to become a non-stock corporation or a statutory close corporation), the undersigned business corporation, desiring to amend its Articles to reflect an election to become a non-stock business corporation or a statutory close corporation, hereby states that:

1. The name of the corporation is:

\_\_\_\_\_

2. The (a) address of this corporation's 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: _____				

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

\_\_\_\_\_

4. The date of its incorporation:

\_\_\_\_\_

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

\_\_\_ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

\_\_\_ The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_.  
Date Hour

6. *Check one of the following:*

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. §§ 1905 and 2104(b) or § 2305(b).

*Option for Non-stock Corporation Only:* The amendment was adopted by the board of directors and shareholders (or members) pursuant to 15 Pa.C.S. §§ 1914(a) and (b) and 2104(b).

7.  The corporation elects to become a non-stock or statutory close corporation.

8. *Check one of the following:*

*For Non-stock Corporation Status Only:* The corporation is organized on a non-stock basis.

*For Statutory Close Corporation Status Only:* Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a “public offering” within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a et seq.).

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

The amendment adopted by the corporation, set forth in full, is as follows:

\_\_\_\_\_  
\_\_\_\_\_

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

10. *Check if the amendment restates the Articles:*

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Name of Corporation

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title



**Department of State  
Corporation Bureau  
P.O. Box 8722  
Harrisburg, PA 17105-8722  
(717) 787-1057  
web site: [www.dos.state.pa.us/corps](http://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 \$70 made payable to the Department of State.
- 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) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).
  - (2) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation or Use of Similar Name) shall accompany Articles of Amendment effecting a change of names and the change in name shall contain a statement of the complete new name.
  - (3) Any necessary governmental approvals.
- D. *For Non-stock Corporation Status Only:* Under 15 Pa.C.S. § 2103 (relating to contents of articles and other documents of non-stock corporations) a non-stock corporation may, but need not, have a minimum guaranteed capital which shall be furnished by the subscribers thereto in such proportions as they may agree.
- E. *For Statutory Close Corporation Status Only:* Under 15 Pa.C.S. § 1103 (relating to definitions) a business corporation that has not more than 30 shareholders (counting shares that are held jointly or in common or in trust by two or more persons, as fiduciaries or otherwise, or that are held by spouses, as held by one shareholder) is a "closely-held corporation" but is not a "statutory close corporation" subject to 15 Pa.C.S. Ch. 23 (relating to statutory close corporations) unless an express election to be a statutory close corporation is set forth in its Articles. For general instructions relating to statutory close corporations see 19 Pa. Code Ch. 27 (relating to statutory close corporations). These instructions relate to such matters as applicability of statutory close corporation provisions, contents of articles, election of existing corporations to become close corporations, voluntary termination of close corporation status, filings with respect to breach and cure of qualifying conditions and preemptive rights, etc.
- F. This form and all accompanying documents shall be mailed to the above stated address.