

For REQUIRED WITHDRAWAL ONLY

6. Check and, if appropriate complete, one of the following. The nature of the transaction that requires the registered foreign association to make a filing under this section is:

- Dissolution/termination – the registered foreign association is dissolved/terminated and has completed winding up.
- Merger – the registered foreign association is a nonsurviving party to a merger in which the survivor is a foreign association.
- Division – the registered foreign association is a dividing association that did not survive the division.
- Conversion – the registered foreign association has converted to a domestic or foreign nonfiling association other than a limited liability partnership.

The type of nonfiling association to which the association has converted is: _____
and the jurisdiction of formation of the converted association is: _____.

- Domestication – the registered foreign association is the domesticating entity in a domestication in which the domesticated entity is a domestic or foreign nonfiling association (other than a limited liability partnership).

The jurisdiction of formation of the domesticated association is: _____.

IN TESTIMONY WHEREOF, the undersigned foreign association has caused this Statement of Withdrawal of Foreign Registration to be signed by a duly authorized representative of the association this _____ day of _____ 20____.

Name of Foreign 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

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. 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.

Who should file this form?

A registered foreign association may withdraw from transacting business or conducting affairs in the Commonwealth of Pennsylvania by delivering to the Department of State for filing a Statement of Withdrawal of Registration.

A Statement of Withdrawal will serve to remove the association from the rolls of active associations in the records of the Department.

Withdrawal is either voluntary or may be required in certain circumstances. Those required circumstances are when the registered foreign association is:

- (1) dissolved/terminated and completed winding up;
- (2) a nonsurviving party to a merger in which the survivor is a foreign association;
- (3) a dividing association which did not survive the division;
- (4) converted to a domestic or foreign nonfiling association other than a limited liability partnership; or
- (5) the domesticating entity in a domestication in which the domesticated entity is a domestic or foreign nonfiling association other than a limited liability partnership.

Applicable Law

For foreign associations, in general, 15 Pa.C.S. §§ 102; 401-419; for withdrawal of registration, 15 Pa.C.S. §§ 415-417. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Attachments

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

- (1) Tax clearance certificates from the Department of Revenue and the Department of Labor and Industry evidencing payment of all taxes and charges payable to the Commonwealth as described in the following paragraph.
- (2) Any *necessary* governmental approvals.

Tax clearance certificates:

A registered foreign association may not file a Statement of Withdrawal of Foreign Registration unless the document is accompanied by tax clearance certificates required by 15 Pa.C.S. § 139 (relating to tax clearance of certain fundamental transactions) from the Department of Revenue and the Department of Labor and Industry evidencing the payment by the association of all taxes and charges due the Commonwealth required by law. The sole exception is that tax clearance certificates shall not be required if the Statement of Withdrawal is being delivered for filing by a registered foreign association that was not the survivor of a merger in which the survivor is another registered foreign association. To obtain these clearance certificates, Form REV-181 (Application for Tax Clearance Certificate) must be completed and submitted to both the Department of Revenue and the Department of Labor and Industry. The application and instructions may be downloaded from the Department of Revenue website at www.revenue.pa.gov or obtained by calling 717-783-6052.

Advertising:

As required by 15 Pa.C.S. § 4129 or by 15 Pa.C.S. § 6129 (relating to Advertisement of termination of registration to do business), a corporation must advertise its intention to withdraw from doing business in Pennsylvania before filing a Statement of Withdrawal under section 415 (relating to voluntary withdrawal of registration). Proofs of publication of such advertising should not be submitted to, and will not be received by or filed in, the Department, but should be filed with the minutes of the corporation.

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 association as registered to do business in Pennsylvania and as on file with the Department of State. If a foreign association has adopted an alternate name in order to register to do business in Pennsylvania, the registered foreign association must use the alternate name in response to a requirement that a document delivered to the Department for filing state the name of the association. **This field is required.**

2. “Jurisdiction of formation” means the jurisdiction, other than Pennsylvania, whose law includes the governing statute of the withdrawing association. **This field is required.**

3. Give one of the following: the current registered office address in the Commonwealth in (a) or the name of a Commercial Registered Office Provider (b) and the county of venue, as on file with the Department of State.

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.

4. Mandatory statement. **This field is required.**

5. Mandatory statement. No delayed effective date may be specified per 15 Pa.C.S. § 415(b). **This field is required.**

6. **This field is required *only if the withdrawal is required by law due to one of the following:***

The registered foreign association is:

- (1) dissolved and completed winding up;
- (2) a nonsurviving party to a merger in which the survivor is a foreign association;
- (3) a dividing association which did not survive the division;
- (4) converted to a domestic or foreign nonfiling association other than a limited liability partnership; or
- (5) the domesticating entity in a domestication in which the domesticated entity is a domestic or foreign nonfiling association other than a limited liability partnership.

Check only one of the five boxes and complete all blanks in the associated text.

Signature and Verification

An authorized representative of the surviving association in the merger, the resulting association in the division, the dissolved association, or the converted or domesticated foreign association must sign the Statement of Withdrawal. 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.