

# K&L ALERT

NOVEMBER 2001

## Changes to Decennial Filing Requirements Affect Organizations' Names

Act 34 of 2001 has further amended the requirement that a corporation or other association file a decennial registration of its corporate name, proper name, mark, or insignia in order to prevent appropriation of the name by another in Pennsylvania. If a decennial filing is not made by December 31, 2001, a previously registered name, mark, or insignia will be deleted from the register and will become available for use by others.

Entities listed in the Associations Code (Title 15 of the Pennsylvania Consolidated Statutes) must comply with the 2001 decennial filing requirement in order to protect their names, marks and insignia. These entities include business corporations, nonprofit corporations, limited partnerships, limited liability companies, registered limited liability partnerships, and business trusts. It also applies to out-of-state entities that are qualified to do business in Pennsylvania. General partnerships and unincorporated associations do not need to make a decennial filing.

Under recently passed Act 34, an entity is exempt from making a decennial filing in 2001 if it made any one of many kinds of filings with the Pennsylvania Department of State after December 31, 1989 and

before January 1, 1992 (rather than January 1, 1991, as provided in Act 43 of 2000). Additionally, an entity is exempt from the filing requirement if it makes or has made such filings with the Department of State between January 1, 1991 and December 31, 2001. Filings other than a temporary reservation of a name or an annual reservation of a name by a nonqualified foreign corporation will exempt an association from the decennial filing requirement. For example, a corporation that filed its articles of amendment to its articles of incorporation between December 31, 1989 and January 1, 1992 would be exempt from the 2001 decennial filing requirement. Additionally, a corporation that files articles of amendment between January 1, 1991 and December 31, 2001 will likewise be exempt.

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