

No. 519

AN ACT

SB 734

Amending the act of May 5, 1933 (P. L. 364), entitled "An act relating to business corporations; defining and providing for the organization, merger, consolidation, reorganization, winding up and dissolution of such corporations; conferring certain rights, powers, duties and immunities upon them and their officers and shareholders; prescribing the conditions on which such corporations may exercise their powers; providing for the inclusion of certain existing corporations of the second class within the provisions of this act; prescribing the terms and conditions upon which foreign business corporations may be admitted, or may continue, to do business within the Commonwealth; conferring powers and imposing duties on the courts of common pleas, and certain State departments, commissions, and officers; authorizing certain State departments, boards, commissions, or officers to collect fees for services required to be rendered by this act; imposing penalties; and repealing certain acts and parts of acts relating to corporations," amending the title; changing certain definitions and the scope and applicability of the act; providing for the automatic acceptance of the Constitution of Pennsylvania and of the act; eliminating the requirement that certain documents be approved as to legality by the Department of State; validating the title to certain real estate; revising, adding and repealing specific provisions of the act; and making repeals.

The General Assembly of the Commonwealth of Pennsylvania hereby enacts as follows:

Section 1. The title of the act of May 5, 1933 (P. L. 364), known as the "Business Corporation Law," is amended to read:

AN ACT

Relating to [business] corporations; defining and providing for the organization, merger, consolidation, reorganization, winding up and dissolution of [such] certain corporations for profit; conferring certain rights, powers, duties and immunities upon them and their officers and shareholders; prescribing the conditions on which such corporations may exercise their powers; providing for the inclusion of certain existing corporations [of the second class] and associations within the provisions of this act; prescribing the terms and conditions upon which certain foreign [business] corporations may be admitted, or may continue, to do business within the Commonwealth; conferring powers and imposing duties on the courts of common pleas, and certain State departments, commissions, and officers; authorizing certain State departments, boards, commissions, or officers to collect fees for services required to be rendered by this act; imposing penalties; and repealing certain acts and parts of acts relating to corporations and other entities.

Section 2. Section 2 of the act amended November 10, 1959 (P. L. 1406), and August 27, 1963 (P. L. 1381), is amended to read:

Section 2. Definitions.—The following words or phrases, unless the context clearly indicates otherwise, shall have the meanings ascribed to them in this section:

(1) “Articles” [includes] means the original articles of incorporation, [any or] all amendments thereto, [and] articles of merger, consolidation [or] and domestication, statements relating to shares filed pursuant to sections 602 and 709 of this act and any other statement or certificate permitted or required to be filed by this act, and [also] includes what have heretofore been designated by law as certificates of incorporation or charters but does not include registry statements specified in section 206 of this act. If an amendment or articles of merger, consolidation or domestication made in the manner permitted by this act restates articles in their entirety, thenceforth the “articles” shall not include any prior documents and the certificate [of amendment] issued by the Department of State shall so state.

(2) “Assets” [includes] means all the property and rights of every kind of the corporation.

(3) “Capital Surplus” means capital contributed for or assigned to shares in excess of the stated capital applicable thereto (whether as a result of original issue of shares at amounts in excess of their par or stated value, reduction in par or stated value after issuance, transactions by the corporation in its own shares, or otherwise) capital received other than for shares whether from shareholders or others, and amounts of surplus arising from revaluation of or unrealized appreciation in assets.

(4) “Corporation for Profit” means a corporation [organized for the direct or indirect pecuniary profit of] incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise, to its shareholders.

(5) “Domestic Business Corporation” or “Business Corporation” means a corporation for profit [organized] incorporated or domesticated under this act, or heretofore [organized under or by virtue of any other law of] or hereafter incorporated or domesticated in this Commonwealth, [for any purpose or purposes for which a corporation may be organized under] which has become or becomes subject to this act.

(6) “Earned Surplus” means the entire surplus of a corporation other

than its capital surplus, and includes earned surplus carried forward under section 704F of this act.

(7) "Foreign Business Corporation" means a corporation for profit, [organized under or by virtue of] incorporated under any laws other than those of this Commonwealth, [for any purpose or purposes for which a corporation may be formed under this act] and not excluded from the scope of this act by section 4 of this act.

(8) "Incorporator" means a signer of the original articles of incorporation.

(9) "Insolvency" means inability of a corporation to pay its debts as they become due in the usual course of its business.

(10) "Net Assets" means the amount by which the total assets of a corporation exceed the total liabilities of the corporation excluding stated capital and surplus.

(11) "Open-end Investment Company" means a management investment [company] corporation which is offering for sale or has outstanding any security of which it is the issuer, which is redeemable at the option of the holder.

(12) "Public Utility Corporation" means any domestic or foreign business corporation [to which this act applies by reason of the exceptions contained in clause (4) of subsection A of section 4 of this act.] which is subject to regulation as a public utility by the Pennsylvania Public Utility Commission or an officer or agency of the United States.

(13) "Registered Office" means that office maintained by a domestic or foreign business corporation in this Commonwealth, the address of which is filed with the Department of State.

(14) "Share Certificate" means a written instrument signed by the proper corporate officers, as required by this act, and evidencing the fact that the person or corporation therein named is the registered owner of the shares therein described, and also includes the term "Certificate of Stock" as used in existing laws.

(15) "Shareholder" means a registered owner of shares in a business corporation. The term "shareholder" shall be construed to include "member" if the corporation does not issue shares.

(16) "Shares" are the units into which the shareholders' rights to participate in the control of a business corporation, in its surplus or profits, or in the distribution of its assets, are divided.

(17) "Stated Capital" means, at any particular time, the sum of the par value of all shares then issued having a par value, the consideration received by a business corporation for all shares then issued without par value, except such part thereof as may have been allocated otherwise than to stated capital in a manner permitted by this act, and such other amounts as may have been transferred to the stated capital account of the corporation, whether from the issue of shares or otherwise, minus such formal reductions from such sum as may have been effected in a manner permitted by this act.

(18) "Subscriber" means one who subscribes for, or otherwise agrees to take from, a business corporation shares other than treasury shares, whether before or after incorporation.

(19) "Subscription" means the promise to pay a consideration or the agreement fixing the amount of the consideration paid or to be paid for shares by a subscriber.

(20) "Surplus" means the excess of the net assets of a corporation over its stated capital.

(21) "Treasury Shares" means shares of a business corporation which have been issued, have been subsequently acquired by and belong to the corporation otherwise than in a fiduciary capacity, and have not, either by reason of the acquisition or thereafter, been cancelled. Treasury shares shall be deemed to be "issued" shares but not "outstanding" shares.

(22) "Unreserved" means not reserved pursuant to section 704E of this act.

(23) "Unrestricted" means not restricted by section 701E of this act.

(24) "Written" includes printed, typewritten, engraved, lithographed, telegraphed, cabled, ¹ radiogrammed, photographed, photostated, telephotographed, or other form of recordation.

Section 3. Section 3 of the act, subsection A amended August 27, 1963 (P. L. 1381), is amended to read:

Section 3. Applicability and Acceptance of Act.—A. [Every corporation of the second class, heretofore organized and incorporated under the Corporation Act of 1874, its amendments and supplements, and every corporation heretofore created by any special act or formed under any general act and which either (1) has accepted in any manner whatsoever the Constitution of Pennsylvania and, if not existing, would be

¹ "radiogrammed" in original.

required to incorporate under this act, or (2) elects to accept the provisions of this act in the manner set forth in section 4 of this act, shall hereafter be subject to the provisions of this act without formal reorganization hereunder, and shall be deemed to exist under this act. The provisions of this act shall govern all such corporations heretofore incorporated in this Commonwealth.] Except as provided in section 4 of this act, the provisions of this act shall apply to:

(1) Every domestic corporation for profit incorporated under any general or special act since October 13, 1857,

(2) Every domestic corporation for profit incorporated under any general or special act prior to October 14, 1857 which (i) by the terms of its charter or the act under which it was incorporated, holds a charter subject to alteration or revocation; (ii) accepts or has since October 13, 1857, accepted the Constitution of Pennsylvania in any manner whatsoever; or (iii) accepts this act by filing a certificate in substantially the form provided in clause (2) of subsection C of section 4 of this act, and

(3) Every partnership association organized under the act of June 2, 1874 (P. L. 271) or the act of May 11, 1921 (P. L. 495).

B. (1) [Any] Except as provided in section 4 of this act, every domestic corporation [incorporated prior to 1874 by any general or special act, which has not accepted the Constitution of Pennsylvania in any manner whatsoever, and which, if not existing, would be required to incorporate under this act, shall be] for profit which is not brought within the scope of this act by subsection A of this section shall, after January 1, 1967, be conclusively deemed to exist under and shall be governed by the provisions of this act, [upon filing] unless, on or before January 1, 1967, such corporation shall have filed with the Department of State a certificate [accepting] declining to accept the provisions of the Constitution of Pennsylvania and of this act. The certificate shall be executed under the seal of the corporation, shall be signed by two duly authorized officers of the corporation, and shall set forth:

[(1) The] (i) the name and address of the corporation;

[(2) The] (ii) the act of Assembly by or under which it was [created] incorporated;

[(3) A] (iii) a statement that the corporation [accepts] declines to accept the Constitution of Pennsylvania and the provisions of this act; and

[(4) A] (iv) a statement that the [acceptance] nonacceptance of the Constitution of Pennsylvania and of the provisions of this act was duly authorized [by a] at a special meeting of the shareholders called for that purpose or at an annual meeting of the shareholders.

No fee shall be charged for the filing of such a certificate.

(2) The names of all corporations filing such certificates shall be listed on a register maintained for that purpose by the Department of State. Such register shall be combined with any similar register established by any other act. Whenever any corporation named on such register shall file any other document under this act or do any other act amounting to acceptance of the Constitution of Pennsylvania, the department shall remove such corporation's name from the register. The acceptance for filing of such a certificate shall not preclude the Commonwealth or any interested person from directly or collaterally establishing, in any proceeding to which the corporation is a party, that such acceptance for filing was improper.

(3) Whenever the Department of State shall reject a certificate tendered for filing under this subsection B on the ground that the corporation named therein has theretofore accepted the Constitution of Pennsylvania, or shall remove a corporation's name from such register, on the ground either that such corporation was improperly included thereon or that it has accepted the Constitution of Pennsylvania, it shall notify the corporation thereof by certified mail, and such notice shall be accompanied by a brief statement by the department of its finding as to the manner in which acceptance of the Constitution was effected.

(4) The filing of a certificate of nonacceptance under this subsection shall be deemed to be in compliance with the police power of the Commonwealth and shall not of itself constitute acceptance of the Constitution of Pennsylvania.

C. [Every] Except as provided in section 4 of this act, every foreign [business] corporation [heretofore admitted to do business in this Commonwealth, which, if now seeking admission, would be required to comply with the provisions of this act, shall, within ninety days after the effective date of this act, secure a certificate of authority from the Department of State, and] for profit shall [thereafter] be subject to the provisions of this act. If a foreign corporation for profit is on January 1, 1966, admitted to do business in this Commonwealth by the filing of a power of attorney and statement under the act of June 8, 1911 (P. L. 710), such power of attorney and statement shall be deemed an approved application for a certificate of authority issued under this act and such corporation shall be deemed a holder of such a certificate. Such corporation shall include in its initial application, if any, for an amended certificate of authority under this act the information required by this act to be set forth in an application for a certificate of authority.

Section 4. Section 4 of the act, amended August 27, 1963 (P. L. 1355) and August 27, 1963 (P. L. 1381), is amended to read:

Section 4. Scope of Act.—A. Every corporation for profit incorporated under any of the following acts shall be a business corporation and shall be governed by this act except to the extent that this act is inconsistent with the act under which it was incorporated:

- (1) The Business Development Credit Corporation Law,
- (2) The act of December 22, 1959 (P. L. 1978) relating to harness horse race meeting corporations,
- (3) The Limited Dividend Housing Company Law.

[A] B. This act does not [relate to, does not affect, and does not] apply to:

- [(1) Cooperative associations, whether for profit or not for profit.
- (2)] (1) Any domestic corporation [which may be organized] for profit incorporated under [the Nonprofit Corporation Law,] one of the following acts or which, if not existing, would be required to incorporate under [that act.] one of such acts, unless and only to the extent otherwise provided in the act under which it was incorporated:

(i) The act of June 2, 1874 (P. L. 271) relating to partnership associations, if the partnership association is an association solely of professional persons not authorized by law to practice their profession as a corporation;

(ii) the act of June 7, 1887 (P. L. 365) relating to productive and distributive associations;

(iii) the act of May 9, 1899 (P. L. 261) relating to registered partnerships unless the registered partnership elects to accept the provisions of this act in the manner set forth in clause (2) of subsection C of this section. The exclusion provided by this subclause (iii) shall expire on January 1, 1971 and every registered partnership which has not by that date reorganized as a limited partnership under The Uniform Limited Partnership Act shall thereafter be a business corporation subject to the provisions of this act;

¹(iv) The Insurance Company Law of 1921;

(v) the act of April 30, 1929 (P. L. 885) relating to agricultural associations having capital stock;

(vi) the Building and Loan Code;

(vii) the Banking Code;

(viii) the act of May 25, 1933 (P. L. 1027) relating to agricultural credit associations having capital stock;

(ix) the acts of April 28, 1903 (P. L. 329), April 20, 1927 (P. L. 317), June 24, 1939 (P. L. 686), June 20, 1947 (P. L. 687), June 28, 1951 (P. L. 941), July 15, 1957 (P. L. 929), or any similar act relating to the incorporation or reincorporation of limited life insurance companies;

(x) the Credit Union Act.

[(3) Any corporation which, by the laws of this Commonwealth, is subject to the supervision of the Department of Banking or the Insurance Department, except a corporation formed for the purpose of acting as—

¹“(iii)” in original; each following sub-subsection ending with (x) renumbered.

(i) an insurance agent, insurance broker, public adjuster or public adjuster solicitor as defined in the Insurance Department Act of one thousand nine hundred and twenty-one;

(iii) a small loan company or loan broker regulated by the act of June 17, 1915 (P. L. 1012), and its amendments and supplements; or

(iv) a consumer discount company regulated by the Consumer Discount Company Act;

(v) a safe deposit real estate or mortgage company; or

(vi) a dealer or investment advisor regulated by the Pennsylvania Securities Commission.

(4) (2) Any domestic corporation for profit which, by the laws of this Commonwealth, is subject to the supervision of the Pennsylvania Public Utility Commission or the Water and Power Resources Board, except—

(i) a corporation [formed] incorporated for the purpose of acting as a motor carrier or broker or both as defined in the Public Utility Law; or

(ii) a proposed or existing domestic corporation [or a foreign corporation] which elects to accept the provisions of this act in the manner set forth in subsection [B] C of this section: Provided, That this exception shall not apply to any corporation [formed] incorporated for the purpose of acting as a railroad as defined in the Public Utility Law; or

(3) Except with respect to section 1014B of this act, any foreign corporation for profit incorporated under a Federal act having a place of business in this Commonwealth or any foreign corporation for profit qualified to do business in this Commonwealth under one of the following acts:

(i) The Insurance Company Law of 1921; or

(ii) any other act hereafter enacted requiring as a condition for qualification the appointment within this Commonwealth of an agent for the receipt of service on behalf of the foreign corporation of all lawful process in any action against it.

[B] C. The acceptance provided for in [subclause (ii) of clause (4) of] subsection [A] B of this section shall be effected—

(1) In the case of a proposed domestic business corporation [or a foreign corporation not qualified to do business in this Commonwealth,]

by the [insertion in the] filing of articles of incorporation [or application for certificate of authority of a statement that the incorporators or corporation have elected to proceed with the formation or qualification of a corporation] under this act.

(2) In the case of an existing domestic corporation [or a qualified foreign corporation,] for profit, by the filing with the Department of State of a certificate which shall be executed under the seal of the corporation, shall be signed by two duly authorized officers of the corporation, and shall set forth:

(i) the name and address of the corporation;

(ii) the act of Assembly by or under which it was [created or qualified] incorporated; and

(iii) a statement that the board of directors of the corporation [have] has elected to accept the [provision] provisions of this act for the government and regulation of the affairs of the corporation [or for the regulation of its affairs in this Commonwealth, in the case of a qualified foreign corporation].

This act shall become applicable to the corporation upon the filing of such certificate [with] by the Department of State.

[C] D. The Department of State shall maintain a [distinct] register of the names of the corporations which have elected, pursuant to subclause (ii) of clause [(4)] (2) of subsection [A] B of this section, to accept the provisions of this act.

Section 5. Subsection A of section 6 of the act is amended to read:

Section 6. Interpretation of Act.—A. [The provisions of this act are severable, and if any of its provisions shall be held unconstitutional, the decision of the court shall not affect or impair any of the remaining provisions of this act. It is hereby declared to be the legislative intent that this act would have been adopted had such unconstitutional provisions not been included herein.] If any provision of this act or the application thereof to any person or circumstance is held invalid, the remainder of this act, and the application of such provision to other persons or circumstances, shall not be affected thereby, and to this end the provisions of this act are declared to be severable.

* * *

Section 6. Subsections A and B of section 8 of the act, amended July 11, 1957 (P. L. 711), are amended to read:

Section 8. Notice of Meetings.—A. Whenever written notice is required to be given to any person under the provisions of this act or by the articles or by-laws of any business corporation, it may be given to such person, either personally or by sending a copy thereof through the mail, or by telegram, charges prepaid, to his address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of shareholders, the general nature of the business to be transacted.

B. Whenever any written notice is required to be given under the provisions of this act or the articles or by-laws of any corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of shareholders, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

* * *

Section 7. Section 10 of the act, amended September 26, 1951 (P. L. 1475), is amended to read:

Section 10. Powers of Department of State; Filing of Documents.—

A. The Department of State shall have the power and authority reasonably necessary to enable it to administer this act efficiently and to perform the duties imposed upon it by this act. All articles, papers, and other documents required by this act to be filed with the Department of State shall be made in such [form] format as to size, shape and other physical characteristics as shall be prescribed by that department.

B. If the Department of State finds—

(i) that any document delivered to it for filing under this act appears to be properly executed and to relate to matters authorized or required to be filed by any section of this act;

(ii) that, in the case of articles of incorporation or of amendment thereto changing a corporate name, articles of merger or consolidation and applications for a certificate of authority or an amended such cer-

ificate changing a corporate name, the proposed name is available; and

(iii) that all fees and taxes or certificates relating thereto and, if required by section 1104 of this act, proof of publication have been tendered; then the Department of State shall, except as otherwise provided in sections 3B (3), 15B, or 905B of this act, forthwith or on such date as is requested by the person delivering the document, whichever is later, file such document, certify that such document has been filed by endorsing upon such document the fact and date of filing, make and retain a copy thereof, and return the document or a copy thereof so endorsed to the person who delivered the same to the department.

C. The Department of State may make a copy, on microfilm or otherwise, of any document filed with or by it pursuant to [this act or] any act hereby repealed, and thereafter destroy such document or return it to the person who [filed] delivered the same to the department.

Section 8. Section 201 of the act is amended to read:

Section 201. Purpose of Incorporation and Qualifications of Incorporators.—[Three or more natural persons of full age and either sex, married or single, at least two-thirds of whom are citizens of the United States or of its territories or possessions,] One or more corporations or natural persons of full age may [form] incorporate a business corporation under the provisions of this act, for any lawful purpose or purposes.

Section 9. Section 202 of the act amended September 23, 1959 (P. L. 959), August 27, 1963 (P. L. 1355), August 27, 1963 (P. L. 1381), and September 30, 1965 (Act No. 293) (P. L. 569), is amended to read:

Section 202. The Corporate Name.—A. The corporate name may be in any language, but must be expressed in English letters or characters, and shall contain the word “corporation,” “company,” or “incorporated,” or an abbreviation thereof, except that the word “company” or the abbreviation “Co.” may not be used where that word or abbreviation is immediately preceded by the word “and” or any symbol or substitute therefor, unless the word “incorporated,” or any abbreviation thereof, immediately follows the word “company” or the abbreviation “Co.” The corporate name shall not imply that the corporation is a governmental agency of the Commonwealth or of the United States or a bank, bank and trust company, savings bank, private bank or [a]

trust company, as defined in the [act of May 15, 1933 (P. L. 624), known as the] "Banking Code," [or] an insurance company of any of the classes [governed by the act of May 17, 1921 (P. L. 682), known as] which might be incorporated under "The Insurance Company Law of 1921," or a public utility as defined in the [act of May 28, 1937 (P. L. 1053), known as the] "Public Utility Law," [unless there be submitted to the Department of State a certificate from the Public Utility Commission certifying that the corporation or proposed corporation is entitled to use such designation,] unless the corporation or proposed corporation has as a corporate purpose the furnishing of service subject to the jurisdiction of the Pennsylvania Public Utility Commission or the Interstate Commerce Commission, nor shall the corporate name contain the word "college" or "university" when used in such a way as to give the impression that it is an educational institution conforming to the standards and qualifications prescribed by the State Board of Education, unless there be submitted a certificate from the Department of Public Instruction certifying that the corporation or proposed corporation is entitled to use such designation.

B. The corporate name shall not be the same as, or deceptively similar to:

(1) The name of any other domestic corporation, or of any foreign corporation authorized to do business in this Commonwealth, or the name of any unincorporated body whatsoever, voluntarily registered with the Department of State under any act of Assembly, unless (i) where the name is the same or deceptively similar such other domestic or foreign corporation or unincorporated body (a) is about to change its name, or to cease to do business, or is being wound up, or such foreign corporation is about to withdraw from doing business in this Commonwealth, and the written consent of such other domestic or foreign corporation or unincorporated body to the adoption of [its] such name [, or a deceptively similar name, has been given and] is filed with the [articles] Department of State, or [unless such domestic or foreign corporation] (b) has filed with the Department of Revenue a certificate of out of existence, or [unless such domestic or foreign corporation] has failed for a period of three successive years to file with the Department of Revenue or with the Department of State a report or return required by law, and such failure to file with the Department of Revenue has been certified by the Department of Revenue to the

Department of State, or [unless] (ii) where the name [of a proposed corporation] is [identical or] deceptively similar [to the name of another] the consent of such other domestic or foreign corporation [registered with the Department of State and such proposed corporation is to be affiliated with the registered corporation, then such name may be made available for use by the proposed corporation upon the addition at the end of the name of a geographical or numerical designation or the word or words "sales" or "service" or "sales and services" or some other word or words differentiating the type of activity of the proposed corporation from that of the registered corporation. In every such case, the application for charter shall be accompanied by a letter from the registered corporation signed by two duly authorized officers thereof and under the corporate seal, stating that the corporations will be affiliated and the corporation consents to the use of the name by the proposed corporation. Affiliation shall be deemed to exist where (i) a parent-subsidiary relationship exists, or (ii) at least a majority of the outstanding stock of each corporation is to be owned by the same interests, or (iii) one corporation grants franchises in regards to a service or product including the right to the use of a particular name, which is to be in the name of the corporation receiving such franchise. The corporations receiving such franchises shall be deemed to be affiliated with each other and with the corporation granting the franchises: Provided, That nothing herein contained shall be construed to refer or apply to] or unincorporated body to the adoption of such name is filed with the Department of State.

The consent of the corporation or unincorporated body shall be evidenced by a certificate to that effect executed under the seal, if any, of the corporation or body and signed by two duly authorized officers thereof. A name shall not be rendered unavailable for corporate use by reason of the filing with the Department of State of any assumed or fictitious name required by law to be filed with the [Department of State] department.

(2) The name of any administrative department, board, or commission, or other agency of the Commonwealth.

(3) A name the exclusive right to which is at the time reserved by any other corporation whatsoever in the manner provided in this act or any other act of Assembly.

C. Nothing in this section shall abrogate or limit the law as to unfair

competition or unfair practices, nor derogate from the common law, the principles of equity, or the statutes of this Commonwealth with respect to the right to acquire and protect trade names.

D. The use of a name in violation of this section shall not vitiate or otherwise affect the corporate existence, but the court of common pleas of Dauphin County may, upon the application of the Attorney General, acting on his own motion or at the instance of any ¹ administrative department, board, or commission of the Commonwealth, and the court of common pleas of any county having jurisdiction over the corporation may, upon the application of any person, unincorporated body or corporation adversely affected, enjoin the corporation from using or continuing to use a name in violation of this section.

[D (1)] E. Where a corporate name is made available on the basis that the corporation which formerly registered such name has failed for a period of three successive years to file with the Department of Revenue or the Department of State a report or a return required by law or where the corporation has filed with the Department of Revenue a certificate of out of existence, the said corporation shall cease to have by virtue of its prior registration any right to the use of such name, and said corporation, upon withdrawal of the certificate of out of existence or upon the removal of its delinquency in the filing of the required reports and returns, must make inquiry with the Department of State with regard to the availability of its name, and if such name has been made available to another corporation by virtue of the above conditions, must adopt a new name in accordance with the provisions of this act for changing corporate names before resuming its activities.

[D (2)] F. The corporate name shall not contain the words "engineer" or "engineering" or "surveyor" or "surveying," or any other word implying that any form of the practice of engineering or surveying, as defined in the [act of May 23, 1945 (P. L. 913), known as the] "Professional Engineers Registration Law," is provided unless the use of such name shall first have been approved by the State Registration Board for Professional Engineers and there is submitted a certificate from the board that the corporation or proposed corporation is entitled to use such designation in its corporate name. The State Registration Board for Professional Engineers shall approve the corporate name: Provided. That at least one of the incorporators of a proposed business corporation or the directors of a domestic or foreign business corporation

¹ "administrative" in original.

has been properly registered with said board in the practice of engineering or surveying.

[E.] G. If a domestic or foreign business corporation has used a name the same as, or deceptively similar to, the name of another corporation as permitted by subsection B (1) (i) hereof [with the consent of such other corporation or as a result of the operation of subsection D (1) hereof,] and the other corporation continues to use its name in this Commonwealth and does not change its name, cease to do business, be wound up, or withdraw as it proposed to do in its consent or change its name as required by subsection [D (1)] E hereof, the court of common pleas of Dauphin County may, upon the application of the Attorney General, acting on his own motion or at the instance of the Commonwealth, and the court of common pleas of any county having jurisdiction over the other corporation may, upon the application of any person, unincorporated body or corporation adversely affected, enjoin the other corporation from continuing to use its name or a name deceptively similar thereto.

Section 10. Clauses (3) and (12) of section 204 of the act, amended November 10, 1959 (P. L. 1406), are amended to read:

Section 204. Articles of Incorporation.—Articles of incorporation shall be signed by each of the incorporators, and shall set forth, in the English language:

* * *

(3) A brief statement of the purpose or purposes for which the corporation is [organized] incorporated which may consist of or include a statement that the corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under this act, and that [it is organized] the corporation is incorporated under the provisions of this act.

* * *

(12) Any other provisions [not inconsistent with law] which the incorporators may choose to insert [for the regulation of the internal affairs of the corporation and the business of the corporation.] if:

(i) any section of this act authorizes or requires provisions pertaining to the subject matter thereof to be set forth in the articles or by-laws of a business corporation or in an agreement or other instrument; or

(ii) such provisions, whether or not specifically authorized by this act, relate to the regulation of the internal affairs or business of the corporation, or to the rights, powers or duties of its security holders, directors or officers.

Section 11. Section 206 of the act, amended July 2, 1937 (P. L. 2828) and August 19, 1953 (P. L. 1119), is amended to read:

Section 206. Filing of Articles; Certificate of Incorporation.—A.

The [incorporators shall deliver, or cause to be delivered, to the Department of State the articles of incorporation. If the Department of State finds that the articles conform to law, it shall forthwith endorse its approval thereon, and when all bonus, fees, and charges have been paid, as required by law, shall] articles of incorporation and the registry statement specified in subsection B of this section shall be delivered to the Department of State which shall, upon filing the articles, issue to the incorporators, or their representative, a certificate of incorporation [to which shall be attached the approved articles and shall make and retain a copy thereof. The articles, upon being approved by the Department of State, shall constitute the charter of the corporation].

B. [If the] A registry statement shall be submitted in triplicate (except that only one statement need include a copy of the stated purposes of a foreign corporation) for information purposes with the articles of incorporation of a proposed domestic business corporation or the articles of domestication or application for a certificate of authority of a foreign business corporation. The registry statement shall be executed under the seal of the corporation by two duly authorized officers thereof or in the case of a proposed business corporation by an incorporator thereof and shall set forth:

- (1) The name of the corporation,
- (2) The post office address to which the corporation desires correspondence to be directed by the Department of Revenue and other Commonwealth agencies in connection with the affairs of the corporation,
- (3) The date of its incorporation, if a foreign corporation,
- (4) The act of Assembly or authority under which it was incorporated,
- (5) The kind or kinds of business in which it actually intends to en-

gage in this Commonwealth within one year of the execution of the registry statement,

(6) The name and residence address of its treasurer,

(7) The text of its purposes as stated in its articles, if a foreign corporation.

The Department of State shall note the fact and date of the issuance of the certificate of incorporation, certificate of domestication, or the certificate of authority, as the case may be, upon the registry statement and shall transmit a copy of the same to the Department of Revenue.

C. If the registry statement delivered to the Department of State [are for the incorporation of a business corporation for the transaction of] sets forth any kind of business in which a corporation may not engage without the approval of or a license from any department, board, or commission of the Commonwealth, the Department of State shall, upon the issuance of the certificate of incorporation, certificate of domestication or certificate of authority promptly [certify the fact of such incorporation] transmit a copy of the registry statement to each such department, board, or commission [, setting forth the name of the corporation and post office address of the initial registered office in this Commonwealth, the date of issuance of the certificate of incorporation, the purpose or purposes for which the corporation is organized, and the names and post office addresses of the first directors of such corporation].

Section 12. Sections 207 and 210 of the act, amended May 23, 1949 (P. L. 1773), are amended to read:

Section 207. Effect of [Approval] Filing of Articles of Incorporation.—Upon the [approval] filing of the articles of incorporation by the Department of State, the corporate existence shall begin, and those persons who subscribed for shares prior to the [approval] filing of the articles of incorporation, or their assignees, shall be shareholders in the corporation. The certificate of incorporation shall be conclusive evidence of the fact that the corporation has been incorporated, but proceedings may be instituted by the Commonwealth to dissolve, wind up and terminate a corporation which should not have been [formed] incorporated under this act, or which has been [formed] incorporated without a sub-

stantial compliance with the conditions prescribed by this act as precedent to incorporation.

Section 210. Organization [Meetings.—After the approval of the articles of incorporation, the first meeting of the shareholders shall be held within or without this Commonwealth at the call of the shareholders who were the incorporators, or a majority of them, for the purpose of adopting by-laws, unless the articles provide that by-laws shall be adopted by the board of directors, and for such other purposes as shall be stated in the notice of the meeting. The persons calling the meeting shall give to each shareholder at least ten days' written notice of the time, place, and purpose or purposes of the meeting.] Meeting.—After the [approval] filing of the articles of incorporation, an organization meeting of the board of directors named in the articles shall be held, either within or without this Commonwealth, at the call of a majority of the directors, for the purpose of adopting by-laws, [if the articles authorize the directors to adopt by-laws,] which they shall have authority to do at such meeting, of electing officers, and of transacting such other business as may come before the meeting. The directors calling the meeting shall give at least five days' written notice to each director, named in the articles, of the time and place of the meeting.

Section 12.1. Section 302 of the act, amended August 27, 1963 (P. L. 1355), is amended by adding after clause (17), a new clause to read:

Section 302. General Powers.—Subject to the limitations and restrictions contained in this act or in its articles, every business corporation shall have power:

* * *

(18) To be a promoter, partner, member, associate or manager of any partnership, enterprise or venture.

The powers herein enumerated shall not be construed as limiting or enlarging the grant of authority hereinbefore made by this article, or as a limitation on the purposes for which a corporation may be organized. It shall not be permissible or necessary to set forth any of such enumerated powers in the articles of the corporation. Except as otherwise provided in this act or in the articles or in the by-laws, the powers herein enumerated shall be exercised by the board of directors of the corporation.

Section 13. Section 305 of the act is amended to read:

Section 305. Persons Bound by By-laws.—The by-laws of a business corporation shall operate merely as regulations among the shareholders

of the corporation, and shall not affect contracts or other dealings with other persons, unless such persons have actual knowledge of such by-laws. Any form of execution provided in the by-laws to the contrary notwithstanding, any note, mortgage, evidence of indebtedness, contract, or other instrument of writing, or any assignment or endorsement thereof, executed or entered into between any corporation and any other person, copartnership, association or corporation, when signed by the president or vice president and secretary or assistant secretary or treasurer or assistant treasurer of such corporation, shall be held to have been properly executed for and in behalf of the corporation. Except as otherwise required by act of Assembly, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by a domestic or foreign business corporation of any instrument in writing.

Section 14. Subsection B of section 311 of the act, amended August 27, 1963 (P. L. 1355), is amended to read :

Section 311. Voluntary Transfer of Corporate Assets.—* * *

B. A sale, lease, or exchange of all, or substantially all, the property and assets, with or without the good will of a corporation, whether to a subsidiary corporation or not, if made neither (1) in the usual and regular course of its business, nor (2) for the purpose of relocating the business of the corporation, nor (3) in connection with its dissolution or liquidation, may be made upon such terms and conditions and for such considerations which may consist, in whole or in part, of money or property, real or personal, including shares, or bonds, or other evidences of indebtedness of any other corporation, domestic or foreign, as may be authorized in the manner hereinafter provided in this subsection. The board of directors shall adopt a resolution recommending such sale, lease or exchange, and directing the submission thereof, to a vote of the shareholders entitled to vote in respect thereof at a meeting which may be either an annual meeting of the shareholders or a special meeting of the shareholders entitled to vote in respect of such sale, lease, or exchange. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, or exchange of all, or substantially all, the property and assets of the corporation, shall be given to each shareholder of record, whether or not entitled to vote, at least ten days prior to the date of the meeting, in the manner provided by this act for the giving of notice of meetings of shareholders. If such meeting be an annual meeting, such purpose may be included in the notice of the annual meeting. Unless the last sentence of sub-

section D of this section is applicable, there shall be included in or enclosed with such notice a copy of subsection D of this section and of section 515 of this act. At such meeting, the shareholders may authorize such sale, lease, or exchange, and fix or may authorize the board of directors to fix, any or all of the terms and conditions thereof, and the consideration to be received by the corporation therefor. Such authorization shall receive the affirmative vote of the shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast on the question, and if any class of shares is entitled to vote as a class on the question, the affirmative vote of the holders of at least a majority of the outstanding shares of each class of shares entitled to vote as a class. After such authorization by a vote of the shareholders, the board of directors, in its discretion, may abandon such sale, lease, or exchange, subject to the rights of third parties under any contracts relating thereto, without further action or approval by the shareholders. The sale, lease or exchange of property or assets by a direct or indirect subsidiary corporation which is controlled by a parent corporation shall also be deemed a sale, lease or exchange of property or assets of the parent corporation for the purposes of this subsection and of subsection D of this section.

* * *

Section 15. Subsection C of section 312 of the act, added August 27, 1963 (P. L. 1381), is amended to read:

Section 312. Reorganization Upon Forced Sale of Corporate Property and Franchises.—* * *

C. The sale, transfer or acquisition of any franchises, property or assets, which by virtue of any other act, requires [that] the prior approval of the Pennsylvania Public Utility Commission, shall take effect upon the granting of such approval by the commission, and not before.

Section 16. Subsection (3) of section 320 of the act, amended November 10, 1959 (P. L. 1406), is amended to read:

Section 320. Arrangement and Reorganization Under National Bankruptcy Act.—* * *

(3) A certificate of any amendment to articles of incorporation, a certificate of change of registered office, a certificate of dissolution, a certificate of reduction of stated capital or a certificate of merger or consolidation, executed as hereinafter provided, and made by such corporation pursuant to the foregoing provisions, [together with a certificate or certificates from the proper department or departments evi-

dencing payment by the corporation of all bonus, taxes and charges, if such certificate or certificates would be required by this act for a corporation not in bankruptcy,] shall be delivered to the Department of State [If the Department of State finds that the certificate of amendment, change of registered office, dissolution, reduction of stated capital, or of merger or consolidation, conforms to law, and if advertisement would be required by this act for a corporation not in bankruptcy, that notice of intention to file such certificate has been duly advertised in accordance with the provisions of this act, and, if required, that the certificate evidencing payment of bonus or taxes or charges is in proper form, it shall, upon payment of the filing fee, forthwith endorse its approval thereon and shall] which shall upon filing such document, issue to the corporation [a] the appropriate certificate [of amendment, dissolution, reduction of stated capital, merger, or consolidation, to which shall be attached the certificate so delivered to it.] if any. Upon the [approval] filing of such [certificate] document by the Department of State, the amendment, dissolution, reduction of stated capital, merger, or consolidation shall be effective. Such [certificate] document shall be made and executed, as may be directed by such decrees or orders, by the trustee or trustees, or receiver or receivers, appointed in the bankruptcy proceedings (or a majority thereof), or, if none be appointed and acting, by officers of the corporation, or by a master or other representative appointed by the court, or judge, or referee, and shall certify that (a) provision for the making of such [certificate, agreement, or instrument] document is contained in the plan of reorganization or arrangement, or in a decree or order of the court, or judge or referee relative thereto; and (b) that the plan or arrangement has been confirmed, as provided in the National Bankruptcy Act, but no final decree has been entered in the bankruptcy proceedings closing the case and discharging the trustee or trustees, or receiver or receivers, if any.

* * *

Section 17. Section 401 of the act, amended May 23, 1949 (P. L. 1773), is amended to read:

Section 401. Board of Directors.—The business and affairs of every business corporation shall be managed by a board of at least three directors, who shall be natural persons of full age, and who need not be residents of this Commonwealth or shareholders in the corporation, unless the articles or by-laws so require. Each director shall hold office for the term for which he is elected and until his successor shall have

been elected and qualified. [The names of the first directors, their post office addresses, including street and number if any, who shall serve until the first annual meeting, shall be stated in the articles.] Except as hereafter provided in this article, in the case of vacancies, directors, other than those constituting the first board of directors, shall be elected by the shareholders. [A business corporation may allow compensation to its directors for their services, and a] Unless the articles or by-laws provide otherwise, the board of directors shall have the authority to fix the compensation of directors for their services. A director may also be a salaried officer of the corporation.

Section 18. Clause (7) of section 402 of the act, added August 27, 1963 (P. L. 1355), is amended to read:

Section 402. Number, Qualifications, and Election of Directors.—Subject to the provisions of this act, the number, qualifications, terms of office, manner of election, time and place of meeting, compensation, and powers and duties of the directors may be prescribed from time to time by the by-laws. Except as otherwise provided in the by-laws—

* * *

(7) Any action which may be taken at a meeting of the directors or the members of the executive committee may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors or the members of the executive committee, as the case may be, and shall be filed with the secretary of the corporation.

Section 19. Sections 503, 507 and 508 of the act, amended August 27, 1963 (P. L. 1355), are amended to read:

Section 503. Quorum of and Action by Shareholders.—A. A shareholders' meeting duly called shall not be organized for the transaction of business unless a quorum is present. Unless otherwise provided in the articles, or in a by-law adopted by the directors pursuant to section 210 of this act or by the shareholders.

(1) The presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast on the particular matter shall constitute a quorum for the purpose of considering such matter, and, unless otherwise provided in this act, the acts, at a duly organized meeting, of the shareholders present, in person or by proxy, entitled to cast at least a majority of the votes

which all shareholders present are entitled to cast shall be the acts of the shareholders.

(2) The shareholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

(3) If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in this act, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed in this section or in the articles, shall nevertheless constitute a quorum for the purpose of electing directors.

B. Whenever in this act a specific percentage of votes of shareholders or of a class of shareholders is required for the taking of any action, a business corporation may prescribe in its articles or in a by-law adopted by the directors pursuant to section 210 of this act or by the shareholders that a higher percentage of votes shall be required for such action.

Section 507. Voting by Joint Holders of Shares.—Where shares are held jointly or as tenants in common by two or more persons, [such shares shall be voted and any proxy shall be given by the person or persons designated for that purpose in the agreement under which such shares are held jointly or by tenancy in common. If the agreement does not determine the question which person or persons shall vote such shares or give any proxy in regard thereto, the will of the majority of such persons shall control the manner of voting or the giving of a proxy. If] as fiduciaries or otherwise, if only one or more of such persons is present in person or by proxy, [he or they shall have the right to vote all such shares, and] all of the shares standing in the names of such persons shall be deemed to be represented for the purpose of determining a quorum [Where] and the corporation shall accept as the vote of all such shares the vote cast by him or a majority of them and if, in any case such persons are equally divided upon the manner of voting the shares held by them, the vote of such shares shall be divided equally among such persons [Except as hereinafter provided, the same shall be true in the case of fiduciaries however appointed unless the instrument by which the trust or estate was created or the decree of court appointing them otherwise directs. Where in any case such fiduciaries are equally divided upon the manner of voting the shares jointly held

by them, it shall be lawful for the court having jurisdiction over the fiduciaries, upon petition filed by any of the fiduciaries, or by any beneficiary, to direct the voting of such shares in the manner which, in the opinion of the court, will be for the best interests of the parties beneficially interested in the shares.] , without prejudice to the rights of such joint owners or the beneficial owners thereof among themselves, except that, if there shall have been filed with the secretary of the corporation a copy, certified by an attorney-at-law to be correct of the relevant portions of the agreement under which such shares are held or the instrument by which the trust or estate was created or the decree of court appointing them, or of a decree of court directing the voting of such shares, the persons specified as having such voting power in the latest such document so filed, and only such persons, shall be entitled to vote such shares but only in accordance therewith.

Section 508. Voting Shares Held by [Corporation] Corporations.—

Any corporation owning shares in a domestic business corporation may vote the same by any of its officers, or by proxy appointed by any such officer, unless some other person, by resolution of its board of directors, or a provision of its articles or by-laws, a copy of which resolution or provision certified to be correct by one of its officers shall have been filed with the secretary of the business corporation, shall be appointed its general or special proxy, in which case such person shall be entitled to vote the shares. Treasury shares of a domestic business corporation shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares for voting purposes at any given time. Shares of a domestic or foreign corporation other than a domestic business corporation, standing in the name of a shareholder which is a domestic business corporation, may be voted by the persons and in the manner provided for shares of domestic business corporations by this section unless the laws of the jurisdiction in which the issuer of any such shares is incorporated shall require the shares to be voted by some other person or persons or in some other manner, in which case to the extent that such laws are inconsistent herewith this section shall not apply.

Section 20. Section 513 of the act, amended July 11, 1957 (P. L. 711), is amended to read:

Section 513. Informal Action by Shareholders.—Unless the articles

or by-laws otherwise provide, any action which may be taken at a meeting of the shareholders may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the shareholders who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the corporation.

Section 21. Section 514 of the act is repealed.

Section 22. Subsection C of section 602 of the act, amended November 10, 1959 (P. L. 1406), is amended to read:

Section 602. Issuance of Certain Shares in Series.— * * *

C. Prior to the issue of any shares of a series established by resolution adopted by the board of directors, the corporation shall present to the Department of State a statement, executed under the seal of the corporation and signed by two duly authorized officers thereof, and setting forth:

- (1) The name of the corporation.
- (2) The resolution establishing and designating the series and fixing and determining the relative rights and preferences thereof.
- (3) The date and the manner of the adoption of such resolution.

[If the Department of State finds that such statement conforms to law and the articles of the corporation, and when all fees have been paid as required by law, it shall endorse its approval thereon, and shall issue to the corporation, or its representative, the approved statement, and shall make and retain a copy thereof.] Upon the [approval] filing of such statement by the Department of State, the resolution establishing and designating the series and fixing and determining the relative rights and preferences thereof shall become effective and shall operate as an amendment to the articles.

Section 23. Sections 609 and 610 of the act are amended to read:

Section 609. Liability of Subscribers and Shareholders.—A subscriber to, or holder of, shares of a business corporation [formed under this act] shall not be under any liability to the corporation or any creditor thereof with respect to such shares, other than the obligation of complying with the terms of the subscription for such shares. Any person becoming an assignee or transferee of shares, or of a subscription for shares, in good faith and without knowledge or notice that the full consideration therefor has not been paid, shall not be personally liable to the corporation or its creditors for any unpaid portion of such consideration. No person holding shares as executor, administrator, guardian,

trustee, receiver, or in any other representative or fiduciary capacity, shall be personally liable as a shareholder by reason of so holding such shares, but the estate and funds in the hands of such fiduciary or representative shall be so liable. No pledgee or other holder of shares as collateral security shall be personally liable as a shareholder, but the person pledging such shares shall be considered the holder thereof and shall be liable as a shareholder.

Section 610. Validity of Shares.—The fact that shares are issued in violation of, or without full compliance with, the provisions of this act shall not make the shares so issued invalid [unless they are issued in violation of Article XVI, Section seven, of the Constitution of this Commonwealth].

Section 24. Subsection B of section 701 of the act, amended November 10, 1959 (P. L. 1406), is amended to read:

Section 701. Right of Corporation to Acquire its Own Shares.—

* * *

B. Purchases or redemptions by a business corporation of its own shares, whether direct or indirect, shall not be made except:

(1) In the case of shares which are not subject to redemption—

(i) [To] to the extent of the aggregate of (a) its unrestricted and unreserved earned surplus [, or (ii) To the extent] and (b) as much of its unrestricted capital surplus [but only pursuant to] as has been made available for such purpose by the prior affirmative vote obtained within one year of such purchase of the [holders of] shareholders of each class entitled to cast at least a majority of [its outstanding shares] the votes which all shareholders of [each] such class are entitled to cast thereon, whether or not entitled to vote thereon by the provisions of the articles, which available capital surplus may, by resolution of the board of directors, be charged in connection with such purchase notwithstanding the existence of unrestricted and unreserved earned surplus sufficient to effect all or a part of such purchase, or

[(iii) If] (ii) if such earned surplus and capital surplus is insufficient [to the extent of its unrestricted capital surplus, and if such capital surplus is insufficient] to the extent with respect to the deficiency of its stated capital, but only if such purchase shall be for the purpose of eliminating fractional shares, collecting or compromising indebtedness to the corporation, or paying dissenting shareholders entitled to payment for their shares under the provisions of this act.

(2) In the case of shares which are subject to redemption [—(i) To] to the extent of the aggregate of (i) its stated capital represented by such shares and (ii) its unrestricted capital surplus and if such stated capital and capital surplus are insufficient, to the extent, with respect to the deficiency, of its unrestricted and unreserved earned surplus [and (ii) To the extent of its unrestricted capital surplus and stated capital represented by such shares].

(3) When such purchase or redemption is not prohibited by its articles.

(4) When it is not insolvent and would not by such purchase or redemption be rendered insolvent, and

(5) When such purchase or redemption would not reduce the remaining net assets of the corporation below the aggregate preferential amount payable in the event of voluntary liquidation to the holders of shares having rights to the assets of the corporation in the event of liquidation prior or equal to the rights of the holders of the shares redeemed or purchased.

* * *

Section 25. Section 705 of the act is repealed.

Section 26. Subsection B of section 709 of the act, amended November 10, 1959 (P. L. 1406), is amended to read:

Section 709. Reduction of Authorized Shares.—* * *

B. The statement shall be delivered to the Department of State. [If the Department of State finds that the statement conforms to law, it shall endorse its approval thereon, shall issue to the corporation or its representative the approved statement, and shall make and retain a copy thereof.] The [approval] filing of such statement by the department shall operate as an amendment to the articles.

Section 27. Section 802 of the act, amended August 27, 1963 (P. L. 1355), is amended to read:

Section 802. Proposal of Amendments.—Every amendment to the articles shall be proposed by either the board of directors by the adoption of a resolution setting forth the proposed amendment or by petition of shareholders entitled to cast at least ten percent of the votes which all shareholders are entitled to cast thereon, setting forth the proposed amendment, which petition shall be directed to, and filed with, the board of directors. In either case, the board of directors shall direct that it be submitted to a vote of the shareholders entitled to vote thereon at a designated meeting, which may be either an annual meeting of the shareholders or a special meeting of the shareholders entitled to vote

on the amendment. The resolution or petition shall contain the language of the proposed amendment to the articles by providing that the articles shall be amended so as to read as therein set forth in full, or that any provision thereof be amended so as to read as therein set forth in full, or that the matter stated in the resolution or petition be added to or stricken from the articles. The resolution or petition may set forth the manner and basis of reclassifying the shares of the corporation.

Section 28. Section 803 of the act, amended July 11, 1957 (P. L. 711), is amended to read:

Section 803. Notice of Shareholders' Meetings.—Written notice shall, not less than ten days before the shareholders' meetings called by the board of directors for the purpose of considering proposed amendments, be given to each shareholder of record entitled under the articles to vote thereon. Such notice shall set forth the proposed amendment or a summary of the changes to be effected thereby. [If the adoption of the proposed amendments shall be subject to the provisions of section 810 of this act, there shall also be included in, or enclosed with, such notice a copy of section 810 and of subsections B, C and D of section 515 of this act.]

Section 29. Clauses (4) and (5) of section 806 of the act, amended November 10, 1959 (P. L. 1406), are amended to read:

Section 806. Articles of Amendment.—After an amendment has been adopted by the shareholders, articles of amendment shall be executed under the seal of the corporation by two duly authorized officers of the corporation, and shall set forth:

* * *

(4) The number of shares outstanding, the number of shares entitled to vote on the amendment, and, if the shares of any class are entitled to vote as a class, then the number of shares of each such class [and the number of shares of all other classes entitled to vote thereon].

(5) The number of shares voted for and against such amendment, respectively, and if shares of any class are entitled to vote as a class, the number of shares of each such class [and the number of shares of all other classes] voted for and against such amendment, respectively.

* * *

Section 30. Section 808 of the act, amended July 11, 1957 (P. L. 711), is amended to read:

Section 808. Filing of Articles of Amendment.—The articles of amendment shall be delivered [by the corporation, or its representative,] to the Department of State [. If the Department of State finds

that such articles conform to law, it shall, upon payment of the filing fee, forthwith, endorse its approval thereon, shall] which shall, upon filing the articles issue to the corporation, or its representative, a certificate of amendment [to which shall be attached the approved articles, and shall make and retain a copy thereof].

Section 31. Section 809 of the act, amended May 23, 1949 (P. L. 1773), is amended to read:

Section 809. Effective Date of Amendment.—Upon the [approval] filing of the articles of amendment by the Department of State, or upon the effective date specified in the articles of amendment, whichever is later, the amendments shall become effective and the articles of incorporation shall be deemed to be amended accordingly. The certificate of amendment shall be conclusive evidence of the performance of all conditions required in this act in proceedings to amend the articles of incorporation, except as against the Commonwealth. No amendment shall affect any existing cause of action in favor of or against the corporation, or any pending suit in which the corporation shall be a party, or the existing rights of persons other than shareholders; and, in the event the corporate name shall be changed by the amendment, no suit brought by or against the corporation under its former name shall be abated for that reason.

Section 32. Subsection B of section 810 of the act, amended August 27, 1963 (P. L. 1381), is amended to read:

Section 810. Rights of Dissenting Shareholders.—* * *

B. The provisions of this section shall apply only to those business corporations which are or [may] become subject to the provisions of this act but which were not incorporated hereunder and shall not apply to the holders of shares of a class issued after the date such corporation became or becomes subject to this act [, in the case of a public utility corporation or July 3, 1933, in the case of any other business corporation].

Section 33. Subsection A of section 902 of the act, amended May 23, 1949 (P. L. 1773), is amended to read:

Section 902. Approval of [Joint] Plan of Merger or Consolidation.—
A. The board of directors of each of the domestic corporations which desire to merge or consolidate shall, by resolution adopted by at least a majority vote of all the members of each board, approve a [joint] plan of merger or consolidation, as the case may be, setting forth the terms and conditions of the merger or consolidation and mode of carry-

ing the same into effect, the manner and basis of converting the shares of each corporation into shares or other securities or obligations or cash of the surviving or new corporation, as the case may be, and such other details and provisions as are deemed necessary.

* * *

Section 34. The first paragraph of section 903 of the act, amended August 27, 1963 (P. L. 1355), is amended to read and the section is amended by adding, after clause (2.1), a new clause to read:

Section 903. Articles of Merger or Consolidation.—Upon the approval of the plan of merger or [the plan of] consolidation by the corporations desiring to merge or consolidate, as provided in the preceding section, articles of merger or articles of consolidation, as the case may be, shall be executed under the seal of each corporation and signed by two duly authorized officers of each corporation, and shall set forth:

* * *

(2.2) The fact that none of the constituent corporations is a public utility corporation or that the plan of merger or consolidation has been approved by, or does not require the approval of, the Pennsylvania Public Utility Commission, as the case may be.

* * *

Section 35. Section 904 of the act is repealed.

Section 36. Section 905 of the act, amended August 27, 1963 (P. L. 1381), is amended to read:

Section 905. Filing of Articles of Merger or Consolidation.—A. The articles of merger or articles of consolidation, as the case may be [and a certificate or certificates from the proper department or departments evidencing payment by the corporation of all taxes and charges as required by law,] shall be delivered to the Department of State [except that no such certificates] which shall, upon filing the articles, issue to the corporation, or its representative, a certificate of merger or certificate of consolidation, as the case may be. No certificate from any department evidencing the payment of taxes and charges shall be required if the surviving or new corporation is to be a domestic corporation, or shall, on the effective date of the merger or consolidation, be a foreign business corporation authorized, under Article X. of this act, to do business in this Commonwealth. [If the Department of State finds that such articles conform to law, and that the certificate or certificates evidencing payment of taxes or charges delivered therewith if required

is in proper form, it shall, upon payment of the filing fee, forthwith, endorse its approval thereon, and issue to the surviving or new corporation, or its representative, a certificate of merger or a certificate of consolidation, as the case may be, to which shall be attached the approved articles, and shall make and retain a copy thereof: Provided, however, That in]

B. In the case of any merger or consolidation of any corporations under this act which, by virtue of any other act, requires the prior approval of the Pennsylvania Public Utility Commission, the Department of State shall not [endorse its approval on] file any such [agreement] articles or issue any certificate of merger or certificate of consolidation unless and until the approval of such commission is first obtained in the manner required by law.

Section 37. Section 906 of the act, amended May 23, 1949 (P. L. 1773), is amended to read:

Section 906. Effective Date of Merger or Consolidation.—Upon the [approval] filing of the articles of merger or the articles of consolidation by the Department of State, or upon the effective date specified in the plan of merger or consolidation, whichever is later, the merger or consolidation shall be effective. The certificate of merger or the certificate of consolidation shall be conclusive evidence of the performance of all conditions precedent to such consolidation or merger and the creation or existence of a new or surviving corporation, except as against the Commonwealth. The merger or consolidation of one or more domestic corporations into a foreign corporation shall be effective according to the provisions of law of the jurisdiction in which such foreign corporation was [formed] incorporated, but not until articles of merger or articles of consolidation have been adopted and filed, as heretofore provided in this act.

Section 38. Subsection B of section 908 of the act, amended August 27, 1963 (P. L. 1355), is amended to read:

Section 908. Rights of Dissenting Shareholders.—* * *

B. The rights of dissenting shareholders granted by subsection A of this section [908] shall not apply (except as to minority shareholders in a subsidiary corporation) to the merger or consolidation of two or more corporations, one of which owns directly or indirectly [all] ninety percent or more of the outstanding shares of [all] each class of each

of the others immediately prior to the approval of the plan of merger or consolidation and at all times thereafter prior to its effective date: Provided, That neither the [preferences, qualifications, limitations, restrictions, or special or relative rights, granted to or imposed upon the shares of any class] articles nor the state of incorporation of the parent corporation are [not] altered by such plan. The shareholders of such parent corporation shall not have such rights of dissenting shareholders by reason of any such merger or consolidation [If, but only if, the state of incorporation of the parent corporation is altered by such plan,] and the approval [thereof] of the plan by the shareholders of the parent corporation as specified in section 902 [hereof] of this act shall not be necessary.

* * *

Section 39. Section 909 of the act, added May 23, 1949 (P. L. 1773), subsection A amended September 26, 1951 (P. L. 1475), and subsection C amended November 10, 1959 (P. L. 1406), is amended to read:

Section 909. Domestication of Foreign Corporations.—A. Any foreign business corporation holding a certificate of authority to do business in this Commonwealth may become a domestic corporation of this Commonwealth by delivering or causing to be delivered to the Department of State articles of domestication [If the Department of State finds that the articles conform to law, it shall forthwith endorse its approval thereon, and when all bonus, fees and charges have been paid, as required by law, shall] and the registry statement specified in section 206 of this act. The Department of State shall, upon filing the articles of domestication, issue to the foreign corporation a certificate of domestication [to which shall be attached the articles, and shall make and retain a copy thereof]. The articles of domestication, upon being [approved] filed by the Department of State, shall constitute the [charter] articles of the domesticated foreign business corporation and it shall thereafter have all the powers and privileges and be subjected to all the duties and limitations granted and imposed upon domestic business corporations under the provisions of this act.

[B. If such articles are for the domestication of a foreign business corporation for the transaction of any business in which a corporation may not engage without the approval of, or a license from, any department, board or commission of the Commonwealth, the Department of

State shall, upon the approval of the certificate of domestication, promptly certify the fact of such domestication to each such department, board or commission, setting forth the name of the corporation and post office address of the initial registered office in this Commonwealth, the date of approval of the certificate of domestication, the purpose or purposes for which the corporation is organized, and the names and addresses of the then officers of such corporation.]

C. The articles of domestication shall be [signed by the president of the corporation, attested by its secretary, with its corporate seal thereto affixed] executed under the seal of the corporation and signed by two duly authorized officers thereof, and shall set forth in the English language:

(1) The name of the corporation, unless the name is in a foreign language in which case it shall be set forth in English letters or characters;

(2) The location and post office address of its [initial] registered office in this Commonwealth;

(3) A statement of the purpose or purposes for which the corporation was [organized] incorporated, the purpose or purposes for which it is to be domesticated, which shall be a purpose or purposes for which a domestic business corporation may be incorporated under this act, and that upon domestication it will be subject to the provisions of this act;

(4) The term for which it was originally incorporated and the term for which upon domestication it is to exist, which may be perpetual;

(5) The aggregate number of shares which the corporation under its foreign charter is authorized to issue, the number of shares issued and outstanding [thereof,] and the par value of each of the shares or a statement that all of the shares are without par value, or, if such shares are divided into classes, the number of shares, if any, that have a par value and the par value of each share of each such class, the number of shares of each class, if any, that are without par value and the number of shares issued and outstanding of each such class;

(6) If the shares are divided into classes, a description of each class and a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights granted to, or imposed upon, the shares of each class;

(7) If the corporation is authorized to issue the shares of any preferred or special class in series, a description of each series and a statement of the variations in the relative rights and preferences as between different series in so far as the same are fixed in the [original] articles

[of incorporation,] and a statement of any ¹ authority vested in the board of directors to establish series and fix and determine the variations in the relative rights and preference as between series;

(8) Any other provisions authorized by this act to be set forth in the original articles.

Said articles of domestication shall be accompanied by a resolution, duly certified by the secretary of the corporation, adopted by the affirmative vote of the shareholders entitled to cast at least a majority of the [stockholders entitled to vote at any regular or special meeting of the corporation,] votes which all shareholders are entitled to cast thereon, and if any class of shares is entitled to vote thereon as a class, the affirmative vote of the holders of at least a majority of the outstanding shares in each class of shares entitled to vote as a class thereon, consenting to the filing of the articles of domestication and the renunciation of its original charter or articles.

Section 40. Section 1001 of the act is amended to read:

Section 1001. Admission of Foreign Business Corporations.—A. A foreign business corporation, before doing any business in this Commonwealth, shall procure a certificate of authority to do so from the Department of State, in the manner hereinafter provided in this article [, unless the entire business operations of the corporation within this Commonwealth are within the protection of the Commerce Clause of the Federal Constitution, in which event the corporation may engage in such business operations without procuring a certificate of authority]. A foreign business corporation shall not be denied a certificate of authority by reason of the fact that the laws of the state or country governing its [organization] incorporation and internal affairs differ from the laws of this Commonwealth, and nothing in this act contained shall be construed to authorize this Commonwealth to regulate the [organization] incorporation or the internal affairs of such corporation.

B. Without excluding other activities which may not constitute doing business in this Commonwealth, a foreign business corporation shall not be considered to be doing business in this Commonwealth for the purposes of this section and of sections 1012 and 1014 of this act, but not

¹ "authoritiy" in original.

necessarily for the purposes of taxation or of section 1011 of this act concerning service of process, by reason of carrying on in this Commonwealth any one or more of the following activities:

(1) Maintaining or defending any action or suit or any administrative or arbitration proceeding or effecting the settlement thereof or the settlement of claims or disputes;

(2) Holding meetings of its directors or shareholders or carrying on other activities concerning its internal affairs;

(3) Maintaining bank accounts;

(4) Maintaining offices or agencies for the transfer, exchange and registration of its securities, or appointing and maintaining trustees or depositories with relation to its securities;

(5) Effecting sales through independent contractors;

(6) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, and maintaining offices therefor, where such orders require acceptance without this Commonwealth before becoming binding contracts;

(7) Creating as borrower or lender evidences of debt, mortgages and rights in real or security interests in personal property;

(8) Collecting debts and enforcing mortgages and rights in property securing the same;

(9) Transacting any business in interstate commerce;

(10) Conducting an isolated transaction completed within a period of thirty days and not in the course of a number of repeated transactions of like nature;

(11) Inspecting, appraising and acquiring real estate and mortgages and other liens thereon and personal property and security interests therein, and holding, leasing away, conveying and transferring the same, as fiduciary or otherwise.

Section 41. Section 1002 of the act, amended July 11, 1957 (P. L. 711), is amended to read:

Section 1002. Restriction on Admission of Foreign Business Cor-

porations.—The Department of State shall not issue a certificate of authority to any foreign business corporation :

(1) If the application for the certificate of authority, hereinafter required by this article to be filed, sets forth any kind of business [for the transaction of] which a [domestic] foreign business corporation [could] may not [be formed under the laws of the] lawfully transact in this Commonwealth.

(2) The name of which is not expressed in English letters or characters, or does not contain the word “corporation,” “company,” or “incorporated,” or an abbreviation thereof as provided in this act in the case of domestic business corporations, unless such corporation, for use in this Commonwealth, expresses its name in English letters or characters, and includes in or adds to the end of its name one of such words or an abbreviation thereof, in the manner heretofore provided in this act.

(3) Which has a name [the same as or deceptively similar to the name of any domestic corporation or any other foreign corporation authorized to do business in this Commonwealth, or the name of any unincorporated body voluntarily registered with the Department of State under any act of Assembly, unless such other domestic or foreign corporation or unincorporated body is about to change its name, or to cease to do business, or is being wound up, or such foreign corporation is about to withdraw from doing business in this Commonwealth, and the written consent of such other domestic or foreign corporation or unincorporated body to the adoption of its name or a deceptively similar name has been given and is filed with the statement hereinafter required by this act, or unless such other domestic or foreign corporation has filed with the Department of Revenue a certificate of out of existence, or unless such domestic or foreign corporation has failed for a period of three successive years to file with the Department of Revenue or with the Department of State a report or return required by law, and such failure to file with the Department of Revenue has been certified by the Department of Revenue to the Department of State: Provided, That nothing herein contained shall be construed to refer or apply to any assumed or fictitious name required by law to be filed with the Department of State.] which is not available through consent or otherwise for use by a domestic corporation.

(4) Which has a name the same as, or deceptively similar to, a name the exclusive right to which is at the time reserved by another cor-

poration, in the manner provided in this act or any other act of Assembly.

(5) Which has as a part of its name any word or phrase not permitted by [this act] law to be a part of the name of a domestic [business] corporation.

[If a foreign business corporation which has procured a certificate of authority to do business in this Commonwealth has a name the same as or deceptively similar to the name of another corporation as permitted by clause (3) hereof with the consent of such other corporation, and the other corporation does not change its name, cease to do business, be wound up, or withdraw as it proposed to do in its consent, the Court of Common Pleas of Dauphin County may, upon application of the Attorney General acting on his own motion or at the instance of any administrative department or commission of the Commonwealth, and the court of common pleas of any county having jurisdiction over the other corporation may, upon the application of any person, unincorporated body or corporation adversely affected, enjoin the other corporation from continuing to use its name or a name deceptively similar thereto.]

Section 42. Section 1004 of the act, amended November 10, 1959 (P. L. 1406), is amended to read:

Section 1004. Application for a Certificate of Authority.—The foreign business corporation, or its representative, shall deliver to the Department of State a certificate of the appropriate official of the jurisdiction under the laws of which it was incorporated, dated within sixty days of delivery of the application to the Department of State to the effect that it is a corporation duly incorporated and existing under the laws of such jurisdiction, the registry statement specified in section 206 of this act, and an application for a certificate of authority, executed under the seal of the corporation, and signed by at least two duly authorized officers thereof, which shall set forth:

(1) The name of the corporation.

(2) If the name of the corporation does not contain one of the words "corporation," "company," or "incorporated," or [does not end with] an abbreviation [of one of such words,] thereof, or if the word "company" or the abbreviation "Co." is used and is immediately preceded by the word "and," or any symbol or substitute therefor, and is not immediately followed by the word "incorporated" or an abbreviation

thereof, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this Commonwealth.

(3) The name of the state or country under the laws of which it is [formed] incorporated.

(4) The address, including street and number, if any, of its principal office in the state or country under the laws of which it is [formed] incorporated.

(5) The address, including street and number, if any, of its proposed registered office in this Commonwealth.

(6) A designation of the Secretary of the Commonwealth and his successor in office as the true and lawful attorney of the corporation upon whom all lawful process in any action [or proceeding] against it may be served, providing that the service of process upon the Secretary of the Commonwealth shall be of the same legal force and validity as if served on the corporation, and that the authority for such service of process shall continue in force as long as any liability remains outstanding against the corporation in this Commonwealth.

(7) A brief statement of the business it proposes to do within this Commonwealth and a statement that such business is authorized by its articles.

(7.1) A statement that it is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise, to its shareholders.

(8) A statement of the aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class.

(9) A statement of the aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class.

(10) Such further and additional information as the Department of State may from time to time require for the purpose of ascertaining whether or not the applicant corporation is entitled to a certificate of authority.

Section 43. Section 1005 of the act amended May 23, 1949 (P. L. 1773), and subsection A, amended July 11, 1957 (P. L. 711), is amended to read:

Section 1005. Issuance of Certificate of Authority.—[A. If the Department of State finds that the provisions of this article have been complied with and that the applicant corporation is entitled to a cer-

tificate of authority to do business in this Commonwealth, it shall forthwith endorse its approval upon the application for a certificate of authority, and when all bonus, fees and charges have been paid, as required by law,] Upon filing the certificate and application prescribed by section 1004 of this act the Department of State shall issue to the corporation, or its representative, a certificate of authority to do business in this Commonwealth [to which the application may be attached, and shall make and retain a copy thereof]. The certificate of authority shall set forth the name of the corporation, the address of its registered office in this Commonwealth, and the character and nature of the business it is authorized to transact in this Commonwealth, or a summary thereof. [Upon the approval of the application for a certificate of authority by the Department of State, the corporation may do, in this Commonwealth, any or all of the kinds of the business referred to in the certificate of authority and no other, subject however, to the right of the Commonwealth to cancel or revoke such right to transact business in this Commonwealth, as provided in this act. The certificate of authority shall be delivered to the corporation or its representative.

B. If the applicant corporation desires to transact any business in which a corporation may not engage, without the approval of or license from any department, board, or commission of the Commonwealth, the Department of State shall, upon the approval of the application for a certificate of authority, promptly certify the fact of such approval to each such department, board, or commission, setting forth the name of the corporation, the name of the state or country under the laws of which it is formed, the address of the proposed registered office in this Commonwealth, the general character of the business it proposes to transact within Pennsylvania, and the date of approval of the application for a certificate of authority.]

Section 44. Subsections A and C of section 1007 of the act, amended November 10, 1959 (P. L. 1406), are amended to read:

Section 1007. Amended Certificate of Authority.—A. After receiving a certificate of authority, a foreign business corporation may, subject to the provisions of this act, change its name, or be authorized to do in this Commonwealth other or additional business than that authorized by its certificate of authority, by filing with the Department of State an application for an amended certificate of authority, and if the application is for or includes a change of name, a certificate of the appropriate official of the jurisdiction under the laws of which it was incorporated, dated

within sixty days of the delivery of the application to the Department of State, to the effect that it is a corporation duly incorporated and existing under the laws of such jurisdiction under the new name. Such application shall be executed under the seal of the corporation and signed by two duly authorized officers thereof, and shall set forth the changes desired by the corporation, and shall state:

(1) The name under which the applicant corporation received a certificate of authority to do business within the Commonwealth of Pennsylvania.

(2) The name of the state or country under the laws of which the corporation is formed and the address of its principal office in said state or country.

(3) The address of its present registered office in Pennsylvania.

(4) The change in the corporation's certificate of authority which is desired and a statement that the change of name reflects a change effected in the state or country of incorporation or that the amended statement of the business proposed to be done in Pennsylvania is such as is authorized by the corporation's articles in its domiciliary state.

* * *

C. [If the Department of State finds that the provisions of this article have been complied with and that the applicant corporation is entitled to an amended certificate of authority, it shall, upon payment of the filing fee, forthwith, endorse its approval upon the application,] The Department of State shall, upon filing such application, issue to the applicant corporation or its representative an amended certificate of authority setting forth the desired changes [to which the application shall be attached, and shall make and retain a copy thereof].

Section 45. Section 1010 of the act is amended to read:

Section 1010. General Powers of Foreign Business Corporations.—
[A] A. Except as provided in subsection B of this section, a foreign business corporation which shall have received a certificate of authority under this act, so long as such certificate of authority shall not be revoked or cancelled, shall enjoy the same rights and privileges as a domestic business corporation, but no more, and, except as in this act otherwise provided, shall be subject to the same liabilities, restrictions, duties and penalties now in force or hereafter imposed upon domestic business corporations, to the same extent as if it had been [organized] incorporated under this act to transact the business set forth in its certificate of authority.

B. A foreign business corporation which shall have received a certificate of authority under this act setting forth a kind or kinds of business for the transaction of which a domestic corporation for profit, if not existing, would be required to incorporate under one of the acts specified in either subsection A or in clause (1) of subsection B of section 4 of this act, so long as such certificate of authority shall not be revoked or cancelled, shall, except as in this Article X otherwise provided, with respect to such business enjoy only the rights and privileges and shall be subject to the liabilities, restrictions, duties and penalties provided in such act for foreign corporations for profit.

Section 46. Section 1011 of the act is amended by adding, at the end thereof, a new subsection to read:

Section 1011. Service of Process Upon the Secretary of the Commonwealth.—* * *

D. For the purposes of determining jurisdiction of courts within this Commonwealth, the entry of any foreign business corporation into this Commonwealth for the purpose of inspecting, appraising and acquiring real estate and mortgages, and other liens thereon, and personal property and security interests therein, and holding, leasing away, conveying and transferring the same, as fiduciary or otherwise, or for the purpose of collecting debts and enforcing mortgages and rights in property securing the same shall not constitute "doing business."

Section 47. Section 1012 of the act, amended July 2, 1937 (P. L. 2828), is amended to read:

Section 1012. Acquisition of Real Property.—Every foreign business corporation authorized to transact business within this Commonwealth, or the activities of which in this Commonwealth do not constitute doing business in this Commonwealth, may acquire, hold, mortgage, lease and transfer real property in this Commonwealth, in the same manner and subject to the same limitations as domestic business corporations. Every such corporation may purchase in its corporate name, at any tax or judicial sale, any real estate within this Commonwealth upon which such corporation may have or hold a judgment or lien, and may, at its pleasure, sell and convey such real estate. All the rights, privileges and duties now by law accorded to and imposed upon lien

creditors purchasing at judicial sales are hereby extended to such corporations.

Section 48. Section 1014 of the act, amended May 23, 1945 (P. L. 937), is amended to read:

Section 1014. Penalty for Doing Business Without Certificate of Authority.—[Any foreign business corporation which is required by the provisions of this act to procure a certificate of authority, but has not done so, or any person, agent, officer or employe who shall transact any business within this Commonwealth for any foreign business corporation, which has failed to procure a certificate of authority; or any foreign business corporation or any person, agent, officer or employe of such foreign corporation, who transacts any business within this Commonwealth after a certificate of authority issued by the Department of State has been revoked, cancelled, or withdrawn as provided by this act, shall be guilty of a misdemeanor, and, upon conviction thereof, shall be punished by imprisonment not exceeding thirty days, or by a fine not exceeding one thousand dollars (\$1000), or both, in the discretion of the court trying the same; but the failure of any such corporation to apply for and secure a certificate of authority from the Department of State shall not impair or affect the validity of any contract with such corporation, and actions or proceedings at law or in equity may be instituted and maintained on any such contract. No such action, however, shall be instituted or recovery had by any such corporation on any such contract, either expressed or implied, in any of the courts of this Commonwealth, or before any justice of the peace or magistrate thereof, until such corporation shall obtain a certificate of authority, and shall pay to the Department of State a fine of two hundred fifty dollars (\$250.00).] A. No foreign business corporation transacting business in this Commonwealth without a certificate of authority shall be permitted to maintain any action in any court of this Commonwealth until such corporation shall have obtained a certificate of authority. Nor, except as provided in subsection B of this section, shall any action be maintained in any court of this Commonwealth by any successor or assignee of such corporation on any right, claim or demand arising out of the transaction of business by such corporation in this Commonwealth until a certificate of authority shall have been obtained by such corporation or by a corporation which has acquired all or substantially all of its assets.

The failure of a foreign business corporation to obtain a certificate of authority to transact business in this Commonwealth shall not impair the validity of any contract or act of such corporation and shall not prevent such corporation from defending any action in any court of this Commonwealth.

B. The title to any real estate situate in this Commonwealth which is derived through any foreign corporation for profit not authorized under the laws of this Commonwealth to hold the same, and which has vested or vests in any foreign corporation authorized to hold such real estate or in any citizen or citizens of the United States or domestic corporation shall be good and valid and free and clear of any right of escheat by the Commonwealth; and the holder thereof may convey an estate indefeasible as to any right of escheat which the Commonwealth might otherwise have by reason of the unauthorized holding and conveyance of such foreign corporation for profit.

Section 49. Sections 1101, 1103, 1103.1 and 1105 of the act, amended November 10, 1959 (P. L. 1406), are amended to read:

Section 1101. Voluntary Dissolution by Shareholders.—The shareholders of a business corporation which has not commenced business may effect the dissolution of the corporation by filing articles of dissolution with the Department of State. The articles of dissolution shall be executed under the seal of the corporation and signed by a majority of the shareholders, and shall set forth:

- (1) The name of the corporation.
- (2) The address, including street and number, if any, of its registered office.
- (3) The date of its incorporation.
- (4) That the corporation has not commenced business.
- (5) That the amount, if any, actually paid in on subscriptions to its shares, less any part thereof disbursed for necessary expenses, has been returned to those entitled thereto.
- (6) That no debts of the corporation remain unpaid or that adequate provision has been made therefor.
- (7) That all the shareholders elect that the corporation be dissolved.

The articles of dissolution shall be delivered to the Department of State [If the Department of State finds that the articles conform to law, it shall, upon payment of the filing fee, endorse its approval thereon,

and] which shall, upon filing them, issue a certificate of dissolution to the shareholders, or their representative [to which shall be attached the approved articles, and shall make and retain a copy thereof]. Upon the [approval] filing of the articles of dissolution, the existence of the corporation shall cease.

Section 1103. Certificate of Election to Dissolve.—Upon the execution by all the shareholders of a written agreement for the voluntary dissolution of a business corporation, or upon the adoption at a meeting of the shareholders of a resolution for the voluntary dissolution of a business corporation, as the case may be, a certificate of election to dissolve shall be executed under the seal of the corporation and signed by two duly authorized officers of the corporation, which shall set forth:

- (1) The name of the corporation.
- (2) The address, including street and number, if any, of the registered office of the corporation in this Commonwealth.
- (3) The names and respective addresses, including street and number, if any, of its officers.
- (4) The names and respective addresses, including street and number, if any, of its directors.
- (5) If the election to dissolve was by written agreement of all shareholders, a statement that the agreement was signed by all shareholders of record of the corporation, or signed in their names by their duly authorized attorneys.
- (6) If the election to dissolve was by resolution adopted at a meeting of the shareholders, the number of shares outstanding, the number of shares entitled to vote in respect of the dissolution of the corporation, and the number of shares voted for and against the voluntary dissolution of the corporation, respectively, and if the shares of any class are entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against the voluntary dissolution of the corporation.

The certificate of election to dissolve shall be delivered to the Department of State. [If the Department of State finds that the certificate conforms to law, it shall endorse its approval thereon, and when all fees required by law have been paid, shall issue to the corporation, or its representative, the approved certificate, and shall make and retain a copy thereof.] Upon the [approval] filing by the Department of State of a certificate of election to dissolve, the corporation shall cease to carry on its business, except in so far as may be necessary for the proper winding up thereof, but its corporate existence shall continue until [a certificate]

articles of dissolution [has] have been [issued] filed by the Department of State, or until a decree dissolving the corporation has been entered by a court of common pleas, as elsewhere provided in this act.

Section 1103.1. Statement Rescinding Certificate of Election to Dissolve.—Any business corporation which [has heretofore elected] elects to dissolve, as provided in section 1102 of this act, and [has filed] thereafter files a certificate in evidence thereof [in] with the Department of State, as provided in section 1103 of this act, may rescind such action in the same manner and by the same procedure as that provided in section 1102 of this act for the election of a corporation to dissolve voluntarily, and shall execute a statement rescinding certificate of election to dissolve, under the seal of the corporation and signed by two duly authorized officers of the corporation, which shall set forth:

(1) The name of the corporation.

(2) The address, including street and number, if any, of the registered office of the corporation in this Commonwealth.

(3) The names and respective addresses, including street and number, if any, of its officers.

(4) The names and respective addresses, including street and number, if any, of its directors.

(5) The date of filing of certificate of election to dissolve [in] by the Department of State.

(6) If the election to rescind was by resolution adopted at a meeting of the shareholders, the number of shares outstanding, the number of shares entitled to vote in respect of the rescission of the election to dissolve the corporation, and the number of shares voted for and against the rescission or dissolution of the corporation, respectively, and if the shares of any class are entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against the rescission of the election to dissolve the corporation.

The statement rescinding certificate of election to dissolve shall be delivered to the Department of State. [If the Department of State finds that the statement conforms to law, it shall endorse its approval thereon, and when all fees required by law have been paid, shall issue to the corporation, or its representative, the approved statement, and shall make and retain a copy thereof.] Upon the [approval] filing by the Department of State of a statement rescinding certificate of election to dissolve, the election to dissolve shall be void.

Section 1105. Articles of Dissolution.—When all debts, liabilities, and obligations of the business corporation have been paid and discharged, or adequate provision shall have been made therefor, and all of the remaining property and assets of the corporation shall have been distributed to its shareholders, articles of dissolution shall be executed under the seal of the corporation and signed by two duly authorized officers of the corporation, which shall set forth:

- (1) The name of the corporation.
- (2) The address, including street and number, if any, of the registered office of the corporation.
- (3) A statement that the corporation has theretofore delivered to the Department of State a certificate of election to dissolve, and the date on which the certificate was filed by the Department of State.
- (4) A statement that all debts, obligations and liabilities of the corporation have been paid and discharged, or that adequate provision has been made therefor.
- (5) A statement that all the remaining property and assets of the corporation have been distributed among its shareholders, in accordance with their respective rights and interests.
- (6) A statement that there are no [suits] actions pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment or decree which may be obtained against the corporation in each such pending [suit] action.
- (7) A statement that the corporation has never been a public utility corporation or that it is not required by any other act to continue to operate as a public utility.

The articles of dissolution, [proof of the advertisement required by the preceding section, and a certificate or certificates from the proper department or departments evidencing payment by the corporation of all bonus, taxes and charges as required by law,] shall be delivered to the Department of State [If the Department of State finds that such articles conform to law, and that the certificate delivered therewith evidencing payment of bonus or taxes or charges is in proper form, it shall, upon payment of the filing fee, endorse its approval thereon, and] which shall, upon filing the articles, issue to the corporation, or its representative, a certificate of dissolution [, to which shall be attached the approved articles, and shall make and retain a copy there-

of]. Upon the [approval] filing of the articles of dissolution by the Department of State, the existence of the corporation shall cease.

Section 50. The act is amended by adding, after section 1202, a new section to read:

Section 1203. Additional Acts and Parts of Acts Specifically Repealed.—(a) The following acts and parts of acts are hereby specifically repealed absolutely:

(1) Act of March 19, 1816 (P. L. 238), entitled “An act to compel the payment of dividends due to the commonwealth, made by incorporated companies.”

(2) Act of March 28, 1820 (P. L. 169), entitled “An act to regulate proxies.”

(3) Section 2, act of April 10, 1826 (P. L. 301), entitled “An act to protect the public in the full benefit and enjoyment of the works constructed for the purposes of inland navigation.”

(4) Act of March 19, 1828 (P. L. 195), entitled “An act relative to the election of the officers of turnpike road and bridge companies.”

(5) Sections 1, 2 and 11, act of March 19, 1830 (P. L. 118), entitled “A supplement to the act, entitled ‘An act to protect the public in the full benefit and enjoyment of the works constructed for the purposes of inland navigation.’”

(6) Sections 1 and 2, act of March 21, 1833 (P. L. 91), entitled “An act to prevent obstructions being placed on turnpike roads.”

(7) Section 73, act of June 16, 1836 (P. L. 755), entitled “An act relating to executions.”

(8) Section 41, act of April 16, 1838 (P. L. 626), entitled “An act granting certain powers to the Authorities of the cities of Lancaster and Philadelphia, and for other purposes.”

(9) Section 3, act of June 13, 1840 (P. L. 672), entitled “An act to promote the culture and manufacture of Silk, and for other purposes.”

(10) Section 13, act of May 5, 1841 (P. L. 342), entitled “An act

to incorporate the Allegheny and Butler Turnpike Road Company, and for other purposes."

(11) Sections 7 and 8, act of April 5, 1842 (P. L. 230), entitled "An act to authorize the construction of a toll bridge over the river Schuylkill, at or near Windsor Haven, in Berks county, and for other purposes."

(12) Sections 7 and 8, act of May 31, 1844 (P. L. 582), entitled "An act to provide for the ordinary expenses of government, repair of the canals and railroads of the state, and other claims upon the commonwealth."

(13) Section 3, act of March 17, 1845 (P. L. 184), entitled "An act concerning views of roads and bridges, and road damages, in Lehigh county, and for other purposes."

(14) Act of January 26, 1849 (P. L. 10), entitled "An act regulating turnpike and plank road companies."

(15) Section 15, act of March 29, 1849 (P. L. 263), entitled "An act to incorporate the Philadelphia and Wilkesbarre telegraph company."

(16) Act of April 7, 1849 (P. L. 461), entitled "A supplement to the act, entitled 'An act regulating turnpike and plank road companies,' approved January the twenty-sixth, Anno Domini, one thousand eight hundred and forty-nine."

(17) Act of April 7, 1849 (P. L. 563), entitled "An act to encourage manufacturing operations in this commonwealth."

(18) Act of April 21, 1849 (P. L. 673), entitled "An act to restrain corporations from issuing obligations redeemable otherwise than in gold and silver, or in current bank notes."

(19) Act of April 19, 1850 (P. L. 518), entitled "An act authorizing the governor to incorporate the Darby turnpike or plank road company, and relative to turnpike roads in the county of Philadelphia."

(20) Section 4, act of April 26, 1850 (P. L. 626), entitled "An act for defraying the expenses of the investigation in the case of the Free-

port aqueduct; relative to the construction of a lock or schute on the French Creek feeder dam; to the payment of interest on the bonds and certificates of the Erie canal company; to glass manufactories; to fines collected in Lawrence and Schuylkill counties; to the fees of prothonotaries; to taxes in Schuylkill county, authorizing the canal commissioners to inquire into the claim of James P. Laughlin for damages; relative to the draft of the village of Klecknerville, in Crawford county; and to a survey and map of the village of Tioga, in Tioga county."

(21) Section 19, act of April 12, 1851 (P. L. 511), entitled "An act to authorize the Governor to incorporate a company to erect a bridge over the river Schuylkill near the site of the late Flat Rock Bridge, in the counties of Montgomery and Philadelphia, relative to an election district in Lycoming county, to legitimize Charles Leech, jr., and extending the provisions of an act to encourage manufacturing operations to articles manufactured of salt."

(22) Section 19, act of April 14, 1851 (P. L. 572), entitled "An act to incorporate the Vigilant Hose Company of the district of Southwark, in the county of Philadelphia, authorizing the directors of Spruce ward, in the city of Reading, to borrow money, to lay out a State road in York and Cumberland counties, in relation to the district of Penn and to the Fireman's Insurance Company of Northampton county, to the borough of Allentown, to a road from the Susquehanna river to the State Lunatic Hospital, to extend the provisions of the act relating to manufacturing operations to the business of printing and publishing, to holding elections in Richmond, Philadelphia county, to the claim of William Donachy, to the vending of mineral water in Chester county and the city and county of Philadelphia, to the estate of Henry Manly, deceased, to holding elections in West Philadelphia."

(23) Section 9, act of April 15, 1852 (P. L. 360), entitled "An act to vest in Margaret Van Horn of Juniata county, the right of this Commonwealth; to the estate of Mary Ann Hellings, of Berks county; and relative to ten-pin alleys in Mifflin county; confirming a road view

in Union county; changing the name of Mary Ann Vanzandt, of Mifflin county; for the relief of William Latherow; relative to holding elections in Fermanagh and Turbit townships, in Juniata county; to authorize the administrator of Jacob Soles, Junior, to make a deed; to extend the general manufacturing law to the manufacture of vitrified iron; legitimating Amanda Beighley Fletcher, of Butler county; relative to corporations under the general manufacturing act; renting real estate; and to streets in Blairsville; and relative to the Erie gas company.”

(24) Section 9, act of May 1, 1852 (P. L. 495), entitled “An act to incorporate the village of Venango, in the county of Crawford, into a borough; to change the name of Deer Creek township, Mercer county; changing the place of holding elections in West Fallowfield township, Crawford county; extending the provisions of the general manufacturing law to the manufacture of oil from rosin or pitch; relative to the location of French creek bridge; authorizing the commissioners of the district of Southwark to erect gas works; to the high constable of the borough of Lewisburg; fixing the place of holding elections in Chapman township, Union county; to confirm title to certain real estate; appointing trustees of the Easton female seminary; authorizing the trustees under the last will and testament of Francis Rogers, deceased, to sell certain real estate; to the pay of the commissioners of Armstrong county for the sale of the Warren bridge; to the sale of real estate in Lancaster county; and to a plank road in Fulton county; and relative to the application of Henry Hartzler, of Mifflin county, for a tavern license.”

(25) Section 7, act of May 6, 1852 (P. L. 622), entitled “A supplement to ‘An act regulating the assessments and collection of township taxes in the counties of Bradford, Tioga, and Potter; and fixing the manner of reviewing and confirming roads; and of assessing damages when roads are laid out through improved lands in said counties,’ approved the thirteenth day of March, one thousand eight hundred and forty-six; to incorporate the Pittston and Lehigh turnpike road com-

pany; to extend the provisions of the act to encourage manufacturing operations in this Commonwealth; to manufacture of mineral paints and artificial slate; to the Western Insurance company; and to the Jackson beneficial society.”

(26) Act of April 1, 1853 (P. L. 269), entitled “A further supplement to the act of sixteenth of June, one thousand eight hundred and thirty-six, entitled ‘An act to encourage the manufacture of iron with coke or mineral coal, and for other purposes;’ and extending the provisions of the act of the seventh of April, one thousand eight hundred and forty-nine, entitled ‘An act to encourage manufacturing operations in this Commonwealth to the manufactures of manures, and articles from wood, iron, and other metals; and relative to the Allegheny bridge, at Franklin.’ ”

(27) Section 11, act of April 18, 1853 (P. L. 516), entitled “An act relative to the Danville Railroad company; to authorize the erection of a Lockup house in Coal township, Northumberland county; relative to the Chartiers’ Valley Railroad company; extending the provisions of the General Manufacturing law to Marble, Stone, &c.; authorizing the Board of Health of the city of Philadelphia to sell certain lots; relative to the Germantown Water company; to the Chester and Carterville Plank Road company; to unscated Road Orders in Forest and Jefferson counties.”

(28) Act of April 20, 1853 (P. L. 637), entitled “A supplement to an act entitled ‘An Act to encourage Manufacturing operations in this Commonwealth,’ approved the seventh day of April, Anno Domini one thousand eight hundred and forty-nine.”

(29) Section 7, act of May 11, 1853 (P. L. 672), entitled “An act to incorporate the Woodbury and Broad Top Turnpike or Plank Road company relative to sale of a school house in Fulton county; extending the provisions of the second section of the act regulating Boroughs to the borough of Pine Grove, Schuylkill county; extending the provisions of the act to encourage Manufacturing Operations to the manu-

facture of flour and meal, in the counties of Philadelphia and Beaver; to the will of Jacob Moyer, deceased, of Bedford county; to prohibit the keeping of Bagatelle Rooms in Allegheny county; relative to the mill-dam of M. M'Cullough, of Allegheny county; authorizing the Pennsylvania Railroad company to construct a line of Telegraph along their road; and refunding certain money to Wunderlich and Nead, of Franklin county."

(30) Act of March 27, 1854 (P. L. 215), entitled "A further supplement to an act, entitled 'An act to encourage Manufacturing operations in this Commonwealth,' approved the seventh day of April, Anno Domini, one thousand eight hundred and forty-nine."

(31) Act of April 21, 1854 (P. L. 437), entitled "An act to enable Joint Tenants, Tenants in Common, and adjoining owners of Mineral Lands in this Commonwealth, to manage and develop the same."

(32) Act of May 8, 1854 (P. L. 682), entitled "A further supplement to an act regulating Turnpike and Plank Road Companies, passed January twenty-sixth, one thousand eight hundred and forty-nine."

(33) Act of April 5, 1855 (P. L. 169), entitled "An act to incorporate the Bridesburg Plank Road Company."

(34) Act of April 12, 1855 (P. L. 217), entitled "A supplement to an act to enable Joint Tenants, and Tenants in Common and Adjoining Owners of Mineral Lands in this Commonwealth, to manage and develop the same."

(35) Section 9, act of April 21, 1855 (P. L. 264), entitled "A supplement to the act Consolidating the city of Philadelphia."

(36) Act of May 7, 1855 (P. L. 462), entitled "An act to authorize the Governor to issue Letters Patent in certain cases."

(37) Act of May 7, 1855 (P. L. 477), entitled "A supplement to an act to authorize the Courts to alter Charters in certain cases, passed May the eighth, one thousand eight hundred and fifty-four."

(38) Act of May 8, 1855 (P. L. 531), entitled "An act relating to Electrical Telegraphs and messages sent thereby."

(39) Act of April 9, 1856 (P. L. 283), entitled "An act supplemental to an act, entitled 'An act to enable Joint Tenants, Tenants in Common, and Adjoining Owners of mineral lands in this Commonwealth, to manage and develop the same,' approved the twenty-first day of April, Anno Domini one thousand eight hundred and fifty-four."

(40) Sections 1, 4, 8 and 12, act of March 11, 1857 (P. L. 77), entitled "An act to provide for the incorporation of Gas and Water Companies."

(41) Act of April 15, 1857 (P. L. 199), entitled "An act to Extend to the County of Schuylkill the Provisions of an act, entitled 'An act to enable Joint Tenants, Tenants in Common and Adjoining Owners of Mineral Lands in this Commonwealth, to manage and develop the same.'"

(42) Act of March 10, 1858 (P. L. 90), entitled "An act to prevent the Forcible and Fraudulent Crossing of Bridges, without payment of toll."

(43) Act of April 20, 1858 (P. L. 356), entitled "An act relating to Coal, Canal and Navigation Companies."

(44) Act of April 21, 1858 (P. L. 412), entitled "An act authorizing Savings Institutions, Insurance and Trust Companies and Loan Associations to make investments in Ground Rents."

(45) Act of March 15, 1859 (P. L. 140), entitled "A supplement to an act approved April tenth, one thousand eight hundred and twenty-six, entitled 'An act to protect the Public in the full benefit and enjoyment of the works constructed for the purposes of Inland Navigation.'"

(46) Act of March 24, 1859 (P. L. 239), entitled "An act supplementary to an act relating to Roads, Highways and Bridges in the counties of Warren, Venango and M'Kean, approved the ninth of April, one thousand eight hundred and forty-four."

(47) Act of March 31, 1859 (P. L. 337), entitled "An act extending the general manufacturing law, for the Manufacture of Leather, in certain counties of this Commonwealth."

(48) Act of April 2, 1859 (P. L. 347), entitled "An act extending the provisions of the act of Assembly to encourage Manufacturing Operations in this Commonwealth, approved the seventh day of April, one thousand eight hundred and forty-nine, to the Manufacturing of Oils from mineral coal, within the county of Beaver."

(49) Act of April 4, 1859 (P. L. 358), entitled "An act requiring Railroad Companies to make uniform reports to the Auditor General."

(50) Act of February 8, 1860 (P. L. 39), entitled "An act extending the General Manufacturing Law for the manufacture of Leather, to Potter and Carbon counties."

(51) Act of March 29, 1860 (P. L. 343), entitled "A supplement to the act to encourage Manufacturing Operations in this Commonwealth, approved the seventh of April, one thousand eight hundred and forty-nine."

(52) Act of March 30, 1860 (P. L. 380), entitled "A supplement to an act to enable Joint Tenants, Tenants in Common, and Adjoining Owners of Mineral Lands in this Commonwealth to manage and develop the same."

(53) Act of March 31, 1860 (P. L. 484), entitled "An act concerning Turnpike Plank Road and Bridge Companies."

(54) Act of April 2, 1860 (P. L. 577), entitled "A further supplement to the several acts of Assembly providing for the incorporation of Manufacturing and Improvement Companies within this Commonwealth."

(55) Act of April 3, 1860 (P. L. 629), entitled "A supplement to an act to encourage Manufacturing Operations in this Commonwealth, approved April seventh, one thousand eight hundred and forty-nine."

(56) Act of May 1, 1861 (P. L. 438), entitled "A supplement to the act to enable Joint Tenants, Tenants in Common, and adjoining owners of Mineral Lands in this Commonwealth, to develop the same."

(57) Act of April 10, 1862 (P. L. 403), entitled "A supplement to

an act, entitled 'An Act to enable Joint Tenants, Tenants in Common, and adjoining owners of Mineral Lands in this Commonwealth to manage and develop the same,' passed the twenty-first day of April, one thousand eight hundred and fifty-four."

(58) Act of April 11, 1862 (P. L. 450), entitled "An act supplementary to an act, entitled 'An Act concerning the sale of Railroads, Canals, Bridges and Plank Roads,' approved the eighth day of April, Anno Domini one thousand eight hundred and sixty-one."

(59) Act of April 1, 1863 (P. L. 191), entitled "A further supplement to an act, entitled 'An Act to encourage manufacturing operations in the Commonwealth,' approved the seventh day of April, one thousand eight hundred and forty-nine."

(60) Act of April 15, 1863 (P. L. 464), entitled "An act requiring Canal Companies to make yearly reports to the Auditor General."

(61) Act of July 18, 1863 (1864, P. L. 1102), entitled "An act relating to corporations for Mechanical, Manufacturing, Mining and Quarrying purposes."

(62) Act of July 22, 1863 (1864, P. L. 1098), entitled "A further supplement to an act to enable joint tenants, and tenants in common, and adjoining owners of mineral lands in this Commonwealth, to manage and develop the same."

(63) Act of April 11, 1864 (P. L. 393), entitled "An act relating to Railroad and Canal Companies."

(64) Act of April 18, 1864 (P. L. 452), entitled "A supplement to an act concerning the sale of railroads, canals, turnpikes, bridges, and plank roads, approved the eighth day of April, Anno Domini one thousand eight hundred and sixty-one."

(65) Act of April 29, 1864 (P. L. 660), entitled "Supplement to an act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved the eighteenth day of July, one thousand eight hundred and sixty-three."

(66) Act of May 5, 1864 (P. L. 824), entitled "An act extending the provisions of an act, relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved July eighteenth, one thousand eight hundred and sixty-three, and the supplements thereto, to the county of Berks."

(67) Act of June 4, 1864 (P. L. 938), entitled "A further supplement to an act to enable joint tenants, tenants in common and adjoining owners of mineral lands in this Commonwealth, to manage and develop the same, approved the twenty-first day of April, Anno Domini one thousand eight hundred and fifty-four."

(68) Act of February 10, 1865 (P. L. 1), entitled "A further supplement to an act to enable joint tenants, tenants in common, and adjoining owners of mineral lands, in this Commonwealth, to manage and develop the same, approved the twenty-first day of April, Anno Domini one thousand eight hundred and fifty-four, to authorize the formation of companies to manufacture, and dispose of, barrels and other wooden vessels."

(69) Act of February 15, 1865 (P. L. 3), "An act to extend the provisions of an act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved July eighteenth, one thousand eight hundred and sixty-three, and the supplements thereto, to the counties of Westmoreland and Armstrong."

(70) Act of March 16, 1865 (P. L. 25), entitled "An act extending the provisions of an act, relating to corporations, for mechanical, mining and quarrying purposes, to the counties of Northampton and Lehigh."

(71) Act of March 27, 1865 (P. L. 34), entitled "A further supplement to an act to enable joint tenants, tenants in common, and adjoining owners of mineral lands in this Commonwealth, to manage and develop the same, approved the twenty-first day of April, Anno Domini one thousand eight hundred and fifty-four, authorizing directors to convey real estate,

stockholders to direct how proceeds shall be applied, prescribing the number of directors, and providing for the extension of charters of companies formed under said act, defining the nature of the mining and landed interests, and the manner of acquiring title, for the correction of errors and omissions in organization, defining the number and value of shares, providing for an increase of capital stock, and taxation, and for the meeting of stockholders and directors, in certain cases."

(72) Act of March 22, 1865 (P. L. 540), entitled "An act to encourage the manufacturing of leather, in the county of Elk."

(73) Act of March 27, 1865 (P. L. 37), entitled "An act to authorize companies, incorporated under an act, entitled 'An Act to enable joint tenants, tenants in common, and adjoining owners of mineral lands in this Commonwealth, to manage and develop the same,' approved the twenty-first day of April, Anno Domini one thousand eight hundred and fifty-four, to borrow money."

(74) Act of April 4, 1865 (P. L. 60), entitled "An act extending the provisions of the act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved July eighteenth, one thousand eight hundred and sixty-three, and the supplements thereto, to the counties of Schuylkill, Montgomery, Wyoming, Luzerne, York and Carbon."

(75) Act of March 31, 1866 (P. L. 93), entitled "A further supplement to an act, entitled 'An Act to enable joint tenants, tenants in common, and adjoining owners of mineral lands, in this Commonwealth, to manage and develop the same,' approved April twenty-first, one thousand eight hundred and fifty-four, authorizing the issue of preferred stock."

(76) Act of April 11, 1866 (P. L. 558), entitled "An act extending the provisions of an act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, to the county of Columbia."

(77) Act of April 17, 1866 (P. L. 112), entitled "A supplement to the act, entitled 'An act concerning the sale of railroads, canals, turnpikes,

bridges and plank roads,' approved the eighth day of April, Anno Domini one thousand eight hundred and sixty-one."

(78) Act of April 20, 1866 (P. L. 113), entitled "A further supplement to an act to enable joint tenants, tenants in common, and adjoining owners of mineral lands, in this Commonwealth, to manage and develop the same, approved the twenty-first day of April, Anno Domini one thousand eight hundred and fifty-four, authorizing the sale of bonds below par."

(79) Act of January 11, 1867 (P. L. 1373), entitled "A supplement to an act, entitled 'An Act relating to corporations for mechanical, manufacturing, mining and quarrying purposes,' approved the eighteenth day of July, one thousand eight hundred and sixty-three."

(80) Act of February 19, 1867 (P. L. 28), entitled "An act to extend the provisions of the act concerning the sale of railroads, canals, turnpikes, bridges and plank roads, to sales made, or to be made under, or by virtue of a power of sale, in mortgage or deed of trust, without judicial process or decree."

(81) Act of February 27, 1867 (P. L. 33), entitled "An act extending the provisions of the act relating to corporations for mechanical, manufacturing and quarrying purposes, approved July eighteenth, one thousand eight hundred and sixty-three, and the supplements thereto, to the county of Northumberland."

(82) Act of March 14, 1867 (P. L. 36), entitled "A supplement to an act to entitle the stockholders of any railroad company, incorporated by the laws of this Commonwealth, accepting this act, to one vote for each share of stock, approved the twentieth day of May, Anno Domini one thousand eight hundred and sixty-five, extending the same to bridge companies and hall associations."

(83) Act of March 27, 1867 (P. L. 47), entitled "A further supplement to an act, entitled 'An Act relating to corporations for mechanical,

manufacturing, mining and quarrying purposes,' approved the eighteenth day of July, Anno Domini one thousand eight hundred and sixty-three."

(84) Act of April 10, 1867 (P. L. 60), entitled "A supplement to an act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved the eighteenth day of July, one thousand eight hundred and sixty-three, repealing section thirty-three of the same, so far as it affects certain counties."

(85) Act of April 10, 1867 (P. L. 65), entitled " A supplement to an act to entitle the stockholders of any railroad company, incorporated by the laws of this Commonwealth, accepting this act, to one vote for each share of stock, approved the twentieth day of May, Anno Domini one thousand eight hundred and sixty-five, extending the same to turnpike road companies."

(86) Act of April 12, 1867 (P. L. 72), entitled "An act authorizing the reduction of the capital stock of oil companies, and the equalizing of the taxes relative thereto."

(87) Act of February 14, 1868 (P. L. 40), entitled "An act extending the provisions of an act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved July eighteenth, one thousand eight hundred and sixty-three, and the supplements thereto, to the county of Bucks."

(88) Act of March 3, 1868 (P. L. 45), entitled "A further supplement to the act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved the eighteenth day of July, one thousand eight hundred and sixty-three."

(89) Act of March 16, 1868 (P. L. 333), entitled "A supplement to an act, entitled 'A supplement to the act consolidating the city of Philadelphia,' approved April twenty-one, one thousand eight hundred and fifty-five, relative to assessing damages to turnpike or plank roads."

(90) Act of April 2, 1868 (P. L. 53), entitled "An act extending to canal companies the privileges heretofore conferred on railroad com-

panies, and to authorize them to deepen and improve their canals and provide improved facilities for transporting property."

(91) Act of April 2, 1868 (P. L. 626), entitled "An act to enable the Toby Creek and Philadelphia Coal and Oil Company to increase their board of directors, and to extend to the said company the provisions of the sixteenth, seventeenth and eighteenth sections of the act, entitled 'An Act relating to corporations for mechanical, manufacturing, mining and quarrying purposes,' approved the eighteenth day of July, Anno Domini one thousand eight hundred and sixty-three."

(92) Act of April 3, 1868 (P. L. 56), entitled "A further supplement to an act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved the eighteenth day of July, Anno Domini one thousand eight hundred and sixty-three, extending the same, with the several supplements thereto, to the county of Cumberland."

(93) Act of April 6, 1868 (P. L. 730), entitled "A further supplement to the act consolidating the city of Philadelphia, relative to obstructing the streets or highways thereof."

(94) Act of April 11, 1868 (P. L. 82), entitled "An act relating to canal companies."

(95) Act of April 14, 1868 (P. L. 96), entitled "An act requiring telegraph companies to make yearly report to the Auditor General."

(96) Act of April 14, 1868 (P. L. 100), entitled "An act relating to the organization of co-operative associations, for the purpose of carrying on any mechanical, mining, manufacturing or trading business in the Commonwealth of Pennsylvania."

(97) Act of February 18, 1869 (P. L. 201), entitled "A supplement to the acts relating to building and loan associations, conferring additional powers upon the court of common pleas of the county of Philadelphia."

(98) Act of March 24, 1869 (P. L. 500), entitled "A supplement to an act regulating turnpike and plank road companies, approved January

twenty-sixth, one thousand eight hundred and forty-nine, so far as relates to the county of Juniata.”

(99) Act of March 24, 1869 (P. L. 525), entitled “An act relative to turnpike and plank road companies in the city of Philadelphia.”

(100) Act of April 26, 1869 (P. L. 1223), entitled “An act to enable building, saving and loan associations to collect debts after the expiration of their charters.”

(101) Act of July 5, 1869 (P. L. 1278), entitled “A further supplement to an act approved the twenty-first day of April, one thousand eight hundred and fifty-four, entitled ‘An Act to enable joint tenants, tenants in common and adjoining owners of mineral lands in this commonwealth to manage and develop the same,’ construing the nature, interest and title acquired by corporations organized under said act, regulating dower in real estate in such cases.”

(102) Act of December 16, 1869 (1870, P. L. 1372), entitled “A further supplement to an act, entitled ‘An act to enable joint tenants, tenants in common and adjoining owners of minerals lands in this Commonwealth to manage and develop the same,’ approved the twenty-first day of April, one thousand eight hundred and fifty-four, and its several supplements.”

(103) Act of March 22, 1870 (P. L. 513), entitled “A further supplement to the act incorporating the city of Philadelphia, relative to water companies.”

(104) Act of March 28, 1870 (P. L. 41), entitled “An act to authorize canal companies to build lateral railroads.”

(105) Section 7, act of April 5, 1870 (P. L. 47), entitled “An act for the draining of swampy and wet lands.”

(106) Section 3, act of April 5, 1870 (P. L. 48), entitled “An act supplementary to an act, entitled ‘An Act regulating turnpike and plank road companies,’ approved the twenty-sixth day of January, one thousand eight hundred and forty-nine.”

(107) Act of April 9, 1870 (P. L. 61), entitled "An act requiring railroad, canal, navigation and telegraph companies to make uniform reports to the Auditor General."

(108) Act of February 17, 1871 (P. L. 56), entitled "An act to authorize corporations to subscribe for or purchase the capital stock and to purchase the bonds of the American Steamship Company of Philadelphia."

(109) Act of March 17, 1871 (P. L. 292), entitled "A further supplement to an act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved the eighteenth day of July, one thousand eight hundred and sixty-three."

(110) Act of March 22, 1871 (P. L. 231), entitled "An act relating to non-used and abandoned franchises of turnpike, plank road, canal and slack-water navigation companies or public highways, providing what shall constitute evidences of abandonment."

(111) Act of March 28, 1871 (P. L. 291), entitled "A supplement to an act, entitled 'An Act to provide for the incorporation of gas and water companies,' approved the eleventh day of March, one thousand eight hundred and fifty-seven, and extending the same to bridge companies, and also for increasing the capital stock of said companies."

(112) Act of April 17, 1871 (P. L. 239), entitled "An act to continue in force the fourth section of an act, approved April second, one thousand eight hundred and sixty-eight, entitled 'An Act extending to canal companies the ¹ privileges heretofore conferred on railroad companies, and to authorize them to deepen and improve their canals, and provide improved facilities for transporting property.'"

(113) Act of May 3, 1871 (P. L. 248), entitled "An act relating to leases or contracts for the use of canals or other navigation works by railroad companies."

(114) Act of May 4, 1871 (P. L. 558), entitled "An act to authorize

¹ "privileges" in original.

turnpike and plank road companies to surrender their corporate franchises."

(115) Act of May 8, 1871 (P. L. 265), entitled "An act relating to companies incorporated under the general mining laws of this Commonwealth."

(116) Act of June 15, 1871 (P. L. 388), entitled "A supplement to an act, entitled 'An Act for draining swampy and wet lands,' approved April fifth, Anno Domini one thousand eight hundred and seventy."

(117) Act of June 15, 1871 (P. L. 389), entitled "An act to promote industrial partnerships."

(118) Act of February 27, 1872 (P. L. 20), entitled "An act to enlarge the jurisdiction of the courts of common pleas of this Commonwealth, relative to granting charters of incorporation."

(119) Act of March 7, 1872 (P. L. 245), entitled "A supplement to an act, entitled 'An Act relating to mechanical, manufacturing, mining and quarrying purposes,' approved the eighteenth day of July, one thousand eight hundred and sixty-three, so far as the same relates to the county of Beaver."

(120) Act of March 12, 1872 (P. L. 22), entitled "A further supplement to an act, entitled 'An Act relative to corporations for mechanical, manufacturing, mining and quarrying purposes,' approved the eighteenth day of July, Anno Domini one thousand eight hundred and sixty-three."

(121) Act of April 9, 1872 (P. L. 1075), entitled "A supplement to an act, entitled 'An Act relative to turnpike and plank road companies in the city of Philadelphia,' approved the twenty-fourth day of March, one thousand eight hundred and sixty-nine."

(122) Act of February 17, 1873 (P. L. 35), entitled "An act authorizing mining and manufacturing companies, or other organized companies or individuals, to give, and banks or other organized companies or individuals, to take and hold mortgages on real estate, to secure payment of notes, bills and renewals thereof."

(123) Act of March 21, 1873 (P. L. 28), entitled "An act to provide for the incorporation of iron and steel manufacturing companies."

(124) Act of March 27, 1873 (P. L. 49), entitled "A further supplement to an act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved the eighteenth day of July, Anno Domini one thousand eight hundred and sixty-three, extending the provisions of the same to the building or erections of piers for wharves, bridges, et cetera, and for other submarine operations."

(125) Act of April 9, 1873 (P. L. 66), entitled "A further supplement to an act relating to corporations for mechanical, manufacturing, mining and quarrying purposes, approved July eighteenth, Anno Domini one thousand eight hundred and sixty-three, extending the provisions thereof to dealers in petroleum."

(126) Act of April 28, 1873 (P. L. 857), entitled "An act supplementary to an act, entitled 'An Act relative to turnpike and plank road companies, in the city of Philadelphia,' approved the twenty-fourth day of March, Anno Domini one thousand eight hundred and sixty-nine."

(127) Act of April 18, 1874 (P. L. 61), entitled "An act to provide for the manner of increasing the capital stock and indebtedness of corporations."

(128) Clauses I, II, III, IV, V, VII, VIII, XII, XIII, XIV, XV, XVI, XVII, XIX, XX, XXI, and XXII of subdivision 2 relating to corporations for profit—second class, of section 2; sections 7, 8 and 13; second proviso of section 23 relating to notice of meeting of stockholders; section 26; section 30; section 31; section 32; clauses 3 and 5 of section 33; clause 3 of section 34; section 37; clauses 3, 4, 5, 7, 8, 9, 10 and 12 of section 39; and sections 43 and 44, act of April 29, 1874 (P. L. 73), entitled "An act to provide for the incorporation and regulation of certain corporations."

(129) Act of May 15, 1874 (P. L. 186), entitled "An act to authorize corporations to increase the security of their bonded indebtedness."

(130) Act of May 15, 1874 (P. L. 188), entitled "An act relative to forfeitures of charters or grants of special or exclusive privileges to railroad, turnpike and plank road corporations."

(131) Section 2, act of May 15, 1874 (P. L. 193), entitled "An act requiring county commissioners, railroad and other corporations to make annual reports to the secretary of internal affairs, in lieu of similar reports heretofore made to the auditor general."

(132) Act of March 30, 1875 (P. L. 37), entitled "A supplement to an act, entitled 'An Act relative to forfeiture of charters or grants of special or exclusive privileges to railroad, turnpike and plank road corporations,' approved May fifteenth, one thousand eight hundred and seventy-four, prescribing the manner in which said corporations shall consent to hold their charters subject to the provisions of the constitution adopted December sixteenth, one thousand eight hundred and seventy-three."

(133) Section 11, Act of April 17, 1876 (P. L. 30), entitled "A supplement to an act approved April twenty-ninth, one thousand eight hundred and seventy-four, entitled 'An Act to provide for the incorporation and regulation of certain corporations,' providing for the further regulation of such corporations and for the incorporation and regulation of certain additional corporations."

(134) Clauses 4, 5 and 9 of section 1, act of May 1, 1876 (P. L. 84), entitled "An act supplementary to an act, entitled 'An Act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, Anno Domini one thousand eight hundred and seventy-four, providing for the regulation of incline plane railways."

(135) Act of May 1, 1876 (P. L. 91), entitled "An act to authorize bridge companies incorporated by special laws of this Commonwealth, to issue preferred stock and to borrow money, or secure any indebtedness created by them, by issuing bonds and securing the same by a mortgage"

of their property and corporate rights and franchises, to an amount not exceeding the one-half of the capital stock of such corporation.”

(136) Act of June 5, 1876 (P. L. 211), entitled “An act to regulate the amount of toll and other charges to be laid and collected by boom companies within this Commonwealth.”

(137) Act of March 24, 1877 (P. L. 39), entitled “An act to authorize gas and water companies to borrow money and secure same by bond and mortgage.”

(138) Act of May 22, 1878 (P. L. 85), entitled “A further supplement to the act, entitled ‘An Act to provide for the incorporation and regulation of certain corporations,’ approved April twenty-nine, eighteen hundred and seventy-four, prescribing the proceedings and penalties in case of failure to keep turnpike and plank roads in repair.”

(139) Act of May 22, 1878 (P. L. 96), entitled “An act to extend the time during which corporations may hold and convey the title to real estate, heretofore bought under execution or conveyed to them in satisfaction of debts, and now remaining in their hands unsold.”

(140) Act of May 22, 1878 (P. L. 104),¹ entitled “An act relating to corporations, companies, associations and persons engaged in the storage or transportation by pipe lines of crude or refined petroleum, and providing for reports and statements, and for the prevention of the issue or circulation of fraudulent receipts, certificates, accepted orders or vouchers, by said companies, corporations and persons, to prevent the removal or misappropriation of the petroleum received by the same, and providing for the appointment of examiners of the business thereof, and for penalties for violation of the provisions of this act.”

(141) Act of May 25, 1878 (P. L. 148), entitled “A supplement to an act, entitled ‘An act concerning the sale of railroads, canals, turnpikes, bridges and plank roads,’ approved April eighth, one thousand eight hundred and sixty-one, authorizing the purchaser or purchasers of any

¹ “entitled” not in original.

railroad, canal, turnpike, bridge, or plank road or telegraph, at any sale hereafter made, by virtue of any process or decree of any court of this state or the circuit court of the United States, to issue stock or bonds secured by mortgage, or both, for their respective interests in the property and franchises purchased, and ratifying and confirming the issue or issues of stock and bonds secured by mortgage, that may have heretofore been issued by corporations organized under the act to which this is a supplement.”

(142) Section 8, act of April 10, 1879 (P. L. 16), entitled “An act relating to mutual saving fund, building and loan associations, regulating the mode of charging premiums, bonus or interest in advance, of withdrawals, of re-payment and collection of loans, also restricting the power to levy excessive fines, and defining the rights and liabilities of married women stockholders, and prescribing the non-application to these associations of the bonus tax and registry laws for corporations.”

(143) Act of May 13, 1879 (P. L. 57), entitled “An act to authorize corporations to borrow money to redeem previous loans authorized by special laws, and limiting the rate of interest and terms thereof, and providing for the payment of mechanics’ liens.”

(144) Act of June 4, 1879 (P. L. 91), entitled “An act to enlarge the jurisdiction of courts of common pleas of this Commonwealth, relative to granting, improving or amending charters of turnpike road companies, where the charters of such corporations have been granted by the legislature.”

(145) Act of June 11, 1879 (P. L. 139), entitled “An act in relation to the voting shares of certain corporations.”

(146) Act of June 12, 1879 (P. L. 173), entitled “An act relating to the sale of the property of bridge companies.”

(147) Act of June 9, 1881 (P. L. 89), entitled “An act authorizing companies, incorporated under the laws of any other state of the United States for the manufacture of any form of iron, steel or glass, to

erect and maintain buildings and manufacturing establishments, and to take, have and hold real estate necessary and proper for manufacturing purposes.”

(148) Section 4, act of June 9, 1881 (P. L. 89), entitled “An act to authorize foreign corporations to become corporations of Pennsylvania and to prescribe the mode for their so doing.”

(149) Act of June 10, 1881 (P. L. 112), entitled “A further supplement to an act approved April twenty-ninth, Anno Domini one thousand eight hundred and seventy-four, entitled, ‘An act to provide for the incorporation and regulation of certain corporations.’”

(150) Act of June 10, 1881 (P. L. 115), entitled “An act supplementary to an act, approved the second day of June, Anno Domini eighteen hundred and seventy-four, entitled, ‘An act authorizing the formation of partnership associations, in which the capital subscribed shall alone be responsible for the debts of the association, except under certain circumstances,’ providing for the service of process on such partnership associations.”

(151) Act of April 19, 1883 (P. L. 13), entitled “An act respecting telegraph, telephone, electric light, and other wires and cables for electric purposes.”

(152) Act of May 22, 1883 (P. L. 41), entitled “An act to revive and continue in force the provisions of an act, entitled, ‘An act to extend the time during which corporations may hold and convey the title to real estate heretofore brought under execution, or conveyed to them in satisfaction of debts, and now remaining in their hands unsold.’ approved the twenty-second day of May, Anno Domini eighteen hundred and seventy-eight.”

(153) Sections 5 and 6, act of June 13, 1883 (P. L. 122), entitled “A supplement to an act, entitled ‘An act to provide for the incorporation and regulation of certain corporations,’ approved April twenty-ninth, one thousand eight hundred and seventy-four, providing for the improve-

ment, amendment and alteration of the charters of corporations of the second class, and authorizing the incorporation of traction motor companies."

(154) Sections 2, 3, 4, 5 and 6, act of June 22, 1883 (P. L. 156), entitled "A further supplement to an act approved April twenty-ninth, Anno Domini one thousand eight hundred and seventy-four, entitled 'An act to provide for the incorporation and regulation of certain corporations,' as amended by the act approved the tenth day of April, one thousand eight hundred and seventy-nine, and amending the second section thereof so as to authorize the formation of corporations for the purpose of driving and floating saw logs, lumber and timber."

(155) Sections 3, 4, 6, 7, 8, 9, 14, 15, 16, 19, and 21, act of May 29, 1885 (P. L. 29), entitled "An act to provide for the incorporation and regulation of natural gas companies."

(156) Act of June 25, 1885 (P. L. 172), entitled "An act providing for the sale of the turnpikes or plank roads, or any portion thereof, of incorporated turnpike or plank road companies, by the sequestrators of such companies, for the payment of debts."

(157) Act of June 25, 1885 (P. L. 179), entitled "A supplement to an act, entitled 'An act authorizing companies, incorporated under the laws of any other State of the United States, for the manufacture of any form of iron, steel or glass, to erect and maintain buildings and manufacturing establishments, and to take, have and hold real estate necessary and proper for manufacturing purposes,' approved the ninth day of June, one thousand eight hundred and eighty-one, authorizing companies, incorporated under the laws of any other State of the United States, for the conversion, dyeing and cleansing of cotton, and other fabrics, to erect and maintain buildings for such manufacturing purposes, and for offices and salesrooms, or either, and to take, have and hold real estate necessary and proper for such purposes."

(158) Act of March 22, 1887 (P. L. 8), entitled "An act to pro-

vide for the incorporation and regulation of motor power companies for operating passenger railways by cables, electrical or other means.”

(159) Act of March 24, 1887 (P. L. 13), entitled “An act to limit the hours of labor of conductors, drivers and employes of horse, cable and electric railways.”

(160) Act of April 28, 1887 (P. L. 76), entitled “A supplement to an act, entitled ‘A supplement to an act authorizing companies, incorporated under the laws of any other State of the United States, for the manufacture of any form of iron, steel or glass, to erect and maintain buildings and manufacturing establishments, and to take, have and hold real estate necessary and proper for manufacturing purposes, approved the ninth day of June, one thousand eight hundred and eighty-one, authorizing companies, incorporated under the laws of any other State of the United States, for the conversion, dyeing and cleansing of cotton, and other fabrics, to erect and maintain buildings for such manufacturing purposes, and for offices and salesrooms, or either, and to take, have and hold real estate necessary and proper for such purposes,’ approved twenty-fifth day of June, Anno Domini one thousand eight hundred and eighty-five, conferring similar powers upon companies, incorporated under the laws of any other State of the United States for the manufacture of lumber and wood products, and pyro-ligneous acids, acetate of lime and charcoal, by the process of destructive distillation, or the preparation of cattle hair for use.”

(161) Act of May 25, 1887 (P. L. 269), entitled “An act supplementary to an act, entitled ‘An act to provide for the incorporation and regulation of certain corporations,’ approved the twenty-ninth day of April, one thousand eight hundred and seventy-four, permitting water companies to increase their capital.”

(162) Act of May 26, 1887 (P. L. 274), entitled “A supplement to an act to revive and continue in force the provisions of an act, entitled ‘An act to extend the time during which corporations may hold and

convey the title to real estate heretofore bought under execution, or conveyed to them in satisfaction of debts, and now remaining in their hands unsold,' approved the twenty-second day of May, Anno Domini one thousand eight hundred and eighty-three."

(163) Act of May 31, 1887 (P. L. 281), entitled "An act permitting the stockholders of corporations to determine the number of directors, and the time for holding annual elections of officers."

(164) Section 4, act of June 2, 1887 (P. L. 310), entitled "An act supplementary to an act, approved April twenty-ninth, one thousand eight hundred and seventy-four, entitled 'An act to provide for the incorporation and regulation of certain corporations,' amending the thirty-fourth section thereof, extending its provisions to fuel companies, providing for their capital stock and regulation, and giving them the power of eminent domain."

(165) Act of June 6, 1887 (P. L. 352), entitled "An act authorizing companies incorporated under the laws of any other State of the United States for the establishment, maintenance and continuance of a ferry or for the maintenance and continuance of a bridge, between this State and any other State, upon or over any river flowing between said States, to erect and maintain piers and certain other buildings and structures, to hold real estate in this State and to mortgage, lease or convey the same."

(166) Act of April 17, 1889 (P. L. 35), entitled "An act authorizing companies incorporated under the laws of any other State of the United States, for the transportation of passengers and freight by steamboats or other vessels, on rivers or other waters between this State and any other State, to hold real estate in this State, and to lease, mortgage and convey the same."

(167) Act of April 17, 1889 (P. L. 37), entitled "An act authorizing any corporation organized for the building of ships, vessels and boats, and the carrying of persons and property thereon, to increase the capital stock of said corporations, and relating to the stock so issued."

(168) Act of May 3, 1889 (P. L. 76), entitled "A further supplement to an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved April twenty-ninth, Anno Domini one thousand eight hundred and seventy-four, providing for the further regulation of such corporations, and authorizing corporations incorporated for the purpose of mining for petroleum to purchase, hold and dispose of the stocks and bonds of certain other corporations."

(169) Sections 5, 6, 11, 13, 16, 17, 18 and 20, act of May 14, 1889 (P. L. 211), entitled "An act to provide for the incorporation and government of street railway companies in this Commonwealth."

(170) Act of April 30, 1891 (P. L. 39), entitled "A supplement to an act, entitled 'A supplement to an act authorizing companies incorporated under the laws of any other state of the United States for the manufacture of any form of iron, steel, or glass, to erect and maintain buildings and manufacturing establishments, and to take, have and hold real estate necessary and proper for manufacturing purposes, approved the ninth day of June, one thousand eight hundred and eighty-one, authorizing companies incorporated under the laws of any other state of the United States, for the conversion, dyeing and cleansing of cotton and other fabrics to erect and maintain buildings for such manufacturing purposes, and for offices and salesrooms or either, and to take, have and hold real estate necessary and proper for such purposes,' approved the twenty-fifth day of June, Anno Domini one thousand eight hundred and eighty-five, conferring similar powers upon companies incorporated under the laws of any other state of the United States for the manufacture of lumber and wood products and pyro-ligneous acids, acetate of lime and charcoal, by the process of destructive distillation or the preparation of cattle hair for use,' approved the twenty-eighth day of April, one thousand eight hundred and eighty-seven, conferring similar power upon companies incorporated under the laws of any other state of the United States, for the manufacture of

carbon dioxide and magnesia and the products thereof, and compositions, articles and apparatus from and in connection therewith, and for the manufacture of cotton, velvet and other fabrics, and for the manufacture of extracts out of wood, bark, leaves and roots, or any other extracts for tanning, cleansing, dyeing or other purposes."

(171) Act of June 8, 1891 (P. L. 223), entitled "An act to authorize corporations to increase their capital stock for corporate purposes."

(172) Act of June 6, 1893 (P. L. 329), entitled "An act to prohibit the erection of toll houses and toll gates within the limits of any borough."

(173) Act of June 8, 1893 (P. L. 351), entitled "An act to provide for the manner of reducing the capital stock of corporations."

(174) Act of June 8, 1893 (P. L. 389), entitled "A supplement to a supplement to an act, entitled 'A supplement to an act authorizing companies incorporated under the laws of any other State of the United States for the manufacture of any form of iron, steel or glass to erect and maintain buildings and manufacturing establishments, and to take, have and hold real estate necessary and proper for manufacture purposes,' approved the ninth day of June, one thousand eight hundred and eighty-one, authorizing companies incorporated under the laws of any other State of the United States for the conversion, dyeing and cleansing of cotton and other fabrics to erect and maintain buildings for such manufacturing purposes, and for offices and salesrooms, or either, and to take, have and hold real estate necessary and proper for such purposes, approved the twenty-fifth day of June, Anno Domini one thousand eight hundred and eighty-five, conferring similar powers upon companies incorporated under the laws of any other State of the United States for the manufacture of lumber and wood products and pyro-ligneous acids, acetate of lime and charcoal by the process of destructive distillation, or the preparation of cattle hair for use, approved the

twenty-eighth day of April, one thousand eight hundred and eighty-seven, conferring similar power upon companies incorporated under the laws of any other State of the United States for the manufacture of carbon dioxide and magnesia and the products thereof, and compositions, articles and apparatus from and in connection therewith, and for the manufacture of cotton velvet and other fabrics, and for the manufacture of extracts out of wood, bark, leaves and roots, or any other extracts for tanning, cleansing, dyeing or other purposes,' approved the thirtieth day of April, Anno Domini one thousand eight hundred and ninety-one, conferring similar powers upon companies incorporated under the laws of any other State of the United States for the manufacture or printing of wall paper, lithographs or prints, and for mining and manufacture of clay into brick tile and various other articles and products produced from clay, and from clay and other substances mixed therewith."

(175) Act of June 10, 1893 (P. L. 417), entitled "An act to authorize corporations to increase their capital stock for corporate purposes."

(176) Act of May 15, 1895 (P. L. 64), entitled "An act authorizing traction or motor power companies to enter into contract with each other for the sale, lease and operation of their respective property and franchises."

(177) Act of May 15, 1895 (P. L. 65), entitled "An act authorizing traction or motor power companies and street passenger railway companies owning, leasing, controlling or operating different lines of street railways, to operate all of said lines as a general system, and to lay out such new routes or circuits over the whole or any part of any street or streets occupied by such different companies, and to run cars thereon for such distances and in such directions as will in the opinion of the operating company best accommodate public travel."

(178) Act of June 24, 1895 (P. L. 221), entitled "An act to provide for the incorporation and regulation of ship canal companies to con-

nect the great lakes with points on navigable rivers of this Commonwealth.”

(179) Section 2, act of June 25, 1895 (P. L. 311), entitled “An act to amend paragraph twenty-four of the second sub-division of the second section of an act, entitled ‘An act to provide for the incorporation and regulation of certain corporations,’ approved the twenty-ninth day of April, Anno Domini one thousand eight hundred and seventy-four, and the several supplements thereto, providing for the incorporation and regulation of companies for the construction and maintenance of tunnels or underground passageways.”

(180) Act of June 26, 1895 (P. L. 382), entitled “A supplement to an act, entitled ‘An act to provide for the incorporation and regulation of certain corporations,’ approved April twenty-ninth, Anno Domini one thousand eight hundred and seventy-four, authorizing the incorporation of companies for constructing and maintaining boulevards in this Commonwealth.”

(181) Act of March 16, 1899 (P. L. 9), entitled “An act to authorize the Pennsylvania Canal Company to abandon the public use of that portion of its canal situate on the Juniata Division, from the first lock east of Newton Hamilton, including the river dam adjacent thereto in Mifflin county, to the Juniata Junction at Duncan’s Island in Dauphin county.”

(182) Act of April 28, 1899 (P. L. 116), entitled “A supplement to ‘An act to provide for the incorporation and regulation of motor power companies for operating passenger railways by cables, electrical or other means,’ approved the twenty-second day of March, Anno Domini one thousand eight hundred and eighty-seven, to provide that companies chartered thereunder, which did not file the original certificate with all of its endorsements in the office for recording deeds in and for the proper county, may within thirty days from the passage of this act be allowed to do so, with the same effect as if it had been filed as soon as letters patent were issued.”

(183) Act of May 11, 1899 (P. L. 289), entitled, as amended "An act providing for the payment to the county or counties of the annual bonus which any foreign railway corporation is required to pay into the State ¹ Treasury for the right to pass through said county or counties."

(184) Act of April 30, 1901 (P. L. 109), entitled "An act regulating the publication of advertisements and notices, required by law to be published in counties of this Commonwealth, in newspapers published in the English language and newspapers published in the German language."

(185) Act of May 11, 1901 (P. L. 172), entitled "A supplement to an act, entitled an act to prohibit foreign corporations from doing business in Pennsylvania without having known places of business and authorized agents, approved April twenty-second, one thousand eight hundred and seventy-four; validating and providing for the enforcement of mortgages or contracts, assigned bona fide ten or more years prior to the passage of this act by foreign corporations which have not complied with the provisions of the act to which this is a supplement."

(186) Act of May 29, 1901 (P. L. 349), entitled "An act supplementary to an act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, one thousand eight hundred and seventy-four; providing for the merger and consolidation of certain corporations."

(187) Act of June 4, 1901 (P. L. 359), entitled "An act authorizing the abandonment by turnpike road or highway companies of such portion or portions of their turnpike roads or highways as are separated, as to ownership or possession, from the longest continuous portion thereof remaining in the possession or ownership of such companies after the appropriation or condemnation to public use of an intermediate portion or portions thereof; also prescribing the method of making such aban-

¹ "Treasurey" in original.

donment and the giving of notice thereof to township authorities, and providing for the future disposition of such abandoned portion or portions of said turnpike, roads or highways.”

(188) Section 6, act of June 7, 1901 (P. L. 514), entitled “An act to further amend an act, entitled ‘An act to provide for the incorporation and government of street railway companies in this Commonwealth,’ approved the fourteenth day of May, Anno Domini one thousand eight hundred and eighty-nine, and the amendments thereto, approved the twenty-first day of May, Anno Domini one thousand eight hundred and ninety-five; and providing for the length of tracks of any companies that may be used by another company; for the use by any company of streets, highways and bridges which have been abandoned or may be abandoned, or are not in use by any other companies, chartered or authorized to use the same, or which are not in constant daily use for the transportation of passengers by such companies; and for the use of streets, highways and bridges by any company, which other companies have relinquished the right to use, or which are only in temporary use, either by virtue of the provisions of any act of Assembly, or of any ordinance of Council, or of any contract or agreement with the Commonwealth or the local authorities of any city, borough or township, and providing compensation therefor; limiting the time within which application must be made to the local authorities of any city, borough or township, within which work must be commenced and the railway completed; and providing that where a company shall receive a charter to build a road on any street or highway, no other charter shall be granted to any other company to occupy the same street or highway, until after the time given to the first company to obtain the consent of the local authorities and begin and complete its work, shall have elapsed; conferring the right to acquire property by purchase, for certain uses of the corporation.”

(189) Sections 5 and 6; section 8 except the first and second sentences thereof; as much of section 11 as follows the clause reading:

“and such use may be exclusive or in conjunction with such other company, as said companies shall agree”; and sections 12, 13 and 14, act of June 7, 1901 (P. L. 523), entitled “An act to provide for the incorporation and government of passenger railways, either elevated or underground, or partly elevated and partly underground, with surface rights.”

(190) Act of June 14, 1901 (P. L. 566), entitled “An act to authorize and empower any telephone corporation to buy and own the capital stock of any other or like corporation, and to acquire the franchises, property, rights and credits of the latter, for the purpose of connecting the two into a continuous telephone line.”

(191) Act of June 20, 1901 (P. L. 577), entitled “An act providing that no company hereafter formed for the purpose of construction and operation of a passenger railway, either elevated or underground, or partly elevated or partly underground, with incidental surface rights, shall be incorporated except where the same shall be located upon streets in thickly populated regions, and until the necessity for such railways shall have been passed upon by a board consisting of the Governor, the Secretary of the Commonwealth and the Attorney General, after notice.”

(192) Act of July 2, 1901 (P. L. 606), entitled “An act authorizing corporations organized under the laws of Pennsylvania to increase or diminish the par value of the shares of their capital stock.”

(193) Act of March 11, 1903 (P. L. 23), entitled “An act to quiet the title of real estate, held by foreign corporations not entitled to hold same, and heretofore conveyed to a citizen of the United States, or to a corporation chartered under the laws of this Commonwealth and authorized to hold real estate.”

(194) Act of March 27, 1903 (P. L. 79), entitled “An act authorizing the courts of common pleas of this Commonwealth to decree the dissolution of certain corporations, in certain cases, and to order the sale of their real estate and make distribution of the proceeds thereof.”

(195) Act of April 15, 1903 (P. L. 200), entitled "An act to re-
vive and continue in force the provisions of an act, entitled 'An act to ex-
tend the time during which corporations may hold and convey the title to
real estate, heretofore bought under execution or conveyed to them in
satisfaction of debts, and now remaining in their hands unsold,' ap-
proved the twentieth day of April, Anno Domini one thousand eight
hundred and ninety-seven."

(196) Act of February 28, 1905 (P. L. 27), entitled "An act to
quiet the title of real estate, and to enable citizens of the United States,
and corporations chartered under the laws of this Commonwealth, and au-
thorized to hold real estate therein, to hold and convey title to real
estate, which has formerly been held by corporations not authorized by
law to hold real estate in Pennsylvania."

(197) Act of April 14, 1905 (P. L. 166), entitled "An act to im-
pose a penalty for failure of corporations, joint-stock associations, limited
partnership, or companies whatsoever, to report to the Auditor General's
Department for any three tax years."

(198) Act of May 4, 1905 (P. L. 385), entitled "An act creating
the Water Supply Commission of Pennsylvania; defining its duties; fixing
the scope of its authority and powers, and making an appropriation for
the payment of the salaries and expenses connected therewith."

(199) Act of March 21, 1907 (P. L. 21), entitled "An act to quiet
the title of real estate; and to enable citizens of the United States, and
corporations chartered under the laws of this Commonwealth and au-
thorized to hold real estate therein, to hold and convey title to real estate
which has formerly been held by corporations not authorized by law to
hold real estate in Pennsylvania."

(200) Act of April 25, 1907 (P. L. 105), entitled "An act validat-
ing the title to real estate, taken and held by corporations of other States,
without first having established known place of business and designated
authorized agents for the transaction of their business within this Com-
monwealth."

(201) Act of May 23, 1907 (P. L. 205), entitled "An act validating contracts, bonds, or obligations made by corporations of other States, without first having established known place of business and designated authorized agents for the transaction of their business within this Commonwealth, and providing for the enforcement of the same."

(202) Act of May 28, 1907 (P. L. 278), entitled "An act defining the rights and duties of water companies, and compelling them to furnish water to municipalities in which their source of supply is located, or forfeit their rights to a sufficient quantity of water from such sources as will supply the needs of such municipality, city, borough, or township, and the inhabitants thereof; also giving private and municipal water companies, organized under the provisions of this act, the right to condemn, take, and appropriate, with the consent and approval of the State Water Supply Commission, a sufficient quantity of water, from any source of supply lying within the corporate limits of the municipality, when such source of supply is not being utilized for supplying water to such municipality and the inhabitants thereof; also providing that water companies file statements with the State Water Supply Commission, under certain conditions, and making their failure to do so a misdemeanor, and prescribing penalties for a violation of the same."

(203) Act of May 29, 1907 (P. L. 308), entitled "A supplement to an act, entitled 'An act to provide for the incorporation and government of street railway companies in this Commonwealth,' approved the fourteenth day of May, Anno Domini one thousand eight hundred and eighty-nine; authorizing companies chartered under the said act to issue bonds, payable at such times after the date thereof as may seem best to the directors."

(204) Sections 2, 3, 4, 5 and 6, act of June 1, 1907 (P. L. 368), entitled "A supplement to an act, entitled 'An act to provide for the incorporation and government of street railway companies in this Commonwealth,' approved the fourteenth day of May, Anno Domini one

thousand eight hundred and eighty-nine; authorizing companies chartered under the said act to locate or relocate their lines of railway so that the same may be either in whole or in part on public highways, or in whole or in part on private property; and conferring upon them the right of eminent domain; and providing the method for the assessment of damages for property taken, injured, or destroyed; and making them common carriers of certain kinds of freight."

(205) Act of June 1, 1907 (P. L. 393), entitled "An act enabling corporations, not authorized by law to hold real estate in Pennsylvania, to convey and make title to such real estate as may have been purchased and held by them prior to the passage of this act."

(206) Act of June 7, 1907 (P. L. 453), entitled "An act to regulate the maximum rate of fare to be charged for transportation of passengers by street railways companies or corporations, in the cities of the second class of the Commonwealth, and prescribing a penalty for the violation thereof."

(207) Section 5, act of June 8, 1907 (P. L. 482), entitled "An act to amend an act, entitled 'An act to provide for the incorporation and regulation of ship canal companies to connect the Great Lakes with points on navigable rivers of this Commonwealth,' approved the twenty-fourth day of June, Anno Domini one thousand eight hundred and ninety-five; providing for the construction, operation and maintenance of feeder and branch canals, and other appurtenances of a ship canal; providing for the merger or consolidation of such companies incorporated under the laws of this State, with similar companies incorporated in other States or the United States; providing for the abandonment of part of the route of ship canal companies incorporated under the laws of this Commonwealth; providing for the alteration and change in the site or location of highways, public or private roads, railroads, bridges, dams, water-power works, waterways, buildings, or other works, and providing compensation for the same; and providing for the appropriation

of lakes, bridges, water-courses, ponds, reservoirs, or other sources of water-supply, necessary for the maintenance and operation of ship canals."

(208) Act of April 22, 1909 (P. L. 122), entitled "An act to validate the exercise of franchise of manufacturing corporations and land companies whose charters have expired, and to validate the conveyances and other instruments of said corporations."

(209) Act of April 23, 1909 (P. L. 167), entitled "An act to provide that when a receiver of a corporation is appointed in any court, on motion of the Attorney General, at the instance of either the Commissioner of Banking or the Insurance Commissioner, such receiver shall supersede any receiver previously appointed by decree of any court, and shall supersede any assignee or trustee previously appointed by such corporation; and requiring such superseded receiver, assignee, or trustee to pay over and deliver to the receiver appointed on motion of the Attorney General the money, assets, and property of such corporation in his or their possession, and to file his or their account in the proper court; and providing for the appointment of auditors of the accounts of receivers appointed on the motion of the Attorney General, and defining their duties."

(210) Act of April 23, 1909 (P. L. 172), entitled "An act to quiet the title of real estate, and to enable citizens of the United States, and corporations chartered under the laws of this Commonwealth, and authorized to hold real estate therein, to hold and convey title to real estate, which has been formerly held by corporations not authorized by law to hold real estate in Pennsylvania."

(211) Act of May 3, 1909 (P. L. 378), entitled "An act authorizing courts of common pleas to decree the dissolution of corporations and commissions, not for profit, incorporated for the purpose of repairing, maintaining, and operating turnpike and other public roads, with the right to collect toll thereon, and to levy tax for the maintenance of such

roads and the payment of the interest and principal of the indebtedness created; providing the manner in which the affairs of such corporations and commissions may be wound up, the manner in which their assets and liabilities shall be apportioned to and among the several municipalities in which such turnpike or other public roads shall be located, and the manner in which such turnpike or other public roads shall thereafter be maintained as public highways; repealing the act, entitled 'An act authorizing courts of common pleas to decree the dissolution of corporations and commissions, not for profit, incorporated for the purpose of repairing, maintaining, and operating turnpike and other public roads, with the right to collect toll thereon and levy tax for the maintenance of such roads and the payment of the interest and principal of the indebtedness created, and to determine the manner in which the affairs of such corporations and commissions may be wound up,' approved the first day of June, one thousand nine hundred and seven (Pamphlet Laws, three hundred and seventy-five), and all laws and parts of laws, general and special, inconsistent herewith; and providing the manner in which this act shall apply retrospectively to all cases of the nature herein provided for, pending at the time of the passage of this act."

(212) Act of May 11, 1909 (P. L. 515), entitled "An act amending and supplementing section two of the act, entitled 'An act to provide for the incorporation and regulation of certain corporations,' approved April twenty-nine, one thousand eight hundred and seventy-four, by striking out clause twenty of corporations of the second class, and providing that corporations of the second class shall include corporations for any lawful purpose not specifically designated by law as the purpose for which a corporation may be formed, and providing that certain companies heretofore incorporated may become incorporated hereunder."

(213) Act of June 10, 1911 (P. L. 871), entitled "An act to revive and continue in force the provisions of an act, entitled 'An act to extend the time during which corporations may hold and convey the title

to real estate, heretofore bought under execution or conveyed to them in satisfaction of debts, and now remaining in their hands unsold,' approved the twenty-second day of May, Anno Domini one thousand eight hundred and seventy-eight, in so far as they relate to banking companies."

(214) Act of June 15, 1911 (P. L. 963), entitled "An act providing for the merger and consolidation of street railway and motor power companies."

(215) Act of March 27, 1913 (P. L. 16), entitled "An act providing for the amendment or alteration of the charters of corporations having toll-bridges across any rivers or streams in this Commonwealth, whose travel by horses, wagons, et cetera, has been diverted or taken away by the erection of free public bridges, so that it may not be obligatory upon said companies to maintain their bridges for such travel."

(216) Act of May 6, 1915 (P. L. 271), entitled "An act to revive and continue in force the provisions of an act, entitled 'An act to extend the time during which corporations may hold and convey the title to real estate, heretofore bought under execution or conveyed to them in satisfaction of debts, and now remaining in their hands unsold,' approved the twenty-second day of May, Anno Domini one thousand eight hundred and seventy-eight, in so far as it relates to banking companies; amending and extending the same, and giving said banking companies the right to bring suit and maintain an action, either at law or in equity, and to maintain any action already brought, for the recovery of possession of property so bought, the same as an individual could do."

(217) Act of May 13, 1915 (P. L. 295), entitled "An act authorizing companies incorporated under the laws of any other State of the United States for certain purposes to erect and maintain buildings and manufacturing establishments, and to take, have, and hold real estate necessary and proper for such purposes."

(218) Act of June 1, 1915 (P. L. 703), entitled "An act to validate deeds and other conveyances of real estate, made in this Common-

wealth by mechanical, mining, quarrying, manufacturing, and other corporations, to residents of this Commonwealth, for a valuable consideration, prior to the passage of this act, without the consent of a majority in value of the stockholders thereof."

(219) Act of March 30, 1917 (P. L. 28), entitled "An act authorizing companies incorporated under the laws of any other State of the United States, for the manufacture of cigars or tobacco, or both cigars and tobacco, or for buying, selling or dealing in cigars or tobacco, or both, or for the manufacture and sale of artificial silk, to erect and maintain buildings and manufacturing establishments and warehouses for storage of such articles, and to take, have, and hold real estate necessary and proper for such purposes."

(220) Act of May 17, 1917 (P. L. 198), entitled "An act to quiet the title to real estate; and to enable citizens of the United States, and corporations authorized to hold real estate within this Commonwealth, to hold and convey title to real estate which has been formerly held by or for corporations not authorized by law to hold the same."

(221) Act of May 17, 1917 (P. L. 227), entitled "An act authorizing any company incorporated under the laws of any other State, for the manufacture of automobiles, motor-trucks, or other motor-vehicles, or of any article appertaining to or entering into the construction thereof, to erect and maintain buildings and manufacturing establishments, and to have and to hold real estate to an amount necessary and proper therefor."

(222) Act of July 6, 1917 (P. L. 746), entitled "An act authorizing companies incorporated under the laws of any other State of the United States, for certain purposes, to erect and maintain buildings and to take, have and hold real estate necessary and proper for such purposes."

(223) Act of July 6, 1917 (P. L. 747), entitled "An act authorizing any company incorporated under the laws of any other State for the

manufacturing, purchasing, and selling of rubber boots, shoes, tires, and goods of which rubber, caucho, gutta-percha, balata, or any of their substitutes, are a component part, and the various materials entering into the manufacturing of any and all such goods, to erect and maintain buildings and manufacturing establishments, and to have and to hold real estate to an amount necessary and proper therefor."

(224) Act of July 16, 1917 (P. L. 999), entitled "An act authorizing companies incorporated under the laws of any other State of the United States for certain purposes to erect and maintain buildings and manufacturing establishments, and to take, have, and hold real estate necessary and proper for such purposes."

(225) Act of March 26, 1919 (P. L. 24), entitled "An act to quiet the title to real estate; and to enable citizens of the United States, and corporations authorized to hold real estate within this Commonwealth, to hold and convey title to real estate which has been formerly held by or for corporations not authorized by law to hold the same."

(226) Act of April 4, 1919 (P. L. 50), entitled "An act to authorize and empower any motor power company of this Commonwealth which shall own at least two-thirds of the capital stock of a turnpike company of this Commonwealth whose turnpike has been purchased by the Commonwealth and which has acquired the road, property, franchises, powers, privileges, and immunities of a passenger railroad company, which are operated under a lease by the turnpike company to the motor power company, to acquire the road, property, franchises, powers, privileges, and immunities of the turnpike company."

(227) Act of April 18, 1919 (P. L. 54), entitled "An act to authorize and empower any motor power company of this Commonwealth which shall own the entire capital stock of any street railway company of this commonwealth, to acquire the corporate powers, franchises, property rights, and credits of any such street railway company."

(228) Act of April 18, 1919 (P. L. 55), entitled "An act per-

mitting building and loan associations to invest their uninvested funds in bonds of the United States issued for war purposes, and validating investments heretofore made by such associations in bonds of the United States Government issued for war purposes."

(229) Act of May 16, 1919 (P. L. 174), entitled "An act providing for the payment into the State Treasury of the amounts of unclaimed distributive shares from the assets of corporations, unincorporated associations, and limited partnership associations, in process of dissolution; requiring reports of such amounts to be made to the Auditor General by the liquidating trustees or other persons charged with the dissolution of unincorporated associations and limited partnership associations; further providing for the refund of such amounts from the State Treasury, with interest thereon, to persons entitled thereto, and making an appropriation therefor; and providing penalties."

(230) Act of May 16, 1919 (P. L. 179), entitled "An act authorizing any company incorporated under the laws of any other State for the purpose of cutting, harvesting, storing, transporting, and selling natural ice, or for any of said purposes, to erect and maintain buildings and storage houses, and to have and to hold, either by leases for terms of years or by deed in fee simple, real estate to an amount necessary and proper therefor."

(231) Act of June 11, 1919 (P. L. 441), entitled "An act authorizing corporations incorporated under the laws of any other State of the United States to acquire, erect, and maintain buildings and manufacturing establishments, and to take, hold, mortgage, lease, and convey real estate necessary and proper for such corporate purposes."

(232) Act of April 20, 1921 (P. L. 196), entitled "An act to quiet the title to real estate; and to enable citizens of the United States and corporations authorized to hold real estate within this Commonwealth to hold and convey title to real estate which has formerly been

held or conveyed by, to, or for corporations not authorized by law to hold the same."

(233) Act of May 11, 1921 (P. L. 495), entitled "A supplement to an act, entitled 'An act authorizing the formation of partnership associations in which the capital subscribed shall alone be responsible for the debts of the association, except under certain circumstances,' approved the second day of June, one thousand eight hundred and seventy-four (Pamphlet Laws, two hundred seventy-one); granting to partnership associations, formed under such act for the purpose of transportation and storage of oil by means of pipe-lines and tanks for the public, power to take lands or property for the public purposes of such association, and to acquire a right of way easement for the purpose of locating its pipes or branches over, upon, under, or across any lands, streams, rivulets, roads, turnpike-roads, railroads, canals or other highways."

(234) Section 212, act of May 17, 1921 (P. L. 682), known as "The Insurance Company Law of 1921."

(235) Act of May 25, 1921 (P. L. 1124), entitled "An act to quiet the title to real estate; and to enable citizens of the United States, and corporations authorized to hold real estate within this Commonwealth, to hold and convey title to real estate which has been formerly held by or for corporations not authorized by law to hold the same."

(236) Act of March 20, 1923 (P. L. 25), entitled "An act to quiet the title to real estate; and to enable citizens of the United States and corporations authorized to hold real estate within this Commonwealth to hold and convey title to real estate which has been formerly held by or for corporations not authorized by law to hold the same."

(237) Act of April 18, 1923 (P. L. 72), entitled "An act validating deeds and mortgages of corporations heretofore erroneously executed and acknowledged."

(238) Act of April 1, 1925 (P. L. 113), entitled "An act validating the title to real estate taken and held by corporations of other

States without first having established known places of business and designated authorized agents for the transaction of their business within this Commonwealth.”

(239) Act of April 30, 1925 (P. L. 385), entitled “An act to quiet the title to real estate, and to enable citizens of the United States and corporations authorized to hold real estate within this Commonwealth to hold and convey title to real estate which has been formerly held by or for corporations not authorized by law to hold the same.”

(240) Act of April 30, 1925, (P. L. 403), entitled “An act relating to the dissolution of corporations; and imposing certain duties on the Secretary of the Commonwealth and the prothonotaries.”

(241) Act of March 9, 1927 (P. L. 23), entitled “An act to quiet the title to real estate and to enable citizens of the United States and corporations authorized to hold real estate within this Commonwealth to hold and convey title to real estate which has been formerly held by or for corporations not authorized by law to hold the same.”

(242) Act of March 22, 1927 (P. L. 53), entitled “An act validating the title to real estate, taken and held by corporations of other States, without first having established known places of business and designated authorized agents for the transaction of their business within this Commonwealth.”

(243) Sections 601, 721, 722, 723, 1205, 1701, 1708, and 1709, act of April 9, 1929 (P. L. 343), known as “The Fiscal Code.”

(244) Act of May 17, 1929 (P. L. 1802), entitled “An act providing that when all or a majority of the outstanding shares of the capital stock of any corporation, now or hereafter created under the laws of this Commonwealth, are owned by a corporation, created under the laws of any other State, the owner or owners of not less than one-fifth of the total number of the outstanding shares of the capital stock of such foreign corporation shall have the right to investigate and inquire into the affairs, management, and operations of such domestic cor-

poration, and to institute, maintain and prosecute actions or proceedings against, or in behalf of, such domestic corporation, for any purpose, to the same extent, in the same manner, with the same force and effect, and with the same rights and remedies, as if he or they were the owner or owners of shares of the capital stock of such domestic corporation; and prescribing the conditions upon which a bond may be required in any such action or proceeding.”

(245) Act of June 12, 1931 (P. L. 504), entitled “An act authorizing building and loan associations to permit borrowers to have the dues on the stock credited on account of the principal of the loan, and providing for the reduction of the stock in certain cases, and defining the duties of the secretary of the association in respect thereto, and providing also for the increase of the subsequent dues on the stock in certain cases, and providing further that the stock shall not be subject to losses, except for the profits, in certain cases.

(246) Act of June 26, 1931 (P. L. 1387), entitled “An act relieving canal corporations, owning any canals or other artificial waterways constructed by the Commonwealth as parts of its public works, from the obligation to maintain the same for transportation purposes, under certain conditions; and authorizing such corporations to use, sell, or lease the waters of such canals and waterways for domestic, manufacturing, commercial, and other lawful purposes, and to use, sell, lease, or otherwise dispose of the whole or any part of the lands occupied by such canals or waterways, and the property appurtenant thereto; and authorizing the Department of Highways to acquire, by gift, all or any part of such lands, and to sell or otherwise dispose of all or any part of such lands as shall not be needed for highway purposes.”

(247) Act of May 3, 1933 (P. L. 225), entitled “An act to authorize certain corporations organized under the laws of Pennsylvania, including railroad corporations organized under the laws of Pennsylvania and of any other state or states, to increase or decrease the par value

of the shares of their capital stock; providing that such change of par value of shares may reduce the aggregate par value of outstanding capital stock, or alter or affect the division of authorized capital stock as between outstanding stock and authorized stock unissued; prescribing the manner in which such change shall be made; and repealing all acts and parts of acts inconsistent herewith."

(248) Act of May 15, 1933 (P. L. 794), entitled "An act authorizing directors of building and loan associations to pro rate, or, with the approval of the Department of Banking, to fix the maximum amount of withdrawals and maturities; and applying retroactively."

(249) Act of May 15, 1933 (P. L. 794), entitled "An act limiting the period within which non-assenting or dissenting shareholders of building and loan associations, which have merged and consolidated, or which shall merge and consolidate, prior to the third day of July, one thousand nine hundred thirty-three, may enforce their rights."

(250) Act of May 15, 1933 (P. L. 795), entitled "An act providing for the reduction by a building and loan association, with the approval of the Department of Banking and upon order of the court of common pleas, of its liability to shareholders; applying to building and loan associations whether or not in possession of the Secretary of Banking."

(251) Act of July 17, 1935 (P. L. 1140), entitled "An act to validate and quiet the title to real estate in this Commonwealth held by a foreign corporation unauthorized to hold the same, and heretofore conveyed to a citizen of the United States or a corporation authorized to hold such real estate."

(252) Act of July 1, 1937 (P. L. 2666), entitled "An act to validate conveyances, purporting to be the act and deed of a corporation, heretofore erroneously executed and acknowledged, or executed and acknowledged by persons purporting to be agents of, or trustees for, a corporation which has since been dissolved."

(253) Act of May 25, 1939 (P. L. 202), entitled "An act to validate and quiet the title to real estate in this Commonwealth held by a foreign corporation unauthorized to hold the same, and heretofore conveyed to a citizen of the United States or a corporation authorized to hold such real estate."

(254) Act of March 26, 1941 (P. L. 13), entitled "An act to validate and quiet the title to real estate in this Commonwealth held by a foreign corporation unauthorized to hold the same and heretofore conveyed to a citizen of the United States or a corporation authorized to hold such real estate."

(255) Act of May 21, 1941 (P. L. 46), entitled "An act to validate and quiet the title to real estate in this Commonwealth held by a foreign corporation unauthorized to hold the same and heretofore conveyed to a citizen of the United States or a corporation authorized to hold such real estate."

(256) Act of May 21, 1943 (P. L. 466), entitled "An act to validate and quiet the title to real estate in this Commonwealth held by a foreign corporation unauthorized to transact business in Pennsylvania, and heretofore conveyed to a citizen of the United States or a corporation authorized to hold such real estate."

(257) Act of July 29, 1953 (P. L. 1012), entitled "An act to validate and quiet the title to real estate in this Commonwealth held by a foreign corporation not authorized to transact business in Pennsylvania and heretofore conveyed to a citizen or citizens of the United States or a corporation authorized to hold such real estate."

(258) Act of June 23, 1955 (P. L. 197), entitled "An act to validate and quiet the title to real estate in this Commonwealth held by a foreign corporation not authorized to transact business in Pennsylvania and heretofore conveyed to a citizen or citizens of the United States or a corporation authorized to hold such real estate."

(259) Section 20, act of July 11, 1957 (P. L. 783), known as the "Fictitious Corporate Name Act."

(260) Section 2, act of September 30, 1965 (Act No. 293) (P. L. 569), entitled "An act amending the act of May 5, 1933 (P. L. 364), entitled 'An act relating to business corporations; defining and providing for the organization, merger, consolidation, reorganization, winding up and dissolution of such corporations; conferring certain rights, powers, duties and¹ immunities upon them and their officers and shareholders; prescribing the conditions on which such corporations may exercise their powers; providing for the inclusion of certain existing corporations of the second class within the provisions of this act; prescribing the terms and conditions upon which foreign business corporations may be admitted or may continue, to do business within the Commonwealth; conferring powers and imposing duties on the courts of common pleas, and certain State departments, commissions, and officers; authorizing certain State departments, boards, commissions, or officers to collect fees for services required to be rendered by this act; imposing penalties; and repealing certain acts and parts of acts relating to corporations,' requiring approval by the State Registration Board for Professional Engineers prior to the use of certain words in corporate names."

(b) The following acts and parts of acts if repealed by any amendment to the Nonprofit Corporation Law insofar as they relate to corporations not for profit as therein defined, are hereby specifically repealed absolutely; any of the following acts or parts of acts not so repealed by any amendment to the Nonprofit Corporation Law are hereby specifically repealed insofar as they relate to corporations for profit.

(1) Section 5, act of April 26, 1855 (P. L. 328), entitled "An act relating to Corporations and to Estates held for Corporate, Religious and Charitable uses."

(2) Act of May 23, 1887 (P. L. 176), entitled "An act to authorize certain corporations, incorporated and existing under the laws of any

¹"immuniti6s" in original.

other State of the United States, to purchase certain real estate at judicial sales, and to hold and convey the same under certain conditions."

(3) Act of May 3, 1909 (P. L. 386), entitled "An act to provide that notice, wherever required by law, in connection with the formation, amendment, increase or reduction of capital stock, conduct of business, merger, transfer of franchises, or dissolution of corporations, joint-stock companies, limited partnerships, or partnership association, shall be published in the legal journal, of the proper county, in which court notices usually appear."

(4) Act of June 8, 1911 (P. L. 710), entitled "An act to regulate the doing of business in this Commonwealth by foreign corporations; the registration thereof and service of process thereon; and providing punishment and penalties for the violation of its provisions; and repealing previous legislation on the subject."

(5) Act of June 23, 1911 (P. L. 1114), entitled "An act enabling corporations, not authorized by law to hold real estate in Pennsylvania, to convey and make title to such real estate as may have been purchased and held by them prior to the passage of this act."

(6) Act of May 13, 1915 (P. L. 296), entitled "An act validating contracts, bonds, or obligations of or belonging to corporations of other States, made, entered into, or acquired prior to the passage of an act, entitled 'An act to regulate the doing of business in this Commonwealth by foreign corporations; the registration thereof and service of process thereon; and providing punishment and penalties for the violation of its provisions; and repealing previous legislation on the subject,' approved the eighth day of June, Anno Domini one thousand nine hundred and eleven (Pamphlet Laws, seven hundred and ten), without such corporations first having established known places of business and designated authorized agents for the transaction of their business within this Commonwealth, and providing for the enforcement of such contracts,

bonds, or obligations upon the payment of a penalty and taxes to the Commonwealth.”

(7) Act of May 24, 1923 (P. L. 438), entitled “An act authorizing corporations incorporated under the laws of any other State of the United States to acquire, use, encumber, and dispose of such real estate, and rights, and interests in, in the nature of or in respect to real estate, in Pennsylvania, as may be necessary and proper for the exercise of such of their corporate purposes as it may be lawful for them to exercise in this State; defining certain of their powers, rights, and liabilities in connection therewith; regulating the exercise of said rights by foreign public service corporations; repealing certain acts; and validating certain titles, rights, and interests heretofore acquired.”

(8) Act of June 15, 1939 (P. L. 344), entitled “An act to validate mortgages on real estate in this Commonwealth given by a foreign corporation unauthorized to hold title to the said real estate.”

(9) Act of January 14, 1952 (P. L. 1946), entitled “An act to validate and quiet the title to real estate in this Commonwealth held by a foreign corporation not authorized to transact business in Pennsylvania, and heretofore conveyed to a citizen or citizens of the United States or a corporation authorized to hold such real estate.”

(10) Act of November 19, 1959 (P. L. 1541), entitled “An act to validate and quiet the title to real estate in this Commonwealth held by a foreign corporation not authorized to transact business in Pennsylvania and heretofore conveyed to a citizen or citizens of the United States or a corporation authorized to hold such real estate.”

(c) The following acts and parts of acts are hereby specifically repealed insofar as they relate to corporations for profit:

(1) Act of January 9, 1861 (P. L. 2), entitled “An act to enable citizens to hold title which had been held by Aliens and Corporations.”

(2) Act of May 1, 1861 (P. L. 433), entitled “Supplement to an act

relating to Corporations, passed the twenty-sixth day of April, one thousand eight hundred and fifty-five."

(3) Section 2, act of March 23, 1865 (P. L. 631), entitled "A supplement to an act, approved the first day of May, Anno Domini one thousand eight hundred and sixty-one, entitled 'A supplement to an act relating to corporations, passed the twenty-sixth day of April, Anno Domini one thousand eight hundred and fifty-five,' and to extend the benefit of the said act to purchases, or sales, of real estate, for, or by, aliens, before that date."

(4) The act of April 26, 1869 (P. L. 96), entitled "A further supplement to the act, entitled 'An act to enable citizens to hold title which had been held by aliens and corporations,' approved the ninth day of January, Anno Domini one thousand eight hundred and sixty-one."

(5) Act of May 8, 1876 (P. L. 127), entitled "An act to enable citizens of the United States and corporations chartered under the laws of this Commonwealth, and authorized to hold real estate, to hold and convey title which had been held by aliens and corporations not authorized by law to hold the same."

(6) Act of May 22, 1878 (P. L. 85), entitled "A supplement to an act, entitled 'An act to enable citizens to hold title which has been held by aliens and corporations,' approved the ninth day of January, Anno Domini one thousand eight hundred and sixty-one."

(7) Act of April 8, 1881 (P. L. 9), entitled "A supplement to the act, entitled, 'An act to enable citizens of the United States and corporations chartered under the laws of this Commonwealth, and authorized to hold real estate, to hold and convey title, which had been held by aliens and corporations not authorized by law to hold the same,' approved the eighth day of May, Anno Domini one thousand eight hundred and seventy-six."

(8) Act of June 6, 1887 (P. L. 350), entitled "An act to enable the citizens of the United States and corporations, chartered under the laws of this Commonwealth and authorized to hold real estate, to hold and

convey title which had been held by aliens and corporations not authorized by law to hold the same.”

(9) Act of June 24, 1895 (P. L. 264), entitled “An act to enable the citizens of the United States, and corporations chartered under the laws of this Commonwealth and authorized to hold real estate, to hold and convey title which had been held by aliens and corporations not authorized by law to hold the same.”

(10) Act of July 2, 1895 (P. L. 426), entitled “An act regulating the advertisement of all notices required to be published by law in cities of the first and second class.”

(11) Act of July 19, 1917 (P. L. 1122), entitled “An act providing that every advertisement and notice required by authority of law or rules of court to be published in any county in the Commonwealth, or in any city coincident to the boundaries of a county, may, in addition to the publication of such advertisements or notices required to be made in newspapers published and printed in the English language, be also published, by the public officer, body, or court directed by law or rules of court to publish such advertisement or notice in newspaper printed in the English language, in one or more daily newspapers printed in a foreign language, or languages; such newspapers printed in a foreign language, or languages, to be printed in and have general circulation in the county, or the city coincident to the boundaries of said county, for at least three years continuously before the publication of such advertisements or notices; and further providing for the prices to be charged for publishing such advertisements or notices in any such foreign newspapers, how often the same shall be published, and the stipulation and regulations under which the same shall be published.”

(d) The following acts and parts of acts are hereby specifically repealed insofar as they relate to business corporations and foreign business corporations:

(1) Section 730, act of April 9, 1929 (P. L. 343), known as "The Fiscal Code."

(2) Act of July 11, 1957 (P. L. 691), entitled "An act to eliminate the requirement of certificates evidencing payment of bonus taxes and charges in cases of merger or consolidation of certain corporations whenever the surviving or new corporation is a domestic corporation or a foreign corporation duly authorized to do business in Pennsylvania."

(e) The following acts and parts of acts are hereby specifically repealed to the extent indicated:

(1) Clause XVIII of subdivision 2, relating to corporations for profit—second class, section 2, except insofar as it relates to the storage, transportation and furnishing of water, the creation, establishing, furnishing and transmission for public use of water power therefrom, and the transportation, storage and shipment of petroleum; section 12 insofar as it relates to the taking, purchase, holding or disposal of bonds or stock; and sections 18, 19, 20, 21, 22 and 23 except insofar as they relate to the sale, assignment, disposition or conveyance of any corporate franchises and property, real, personal and mixed, act of April 29, 1874 (P. L. 73), entitled "An act to provide for the incorporation and regulation of certain corporations."

(2) Act of May 9, 1899 (P. L. 261), entitled "An act authorizing the formation of partnerships in which one or more, or all of the partners, may limit their liability for debts of the partnership to the amount of capital subscribed by such partner, or partners, respectively, and providing penalties for violation of its provisions." provided, however, that said act shall continue in effect until January 1, 1971 insofar as it relates to registered partnerships existing on January 1, 1966 which neither accept this act nor reorganize under the Uniform Limited Partnership Act.

(3) Act of April 12, 1917 (P. L. 67), entitled "An act to amend sections one, two, three, five, and six of an act, entitled 'An act authorizing the formation of partnerships in which one or more, or all of the part-

ners, may limit their liability for the debts of the partnership to the amount of capital subscribed by such partner, or partners, respectively, and providing penalties for violation of its provisions,' approved the ninth day of May, one thousand eight hundred and ninety-nine as amended by an act, entitled 'An act to amend section one of an act, entitled "An act authorizing the formation of partnerships in which one or more, or all, of the partners, may limit their liability for the debts of the partnership to the amount of capital subscribed by such partner, or partners, respectively, and providing penalties for the violation of its provisions," approved the ninth day of May, Anno Domini one thousand eight hundred and ninety-nine; by excepting and excluding all banking and trust companies from the benefit and operation of said act,' approved the ninth day of July, one thousand nine hundred and one; by excepting and excluding all partnerships, hereafter formed, in which the liability of one or more, but not all, of the partners is limited to the amount subscribed by such partners to the common stock, from the benefit and operation of said act; and to provide for existing partnerships where the liability of more than one but not all the partners is limited," provided, however, that said act shall continue in effect until January 1, 1971 insofar as it relates to registered partnerships existing on January 1, 1966 which neither accept this act nor reorganize under the Uniform Limited Partnership Act.

(4) As much of the last paragraph of section 1, act of June 8, 1923 (P. L. 685), entitled "An act prescribing the fees for the office of Secretary of the Commonwealth," as authorizes or requires a determination by the Secretary of the Commonwealth that papers to be received or filed by him are in accordance with law, insofar as it relates to domestic and foreign business corporations.

(5) As much of section 805, act of April 9, 1929 (P. L. 177), known as "The Administrative Code of 1929," as authorizes or requires a determination by the Department of State that papers or documents to

be received or filed by it conform to law insofar as it relates to domestic and foreign business corporations.

(f) All acts and parts of acts heretofore repealed insofar as they relate to business corporations by section 1202 of this act or by any act amendatory of this act are hereby repealed insofar as they relate to foreign business corporations.

(g) The following acts and parts of acts are hereby specifically repealed, except as to associations solely of professional persons not authorized by law to practice their profession as a corporation:

(1) Act of June 2, 1874 (P. L. 271), entitled "An act authorizing the formation of partnership associations, in which the capital subscribed shall alone ¹ be responsible for the debts of the association, except under certain circumstances."

(2) Act of February 18, 1875 (P. L. 3), entitled "An act supplementary to the act, approved the second day of June, Anno Domini eighteen hundred and seventy-four, entitled 'An act authorizing the formation of partnership associations in which the capital subscribed shall alone be responsible for the debts of the association, except under certain circumstances,' authorizing such associations to use a common seal in the execution of deeds, bonds and mortgages, and to acknowledge such instruments by their chairman and secretary."

(3) Act of May 1, 1876 (P. L. 89), entitled "An act supplementary to the act, approved the second day of June, Anno Domini eighteen hundred and seventy-four, entitled 'An act authorizing the formation of partnership associations, in which the capital subscribed shall alone be responsible for the debts of the association except under certain circumstances,' providing for the contribution of real and personal estate to the capital stock thereof and the service of process thereon."

(4) Act of June 8, 1895 (P. L. 186), entitled "A supplement to an act, entitled 'An act to authorize the formation of partnership associa-

¹ "by" in original.

tions in which the capital subscribed shall alone be responsible for the debts of the associations, except under certain circumstances,' approved June second, one thousand eight hundred and seventy-four, providing for the continuance of such associations after the expiration of the original term, prescribing the manner of electing managers thereof, and conferring authority to adopt by-laws for the regulation and government thereof, fixing the number of managers and designating the title of the principal executive officer."

(5) Act of July 24, 1913 (P. L. 969), entitled "An act supplementing an act, entitled 'An act authorizing the formation of partnership associations in which the capital subscribed shall alone be responsible for the debts of the association, except under certain circumstances,' approved the second day of June, Anno Domini one thousand eight hundred and seventy-four; providing for increase of capital stock and amendment of the articles, and continuing the term ¹ of existing associations, and providing for certain additional officers in such associations."

Section 51. This act shall take effect January 1, 1966.

APPROVED—The 18th day of January, A. D. 1966.

WILLIAM W. SCRANTON

No. 520

AN ACT

SB 735

Amending the act of May 5, 1933 (P. L. 289), entitled "An act relating to nonprofit corporations; defining and providing for the organization, merger, consolidation, and dissolution of such corporations; conferring certain rights, powers, duties, and immunities upon them and their officers and members; prescribing the conditions on which such corporations may exercise their powers; providing for the inclusion of certain existing corporations of the first class within the provisions of this act; prescribing the terms and conditions upon which foreign nonprofit corporations may be admitted or may continue to do business within the Commonwealth; conferring powers and imposing duties on the courts of common pleas, prothonotaries of such courts, recorders of deeds, and certain State departments, commissions, and officers; authorizing certain local public officers and State departments to collect fees for services required to be rendered by this act; imposing penalties; and repealing certain acts and parts of acts relating to corporations," amending the title; changing certain

¹ "of" not in original.