

Pennsylvania Annual Reporting Requirements Update

Act 122 (the “Act” or “HB 2057”), signed into law on November 3, 2022, amends Title 15 of the Pennsylvania Consolidated Statutes dealing with Corporations and Unincorporated Associations. It repealed the decennial reporting requirement for certain entities and replaced it with an annual reporting requirement that will begin on **January 2, 2024** – with administrative consequences for failure to file delayed until 2027.

The entities set out below must file and deliver an annual report to the PA Department of State including the following minimum information:

- The entity’s name and jurisdiction of formation;
- The entity’s registered office address in Pennsylvania;
- The name of at least one “governor” (i.e., director, manager, member, partner, etc.);
- The names and titles of the persons who are the entity’s principal officers, if any, as determined by its governors;
- The address of its principal office, including street and number, if any, wherever located; and
- Its entity number or similar identifier issued by the PA Department of State.

Who Must File?

The annual report requirement applies to:

- Domestic for-profit and nonprofit corporations and entities
- Domestic filing entities
- Domestic limited liability partnerships
- Domestic electing partnerships that are not limited partnerships
- Registered foreign associations
- Limited liability companies
- Limited partnerships

Deadlines

- **Before July 1:**
Nonprofit and for-profit corporations
- **Before October 1:**
Limited liability companies
- **On or before December 31:**
Any other entity or association

Consequences for Failure to File

Administrative consequences for failure to file an annual report are delayed until 2027 providing the opportunity to educate Pennsylvania businesses before potentially losing their names or registrations. After the three-year grace period, failure to file may result in:

- Administrative dissolution if it is a domestic filing entity,
- Administrative cancellation if it is a domestic limited liability partnership or electing partnership; or
- Administrative termination of its registration if it is a foreign association, with the penalty that it will lose the right to its name.



To learn more about the Pennsylvania Annual Reporting Requirements, scan this QR Code or [click here](#).

Flip the page to read about Federal Corporate Transparency Act Updates

For assistance in making sure your business is in compliance with Act 122, please contact:

Sarah C. Norcott, Esq.
Corporate Practice Group, Leech Tishman
412.261.1600 | snorcott@leechtishman.com

Leech Tishman Fuscaldo & Lampl LLC is a national, full-service law firm dedicated to assisting individuals, businesses, and institutions, with offices in nine markets across the U.S. Leech Tishman attorneys utilize a multidisciplinary approach to deliver tailored solutions to meet the specific legal needs of their clients.

LEECHTISHMAN.COM



Federal Corporate Transparency Act Update

On September 29, 2022, the U.S. Treasury Department's Financial Crimes Enforcement Network (FinCEN) issued its Final Rule implementing the Corporate Transparency Act's (CTA) new reporting requirements. The CTA's proposed goal is to fight money laundering, but the tangible effect will be a much greater burden on business entities that will be forced to report their beneficial owners for the first time.

What Must Be Reported?

Each **reporting company** is required to report:

- Entity name (and any alternative trade or d/b/a names)
- Business street address
- Jurisdiction of formation and, for foreign entities, the State or Tribal jurisdiction of registration
- A unique identification number (such as TIN, EIN, LEI, etc.)

Each **beneficial owner and company applicant** (if required) must report:

- Full legal name
- Date of birth
- Current residential or business street address
- A unique identifying number from an acceptable identification document (such as a State issued ID or passport) along with an image of the document

Who Must File?

- U.S. corporations
- U.S. LLCs
- Other similar U.S. entities such as limited partnerships, limited liability limited partnerships, and business trusts/statutory trusts
- Non-U.S. corporations, LLCs and other similar entities that are registered to do business in the United States

Deadlines

- The Reporting Rule goes into effect on **January 1, 2024**.
- Reporting companies created prior to **January 1, 2024** have one year to file.
- Reporting companies created on or after **January 1, 2024** must file the required information within thirty days after receiving notice of an effective formation or registration.

Consequences for Failure to File

Failure to comply with the CTA's reporting requirements can lead to civil and criminal penalties, including a maximum civil penalty of \$500 per day (up to \$10,000) and imprisonment for up to two years.

For assistance in making sure your business is in compliance with the CTA's new reporting requirements, please contact:

Sarah C. Norcott, Esq.

Corporate Practice Group, Leech Tishman

412.261.1600 | snorcott@leechtishman.com

Leech Tishman Fuscaldo & Lampl LLC is a national, full-service law firm dedicated to assisting individuals, businesses, and institutions, with offices in nine markets across the U.S. Leech Tishman attorneys utilize a multidisciplinary approach to deliver tailored solutions to meet the specific legal needs of their clients.

LEECHTISHMAN.COM