Protecting Your Registered Business Name: Mandatory Decennial Filings in 2011

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The Commonwealth of Pennsylvania maintains a registry of entity names in use by corporations and associations registered in Pennsylvania. Corporations in Pennsylvania are required to use a name that is distinguishable from these names. Pennsylvania requires that each entity with a registered name file a report every ten years to show that it still exists (i.e., a decennial filing). The next decennial filing must be made on or before December 31, 2011, unless a registered entity qualifies for an exemption.

Exemptions from the Decennial Filing Requirement
There are three ways that a registered entity may be exempt from the decennial filing requirement.

Other filing
If an entity has made any filing other than the following between January 1, 2002, and December 31, 2010, it is not required to make a decennial filing. If the only filing made within the last ten years was one of the following, this exemption does not apply:

- A prior decennial filing. A late decennial filing (i.e., one made after January 1, 2002), despite having been made within the last ten years, will not exempt an entity from the requirement to make a 2011 decennial filing.

- Reservation of name. An application to merely reserve a name within the last ten years will not exempt an entity from making a 2011 decennial filing.

Nonqualified foreign business corporation
A nonqualified foreign business corporation that has registered its name pursuant to 15 Pa. C.S. § 4131 does not need to make a decennial filing, since it is already required to renew its name annually.

Change of officers
A corporation that has submitted a change in officer information to the Department of Revenue between January 1, 2002, and December 31, 2010, does not need to make a decennial filing. This exemption only applies, however, if the Department of Revenue has forwarded the officer information to the Department of State.

Result of a Failure to File

Effective as of January 1, 2012, the name of each entity that was required to make a decennial filing and has failed to do so will be deemed to be no longer registered. As a result, until a filing is made, those names will be available for any other company or association to register. While late filings are permitted, an entity may reinstate registration of its name with a late filing only if another company or association did not register that name in the interim.

Procedure for the Decennial Filing

If your company is required to make a decennial filing in 2011, you should receive a notice from the Department of State by mail at your registered address. The Department of State is required to provide notice on or after November 1, 2010, to each entity that is required to make a decennial filing. However, each entity that is not subject to an exemption is required to make the filing, regardless of whether a notice is received.

The decennial report is available both as an enclosure to the Department of State notice and on the Department of State web site within the Forms section. The report requires the name of the entity and its registered address. The filing fee is $70.

If you have received a decennial filing notice, or if you are unsure whether you qualify for an exemption, we can assist you in determining whether a report is required and making a timely filing.