

MAINTAINING YOUR CORPORATION

IN THE STATE OF

PENNSYLVANIA

The initial step of filing the Articles of Incorporation, for your Pennsylvania Corporation, has been completed by Guidant. The following information is important and will assist you in maintaining your corporate status:

- ✓ **Articles of Incorporation:** Within your Zip File there are several important documents. Your Corporation was established by filing “Articles of Incorporation” with the Corporation Bureau. You will find the Articles in the Corporate Documents folder in your Zip File.
- ✓ **Tax Identification Number:** The Tax Identification number for a business entity is known as an employer identification number (EIN). The EIN operates like a Social Security number for the entity and is required for many necessary activities, such as opening a bank account. Your EIN has already been filed with the IRS, and can be found in the Corporate Documents folder in your Zip File.
- **Annual Report:** Annual Reports and other periodic filings are not required in Pennsylvania. However, nominal fees are paid and simple notices need to be filed if the Corporation’s address, statutory agent or member's addresses change. The Corporation should also maintain adequate accounting and licensing records.
- **Publication:** Corporations must publish notice of the filing of their Articles of Incorporation in two newspapers of general circulation, one a legal journal, if possible. A county by county list of legal publications may be viewed on the Corporation Bureau website at: <http://www.dos.state.pa.us>. The publication notice must contain the name of the Corporation and a statement that the Corporation is to be or has been organized under the provisions of the BCL of 1988. Proof of the publication notice is not required to be sent to the Corporation Bureau but should be filed with the minutes of the corporation.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the State of Pennsylvania. To assist you in making this determination, please refer to Pennsylvania’s Open for Business Online Registration website at: <http://www.paopenforbusiness.state.pa.us/paofb/site/default.asp> for state, city and county licensing authorities.
- **Business Taxes:** Pennsylvania imposes various taxes on businesses. For more information, please visit the Pennsylvania Department of Revenue website at: <http://www.revenue.state.pa.us/>.

- Employees:** If your Corporation will have employees, state law may require worker's compensation insurance coverage and you should call (717) 787-5279 or visit the Pennsylvania Department of Labor and Industry website at: <http://www.dli.state.pa.us/landi/cwp/view.asp?A=138&Q=58929>.

Many Corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the Department of Labor and Industry website at: <http://www.dli.state.pa.us/landi/cwp/view.asp?a=202&Q=228910> or call (717) 787-5279.

- Record Keeping:** Every domestic corporation is responsible for keeping at its principle office: complete and accurate books and records of account, minutes of the proceedings of the incorporators, shareholders and directors and a share register giving the names and addresses of all shareholders and the number and class of shares held by each.
- Change of Address and/or Resident Agent Information:** In the event your Corporation's principal office address, your registered office address and/or your resident agent changes, you will be responsible for taking the necessary steps to inform both the Corporation Bureau and the Internal Revenue Service (IRS) of the address change. To notify the Corporation Bureau, you can make changes using forms that can be found through the Pennsylvania Corporation Bureau website at: <http://www.dos.state.pa.us/corps/cwp/view.asp?a=1093&Q=431210&corpsNav=|>. To notify the IRS, we have included additional information, including a Change of Address IRS Form, in the file in order to assist you in completing this process.
- Additional State Requirements:** It is important to note that the Pennsylvania Corporation Bureau may have additional requirements above and beyond what has been detailed above. It is your responsibility to read any and all information sent to you by the Pennsylvania Corporation Bureau or any other agencies, to assure that you are remaining compliant. Failure to remain compliant and/or respond to requests for information in a timely manner may result in dissolution of your Corporation.

This form is provided to you for informational purposes only. You are responsible for determining the correct information and completing the necessary requirements for your entity. Information provided is subject to change based on state requirements. It is important that you always check the information provided above with the most up to date information as provided by the Corporation Bureau and other government agencies.