

BUSINESS FILING REQUIREMENT UPDATES

CORPORATE TRANSPARENCY ACT

Many of you have been following (or have at least heard of) the Corporate Transparency Act (the “Act”), which is a federal law enacted in 2021 primarily to combat money laundering. The Act requires certain business entities (i.e. a “Reporting Company”) to file Beneficial Ownership Information (“BOI”) with the Financial Crimes Enforcement Network (“FinCen”) via the FinCen website. According to the Act, a “Beneficial Owner” is someone that has a “significant ownership stake” in the business which means that they: (i) have major influence on Reporting Company’s decisions or operations, (ii) own at least 25% of the company’s shares or (iii) have a similar level of control over the company’s equity.

The original deadline for filing BOI was January 1, 2025 for businesses created prior to January 1, 2024, and within ninety (90) days if the business was created on or after January 1, 2024. Failure to comply with the reporting requirements could result in significant penalties.

As a result of numerous challenges to the Act, however, the deadline for filing BOI was repeatedly postponed. Finally, on March 21, 2025, FinCen issued an interim final rule that all entities created in the United States, including those previously known as “domestic reporting companies” — and their beneficial owners are now exempt from the requirement to report BOI to FinCen. Existing foreign companies that must report BOI have until April 25, 2025 to file.

PENNSYLVANIA ANNUAL REPORT

Unrelated to the Corporate Transparency Act, beginning in 2025 the Commonwealth of Pennsylvania is requiring that most business entities (domestic and foreign) file an “Annual Report.” Among the business entities required to file the Annual Report are: corporations (both for-profit and

nonprofit), limited liability companies, limited partnerships, professional associations, business trusts and registered foregoing associations.

The Annual Report must include: (1) business name; (2) jurisdiction of formation; (3) registered office address; (4) principal office address; (5) name of at least one director, member, partner, etc.; (6) names and titles of principal officers, if any; and (7) entity number issued by the Department of State.

The filing fee for the Annual Report is \$7.00 per business entity and the reporting deadlines are as follows:

Corporations (for-profit and nonprofit) — June 30

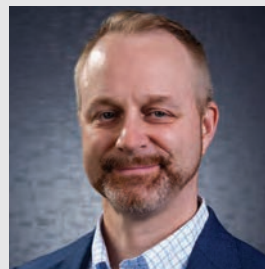
Limited Liability Companies — September 30

Limited Partnerships, Limited Liability Partnerships,
Business Trusts, and Professional Associations
— December 31

Filings may be made online through the Department of State website: <https://file.dos.pa.gov/>

About the Author:

BRIAN T. LINDAUER, ESQUIRE



Serving as the Managing Partner of the firm, Brian is also an experienced member of the firm’s Business Law and Real Estate Law Groups.

He counsels small to mid-size businesses in formation and operational matters. This work includes counseling on employment issues, financing, shareholder matters, acquisitions and sales and intellectual property.