

2023 CHILDREN'S GIFT DRIVE: A RECORD SETTING SUCCESS

By McCall B. Chafin

The Annual Young Lawyer's Division ("YLD") Children's Gift Drive and Holiday Party had a record setting year in 2023. Chair Devyn Lisi, with the support of the YLD Public Service Committee Chairs, Jesse Exilus and Kelly McGovern, liaison Samantha Dorn, and several Bar Leadership Initiative ("BLI") Class members, including myself, Rachel Pressdee, Kylee Clark, Sam Dhaliwal, and Andrew Giel, led this year's gift drive to its largest reach yet.

The YLD was able to support 19 community partners in Allegheny County to provide gifts for children, the most participating organizations the YLD has been able to work with for this event! The entire BLI Class worked to assemble Amazon wish lists from the children at various community organizations by selecting toys, clothing, and books on Amazon for each individual child. These gifts were purchased by generous sponsors including law firms, judges and individual attorneys from across the bar association. The purchased gifts were



ACBA members stuff stocking, in addition to the requested wish list gifts, to deliver to local shelters and organizations.

shipped directly to the organizations in time for the holidays, and for participating partners, in time for their holiday parties with ACBA-member volunteer Santas.

In total, the gift drive served 977 children this year, the largest number of children served to date! Thanks to the

generous sponsors, each child received one-to-three gifts this year, and almost 3,000 gifts were purchased this year in total.

In addition to the Amazon wish lists, the YLD was able to participate with several shelters at their holiday parties. Several sponsors purchased granola bars, cookies, juice boxes, hats, gloves, scarves, chapstick, fidget toys, and toothbrushes and toothpaste, which were stuffed into stockings by volunteers on the morning of Saturday,

TABLE OF CONTENTS

- Page 1 2023 Children's Gift Drive: A Record Setting Success
- Page 3 Pennsylvania's new annual reporting requirements
- Page 4 Lucky Number Thirteen
- Page 5 2023 YLD Boo-ery Tour

Continued on page 2

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2023 CHILDREN'S GIFT DRIVE: A RECORD SETTING SUCCESS

Continued from page 1

December 9th in the Koppers Building. The volunteer turnout was incredible and 617 stockings were stuffed and ready for delivery in under 30 minutes!

A record setting year would have been incomplete without the special delivery of these stockings by our volunteer Santas and their helpers! Throughout the day on Saturday, December 9th, several volunteer Santas and YLD members delivered stockings to the participating shelters and brought the holiday spirit to children across Allegheny County.

In every aspect of the gift drive, records were set this year! From the most shelters, to the most children, to the most gifts, to the best volunteers — the YLD was able to make its biggest impact ever during its largest public service event of year.

A special thank you to YLD Chair Tara Sease, who helped us rally the sponsors to ensure every child at every

organization received a gift this year — we could not have been so successful without you!

To each and every volunteer, sponsor, Santa, and YLD member — I'd like to extend the most sincere thank you on behalf of our co-chairs and fellow BLI Class members for helping us set records. In speaking to our community partners and the volunteers who delivered stockings and attended the holiday parties, your efforts this holiday season truly changed the lives of almost 1,000 children. There is no greater gift than giving back, and I am so honored to have been a part of the gift drive's most impactful year yet. ■



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PENNSYLVANIA'S NEW ANNUAL REPORTING REQUIREMENTS

By Diana Bruce

If you practice in the transactional space (and especially if your practice focuses on corporate and real estate clientele), your clients should be aware of a critical change to state law coming into effect in 2024: Pennsylvania's new annual reporting requirements. These regulations will affect most, if not all, business owners and operators in the state. This article will break down the key changes to help you get ahead of the curve and properly advise your clients on what is to come.

Until 2022, Pennsylvania was in the minority of states that accepted decennial business reports from its entities. That changed with Act 122, which will repeal the traditional decennial reporting requirements and institute new annual reporting effective as of 2024. Act 122 is intended to modernize Pennsylvania's business requirements and bring it in line with the vast majority of other



states. It will clear up uncertainties about which entities are still active, and it will also tidy up the backlog of old, inactive entities holding onto valuable names in perpetuity.

While this change may seem small compared to other corporate formalities, it could have a big impact

on you and your clients. If you need to give a legal opinion as to an entity's valid existence, you will now need to ensure that its annual reports have been filed with the Pennsylvania Department of State ("DOS"). If your clients' entities do not adhere to the annual reporting requirements, those entities may be administratively dissolved or cancelled by the DOS, and lose the exclusive rights to their names. And, if your firm's office is the registered office address for any of your clients' entities, all notifications related to this deadline — good, bad, or otherwise — will be coming to you.

So, who must file annual reports? The short answer is essentially everyone, including domestic filing entities (i.e., corporations, limited liability companies, etc.), limited liability partnerships, electing partnerships, and registered foreign associations. Importantly, any entities formed in another state that do business in Pennsylvania will also have

Far left: ACBA President Marla Presley and an ACBA member volunteering to act as Santa for local shelters.

Left: YLD Communications Co-Chair Tricia Martino and an ACBA member volunteering his time – and costume – to act as Santa for a local shelter.



YLD Council member and Education Committee Chair Matthew DeMaio, YLD Council member and event organizer Devyn Lisi, YLD BLI member and event organizer McCall Chafin and YLD Council member and ACBF Young Lawyer Division Liaison Connor Sease.

Continued on page 6

LUCKY NUMBER THIRTEEN

By Tara M. Sease

Thirteen-minute walk. Thirteen-hundred steps. Thirteen Members.

The distance from the ACBA Headquarters in the Koppers Building to Auberle 412 Youth Zone located at 304 Wood Street is about a 13-minute walk with the average person walking about 1,300 steps. The number of Young Lawyers Division (“YLD”) members that it takes to transport over 140 gently used luggage, suitcases, and duffel bags via that same 13-minute walk of 1,300 steps: 13.

Last fall, the YLD Bar Leadership Initiative (“BLI”) Class of 2022-2023 was selected, and the class comprised of 13 ambitious, dedicated, and thoughtful young lawyers. The YLD is the largest division of the ACBA based on membership, so the annual BLI Class selection is all but simple. However, from orientation to commencement, these 13 were destined to stand out.

At the very first meeting in September of 2022, all 13 BLI participants attended in-person to meet and greet their Class. “Perfect in-person attendance” is a phrase that had not been used in the BLI program since prior to COVID-19, until these 13.

Then, around the holiday season, the annual YLD Children’s Holiday Gift Drive was chaired by members of this BLI Class with all 13 assisting, in some form or fashion, on the day of stocking stuffing and gift delivery. The 2022 Holiday Gift Drive reached an all-time record-breaking number of children that received gifts from the YLD.

Finally, the 13 BLI participants reached a unanimous decision on the



subject of the BLI class project: “Luggage with Love.” From winter 2022 to spring of 2023, the 13 BLI participants collected gently used luggage of any kind or size, which was donated to 412 Youth Zone at the end of their BLI year. 412 Youth Zone assists teens and young adults transitioning out of the foster care system. Many individuals aging out of the system do not own a single bag to store their minimal belongings, so the Luggage with Love project provided a much-needed benefit to these young adults.

Did the 13 BLI participants conclude their Class project after collecting and donating gently used bags to a good cause? No, they wanted to ensure that the youth of this city got a taste of legal knowledge too. The 13 BLI participants created luggage tags with unique scannable QR codes, links, and physical pamphlets with legal

resources including information about Miranda Rights, voting, landlord-tenant issues, and filing taxes.

Did a bag drive with luggage tags full of knowledge conclude the Class project? No, the 13 BLI participants still were not done. The Class hosted a happy hour in April to collect monetary donations to purchase additional luggage, if needed, or other resources pertaining to the project. The Class sold over 50 tickets during presale alone. 412 Youth Zone representatives spoke to the attendees about their appreciation and gratitude of the Class for taking this initiative. More importantly, they stressed the facts and challenges of young adults aging out of foster care. The Class learned that these young adults need much more than just bags. Many of the young adults do not know how to drive, ways to retain an I.D. card or driver’s license,

Continued on page 7

2023 YLD BOO-ERY TOUR

By Alyson Landis and Erika Dowd

Saturday, October 28, 2023, with the coming night's full moon looming over an already dark and dreary Halloween weekend, the YLD Boo-ery tour helped members get even more in the spirit by bringing members (and their guests) together for some more light-hearted fun, to ward off the bone-chilling atmosphere.

This casual, costumes welcomed — and encouraged — tour is a change of pace from the usually business-like and professional atmosphere surrounding YLD and ACBA events. Sponsor Counsel Stack, and their representatives in attendance, helped ensure members felt welcomed and included at every stop along the way. Befriending both young lawyers and their guests, the sponsors explained their user-friendly artificial intelligence, with products geared toward both legal research and content generation, to help streamline tedious and time-consuming tasks and give lawyers more time to focus on the rest.

YLD and ACBA members and their guests met in the early afternoon outside Hofbrauhaus in Pittsburgh's South Side and compared costumes and traded stories before piling into the tour bus and heading to the first stop of the day. While some came dressed comfortably for the weather, others wore their holiday spirit on their sleeves, with costumes including Carmen Sandiego, The Mask, Britney Spears, Patrick Bateman, Strawberry Shortcake, a skeleton, and a pumpkin. More young lawyers, and some guests, joined the group on their arrival at Trace Brewing in Pittsburgh's Bloomfield neighborhood. The industrial, indoor-outdoor craft



Top Left: Alyson Landis, Kennedy Houck, Guest and Andrew Bell; Top Right: Tara and Connor Sease; Bottom Middle: Group photo at Trace Brewing.

brewery quite literally ushered the group in with doors wide open and welcomed them inside with the day's first round of pours, as well as much needed snacks. After their first drinks, and after investigating the brewery's merchandise quite thoroughly, attendees gathered for a group photo in the courtyard, before scurrying back to the bus, and on to the next stop.

At Hitchhiker Brewing Company in Sharpsburg, just off Route 28, as the rain began to fall, the group found more time to interact and spread out. Some watched college football in the comfort of the indoor bar, while others explored the outdoor courtyard, and some briefly became part of the outdoor garden. The rest hovered in

Continued on page 7

PENNSYLVANIA'S NEW ANNUAL REPORTING REQUIREMENTS

Continued from page 3

to file annual reports.

Luckily, the annual report itself will not be a heavy lift. Though the final form has yet to be released, we know it will contain the basics, including the entity's name and jurisdiction of formation, the addresses of its registered and principal offices, the names of its governors and principal officers, and its entity number issued by the DOS. The cost for filing will be a mere \$7.00 for all entities except non-profits, which will file for free. Filings may be made in hard copy format or online through the DOS website.

While the annual filing requirements under Act 122 are effective as of January 2024, the Act states that the first annual reports for entities in existence as of 2024 must be filed beginning in 2025, the calendar year after these provisions take effect. The yearly filing deadlines are unique to the type of entity at issue. Domestic or foreign corporations, whether for-profit or non-profit, must file before July 1 of each year. Domestic or foreign limited liability companies must file before October 1. All other entities, whether foreign or domestic, must file by December 31 of each year.

To allow lawyers and business owners time to adjust to the new frequency of filings, the DOS implemented an initial grace period until January 2027 before administrative repercussions for failing to file annual reports kick in. These future consequences will include administrative dissolution for domestic filing entities, administrative cancellation for domestic limited liability partnerships or electing

partnerships, and administrative termination of registration for foreign associations.

Entities will receive notices from the DOS of noncompliance six (6) months after their missed filing deadlines. (And this is why having the appropriate office address with the DOS is of utmost importance.) Entities will have sixty (60) days after notice of noncompliance to submit their annual reports. If that correction is not made, the DOS may proceed with the administrative actions outlined above.

After an entity has been administratively dissolved, it ceases to have the exclusive right to the use of its proper name. This means that, during the time of administrative dissolution or cancellation, the delinquent entity's name is up for grabs. Additionally, the delinquent entity's activities are limited solely to those necessary to wind up its business.

If your client has made it to the administrative action stage, and it is not a foreign entity (for which there is no formal reinstatement process), there is still a path to redemption, though it is not guaranteed. A domestic entity may apply for reinstatement with the DOS and, if granted, that reinstatement is retroactive back to and effective as of the date the administrative action was taken. However, the DOS may decline to reinstate an entity, and your client may have to seek judicial review to get back up and running. And, importantly, the reinstatement of a domestic entity does not restore the exclusive use of its name if, during the time of administrative cancellation or dissolution, another party relied on that administrative

action in naming their own entity. Thus, your client may have to apply under a new name.

You should advise your clients now of these new changes and the associated consequences. You should also ensure that your clients' addresses with the DOS are accurate, as all important notices will flow there. Filing one Change of Registered Office form now will go a long way in preventing future headaches! As the filing deadlines loom nearer, you should also encourage your clients to set filing deadline reminders – and, as an extra measure, devise a system at your firm to calendar reminders internally.

While Act 122 modernizes Pennsylvania's business laws, if you use the tips and tricks from this article, you will be ready to tackle annual reporting with ease. ■



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Submit an article for *Point of Law*

The YLD's ABA award-winning newsletter

YLD members are encouraged to write about the practice of law or any substantive legal issue of interest. Additionally, writers are encouraged to write responses to any article appearing in this issue. Featured authors will have their article – up to 1,000 words long – published along with a brief bio. Articles and inquiries may be submitted to YLDCommunications@gmail.com.

LUCKY NUMBER THIRTEEN

Continued from page 4

housing, or employment; moreover, they may not even have a guardian to ask for assistance in getting these things—outside of the employees of 412 Youth Zone.

After listening to the speakers, the 13 BLI participants decided to take those 1,300 steps together for a 13-minute commute through downtown to hand-deliver over 140

bags, fastened with an informational luggage tag, and all the monetary donations, which totaled \$1,415.00, to 412 Youth Zone. With the Class officially graduated from the BLI program and the Luggage with Love project being a major success, it is more than fair to say that a 13-minute walk or 1,300 steps can change a life, and if you're lucky, maybe even 13.

Look for Information on the 2024 YLD BLI Class project in the next edition of Point of Law, coming soon. ■



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2023 YLD BOO-ERY TOUR

Continued from page 5

between, standing around the barrels and kegs of the integrated brewery and tap room. The group again gathered for a photo before dashing back to make the bus to Sly Fox Brewing Company, back in the South Side.

The steady rainfall was not enough to dampen spirits, as the smells of salsa and fresh fried chicken filled the air in Sly Fox's unique space, inside the historic Highline Complex, even as the rain poured down on those who chose to sit outside. By popular vote, it was decided the group would remain at Sly Fox for the rest of the scheduled time.

When the bus did at last head back, members found entertainment while waiting in Carson's Street Saturday afternoon traffic watching costumed partygoers fill the streets, even as the pedestrians outpaced the bus. A group of tour goers stayed at Hofbräuhaus for a pint or two before calling it a night and taking their spirit and costumes to other haunts for the evening.

A big thank you to Counsel Stack for sponsoring the Boo-ery Tour, and to the local breweries for having us: Trace Brewing, Hitchhiker Brewing,

Sly Fox, Hop Farm Brewing, and Hofbräuhaus. ■



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The Young Lawyers Division (YLD) of the Allegheny County Bar Association is comprised of all lawyers who have been admitted to the practice of law for 10 years or less. Lawyers who join the ACBA and meet the criteria automatically become members of the Young Lawyers Division without paying any additional dues. The Young Lawyers Division provides young lawyers with a means of gaining broader participation in bar activities, a forum for continuing legal education, and a vehicle for social exchange with their contemporaries at the bar.

The YLD is actively involved in helping young lawyers participate in activities of the ACBA and directs activities toward improving the administration of justice and prompting public welfare. The YLD helps young lawyers deal with problems and obligations specific to its members, and advises the ACBA of the needs and opinions of its newer members.

If you're interested in getting more involved in the division, find out more at www.acbayld.org.