

MAINE STATE LEGISLATURE

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1 SECOND REGULAR SESSION

2
3 ONE HUNDRED AND TENTH LEGISLATURE

4
5 **Legislative Document**

No. 1808

6
7 H. P. 1826 House of Representatives, January 13, 1982
Approved for introduction by the Legislative Council pursuant to
Joint Rule 26.

On Motion of Mr. Brannigan of Portland, referred to the Committee
on Business Legislation. Sent up for concurrence and ordered printed.

8 EDWIN H. PERT, Clerk

Presented by Representative Berube of Lewiston.

Cosponsor: Representative Randall of East Machias.

9
10 STATE OF MAINE

11
12 IN THE YEAR OF OUR LORD
13 NINETEEN HUNDRED AND EIGHTY-TWO

14
15 **AN ACT Concerning Annual Report of Filings for Profit**
16 **and Nonprofit Corporations.**

17
18 Be it enacted by the People of the State of Maine as follows:

19 **Sec. 1. 13-B MRSA c. 13, first 3 lines,** as enacted by
20 PL 1977, c. 525, §13, are repealed and the following enacted
21 in their place:

22 CHAPTER 13

23 ANNUAL REPORTS: POWERS OF SECRETARY OF

24 STATE; EXCUSE; MISCELLANEOUS

25 **Sec. 2. 13-B MRSA §1301,** as amended by PL 1977, c.
26 696, §161, is further amended to read:

1 §1301. Annual report of domestic and foreign corporations;
2 excuse

3 1. Annual report. Each domestic corporation, unless
4 excused as provided in subsection 5, and each foreign corpo-
5 ration authorized to carry on activities in this State shall
6 deliver for filing, within the time prescribed by this Act,
7 a- biennial an annual report to the Secretary of State
8 setting forth:

9 A. The name of the corporation and the jurisdiction of
10 its incorporation;

11 B. The address of the registered office of the corpo-
12 ration in this State and the name of its agent for ser-
13 vice of process if a domestic corporation, or its
14 registered agent if a foreign corporation, in this
15 State at such address, including the street or rural
16 route number, town or city, county and state; and, in
17 the case of a foreign corporation, the address of its
18 registered or principal office in its jurisdiction of
19 incorporation; and

20 C. The names and business or residence addresses of
21 the officers of the corporation, including the street
22 or rural route number, town, city and state.

23 2. Information contained in annual report. The infor-
24 mation contained in the biennial annual report shall be
25 given as of the close of business on the last day of the 2nd
26 calendar year of the biennium for which the report is filed,
27 including, where applicable, the calendar year in which the
28 corporation is organized. If, between such date and the
29 date of execution of the report, any material change has
30 occurred with respect to any fact required to be set forth
31 in the report, such change shall also be stated.

32 3. Execution. The biennial annual report shall be
33 executed as provided by section 104, except that signing by
34 any one of the president, a vice-president, the secretary,
35 the treasurer or an assistant secretary, without a 2nd sig-
36 nature, shall be deemed valid under section 104, subsection
37 1, paragraph B, subparagraph (2).

38 4. Filing. The biennial annual report shall be deliv-
39 ered for filing between the first day of January and the
40 first day of June of the year next succeeding the 2nd calen-
41 dar year of the biennium for which the report is to be made.
42 One copy of the report shall be delivered for filing to the

1 Secretary of State, who shall file the report if he finds
2 that it conforms to the requirements of this Act.

3 ~~The Secretary of State shall promulgate rules and regula-~~
4 ~~tions to provide that approximately 1/2 of the biennial~~
5 ~~reports shall be filed in each calendar year.~~

6 5. Certificate of fact. The Secretary of State, upon
7 application by any corporation and satisfactory proof that
8 it has ceased to carry on activities, shall file a certifi-
9 cate of the fact and shall give a duplicate certificate to
10 the corporation. Thereupon, such corporation shall be
11 excused from filing biennial reports with the Secretary of
12 State so long as the corporation in fact carries on no ac-
13 tivities.

14 6. Vote to carry on activities. The members entitled
15 to vote or, if none, the directors of a corporation which
16 has been excused pursuant to subsection 5 may vote to resume
17 carrying on activities at a meeting duly called and held for
18 such purpose. A certificate, executed and filed, as pro-
19 vided in sections 104 and 106, setting forth that a members'
20 or directors' meeting was held, the date and location of the
21 meeting and that a majority of the members or directors
22 voted to resume carrying on activities, shall authorize such
23 corporation to carry on activities; and after such certifi-
24 cate is filed, it shall be required to file biennial annual
25 reports.

26 Sec. 3. 13-B MRSA §1302, as amended by PL 1977, c.
27 694, §290, is further amended to read:

28 §1302. Failure to file annual report; incorrect report;
29 penalties

30 1. Failure to file annual report. Any corporation
31 which is required to deliver a biennial an annual report for
32 filing, as provided by section 1301, and which fails to
33 deliver its properly completed biennial annual report to the
34 Secretary of State, shall pay, after January 1, 1981 in ad-
35 dition to the regular annual report fee, the sum of \$10 \$25
36 for each failure to so file on time. Upon failure to file
37 a biennial an annual report and to pay the penalty, the
38 Secretary of State, notwithstanding Title 4, chapter 25, and
39 Title 5, chapter 375, shall, after January 1, 1981, revoke a
40 foreign corporation's authority to carry on activities in
41 this State and suspend a domestic corporation from carrying
42 on activities. He shall use the procedures set forth in
43 section 1210, relative to revoking the right of foreign cor-

1 porations to carry on activities in this State, for sus-
2 pending domestic corporations. A foreign corporation whose
3 authority to carry on activities in this State has been
4 revoked under this subsection and which wishes to carry on
5 activities again in this State must be authorized as pro-
6 vided in section 1202. A domestic corporation which has
7 been suspended under this subsection may be reinstated by
8 filing the current biennial annual report and by paying the
9 penalty for the current biennium year and for each biennium
10 year that it has failed to file a biennial an annual report.

11 2. Nonconformity. If the Secretary of State finds
12 that any biennial annual report delivered for filing does
13 not conform with the requirements of section 1301, he may
14 return the report for correction.

15 3. Time limit specified. If the biennial annual
16 report of a corporation is not received by the Secretary of
17 State within the time specified in section 1301, the corpo-
18 ration shall be excused from the liability provided in this
19 section and from any other penalty for failure to timely
20 file the report if it establishes, to the satisfaction of
21 the Secretary of State, that its failure to file was the
22 result of excusable neglect and it furnishes the Secretary
23 of State with a copy of such report within 30 days after it
24 learns of the nondelivery of the original report.

25 **Sec. 4. 13-B MRSA §1401, sub-§28,** as amended by PL
26 1979, c. 127, §110, is further amended to read:

27 28. Other documents. Any other documents not herein
28 specifically provided for, \$5; and

29 **Sec. 5. 13-B MRSA §1401, sub-§29,** as enacted by PL
30 1979, c. 127, §111, is amended to read:

31 29. Statement of change. Statement of change in
32 registered office or agent, as provided in section 1212,
33 subsection 2, \$5 for each foreign corporation listed; or
34 when separate ~~statement~~ statements are filed at one time, \$5
35 for each separate statement up to but not exceeding 100
36 statements, \$2 for each separate statement over 100 but not
37 exceeding 200 statements, \$1 for each statement over 200
38 statements; and

39 **Sec. 6. 13-B MRSA §1401, sub-§30** is enacted to read:

40 30. Annual report. Annual report of a domestic or
41 foreign corporation, as provided in section 1301, \$30.

