

MAINE STATE LEGISLATURE

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STATE OF MAINE
SENATE
105TH LEGISLATURE

COMMITTEE AMENDMENT " A" to S. P. 293, L. D. 1093, Bill,
"AN ACT Creating a New Business Corporation Act."

Amend said Bill in that part designated "§304." of section 1
by striking out all of subsection 6 and inserting in place thereof
the following:

'6. If the clerk of one or more corporations changes his
address from the registered office appearing on the record in
the office of the Secretary of State, he shall promptly execute
and deliver for filing, in accordance with sections 104 and 106,
a statement setting forth:

- A. The name of the clerk.
- B. The address of the former registered office.
- C. The address of the new registered office.
- D. The names of each of the corporations of which
he is clerk.
- E. A recitation that notice of such change has been
sent to each of such corporations.'

Further amend said Bill in that part designated "§511." of
section 1 by striking out in subsection 2 all of the 2nd underlined
sentence, and inserting in place thereof the following underlined
sentence:

'If the certificate is countersigned by the clerk, a transfer
agent or any assistant transfer agent, or registered by a registrar,
other than the corporation itself or an employee of the corporation,
any other signature on the certificate may be a facsimile.'

(Filing m. § - 181)

Further amend said Bill in that part designated "§1202." of section 1 by striking out all of subsection 2 and inserting in place thereof the following:

'2. The application of the corporation for authority shall be accompanied by a certificate of good standing from the proper officer of its jurisdiction of incorporation. Such certificate of good standing shall have been made not more than 90 days prior to the delivery of the application for filing.'

Further amend said Bill by striking out all of that part designated "§1206." of section 1.

Further amend said Bill in that part designated "§1213." of section 1 by adding at the end of subsection 2 the following underlined blocked paragraph:

'In the alternative, if the registered agent for one or more foreign corporations changes the address of his or its business office from the registered office appearing on the record in the office of the Secretary of State, the registered agent may change the registered office of such corporations by filing, in accordance with section 106, a statement executed by the registered agent and setting forth, for each foreign corporation for which he or it is such registered agent, the information required by paragraphs A, B, D, E and H and reciting that notice of such change has been sent to each of such foreign corporations.'

(Filing no. S-181)

Further amend said Bill by renumbering those sections designated "§1207." to "§1218." of section 1 to be '§1206.' to '§1217.'

Further amend said Bill in that part designated "§1401." of section 1 by striking out all of subsection 24 and inserting in place thereof the following:

'24. Application of a foreign corporation for authority to do business in the State, as provided by section 1202, §30;'

Further amend said Bill in that part designated "§1403." of section 1 by striking out all of subparagraph (3) of paragraph B of subsection 1 and inserting in place thereof the following:

'(3) If there are authorized more than 2,000,000 shares without par value, a fee of \$5,050 plus 1/5¢ per authorized share without par value in excess of 2,000,000;'

Further amend said Bill by striking out all of that part designated "§1405." of section 1.

Further amend said Bill by inserting after section 2 the following sections:

'Sec. 3. R. S., T. 1, §72, sub-§19, amended. The last sentence of subsection 19 of section 72 of Title 1 of the Revised Statutes is amended to read as follows:

A seal of a corporation upon a certificate of stock, corporate bond or other corporate obligation for the payment of money may be facsimile, engraved or printed ~~where such certificate is signed by a transfer agent or transfer clerk and by a registrar, and where such bond or obligation is certified by a trustee.~~

(Filing No. 8-181)

Sec. 4. R. S., T. 1, §72, sub-§28, amended. Subsection 28 of section 72 of Title 1 of the Revised Statutes is amended to read as follows:

28. Written and in writing. "Written" and "in writing" include printing and other modes of making legible words. When the signature of a person is required, he must write it or make his mark, ~~but the signatures of any officer or officers of a corporation upon a certificate of shares in such corporation, when any such certificate is signed by a transfer agent or transfer clerk and by a registrar, and upon a corporate bond or other corporate obligation or the interest coupons annexed to a corporate bond or other corporate obligation, may be facsimiles, engraved or printed.~~ The signatures on interest coupons annexed to a corporate bond or other corporate obligation may be facsimiles, engraved or printed. The signatures of any officer or officers of a corporation upon a corporate bond or other corporate obligation, other than interest coupons, may be facsimiles, engraved or printed, on condition that such bond or obligation is signed or certified by a trustee, registrar or transfer agent. In case any officer who has signed or whose facsimile signature has been placed upon such corporate bond, other corporate obligation or interest coupon shall have ceased to be such officer before such corporate bond or other corporate obligation is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issue.'

(Filing No. S-181)

Further amend said Bill by inserting at the end of section 25 the following:

'Any certificate of organization of a corporation executed prior to January 1, 1972, or document reflecting any corporate action taken prior to said date shall be accepted for recording by a register of deeds and for filing by the Secretary of State subsequent to such date, provided:

1. The law in effect at the time of such corporate action was complied with as to the method of approving such action by the shareholders and directors;

2. Where required under the law then in effect, the document is approved by the Attorney General and recorded in the registry of deeds, in accordance with such law;

3. The document is submitted to the Secretary of State within the time limit required under such prior law or, if no time was specified therein, not later than May 1, 1972.'

Further amend said Bill by renumbering sections 3 to 25 to be sections 5 to 27.

Further amend said Bill by inserting at the end, before the Statement of Fact, the following section:

'Sec. 28. Appropriation. There is appropriated from the General Fund to the Secretary of State the sum of \$45,000 to carry out the purposes of this Act. The breakdown shall be as follows:

1971-72

1972-73

SECRETARY OF STATE

Administration

(Filing M. \$-181)

	<u>1971-72</u>		<u>1972-73</u>
Personal Services (2)	\$11,000	(2)	\$11,000
All Other	9,000		3,000
Capital Expenditures	<u>10,000</u>		<u>1,000</u>
	\$30,000		\$15,000'

Statement of Fact

The purpose of this amendment is to clarify certain technical provisions of the original bill.

Reported by the Committee on JUDICIARY.

Reproduced and distributed pursuant to Senate Rule No. 11A.

(Filing No. S-181)

5/18/71