

MAINE STATE LEGISLATURE

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1 FIRST REGULAR SESSION
2

3 ONE HUNDRED AND ELEVENTH LEGISLATURE
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5 Legislative Document

No. 464

6
7 H.P. 381

House of Representatives, February 1, 1983

8 Received by the Clerk of the House on February 1, 1983. Referred to the
9 Committee on Business Legislation, and ordered printed pursuant to Joint
Rule 14. (By Request)

10 EDWIN H. PERT, Clerk

Presented by Representative Diamond of Bangor.
Cosponsor: Senator Baldacci of Penobscot.

11
12 STATE OF MAINE
13

14 IN THE YEAR OF OUR LORD
15 NINETEEN HUNDRED AND EIGHTY-THREE
16

17 AN ACT to Amend the Corporation Laws and
18 Laws Pertaining to Limited Partnerships.
19

20 Be it enacted by the People of the State of Maine as
21 follows:

22 Sec. 1. 13 MRSA §932, as amended by PL 1981, c.
23 698, §82, is repealed.

24 Sec. 2. 13-B MRSA §301, sub-§1, as amended by PL
25 1979, c. 572, §§11 and 12, is further amended to
26 read:

27 1. Name. The corporate name:

28 A. Shall not contain any word or phrase which
29 indicates or implies that it is organized for any
30 purpose for which a corporation may not be organ-
31 ized under this Act;

1 B. Shall not be the same as, or deceptively
2 similar to, the name of any domestic business or
3 nonprofit corporation existing under the laws of
4 this State or any foreign business or nonprofit
5 corporation authorized to carry on activities in
6 this State, or a name the exclusive right to
7 which is, at the time, reserved in the manner
8 provided in this Act, or the name of a business
9 or nonprofit corporation which has in effect a
10 registration of its corporate name as provided in
11 this Act, unless such the other corporation exe-
12 cutes and files with the Secretary of State proof
13 of a resolution of its board of directors author-
14 izing the use of a similar name by the corpora-
15 tion seeking to use such that similar name; and

16 C. Shall not be the same as, or deceptively
17 similar to, any trade mark or service mark regis-
18 tered under Title 10, chapter 301-A; and

19 D. Shall not be the same as, or deceptively
20 similar to, the name of any department, bureau or
21 other agency of the State.

22 Sec. 3. 13-B MRSA §301, sub-§4 is enacted to
23 read:

24 4. Names of corporations whose charter is sus-
25 pending. Subsection 1, paragraph B, shall not apply
26 to the name of any corporation the charter of which
27 is suspended on and after the 3rd anniversary of the
28 suspension.

29 Sec. 4. 13-B MRSA §1104, sub-§1, as enacted by
30 PL 1977, c. 525, §13, is amended to read:

31 1. Certification provided. If voluntary dissolution
32 proceedings have not been revoked, then when all
33 debts, liabilities and obligations of the corporation
34 have been paid and discharged, or adequate provision
35 has been made therefor, and all remaining property
36 and assets of the corporation have been distributed
37 as provided in paragraph D, articles of dissolution
38 shall be executed and delivered for filing as pro-
39 vided by sections 104 and 106 ~~and shall be accompa-~~
40 ~~nied by a written statement from the Bureau of Taxa-~~
41 ~~tion certifying that the corporation is not indebted~~

1 ~~to the State for any taxes,~~ and such the articles
2 shall set forth:

3 A. The name of the corporation;

4 B. That the Secretary of State has previously
5 filed a statement of intent to dissolve the cor-
6 poration and the date on which such statement was
7 filed;

8 C. That all debts, obligations and liabilities
9 of the corporation have been paid and discharged
10 or that adequate provision has been made there-
11 for;

12 D. That all remaining property and assets of the
13 corporation have been distributed among its mem-
14 bers in accordance with their respective rights
15 and interests, or have been otherwise distributed
16 pursuant to the articles or bylaws of the corpo-
17 ration, provided that the assets of a corporation
18 whose purposes and activities have been primarily
19 charitable, religious, eleemosynary, benevolent
20 or educational shall be transferred or conveyed
21 only to one or more domestic or foreign corpora-
22 tions, societies or organizations engaged in ac-
23 tivities substantially similar to those of the
24 dissolving or liquidating corporation; and

25 E. That there are no suits pending against the
26 corporation in any court or that adequate provi-
27 sion has been made for the satisfaction of any
28 judgment, order or decree which may be entered
29 against it in any pending suit.

30 Sec. 5. 31 MRS §152, sub-§3 is enacted to read:

31 3. Name availability. The name of a limited
32 partnership shall not be the same as, or deceptively
33 similar to, the name of any limited partnership
34 formed under this Title.

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STATEMENT OF FACT

This bill makes some minor adjustments in the administration of the laws regarding nonprofit corporations.

Section 1 eliminates the special requirement that permission be received from the Secretary of State for the use of the word "Maine" in a nonprofit corporation. The requirement does not now exist for business corporations.

Section 2 insures that the name of a nonprofit corporation is not and will not be deceptively similar to the name of an agency of the State. Such a provision was previously contained in Title 13, section 932, which is repealed by this bill.

Section 3 allows the name of a nonprofit corporation which has been suspended for more than 3 years to become available for use by other corporations. A similar provision governs business corporations.

Section 4 eliminates the requirement that a nonprofit corporation submit a letter from the Bureau of Taxation stating that they are not indebted to the State for any taxes. Administrative experience shows that these letters are unnecessary and merely add to the paperwork of the Secretary of State and the Bureau of Taxation.

Section 5 eliminates the possibility and occasional reality of several limited partnerships having the same or similar names. Such similarity has caused confusion for filing and information purposes.

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