

# MAINE STATE LEGISLATURE

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R. of S.

L.D. 1422

(Filing No. S- 200)

STATE OF MAINE  
SENATE  
116TH LEGISLATURE  
FIRST REGULAR SESSION

SENATE AMENDMENT "A" to S.P. 455, L.D. 1422, Bill, "An Act to Amend Certain Corporate Laws"

Amend the bill by striking out all of section 44 and inserting in its place the following:

Sec. 44. 13-B MRSA §1301, as amended by PL 1991, c. 780, Pt. U, §16 and c. 837, Pt. A, §37 and corrected by RR 1991, c. 2, §48, is repealed and the following enacted in its place:

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

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

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

B. The address of the registered office of the corporation in this State and the name of its agent for service of process if a domestic corporation, or its registered agent if a foreign corporation in this State, at that address, including the street or rural route number, town or city and state and, if a foreign corporation, the address of its registered or principal office in its jurisdiction of incorporation; and

C. The names and business or residence addresses of the president, the treasurer, the registered agent and the secretary or clerk of the corporation, including the street or rural route number, town or city and state.

**SENATE AMENDMENT**

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SENATE AMENDMENT "A" to S.P. 455, L.D. 1422

2        2. Information contained in annual report. The Secretary  
of State shall specify by rule the period of time to which the  
4        annual report applies as provided in subsection 4. The  
information contained in the annual report must be current as of  
6        the date the report is signed.

8        3. Execution. The annual report must be executed as  
provided by section 104, except that signing by the president, a  
10        vice-president, the secretary, the treasurer, an assistant  
secretary or any other duly authorized individual without a 2nd  
12        signature is deemed valid under section 104, subsection 1,  
paragraph B, subparagraph (2).

14        4. Filing. Subject to rules adopted under section 1302-A,  
16        subsection 4, the annual report must be delivered for filing to  
the Secretary of State or a designee. The annual reports may be  
18        delivered to the Secretary of State on a staggered basis as  
defined by the Secretary of State by rule in accordance with the  
20        Maine Administrative Procedure Act. The report must apply to the  
12-month period specified by the Secretary of State. Proof to  
22        the satisfaction of the Secretary of State that the report was  
deposited in the United States mail in a sealed envelope,  
24        properly addressed and with postage prepaid, before the date that  
penalties become effective for late delivery of annual reports,  
26        as established by the Secretary of State by rule, is considered  
compliance with this subsection. One copy of the report,  
28        together with the filing fee required by this Act, must be  
delivered for filing to the secretary of State, who shall file  
30        the report if the Secretary of State finds that it conforms to  
the requirements of this Act. If the Secretary of State finds  
32        that the report does not conform, the Secretary of State shall  
promptly mail or otherwise return the report to the corporation  
34        for necessary corrections, in which event the penalties  
prescribed by this Act for failure to file the report within the  
36        time provided in this section do not apply if the report is  
corrected to conform to the requirements of this Act and returned  
38        to the Secretary of State within 30 days from the date on which  
it was mailed or otherwise returned to the corporation by the  
40        Secretary of State.

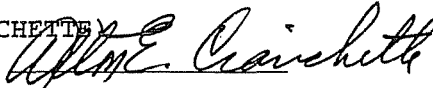
42        5. Certificate of fact. The Secretary of State, upon  
application by a corporation and satisfactory proof that it has  
44        ceased to carry on activities, shall file a certificate of that  
fact and shall give a duplicate certificate to the corporation.  
46        The corporation is then excused from filing annual reports with  
the Secretary of State as long as the corporation carries on no  
48        activities.

6. Vote to carry on activities. The members entitled to vote or, if none, the directors of a corporation that has been excused pursuant to subsection 5 may vote to resume carrying on activities at a meeting duly called and held for that purpose. A certificate executed and filed as provided in sections 104 and 106, setting forth that a members' or directors' meeting was held, the date and location of the meeting and that a majority of the members or directors voted to resume carrying on activities, authorizes that corporation to carry on activities; after that certificate is filed, the corporation is required to file annual reports beginning with the next reporting deadline following resumption as established by subsection 4.'

### STATEMENT OF FACT

This amendment makes a technical change. It corrects a conflict created by Public Law 1991, chapter 780, Part U, section 16 and chapter 837, Part A, section 37 and Revisor's Report 1991, chapter 2, section 48 with a new version incorporating changes made by both public laws.

(Senator CIANCHETTE)  
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