

MAINE STATE LEGISLATURE

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116th MAINE LEGISLATURE

FIRST REGULAR SESSION-1993

Legislative Document

No. 1422

S.P. 455

In Senate, May 3, 1993

An Act to Amend Certain Corporate Laws.

Submitted by the Department of the Secretary of State pursuant to Joint Rule 24.
Reference to the Committee on Business Legislation suggested and ordered printed.

A handwritten signature in cursive script, reading "Joy J. O'Brien".

JOY J. O'BRIEN
Secretary of the Senate

Presented by Senator CONLEY of Cumberland.
Cosponsored by Representatives: KETTERER of Madison, OTT of York, SAXL of Bangor.

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

2
3 Sec. 1. 5 MRSA §86, 2nd ¶, as amended by PL 1991, c. 780, Pt.
4 U, §1, is further amended to read:

6 For a certificate under the seal of the State, \$5 for a
7 short form and \$10 for a special detailed certificate. For all
8 copies of corporate, limited partnership and mark documents, the
9 rate of \$2 per page; and for all other copies, the rate of 75¢ a
10 per page if such copies are prepared by the office of the
11 Secretary of State. There is no charge for certificates or
12 copies requested by any department of the State. The Secretary
13 of State may also reduce the fee for other governmental bodies.

14 Sec. 2. 10 MRSA §1521, sub-§2, as enacted by PL 1979, c. 572,
15 §2, is amended to read:

16 2. **Corporate name.** "Corporate name" includes any corporate
17 name, reserved name, registered name or assumed name as those
18 terms are used in Title 13-A, sections 301, 302, 303 and 307
19 respectively and includes any corporate name, reserved name or
20 registered name or assumed name as those terms are used in Title
21 13-A 13-B, sections sections 301, 302 and, 303 and 308
22 respectively.

23 Sec. 3. 10 MRSA §1521, sub-§2-A is enacted to read:

24 2-A. **Limited partnership name.** "Limited partnership name"
25 includes any limited partnership name, reserved name, assumed
26 name or registered name as those terms are used in Title 31,
27 sections 403, 404, 405 and 406 respectively.

28 Sec. 4. 10 MRSA §1522, sub-§1, ¶¶F and G, as enacted by PL
29 1979, c. 572, §2, are amended to read:

30 F. Consists of or comprises a mark which that so resembles
31 a mark registered in this State or a mark or trade name
32 previously used in this State by another and not abandoned,
33 as to be likely, when applied to the goods or services of
34 the applicant, to cause confusion or mistake or to deceive,
35 unless the registered owner or holder of the other mark
36 executes and files with the Secretary of State proof of
37 authorization of the use of a similar mark by the applicant
38 seeking to use the similar mark; or

39 G. Consists of or comprises any corporate or limited
40 partnership name, unless the corporation or limited
41 partnership executes and files with the Secretary of State
42 proof of authorization of the use of a mark similar to the

2 corporation or limited partnership's name by the applicant
3 seeking to use the mark.

4 **Sec. 5. 10 MRSA §1522, sub-§1**, as amended by PL 1981, c. 684,
5 §§3 and 4, is further amended by adding a new blocked paragraph
6 at the end to read:

7 The Secretary of State shall make the final determination
8 regarding the availability of a mark for filing.

9 **Sec. 6. 10 MRSA §1525, sub-§2**, as enacted by PL 1979, c. 572,
10 §2, is amended to read:

11 **2. Corporate or limited partnership name.** Any holder of a
12 certificate of registration issued pursuant to section 1523 may
13 grant to any domestic or foreign corporation or limited
14 partnership authorized to do business in this State the exclusive
15 right to the use of a name similar to the mark shown on the
16 certificate.

17 **Sec. 7. 13 MRSA §713**, as amended by PL 1981, c. 78, is
18 further amended to read:

19 **§713. Corporate and assumed names**

20 The corporate name of a corporation organized under this
21 chapter shall must contain the words "chartered" or "professional
22 association" or the abbreviation "P.A.", and may contain any
23 other words not specifically prohibited by this section. The use
24 of the word "company," "corporation" or "incorporated" or any
25 other word, abbreviation, affix or prefix indicating that it is a
26 corporation in the corporate name of a corporation organized
27 under this chapter, other than the words "chartered" or
28 "professional association," or the abbreviation "P.A.", is
29 specifically prohibited. It shall--be is permissible for the
30 corporation to render professional services and to exercise its
31 authorized powers under a name which that is identical to its
32 corporate name except that the words "chartered" or "professional
33 association" or the abbreviation "P.A." is omitted, ~~provided that~~
34 as long as the corporation has first registered the name to be so
35 used in the manner required by Title 13-A, section 307.

36 **Sec. 8. 13 MRSA §901**, as amended by PL 1991, c. 780, Pt. U,
37 §4, is further amended to read:

38 **§901. Organization**

39 When 3 or more persons desire to be incorporated for any
40 literary, scientific, musical, charitable, educational, social,
41 agricultural, environmental, moral, religious, civic or other

2 lawful and similarly benevolent or nonprofit purpose or for the
3 purpose of fostering, encouraging and assisting the physical
4 location, settlement or resettlement of industrial,
5 manufacturing, fishing, agricultural and other business
6 enterprises and recreational projects in any locality within the
7 State, as a corporation without capital stock, they may do so by
8 preparing and filing a certificate as set forth in section 903.
9 ~~An association of 2~~ The formation of a corporation by one or more
10 municipalities, including a local development corporation, a
11 council of government and a regional planning commission, must be
12 incorporated by a majority of the municipal officers of each of
13 its charter member municipalities. The formation of local
14 development corporations by a municipality for purposes of
15 carrying out Title 5, chapter 383, subchapter 3, article 2
16 relating to community industrial buildings must be by a majority
17 of the municipal officers. This section does not apply to
18 corporations that are required to be organized under Title 13-B
or that elect to be organized under Title 13-B.

20 **Sec. 9. 13 MRSA §981-A**, as amended by PL 1979, c. 596, §3, is
21 further amended to read:

22 **§981-A. Acknowledgement of previously unrecognized corporations**
23

24 Any nonprofit corporation may present a certificate of such
25 organization to the Secretary of State, prepared by its officers
26 of the date of such presentation, setting forth the date, place
27 and purpose of the incorporation, its present location and
28 officers, and if the Secretary of State finds that such
29 corporation was formed, by examination of the corporate records
30 or other substantial evidence, whether or not with all the
31 formalities now required in a certificate, and conformed to the
32 law existing at the date of organization, he the Secretary of
33 State shall so certify, and the certificate so certified shall
34 must be recorded in the registry of deeds where the corporation
35 is located and a copy thereof filed with him the Secretary of
36 State, as provided for corporations under the present law; and if
37 a certificate has heretofore been filed with the Secretary of
38 State, as provided by chapter 192 of the public laws of 1897, the
39 corporation may present such certificate or a copy thereof to the
40 Secretary of State. If he the Secretary of State finds that the
41 incorporation was made according to the law of the date of
42 incorporation, he the Secretary of State shall so certify, and in
43 either case a copy of such certificate shall must be filed with
44 the registry of deeds in the county where the corporation is
45 located, within 60 90 days after such certification.

46
47 **Sec. 10. 13 MRSA §1774, sub-§3** is amended to read:
48

2 3. Association. "Association" means a corporation organized
4 under this subchapter, or a similar domestic corporation, or a
6 foreign association or corporation if authorized to do business
8 in this State, organized under any general or special Act as a
10 cooperative association for the mutual benefit of its members, as
12 agricultural producers, and which confines its operations to
14 purposes authorized by this subchapter and restricts the return
16 on the stock or membership capital and the amount of its business
with nonmembers to the limits placed thereon by this subchapter
for associations organized hereunder. ~~Associations shall be
classified as and deemed to be nonprofit corporations, inasmuch
as their primary object is not to pay dividends on invested
capital, but to render service and provide means and facilities
by or through which the producers of agricultural products may
market these products and obtain farm supplies and other services.~~

18 Sec. 11. 13 MRSA §§1781 and 1782 are enacted to read:

20 §1781. Nonprofit associations

22 An association is deemed "nonprofit," as the association is
24 not organized to make a profit for that association or for its
members, but only for its members as producers of agricultural
products.

26 §1782. General corporation law; applicability

28 The provisions of the laws related to business corporations
30 and all powers and rights under those laws apply to associations,
except when those provisions are in conflict with or inconsistent
32 with the express provisions of this chapter.

34 Sec. 12. 13-A MRSA §301, sub-§1, ¶B, as amended by PL 1983, c.
86, §1, is further amended to read:

36 B. ~~Shall~~ May not be the same as, or deceptively similar to,
38 the name of any domestic corporation existing under the laws
40 of this State or any foreign corporation authorized to
42 transact business or to carry on activities in this State,
44 or a name the exclusive right to which is, at the time,
46 reserved in the manner provided in this Act, or in Title
48 13-B, section 302, or the name of a corporation which that
50 has in effect a registration of its corporate name as
provided in this Act, or in Title 13-B, section 303, or the
assumed name of a corporation as provided for in section
307, or in Title 13-B, section 308, unless the ~~other~~
~~corporation executes and files with the Secretary of State~~
~~as provided in sections 104 and 106 proof of a resolution of~~
~~its board of directors authorizing the use of a similar name~~
~~by the corporation seeking to use the similar name, or~~

2 unless the corporation seeking to file under a similar or
3 identical name executes and files with the Secretary of
4 State, as provided in sections 104 and 106, proof of a
5 resolution of its board of directors that it will not do
6 business under that similar or identical name, but instead
7 will do business under an assumed name, as provided for in
8 section 307, which is not identical or similar to any
9 corporate name or any reserved name, registered name or
10 assumed name, or any mark registered under Title 10, chapter
301-A, and:

12 (1) The other corporation executes and files with the
13 Secretary of State, as provided in sections 104 and 106
14 or in Title 13-B, sections 104 and 106, proof of a
15 resolution of its board of directors authorizing the
16 use of a similar name by the corporation seeking to use
17 the similar name; or

18 (2) A foreign corporation seeking to file under a
19 similar or identical name executes and files with the
20 Secretary of State, as provided in sections 104 and
21 106, proof of a resolution of its board of directors
22 that it will not do business under that similar or
23 identical name, but instead will do business under an
24 assumed name, as provided for in section 307;

26 **Sec. 13. 13-A MRSA §301, sub-§1, ¶C, as enacted by PL 1979, c.**
27 **572, §8, is repealed and the following enacted in its place:**

28 C. May not be the same as, or deceptively similar to, any
29 mark registered under Title 10, chapter 301-A, unless:

30 (1) The owner or holder of the mark executes and files
31 with the Secretary of State, as provided in Title 10,
32 section 1525, subsection 2, proof of authorization of
33 the use of a similar name by the corporation seeking to
34 use the similar name; or

35 (2) A foreign corporation seeking to file under a
36 similar or identical name executes and files with the
37 Secretary of State, as provided in sections 104 and
38 106, proof of a resolution of its board of directors
39 that it will not do business under that similar or
40 identical name, but instead will do business under an
41 assumed name, as provided for in section 307; and

42 **Sec. 14. 13-A MRSA §301, sub-§1, ¶D is enacted to read:**

43 D. May not be the same as, or deceptively similar to, the
44 name of any domestic limited partnership existing under the
45 name of any domestic limited partnership existing under the
46 name of any domestic limited partnership existing under the
47 name of any domestic limited partnership existing under the
48 name of any domestic limited partnership existing under the
49 name of any domestic limited partnership existing under the
50 name of any domestic limited partnership existing under the

2 laws of this State or any foreign limited partnership
3 authorized to transact business in this State, or a name the
4 exclusive right to which is, at the time, reserved in the
5 manner provided in Title 31, section 404, or the name of a
6 limited partnership that has in effect a registration of its
7 limited partnership name as provided in Title 31, section
8 406, or the assumed name of a limited partnership as
9 provided for in Title 31, section 405, unless:

10 (1) The limited partnership executes and files with
11 the Secretary of State, as provided in Title 31,
12 section 403, proof of authorization of the use of a
13 similar name by the corporation seeking to use the
14 similar name; or

15 (2) A foreign corporation seeking to file under a
16 similar or identical name executes and files with the
17 Secretary of State, as provided in sections 104 and 106
18 of this Act, proof of a resolution of its board of
19 directors that it will not do business under that
20 similar or identical name, but instead will do business
21 under an assumed name, as provided for in section 307.

22
23 **Sec. 15. 13-A MRSA §301, sub-§3, as amended by PL 1989, c.**
24 **501, Pt. L, §13, is further amended to read:**

25
26
27 **3.** Subsection 1, paragraph B shall does not apply to the
28 name or assumed name, as provided for in section 307 of any
29 corporation which that has been excused from filing annual
30 returns reports, on and after the 5th anniversary of such excuse,
31 nor to the name of any corporation the charter of which is
32 suspended, on and after the 3rd anniversary of such suspension.
33 When an excused or suspended corporation votes to resume
34 business, it shall must change its corporate name if another
35 corporation has adopted its old name or if the old name, if
36 proposed for a new corporation, would otherwise violate
37 subsection 1, paragraph B.

38
39 **Sec. 16. 13-A MRSA §301, sub-§7 is enacted to read:**

40
41 **7.** The Secretary of State shall make the final
42 determination regarding the availability of a name for filing.

43
44 **Sec. 17. 13-A MRSA §303, as amended by PL 1981, c. 544, §3,**
45 **is further amended to read:**

46
47 **§303. Registered name and renewal; termination**

48
49 **1.** Except as provided in section 301, subsection 1, any
50 corporation organized and existing under the laws of any state or

territory of the United States may register its corporate name under this Act, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of this State, or the name of any foreign corporation authorized to transact business in this State, or any corporate name reserved or registered under this Act, or any trade mark or service mark registered under Title 10, chapter 301-A.

2. Such registration ~~shall be~~ is made by delivering for filing, in accordance with section 106, an application for registration executed in accordance with section 104, setting forth the name of the corporation, the state or territory under the laws of which it is incorporated, the date of its incorporation, a statement that it is actually doing business, and a brief statement of the business in which it is engaged, and a certificate setting forth that such corporation is in good standing under the laws of the state or territory wherein it is organized, executed by the secretary of state of such state or territory or by such other official as may have custody of the records pertaining to corporations; ~~and.~~

3. Such registration ~~shall be~~ is effective until the close of the calendar year in which such application is filed.

4. A corporation which that has in effect a registration of its corporate name, may renew such registration from year to year by annually filing in accordance with section 106 an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration. A renewal application may be filed between the first day of October and the 31st day of December in each year, and ~~shall extend~~ extending the registration for the following calendar year.

5. A foreign corporation may terminate a registered name by executing and delivering, in accordance with sections 104 and 106, a statement setting forth:

A. The name of the corporation and the address of its principal or registered office;

B. The state or territory under the laws of which it is incorporated;

C. The date of its incorporation; and

D. That the registration of name is terminated.

Sec. 18. 13-A MRSA §307, sub-§7 is enacted to read:

2 7. A corporation or foreign corporation may terminate an
3 assumed name by executing and delivering, in accordance with
4 sections 104 and 106, a statement setting forth:

6 A. The name of the corporation and the address of its
7 registered office;

8 B. That it no longer intends to transact business under the
9 assumed name; and

10 C. The assumed name it intends to terminate,

11 **Sec. 19. 13-A MRSA §701, sub-§2, ¶D, as enacted by PL 1971, c.**
12 **439, §1, is amended to read:**

13 D. If the corporation ceases to meet the definition of a
14 "close corporation" by reason of having more than 20
15 shareholders, whether or not entitled to vote, the president
16 shall call a special meeting of the shareholders to elect a
17 board of directors; and if he the president fails to call
18 such a special meeting within 4 months from the date when
19 the corporation ceased to qualify as a "close corporation",
20 any shareholder, whether or not entitled to vote, may call
21 such special meeting, with the same rights and powers as are
22 provided in this Act for the call of a substitute annual
23 meeting by a shareholder. At such special meeting, there
24 shall ~~must~~ be elected ~~such number of directors as have been~~
25 ~~specified in the articles or the bylaws, if the articles or~~
26 ~~bylaws provided for the possibility of the corporation~~
27 ~~ceasing to qualify as a close corporation, and if no such~~
28 ~~number is specified, 3 directors shall be elected, unless,~~
29 prior to 1991, articles or bylaws provided for the number of
30 directors to be elected if the corporation ceased to qualify
31 as a close corporation, in which case that number of
32 directors must be elected. When a corporation ceases to
33 qualify as a close corporation, the corporation shall amend,
34 within 30 days after the special meeting, its articles of
35 incorporation to provide for management of the corporation
36 by a board of directors and to fix the number of directors
37 pursuant to section 703.

38 **Sec. 20. 13-A MRSA §1212, sub-§1, ¶B, as enacted by PL 1971,**
39 **c. 439, §1, is repealed and the following enacted in its place:**

40 B. A registered agent who may be either:

2 (1) An individual resident in this State, whose
3 business office or residential address is identical
4 with the corporation's registered office; or

6 (2) A domestic or foreign corporation authorized to do
7 business or carry on activities in this State whose
8 registered office also serves as the registered office
9 of the corporation.

10 **Sec. 21. 13-A MRSA §1212, sub-§3, as amended by PL 1989, c.**
11 **501, Pt. L, §20, is further amended to read:**

12 3. Any registered agent of a foreign corporation may resign
13 as such agent by filing a written notice of resignation with the
14 Secretary of State, ~~in duplicate. The Secretary of State shall~~
15 ~~forthwith mail~~ and by mailing a copy thereof to the corporation
16 at its last registered or principal office in its jurisdiction of
17 incorporation, as filed with the Secretary of State. The
18 appointment of such agent ~~shall terminate~~ terminates upon the
19 date of the filing of such notice by the Secretary of State.

20 **Sec. 22. 13-A MRSA §1301, sub-§4, as amended by PL 1989, c.**
21 **501, Pt. L, §24, is further amended to read:**

22 4. The Secretary of State, upon application by any
23 corporation and satisfactory proof that it has ceased to transact
24 business and that it is not indebted to the State ~~on account of~~
25 ~~franchise taxes for failure to file an annual report and to pay~~
26 any fees or penalties accrued, shall file a certificate of the
27 fact ~~in the Secretary of State's office~~ and shall give a
28 duplicate certificate to the corporation. ~~Thereupon such,~~ after
29 which the corporation shall ~~be~~ is excused from filing annual
30 reports with the Secretary of State, so long as the corporation
31 in fact transacts no business.

32 **Sec. 23. 13-A MRSA §1401, sub-§§5-A, 11-A, 15-A and 30-A are**
33 **enacted to read:**

34 5-A. Termination of registered name, as provided by section
35 303, subsection 5, §20;

36 11-A. Termination of an assumed name, as provided by
37 section 307, subsection 7, §20;

38 15-A. Certificate of correction, as provided by section
39 106, subsection 4, §20, and if the correction increases the total
40 authorized capital stock for a domestic corporation, the
41 additional amount specified in section 1403, subsection 3, but
42 not less than an additional \$35;

2 30-A. Application for excuse, as provided by section 1301,
3 subsection 4, \$20;

4 **Sec. 24. 13-A MRSA §1401, sub-§32,** as amended by PL 1989, c.
5 501, Pt. L, §27, is further amended to read:

6 **32.** For issuing a short form certificate of change of name
7 or of consolidation or merger, as provided by section 1307, \$25
8 per certificate. For issuing a short form certificate of
9 corporate condition, \$25 per certificate. For issuing a long
10 form certificate of corporate condition, listing amendments, \$35
11 per certificate ~~for--a.~~ For issuing a certificate of diligent
12 search, \$45 per certificate. For issuing a specially worded
13 certificate, \$45 per certificate;

14 **Sec. 25. 13-A MRSA §1401, sub-§36,** as amended by PL 1991, c.
15 837, Pt. A, §33, is further amended to read:

16 **36.** Report of name search as provided by section 301,
17 subsection 6, \$10; and

18 **Sec. 26. 13-A MRSA §1401, sub-§37,** as enacted by PL 1991, c.
19 780, Pt. U, §10 and c. 837, Pt. A, §34, is repealed and the
20 following enacted in its place:

21 37. Preclearance of any document for filing, \$100+; and

22 **Sec. 27. 13-A MRSA §1403, sub-§2, ¶A,** as enacted by PL 1971,
23 c. 439, §1, is amended to read:

24 **A.** If the corporation is to have authorized stock having
25 par value:

26 (1) A fee of \$25 if the authorized capital stock does
27 not exceed \$5,000; or

28 (2) A fee of fifty dollars (\$50) if the authorized
29 capital stock exceeds \$5,000 and does not exceed
30 \$10,000; or

31 (3) A fee of \$100 if the authorized capital stock
32 exceeds \$10,000 and does not exceed \$50,000; or

33 (4) A fee of \$200 if the authorized capital stock
34 exceeds \$50,000 and does not exceed \$100,000; and

35 (5) A fee of \$200 plus \$75 upon every \$100,000 of
36 authorized capital stock or fraction thereof in excess
37 of \$100,000; and

2 **Sec. 28. 13-A MRSA §1403, sub-§2, ¶B**, as enacted by PL 1971,
c. 439, §1, is amended to read:

4 B. If the corporation is to have authorized stock without
par value, a fee of one mill per share without par value
6 authorized, but not less than the following on all
authorized shares without par value:

8 (1) \$25, if the number of authorized shares without
10 par value does not exceed 5,000; or

12 (2) \$50, if the number of authorized shares without
par value exceeds 5,000 but does not exceed 50,000; or

14 (3) \$100, if the number of authorized shares without
16 par value exceeds 50,000 but does not exceed 100,000;
or

18 (4) \$250, if the number of authorized shares without
20 par value exceeds 100,000 but does not exceed 250,000;
or

22 (5) \$500, if the number of authorized shares without
24 par value exceeds 250,000 but does not exceed 500,000;
or

26 (6) \$750, if the number of authorized shares without
28 par value exceeds 500,000 but does not exceed 750,000;
or

30 (7) \$1,250, if the number of authorized shares without
32 par value exceeds 750,000 but does not exceed 1,250,000
shares; and

34 (8) \$1,250 plus \$500 additional for each 500,000
36 authorized shares without par value, or any part
thereof, in excess of 1,250,000.

38 **Sec. 29. 13-B MRSA §201, sub-§2, ¶A**, as amended by PL 1979, c.
40 541, Pt. B, §§16 and 17, is further amended to read:

42 A. Parishes and societies, as that term is used in Title
13, section 2861 et seq; independent local churches, as that
44 term is used in Title 13, section 3021 et seq; meeting
houses, as that term is used in Title 13, section 3101 et
46 seq; and churches organized as noncapital stock corporations
under Title 13, section 901 et seq.

48 If any of the foregoing corporations files a ~~biennial~~ an
50 annual report pursuant to section 1301 of this Act, the

2 filing of the report shall-be is deemed an election by that
3 corporation to be governed by all of the provisions of this
4 chapter, unless clearly inapplicable; and

6 **Sec. 30. 13-B MRSA §201, sub-§3**, as amended by PL 1987, c.
402, Pt. A, §102, is further amended to read:

8 **3. Corporations which may elect to be organized under this**
9 **chapter.** The following types of corporations may elect to be
10 organized under and governed by applicable provisions of this
11 chapter or under any other applicable statutory provisions:

12 B. Proprietors of lands and wharves, as that term is used
13 in Title 13, chapter 91;

16 C. Fraternal beneficiary associations, as that term is used
17 in Title 24-A, chapter 55;

18 D. Cemetery corporations which do not issue shares, as that
19 term is used in Title 13, chapter 83;

22 E. County and local agricultural societies, as that term is
23 used in Title 7, chapter 3;

24 F. Local development corporations, as that term is used in
25 Title ~~10, chapter 110~~ 5, section 13081, subsection 6; and

28 G. Volunteer fire associations, as that term is used in
29 Title 30, chapter 228.

30 If any of the foregoing corporations are organized under
31 applicable provisions of this Act, they shall-be are governed by
32 the provisions of this chapter unless clearly inapplicable;
33 provided further that if any of the foregoing corporations files
34 a ~~biennial~~ an annual report pursuant to section 1301 of this Act,
35 the filing of the report shall-be is deemed an election by that
36 corporation to be governed by all of the provisions of this
37 chapter unless clearly inapplicable.

40 **Sec. 31. 13-B MRSA §301, sub-§1, ¶B**, as amended by PL 1989, c.
41 501, Pt. L, §37, is further amended to read:

42 B. Shall May not be the same as, or deceptively similar to,
43 the name of any domestic business or nonprofit corporation
44 existing under the laws of this State or any foreign
45 corporation authorized to transact business or foreign
46 nonprofit corporation authorized to carry on activities in
47 this State, or a name the exclusive right to which is, at
48 the time, reserved in the manner provided in this Act, or in
49 Title 13-A, section 302, or the name of a business or
50

2 nonprofit corporation which has in effect a registration of
3 its corporate name, or the assumed name of a business
4 corporation as provided for in Title 13-A, section 307, or
5 of a nonprofit corporation as provided in section 308,
6 unless ~~the other corporation executes and files with the~~
7 ~~Secretary of State proof of a resolution of its board of~~
8 ~~directors authorizing the use of a similar name by the~~
9 ~~corporation seeking to use that similar name;~~

10 (1) The other corporation executes and files with the
11 Secretary of State, as provided in sections 104 and
12 106, or in Title 13-A, sections 104 and 106, proof of a
13 resolution of its board of directors authorizing the
14 use of a similar name by the corporation seeking to use
15 the similar name; or

16 (2) A foreign corporation seeking to file under a
17 similar or identical name executes and files with the
18 Secretary of State, as provided in sections 104 and
19 106, proof of a resolution of its board of directors
20 that it will not carry on activities under that similar
21 or identical name, but instead will carry on activities
22 under an assumed name, as provided for in section 308;

23 **Sec. 32. 13-B MRSA §301, sub-§1, ¶C, as amended by PL 1983, c.**
24 **50, §2, is repealed and the following enacted in its place:**

25 C. May not be the same as, or deceptively similar to, any
26 mark registered under Title 10, chapter 301-A, unless:

27 (1) The owner or holder of the mark executes and files
28 with the Secretary of State, as provided in Title 10,
29 section 1525, subsection 2, proof of authorization of
30 the use of a similar name by the corporation seeking to
31 use the similar name; or

32 (2) A foreign corporation seeking to file under a
33 similar or identical name executes and files with the
34 Secretary of State, as provided in sections 104 and
35 106, proof of a resolution of its board of directors
36 that it will not carry on activities under that similar
37 or identical name, but instead will carry on activities
38 under an assumed name, as provided for in section 308;

39 **Sec. 33. 13-B MRSA §301, sub-§1, ¶D, as enacted by PL 1983, c.**
40 **50, §2, is amended to read:**

41 D. Shall May not be the same as, or deceptively similar to,
42 the name of any department, bureau or other agency of the
43 State; and

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Sec. 34. 13-B MRSA §301, sub-§1, ¶E is enacted to read:

E. May not be the same as, or deceptively similar to, the name of any domestic limited partnership existing under the laws of this State or any foreign limited partnership authorized to transact business in this State, or a name the exclusive right to which is, at the time, reserved in the manner provided in Title 31, section 404, or the name of a limited partnership that has in effect a registration of its limited partnership name as provided in Title 31, section 406, or the assumed name of a limited partnership as provided for in Title 31, section 405, unless:

(1) The limited partnership executes and files with the Secretary of State, as provided in Title 31, section 403, proof of authorization of the use of a similar name by the corporation seeking to use the similar name; or

(2) A foreign corporation seeking to file under a similar or identical name executes and files with the Secretary of State, as provided in sections 104 and 106, proof of a resolution of its board of directors that it will not carry on activities under that similar or identical name, but instead will carry on activities under an assumed name, as provided for in section 308.

Sec. 35. 13-B MRSA §301, sub-§4, as enacted by PL 1983, c. 50, §3, is amended to read:

4. Names of corporations suspended or excused. Subsection 1, paragraph B shall ~~does~~ not apply to the name of any corporation, the charter of which is suspended on and after the 3rd anniversary of the suspension, or to the name of any corporation which ~~that~~ has been excused from filing biennial reports on or after the 5th anniversary of that excuse.

Sec. 36. 13-B MRSA §301, sub-§6 is enacted to read:

6. Final determination of availability. The Secretary of State shall make the final determination regarding the availability of a name for filing.

Sec. 37. 13-B MRSA §303, as amended by PL 1979, c. 572, §14, is further amended to read:

§303. Registered name and renewal; termination

2 1. **Name registered.** Any corporation organized and existing
4 under the laws of any state or territory of the United States may
6 register its corporate name under this Act, provided its
8 corporate name is not the same as, or deceptively similar to, the
10 name of any domestic business or nonprofit corporation existing
under the laws of this State, or the name of any foreign business
or nonprofit corporation authorized to carry on activities in
this State, or any corporate name reserved or registered under
Title 13-A or this section or section 302, or any trade mark or
service mark registered under Title 10, chapter 301-A.

12 2. **Application.** The registration shall must be made by
14 delivering for filing, in accordance with section 106, an
16 application for registration executed in accordance with section
18 104 setting forth the name of the corporation, the state or
20 territory under the laws of which it is incorporated, the date of
22 its incorporation, a statement that it is actually engaged in
24 corporate activities, a brief statement of the activities in
which it is engaged and a certificate setting forth that such
corporation is in good standing under the laws of the state or
territory wherein it is organized, executed by the Secretary of
State of such state or territory or by such other official as may
have custody of the records pertaining to corporations.

26 3. **Registration effective.** Such registration shall is be
28 effective until the close of the calendar year in which such
application is filed.

30 4. **Renewal of registration.** A corporation which that has in
32 effect a registration of its corporate name, may renew such
34 registration from year to year by annually filing an application
36 for renewal setting forth the facts required to be set forth in
an original application for registration and a certificate of
good standing as required for the original registration. A
renewal application may be filed between the first day of October
and the 31st day of December in each year, and ~~shall extend~~
extending the registration for the following calendar year.

38 5. **Termination of registration.** A foreign corporation may
40 terminate a registered name by executing and delivering, in
42 accordance with sections 104 and 106, a statement setting forth:

44 A. The name of the corporation and the address of its
principal or registered office;

46 B. The state or territory under the laws of which it is
48 incorporated;

50 C. The date of its incorporation; and

2 D. That the registration of name is terminated.

4 **Sec. 38. 13-B MRSA §304, sub-§2**, as enacted by PL 1977, c.
525, §13, is repealed and the following enacted in its place:

6 **2. Agent.** A registered agent who may be either:

8 A. An individual resident in this State, whose business
9 office or residential address is identical with the
10 corporation's registered office; or

12 B. A domestic or foreign corporation authorized to do
13 business or carry on activities in this State whose
14 registered office also serves as the registered office of
15 the corporation.

16 **Sec. 39. 13-B MRSA §305, sub-§2**, as amended by PL 1979, c.
17 127, §98, is further amended to read:

18 **2. Resignation of agent.** Any registered agent of a
19 corporation may resign as such that agent upon filing a written
20 notice thereof with the Secretary of State and by mailing a copy
21 thereof to the corporation in care of an officer who is not the
22 resigning registered agent, at the address of such officer as
23 shown by the most recent ~~biennial~~ annual report of the
24 corporation. The appointment of such an agent shall ~~terminate~~
25 terminates upon the ~~expiration of 30 days after~~ receipt of such
26 notice by the Secretary of State.
27

28 **Sec. 40. 13-B MRSA §307, sub-§2**, as amended by PL 1979, c.
29 127, §99, is further amended to read:

30 **2. Service of process.** Service of such process upon the
31 Secretary of State shall must be made in the same manner as is
32 provided by the Maine Rules of Civil Procedure, rule 4(d)(8), as
33 amended, in the case of service upon the Secretary of State as an
34 agent of a corporation. The copy of the process ~~therein provided~~
35 ~~for~~ shall must be mailed to the nonresident director at the
36 address of such director shown on the most recent ~~biennial~~ annual
37 report of the corporation.
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39 **Sec. 41. 13-B MRSA §308, sub-§7** is enacted to read:

40 **7. Termination of assumed name.** A corporation or foreign
41 corporation may terminate an assumed name by executing and
42 delivering, in accordance with sections 104 and 106, a statement
43 setting forth:

44 A. The name of the corporation and the address of its
45 registered office;
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2 B. That it no longer intends to transact business under the
3 assumed name; and

4 C. The assumed name it intends to terminate,

5 **Sec. 42. 13-B MRSA §1210, sub-§1, ¶A,** as amended by PL 1979,
6 c. 541, Pt. A, §135, is further amended to read:

7 A. The corporation has failed to file its biennial annual
8 report within the time specified by this Act, or has failed
9 to pay any fees or penalties prescribed by this Act, when
10 they have become due and payable;

11 **Sec. 43. 13-B MRSA §1212, sub-§1, ¶B,** as amended by PL 1979,
12 c. 663, §73, is repealed and the following enacted in its place:

13 B. A registered agent who may be either:

14 (1) An individual resident in this State whose
15 business office or residential address is identical
16 with the corporation's registered office; or

17 (2) A domestic or foreign corporation authorized to do
18 business or carry on activities in this State whose
19 registered office also serves as the registered office
20 of the corporation.

21 **Sec. 44. 13-B MRSA §1301, sub-§6,** as corrected by RR 1991, c.
22 2, §48 and amended by PL 1991, c. 780, Pt. U, §16 is repealed and
23 the following enacted in its place:

24 6. Vote to carry on activities. The members entitled to
25 vote or, if none, the directors of a corporation that has been
26 excused pursuant to subsection 5 may vote to resume carrying on
27 activities at a meeting duly called and held for that purpose. A
28 certificate, executed and filed, as provided in sections 104 and
29 106, setting forth that a members' or directors' meeting was
30 held, the date and location of the meeting and that a majority of
31 the members or directors voted to resume carrying on activities,
32 authorizes that corporation to carry on activities; and after
33 that certificate is filed, the corporation is required to file
34 annual reports beginning with the next reporting deadline
35 following resumption as established by subsection 4.

36 **Sec. 45. 13-B MRSA §1401, sub-§§5-A, 10-B, 12-A and 24-A** are
37 enacted to read:

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2 5-A. Termination of registered name. Termination of
registered name, as provided by section 303, subsection 5, \$5;

4 10-B. Termination of assumed name. Termination of assumed
name, as provided by section 308, subsection 7, \$5;

6 12-A. Certificate of correction. Certificate of
correction, as provided by section 106, subsection 4, \$5;

10 24-A. Application for excuse. An application for excuse,
as provided by section 1301, subsection 5, \$5;

12 **Sec. 46. 13-B MRSA §1401, sub-§26, as enacted by PL 1977, c.**
14 525, §13, is amended to read:

16 **26. Issuing certificate.** For issuing a short form
18 certificate of change of name or of consolidation or merger, as
provided by section 1306, \$5 per certificate. For issuing a short
20 form certificate of corporate condition, \$5 per certificate. For
issuing a long form certificate of corporate condition listing
22 amendments, \$5 \$10 per certificate. For issuing a certificate of
diligent search, \$15 per certificate. For issuing a specially
worded certificate, \$15 per certificate;

24 **Sec. 47. 31 MRSA §403, sub-§2, ¶¶A and B, as enacted by PL**
26 1991, c. 552, §2 and affected by §4, are amended to read:

28 A. If the registered owner or holder of the name or mark
executes and files with the Secretary of State proof of
30 authorization of the use of ~~the--same--or~~ a deceptively
similar name by the limited partnership seeking to use the
32 name;

34 B. If ~~the~~ a foreign limited partnership seeking to file
under the same or deceptively similar name executes and
36 files with the Secretary of State proof that it will not do
business in this State under that same or deceptively
38 similar name but instead will do business under an assumed
name ~~that is not the same or similar to any corporate name,~~
40 ~~reserved name, registered name or assumed name under this~~
~~chapter or Title 13-A or 13-B or any mark under Title 10 as~~
42 provided in section 405;

44 **Sec. 48. 31 MRSA §403, sub-§§3 and 4 are enacted to read:**

46 3. Names of limited partnerships suspended. Subsection 1,
paragraph C does not apply to the name of any limited
48 partnership, the certificate of which is suspended on and after
the 3rd anniversary of the suspension.

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2 4. Final determination of availability. The Secretary of
3 State shall make the final determination regarding the
4 availability of a name for filing.

6 Sec. 49. 31 MRSA §406, as enacted by PL 1991, c. 552, §2 and
7 affected by §4, is amended to read:

8 **§406. Registered name and renewal for foreign limited partnership;
9 termination**

10 1. **Name registered.** Any foreign limited partnership may
11 register its name under this chapter provided that the name meets
12 the requirements of section 403, subsection 1.

13 2. **Application.** The registration must be made by
14 delivering for filing an application for registration setting
15 forth:

16 A. The name of the limited partnership;

17 B. The state or territory under the laws of which it is
18 organized;

19 C. The date of its organization;

20 D. A statement that it is actually engaged in business
21 activities;

22 E. A brief statement of the activities in which it is
23 engaged; and

24 F. A certificate of good standing or its equivalent from
25 the proper officer of its jurisdiction of organization. The
26 certificate of good standing must have been made not more
27 than 90 days prior to the delivery of the application for
28 filing.

29 3. **Registration effective.** The registration is effective
30 until the close of the calendar year in which the application is
31 filed.

32 4. **Renewal of registration.** A limited partnership that has
33 registered its name under this section may renew the registration
34 from year to year by annually filing an application for renewal.
35 The application for renewal must set forth the information
36 required in subsection 2. The renewal application for the next
37 calendar year may be filed between the first day of October and
38 the 31st day of December in each year.

2 5. Termination of name. A foreign limited partnership may
3 terminate a registered name by executing and delivering for
4 filing a statement setting forth:

6 A. The name of the limited partnership and the address of
7 its principal or registered office;

8 B. The state or territory under the laws of which it is
9 organized;

10 C. The date of its organization; and

12 D. That the registration of name is terminated.

14 **Sec. 50. 31 MRSA §407, sub-§1, ¶B,** as enacted by PL 1991, c.
16 552, §2 and affected by §4, is amended to read:

18 B. A registered agent for service of process on the limited
19 partnership. The agent may be either:

20 (1) An individual resident of this State whose
22 business office or residential address is identical
23 with the limited partnership's registered office; or

24 (2) A domestic or foreign corporation, whether
26 business or nonprofit, authorized to do business or
27 carry on activities in this State and ~~having a business~~
28 ~~or whose~~ registered office identical ~~with the limited~~
29 ~~partnership's~~ also serves as the registered office of
30 the limited partnership.

32 **Sec. 51. 31 MRSA §407, sub-§3, ¶B,** as enacted by PL 1991, c.
34 552, §2, and affected by §4, is amended to read:

36 B. When the registered agent does not appoint a successor:

38 (1) A statement of resignation;

40 (2) The names of all the limited partnerships; and

42 (3) An attached affidavit stating that ~~at least 30~~
43 ~~days prior to and again~~ on or about the date of the
44 filing of certificate of resignation, notices were sent
45 by certified or registered mail to a general partner of
46 each limited partnership from which the registered
47 agent is resigning as registered agent at the address
48 of the general partner as shown on the most recent
49 annual report of the limited partnership. ~~The notices~~
50 ~~must be sent to the principal office of each~~
~~partnership within or outside this State, if known to~~

2 the--registered-agent-or,--if-not,--to--the--last--known
address--of--the--individual--at--whose--request--the
4 registered-agent-was-appointed.

6 The resignation takes effect under this paragraph 30--days
after upon filing the certificate is--filed with the
Secretary of State.

8 Sec. 52. 31 MRSA §§415 and 416 are enacted to read:

10 **§415. Access to data base**

12 The Secretary of State may provide public access to the data
14 base through a dial-in modem, through public terminals and
16 through electronic duplicates of the data base. If access to the
18 data base is provided to the public, the Secretary of State may
adopt rules in accordance with the Maine Administrative Procedure
Act to establish a fee schedule and governing procedures.

20 **§416. Publications**

22 1. Fee schedule. The Secretary of State may establish by
24 rule in accordance with the Maine Administrative Procedure Act a
fee schedule to cover the cost of printing and distribution of
26 publications and to set the procedures for the sale of these
publications.

28 2. Deposit in fund. All fees collected pursuant to this
30 section must be deposited in a fund for use by the Secretary of
32 State for the purpose of replacing and updating publications
offered in accordance with this chapter and for funding new
publications.

34 Sec. 53. 31 MRSA §422, sub-§2, as enacted by PL 1991, c. 552,
36 §2 and affected by §4, is amended to read:

38 2. Inaccuracies. A general partner who becomes aware that
any statement in a certificate of limited partnership, or any
40 certificate filed under this section,--was-inaccurate-when-made,
or,--as-a-result-of-subsequent-events, has become inaccurate in
42 any material respect as a result of subsequent events, shall
promptly amend the certificate.

44 Sec. 54. 31 MRSA §422-A is enacted to read:

46 **§422-A. Certificate of correction**

48 A general partner who becomes aware that any statement in a
50 certificate of limited partnership, or any certificate filed
under this section, was inaccurate when made shall file a

2 certificate of correction with the Secretary of State. The
3 certificate of correction must specify the inaccuracy or defect
4 to be corrected and set forth that portion of the instrument in
5 corrected from. The corrected instrument is effective as of the
6 date the original instrument was filed, except as to those
7 persons who are substantially and adversely affected by the
8 correction and as to those persons the corrected instrument is
9 effective from the filing date.

10 **Sec. 55. 31 MRSA §424, sub-§1**, as enacted by PL 1991, c. 552,
11 §2 and affected by §4, is amended to read:

12 **1. Signatures.** The documents must be signed by at least one
13 general partner, except as follows:

14 **A.** In the case of an initial certificate of limited
15 partnership, by all general partners;

16 **B.** In the case of a certificate of amendment or restatement
17 or certificate of correction:

18 (1) By at least one general partner; and

19 (2) By each other general partner designated in the
20 certificate of amendment as a new general partner.

21 If the certificate of amendment reflects the withdrawal of a
22 general partner as a general partner, it need not be signed
23 by that former general partner; or

24 **C.** In the case of a certificate of cancellation or other
25 certificate filed after the dissolution of a limited
26 partnership:

27 (1) By all general partners;

28 (2) If neither the general nor the limited partners
29 are winding up the limited partnership's affairs, then
30 by all liquidating trustees; or

31 (3) If the limited partners are winding up the limited
32 partnership's affairs, then by a majority in interest
33 of the limited partners.

34 **Sec. 56. 31 MRSA §492, sub-§3, ¶¶G and H**, as enacted by PL
35 1991, c. 552, §2 and affected by §4, are amended to read:

36 **G.** The date on which the foreign limited partnership first
37 did, or intends to do, business in this State; and

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2 H. A certificate of good standing or its equivalent from the
3 proper officer of its jurisdiction of organization. The
4 certificate of good standing or its equivalent must have
5 been made not more than 90 days prior to the delivery of the
6 application for filing; and

7 **Sec. 57. 31 MRSA §492, sub-§3, ¶I** is enacted to read:

8 I. The address of the registered or principal office of the
9 limited partnership in the jurisdiction of its organization.

10 **Sec. 58. 31 MRSA §494, sub-§2, ¶B**, as enacted by PL 1991, c.
11 552, §2 and affected by §4, is amended to read:

12 B. A registered agent for service of process on the limited
13 partnership. The agent may be either:

14 (1) An individual resident of this State whose business
15 office or residential address is identical with the
16 limited partnership's registered office; or

17 (2) A domestic or foreign corporation, whether business
18 or nonprofit, authorized to do business or carry on
19 activities in this State ~~having a business or~~ whose
20 registered office ~~identical with the~~ limited
21 partnership's also serves as the registered office of
22 the limited partnership.

23 **Sec. 59. 31 MRSA §494, sub-§4, ¶B**, as enacted by PL 1991, c.
24 552, §2 and affected by §4, is amended to read:

25 B. When the registered agent does not appoint a successor:

26 (1) A statement of resignation;

27 (2) A list of the names of all the limited
28 partnerships represented by the agent; and

29 (3) An attached affidavit stating that ~~at least 30 days~~
30 ~~prior to and~~ again on or about the date of the filing
31 of certificate of resignation, notices that the
32 registered agent is resigning as registered agent were
33 sent by certified or registered mail to the registered
34 or principal office of each limited partnership within
35 ~~or outside this State, if known to the registered agent~~
36 ~~or, if not, to the last known address of the individual~~
37 ~~at whose request the registered agent was appointed in~~
38 the jurisdiction of its organization, as filed with the
39 Secretary of State.

2 The resignation takes effect under this paragraph 60--days
after upon filing the certificate is--filed with the
4 Secretary of State.

6 **Sec. 60. 31 MRSA §494, sub-§6**, as enacted by PL 1991, c. 552,
§2 and affected by §4, is amended to read:

8 **6. Resignation of agent; appointment by partnership;**
9 **service of process.** After receipt of the notice of the
10 resignation of its registered agent under subsection 3, paragraph
11 B, a limited partnership shall file a certificate of amendment
12 designating a new registered agent. If the partnership fails to
13 appoint a new registered agent within ~~the 60-day period~~ 30 days
14 after the filing of the certificate of resignation, the
15 authority of that foreign limited partnership to carry on
16 business in this State is canceled and the foreign limited
17 partnership may not carry on business in this State.

18 A. ~~The authority of that foreign limited partnership to~~
19 ~~carry out business in this State is canceled and the foreign~~
20 ~~limited partnership may not carry out business in this~~
21 ~~State, and~~

22 B. ~~Legal process against the limited partnership may be~~
23 ~~served upon the Secretary of State in accordance with~~
24 ~~section 501.~~

25 **Sec. 61. 31 MRSA §495**, as enacted by PL 1991, c. 552, §2 and
26 affected by §4, is amended to read:

27 **§495. Amendments to application**

28 If any statement in the application for authority to do
29 business of a foreign limited partnership was ~~materially~~
30 ~~inaccurate when made or has become materially~~ becomes
31 inaccurate as a result of subsequent events, the foreign limited partnership
32 shall promptly file with the Secretary of State a certificate,
33 executed by a general partner, correcting the statement.

34 **Sec. 62. 31 MRSA §495-A** is enacted to read:

35 **§495-A. Certificate of correction**

36 If any statement in the application for authority to do
37 business of a foreign limited partnership was materially
38 inaccurate when made, the foreign limited partnership shall
39 promptly file with the Secretary of State a certificate, executed
40 by a general partner, correcting the statement. The certificate
41 of correction must specify the inaccuracy or defect to be
42 corrected and set forth that portion of the instrument in

2 corrected form. The corrected instrument is effective as of the
3 date the original instrument was filed, except as to those
4 persons who are substantially and adversely affected by the
5 corrections, and as to those persons the corrected instrument is
6 effective from the filing date.

7 **Sec. 63. 31 MRSA §498, sub-§2, ¶¶B and C, as enacted by PL**
8 **1991, c. 552, §2 and affected by §4, are amended to read:**

9 **B. The authority of a foreign limited partnership may be**
10 **revoked only after:**

11 (1) The Secretary of State has mailed to the
12 partnership's last registered office in this State and
13 to its last registered or principal office in its
14 jurisdiction or organization as filed with the
15 Secretary of State at least 60 30 days' notice of
16 pending revocation of its authority to do business in
17 this State. The notice must specify the default; and

18 (2) The partnership has not, prior to revocation,
19 removed the ground of default specified in the notice.

20 C. After the expiration of the 60-day 30-day notice period,
21 if a foreign limited partnership has not corrected the
22 specified default or convinced the Secretary of State, by
23 affidavit or otherwise, that there was no misrepresentation
24 relative to paragraph A, subparagraph (5), the Secretary of
25 State shall issue and file a certificate revoking the
26 foreign limited partnership's authority to do business in
27 this State and shall mail copies of the certificate of
28 revocation to the foreign limited partnership's last
29 registered office in this State and to its last registered
30 or principal office in its jurisdiction of organization as
31 filed with the Secretary of State.

32 **Sec. 64. 31 MRSA §499, as enacted by PL 1991, c. 552, §2 and**
33 **affected by §4, is repealed and the following enacted in its**
34 **place:**

35 **§499. Execution of documents; liability for false statements**

36 **1. Signature on document. Documents must be signed by at**
37 **least one general partner, except as otherwise provided.**

38 **2. False swearing; false statements. Section 424,**
39 **subsection 3 governing false swearing and section 427 on**
40 **liability for false statements apply to foreign limited**
41 **partnerships as if the application for authority to do business**
42 **were a certificate of limited partnership.**

2 **Sec. 65. 31 MRSA §526, sub-§4**, as enacted by PL 1991, c. 552,
§2 and affected by §4, is amended to read:

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6 **4. Registered name.** For filing and of an application for a
registered name of a foreign limited partnership under section
406, a fee of \$20 per month for the number of months or fraction
8 of a month remaining in the calendar year when first filing. For
filing applicatiens an application to renew the registration of a
10 registered name, a fee of \$155;

12 **Sec. 66. 31 MRSA §526, sub-§4-A** is enacted to read:

14 **4-A. Termination of registered name.** For filing of a
16 termination of registered name under section 406, subsection 5, a
fee of \$20;

18 **Sec. 67. 31 MRSA 526, sub-§§5 and 7**, as enacted by PL 1991, c.
20 552, §2 and affected by §4, are amended to read:

22 **5. Change of registered agent or registered office for**
domestic limited partnerships. For filing of a certificate by a
24 registered agent under section 407 or a certificate of amendment
under section 422, changing the registered agent or address of
the registered office or resigning, a fee in the amount of \$20;

26 **7. Certificate of limited partnership, amendment or**
28 **cancellation.** For filing of a certificate of limited partnership
under section 421, a certificate of amendment under section 422,
30 except as provided in subsection 5, or a certificate of
cancellation under section 423, a fee in the amount of \$250;

32 **Sec. 68. 31 MRSA §526, sub-§7-A** is enacted to read:

34 **7-A. Certificate of correction.** For filing of a
36 certificate of correction under section 422-A, a fee in the
amount of \$20;

38 **Sec. 69. 31 MRSA §526, sub-§8**, as enacted by PL 1991, c. 552,
40 §2 and affected by §4, is amended to read:

42 **8. Foreign limited partnerships.** For filing of an
44 application for authority to do business as a foreign limited
partnership under section 492, a certificate of amendment under
46 section 495, except as provided in subsection 9, or a certificate
of cancellation under section 496, a fee in the amount of \$250;

48 **Sec. 70. 31 MRSA §526, sub-§8-A** is enacted to read:

2 8-A. Certificate of correction for foreign limited
3 partnerships. For filing of a certificate of correction under
4 section 495-A, a fee in the amount of \$30;

6 Sec. 71. 31 MRSA §526, sub-§§9 and 12, as enacted by PL 1991,
7 c. 552, §2 and affected by §4, are amended to read:

8 9. Change of registered agent or registered office for
9 foreign limited partnerships. For filing of a certificate by a
10 registered agent under section 494 or a certificate of amendment
11 under section 495, changing the registered agent or address of
12 the registered office or resigning, a fee in the amount of \$30;

14 12. Issuing certificate. For issuing any a short form
15 certificate of the Secretary of State, including but not limited
16 to a certificate of existence, other than a certification of a
17 copy under subsection 11 change of name, a fee in the amount of
18 \$25. For issuing a short form certificate of limited partnership
19 condition, a fee in the amount of \$25. For issuing a long form
20 certificate of limited partnership condition, listing amendments,
21 a fee in the amount of \$35. For issuing a certificate of
22 diligent search, a fee in the amount of \$45. For issuing a
23 specially worded certificate, a fee in the amount of \$45;

24 Sec. 72. 31 MRSA §526, sub-§§15 and 16, as enacted by PL 1991,
25 c. 780, Pt. U, §31, are amended to read:

28 15. Annual report. For filing of an annual report under
29 section 529, a fee of \$60; and

30 16. Information request. For written response to a request
31 for information on file, \$5; and

34 Sec. 73. 31 MRSA §526, sub-§17 is enacted to read:

36 17. Service of process on Secretary of State as agent. For
37 accepting service of process under sections 409, 410, 500 or 501,
38 a fee in the amount of \$20.

40 STATEMENT OF FACT

42 This bill corrects erroneous or outdated references, titles
43 and misspellings. It requires the cross-checking of corporate
44 and limited partnership names and mark text for availability
45 prior to filing and clarifies provisions allowing a corporation,
46 limited partnership or owner of a mark to grant permission to
47 another entity for the use of a similar name. It also clarifies
48 that certain cooperatives are formed for a "nonprofit" purpose,
49 but are governed as business corporations.

2 This bill provides for the termination of foreign
3 corporation and limited partnership registrations and for the
4 cancellation of assumed names and specifies fees. It further
5 specifies fees for a certificate of correction and an application
6 for excuse, and provides for a limited partnership certificate of
7 correction. It provides for certificates of diligent search and
8 specially worded certificates, specifies fees and provides for a
9 uniform fee for copies of documents.

10 This bill clarifies that the registered office of a
11 corporation who acts as a registered agent for another
12 corporation or limited partnership will also serve as the
13 registered office for that entity. It provides for uniform
14 effective dates and notification procedures in the event a
15 registered agent resigns or the entity fails to appoint a
16 successor.

17 This bill requires that the formation of a corporation by a
18 municipality be by a majority of the municipal officers. It
19 lengthens the amount of time certain nonprofit corporations have
20 after certification to file with the registry of deeds. It
21 clarifies that an amendment to the articles is required if a
22 corporation managed by the shareholders ceases to be closely held
23 and it clarifies the application of the stock fees. It further
24 clarifies when a nonprofit corporation must begin filing reports
25 after resumption.

26 This bill provides for the protection of a limited
27 partnership name up to 3 years after suspension. It requires a
28 foreign limited partnership to provide the address of its
29 registered or principal office in the jurisdiction of its
30 organization when qualifying to do business in this State. It
31 provides for public access to the limited partnership data base
32 and for publications of the limited partnership law. It provides
33 one fee for the change of agent of a limited partnership,
34 clarifies who must sign limited partnership documents and
35 specifies a fee for service of process on the Secretary of State
36 under the law pertaining to limited partnerships.
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