

MAINE STATE LEGISLATURE

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116th MAINE LEGISLATURE

SECOND REGULAR SESSION-1994

Legislative Document

No. 1713

S.P. 615

In Senate, January 11, 1994

An Act to Clarify Maine Corporate Laws.

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

A handwritten signature in cursive script that reads "Joy J. O'Brien".

JOY J. O'BRIEN
Secretary of the Senate

Presented by Senator CONLEY of Cumberland.
Cosponsored by Representatives: LOOK of Jonesboro, ROWE of Portland.

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

2 Sec. 1. 10 MRSA §1522, sub-§1, ¶¶F and G, as amended by PL
4 1993, c. 316, §4, are further amended to read:

6 F. Consists of or comprises a mark that so resembles a mark
8 registered in this State or a mark or trade name previously
10 used in this State by another and not abandoned, as to be
12 likely, when applied to the goods or services of the
14 applicant, to cause confusion or mistake or to deceive,
unless the registered owner or holder of the other mark
executes and files with the Secretary of State proof of
authorization of the use of a similar mark by the applicant
seeking to use the similar mark; or

16 G. Consists of or comprises any corporate or limited
18 partnership name, unless the corporation or limited
20 partnership executes and files with the Secretary of State
22 proof of authorization of the use of a mark similar to the
corporation or limited partnership's name by the applicant
seeking to use the mark;

24 Sec. 2. 10 MRSA §1522, sub-§1, ¶¶H and I are enacted to read:

26 H. Consists of or comprises language that is obscene,
contemptuous, profane or prejudicial; or

28 I. Inappropriately promotes abusive or unlawful activity.

30 Sec. 3. 11 MRSA §9-407, sub-§(2), as amended by PL 1989, c.
32 600, Pt. A, §§20 to 22, is further amended to read:

34 (2) Upon the written request of any person, the filing
36 officer shall issue a certificate of information, in such form as
38 the Secretary of State may approve, showing whether there is on
40 file on the date and hour stated therein any presently effective
42 financing statement naming a particular debtor and any statement
44 of assignment thereof and if there is, giving the date and hour
46 of filing of each such statement and the names and addresses of
48 each secured party therein. ~~The uniform fee for a certificate~~
shall be certification is \$10 for the first page of that
certificate, plus 50¢ for each additional page of the certificate
after the first page. Upon request the filing officer shall
furnish a copy of any filed financing statement, continuation
statement, termination statement, statement of assignment or
statement of release for a fee of \$2 ~~and if any such statement~~
consists of more than 3 pages, an additional fee of plus 50¢ for
the 4th and each succeeding page of the copy after the first page.

2 Notwithstanding this subsection, if the filing officer is a
3 municipal clerk or a register of deeds, issuance of the
4 certificate of information is discretionary.

5 Upon reasonable request and within the existing ability of the
6 office of the Secretary of State to respond, the filing officer
7 shall furnish to any municipal clerk, without charge and for
8 municipal purposes only, a copy of any filed financing statement,
9 continuation statement, termination statement, statement of
10 assignment or statement of release.

11 **Sec. 4. 13-A MRSA §301, sub-§8 is enacted to read:**

12 8. The Secretary of State, in the Secretary of State's
13 discretion, may refuse to file a name that:

14 A. Consists of or comprises language that is obscene,
15 contemptuous, profane or prejudicial;

16 B. Inappropriately promotes abusive or unlawful activity; or

17 C. Falsely suggests an association with public institutions.

18 **Sec. 5. 13-A MRSA §1302, sub-§1, as amended by PL 1991, c.**
19 **780, Pt. U, §7, is further amended to read:**

20 **1. A corporation required to deliver an annual report for**
21 **filing as provided by section 1301 that fails to deliver its**
22 **properly completed annual report to the Secretary of State shall**
23 **pay, in addition to the regular annual report fee, the sum of**
24 **\$25, providing the report is received by the Secretary of State**
25 **prior to revocation or suspension. Upon failure to file the**
26 **annual report and to pay the annual report fee or the penalty,**
27 **the Secretary of State, notwithstanding Title 4, chapter 25 and**
28 **Title 5, chapter 375, shall revoke a foreign corporation's**
29 **authority to do business in this State and suspend a domestic**
30 **corporation from doing business. The Secretary of State shall**
31 **use the procedures set forth in section 1210, relative to**
32 **revoking the right of foreign corporations to do business in this**
33 **State, for suspending domestic corporations. A foreign**
34 **corporation whose authority to do business in this State has been**
35 **revoked under this subsection that wishes to do business again in**
36 **this State must be authorized as provided in section 1202. A**
37 **domestic corporation that has been suspended under this**
38 **subsection may be reinstated by filing the current annual report,**
39 **together with the current annual filing fee, and by paying the**
40 **sum of \$125 for each year the corporation failed to file an**
41 **annual report. The maximum fee for reinstatement may not exceed**
42 **\$500, regardless of the number of delinquent reports or the**
43 **period of delinquency.**

2 **Sec. 6. 13-B MRSA §301, sub-§7** is enacted to read:

4 7. Refuse filing. The Secretary of State, in the Secretary
6 of State's discretion, may refuse to file a name that:

8 A. Consists of or comprises language that is obscene,
10 contemptuous, profane or prejudicial;

12 B. Inappropriately promotes abusive or unlawful activity; or

14 C. Falsely suggests an association with public institutions.

16 **Sec. 7. 31 MRSA §403, sub-§5** is enacted to read:

18 5. Refuse filing. The Secretary of State, in the Secretary
20 of State's discretion, may refuse to file a name that:

22 A. Consists of or comprises language that is obscene,
24 contemptuous, profane or prejudicial;

26 B. Inappropriately promotes abusive or unlawful activity; or

28 C. Falsely suggests an association with public institutions.

30 **Sec. 8. 31 MRSA §497, sub-§4**, as enacted by PL 1991, c. 552,
32 §2 and affected by §4, is amended to read:

34 4. **Penalty.** The Secretary of State may fine any foreign
36 limited partnership doing business in this State without first
38 having been granted the authority to do business in this State
40 \$750 for each year or part of a year during which the foreign
42 limited partnership failed to obtain authority to do business in
44 this State.

46 **Sec. 9. 33 MRSA §1905, sub-§2, ¶A**, as enacted by PL 1989, c.
48 502, Pt. A, §121, is amended to read:

50 A. Cause a certificate of release or nonattachment to be
 marked, held and indexed as if the certificate were a
 termination statement within the meaning of the Uniform
 Commercial Code, ~~Title 11, but the notice of lien to which~~
 ~~the certificate relates may not be removed from the files;~~
 and

Sec. 10. 33 MRSA §1905, sub-§4, as enacted by PL 1989, c. 502,
 Pt. A, §121, is amended to read:

 4. **Filing; fees.** Upon the written request of any person,
 the Secretary of State shall issue a certificate showing whether

2 there is on file, on the date and hour stated in the request, any
4 notice of lien or certificate or notice affecting any lien filed
6 under this chapter naming a particular person and, if a notice or
8 certificate is on file, giving the date and hour of filing of
10 each notice or certificate. The fee for a ~~certificate~~
certification is \$5 ~~\$10~~, plus 50¢ for each page of the
12 certificate after the first page. Upon request, the Secretary of
14 State shall furnish a copy of any notice of federal lien, or
16 notice or certificate affecting a federal lien, for a fee of \$1-a
18 \$2, plus 50¢ for each page of the copy after the first page.

20 **Sec. 11. 33 MRSA §1906**, as enacted by PL 1989, c. 502, Pt. A,
22 §121, is amended to read:

24 **§1906. Fees**

26 Applicable fees shall be governed by ~~section 751, subsection~~
28 ~~8-~~and Title 5, section 86.

30 **STATEMENT OF FACT**

32 This bill provides the Secretary of State with the
34 discretion to refuse to file corporate names that are obscene,
36 inappropriate or misleading and sets a maximum fee for
reinstatement of business corporations after suspension. The
bill also simplifies the fee structure for lien searches.

34 This document has not yet been reviewed to determine the
36 need for cross-reference, stylistic and other technical
amendments to conform existing law to current drafting standards.