

# MAINE STATE LEGISLATURE

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# 117th MAINE LEGISLATURE

## FIRST REGULAR SESSION-1995

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Legislative Document

No. 1553

S.P. 573

In Senate, May 25, 1995

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**An Act to Simplify the Process of Registering Business Entities.**

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Reference to the Committee on Business and Economic Development suggested and ordered printed.

A handwritten signature in cursive script that reads "May M. Ross".

MAY M. ROSS  
Secretary of the Senate

Presented by Senator HARRIMAN of Cumberland.

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

2  
4       **Sec. 1. 5 MRSA §191, 4th ¶**, as amended by PL 1971, c. 439, §7,  
is further amended to read:

6       For certificate that any corporation has ceased to transact  
business and is excused from filing annual returns, as authorized  
8       in Title 13-A, section ~~1301~~ 1303-A, subsection 4 1, \$5; and

10       **Sec. 2. 5 MRSA §191, 5th ¶**, as amended by PL 1971, c. 439, §7,  
is repealed.

12       **Sec. 3. 9-B MRSA §317, sub-§3, ¶C**, as amended by PL 1979, c.  
14       663, §37, is further amended to read:

16       C. The clerk or secretary shall exercise the following  
18       powers.

20           (1) The clerk or secretary shall record or cause to be  
recorded the proceedings and actions of all meetings of  
the stockholders or directors, and give or cause to be  
22           given all notices required by law or action of the  
directors for which no other provision is made. If no  
24           person is elected to this office, the treasurer, or, in  
his the treasurer's absence, another officer of the  
26           institution designated by the directors, ~~shall be~~ is ex  
officio clerk of the institution and of the directors.

28           (2) Within 30 days after the annual meeting of the  
board for election of officers, the clerk shall cause  
30           to be published in a local newspaper of general  
circulation in the county where the institution's  
32           principal office is located, or, in such other  
newspapers as the superintendent may designate, a list  
34           of the officers and directors thereof. ~~He~~ The clerk  
shall return a copy of ~~such~~ that list of officers and  
36           directors to the superintendent within ~~said~~ 30 days,  
38           which ~~shall~~ must be kept on file in the  
superintendent's office for public inspection.

40           (3) The clerk or secretary, in the absence of a  
42           provision in the bylaws to the contrary, shall perform  
the functions of clerk in accordance with Title 13-A,  
44           section 304.

46       **Sec. 4. 9-B MRSA §327, sub-§3, ¶C**, as amended by PL 1979, c.  
48       663, §38, is further amended to read:

50       C. The clerk or secretary shall exercise the following  
powers.

2 (1) The clerk or secretary shall record or cause to be  
4 recorded the proceedings and actions of all meetings of  
6 the corporators, members or directors, and give or  
8 cause to be given all notices required by law or action  
10 of the directors for which no other provision is made.  
12 If no person is elected to this office, the treasurer,  
14 or, in his the treasurer's absence, another officer of  
16 the institution designated by the directors, ~~shall be~~  
18 is ex officio clerk of the institution and of the  
20 directors.

22 (2) Within 30 days after the annual meeting of the  
24 board for election of officers, the clerk shall cause  
26 to be published in a local newspaper of general  
28 circulation in the county where the institution's  
principal office is located, or, in such other  
newspapers as the superintendent may designate, a list  
of the officers and directors thereof. ~~He~~ The clerk  
shall return a copy of ~~such~~ that list of officers and  
directors to the superintendent within ~~said~~ 30 days,  
which shall must be kept on file in the  
superintendent's office for public inspection.

24 (3) The clerk or secretary, in the absence of a  
26 provision in the bylaws to the contrary, shall perform  
28 the functions of clerk in accordance with Title 13-A,  
section 304.

30 **Sec. 5. 10 MRSA §1521, sub-§2,** as amended by PL 1993, c. 316,  
32 §2, is further amended to read:

34 **2. Corporate name.** "Corporate name" includes any corporate  
36 name, reserved name, registered name or assumed name as those  
38 terms are used in Title 13-A, sections 301, ~~302, 303~~ and 307 and  
40 Title 31, sections 802 and 804 respectively and includes any  
corporate name, reserved name, registered name or assumed name as  
those terms are used in Title 13-B, sections 301, 302, 303 and  
308 respectively.

42 **Sec. 6. 10 MRSA §1521, sub-§2-A,** as enacted by PL 1993, c.  
316, §3, is amended to read:

44 **2-A. Limited partnership name.** "Limited partnership name"  
46 includes any limited partnership name, reserved name, assumed  
48 name or registered name as those terms are used in Title 31,  
sections 403, 404 802, 405 803 and 406 804 respectively.

50 **Sec. 7. 10 MRSA §1521, sub-§2-B,** as enacted by PL 1993, c.  
718, Pt. B, §1, is amended to read:

2           **2-B. Limited liability company name.** "Limited liability  
3 company name" includes a limited liability company name, reserved  
4 name, assumed name or registered name as those terms are used in  
5 Title 31, ~~sections~~ section 603 and sections 802 to 804.

6           **Sec. 8. 13-A MRSA §104, sub-§1, ¶C,** as enacted by PL 1989, c.  
7 501, Pt. L, §9, is amended to read:

8           C. In the case of annual reports, as provided in Title 31,  
9 section ~~1301~~ 853, subsection 3.

10           **Sec. 9. 13-A MRSA §106,** as amended by PL 1991, c. 465, §16,  
11 is repealed.

12           **Sec. 10. 13-A MRSA §301, sub-§1, ¶B,** as amended by PL 1993, c.  
13 316, §12, is further amended to read:

14           B. May not be the same as, or deceptively similar to, the  
15 name of any domestic corporation existing under the laws of  
16 this State or any foreign corporation authorized to transact  
17 business or to carry on activities in this State, or a name  
18 the exclusive right to which is, at the time, reserved in  
19 the manner provided in this Act, or in Title 13-B, section  
20 302, or the name of a corporation that has in effect a  
21 registration of its corporate name as provided in this Act,  
22 or in Title 13-B, section 303, or the assumed name of a  
23 corporation as provided for in section 307, or in Title  
24 13-B, section 308, unless:

25           (1) The other corporation executes and files with the  
26 Secretary of State, as provided in ~~sections~~ section 104  
27 ~~and 106 or in~~, Title 13-B, sections 104 and 106 or in  
28 Title 31, section 822, proof of a resolution of its  
29 board of directors authorizing the use of a similar  
30 name by the corporation seeking to use the similar  
31 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~~ section 104  
35 ~~and 106~~ Title 31, section 822, proof of a resolution of  
36 its board of directors that it will not do business  
37 under that similar or identical name, but instead will  
38 do business under an assumed name, as provided for in  
39 section 307;

40           **Sec. 11. 13-A MRSA §301, sub-§1, ¶C,** as repealed and replaced  
41 by PL 1993, c. 316, §13, is amended to read:

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

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

10 (2) A foreign corporation seeking to file under a  
similar or identical name executes and files with the  
12 Secretary of State, as provided in ~~sections~~ section 104  
and ~~106~~ Title 31, section 822, proof of a resolution of  
14 its board of directors that it will not do business  
under that similar or identical name, but instead will  
16 do business under an assumed name, as provided for in  
section 307; and

18 **Sec. 12. 13-A MRSA §301, sub-§1, ¶D**, as amended by PL 1993, c.  
20 718, Pt. B, §4, is further amended to read:

22 D. May not be the same as, or deceptively similar to, the  
name of any domestic limited partnership existing under the  
24 laws of this State or any foreign limited partnership  
authorized to transact business in this State, or a name the  
26 exclusive right to which is, at the time, reserved in the  
manner provided in Title 31, section 404 802, or the name of  
28 a limited partnership that has in effect a registration of  
its limited partnership name as provided in Title 31,  
30 section 406 804, or the assumed name of a limited  
partnership as provided for in Title 31, section 405 803,  
32 unless:

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

40 (2) A foreign corporation seeking to file under a  
similar or identical name executes and files with the  
42 Secretary of State, as provided in ~~sections~~ section 104  
and ~~106-of-this-Act~~ Title 31, section 822 , proof of a  
44 resolution of its board of directors that it will not  
do business under that similar or identical name, but  
46 instead will do business under an assumed name, as  
provided for in section 307; and

48 **Sec. 13. 13-A MRSA §301, sub-§1, ¶E**, as enacted by PL 1993, c.  
50 718, Pt. B, §5, is amended to read:

2 E. May not be the same as, or deceptively similar to, the  
4 name of a domestic limited liability company existing under  
6 the laws of this State or a foreign limited liability  
8 company authorized to transact business in this State or a  
10 name the exclusive right to which is at the time reserved in  
12 the manner provided in Title 31, section 604 802 or the name  
of a limited liability company that has in effect a  
registration of its limited liability company name as  
provided in Title 31, section 606 804 or the assumed name of  
a limited liability company as provided in Title 31, section  
605 803, unless:

14 (1) The limited liability company executes and files  
16 with the Secretary of State as provided in Title 31,  
18 section 603 proof of authorization of the use of a  
similar name by the corporation seeking to use the  
similar name; or

20 (2) A foreign corporation seeking to file under a  
22 similar or identical name executes and files with the  
24 Secretary of State as provided in ~~sections~~ section 104  
26 and ~~106~~ Title 31, section 822 proof of a resolution of  
its board of directors that the foreign corporation  
will not do business under that similar or identical  
name but will do business under an assumed name as  
provided in section 307.

28 **Sec. 14. 13-A MRSA §302**, as amended by PL 1983, c. 86, §2, is  
30 repealed.

32 **Sec. 15. 13-A MRSA §303**, as amended by PL 1993, c. 316, §17,  
34 is repealed.

36 **Sec. 16. 13-A MRSA §§305 and 306**, as enacted by PL 1971, c.  
439, §§1 and 27, are repealed.

38 **Sec. 17. 13-A MRSA §307, sub-§3**, as enacted by PL 1971, c. 439,  
40 §1, is amended to read:

42 3. Before transacting any business in this State under an  
44 assumed name, the corporation or foreign corporation shall  
execute and deliver for filing, in accordance with ~~sections~~  
section 104 and ~~106~~ Title 31, section 822, a statement setting  
46 forth:

48 A. The corporate name and the address of its registered  
office;

2 B. That it intends to transact business under an assumed  
name;

4 C. The assumed name ~~which~~ that it proposes to use; and

6 D. If ~~such~~ the assumed name is to be used at less than all  
8 of the corporation's places of business in this State, the  
locations where it will be used.

10 A separate ~~such~~ the statement shall ~~shall~~ must be executed and  
12 delivered for filing with respect to each assumed name ~~which~~ the  
corporation proposes to use.

14 **Sec. 18. 13-A MRSA §307, sub-§7**, as enacted by PL 1993, c.  
16 316, §18, is amended to read:

18 7. A corporation or foreign corporation may terminate an  
assumed name by executing and delivering, in accordance with  
20 ~~sections~~ section 104 and ~~106~~ Title 31, section 822, a statement  
setting forth:

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

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

28 C. The assumed name it intends to terminate.

30 **Sec. 19. 13-A MRSA §308**, as amended by PL 1989, c. 501, Pt.  
32 L, §15, is repealed.

34 **Sec. 20. 13-A MRSA §402, sub-§1**, as enacted by PL 1971, c.  
439, §1, is amended to read:

36 1. One or more persons, acting as incorporators, shall  
execute and file in accordance with ~~sections~~ section 104 and ~~106~~  
38 Title 31, section 822 articles of incorporation for ~~such~~ a  
corporation.

40 **Sec. 21. 13-A MRSA §503, sub-§3**, as enacted by PL 1971, c.  
42 439, §1, is amended to read:

44 3. Prior to the issue of any shares of a series established  
by resolution adopted by the board of directors, a statement  
46 shall ~~shall~~ must be executed and delivered for filing, as provided by  
~~sections~~ section 104 and ~~106~~ Title 31, section 822, and shall set  
48 forth:

50 A. The name of the corporation;

2 B. A copy of the resolution establishing and designating  
the series, and fixing and determining the relative rights  
4 and preferences, thereof;

6 C. The date of adoption of ~~such~~ the resolution; and

8 D. That ~~such~~ the resolution was duly adopted by the board  
of directors.

10 **Sec. 22. 13-A MRSA §520, sub-§3**, as enacted by PL 1971, c.  
12 439, §1, is amended to read:

14 3. If the shares are cancelled, a statement of cancellation  
shall must be executed and delivered for filing as provided by  
16 ~~sections~~ section 104 and ~~106~~ Title 31, section 822, and shall set  
forth:

18 A. The name of the corporation;

20 B. The number of redeemable shares reacquired and cancelled  
22 by redemption or purchase, itemized by classes and series;  
and

24 C. The number of shares ~~which~~ the corporation has authority  
26 to issue, itemized by classes and series, after giving  
effect to ~~such~~ cancellation, and summarized to show the  
28 aggregate par value of shares having par value ~~which~~ that  
the corporation is authorized to issue and the aggregate  
30 number of shares without par value ~~which~~ that it is  
authorized to issue.

32 **Sec. 23. 13-A MRSA §521, sub-§3**, as amended by PL 1979, c.  
34 127, §92, is further amended to read:

36 3. If the shares are cancelled, a statement of cancellation  
shall must be executed and delivered for filing as provided by  
38 ~~sections~~ section 104 and ~~106~~ Title 31, section 822, and shall set  
forth:

40 A. The name of the corporation;

42 B. The number of reacquired shares cancelled by resolution  
44 adopted by the board of directors, itemized by classes and  
series, and the date of the adoption of the resolution for  
46 their cancellation; and

48 C. The number of shares ~~which~~ the corporation has authority  
to issue, itemized by classes and series, after giving  
50 effect to ~~such~~ cancellation, and summarized to show the

2 aggregate par value of shares having par value ~~which~~ that  
the corporation is authorized to issue and the aggregate  
4 number of shares without par value ~~which~~ that it is  
authorized to issue.

6 **Sec. 24. 13-A MRSA §804, sub-§1**, as enacted by PL 1971, c.  
439, §1, is amended to read:

8  
10 1. The directors may, unless otherwise provided by the  
articles of incorporation, amend the articles, with respect to  
12 the registered office or the clerk of the corporation, by  
following the procedures specified in section 304; and the clerk  
14 may change the registered office by following the procedures  
specified in section 304.

16 **Sec. 25. 13-A MRSA §805, sub-§1, ¶D**, as enacted by PL 1971, c.  
439, §1, is amended to read:

18  
20 D. Upon adoption, articles of amendment ~~shall~~ must be  
executed and delivered for filing as provided in ~~sections~~  
22 section 104 and 106 Title 31, section 823.

24 **Sec. 26. 13-A MRSA §808, sub-§1**, as enacted by PL 1971, c.  
439, §1, is amended to read:

26 1. An amendment ~~shall take~~ takes effect as of the date of  
28 filing the articles of amendment by the Secretary of State as  
provided by Title 31, section 106 822.

30 **Sec. 27. 13-A MRSA §809, sub-§3**, as amended by PL 1973, c.  
483, §12, is further amended to read:

32  
34 3. Upon adoption of the restatement, a form entitled  
"Restated Articles of Incorporation" ~~shall~~ must be executed in  
36 accordance with ~~Section~~ section 104, which ~~shall~~ must set forth  
the same information as is required by section 807 in the case of  
38 articles of amendment substituting, wherever applicable, the word  
"restatement" for the word "amendment" and ~~shall~~ have the  
restatement attached thereto as an exhibit. Upon filing the  
40 restated articles with the restatement by the Secretary of State,  
in accordance with ~~Section-106~~ Title 31, section 823 the original  
42 articles of incorporation as amended and supplemented ~~shall~~ must  
be superseded, and the restatement, including any further  
44 amendments and changes made ~~thereby~~, ~~shall~~ must be the articles  
of incorporation of the corporation.

46  
48 **Sec. 28. 13-A MRSA §810, sub-§4**, as enacted by PL 1971, c.  
439, §1, is amended to read:

2 4. Articles of amendment approved by decree or other order  
of ~~sueh~~ the court shall must be executed by the trustee or  
4 trustees or other person or persons as provided by subsection 1,  
and shall certify that ~~sueh~~ the amendment is authorized by the  
6 plan of reorganization or decree or the order of the court  
relative thereto, and that the plan has been confirmed as  
8 specified in the applicable Act of Congress with the title and  
venue of the proceeding and the date when the decree or order  
10 confirming the plan was made. ~~Sueh~~ The articles of amendment  
shall must be filed in accordance with Title 31, section 106 822.

12 **Sec. 29. 13-A MRSA §903, sub-§1,** as enacted by PL 1971, c.  
439, §1, is amended to read:

14  
16 1. When the merger or consolidation has been approved by  
the shareholders of the participating corporations, or approved  
18 without their vote pursuant to section 902, subsection 5,  
articles of merger or consolidation shall must be executed by  
each participating corporation and shall be delivered for filing  
20 as provided by ~~seetiens~~ section 104 and ~~106~~ Title 31, section  
822. The articles of merger or consolidation shall must set forth:

22 A. The plan of merger or the plan of consolidation;

24 B. As to each participating corporation,

26 (1) The number of shares outstanding and the number of  
28 shares entitled to vote on ~~sueh~~ the plan, and the  
number of ~~sueh~~ the shares voted for and against the  
30 plan; and

32 (2) If the shares of any class were entitled to vote  
as a class, the designation and number of the  
34 outstanding shares of each ~~sueh~~ class, and the number  
of shares of each ~~sueh~~ class voted for and against the  
36 plan; and

38 (3) If a plan of merger was adopted by the  
participating corporation ~~whieh~~ that is to become the  
40 surviving corporation in the merger without any vote of  
its shareholders, pursuant to section 902, subsection  
42 5, then in lieu of the information required by  
subparagraphs (1) and (2), as to ~~sueh~~ that corporation  
44 the articles of merger shall must set forth that there  
was no vote of shareholders, and shall further state  
46 the number of shares of each class outstanding  
immediately prior to the effective date of the merger,  
48 and the number of shares of each class to be issued or  
delivered pursuant to the plan of merger; and

50

2 C. The date when the merger or consolidation is to take  
effect if such the effective date is postponed to a date,  
4 not to exceed 60 days, subsequent to the filing date of the  
articles of merger or consolidation.

6 **Sec. 30. 13-A MRSA §904, sub-§1, ¶C**, as enacted by PL 1971, c.  
439, §1, is amended to read:

8  
10 C. On or after the 30th day after the mailing of a copy of  
the plan of merger to shareholders of each participating  
12 subsidiary corporation, or upon the waiver thereof by the  
holders of all outstanding shares, articles of merger shall  
14 must be executed and delivered for filing, as provided by  
~~sections~~ section 104 and ~~106~~ Title 31, section 822, and  
shall must set forth:

- 16 (1) The plan of merger;
- 18 (2) The number of outstanding shares of each class of  
20 each participating subsidiary corporation and the  
number of such the shares of each class owned by the  
22 parent, surviving corporation; and
- 24 (3) The date of the mailing to shareholders of each  
participating subsidiary corporation of a copy of the  
26 plan of merger.

28 **Sec. 31. 13-A MRSA §906, sub-§4, ¶B**, as enacted by PL 1971, c.  
439, §1, is amended to read:

30  
32 B. It shall, in every case, execute and deliver to the  
Secretary of State, as provided by ~~sections~~ section 104 and  
34 ~~106~~ Title 31, section 822, a document setting forth:

- 36 (1) The name of the surviving or new corporation;
- 38 (2) An agreement that it will promptly pay to the  
dissenting shareholders of any participating domestic  
40 corporation the amount, if any, to which they are  
entitled under this Act with respect to the rights of  
dissenting shareholders;
- 42 (3) An agreement that it may be served with process in  
44 this State in any proceeding to enforce any obligation  
of a participating domestic corporation or any  
46 participating foreign corporation previously subject to  
suit in this State, or to enforce the right of  
48 dissenting shareholders of any participating domestic  
corporation against the surviving or new corporation;  
50 and

2 (4) An irrevocable appointment of the Secretary of  
4 State as its agent to accept service of process in any  
6 such proceedings, and a post-office address, within or  
without this State, to which the Secretary of State  
shall mail a copy of any process in such a proceeding.

8 **Sec. 32. 13-A MRSA §1101, sub-§1**, as enacted by PL 1971, c.  
10 439, §1, is amended to read:

12 1. Articles of dissolution shall must be executed by a  
14 majority of the incorporators and delivered for filing, as  
provided by ~~sections~~ section 104 and ~~106~~ Title 31, section 822,  
and shall must set forth:

16 A. The name of the corporation;

18 B. The filing date of its articles of incorporation;

20 C. That none of its shares has been issued;

22 D. That the corporation has not commenced business;

24 E. That the amount, if any, actually paid in on  
26 subscriptions for its shares, less any part thereof  
entitled thereto;

28 F. That no debts of the corporation remain unpaid; and

30 G. That a majority of the incorporators consent to the  
32 dissolution of the corporation.

34 **Sec. 33. 13-A MRSA §1102, sub-§2**, as enacted by PL 1971, c.  
36 439, §1, is amended to read:

38 2. Upon the execution of ~~such~~ the written consent, a  
statement of intent to dissolve shall must be executed and  
40 delivered for filing, as provided by ~~sections~~ section 104 and ~~106~~  
Title 31, section 822, and shall must set forth:

42 A. The name of the corporation;

44 B. The names and respective addresses of its officers and  
46 directors;

48 C. A copy of the written consent signed by all shareholders  
of the corporation; and

2 D. A statement that such the written consent has been  
signed by all shareholders of the corporation or signed in  
their names by their duly authorized attorneys.

4  
6 **Sec. 34. 13-A MRSA §1103, sub-§1, ¶D**, as enacted by PL 1971,  
c. 439, §1, is amended to read;

8 D. Upon the adoption of such the resolution, a statement of  
intent to dissolve shall must be executed and delivered for  
10 filing, as provided by ~~sections~~ section 104 and 106 Title  
31, section 822, and shall must set forth:

12 (1) The name of the corporation;

14 (2) The names and respective addresses of its officers  
and directors;

16 (3) A copy of the resolution adopted by the  
18 shareholders authorizing the dissolution of the  
20 corporation;

22 (4) The number of shares outstanding and the number of  
shares entitled to vote, and if the shares of any class  
24 are entitled to vote as a class, the designation and  
number of outstanding shares of each such class; and

26 (5) The number of shares voted for and against the  
28 resolution, respectively, and, if the shares of any  
class are entitled to vote as a class, the number of  
30 shares of each such class voted for and against the  
resolution, respectively.

32 **Sec. 35. 13-A MRSA §1107, sub-§2**, as enacted by PL 1971, c.  
34 439, §§1 and 27, is amended to read;

36 2. Upon execution of such the written consent, a statement  
of revocation of voluntary dissolution proceedings shall must be  
38 executed and delivered for filing as provided by ~~sections~~ section  
104 and 106 Title 31, section 822, and such the statement shall  
40 must set forth:

42 A. The name of the corporation;

44 B. The names and respective addresses of its officers and  
directors;

46 C. A copy of the written consent, signed by all  
48 shareholders of the corporation, revoking such voluntary  
dissolution proceedings; and

50

2 D. That ~~sueh~~ the written consent has been signed by all  
shareholders of the corporation or signed in their names by  
their duly authorized attorneys.

4  
6 **Sec. 36. 13-A MRSA §1108, sub-§4**, as enacted by PL 1971, c.  
439, §1, is amended to read:

8 4. Upon the adoption of ~~sueh~~ the resolution, a statement of  
10 revocation of voluntary dissolution proceedings shall must be  
executed and delivered for filing as provided by ~~seetiens~~ section  
12 104 and ~~106~~ Title 31, section 822, and ~~sueh~~ the statement shall  
must set forth:

- 14 A. The name of the corporation;
- 16 B. The names and respective addresses of its officers and  
18 directors;
- 20 C. A copy of the resolution adopted by the shareholders  
revoking the voluntary dissolution proceedings;
- 22 D. The number of shares outstanding; and
- 24 E. The number of shares voted for and against the  
26 resolution, respectively.

28 **Sec. 37. 13-A MRSA §1110, sub-§1**, as enacted by PL 1971, c.  
439, §1, is amended to read:

30 1. If voluntary dissolution proceedings have not been  
32 revoked, then when all debts, liabilities and obligations of the  
corporation have been paid and discharged, or adequate provision  
34 has been made therefor, and all remaining property and assets of  
the corporation have been distributed to its shareholders,  
36 articles of dissolution shall must be executed and delivered for  
filing as provided by ~~seetiens~~ section 104 and ~~106~~ Title 31,  
section 822, and ~~sueh~~ the articles shall must set forth:

- 38 A. The name of the corporation;
- 40 B. That the Secretary of State has previously filed a  
42 statement of intent to dissolve the corporation and the date  
on which ~~sueh~~ the statement was filed;
- 44 C. That all debts, obligations and liabilities of the  
46 corporation have been paid and discharged or that adequate  
provision has been made therefor;
- 48 D. That all remaining property and assets of the  
50 corporation have been distributed among its shareholders in  
accordance with their respective rights and interests; and

2 E. That there are no suits pending against the corporation  
4 in any court or that adequate provision has been made for  
6 the satisfaction of any judgment, order or decree which that  
8 may be entered against it in any pending suit.

10 **Sec. 38. 13-A MRSA §1202, sub-§1**, as enacted by PL 1971, c.  
12 439, §1, is amended to read:

14 1. A foreign corporation may apply for authority to do  
16 business in this State by executing and delivering for filing, as  
18 provided by ~~sections~~ section 104 and ~~106~~ Title 31, section 822,  
20 an application setting forth:

22 A. The name of the corporation;

24 B. The jurisdiction under the laws of which it is  
26 incorporated;

28 C. The date of incorporation and the period of duration of  
30 the corporation;

32 D. A statement of the business or businesses which it is  
34 authorized to do under the laws of its jurisdiction of  
36 incorporation; and a statement of the business or businesses  
38 which it seeks authority to engage in in this State, if it  
40 does not ask authority to engage in all of the businesses  
42 authorized under the laws of its jurisdiction of  
44 incorporation;

46 E. The address of the registered or principal office of the  
48 corporation in the jurisdiction of its incorporation;

50 F. The address of its proposed registered office in this  
State and the name of its proposed registered agent in this  
State at such that address; and

G. Statements of the shares which the corporation has  
authority to issue, itemized by classes; par value of  
shares, shares without par value, and series, if any, within  
a class, and summarized to show, in the aggregate, the par  
value of all shares with par value and the number of all  
shares without par value which it is authorized to issue.

**Sec. 39. 13-A MRSA §1206**, as enacted by PL 1971, c. 439, §§1  
and 27, is amended to read:

**§1206. Merger of foreign corporation authorized to do  
business in State**

2 Whenever a foreign corporation authorized to do business in  
3 this State ~~shall-be~~ is the surviving corporation in a statutory  
4 merger permitted by the laws of its jurisdiction of  
5 incorporation, it shall, within 30 days after the effective date  
6 of the merger, deliver to the Secretary of State for filing, as  
7 provided by Title 31, section 106 822, a copy of the articles of  
8 merger duly authenticated by the proper officer of the  
9 jurisdiction of its incorporation. It ~~shall~~ is not be necessary  
10 for ~~sueh~~ the corporation to secure either new or additional  
11 authority to do business in this State, unless the name of ~~sueh~~  
12 that corporation is changed or unless the corporation proposes to  
13 do other or additional business than that ~~whieh~~ it is then  
14 authorized to do in this State.

15 **Sec. 40. 13-A MRSA §1207, sub-§2**, as enacted by PL 1971, c.  
16 439, §1, is amended to read:

17 **2.** ~~Sueh~~ The amendment shall ~~shall~~ must be executed and delivered  
18 for filing to the Secretary of State, as provided by ~~seetiens~~  
19 section 104 and 106 Title 31, section 822, and shall ~~shall~~ must set  
20 forth:

21  
22 A. The name of the foreign corporation as it appears on the  
23 index of names of authorized foreign corporations in the  
24 office of the Secretary of State;

25  
26 B. The jurisdiction under the laws of which it is  
27 incorporated;

28  
29 C. The date on which it was authorized to do business in  
30 this State;

31  
32 D. The proposed amendment to its application of authority;

33  
34 E. If the name of the corporation is to be changed, a  
35 statement that the change of name has been effected under  
36 the laws of its jurisdiction of incorporation and the date  
37 the change was effected; and

38  
39 F. If the business ~~whieh~~ it is to be authorized to engage  
40 in in this State is to be enlarged, limited or otherwise  
41 changed, a statement that it is authorized to do that  
42 business under the laws of its jurisdiction of incorporation.

43  
44 **Sec. 41. 13-A MRSA §1208, sub-§1**, as amended by PL 1973, c.  
45 483, §16, is further amended to read:

46  
47 **1.** A foreign corporation authorized to do business in this  
48 State may surrender its authority, by executing and delivering  
49 for filing, as provided in ~~seetiens~~ section 104 and 106 Title 31,  
50

2 section 822, an application for surrender of authority,--which  
shall-set that sets forth:

4 A. The name of the foreign corporation as it appears on the  
6 index of names of authorized foreign corporations in the  
office of Secretary of State;

8 B. The jurisdiction under the laws of which it is  
incorporated;

10 C. The date on which it was authorized to do business in  
12 this State;

14 D. That the corporation is not as of the date of  
application doing business in this State;

16 E. That it surrenders its authority to do business in this  
18 State;

20 F. That it revokes the authority of its registered agent in  
22 this State to accept service of process, and consents that  
24 process in any action, suit or proceeding based upon any  
cause of action arising in this State before the date of  
26 filing the application may be served on the Secretary of  
State after the filing by the Secretary of State of the  
application; and

28 G. A post-office address to which the Secretary of State  
30 shall mail a copy of any process served upon ~~him~~ the  
Secretary of State against the corporation.

32 **Sec. 42. 13-A MRSA §1209, sub-§2**, as amended by PL 1973, c.  
483, §18, is further amended to read:

34  
36 2. The authority of the foreign corporation to do business  
in this State ~~shall-terminate~~ terminates on the effective date of  
38 its dissolution, or of the cancellation of its existence or  
authority in its jurisdiction of incorporation, or of its merger  
40 or consolidation into another foreign corporation, as the case  
may be. If those persons in charge of the foreign corporation's  
42 business and affairs in this State continue to do business in  
this State under the name of the foreign corporation after ~~sueh~~  
44 that effective date, the effect ~~shall-be~~ is the same as that  
provided for in this Act for foreign corporations doing business  
46 in this State without authority; and the persons in charge of its  
business in this State shall, if they know of ~~sueh~~ the cause for  
48 termination of authority, be personally liable for the penalties  
against the corporation provided for in Title 31, section ~~1214~~  
50 839. Termination of authority for ~~sueh~~ cause ~~shall~~ does not  
affect the accrual of or enforcement of any cause of action

2 against the foreign corporation, its assets in this State or its  
3 successors in interest, nor the usual means of serving summons  
4 upon it, until the certificate or other document required by  
5 subsection 1 to be filed is delivered for filing to the Secretary  
6 of State; and thereafter summons may only be served in the manner  
7 and in those cases mentioned in subsection 3.

8 **Sec. 43. 13-A MRSA §1209, sub-§3,** as enacted by PL 1971, c.  
9 439, §1, is amended to read:

10 3. The Secretary of State ~~shall--be~~ is the agent of the  
11 foreign corporation for service of process in any action, suit or  
12 proceeding based upon any cause of action arising in this State  
13 before the date of filing the certificate, order or decree.  
14 Service of summons and proof of service ~~shall~~ must be as provided  
15 in Title 31, section 1217 845.

16 **Sec. 44. 13-A MRSA §1210,** as amended by PL 1989, c. 501, Pt.  
17 L, §19, is repealed.

18 **Sec. 45. 13-A MRSA §1211,** as enacted by PL 1971, c. 439, §§1  
19 and 27, is repealed.

20 **Sec. 46. 13-A MRSA §1212,** as amended by PL 1993, c. 316, §§20  
21 and 21, is repealed.

22 **Sec. 47. 13-A MRSA §§1213, 1214 and 1217,** as enacted by PL  
23 1971, c. 439, §§1 and 27, are repealed.

24 **Sec. 48. 13-A MRSA §1301,** as amended by PL 1993, c. 316, §22,  
25 is repealed.

26 **Sec. 49. 13-A MRSA §1302,** as amended by PL 1993, c. 616, §5,  
27 is repealed.

28 **Sec. 50. 13-A MRSA §1303-A** is enacted to read:

29 **§1303-A. Excused from filing annual report; resume transacting**  
30 **business**

31 **1. Excused from filing report.** The Secretary of State,  
32 upon application by a corporation and satisfactory proof that the  
33 corporation has ceased to transact business and is not indebted  
34 to the State for failure to file an annual report and to pay any  
35 fees or penalties accrued, shall file a certificate of the fact  
36 and give a duplicate certificate to the corporation, after which  
37 the corporation is excused from filing annual reports with the  
38 Secretary of State, as long as the corporation does not transact  
39 any business.

2           2. Resume transacting business. The shareholders of a  
3 corporation that has been excused pursuant to subsection 1 may  
4 vote to resume transacting business at a meeting duly called and  
5 held for that purpose. A certificate executed and filed as  
6 provided in section 104 setting forth that a shareholders'  
7 meeting was held, the date and location of the meeting and that a  
8 majority of the shareholders voted to resume transacting business  
9 authorizes that corporation to transact business. After the  
10 certificate is filed, the corporation is required to file annual  
11 reports beginning with the next reporting deadline following  
12 resumption as established by Title 31, section 853, subsection 3.

13           **Sec. 51. 13-A MRSA §1401**, as amended by PL 1993, c. 349, §§32  
14 to 34, is repealed.

15           **Sec. 52. 13-A MRSA §1403-A**, as amended by PL 1991, c. 465,  
16 §23, is repealed.

17           **Sec. 53. 13-A MRSA §1404**, as amended by PL 1991, c. 465, §24,  
18 is further amended to read:  
19

20           **§1404. Remittance to Treasurer of State**

21           All fees collected as provided by this chapter must be  
22 remitted to the Treasurer of State for the use of the State with  
23 the exception of those fees collected under ~~section-1403-A~~ Title  
24 31, sections 810 and section-1406 812.

25           **Sec. 54. 13-A MRSA §§1405 and 1406**, as enacted by PL 1991, c.  
26 465, §25, are repealed.

27           **Sec. 55. 13-B MRSA §301, sub-§1, ¶B**, as amended by PL 1993, c.  
28 316, §31, is further amended to read:  
29

30           B. May not be the same as, or deceptively similar to, the  
31 name of any domestic business or nonprofit corporation  
32 existing under the laws of this State or any foreign  
33 corporation authorized to transact business or foreign  
34 nonprofit corporation authorized to carry on activities in  
35 this State, or a name the exclusive right to which is, at  
36 the time, reserved in the manner provided in this Act, or in  
37 Title 13-A 31, section 302 802, or the name of a business or  
38 nonprofit corporation which that has in effect a  
39 registration of its corporate name, or the assumed name of a  
40 business corporation as provided for in Title 13-A, section  
41 307, or of a nonprofit corporation as provided in section  
42 308, unless:  
43

44           (1) The other corporation executes and files with the  
45 Secretary of State, as provided in sections 104 and  
46

2 106, or in Title 13-A, ~~sections~~ section 104 and ~~106~~  
4 Title 31, section 822, proof of a resolution of its  
6 board of directors authorizing the use of a similar  
8 name by the corporation seeking to use the similar  
10 name; or

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

26 **Sec. 56. 13-B MRSA §301, sub-§1, ¶E**, as amended by PL 1993, c.  
28 718, Pt. B, §7, is further amended to read:

30 E. May not be the same as, or deceptively similar to, the  
32 name of any domestic limited partnership existing under the  
34 laws of this State or any foreign limited partnership  
36 authorized to transact business in this State, or a name the  
38 exclusive right to which is, at the time, reserved in the  
40 manner provided in Title 31, section 404 802, or the name of  
42 a limited partnership that has in effect a registration of  
44 its limited partnership name as provided in Title 31,  
46 section 406 804, or the assumed name of a limited  
48 partnership as provided for in Title 31, section 405 803,  
50 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;  
and

**Sec. 57. 13-B MRSA §301, sub-§1, ¶F**, as enacted by PL 1993, c.  
718, Pt. B, §8, is amended to read:

F. May not be the same as, or deceptively similar to, the  
name of any domestic limited liability company existing  
under the laws of this State or any foreign limited

2 liability company authorized to transact business in this  
3 State or a name the exclusive right to which is at the time  
4 reserved in the manner provided in Title 31, section ~~604~~ 802  
5 or the name of a limited liability company that has in  
6 effect a registration of its limited liability company name  
7 as provided in Title 31, section ~~606~~ 804 or the assumed name  
8 of a limited liability company as provided in Title 31,  
9 section ~~605~~ 803, unless:

10 (1) The limited liability company executes and files  
11 with the Secretary of State as provided in Title 31,  
12 section 603 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 proof of a resolution of its board of directors that  
19 the foreign corporation will not carry on activities  
20 under that similar or identical name but will carry on  
21 activities under an assumed name as provided in section  
22 308.

23 **Sec. 58. 31 MRSA §403, sub-§1, ¶A**, as enacted by PL 1991, c.  
24 552, §2 and affected by §4, is amended to read:

25 A. Must contain the words "Limited Partnership" or the  
26 abbreviation "L.P." or "LP" as the last words or letters of  
27 its name;

28 **Sec. 59. 31 MRSA §403, sub-§1, ¶C**, as amended by PL 1993, c.  
29 718, Pt. B, §9, is further amended to read:

30 C. May not be the same as, or deceptively similar to:

31 (1) The name of any domestic corporation or limited  
32 partnership or limited liability company organized  
33 under the laws of this State or any foreign corporation  
34 or foreign limited partnership or foreign limited  
35 liability company authorized to transact business or to  
36 carry on activities in this State;

37 (2) A name the exclusive right to which is, at the  
38 time, reserved under section ~~404 or 604, Title 13-A,~~  
39 ~~section 302;~~ 802 or Title 13-B, section 302;

40 (3) A name that is registered under section ~~406 or~~  
41 ~~606, Title 13-A, section 303;~~ 804 or Title 13-B,  
42 section 303;

2 (4) The assumed name of a corporation or limited  
3 partnership or limited liability company as provided in  
4 section ~~405 or 605; Title 13-A, section 307;~~ 803 or  
5 Title 13-B, section 308; or

6 (5) A mark registered under Title 10, chapter 301-A.

7  
8 **Sec. 60. 31 MRSA §403, sub-§2, ¶B,** as amended by PL 1993, c.  
9 316, §47, is further amended to read:

10  
11 B. If a foreign limited partnership seeking to file under  
12 the same or deceptively similar name executes and files with  
13 the Secretary of State proof that it will not do business in  
14 this State under that same or deceptively similar name but  
15 instead will do business under an assumed name as provided  
16 in section ~~405~~ 803; or

17  
18 **Sec. 61. 31 MRSA §§404 and 405,** as enacted by PL 1991, c.  
19 552, §2 and affected by §4, are repealed.

20  
21 **Sec. 62. 31 MRSA §406,** as amended by PL 1993, c. 316, §49, is  
22 repealed.

23  
24 **Sec. 63. 31 MRSA §407,** as amended by PL 1993, c. 316, §§50  
25 and 51, is repealed.

26  
27 **Sec. 64. 31 MRSA §408,** as amended by PL 1991, c. 780, Pt. U,  
28 §25, is repealed.

29  
30 **Sec. 65. 31 MRSA §§409 and 410,** as enacted by PL 1991, c.  
31 552, §2 and affected by §4, are repealed.

32  
33 **Sec. 66. 31 MRSA §413,** as amended by PL 1991, c. 780, Pt. U,  
34 §§26 and 27, is repealed.

35  
36 **Sec. 67. 31 MRSA §414,** as enacted by PL 1991, c. 552, §2 and  
37 affected by §4, is repealed.

38  
39 **Sec. 68. 31 MRSA §§415 and 416,** as enacted by PL 1993, c.  
40 316, §52, are repealed.

41  
42 **Sec. 69. 31 MRSA §421, sub-§1, ¶B,** as enacted by PL 1991, c.  
43 552, §2 and affected by §4, is amended to read:

44  
45 B. The address of the registered office and the name and  
46 address of the registered agent for service of process  
47 required to be maintained by section ~~407~~ 805;

2           **Sec. 70. 31 MRSA §422, sub-§3, ¶C**, as enacted by PL 1991, c.  
522, §2 and affected by §4, is amended to read:

4           C. A change in the name of the limited partnership, or,  
6           except as provided in section 407 805, subsections 2 and 3,  
8           a change in the address of the registered office or a change  
in the name or address of the registered agent of the  
limited partnership.

10           **Sec. 71. 31 MRSA §422-A**, as enacted by PL 1993, c. 316, §54,  
is repealed.

12           **Sec. 72. 31 MRSA §§426, 427 and 428**, as enacted by PL 1991, c.  
14           552, §2 and affected by §4, are repealed.

16           **Sec. 73. 31 MRSA §437, sub-§3**, as enacted by PL 1991, c. 552,  
§2 and affected by §4, is amended to read:

18           **3. Penalty.** If the limited partnership fails to file the  
20           list under subsection 1 within 10 working days after requested by  
the Secretary of State, the Secretary of State may assess a fine  
22           of \$10 a day for each day the information is not filed. In no  
case may the penalty exceed \$500. The Secretary of State may, at  
24           any time, suspend the limited partnership under section 408 806,  
subsection 1, paragraph B for noncompliance with this section.

26           **Sec. 74. 31 MRSA c. 11, sub-c. 9**, as amended, is repealed.

28           **Sec. 75. 31 MRSA §524, sub-§1, ¶C**, as corrected by RR 1991, c.  
30           1, §43, is amended to read:

32           C. The provisions of section 407 805, subsection 1 and  
34           ~~section 494, subsection 2~~ sections 834 and 835 requiring  
that all limited partnerships have and maintain in this  
State a registered office and a registered agent for service  
36           of process apply to limited partnerships formed before  
January 1, 1992 and foreign limited partnerships that obtain  
38           authority to do business in this State before January 1,  
1992 as follows.

40                   (1) By April 1, 1992 a general partner of each limited  
42           partnership shall pay a fee of \$40 and file with the  
Secretary of State:

44                           (a) If the limited partnership does not have a  
46           registered agent and registered office, a  
certificate designating the registered agent and  
48           registered office for the limited partnership; or

2 (b) If the limited partnership has a registered  
agent and registered office, a certificate  
4 confirming that the name and address of its  
current registered agent and registered office are  
correct.

6  
8 A limited partnership that files a certificate of  
limited partnership, an application for authority to do  
10 business in this State or a restated certificate under  
section 422, subsection 6 after January 1, 1992 but  
12 before April 1, 1992 is not required to file a  
certificate or pay the fee required under this  
subparagraph.

14  
16 (2) Until a registered agent and a registered office  
are designated under subparagraph (1), the general  
18 partner first named in the partnership's certificate of  
limited partnership and having an address within this  
20 State is deemed the partnership's registered agent and  
that general partner's address as stated in the  
22 certificate is deemed the partnership's registered  
office.

24 (3) If the limited partnership has not filed a  
26 certificate designating a registered agent and  
registered office by April 1, 1992, the Secretary of  
28 State may suspend the limited partnership under section  
408 806 or revoke the authority of the limited  
30 partnership to do business in this State under section  
498 840; and

32 **Sec. 76. 31 MRSA §526**, as amended by PL 1993, c. 316, §§65 to  
73, is repealed.

34 **Sec. 77. 31 MRSA §§527 and 528**, as enacted by PL 1991, c.  
36 522, §2 and affected by §4, are repealed.

38 **Sec. 78. 31 MRSA §529**, as enacted by PL 1991, c. 780, Pt. U,  
§32, is repealed.

40 **Sec. 79. 31 MRSA §530**, as enacted by PL 1991, c. 780, Pt. U,  
42 §33, is repealed.

44 **Sec. 80. 31 MRSA §603, sub-§1, ¶B**, as enacted by PL 1993, c.  
718, Pt. A, §1, is amended to read:

- 46 B. May not be the same as or deceptively similar to:
- 48 (1) The name of any domestic corporation, limited  
50 partnership or limited liability company organized

2 under the laws of this State or any foreign  
corporation, foreign limited partnership or foreign  
4 limited liability company authorized to transact  
business or to carry on activities in this State;

6 (2) A name the exclusive right to which is, at the  
time, reserved under ~~sections 404 and 604, Title 13-A,~~  
8 ~~section 302,~~ 802 and Title 13-B, section 302;

10 (3) A name that is registered under section ~~606, Title~~  
~~13-A, section 303,~~ 804 or Title 13-B, section 303, ~~or~~  
12 ~~Title 31, section 406;~~

14 (4) The assumed name of a corporation, limited  
partnership or limited liability company as provided in  
16 section ~~605, Title 13-A, section 307,~~ 803 or Title  
13-B, section 308, ~~or Title 31, section 405;~~ or

18 (5) A mark registered under Title 10, chapter 301-A.

20 **Sec. 81. 31 MRSA §§604 to 610 and 612 to 615**, as enacted by PL  
22 1993, c. 718, Pt. A, §1, are repealed.

24 **Sec. 82. 31 MRSA §622, sub-§1, ¶B**, as enacted by PL 1993, c.  
718, Pt. A, §1, is amended to read:

26 B. The address of the registered office and the name and  
28 address of the registered agent for service of process  
required to be maintained by section ~~607~~ 805;

30 **Sec. 83. 31 MRSA §623, sub-§3, ¶B**, as enacted by PL 1993, c.  
32 718, Pt. A, §1, is amended to read:

34 B. Except as provided in section ~~607~~ 805, subsections 3 and  
36 4, a change in the address of the registered office or a  
change in the name, identity or address of the registered  
38 agent of the limited liability company;

40 **Sec. 84. 31 MRSA §§624 and 629 to 631**, as enacted by PL 1993,  
c. 718, Pt. A, §1, are repealed.

42 **Sec. 85. 31 MRSA §647, sub-§3**, as enacted by PL 1993, c. 718,  
Pt. A, §1, is amended to read:

44 **3. Penalty.** If a limited liability company fails to file  
46 the list under subsection 1 within 10 working days after  
requested by the Secretary of State, the Secretary of State may  
48 assess a fine of \$10 a day for each day the information is not  
filed. The penalty may not exceed \$500 in any case. The  
50 Secretary of State may, at any time, suspend a limited liability

company under section 608 806, subsection 1, paragraph B for noncompliance with this section.

**Sec. 86. 31 MRSA c. 13, sub-c. X**, as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

**Sec. 87. 31 MRSA §744, sub-§3**, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

**3. Execution of certificate.** The certificate of merger or consolidation must be executed by a limited liability company that is a party to the merger or consolidation in the manner provided for in section 627 and must be filed with the Secretary of State in the manner provided for in section 629 822.

**Sec. 88. 31 MRSA §§751 and 756 to 758**, as enacted by PL 1993, c. 718, Pt. A, §1, are repealed.

**Sec. 89. 31 MRSA §760**, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

**§760. Application to existing foreign limited liability companies; definition**

All foreign limited liability companies qualified as foreign corporations or limited partnerships before January 1, 1995 are governed by this Act on and after January 1, 1995. By April 1, 1995 a manager or, if there is no manager, a member of each foreign limited liability company shall file with the Secretary of State an application for authority to do business in this State under this Act and cancel their authority to do business in this State under chapter 11 and Title 13-A. If the foreign limited liability company fails to file the new application for authority to do business in this State by April 1, 1995, the Secretary of State may revoke the authority of the limited liability company to do business in this State under section 719 840.

**Sec. 90. 31 MRSA c. 15** is enacted to read:

**CHAPTER 15**

**BUSINESS ENTITIES**

**SUBCHAPTER I**

**GENERAL PROVISIONS**

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**§801. Definitions**

As used in this chapter, unless the context otherwise indicates, the following terms have the following meanings.

**1. Business entity.** "Business entity" means a limited liability company, domestic limited liability company, corporation, domestic corporation, limited partnership or domestic limited partnership.

**2. Members.** "Member" means a limited partner, a general partner, a director, an incorporator or a shareholder.

**§802. Reservation of name**

**1. Right to reserve name.** The exclusive right to the use of a name may be reserved by:

A. A person intending to organize a business entity under this chapter and to adopt that name;

B. A domestic business entity or a foreign business entity authorized to do business in this State and intending to change its name;

C. A foreign business entity intending to apply for authority to transact business in this State and to adopt that name;

D. A domestic business entity or a foreign business entity authorized to do business in this State and intending to utilize the name as an assumed name; or

E. A person intending to organize a foreign business entity and intending to have that business entity apply for authority to transact business in this State and adopt that name.

**2. Reservation procedure.** The reservation of a name is made by filing with the Secretary of State an application, executed by the applicant, specifying the name to be reserved and the name and address of the applicant.

A. If the Secretary of State finds that the name is available for use by a domestic or foreign business entity, the Secretary of State shall reserve the name for the exclusive use of the applicant for a period of 120 days.

B. Once having reserved a name, the same applicant may reserve the same name for successive 120-day periods.

2           C. The right to the exclusive use of a reserved name may be  
4           transferred to another person by filing with the Secretary  
6           of State a notice of the transfer, executed by the applicant  
          for whom the name was reserved, specifying the name to be  
          transferred and the name and address of the transferee.

8           D. The reservation of a specified name may be canceled by  
10          filing with the Secretary of State a notice of cancellation,  
12          executed by the applicant or transferee, specifying the name  
          reservation to be canceled and the name and address of the  
          applicant or transferee.

14          E. The Secretary of State may revoke any reservation if,  
16          after hearing, the Secretary of State finds that the  
18          application of the reservation or any transfer of the  
          reservation was not made in good faith.

20        **§803. Assumed name**

22           1. Definition. As used in this section, "assumed name"  
24           includes a trade name or a name other than the true name of a  
          business entity.

26           2. Right to transact business under assumed name. Upon  
28           complying with this section, a domestic business entity or  
30           foreign business entity authorized to do business in this State  
          may transact its business in this State under one or more assumed  
          names.

32           3. Procedure to use assumed name. Before transacting  
34           business in this State under an assumed name, the domestic or  
          foreign business entity shall execute and deliver for filing a  
          statement setting forth:

36           A. The name of the business entity and the address of its  
38           registered office;

40           B. That it intends to transact business under an assumed  
          name;

42           C. The assumed name that it proposes to use; and

44           D. Whether the assumed name will be used at fewer than all  
46           of the business entity's places of business in this State,  
          and if so, where it will be used.

48           A separate statement must be executed and delivered for filing  
50           for each assumed name that the business entity proposes to use.

2       4. Requirements for name. Each assumed name must comply  
with the requirements of sections 403 and 603 and Title 13-A,  
4       section 301, subsection 1, except for the case of similarity with  
the true name of the business entity proposing to use the assumed  
6       name.

8       5. Termination of name. A domestic or foreign business  
entity may terminate an assumed name by executing and delivering  
10       for filing a statement setting forth:

12       A. The name of the business entity and the address of its  
registered office;

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

16       C. The assumed name that it intends to terminate.

18       6. Noncompliance; injunction. If a domestic or foreign  
20       business entity uses an assumed name without complying with the  
requirements of this section, the continued use of the name may  
22       be enjoined upon suit by the Attorney General or by a person  
adversely affected by the use.

24       7. Deceptively similar names; injunction. Notwithstanding  
26       compliance with the requirements of this section, the use of an  
assumed name may be enjoined upon suit by the Attorney General or  
28       by a person adversely affected by such use if:

30       A. The assumed name did not, at the time the statement  
required by subsection 3 was filed, comply with the  
32       requirements of section 403, subsection 1, paragraph C;  
section 603; and Title 13-A, section 301, subsection 1; or

34       B. The assumed name is deceptively similar to a name in  
36       which a person has prior rights by virtue of the common law  
or statutory law of unfair competition, unfair trade  
38       practices, common law copyright or similar law.

40       For purposes of determining priority of rights, the filing of a  
statement pursuant to subsection 3 does not constitute actual use  
42       of the assumed name set out in the statement.

44       **§804. Registered name and renewal for foreign business  
46       entity; termination**

48       1. Name registered. A foreign business entity may register  
its name under this chapter provided that the name meets the  
requirements of section 403, subsection 1; section 603,  
50       subsection 1; and Title 13-A, section 301.

2           2. Application. The registration must be made by  
3 delivering for filing an application for registration setting  
4 forth:

6           A. The name of the business entity;

8           B. The state or territory under whose laws it is organized  
9 or incorporated;

10          C. The date of its organization or incorporation;

12          D. A statement that it is actually engaged in business  
13 activities;

14          E. A brief description of the activities in which it is  
15 engaged; and

16          F. A certificate of good standing or its equivalent from  
17 the proper officer of its jurisdiction of organization. The  
18 certificate of good standing must have been made not more  
19 than 90 days before the delivery of the application for  
20 filing.

22           3. Registration effective. The registration is effective  
23 until the close of the calendar year in which the application is  
24 filed.

26           4. Renewal of registration. A business entity that has  
27 registered its name under this section may renew the registration  
28 annually by filing an application for renewal. That application  
29 must set forth the information required in subsection 2 and may  
30 be filed between October 1st and December 31st.

32           5. Termination of name. A foreign business entity may  
33 terminate a registered name by executing and delivering for  
34 filing a statement setting forth:

36           A. The name of the foreign business entity and the address  
37 of its principal or registered office;

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

40           C. The date of its organization or incorporation; and

42           D. That the registration of name is terminated.

44           §805. Registered office; registered agent

1           1. Requirements of registered office and registered agent.  
2 Each business entity shall have and maintain:

4           A. A registered office in this State, which may be the same  
5 as its place of business; and

6           B. A registered agent for service of process on a business  
7 entity. The agent may be either:

10           (1) An individual resident of this State whose  
11 business office or residential address is identical  
12 with the business entity's registered office; or

14           (2) A domestic or foreign corporation, whether  
15 business or nonprofit, authorized to do business or  
16 carry on activities in this State whose registered  
17 office also serves as the registered office of the  
18 business entity.

20           2. Acceptance of designation of agent. Unless the  
21 registered agent signed the document making the appointment, the  
22 appointment of a registered agent or a successor registered agent  
23 on whom process may be served is not effective until the agent  
24 delivers a written statement to the Secretary of State accepting  
25 the appointment.

26           3. Change in registered office or registered agent. The  
27 registered office or registered agent may be changed by:

30           A. Filing a certificate of amendment under section 422,  
31 articles of amendment under section 623 or an amendment of  
32 articles of incorporation under Title 13-A, chapter 8; or

34           B. Executing and filing a certificate by the registered  
35 agent. The certificate must include:

36           (1) For the change of address of the registered office  
37 of one or more business entities for whom the agent is  
38 the registered agent to another address in this State:

39           (a) The names of all business entities  
40 represented by the agent;

41           (b) The address at which the registered agent has  
42 maintained the registered office for each of those  
43 business entities or limited partners; and

44           (c) The new address of the registered office; or  
45

2           (2) For a change in the name or identity of a person  
3           acting as the registered agent:

4                   (a) The new name or identity of the registered  
5                   agent;

6                   (b) The name of the registered agent before it  
7                   was changed;

8                   (c) The names of the business entities  
9                   represented by the agent; and

10                   (d) The address at which the registered agent has  
11                   maintained the registered office for each of these  
12                   business entities.

13           Upon filing a certificate under this paragraph, any  
14           registered agent shall mail promptly or otherwise deliver a  
15           copy of the certificate to a manager or, if there is no  
16           manager, to a member of each business entity affected by the  
17           change.

18           4. Effective date of change or new appointment. The change  
19           of address of the registered office or registered agent is  
20           effective upon delivery of the certificate to the Secretary of  
21           State. The appointment of a new registered agent is effective  
22           upon delivery of the certificate to the Secretary of State and  
23           upon receipt by the Secretary of State of evidence that the new  
24           registered agent has accepted appointment pursuant to subsection  
25           2.

26           5. Resignation of registered agent. A registered agent may  
27           resign by filing a certificate with the Secretary of State. The  
28           certificate must include:

29                   A. When the registered agent appoints a successor:

30                           (1) A statement of resignation;

31                           (2) The names of the business entities;

32                           (3) The name and address of the successor registered  
33                           agent; and

34                           (4) An attached statement ratifying and approving the  
35                           change of registered agent that is executed by each  
36                           affected business entity and signed by a manager or, if  
37                           there is no manager, by a member; or

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

- 2                   (1) A statement of resignation;
- 4                   (2) The names of all the business entities; and
- 6                   (3) An attached affidavit stating that, on or about  
8                   the date of the filing of the certificate of  
10                   resignation, notices were sent by certified or  
12                   registered mail to a manager or, if there is no  
14                   manager, to a member of each business entity from which  
                    the registered agent is resigning at the address of the  
                    manager or member, as shown on the most recent annual  
                    report of a business entity.

16                   A resignation takes effect under this paragraph upon filing  
                    a certificate with the Secretary of State.

18                   6. Secretary of State. The Secretary of State shall  
20                   furnish to the person submitting the document for filing or to  
                    that person's representative an attested copy of a certificate  
                    filed under this section.

22                   7. Resignation of agent; appointment by business entity;  
24                   service of process. After receipt of the notice of the  
26                   resignation of its registered agent under subsection 5, a  
                    business entity shall file a certificate of amendment designating  
                    a new registered agent. Until a business entity duly files a  
28                   certificate appointing a new registered agent, legal process  
                    against that business entity may be served upon the Secretary of  
30                   State in accordance with section 807.

32                   §806. Suspension by Secretary of State

34                   1. Secretary of State's authority to suspend. The  
36                   Secretary of State:

- 38                   A. Shall suspend a domestic business entity when:
- 40                           (1) The business entity fails to deliver its annual  
42                           report for filing within the time specified by this  
44                           chapter or fails to pay fees or penalties as prescribed  
                            by rules adopted by the Secretary of State when they  
                            become due and payable;
- 46                           (2) The business entity fails to appoint or name a  
                            registered agent or clerk in this State;
- 48                           (3) The business entity, after change of its  
                            registered office or registered agent or clerk, fails



2           A. A manager or, if there is no manager, a member of the  
business entity in this State;

4           B. The registered agent of the business entity; or

6           C. A liquidating trustee of the business entity.

8           2. Service on Secretary of State. If a domestic business  
entity fails to appoint or maintain a registered agent in this  
State or its registered agent can not with reasonable diligence  
be found at the registered office, then the Secretary of State is  
an agent of that business entity upon whom process, notice or  
demand may be served. Service on the Secretary of State of such  
a process, notice or demand must be made as provided by the Maine  
Rules of Civil Procedure, Rule 4(d)(8), as amended.

16           3. Other means of service. This section does not limit or  
impair the right to serve process, notice or demand required or  
permitted by law to be served upon a domestic business entity in  
any other manner permitted by law or rule of court.

22           **§808. Service of nonresident managers or members of domestic**  
**business entities**

24           1. Secretary of State; agent to receive service. Each  
manager or, if there is no manager, each member of a domestic  
business entity who is a nonresident of this State or who becomes  
a nonresident is deemed to have appointed the Secretary of State  
as an agent to receive service of process upon that manager or  
member in an action or proceeding relating to actions of a  
business entity and arising while that manager or member was  
32           serving in that capacity.

34           2. Method of serving process. Service of process upon the  
Secretary of State must be made in the same manner as provided by  
the Maine Rules of Civil Procedure, Rule 4(d)(8), as amended, in  
the case of service upon the Secretary of State as an agent of a  
foreign business entity.

40           A. A copy of the process must be mailed to the nonresident  
manager or member at the business, residence or mailing  
42           address of the manager or member shown on the business  
entity's articles of organization, certificate of limited  
44           partnership or most recent annual report.

46           3. Service on nonresident manager or member. Service under  
this section also may be made by delivery of a copy of the  
48           process to the nonresident manager or member at the manager's or  
member's address outside the State. Proof of that delivery must  
50           be made by affidavit of the person making delivery and the

2 affidavit must be filed with the clerk of the court in which the  
3 action or proceeding is pending.

4 4. Resignation of manager or member. The resignation of a  
5 nonresident manager or member takes effect upon the filing of a  
6 notice of resignation signed by the manager or member and  
7 terminates the application of the provisions of this section,  
8 except for any cause of action already accrued.

10 **§809. Rules**

12 The Secretary of State may adopt rules consistent with this  
13 chapter pertaining to the filing of documents with the Secretary  
14 of State. These rules may include, but are not limited to:

16 1. Forms. Prescribing forms for documents required or  
17 permitted to be delivered for filing under this chapter and  
18 refusing to file documents not utilizing these prescribed forms;

20 2. Disapproved filing. Disapproving the filing of a  
21 document that is not clearly legible or one that may not be  
22 clearly reproducible photographically;

24 3. Appointed designee. Appointing a designee or other  
25 agent to receive documents for filing and to file documents on  
26 behalf of the Secretary of State;

28 4. Electronic filing; facsimile signatures. Permitting the  
29 filing of documents by electronic transmission and permitting  
30 facsimile signatures on documents to be filed;

32 5. Definition of deceptively similar. Setting forth  
33 criteria to define the term "deceptively similar";

34 6. Effective dates of filings. Unless specifically stated  
35 in this chapter, setting forth the effective dates of filings  
36 required by this chapter;

38 7. Annual report filing date. Providing alternative dates  
39 for filing annual reports and for determining the dates covered  
40 by those reports; and

42 8. Fees. Set a fee schedule for the filing of all  
43 necessary documents.

46 **§810. Expedited service**

48 The Secretary of State may provide an expedited service for  
49 the processing of documents in accordance with this chapter. If  
50 the service is provided, the Secretary of State shall establish

2 by rule a fee schedule and governing procedures in accordance  
3 with the Maine Administrative Procedure Act. Fees collected for  
4 expedited service must be deposited into a fund for use by the  
5 Secretary of State in providing an improved filing service.

6 **§811. Access to data base**

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

14 **§812. Publications**

16 **1. Fee for publications.** The Secretary of State may  
17 establish by rule in accordance with the Maine Administrative  
18 Procedure Act a fee schedule to cover the cost of printing and  
19 distribution of publications and to set forth the procedures for  
20 the sale of these publications.

22 **2. Use of fees.** Fees collected pursuant to this section  
23 must be deposited in a fund for use by the Secretary of State to  
24 replace and update publications offered in accordance with this  
25 chapter and to fund new publications.

28 **SUBCHAPTER II**

30 **FORMATION OF BUSINESS ENTITY**

32 **§821. Certificate of correction**

34 A manager or, if there is no manager, a member who becomes  
35 aware that any statement in articles of organization or a  
36 certificate filed under this chapter was inaccurate when made  
37 shall file a certificate of correction with the Secretary of  
38 State. The certificate of correction must specify the inaccuracy  
39 or defect to be corrected and must set forth the portion of the  
40 instrument in corrected form. The corrected instrument is  
41 effective as of the date the original instrument was filed,  
42 except for those persons who are substantially and adversely  
43 affected by the correction. For those persons, the corrected  
44 instrument is effective from the filing date.

46 **§822 Filing**

48 **1. Original filing.** An original signed copy of a  
49 certificate, articles or other document authorized to be filed

2 under a provision of this chapter must be delivered to the  
Secretary of State.

4 A. A person who executes a document as an agent or  
fiduciary need not exhibit evidence of authority as a  
6 prerequisite to filing.

8 B. Unless the Secretary of State finds that the  
certificate, articles or other document on its face do not  
10 conform to law, upon receipt of all filing fees required by  
law, the Secretary of State shall attest that the document  
12 has been filed with the Secretary of State by endorsing on  
14 the document the word "filed" and the day, month and year of  
the filing and by signing or initialing that endorsement in  
16 person or by agent. If the person delivering the document  
for filing so requests, the endorsement must further include  
18 the hour and minute of the filing of the document.

20 C. The endorsement is known as the "filing date" of the  
document and is conclusive of the date and the time, if  
22 included in the endorsement, of filing in the absence of  
actual fraud.

24 D. The Secretary of State may use an identifying mark in  
lieu of signing or initialing.

26 E. The filing date is the date first received unless  
28 otherwise specified by law or rule.

30 F. The Secretary of State shall file and index the original  
copy.

32 G. The Secretary of State may adopt rules permitting the  
34 filing of documents by electronic transmission and  
permitting facsimile signatures on documents to be filed.

36 H. The Secretary of State's duty to file documents under  
38 this section is ministerial. The Secretary of State's  
filing or refusing to file a document does not, except as  
40 otherwise provided by law or rule:

42 (1) Affect the validity or invalidity of the document  
in whole or in part;

44 (2) Relate to the correctness or incorrectness of  
46 information contained in the document; or

48 (3) Create a presumption that the document is valid or  
invalid or that the information contained in the  
50 document is correct or incorrect.

2           2. Filing date. Any document required to be filed must be  
fully effective as of the filing date of the document.

4  
6           3. Document on microfilm. If the Secretary of State  
determines by rule, the Secretary of State may copy on microfilm  
8           any document filed by the Secretary of State under this chapter  
and retain that microfilm copy in lieu of retaining the original  
10           as required by subsection 1, paragraph B, and the Secretary of  
State may thereafter destroy the original document or return it  
12           to the person who delivered the document for filing.

14           4. Attested copy. The Secretary of State shall promptly  
make a copy of the original and shall attest that copy by marking  
16           upon it the same endorsement that is required to appear upon the  
original, together with a further endorsement that the copy is a  
18           true copy of the original document. The attested copy must be  
returned to the person submitting the document for filing or to  
20           that person's representative.

22           **§823. Materially inaccurate statement**

24           1. Liability. If the certificate of cancellation,  
certificate of limited partnership, articles of organization,  
26           articles of amendment or certificate of amendment or cancellation  
contains a materially inaccurate statement, a person who suffers  
28           loss by reasonable reliance on the statement may recover damages  
for the loss from:

30           A. A manager or member who executes the certificate or  
articles and knew or should have known the statement was  
32           inaccurate in a material respect at the time the certificate  
or articles were executed; and

34           B. A manager or, if none, any member who thereafter knows  
that an arrangement or other fact described in the  
36           certificate or articles is inaccurate in any material  
respect or has changed, making the statement inaccurate in  
38           any material respect, if that manager or member had  
sufficient time to amend or cancel the certificate or  
40           articles or to file a petition for the amendment or  
42           cancellation before the statement was reasonably relied upon.

44           2. Exception. Notwithstanding subsection 1, a manager or  
member has no liability for failing to cause the amendment or  
46           cancellation of a certificate or articles to be filed or failing  
to file a petition for amendment or cancellation pursuant to  
48           subsection 1 if the articles of amendment, certificate of  
cancellation or petition is filed within 90 days of the date that

2 manager or member knew or should have known the certificate or  
3 articles were inaccurate in any material respect.

4 **§824. Notice**

6 The fact that articles of organization or a certificate of a  
7 business entity are on file with the Secretary of State  
8 constitutes notice of facts set forth in the articles or  
9 certificates that are required by section 421, subsection 1,  
10 paragraphs A and B; section 422, subsection 6; section 622,  
11 subsection 1; and section 623, subsection 6.

12 **SUBCHAPTER III**

14 **FOREIGN BUSINESS ENTITIES**

16 **§831. Laws governing foreign business entities**

18 1. Laws governing. Unless otherwise provided by the  
20 Constitution of Maine:

22 A. The laws of the state or country under which a foreign  
23 business entity is organized govern its organization and  
24 internal affairs and the liability of its members; and

26 B. A foreign business entity may not be denied the  
27 authority to do business by reason of a difference between  
28 the laws referred to in this subsection and the laws of this  
29 State.

30 2. Type of business. A foreign business entity may  
32 transact any business in this State that may be transacted by a  
33 domestic business entity.

34 **§832. Authority to do business required; application**

36 Before doing business in this State, a foreign business  
37 entity must obtain authority to do business from the Secretary of  
38 State.

40 1. Definitions. As used in this subchapter, "doing  
42 business," "the doing of business" or "business done in this  
43 State," by a foreign business entity means the course or practice  
44 of carrying on any business activities in this State. Without  
45 excluding other activities that may not constitute transacting  
46 business in this State, a foreign business entity is not  
47 considered to be transacting business in this State, exclusively  
48 for the purpose of qualification under this subchapter, solely by  
49 reason of carrying on in this State one or more of the following  
50 activities:

- 2           A. Maintaining or defending any action or administrative or  
4           arbitration proceeding or effecting the settlement of an  
            action or the settlement of claims or disputes;
- 6           B. Holding meetings of its managers or members or carrying  
            on other activities concerning its internal affairs;
- 8           C. Maintaining bank accounts, share accounts in savings and  
10          loan associations, custodial or agency arrangements with a  
12          bank or trust company or stock or bond brokerage accounts;
- 14          D. Maintaining offices or agencies for the transfer,  
            exchange and registration of its interests or appointing and  
16          maintaining trustees or depositaries with relation to its  
            interests;
- 18          E. Effecting sales through independent contractors;
- 20          F. Soliciting or procuring orders, whether by mail or  
22          through employees or agents or otherwise, when the orders  
24          require acceptance outside this State before becoming  
            binding contracts and when the contracts do not involve any  
            local performance other than delivery and installation;
- 26          G. Making loans or creating or acquiring evidences of debt,  
28          mortgages or liens on real or personal property or recording  
            the same;
- 30          H. Securing or collecting debts or enforcing any rights in  
            property securing the same;
- 32          I. Effecting transactions in interstate or foreign commerce;
- 34          J. Owning or controlling a subsidiary corporation  
36          incorporated in or transacting business in this State;
- 38          K. Owning or controlling a general or limited partnership  
40          or a business entity organized or transacting business in  
            this State;
- 42          L. Conducting an isolated transaction not in the course of  
44          a number of repeated similar transactions;
- 46          M. Serving as trustee, executor, administrator or guardian  
            or in like fiduciary capacity as permitted by the laws of  
48          this State; or
- 50          N. Being a partner in a domestic limited partnership or a  
            member in a domestic business entity.

2           2. Execution. The foreign business entity shall submit an  
3 application for authority to do business to the Secretary of  
4 State, executed by a person with authority to do so under the  
5 laws of the state or other jurisdiction of its formation on a  
6 form prescribed by or furnished by the Secretary of State.

8           3. Contents of the application. The application must  
9 include:

10           A. The name of the foreign business entity and, if  
11 different, the name under which that entity proposes to  
12 apply for authority to do business in this State;

14           B. The state or country where organized, the date of its  
15 organization and a statement that, as of the date of filing,  
16 the foreign business entity validly exists as a business  
17 entity under the laws of the jurisdiction of its  
18 organization;

20           C. The nature of the business or purposes to be conducted  
21 or promoted in this State;

24           D. The address of the registered office and the name and  
25 address of the registered agent for service of process  
26 required to be maintained under section 835, subsection 1;

28           E. A statement that the Secretary of State is appointed the  
29 agent of the foreign business entity for service of process;

30           F. The name and business, residence or mailing address of  
31 each of the managers or members, if any;

34           G. The date on which the foreign business entity first did,  
35 or intends to do, business in this State;

36           H. A certificate of good standing or its equivalent from  
37 the proper officer of its jurisdiction of organization. The  
38 certificate of good standing or its equivalent must have  
39 been made not more than 90 days prior to the delivery of the  
40 application for filing; and

42           I. The address of the registered or principal office of a  
43 business entity in the jurisdiction of its organization.

46           **§833. Evidence of authority to do business**

48           If the Secretary of State finds that an application for the  
authority to do business conforms to the requirements of this

chapter and all requisite fees have been paid, the Secretary of State shall:

**1. Attest application.** Attest that the application has been filed by:

A. Endorsing upon the original application the word "filed" and the day, month and year of the filing. The person delivering the application for filing may have the endorsement include the hour and minute of the filing of the application. This endorsement is conclusive of the date and time, if included in the endorsement, and of its filing in the absence of actual fraud; and

B. Signing, initialing or placing an identifying mark on the endorsement in paragraph A in person or by agent;

**2. File the application.** File and index the endorsed application; and

**3. Copy to business entity.** Furnish to the person submitting the document for filing, or that person's representative, an attested copy of the application.

**§834. Name**

**1. Name.** A foreign business entity may apply to the Secretary of State to do business in this State under a name that conforms with the requirements of section 403 and section 603, subsection 1. The name does not need to be the same as the name under which it is authorized to do business in the jurisdiction of its organization.

**§835. Registered office; registered agent**

**1. Registered office and registered agent.** Each foreign business entity must have and maintain in this State:

A. A registered office, which may or may not be a place of its business in this State; and

B. A registered agent for service of process on a business entity. The agent may be either:

(1) An individual resident of this State whose business office or residential address is identical with a business entity's registered office; or

(2) A domestic or foreign corporation, whether business or nonprofit, authorized to do business or

2           carry on activities in this State whose registered  
3           office must also serve as the registered office of a  
4           business entity.

5           **2. Change in registered office or registered agent.** The  
6           registered office and registered agent may be changed by:

7           A. Filing a certificate of amendment under section 836; or

8           B. Executing and filing a certificate by the registered  
9           agent. The certificate must include:

10           (1) For the change of address of the registered office  
11           of the business entities for which the agent is the  
12           registered agent to another address in this State:

13                   (a) A list of the names of all business entities  
14                   represented by that registered agent;

15                   (b) The address at which the registered agent has  
16                   maintained the registered office for each of the  
17                   business entities; and

18                   (c) The new address to which the registered  
19                   office is changed; or

20           (2) For a change in the name of a person acting as the  
21           registered agent:

22                   (a) The new name of the registered agent;

23                   (b) The name of the registered agent before it  
24                   was changed;

25                   (c) A list of the names of all business entities  
26                   represented by the agent; and

27                   (d) The address at which the registered agent has  
28                   maintained the registered office for each of the  
29                   business entities.

30           Any registered agent filing a certificate under this  
31           paragraph upon filing shall promptly mail or otherwise  
32           deliver a copy of the certificate to a manager or, if none,  
33           a member of each business entity affected by the change.

34           **3. Resignation of registered agent.** A registered agent may  
35           resign by filing a certificate with the Secretary of State. The  
36           certificate must include:

37

2                   A. When the registered agent appoints a successor:

4                   (1) A statement of resignation;

6                   (2) A list of the names of all the business entities  
8                   represented by the agent for which the agent is  
10                   resigning as agent;

12                   (3) The name and address of the successor registered  
14                   agent; and

16                   (4) An attached statement executed by each affected  
18                   business entity signed by a manager or, if none, by a  
20                   member ratifying and approving the change of registered  
22                   agent; or

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

26                   (1) A statement of resignation;

28                   (2) A list of the names of all business entities  
30                   represented by the agent for which the agent is  
32                   resigning as agent; and

34                   (3) An attached affidavit stating that on or about the  
36                   date of the filing of certificate of resignation,  
38                   notices that the registered agent is resigning as  
40                   registered agent were sent by certified or registered  
42                   mail to the registered or principal office of each  
44                   business entity in the jurisdiction of its  
46                   organization, as filed with the Secretary of State.

48                   The resignation takes effect under this paragraph upon  
50                   filing with the Secretary of State.

4. Secretary of State. The Secretary of State shall  
                  furnish to the person submitting the document for filing, or that  
                  person's representative, an attested copy of a certificate filed  
                  under this section.

5. Resignation of agent; appointment by business entity;  
                  service of process. After receipt of the notice of the  
                  resignation of its registered agent under subsection 2, paragraph  
                  B, the business entity shall file a certificate of amendment  
                  designating a new registered agent. If the business entity fails  
                  to appoint a new registered agent within 30 days after the filing  
                  of the certificate of resignation, the authority of that foreign  
                  business entity to carry on business in this State is canceled  
                  and the foreign business entity may not carry on business in this  
                  State.

2       **§836. Amendments to application**

4           If a statement in the application for authority to do  
6       business of a foreign business entity becomes inaccurate as a  
8       result of subsequent events, the foreign business entity shall  
10       promptly file with the Secretary of State a certificate executed  
12       by a manager or, if there is no manager, by a member correcting  
14       the statement.

12       **§837. Certificate of correction**

14           If a statement in the application for authority to do  
16       business of a foreign business entity was materially inaccurate  
18       when made, the foreign business entity shall promptly file with  
20       the Secretary of State a certificate, executed by a manager or,  
22       if there is no manager, by a member correcting the statement.  
24       The certificate of correction must specify the inaccuracy or  
26       defect to be corrected and must set forth the portion of the  
28       instrument in corrected form. The corrected instrument is  
30       effective as of the date the original instrument was filed,  
32       except as to those persons who are substantially and adversely  
34       affected by the correction and for those persons the corrected  
36       instrument is effective from the filing date.

26       **§838. Cancellation of authority to do business**

28           A foreign business entity may cancel its authority to do  
30       business by filing with the Secretary of State a certificate of  
32       cancellation. A cancellation does not terminate the authority of  
34       the Secretary of State to accept service of process on the  
36       foreign business entity with respect to causes of action arising  
38       out of the doing of business in this State.

36       **§839. Doing business without authority; right to sue and be**  
38       **sued; liability of members; penalties**

38           **1. Prohibition against bringing an action, suit or**  
40       **proceeding.** A foreign business entity doing business in this  
42       State may not maintain any action, suit or proceeding in this  
44       State until it is granted authority to do business in this State  
46       and pays to the State all fees and penalties for the years or  
48       parts of years during which it did business in this State without  
50       having been granted the authority to do business.

46           **2. Validity of contracts; right to be sued; right to defend**  
48       **suit.** The failure of a foreign business entity to obtain  
50       authority to do business in this State in accordance with this  
      chapter does not impair:

2           A. The validity of any contract or act of the foreign  
business entity;

4           B. The right of any other party to the contract to maintain  
any action, suit or proceeding on the contract; or

6           C. The right of the foreign business entity to defend any  
8           action, suit or proceeding in a court of this State.

10          3. Liability of members. A member of a foreign business  
entity is not liable solely by reason of the business entity  
12          having done business in this State without being granted the  
authority to do business in this State.

14          4. Penalty. The Secretary of State may fine a foreign  
business entity doing business in this State without first having  
16          been granted the authority to do business in this State \$750 for  
each year or part of a year during which the foreign business  
18          entity failed to obtain authority to do business in this State.

20          §840. Doing business without authority; court injunction;  
22          revocation by Secretary of State

24          1. Enjoin from doing business. The Superior Court has  
jurisdiction to enjoin a foreign business entity or any agent of  
26          the foreign business entity from doing business in this State if  
the foreign business entity has not been granted the authority to  
28          do business under this chapter. The Attorney General may file a  
complaint in any county in which the foreign business entity is  
30          doing or has done business for the purpose of obtaining an  
injunction under this subsection.

32          2. Revocation by Secretary of State. The Secretary of  
State may revoke a foreign business entity's authority to do  
34          business in the State in accordance with this subsection.

36          A. Notwithstanding Title 4, chapter 25 and Title 5, chapter  
38          375, the authority of a foreign business entity to do  
business in this State may be revoked by the Secretary of  
40          State as provided in paragraphs C and D when:

42                 (1) The foreign business entity fails to deliver its  
annual report for filing within the time specified by  
44                 this chapter or fails to pay any fees or penalties as  
prescribed by the Secretary of State when they become  
46                 due and payable;

48                 (2) The foreign business entity fails to appoint and  
maintain a registered agent in this State as required  
50                 by section 821;

2           (3) The foreign business entity fails, after change of  
4           its registered office or registered agent, to file with  
          the Secretary of State a statement of the change  
          required by section 835;

6           (4) The foreign business entity has failed to file  
8           with the Secretary of State an amended application for  
          authority required by section 836; or

10           (5) A misrepresentation of a material fact is made in  
12           any application, report, affidavit or other document  
          required by this chapter.

14           B. The authority of a foreign business entity may be  
16           revoked only after:

18           (1) The Secretary of State has mailed to the foreign  
20           business entity's last registered office in this State  
          and to its last registered or principal office in its  
22           jurisdiction of organization or incorporation as filed  
24           with the Secretary of State, a 30-day notice of pending  
          revocation of its authority to do business in this  
          State. The notice must specify the default; and

26           (2) The foreign business entity has not, prior to  
          revocation, removed the ground of default specified in  
28           the notice.

30           C. After the expiration of the 30-day notice period, if a  
32           foreign business entity has not corrected the specified  
          default or convinced the Secretary of State, by affidavit or  
34           otherwise, that there was no misrepresentation relative to  
          paragraph A, subparagraph (5), the Secretary of State shall  
36           issue and file a certificate revoking the foreign business  
          entity's authority to do business in this State and mail  
38           copies of the certificate of revocation to the foreign  
          business entity's last registered office in this State and  
40           to its last registered or principal office in its  
          jurisdiction of organization or incorporation as filed with  
42           the Secretary of State.

44           D. The foreign business entity may appeal the action of the  
          Secretary of State in revoking its authority to do business  
46           to the Superior Court in Kennebec County. The appeal is  
          governed by the Maine Rules of Civil Procedure, Rule 80B, as  
          amended.

48           E. The authority of the foreign business entity to do  
50           business in this State ceases as of the date of filing of  
          the certificate of revocation unless stayed by the court.

2           F. A foreign business entity that has its authority to do  
3           business in this State revoked may be requalified by  
4           applying for authority to do business under this subchapter.

6           **§841. Execution of documents; liability for**  
7           **false statements**

8  
9           **1. Signature.** Documents must be signed by a manager or, if  
10           there is no manager, by a member except as otherwise provided.

11           **2. False swearing; false statements.** Section 424,  
12           subsection 3 and section 627, subsection 3 governing false  
13           swearing and section 823 on liability for false statements apply  
14           to foreign business entities as if the application for authority  
15           to do business were the articles of organization or a certificate  
16           of a business entity.

17  
18           **§842. Service of process on foreign business entities**  
19           **authorized to do business in State**

20  
21           **1. Manager.** Process may be served on a manager or, if  
22           none, on a member that is present or found in this State.

23           **2. Registered agent.** Process may be served on the  
24           registered agent of the foreign business entity.

25           **3. Service on Secretary of State.** If a foreign business  
26           entity authorized to do business in this State fails to appoint  
27           or maintain a registered agent in this State, any such registered  
28           agent can not with reasonable diligence be found at the  
29           registered office or the authority of a foreign business entity  
30           is revoked, the Secretary of State is an agent of that foreign  
31           business entity upon whom any such process, notice or demand may  
32           be served. Service on the Secretary of State of any such process,  
33           notice or demand must be made as provided in section 845.

34           **4. Other means of service.** Nothing in this section limits  
35           or affects the right to serve a process, notice or demand  
36           required or permitted by law to be served upon a foreign business  
37           entity in any other manner permitted by law or rule of court.

38           **§843. Action by Attorney General**

39           The Attorney General may maintain an action to restrain a  
40           foreign business entity from transacting business in this State  
41           in violation of this chapter.

42  
43           **§844. Service of process on foreign business entities not**  
44           **authorized to do business in State**

2           1. Service on Secretary of State. Every foreign business  
4           entity that does business in this State without having been  
6           authorized to do business in this State submits itself to the  
8           jurisdiction of the courts of this State, and designates the  
          Secretary of State as its agent upon whom a process, notice or  
          demand upon it may be served in any action or proceeding arising  
          out of or in connection with the doing of business in this State.

10           2. Method of serving process. In addition to other methods  
12           of service that may be authorized by law or by rule, service of  
          process may be made as provided in section 845.

14           §845. Service of process on Secretary of State for  
          foreign business entity

16           When a process, notice or demand is to be served on the  
18           Secretary of State as the agent of a foreign business entity  
20           pursuant to a provision of this chapter:

22           1. Delivery to Secretary of State. The process, notice or  
24           demand must be served by delivering it to the Secretary of State  
          or to a person designated by the Secretary of State to receive  
          that service;

26           2. Copy; foreign business entity. The party serving the  
28           process shall promptly send a duplicate copy of the process,  
30           notice or demand via registered or certified mail, return receipt  
          requested, marked "deliver to addressee only," to the foreign  
          business entity at:

32           A. Its last registered office in this State on file in the  
34           office of the Secretary of State, if any; and

36           B. Its last registered or principal office in the  
38           jurisdiction of its organization on file in the office of  
40           the Secretary of State, if any; or if no such office has  
          been listed in the office of the Secretary of State, at the  
          last address of the foreign business entity known to the  
          person serving the process; and

42           3. Proof of service. Proof of service must be by return of  
44           service on the Secretary of State and by an affidavit of the  
46           person serving the process or that person's attorney setting  
48           forth compliance with subsection 2. The affidavit must be  
          appended by the return receipt signed by the foreign business  
          entity or other official proof of delivery or, if acceptance was  
          refused or the addressee was not found at the address given, the  
          original envelope bearing the notation of the postal authorities

2 showing the reason for nondelivery. Service is complete when  
3 there has been compliance with subsections 1 and 2.

4 **SUBCHAPTER IV**

6 **MISCELLANEOUS**

8 **§851. Reserved power of State to alter or repeal chapter**

10 All provisions of this chapter may be altered from time to  
11 time or repealed and all rights of members are subject to this  
12 reservation.

14 **§852. Duty of Secretary of State**

16 The duty of the Secretary of State to file documents under  
17 this chapter is ministerial. The filing or refusal to file a  
18 document does not:

20 1. Validity of documents. Affect the validity or  
21 invalidity of the document in whole or in part;

22 2. Correctness of information. Relate to the correctness  
23 or incorrectness of information contained in the document; or

24 3. Presumption of validity or correctness. Create a  
25 presumption that the document is valid or invalid or that the  
26 information in the document is correct or incorrect.

28 **§853. Annual report of domestic and foreign business**  
29 **entities**

30 1. Annual report. Each domestic business entity and each  
31 foreign business entity authorized to do business in this State  
32 shall file, within the time prescribed by this chapter, an annual  
33 report setting forth:

34 A. The name of the business entity;

35 B. The name of its registered agent and the address of its  
36 registered office in this State, including the street or  
37 rural route number, town or city and state, and, in the case  
38 of a foreign business entity, the address of its registered  
39 or principal office in its jurisdiction of organization;

40 C. A brief statement of the character of the business in  
41 which the business entity is actually engaged in this State,  
42 if any; and

2           D. The name and business or residence address of each  
3           manager or, if there are no managers, each member, including  
4           the street or rural route number, town or city and state.

6           2. Reporting period. The Secretary of State shall specify  
7           by rule the period of time to which the annual report applies as  
8           provided in subsection 3. The information contained in the  
9           annual report must be current as of the date the report is signed.

10           3. Execution. The annual report must be executed and  
11           signed by a manager, a member or any other duly authorized  
12           individual. Subject to rules adopted under section 809, the  
13           report must be delivered to the Secretary of State or a designee  
14           for filing. The annual report may be delivered to the Secretary  
15           of State on a staggered basis as defined by the Secretary of  
16           State by rule in accordance with the Maine Administrative  
17           Procedure Act. The report must apply to the 12-month period  
18           specified by the Secretary of State. Proof to the satisfaction  
19           of the Secretary of State that, prior to the date that penalties  
20           become effective for late delivery of an annual report as  
21           established by the Secretary of State by rule, the report was  
22           deposited in the United States mail in a sealed envelope,  
23           properly addressed, with postage prepaid is deemed a compliance  
24           with this requirement. One copy of the report, together with the  
25           filing fee required by this chapter, must be delivered for filing  
26           to the Secretary of State who shall file the report, if the  
27           Secretary of State finds that it conforms to the requirements of  
28           this chapter. If the Secretary of State finds that it does not  
29           so conform, the Secretary of State shall promptly mail or  
30           otherwise return the report to the business entity for any  
31           necessary correction. The penalties prescribed by this chapter  
32           for failure to file the report within the time provided in this  
33           section do not apply if the report is corrected to conform to the  
34           requirements of this chapter and returned to the Secretary of  
35           State within 30 days from the date on which the report was mailed  
36           or otherwise returned to the business entity by the Secretary of  
37           State.

38           **§854. Failure to file annual report; incorrect report;**  
39           **penalties**

42           1. Failure to file annual report. A business entity  
43           required to deliver an annual report for filing as provided by  
44           section 853 that fails to deliver its properly completed annual  
45           report to the Secretary of State shall pay, in addition to the  
46           regular annual report fee, the sum of \$25, if the report is  
47           received by the Secretary of State prior to revocation or  
48           suspension of the business entity. Upon failure to file the  
49           annual report and to pay the annual report fee or the penalty,  
50           the Secretary of State, notwithstanding Title 4, chapter 25 and

2 Title 5, chapter 375, shall revoke a foreign business entity's  
3 authority to do business in this State and suspend a domestic  
4 business entity from doing business. The Secretary of State  
5 shall use the procedures set forth in section 840, subsection 2,  
6 related to revoking the right of foreign business entities to do  
7 business in this State, for suspending domestic business  
8 entities. A foreign business entity whose authority to do  
9 business in this State has been revoked under this subsection  
10 that wishes to do business again in this State must be authorized  
11 as provided in section 832. A domestic business entity that has  
12 been suspended under this subsection may be reinstated by filing  
13 the current annual report together with the current annual filing  
14 fee and by paying the sum of \$125 for each year the business  
15 entity failed to file an annual report.

16 2. **Nonconformity.** If the Secretary of State finds that an  
17 annual report delivered for filing does not conform with the  
18 requirements of section 853, the report must be returned for  
19 correction.

20 3. **Suspension.** A business entity while suspended may not  
21 engage in business.

22 4. **Time limit specified.** If the annual report of a  
23 business entity is not delivered for filing within the time  
24 specified in section 853, the business entity is excused from the  
25 liability provided in this section and from any other penalty for  
26 failure to file timely the report, if it establishes to the  
27 satisfaction of the Secretary of State, that failure to file was  
28 the result of excusable neglect and it furnishes the Secretary of  
29 State with a copy of the report within 30 days after learning  
30 that the Secretary of State failed to receive the original report.

31 **Sec. 91. 35-A MRS §3140, sub-§3,** as enacted by PL 1987, c.  
32 141, Pt. A, §6, is amended to read:

33 **3. Registered office and agent; service of process.** A  
34 foreign electric utility acting under section 3139 shall:

35 A. Designate and continuously maintain in this State a  
36 registered office and a registered agent in accordance with  
37 Title 13-A 31, section 1212 835; and

38 B. Be subject to service of process, notice or demand as  
39 provided in Title 13-A 31, section 1212 842.

40 **Sec. 92. 39-A MRS §324, sub-§3, ¶C,** as enacted by PL 1991, c.  
41 885, Pt. A, §8 and affected by §§9 to 11, is amended to read:

42 C. The employer, if organized as a corporation, is subject  
43 to revocation or suspension of its authority to do business

2 in this State as provided in Title 13-A 31, section 1302  
3 854. The employer, if licensed, certified, registered or  
4 regulated by any board authorized by Title 5, section  
5 12004-A or whose license may be revoked or suspended by  
6 proceedings in the Administrative Court or by the Secretary  
7 of State, is subject to revocation or suspension of the  
8 license, certification or registration.

10  
11 **STATEMENT OF FACT**

12  
13 This bill simplifies the process of registering business  
14 entities by placing all boiler plate language for all business  
15 entity statutes in one chapter, the Maine Revised Statutes, Title  
16 31, chapter 15.