

MAINE STATE LEGISLATURE

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117th MAINE LEGISLATURE

SECOND REGULAR SESSION-1995

Legislative Document

No. 1624

S.P. 619

In Senate, December 22, 1995

An Act to Update and Clarify the Corporate Laws.

Submitted by the Department of the Secretary of State pursuant to Joint Rule 24.
Received by the Secretary of the Senate on December 20, 1995. Referred to the Committee on Judiciary and ordered printed pursuant to Joint Rule 14.

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

MAY M. ROSS
Secretary of the Senate

Presented by Senator MILLS of Somerset.

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

2
4 **Sec. 1. 13-A MRSA §1106, sub-§2**, as enacted by PL 1971, c. 439, §1, is repealed and the following enacted in its place:

6 2. The corporation shall notify immediately the State Tax
8 Assessor and each known creditor of the corporation of the filing
 of the statement of intent to dissolve;

10 **Sec. 2. 13-B MRSA §301, sub-§3**, as amended by PL 1979, c. 663,
12 §72, is further amended to read:

14 **3. Grants.** Any corporation may grant to any domestic
16 business or nonprofit corporation or any foreign business or
18 nonprofit corporation authorized to carry on activities in this
20 State, or to any person, by executing and filing with the
22 Secretary of State as provided in sections 104 and 106 proof of a
24 resolution of its board of directors making ~~such a grant~~, the
26 exclusive right ~~thereafter~~ after the making of a grant to
28 authorize the use of a name similar to that of the granting
30 corporation by any other corporation or corporations, or person
32 for use as a name or as a ~~trade-mark~~ trademark or service mark as
 defined in Title 10, chapter 301-A. Any such resolution ~~shall be~~
 is revocable unless by its terms it is irrevocable. ~~No proof~~
 Proof of a subsequent resolution by the board of directors of the
 granting corporation ~~shall thereafter~~ may not be required under
 subsection 1, paragraph B, ~~until--and~~ unless the granting
 corporation ~~shall~~, in the case of a revocable resolution, ~~revoke~~
 revokes the grant by executing and filing in the manner provided
 under this section proof of a further resolution of its board of
 directors revoking the grant.

34 If proof of a resolution is not appropriate, then the Secretary
36 of State may accept without a filing fee a letter from the entity
38 controlling use of the corporation name or mark in this State.
40 The letter must state that an affiliation exists and must be
 dated and signed by an officer. The letter must demonstrate how
 the corporation attempting to file is affiliated with the
 controlling entity.

42 **Sec. 3. 31 MRSA §406, sub-§2, ¶¶D and E**, as enacted by PL 1991,
 c. 552, §2 and affected by §4, are amended to read:

44 D. A statement that it is actually engaged--in doing
46 business activities;

48 E. A brief statement of the activities business in which it
 is engaged; and

2 **Sec. 4. 31 MRSA §606, sub-§2, ¶D**, as enacted by PL 1993, c.
718, Pt. A, §1, is amended to read:

4 D. A statement that it is actually engaged--in doing
business activities;

6 **Sec. 5. 31 MRSA §606, sub-§2, ¶E**, as amended by PL 1995, c.
8 458, §20, is further amended to read:

10 E. A brief statement of the activities business in which it
is engaged; and

12 **Sec. 6. 31 MRSA §751, sub-§16**, as enacted by PL 1993, c. 718,
14 Pt. A, §1, is amended to read:

16 **16. Certified copies.** For providing certified copies of
any paper on file as provided for by this chapter, a fee of \$5
18 for each copy certified in addition to any fee due under
subsection 14 15;

20

22

STATEMENT OF FACT

24

This bill establishes a procedure for a nonprofit
corporation to follow when the corporation wishes to authorize
26 the use of a name similar to that of the corporation and filing
proof of a resolution of its board of directors making the grant
is not appropriate. The bill also makes technical corrections
28 and changes a cross-reference.