

MAINE STATE LEGISLATURE

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119th MAINE LEGISLATURE

SECOND REGULAR SESSION-1999

Legislative Document

No. 2333

H.P. 1664

House of Representatives, December 29, 1999

An Act to Clarify the Laws Relating to Corporate and Other Entities.

Submitted by the Secretary of State pursuant to Joint Rule 204.

Received by the Clerk of the House on December 27, 1999. Referred to the Committee on Judiciary pursuant to Joint Rule 308.2 and ordered printed pursuant to Joint Rule 401.

A handwritten signature in black ink that reads "Joseph W. Mayo".

JOSEPH W. MAYO, Clerk

Presented by Representative LaVERDIERE of Wilton.

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

2
376, §7, is amended to read:

6 D. In the case of an application for authority to do
7 business, ~~as provided by paragraph B~~ any duly authorized
8 individual and by the registered agent as required by
9 section 1212, subsection 1-A. All other documents filed on
10 behalf of foreign corporations may be signed by any duly
11 authorized individual except as provided by section 1212,
12 subsection 1-A or 2-A.

14 Sec. 2. 13-A MRSA §304, sub-§2, as amended by PL 1971, c. 565,
15 §10, is further amended to read:

16
17 2. The clerk shall maintain a registered office at some
18 fixed place within this State, which may be, but need not be, the
19 corporation's place of business, and shall perform those duties
20 required of him the clerk by section 714 and elsewhere in this
21 Act. ~~The "clerk's office" of corporations existing on December~~
22 ~~31, 1971 shall be deemed the "registered office" of these~~
23 ~~corporations, for purposes of this Act, until such office is~~
24 ~~changed pursuant to this section.~~

26 Sec. 3. 13-A MRSA §304, sub-§6, ¶A-1, as enacted by PL 1977, c.
27 130, §1, is amended to read:

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29 A-1. If the ~~name of the~~ current clerk has changed had a
30 name change, the new name of the clerk;

32 Sec. 4. 13-A MRSA §1202, sub-§1, ¶C, as enacted by PL 1971, c.
33 439, §1, is amended to read:

34
35 C. The date of incorporation ~~and the period of duration of~~
36 ~~the corporation;~~

38 Sec. 5. 13-A MRSA §1212, sub-§2, ¶G, as enacted by PL 1971, c.
39 439, §1, is amended to read:

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41 G. ~~If its registered agent is to be changed, the~~ The name
42 of its successor registered agent;

44 Sec. 6. 13-A MRSA §1212, sub-§2-A, ¶A, as enacted by PL 1973,
45 c. 483, §20, is amended to read:

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47 A. The name of the registered agent appearing on the record
48 in the office of the Secretary of State;

50 Sec. 7. 13-A MRSA §1212, sub-§2-A, ¶A-1 is enacted to read:

2 A-1. If the current registered agent has had a name change,
3 the new name of the registered agent;

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5 **Sec. 8. 13-A MRSA §1212, sub-§3**, as amended by PL 1993, c.
6 316, §21, is further amended to read:

7 3. Any registered agent of a foreign corporation may resign
8 as such registered agent by filing a written notice of
9 resignation with the Secretary of State, and by mailing a copy
10 thereof of the notice to the corporation at its last registered
11 or principal office ~~in its jurisdiction of incorporation~~ wherever
12 located, as filed with the Secretary of State. The appointment
13 of such registered agent terminates upon the date of the filing
14 of such the notice by the Secretary of State.

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16 **Sec. 9. 13-B MRSA §104, sub-§1, ¶D**, as enacted by PL 1997, c.
17 376, §17, is amended to read:

18 D. In the case of an application for authority to carry on
19 activities, ~~as provided by paragraph B~~ by any duly
20 authorized individual and by the registered agent as
21 required by section 1212, subsection 1-A, All other
22 documents filed on behalf of foreign corporations may be
23 signed by any duly authorized individual except as provided
24 by section 1212, subsection 1-A or 2-A.

25 **Sec. 10. 13-B MRSA §305, sub-§1, ¶E**, as enacted by PL 1977, c.
26 525, §13, is amended to read:

27 E. ~~If its registered agent is changed, the~~ The name of its
28 successor registered agent;

29 **Sec. 11. 13-B MRSA §1202, sub-§1, ¶C**, as enacted by PL 1977,
30 c. 525, §13, is amended to read:

31 C. ~~The date of incorporation and the period of duration of~~
32 ~~the corporation;~~

33 **Sec. 12. 13-B MRSA §1212, sub-§2**, as amended by PL 1997, c.
34 376, §29, is further amended to read:

35 2. **Registered agent, registered office and changes.** A
36 foreign corporation may change its registered agent and
37 registered office or its registered agent by executing and
38 filing, in accordance with sections 104 and 106, a statement
39 setting forth:

40 A. The name of the corporation;

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- 2 B. Its jurisdiction of incorporation;
- 4 C. The date of its authorization to carry on activities in
this State;
- 6 D. The address of its then registered office;
- 8 E. If its registered office is to be changed, the address
to which the registered office is to be changed;
- 10 F. The name of its then registered agent;
- 12 G. ~~If its registered agent is to be changed,~~ The name
14 of its successor registered agent;
- 16 H. That the registered agent has a business office at the
registered office, after giving effect to the changes
18 stated; and
- 20 I. That each change therein stated was authorized by the
board of directors.

22 ~~In the alternative, if the registered agent for one or more
24 foreign corporations changes the address of his or its office
from the registered office appearing on the record in the office
26 of the Secretary of State, the registered agent may change the
registered office of such corporation by filing, in accordance
28 with section 106, a statement executed by the registered agent
and setting forth, for each foreign corporation for which he or
30 it is such registered agent, the information required by
paragraphs A, B, D, E and H and reciting that notice of such
32 change has been sent to each of such foreign corporations.~~

34 **Sec. 13. 13-B MRSA §1212, sub-§2-A is enacted to read:**

36 **2-A. Change in name of current registered agent or**
38 **registered office.** If the registered agent of one or more
40 foreign corporations changes its name or registered office from
42 that appearing on the record in the office of the Secretary of
State, the registered agent shall execute and deliver for filing
in accordance with sections 104 and 106 a statement setting forth:

- 44 A. The name of the current registered agent;
- 46 B. If the current registered agent has had a name change,
the new name of the registered agent;
- 48 C. If the address of the registered office has changed, the
address of the former registered office;
- 50

2 D. The name and jurisdiction of incorporation of each
3 foreign corporation for which the registered agent is the
4 registered agent;

5 E. The address of the new registered office; and

6 F. A recitation that notice of the change has been sent to
7 each corporation.

8 In lieu of bulk filing, the registered agent may file for each
9 foreign corporation a separate statement containing the
10 information.

11 **Sec. 14. 13-B MRSA §1212, sub-§3, as amended by PL 1989, c.**
12 **501, Pt. L, §42, is further amended to read:**

13 **3. Written notice of resignation.** Any registered agent of
14 a foreign corporation may resign as an registered agent by filing
15 a written notice of resignation with the Secretary of State, and
16 by mailing a copy of the notice to the corporation at its last
17 registered or principal office ~~in--its--jurisdiction--of~~
18 ~~incorporation~~ wherever located, as filed with the Secretary of
19 State. The appointment of an the registered agent ~~shall-terminate~~
20 terminates upon the date of the filing of the notice by the
21 Secretary of State.

22 **Sec. 15. 13-B MRSA §1401, sub-§6, as amended by PL 1979, c.**
23 **127, §104, is further amended to read:**

24 **6. Statement of change in registered agent or registered**
25 **agent and registered office.** ~~Statement changing-the~~ of change in
26 registered agent or a--statement--of--change--of--address--of
27 registered agent and registered office, as provided by section
28 305, subsection 1, \$5;

29 **Sec. 16. 13-B MRSA §1401, sub-§8, as enacted by PL 1977, c.**
30 **525, §13, is amended to read:**

31 **8. Statement of change in registered office.** Statement of
32 change of in registered office, as provided by section 305,
33 subsection 3, \$5 for each corporation listed; or when separate
34 statements are filed at one time, \$5 for each separate statement
35 up to but not exceeding 100 statements, \$2 for each separate
36 statement over 100 but not exceeding 200 statements, and \$1 for
37 each separate statement over 200 statements;

38 **Sec. 17. 13-B MRSA §1401, sub-§27, as amended by PL 1979, c.**
39 **127, §110, is further amended to read:**

27. **Statement of change in registered agent or registered agent and registered office.** Statement of change of ~~in~~ registered ~~office~~ ~~agent~~ or registered agent, ~~or both,~~ and registered office as provided by section 1212, subsection 2, §5;

Sec. 18. 13-B MRSA §1401, sub-§29, as corrected by RR 1991, c. 2, §49, is amended to read:

29. **Statement of change in registered office.** Statement of change in registered office ~~or agent,~~ as provided in section 1212, subsection 2 2-A, \$5 for each foreign corporation listed; or when separate statements are filed at one time, \$5 for each separate statement up to but not exceeding 100 statements, \$2 for each separate statement over 100 but not exceeding 200 statements, \$1 for each statement over 200 statements;

Sec. 19. 31 MRSA §407, sub-§3, ¶B, as amended by PL 1993, c. 316, §51, is further amended to read:

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

(1) A statement of resignation;

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

(3) An attached affidavit stating that on or about the date of the filing of certificate of resignation, notices were , signed by the registered agent, setting forth the following information:

(a) The date on which the notice of resignation was sent by certified or registered mail to a general partner of each limited partnership from which the registered agent is resigning as registered agent at the address of the general partner as shown on the most recent annual report of the ; and

(b) The name, capacity and address of the general partner for each limited partnership to which the notice of resignation was sent.

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

Sec. 20. 31 MRSA §422, sub-§3, ¶¶B and C, as enacted by PL 1991, c. 552, §2 and affected by §4, are amended to read:

B. The withdrawal of a general partner; or

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

8 **Sec. 21. 31 MRSA §422, sub-§3, ¶¶D and E** are enacted to read:

10 D. A change in the registered agent and registered office
11 as provided in section 407, subsection 2, paragraph A or a
12 change in the registered office or a change in the name of
13 any person acting as the registered agent as provided in
14 section 407, subsection 2, paragraph B; or

15 E. A resignation of a registered agent as provided in
16 section 407, subsection 3.

18 **Sec. 22. 31 MRSA §526, sub-§5,** as amended by PL 1993, c. 316,
20 §67, is further amended to read:

22 **5. Change of registered agent and registered office or**
23 **registered office for domestic limited partnerships.** For filing
24 of a certificate by a registered agent under section 407,
25 subsection 2, paragraph B to change the registered office or to
26 change the name of the current registered agent or for filing of
27 a certificate of amendment under section 422, changing to change
28 the registered agent or address of the and registered office or
29 resigning for filing a notice of resignation of a registered
30 agent under section 407, subsection 3, a fee in the amount of \$20;

32 **Sec. 23. 31 MRSA §526, sub-§9,** as amended by PL 1993, c. 316,
33 §71, is further amended to read:

34 **9. Change of registered agent and registered office or**
35 **registered office for foreign limited partnerships.** For filing
36 of a certificate by a registered agent under section 494,
37 subsection 3, paragraph B to change the registered office or to
38 change the name of the current registered agent or for filing of
39 a certificate of amendment under section 495, changing to change
40 the registered agent or address of the and registered office or
41 resigning for filing a notice of resignation of a registered
42 agent under section 494, subsection 4, a fee in the amount of \$30;

44 **Sec. 24. 31 MRSA §607, sub-§5, ¶B,** as enacted by PL 1993, c.
46 718, Pt. A, §1, is amended to read:

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

(1) A statement of resignation;

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(2) The names of all the limited liability companies;
and

(3) An attached affidavit ~~stating that on or about the date of the filing of certificate of resignation, notices were~~ , signed by the registered agent, setting forth the following information:

(a) The date on which the notice of resignation was sent by certified or registered mail to a manager or, if there is no manager, to a member of each limited liability company 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 as registered agent; and

(b) The name, capacity and address of a manager or, if there is no manager, a member for each limited liability company to which the notice of resignation was sent.

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

Sec. 25. 31 MRSA §751, sub-§§6 and 14, as enacted by PL 1993, c. 718, Pt. A, §1, are amended to read:

6. Change of registered agent and registered office or registered office for domestic limited liability companies. For filing of a certificate by a registered agent under section 607, subsection 3, paragraph B to change the registered office or to change the name of the current registered agent or for filing of a certificate of amendment under section 623 changing to change the registered agent or address of the and registered office or the for filing a notice of resignation of the registered agent under section 607, subsection 5, a fee of \$20;

14. Change of registered agent and registered office or registered office for foreign limited liability companies. For filing of a certificate by a registered agent under section 714, subsection 3, paragraph B to change the registered office or to change the name of the current registered agent or for filing of a certificate of amendment under section 715 changing to change the registered agent or address of the and registered office or the for filing a notice of resignation of the registered agent under section 714, subsection 4, a fee of \$30;

Sec. 26. 31 MRSA §807, sub-§5, ¶B, as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

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

4 (1) A statement of resignation;

6 (2) The names of all the limited liability
8 partnerships; and

10 (3) An attached affidavit stating that on or about the
date of the filing of the certificate of resignation,
notices were , signed by the registered agent, setting
forth the following information:

14 (a) The date on which the notice of resignation
was sent by certified or registered mail to a
partner of each registered limited liability
partnership from which the registered agent is
resigning at the address of the partner, as shown
on the most recent annual report of a as
registered agent; and

22 (b) The name, capacity and address of a partner
for each registered limited liability partnership
to which the notice of resignation was sent.

26 **Sec. 27. 31 MRSA §823, sub-§3, ¶B,** as enacted by PL 1995, c.
28 633, Pt. B, §1, is repealed and the following enacted in its
place:

30 B. Except as provided in the following:

32 (1) A change in the registered agent and registered
office as provided in section 807, subsection 3,
paragraph A or a change in the registered office or a
change in the name of any person acting as the
registered agent as provided in section 807, subsection
3, paragraph B; or

38 (2) A resignation of a registered agent as provided in
section 807, subsection 5;

42 **Sec. 28. 31 MRSA §871, sub-§§6 and 12,** as enacted by PL 1995,
44 c. 633, Pt. B, §1, are amended to read:

46 **6. Change of registered agent and registered office or**
registered office for registered limited liability partnerships.
48 For filing a certificate by a registered agent under section 807,
subsection 3, paragraph B to change the registered office or to
change the name of the current registered agent or for filing a
50 certificate of amendment under section 823 changing to change the

2 registered agent ~~or address of the~~ and registered office or
3 ~~containing the~~ for filing a notice of resignation of the
4 registered agent under section 807, subsection 5, a fee of \$20;

6 **12. Change of registered agent and registered office or**
7 **registered office for foreign limited liability partnerships.**
8 For filing a certificate by a registered agent under section 854,
9 subsection 3, paragraph B to change the registered office or to
10 change the name of the current registered agent or for filing a
11 certificate of amendment under section 855 ~~changing to change~~ the
12 registered agent ~~or address of the~~ and registered office or
13 ~~containing the~~ for filing a notice of resignation of the
14 registered agent under section 854, subsection 4, a fee of \$30;

16 SUMMARY

18 This bill allows any authorized individual to sign documents
19 on behalf of foreign business or nonprofit corporations. This
20 bill also removes the requirement that foreign business or
21 nonprofit corporations supply a period of duration on their
22 application for authority. The bill further clarifies that
23 foreign entities must change the registered agent when they
24 change the registered office. The bill also clarifies that
25 foreign entities may have a principal or registered office
26 wherever located. It further clarifies the information required
27 in an affidavit for the resignation of a registered agent for
28 limited partnerships, limited liability companies and limited
liability partnerships.