

MAINE STATE LEGISLATURE

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120th MAINE LEGISLATURE

FIRST REGULAR SESSION-2001

Legislative Document

No. 1068

H.P. 813

House of Representatives, February 22, 2001

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

Reference to the Committee on Judiciary suggested and ordered printed.

Millicent M. MacFarland

MILLICENT M. MacFARLAND, Clerk

Presented by Representative BULL of Freeport.

Cosponsored by Representatives: LaVERDIERE of Wilton, MITCHELL of Vassalboro.

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

4 **Sec. 1. 13-A MRSA §809, sub-§5**, as amended by PL 1973, c. 483, §12, is further amended to read:

6 5. The restatement may omit statements as to the
8 incorporator or incorporators and the initial directors. In all
10 other respects, the restatement shall must contain the same
12 information and provisions as are required by this Act for
14 original articles, except that if the corporation is managed by a
board of directors, the restatement must provide either a fixed
number of directors or a minimum and maximum number of directors
as provided in chapter 7.

16 **Sec. 2. 13-A MRSA §1401, sub-§27**, as amended by PL 1999, c.
638, §5, is further amended to read:

18 27. An amendment to a foreign corporation's application for
20 authority to do business in this State, as provided by section
22 1207, §70, except for a change in its registered or principal
office, as provided by section 1207, subsection 1, paragraph C,
§35;

24 **Sec. 3. 31 MRSA §494, sub-§4, ¶B**, as amended by PL 1993, c.
316, §59, is repealed and the following enacted in its place:

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

28 (1) A statement of resignation;

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

32 (3) An affidavit, signed by the registered agent,
34 setting forth the date on which the notice of
36 resignation was sent by certified or registered mail to
38 the registered or principal office of each limited
partnership, wherever located, from which the
registered agent is resigning as registered agent.

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

44 **Sec. 4. 31 MRSA §854, sub-§4, ¶B**, as enacted by PL 1995, c.
633, Pt. B, §1, is repealed and the following enacted in its
46 place:

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

(1) A statement of resignation;

2 (2) The names of all limited liability partnerships;
3 and

4 (3) An affidavit, signed by the registered agent,
5 setting forth the date on which the notice of
6 resignation was sent by certified or registered mail to
7 the registered or principal office of each limited
8 liability partnership, wherever located, from which the
9 registered agent is resigning as registered agent.

10 A resignation takes effect under this paragraph upon filing
11 with the Secretary of State.

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15 **SUMMARY**

16
17 This bill clarifies the requirement for listing the
18 management of a corporation when restating its articles of
19 incorporation. This bill also changes the fee for a foreign
20 corporation when it changes its registered or principal office.
21 It further clarifies the information required in an affidavit for
22 the resignation of a registered agent for limited partnerships
23 and limited liability partnerships.
24