

# MAINE STATE LEGISLATURE

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# 121st MAINE LEGISLATURE

## SECOND REGULAR SESSION-2004

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Legislative Document

No. 1767

H.P. 1289

House of Representatives, December 22, 2003

**An Act To Amend the Laws Relating to Corporations, Limited Partnerships, Limited Liability Companies and Limited Liability Partnerships**

(EMERGENCY)

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

Received by the Clerk of the House on December 17, 2003. Referred to the Committee on Business, Research and Economic Development pursuant to Joint Rule 308.2 and ordered printed pursuant to Joint Rule 401.

*Millicent M. MacFarland*  
MILLICENT M. MacFARLAND  
Clerk

Presented by Representative NORTON of Bangor.  
Cosponsored by Representative: DUPLESSIE of Westbrook.

2           **Emergency preamble. Whereas,** Acts of the Legislature do not  
become effective until 90 days after adjournment unless enacted  
as emergencies; and

4  
6           **Whereas,** the Maine Revised Statutes, Title 13-C, which  
governs domestic and foreign corporations in Maine, became  
effective on July 1, 2003, and changes to that law and other  
8 entity laws administered by the Secretary of State must be in  
place by July 1, 2004, in order for the Secretary of State to  
10 properly administer these laws; and

12           **Whereas,** in the judgment of the Legislature, these facts  
create an emergency within the meaning of the Constitution of  
14 Maine and require the following legislation as immediately  
necessary for the preservation of the public peace, health and  
16 safety; now, therefore,

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

20           **Sec. 1. 13-B MRSA §111** is enacted to read:

22           **§111. Certificate of existence; certificate of authority;**  
**certificate of fact**

24  
26           **1. Application.** Any person may apply to the Secretary of  
State for a certificate of existence for a domestic corporation  
or a certificate of authority for a foreign corporation.

28  
30           **2. Contents.** A certificate of existence or certificate of  
authority sets forth:

32           **A.** The corporation's name used in this State;

34           **B.** That, if a domestic corporation, the corporation is duly  
incorporated under the laws of this State and the date of  
36 its incorporation;

38           **C.** That, if a foreign corporation, the foreign corporation  
is authorized to carry on activities in this State, the date  
40 on which the corporation was authorized to carry on  
activities in this State and its jurisdiction of  
42 incorporation;

44           **D.** That all fees and penalties owed to this State have been  
paid if:

46                   (1) Payment is reflected in the records of the  
48 Secretary of State; and

2                   (2) Nonpayment affects the existence or authorization  
3                   of the domestic or foreign corporation;

4                   E. That the corporation's most recent annual report  
5                   required by section 1301 has been delivered to the Secretary  
6                   of State; and

8                   F. Any facts of record in the office of the Secretary of  
9                   State that may be requested by the applicant under  
10                   subsection 1.

12                   3. Evidence of existence or authority. Subject to any  
13                   qualification stated in the certificate, a certificate of  
14                   existence or certificate of authority issued by the Secretary of  
15                   State may be relied upon as conclusive evidence that the domestic  
16                   or foreign corporation is in existence or is authorized to carry  
17                   on activities in this State.

18                   4. Certificate of fact. In addition to the certificate  
19                   authorized under subsection 2, the Secretary of State may issue a  
20                   certificate attesting to any fact of record in the office of the  
21                   Secretary of State that may be requested by the applicant under  
22                   subsection 1.

24                   Sec. 2. 13-B MRSA §305, sub-§4, as enacted by PL 1989, c. 501,  
25                   Pt. L, §39, is repealed.

28                   Sec. 3. 13-B §§1112 to 1116 are enacted to read:

30                   §1112. Grounds for administrative dissolution

32                   Notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
33                   the Secretary of State may commence a proceeding under section  
34                   1113 to administratively dissolve a corporation if:

36                   1. Nonpayment of fees or penalties. The corporation does  
37                   not pay when they are due any fees or penalties imposed by this  
38                   Title or other law;

40                   2. Failure to file annual report. The corporation does not  
41                   deliver its annual report to the Secretary of State as required  
42                   by section 1301;

44                   3. Failure to pay late filing penalty. The corporation  
45                   does not pay the annual report late filing penalty as required by  
46                   section 1302;

48                   4. Failure to maintain registered agent or registered  
49                   office. The corporation fails to appoint or maintain a

2 registered agent or registered office in this State as required  
3 by section 304;

4 5. Failure to notify of change of registered agent or  
5 registered office. The corporation does not notify the Secretary  
6 of State that its registered agent or registered office has been  
7 changed or that its registered agent has resigned as required by  
8 section 305; or

10 6. Filing of false information. An incorporator, director,  
11 officer or agent of the corporation signed a document with the  
12 knowledge that the document was false in a material respect and  
13 with the intent that the document be delivered to the Secretary  
14 of State for filing.

16 **§1113. Procedure for and effect of administrative dissolution**

18 1. Notice of determination to administratively dissolve  
19 corporation. If the Secretary of State determines that one or  
20 more grounds exist under section 1112 for dissolving a  
21 corporation, the Secretary of State shall issue a written notice  
22 of that determination to the corporation's last registered office  
23 address.

24 2. Administrative dissolution. The corporation is  
25 administratively dissolved if within 60 days after the notice  
26 under subsection 1 was issued the Secretary of State determines  
27 that the corporation has failed to correct the ground or grounds  
28 for the dissolution. The Secretary of State shall send notice to  
29 the corporation at its last registered office address that  
30 recites the ground or grounds for dissolution and the effective  
31 date of dissolution.

34 3. Effect of administrative dissolution; prohibition. A  
35 corporation administratively dissolved continues its corporate  
36 existence but may not carry on any activities in this State  
37 except as necessary to wind up the activities of the corporation.

38 4. Authority of registered agent. The administrative  
39 dissolution of a corporation does not terminate the authority of  
40 its registered agent.

42 5. Protecting corporate name after administrative  
43 dissolution. The name of a corporation remains in the Secretary  
44 of State's record of corporate names and is protected for a  
45 period of 3 years following administrative dissolution.

48 **§1114. Reinstatement following administrative dissolution**

1. Application for reinstatement. A corporation  
administratively dissolved under section 1113 may apply to the  
Secretary of State for reinstatement within 6 years after the  
effective date of dissolution. The application must:

A. State the name of the corporation and the effective date  
of its administrative dissolution;

B. State that the ground or grounds for dissolution either  
did not exist or have been eliminated; and

C. State that the corporation's name satisfies the  
requirements of section 301-A.

2. Reinstatement after administrative dissolution. If the  
Secretary of State determines that the application contains the  
information required under subsection 1 and is accompanied by the  
reinstatement fee set forth in section 1401, subsection 35, and  
that the information is correct, the Secretary of State shall  
cancel the administrative dissolution and prepare a notice of  
reinstatement that recites that determination and the effective  
date of reinstatement. The Secretary of State shall send notice  
to the corporation at its last registered office address.

3. Effect of reinstatement. When the reinstatement is  
effective under subsection 2, it relates back to and takes effect  
as of the effective date of the administrative dissolution, and  
the corporation resumes activities as if the administrative  
dissolution had not occurred.

#### §1115. Appeal from denial of reinstatement

1. Denial of reinstatement. If the Secretary of State  
denies a corporation's application for reinstatement following  
administrative dissolution, the Secretary of State shall mail a  
written notice that explains the reason or reasons for denial to  
the corporation at its last registered office address.

2. Appeal. A corporation may appeal a denial of  
reinstatement under subsection 1 to the Superior Court of the  
county where the corporation's principal office is located or, if  
there is no principal office in this State, in Kennebec County  
within 30 days after the date of the notice of denial. The  
corporation appeals by petitioning the court to set aside the  
dissolution and attaching to the petition copies of the Secretary  
of State's notice of administrative dissolution, the  
corporation's application for reinstatement and the Secretary of  
State's notice of denial.

2           3. Court action. The court may summarily order the  
Secretary of State to reinstate an administratively dissolved  
4           corporation or may take other action the court considers  
appropriate.

6           4. Final decision. The court's final decision in an appeal  
under this section may be appealed as in other civil proceedings.

8  
10       **§1116. Reinstatement of suspended corporate charter**

12           1. Reinstatement after charter suspension. A corporation  
whose charter was suspended before July 1, 2004 may apply to the  
Secretary of State for reinstatement and the reinstatement may be  
14           granted, if:

16           A. The Secretary of State determines that the application  
contains the information required under section 1114,  
18           subsection 1;

20           B. The application for reinstatement is accompanied by the  
reinstatement fee set forth in section 1401, subsection 35;  
22           and

24           C. The application for reinstatement is received by the  
Secretary of State by June 30, 2010.

26           2. Effect on corporation failing to reinstate by June 30,  
28           2010. A corporation that fails to meet the requirements of  
subsection 1 is administratively dissolved and may not reinstate.

30           3. Protecting corporate name after suspension. The name of  
32           a corporation whose charter is suspended remains in the Secretary  
of State's record of corporate names and is protected for a  
34           period of 3 years following its suspension.

36           **Sec. 4. 13-B MRSA §1210,** as amended by PL 2003, c. 344, Pt.  
B, §20, is repealed.

38           **Sec. 5. 13-B MRSA §§1210-A to 1210-C** are enacted to read:

40       **§1210-A. Grounds for revocation**

42           Notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
44           the Secretary of State may commence a proceeding under section  
1210-B to revoke the authority of a foreign corporation  
46           authorized to carry on activities in this State if:

48           1. Nonpayment of fees or penalties. The foreign  
corporation does not pay when they are due any fees or penalties  
50           imposed by this Act or other law;

2        2. Failure to file annual report. The foreign corporation  
does not deliver its annual report to the Secretary of State as  
required by section 1301;

4  
6        3. Failure to pay late filing penalty. The foreign  
corporation does not pay the annual report late filing penalty as  
required by section 1302;

8  
10       4. Failure to maintain registered agent or registered  
office. The foreign corporation fails to appoint or maintain a  
12       registered agent or registered office in this State as required  
by section 1212;

14       5. Failure to notify of change of registered agent or  
registered office. The foreign corporation does not notify the  
16       Secretary of State that its registered agent or registered office  
18       has been changed or that its registered agent has resigned as  
required by section 1212;

20       6. Filing of false information. An incorporator, director,  
officer or agent of the foreign corporation signed a document  
22       with the knowledge that the document was false in a material  
24       respect and with the intent that the document be delivered to the  
Secretary of State for filing; or

26       7. Authenticated certificate of dissolution or merger. The  
Secretary of State receives a duly authenticated certificate from  
28       the secretary of state or other official having custody of  
30       corporate records in the state or country under whose law the  
32       foreign corporation is incorporated stating that the foreign  
corporation has been dissolved or has disappeared as the result  
of a merger.

34       **§1210-B. Procedure for and effect of revocation**

36       1. Notice of determination. If the Secretary of State  
determines that one or more grounds exist under section 1210-A  
38       for the revocation of authority, the Secretary of State shall  
issue a written notice of that determination to the foreign  
40       corporation's last registered office in this State and to its  
42       last registered or principal office in its jurisdiction of  
incorporation.

44       2. Revocation. The foreign corporation's authority is  
revoked if within 60 days after the notice under subsection 1 was  
46       issued the Secretary of State determines that the foreign  
corporation has failed to correct the ground or grounds for  
48       revocation. The Secretary of State shall send notice to the  
50       foreign corporation, at its last registered office address in  
this State and to its last registered or principal office address



2 in its jurisdiction of incorporation, that recites the ground or  
3 grounds for revocation and the effective date of revocation.

4 3. Authority to carry on activities ceases. The authority  
5 of a foreign corporation to carry on activities in this State  
6 ceases on the date of revocation of its authority.

8 4. Secretary of State appointed as agent for service of  
9 process. The Secretary of State's revocation of a foreign  
10 corporation's authority appoints the Secretary of State as the  
11 foreign corporation's agent for service of process in any  
12 proceeding based on a cause of action that arose during the time  
13 the foreign corporation was authorized to carry on activities in  
14 this State. Service of process on the Secretary of State under  
15 this subsection is service on the foreign corporation. Upon  
16 receipt of process, the Secretary of State shall mail a copy of  
17 the process to the foreign corporation at its principal office  
18 shown in its most recent annual report or in any subsequent  
19 communication received from the corporation stating the current  
20 mailing address of its principal office or, if no other address  
21 is on file, in its application for authority.

22 5. Registered agent; not terminated. Revocation of a  
23 foreign corporation's authority to carry on activities in this  
24 State does not terminate the authority of the registered agent of  
25 the corporation.

26 6. Authorization after revocation. A foreign corporation  
27 whose authority to carry on activities in this State has been  
28 revoked under this section and that wishes to carry on activities  
29 again in this State must be authorized as provided in this  
30 chapter.

31 **§1210-C. Appeal from revocation**

32 1. Petition to appeal revocation. A foreign corporation  
33 may appeal the Secretary of State's revocation of its authority  
34 to the Kennebec County Superior Court within 30 days after the  
35 notice of revocation. The foreign corporation may appeal by  
36 petitioning the court to set aside the revocation and attaching  
37 to the petition copies of its application for authority and the  
38 Secretary of State's notice of revocation.

39 2. Court order. The court may summarily order the  
40 Secretary of State to reinstate the authority or may take any  
41 other action the court considers appropriate.

42 3. Appeal of court's decision. The court's final decision  
43 may be appealed as in other civil proceedings.

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2                   **Sec. 6. 13-B MRSA §1301-C** is enacted to read:

4                   **§1301-C. Amended annual report of domestic or foreign**  
                    **corporation**

6                   **1. Amended annual report.** If the information contained in  
8                   an annual report filed under section 1301 has changed, a  
                    corporation may, if it determines it to be necessary, deliver to  
10                   the Secretary of State for filing an amended annual report to  
                    change the information on file. The amended annual report must  
12                   be executed as provided by section 1301, subsection 3.

14                   **2. Contents.** The amended annual report must set forth:

16                   A. The name of the domestic or foreign corporation and the  
                    jurisdiction of its incorporation;

18                   B. The date on which the original annual report was filed;  
20                   and

22                   C. The information that has changed and the date on which  
                    it changed.

24                   **3. Period for filing.** An amended annual report may be  
26                   filed by the corporation after the date of the original filing  
                    and until December 31st of that filing year.

28                   **Sec. 7. 13-B MRSA §1302**, as amended by PL 2001, c. 550, Pt.  
30                   C, §27 and affected by §29, is further amended to read:

32                   **§1302. Failure to file annual report; incorrect report; penalties**

34                   **1. Failure to file annual report; penalty.** Any A domestic  
                    or foreign corporation that is required to deliver an annual  
36                   report for filing, as provided by section 1301, and that fails to  
                    deliver its properly completed annual report to the Secretary of  
38                   State shall pay the-sum-of-\$10-for-each-failure-to-file-on-time ,  
                    in addition to the regular annual report fee, the late filing  
40                   penalty described in section 1401, subsection 34, as long as the  
                    report is received by the Secretary of State prior to  
42                   administrative dissolution or revocation. Upon a corporation's  
                    failure to file the annual report and to pay the annual report  
44                   fee and or the penalty, the Secretary of State, notwithstanding  
                    Title 4, chapter 5 and Title 5, chapter 375, shall revoke a  
46                   foreign corporation's authority to carry on activities in this  
                    State and suspend administratively dissolve a domestic  
48                   corporation from-carrying-on-activities. The Secretary of State  
                    shall use the procedures set forth in section 1210,--relative 1113  
50                   to administratively dissolve a domestic corporation and the  
                    procedures set forth in section 1210-B to revoking-the-right-of

2 revoke a foreign corporations corporation's authority to carry on  
activities in this State, ~~for suspending domestic corporations. A~~  
4 ~~foreign corporation whose authority to carry on activities in~~  
~~this State has been revoked under this subsection that wishes to~~  
6 ~~carry on activities again in this State must be authorized as~~  
~~provided in section 1202. A domestic corporation that has been~~  
8 ~~suspended under this subsection may be reinstated by filing the~~  
~~current annual report and by paying the penalty accrued. A~~  
10 domestic corporation that has been administratively dissolved  
under section 1113 must follow the requirements set forth in  
section 1114 to reinstate.

12  
14 **2. Nonconformity.** If the Secretary of State finds that an  
annual report of a domestic or foreign corporation delivered for  
16 filing does not conform with the requirements of section 1301,  
the Secretary of State may return the report for correction.

18 **3. Excusable neglect.** If the annual report of a domestic or  
20 foreign corporation is not ~~received by the Secretary of State~~  
delivered for filing within the time specified in section 1301,  
22 the corporation is excused from the liability provided in this  
section and from any other penalty for failure to timely file the  
24 report if it establishes, to the satisfaction of the Secretary of  
State, that its failure to file was the result of excusable  
26 neglect and it furnishes the Secretary of State a copy of that  
the report within 30 days after it learns of the nondelivery of  
that the Secretary of State failed to receive the original report.

28  
30 **4. Notice to Attorney General in case of public benefit**  
**corporation.** In the case of a public benefit corporation, the  
Secretary of State shall notify the Attorney General of the  
32 suspension administrative dissolution of the ~~corporation's~~  
~~authority to carry on activities under subsection 1~~ corporation  
34 under this section.

36 **Sec. 8. 13-B MRSA §1401, sub-§26,** as amended by PL 1993, c.  
316, §46, is repealed and the following enacted in its place:

38  
40 **26. Issuing certificate.** For issuing a certificate of  
existence, certificate of authority or certificate of fact as  
provided by section 111 or 1306, \$10 per certificate;

42  
44 **Sec. 9. 13-B MRSA §1401, sub-§31,** as repealed and replaced by  
PL 1993, c. 349, §37, is amended to read:

46 **31. Annual report.** Annual report of a domestic or foreign  
corporation as provided by section 1301 or an amended annual  
48 report provided by section 1301-C, \$20;

2           **Sec. 10. 13-B MRSA §1401, sub-§32**, as repealed and replaced by  
PL 1993, c. 349, §38, is amended to read:

4           **32. Document preclearance.** Preclearance of any document  
for filing, \$100; and

6           **Sec. 11. 13-B MRSA §1401, sub-§33**, as enacted by PL 1991, c.  
8       780, Pt. U, §23, is repealed.

10          **Sec. 12. 13-B MRSA §1401, sub-§§34 and 35** are enacted to read:

12          **34. Late filing; penalty.** For failing to deliver an annual  
14          report by its due date, in addition to the annual report filing  
fee, \$10; and

16          **35. Reinstatement fee after administrative dissolution of**  
18          **domestic or foreign corporation.** For failure to file an annual  
20          report, \$10 for each period of delinquency; for failure to pay  
22          the annual report late filing penalty, \$10; for failure to  
24          appoint or maintain a registered agent or registered office, \$10;  
for failure to notify the Secretary of State that its registered  
agent or registered office has been changed, that its registered  
agent has resigned or that its registered office has been  
discontinued, \$10; and for filing false information, \$10.

26          **Sec. 13. 13-C MRSA §123, sub-§1, ¶AA**, as enacted by PL 2001,  
28       c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

30           AA. For an amended application for authority, the fee is  
32           \$70, except that for a change in address of a foreign  
34           corporation's principal office, wherever located, as  
36           provided by section 1504, subsection 2, paragraph E, the fee  
38           is \$35.

36          **Sec. 14. 13-C MRSA §123, sub-§1, ¶NN** is enacted to read:

38           NN. For preclearance of any document for filing, the fee is  
40           \$100.

40          **Sec. 15. 13-C MRSA §130, sub-§2, ¶A**, as enacted by PL 2001, c.  
42       640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

44           A. ~~The domestic corporation's corporate name or the foreign~~  
~~corporation's corporate name~~ used in this State;

46          **Sec. 16. 13-C MRSA §1420, sub-§§1 to 5**, as enacted by PL 2001,  
c. 640, Pt. A, §2 and affected by Pt. B, §7, are amended to read:

2           **1. Nonpayment of fees or penalties.** The corporation does  
not pay ~~within 60 days after~~ when they are due any fees or  
4 penalties imposed by this Act or other law;

6           **2. Failure to file annual report.** The corporation does not  
deliver its annual report to the Secretary of State ~~within 60~~  
8 ~~days after it is due~~ as required by section 1621;

10           **3. Failure to pay late filing penalty.** The corporation  
does not pay the annual report late filing penalty, ~~if required,~~  
12 ~~within 60 days after it is due~~ as required by section 1622;

14           **4. Failure to maintain clerk or registered office.** The  
corporation ~~is without~~ fails to appoint or maintain a clerk or  
16 registered office in this State ~~for 60 days or more~~ as required  
18 by section 501;

20           **5. Failure to notify of change of clerk or registered**  
**office.** The corporation does not notify the Secretary of State  
22 ~~within 60 days~~ that its clerk or registered office has been  
changed, or that its clerk has resigned ~~or that its registered~~  
24 ~~office has been discontinued~~ as required by section 501; or

26           **Sec. 17. 13-C MRSA §1421, sub-§§2 and 3,** as enacted by PL 2001,  
c. 640, Pt. A, §2 and affected by Pt. B, §7, are amended to read:

28           **2. Administrative dissolution.** ~~If a~~ The corporation does  
~~not correct each ground for dissolution or demonstrate to the~~  
30 ~~reasonable satisfaction of the Secretary of State that each~~  
~~ground determined by the Secretary of State does not exist~~ is  
32 administratively dissolved if within 60 days after ~~service of~~ the  
notice under subsection 1 was issued and is perfected under  
34 section 502, the Secretary of State ~~shall administratively~~  
~~dissolve the corporation by issuing a notice of dissolution~~  
36 determines that the corporation has failed to correct the ground  
or grounds for the dissolution. The Secretary of State shall  
38 send notice to the corporation at its last registered office  
address that recites the ground or grounds for dissolution and  
40 the effective date of dissolution. The Secretary of State shall  
use the procedures set forth in section 502 to send notice to the  
42 corporation.

44           **3. Effect of administrative dissolution; prohibition.** A  
corporation administratively dissolved continues its corporate  
46 existence but may not transact any business in this State except  
that as necessary to wind up and liquidate its business and  
48 affairs under section 1406 and notify claimants under sections  
1407 and 1408.

50

2           **Sec. 18. 13-C MRSA §1421, sub-§6**, as enacted by PL 2001, c.  
640, Pt. A, §2 and affected by Pt. B, §7, is repealed.

4           **Sec. 19. 13-C MRSA §1510, sub-§2**, as enacted by PL 2001, c.  
640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

6           **2. Method of service.** A foreign corporation may be served  
8 by registered or certified mail, return receipt requested,  
10 addressed to ~~the secretary~~ an officer of the foreign corporation  
12 at its principal office shown in its application for authority,  
in any subsequent communication received from the corporation  
stating the current mailing address of its principal office or in  
14 its most recent annual report if the foreign corporation:

16           A. Has no registered agent or its registered agent can not  
with reasonable diligence be served;

18           B. Has withdrawn from transacting business in this State  
under section 1521; or

20           C. Has had its authority revoked under section 1532.

22           **Sec. 20. 13-C MRSA §1531**, as amended by PL 2003, c. 344, Pt.  
24 B, §130, is repealed.

26           **Sec. 21. 13-C MRSA §1531-A** is enacted to read:

28           **§1531-A. Grounds for revocation**

30           Notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
32 the Secretary of State may commence a proceeding under section  
1532 to revoke the authority of a foreign corporation authorized  
to transact business in this State if:

34           **1. Nonpayment of fees or penalties.** The foreign  
36 corporation does not pay when they are due any fees or penalties  
imposed by this Title or other law;

38           **2. Failure to file annual report.** The foreign corporation  
40 does not deliver its annual report to the Secretary of State as  
required by section 1621;

42           **3. Failure to pay late filing penalty.** The foreign  
44 corporation does not pay the annual report late filing penalty as  
required by section 1622;

46           **4. Failure to maintain registered agent or registered**  
48 **office.** The foreign corporation fails to appoint or maintain a  
registered agent or registered office in this State as required  
50 by section 1507;

2           **5. Failure to notify of change of registered agent or**  
3 **registered office.** The foreign corporation does not notify the  
4 Secretary of State that its registered agent or registered office  
5 has been changed or that its registered agent has resigned as  
6 required by section 1507;

8           **6. Filing of false information.** An incorporator, director,  
9 officer or agent of the foreign corporation signed a document  
10 with the knowledge that the document was false in a material  
11 respect and with the intent that the document be delivered to the  
12 Secretary of State for filing; or

14           **7. Authenticated certificate of dissolution or merger.** The  
15 Secretary of State receives a duly authenticated certificate from  
16 the secretary of state or other official having custody of  
17 corporate records in the state or country under whose law the  
18 foreign corporation is incorporated stating that the foreign  
19 corporation has been dissolved or has disappeared as the result  
20 of a merger in its jurisdiction of incorporation.

22           **Sec. 22. 13-C MRSA §1532, sub-§§1 and 2,** as enacted by PL 2001,  
23 c. 640, Pt. A, §2 and affected by Pt. B, §7, are amended to read:

24           **1. Notice of determination.** If the Secretary of State  
25 determines that one or more grounds exist under section 1531  
26 1531-A for the revocation of authority, the Secretary of State  
27 shall serve the foreign corporation with written notice of the  
28 Secretary of State's determination under section 1510.

30           **2. Revocation.** ~~If the~~ The foreign corporation ~~does not~~  
31 ~~correct each ground for revocation or demonstrate to the~~  
32 ~~reasonable satisfaction of the Secretary of State that each~~  
33 ~~ground determined by the Secretary of State does not exist~~  
34 corporation's authority is revoked if within 60 days after  
35 ~~service of~~ the notice under subsection 1 was issued and is  
36 perfected under section 1510, the Secretary of State may ~~revoke~~  
37 ~~the foreign corporation's authority to transact business in this~~  
38 ~~State by issuing a notice of revocation~~ determines that the  
39 foreign corporation has failed to correct the ground or grounds  
40 for revocation. The Secretary of State shall send notice to the  
41 foreign corporation at its last registered office address in this  
42 State and to its last registered or principal office address in  
43 its jurisdiction of incorporation that recites the ground or  
44 grounds for revocation and its ~~the~~ effective date of revocation.  
45 The Secretary of State shall follow the procedures set forth in  
46 section 1510 when issuing the notice of revocation.

2           **Sec. 23. 13-C MRSA §1532, sub-§4**, as enacted by PL 2001, c.  
640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

4           **4. Secretary of State appointed as agent for service of**  
5 **process.** The Secretary of State's revocation of a foreign  
6 corporation's authority appoints the Secretary of State as the  
7 foreign corporation's agent for service of process in any  
8 proceeding based on a cause of action that arose during the time  
9 the foreign corporation was authorized to transact business in  
10 this State. Service of process on the Secretary of State under  
11 this subsection is service on the foreign corporation. Upon  
12 receipt of process, the Secretary of State shall mail a copy of  
13 the process to ~~the--secretary~~ an officer of the foreign  
14 corporation at its principal office shown in its most recent  
15 annual report or in any subsequent communication received from  
16 the corporation stating the current mailing address of its  
17 principal office or, if no other address is on file, in its  
18 application for authority.

20           **Sec. 24. 13-C MRSA §1532, sub-§6**, as enacted by PL 2001, c.  
640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

22           **6. Authorization after revocation.** A foreign corporation  
23 whose authority to transact business in this State has been  
24 revoked under section ~~1531~~ 1532 that wishes to transact business  
25 again in this State must be authorized as provided in this  
26 chapter.

28           **Sec. 25. 13-C MRSA §1622, sub-§1**, as enacted by PL 2001, c.  
30 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:

32           **1. Penalty.** A domestic or foreign corporation required to  
33 deliver an annual report for filing as provided by section 1621  
34 that fails to deliver its properly completed annual report to the  
35 Secretary of State shall pay, in addition to the regular annual  
36 report fee, the late filing penalty described in section 123,  
37 subsection 1, paragraph EE, as long as the report is received by  
38 the Secretary of State prior to administrative dissolution or  
39 revocation. Upon a corporation's failure to file the annual  
40 report and to pay the annual report fee or the penalty, the  
41 Secretary of State, notwithstanding Title 4, chapter 5 and Title  
42 5, chapter 375, shall revoke a foreign corporation's authority to  
43 do business in this State and administratively dissolve a  
44 domestic corporation. The Secretary of State shall use the  
45 procedures set forth in section 1421 to administratively dissolve  
46 a corporation and the procedures set forth in section 1532 to  
47 revoke a foreign corporation's authority to do business in this  
48 State. A domestic corporation that has been administratively  
49 dissolved under ~~this subsection may be reinstated by filing the~~  
50 ~~current annual report, together with the current annual filing~~



2 ~~fee, and by paying the reinstatement fee described in section~~  
3 ~~123, subsection 1, paragraph V~~ section 1421 must follow the  
4 procedures set forth in section 1422 to reinstate.

6 **Sec. 26. 31 MRSA §408**, as amended by PL 1999, c. 638,  
7 §§10-12, is repealed.

8 **Sec. 27. 31 MRSA §§408-A to 408-E** are enacted to read:

10 **§408-A. Grounds for administrative dissolution of domestic**  
11 **limited partnership**

12 Notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
13 the Secretary of State may commence a proceeding under section  
14 408-B to administratively dissolve a domestic limited partnership  
15 if:

16  
17 **1. Nonpayment of fees or penalties.** The domestic limited  
18 partnership does not pay when they are due any fees or penalties  
19 imposed by this Act or other law;

20  
21 **2. Failure to file annual report.** The domestic limited  
22 partnership does not deliver its annual report to the Secretary  
23 of State as required by section 529;

24  
25 **3. Failure to pay late filing penalty.** The domestic  
26 limited partnership does not pay the annual report late filing  
27 penalty as required by section 530;

28  
29 **4. Failure to maintain registered agent or registered**  
30 **office.** The domestic limited partnership fails to appoint or  
31 maintain a registered agent or registered office in this State as  
32 required by section 407;

33  
34 **5. Failure to notify of change of registered agent or**  
35 **registered office.** The domestic limited partnership does not  
36 notify the Secretary of State that its registered agent or  
37 registered office has been changed or that its registered agent  
38 has resigned as required by section 407; or

39  
40 **6. Filing of false information.** A general partner, limited  
41 partner or agent of the domestic limited partnership signed a  
42 document with the knowledge that the document was false in a  
43 material respect and with the intent that the document be  
44 delivered to the Secretary of State for filing.

45 **§408-B. Procedure for and effect of administrative dissolution**  
46 **of domestic limited partnership**

2 1. Notice of determination to administratively dissolve  
3 domestic limited partnership. If the Secretary of State  
4 determines that one or more grounds exist under section 408-A for  
5 dissolving a domestic limited partnership, the Secretary of State  
6 shall issue a written notice of that determination to the limited  
7 partnership's last registered office address.

8 2. Administrative dissolution. The domestic limited  
9 partnership will be administratively dissolved if within 60 days  
10 after the notice under subsection 1 was issued the Secretary of  
11 State determines that the limited partnership has failed to  
12 correct the ground or grounds for the dissolution. The Secretary  
13 of State shall send notice to the limited partnership at its last  
14 registered office address that recites the ground or grounds for  
15 dissolution and the effective date of dissolution.

16 3. Effect of administrative dissolution; prohibition. A  
17 domestic limited partnership administratively dissolved continues  
18 its existence but may not transact any business in this State  
19 except as necessary to wind up the affairs of the limited  
20 partnership.

21 4. Liability of limited partners. A limited partner of a  
22 domestic limited partnership is not liable as a general partner  
23 of the limited partnership solely by reason of the limited  
24 partnership having been administratively dissolved under this  
25 section.

26 5. Validity of contracts; right to be sued; right to defend  
27 suit. The administrative dissolution of a domestic limited  
28 partnership under this section does not impair:

29 A. The validity of any contract or act of the domestic  
30 limited partnership;

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

33 C. The right of the domestic limited partnership to defend  
34 any action, suit or proceeding in any court of this State.

35 6. Authority of registered agent. The administrative  
36 dissolution of a domestic limited partnership does not terminate  
37 the authority of its registered agent.

38 7. Protecting domestic limited partnership name after  
39 administrative dissolution. The name of a domestic limited  
40 partnership remains in the Secretary of State's record of limited  
41 partnership names and is protected for a period of 3 years  
42 following administrative dissolution.

2 **§408-C. Reinstatement following administrative dissolution of**  
4 **domestic limited partnership**

6 **1. Application for reinstatement.** A domestic limited  
8 **partnership administratively dissolved under section 408-B may**  
**apply to the Secretary of State for reinstatement within 6 years**  
**after the effective date of dissolution. The application must:**

10 **A. State the name of the domestic limited partnership and**  
**the effective date of its administrative dissolution;**

12 **B. State that the ground or grounds for dissolution either**  
14 **did not exist or have been eliminated; and**

16 **C. State that the domestic limited partnership's name**  
18 **satisfies the requirements of section 403-A.**

20 **2. Reinstatement after administrative dissolution.** If the  
22 **Secretary of State determines that the application contains the**  
**information required under subsection 1 and is accompanied by the**  
24 **reinstatement fee set forth in section 526, subsection 6-A, and**  
**that the information is correct, the Secretary of State shall**  
26 **cancel the administrative dissolution and prepare a notice of**  
**reinstatement that recites that determination and the effective**  
28 **date of reinstatement. The Secretary of State shall send notice**  
**to the domestic limited partnership at its last registered office**  
**address.**

30 **3. Effect of reinstatement.** When the reinstatement is  
32 **effective under subsection 2, it relates back to and takes effect**  
**as of the effective date of the administrative dissolution, and**  
34 **the domestic limited partnership resumes business as if the**  
**administrative dissolution had not occurred.**

36 **§408-D. Appeal from denial of reinstatement of domestic limited**  
38 **partnership**

40 **1. Denial of reinstatement.** If the Secretary of State  
42 **denies a domestic limited partnership's application for**  
**reinstatement following administrative dissolution, the Secretary**  
44 **of State shall mail a written notice that explains the reason or**  
**reasons for denial to the limited partnership at its last**  
**registered office address.**

46 **2. Appeal.** A domestic limited partnership may appeal a  
48 **denial of reinstatement under subsection 1 to the Superior Court**  
**of the county where the limited partnership's principal office is**  
50 **located or, if there is no principal office in this State, in**  
**Kennebec County within 30 days after the date of the notice of**

2 denial. The limited partnership appeals by petitioning the court  
3 to set aside the dissolution and attaching to the petition copies  
4 of the Secretary of State's notice of administrative dissolution,  
5 the limited partnership's application for reinstatement and the  
6 Secretary of State's notice of denial.

7 3. Court action. The court may summarily order the  
8 Secretary of State to reinstate an administratively dissolved  
9 domestic limited partnership or may take other action the court  
10 considers appropriate.

11 4. Final decision. The court's final decision in an appeal  
12 under this section may be appealed as in other civil proceedings.

13 **§408-E. Reinstatement of suspended domestic limited partnership**

14 1. Reinstatement after suspension. A domestic limited  
15 partnership that was suspended before July 1, 2004 may apply to  
16 the Secretary of State for reinstatement and the reinstatement  
17 may be granted, if:

18 A. The Secretary of State determines that the application  
19 contains the information required under section 408-C,  
20 subsection 1;

21 B. The application for reinstatement is accompanied by the  
22 reinstatement fee set forth in section 526, subsection 6-A;  
23 and

24 C. The application for reinstatement is received by the  
25 Secretary of State by June 30, 2010.

26 2. Effect on domestic limited partnership failing to  
27 reinstate by June 30, 2010. A domestic limited partnership that  
28 fails to meet the requirements of subsection 1 is  
29 administratively dissolved and may not reinstate.

30 3. Protecting domestic limited partnership name after  
31 suspension. The name of a domestic limited partnership that is  
32 suspended remains in the Secretary of State's record of limited  
33 partnership names and is protected for a period of 3 years  
34 following suspension.

35 **Sec. 28. 31 MRSA §413, sub-§5, as amended by PL 1991, c. 780,**  
36 **Pt. U, §26, is repealed.**

37 **Sec. 29. 31 MRSA §416-A is enacted to read:**

38 **§416-A. Certificate of existence; certificate of authority;**  
39 **certificate of fact**

2           1. Application. Any person may apply to the Secretary of  
3           State for a certificate of existence for a domestic limited  
4           partnership or a certificate of authority for a foreign limited  
5           partnership.

6           2. Contents. A certificate of existence or certificate of  
7           authority sets forth:

10           A. The limited partnership's name used in this State;

12           B. That, if a domestic limited partnership, the limited  
13           partnership is duly formed under the laws of this State and  
14           the date of its formation;

16           C. That, if a foreign limited partnership, the foreign  
17           limited partnership is authorized to transact business in  
18           this State, the date on which the limited partnership was  
19           authorized to transact business in this State and its  
20           jurisdiction of organization;

22           D. That all fees and penalties owed to this State have been  
23           paid if:

24                   (1) Payment is reflected in the records of the  
25                   Secretary of State; and

28                   (2) Nonpayment affects the existence or authorization  
29                   of the domestic or foreign limited partnership;

30           E. That the limited partnership's most recent annual report  
31           required by section 529 has been delivered to the Secretary  
32           of State; and

34           F. Any facts of record in the office of the Secretary of  
35           State that may be requested by the applicant under  
36           subsection 1.

38           3. Evidence of existence or authority. Subject to any  
39           qualification stated in the certificate, a certificate of  
40           existence or certificate of authority issued by the Secretary of  
41           State may be relied upon as conclusive evidence that the domestic  
42           or foreign limited partnership is in existence or is authorized  
43           to transact business in this State.

46           4. Certificate of fact. In addition to the certificate  
47           authorized under subsection 2, the Secretary of State may issue a  
48           certificate attesting to any fact of record in the office of the  
49           Secretary of State that may be requested by the applicant under  
50           subsection 1.

2           **Sec. 30. 31 MRSA §498, sub-§2**, as amended by PL 2003, c. 344,  
Pt. C, §§11 and 12 and affected by §80, is repealed.

4           **Sec. 31. 31 MRSA §§498-A to 498-C** are enacted to read:

6           **§498-A. Grounds for revocation**

8           Notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
10 the Secretary of State may commence a proceeding under section  
12 498-B to revoke the authority of a foreign limited partnership  
authorized to transact business in this State if:

14           **1. Nonpayment of fees or penalties.** The foreign limited  
16 partnership does not pay when they are due any fees or penalties  
imposed by this Act or other law;

18           **2. Failure to file annual report.** The foreign limited  
20 partnership does not deliver its annual report to the Secretary  
of State as required by section 529;

22           **3. Failure to pay late filing penalty.** The foreign limited  
24 partnership does not pay the annual report late filing penalty as  
required by section 530;

26           **4. Failure to maintain registered agent or registered**  
28 **office.** The foreign limited partnership fails to appoint or  
maintain a registered agent or registered office in this State as  
required by section 494;

30           **5. Failure to notify of change of registered agent or**  
32 **registered office.** The foreign limited partnership does not  
34 notify the Secretary of State that its registered agent or  
registered office has been changed or that its registered agent  
has resigned as required by section 494;

36           **6. Filing of false information.** A general partner, limited  
38 partner or agent of the foreign limited partnership signed a  
40 document with the knowledge that the document was false in a  
material respect and with the intent that the document be  
delivered to the Secretary of State for filing;

42           **7. Amended application.** The foreign limited partnership  
44 fails to file with the Secretary of State an amended application  
for authority required by section 495; or

46           **8. Authenticated certificate of cancellation or merger.**  
48 The Secretary of State receives a duly authenticated certificate  
50 from the secretary of state or other official having custody of  
limited partnership records in the state or country under whose

2 law the foreign limited partnership is formed stating that the  
3 foreign limited partnership has been cancelled or has disappeared  
4 as the result of a merger.

6 **§498-B. Procedure for and effect of revocation**

8 **1. Notice of determination.** If the Secretary of State  
9 determines that one or more grounds exist under section 498-A for  
10 the revocation of authority, the Secretary of State shall issue a  
11 written notice of that determination to the limited partnership's  
12 last registered office in this State and to its last registered  
13 or principal office in its jurisdiction of organization.

14 **2. Revocation.** The foreign limited partnership's authority  
15 is revoked if within 60 days after the notice under subsection 1  
16 was issued the Secretary of State determines that the limited  
17 partnership has failed to correct the ground or grounds for  
18 revocation. The Secretary of State shall send notice to the  
19 limited partnership at its last registered office address in this  
20 State and to its last registered or principal office address in  
21 its jurisdiction of organization that recites the ground or  
22 grounds for revocation and the effective date of the revocation.

24 **3. Authority to transact business ceases.** The authority of  
25 a foreign limited partnership to transact business in this State  
26 ceases on the date of revocation of its authority.

28 **4. Secretary of State appointed as agent for service of**  
29 **process.** The Secretary of State's revocation of a foreign  
30 limited partnership's authority appoints the Secretary of State  
31 as the foreign limited partnership's agent for service of process  
32 in any proceeding based on a cause of action that arose during  
33 the time the foreign limited partnership was authorized to  
34 transact business in this State. Service of process on the  
35 Secretary of State under this subsection is service on the  
36 foreign limited partnership. Upon receipt of process, the  
37 Secretary of State shall mail a copy of the process to the  
38 foreign limited partnership at its principal office shown in its  
39 most recent annual report or in any subsequent communication  
40 received from the limited partnership stating the current mailing  
41 address of its principal office or, if no other address is on  
42 file, in its application for authority.

44 **5. Registered agent; not terminated.** Revocation of a  
45 foreign limited partnership's authority to transact business in  
46 this State does not terminate the authority of the registered  
47 agent of the limited partnership.

48 **6. Authorization after revocation.** A foreign limited  
49 partnership whose authority to transact business in this State  
50 is revoked may not be authorized to transact business in this State

2 has been revoked under this section and that wishes to transact  
3 business again in this State must be authorized as provided in  
4 this chapter.

6 **§498-C. Appeal from revocation**

8 1. Petition to appeal revocation. A foreign limited  
9 partnership may appeal the Secretary of State's revocation of its  
10 authority to the Kennebec County Superior Court within 30 days  
11 after the notice of revocation. The foreign limited partnership  
12 may appeal by petitioning the court to set aside the revocation  
13 and attaching to the petition copies of its application for  
14 authority and the Secretary of State's notice of revocation.

16 2. Court order. The court may summarily order the  
17 Secretary of State to reinstate the authority or may take any  
18 other action the court considers appropriate.

20 3. Appeal of court's decision. The court's final decision  
21 may be appealed as in other civil proceedings.

22 **Sec. 32. 31 MRSA §524, sub-§1, ¶C**, as corrected by RR 1991, c.  
23 1, §43, is amended to read:

24 C. The provisions of section 407, subsection 1 and section  
25 494, subsection 2 requiring that all limited partnerships  
26 have and maintain in this State a registered office and a  
27 registered agent for service of process apply to limited  
28 partnerships formed before January 1, 1992 and foreign  
29 limited partnerships that obtain authority to do business in  
30 this State before January 1, 1992 as follows.

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

36 (a) If the limited partnership does not have a  
37 registered agent and registered office, a  
38 certificate designating the registered agent and  
39 registered office for the limited partnership; or

42 (b) If the limited partnership has a registered  
43 agent and registered office, a certificate  
44 confirming that the name and address of its  
45 current registered agent and registered office are  
46 correct.

48 A limited partnership that files a certificate of  
49 limited partnership, an application for authority to do  
50 business in this State or a restated certificate under



2 section 422, subsection 6 after January 1, 1992 but  
before April 1, 1992 is not required to file a  
4 certificate or pay the fee required under this  
subparagraph.

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

14 (3) If the limited partnership has not filed a  
16 certificate designating a registered agent and  
registered office by April 1, 1992, the Secretary of  
18 State may suspend the limited partnership under section  
408 408-A or revoke the authority of the limited  
20 partnership to do business in this State under section  
498 498-B; and

22 **Sec. 33. 31 MRSA §526, sub-§4**, as amended by PL 2003, c. 344,  
24 Pt. C, §16, is further amended to read:

26 **4. Registered name.** For filing of an application for a  
registered name of a foreign limited partnership under section  
28 406-A, a fee of \$20 per month for the number of months or  
fraction of a month remaining in the calendar year when first  
30 filing. For filing an application to renew the registration of a  
registered name, a fee of ~~\$155~~ \$200;

32 **Sec. 34. 31 MRSA §526, sub-§6**, as amended by PL 1991, c. 780,  
34 Pt. U, §29, is repealed.

36 **Sec. 35. 31 MRSA §526, sub-§6-A** is enacted to read:

38 **6-A. Reinstatement fee after administrative dissolution.**  
For failure to file an annual report, a fee of \$125, to a maximum  
40 fee of \$500, regardless of the number of delinquent reports or  
the period of delinquency; for failure to pay the annual report  
42 late filing penalty, a fee of \$100; for failure to appoint or  
maintain a registered agent or registered office, a fee of \$100;  
44 for failure to notify the Secretary of State that its registered  
agent or registered office has been changed, that its registered  
46 agent has resigned or that its registered office has been  
discontinued, a fee of \$100; for failure to file an amended  
48 application, a fee of \$100; and for filing false information, a  
fee of \$100;

50

2           **Sec. 36. 31 MRSA §526, sub-§7-A**, as enacted by PL 1993, c.  
316, §68, is amended to read:

4           **7-A. Certificate of correction.** For filing of a  
5 certificate of correction under section 422-A, a fee in the  
6 amount of ~~\$20~~ \$35;

8           **Sec. 37. 31 MRSA §526, sub-§8-A**, as enacted by PL 1993, c.  
9 316, §70, is amended to read:

10           **8-A. Certificate of correction for foreign limited**  
11 **partnership.** For filing of a certificate of correction under  
12 section 495-A, a fee in the amount of ~~\$30~~ \$35;

14           **Sec. 38. 31 MRSA §526, sub-§12**, as amended by PL 1993, c. 316,  
15 §71, is repealed and the following enacted in its place:

18           **12. Issuing certificate.** For issuing a certificate of  
19 existence, certificate of authority or certificate of fact as  
20 provided by section 416-A, a fee in the amount of \$30.

22           **Sec. 39. 31 MRSA §526, sub-§14**, as amended by PL 1991, c. 780,  
23 Pt. U, §30, is further amended to read:

24           **14. All other filings.** For receiving and filing any  
25 certificate, affidavit, agreement or any other paper provided for  
26 by this chapter, for which no different fee is specifically  
27 prescribed, a fee in the amount of ~~\$20~~ \$35;

30           **Sec. 40. 31 MRSA §526, sub-§15**, as amended by PL 1993, c. 316,  
31 §72, is further amended to read:

32           **15. Annual report.** For filing of an annual report under  
33 section 529, a fee of \$60. For filing an amended annual report  
34 under section 529-A, a fee of \$60;

36           **Sec. 41. 31 MRSA §526, sub-§16**, as amended by PL 1997, c. 376,  
37 §44, is repealed.

40           **Sec. 42. 31 MRSA §526, sub-§§19 and 20**, as enacted by PL 1999,  
41 c. 638, §20, are amended to read:

42           **19. Articles of merger or consolidation.** Articles of  
43 merger or consolidation of a limited partnership with another  
44 type of business entity as provided by section 417, a fee in the  
45 amount of \$150; and

48           **20. Certificate of conversion.** Certificate of conversion  
49 of a limited partnership to another type of business entity as  
50 provided by section 418, a fee in the amount of \$125; and

2           **Sec. 43. 31 MRSA §526, sub-§21** is enacted to read:

4           **21. Late filing penalty.** For failing to deliver an annual  
6 report by its due date, in addition to the annual report filing  
fee, a fee of \$25.

8           **Sec. 44. 31 MRSA §529-A** is enacted to read:

10 **§529-A. Amended annual report of domestic or foreign limited**  
12 **partnership**

14           **1. Amended annual report.** If the information contained in  
16 an annual report filed under section 529 has changed, a domestic  
18 of foreign limited partnership may, if it determines it to be  
20 necessary, deliver to the Secretary of State for filing an  
amended annual report to change the information on file. The  
amended annual report must be executed as provided by section  
529, subsection 3.

22           **2. Contents.** The amended annual report under subsection 1  
must set forth:

24           A. The name of the domestic or foreign limited partnership  
and the jurisdiction of its organization;

26           B. The date on which the original annual report was filed;  
28 and

30           C. The information that has changed and the date on which  
32 it changed.

34           **3. Period for filing.** An amended annual report under  
36 subsection 1 may be filed by the domestic or foreign limited  
partnership after the date of the original filing and until  
December 31st of that filing year.

38           **Sec. 45. 31 MRSA §530**, as amended by PL 1999, c. 547, Pt. B,  
40 §52 and affected by §80, is further amended to read:

42 **§530. Failure to file annual report; incorrect report; penalties**

44           **1. Failure to file annual report; penalty.** A domestic or  
foreign limited partnership that is required to deliver an annual  
46 report for filing as provided by section 529 that fails to  
deliver its properly completed annual report to the Secretary of  
48 State shall pay, in addition to the regular annual report fee,  
the sum of \$25, providing the late filing penalty described in  
section 526, subsection 21, as long as the report is received by  
50 the Secretary of State prior to revocation or suspension of the

2 ~~limited-partnership~~ administrative dissolution. Upon a limited  
partnership's failure to file the annual report and to pay the  
4 annual report fee or the penalty, the Secretary of State,  
notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
6 shall revoke a foreign limited partnership's authority to do  
business in this State and suspend ~~administratively dissolve~~ a  
domestic limited partnership ~~from doing business.~~ The Secretary  
8 of State shall use the procedures set forth in section 498,  
~~subsection 2, relative to revoking the right of foreign limited~~  
10 ~~partnerships to do business in this State, for suspending~~  
~~domestic limited partnerships~~ 408-B to administratively dissolve  
12 a domestic limited partnership and the procedure set forth in  
section 498-B to revoke a foreign limited partnership's authority  
14 to transact business in this State. A ~~foreign limited~~  
~~partnership whose authority to do business in this State has been~~  
16 ~~revoked under this subsection that wishes to do business again in~~  
~~this State must be authorized as provided in section 492.~~ A  
18 domestic limited partnership that has been suspended  
administratively dissolved under ~~this subsection may be~~  
20 ~~reinstated by filing the current annual report together with the~~  
~~current annual filing fee and by paying the reinstatement fee of~~  
22 ~~\$125 for each year the limited partnership failed to file an~~  
~~annual report. The maximum reinstatement fee may not exceed~~  
24 ~~\$500, regardless of the number of delinquent reports or the~~  
~~period of delinquency~~ section 408-B must follow the requirements  
26 set forth in section 408-C to reinstate.

28 **2. Nonconformity.** If the Secretary of State finds that any  
annual report of a domestic or foreign limited partnership  
30 delivered for filing does not conform with the requirements of  
section 529, the report must be returned for correction.  
32

34 ~~3. Suspension. A limited partnership while suspended may~~  
~~not engage in business.~~

36 **4. Excusable neglect.** If the annual report of a domestic or  
foreign limited partnership is not delivered for filing within  
38 the time specified in section 529, the limited partnership is  
excused from the liability provided in this section and from any  
40 other penalty for failure to file timely the report, if it  
establishes, to the satisfaction of the Secretary of State, that  
42 failure to file was the result of excusable neglect and it  
furnishes the Secretary of State with a copy of the report within  
44 30 days after learning it learns that the Secretary of State  
failed to receive the original report.  
46

48 **Sec. 46. 31 MRSA §608,** as amended by PL 1999, c. 638, §§22 to  
25, is repealed.

50 **Sec. 47. 31 MRSA §§608-A to 608-E** are enacted to read:

2 **§608-A. Grounds for administrative dissolution of domestic**  
4 **limited liability company**

6 Notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
8 the Secretary of State may commence a proceeding under section  
10 608-B to administratively dissolve a domestic limited liability  
12 company if:

14 **1. Nonpayment of fees or penalties.** The domestic limited  
16 liability company does not pay when they are due any fees or  
18 penalties imposed by this chapter or other law;

20 **2. Failure to file annual report.** The domestic limited  
22 liability company does not deliver its annual report to the  
24 Secretary of State as required by section 757;

26 **3. Failure to pay late filing penalty.** The domestic  
28 limited liability company does not pay the annual report late  
30 filing penalty as required by section 758;

32 **4. Failure to maintain registered agent or registered**  
34 **office.** The domestic limited liability company fails to appoint  
36 or maintain a registered agent or registered office in this  
38 State as required by section 607;

40 **5. Failure to notify of change of registered agent or**  
42 **registered office.** The domestic limited liability company does  
44 not notify the Secretary of State that its registered agent or  
46 registered office has been changed or that its registered agent  
48 has resigned as required by section 607.

50 **6. Filing of false information.** A member, manager or agent  
of the domestic limited liability company signed a document with  
the knowledge that the document was false in a material respect  
and with the intent that the document be delivered to the  
Secretary of State for filing.

38 **§608-B. Procedure for and effect of administrative dissolution**

40 **1. Notice of determination to administratively dissolve**  
42 **domestic limited liability company.** If the Secretary of State  
44 determines that one or more grounds exist under section 608-A for  
46 dissolving a domestic limited liability company, the Secretary of  
48 State shall issue a written notice of that determination to the  
50 limited liability company's last registered office address.

**2. Administrative dissolution.** The domestic limited  
liability company is administratively dissolved if within 60 days  
after the notice under subsection 1 was issued the Secretary of

2 State determines that the limited liability company has failed to  
3 correct the ground or grounds for the dissolution. The Secretary  
4 of State shall send notice to the limited liability company at  
5 its last registered office address that recites the ground or  
6 grounds for dissolution and the effective date of dissolution.

7 3. Effect of administrative dissolution; prohibition. A  
8 domestic limited liability company administratively dissolved  
9 continues its existence but may not transact any business in this  
10 State except as necessary to wind up the affairs of the limited  
11 liability company.

12 4. Validity of contracts; right to be sued; right to defend  
13 suit. The administrative dissolution of a domestic limited  
14 liability company under this section does not impair:

15 A. The validity of any contract or act of the domestic  
16 limited liability company;

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

19 C. The right of the domestic limited liability company to  
20 defend any action, suit or proceeding in any court of this  
21 State.

22 5. Authority of registered agent. The administrative  
23 dissolution of a domestic limited liability company does not  
24 terminate the authority of its registered agent.

25 6. Protecting domestic limited liability company name after  
26 administrative dissolution. The name of a domestic limited  
27 liability company remains in the Secretary of State's record of  
28 limited liability company names and is protected for a period of  
29 3 years following administrative dissolution.

30 **§608-C. Reinstatement following administrative dissolution**

31 1. Application for reinstatement. A domestic limited  
32 liability company administratively dissolved under section 608-B  
33 may apply to the Secretary of State for reinstatement within 6  
34 years after the effective date of dissolution. The application  
35 must:

36 A. State the name of the domestic limited liability company  
37 and the effective date of its administrative dissolution;

38 B. State that the ground or grounds for dissolution of the  
39 domestic limited liability company either did not exist or  
40 have been eliminated; and

2           C. State that the domestic limited liability company's name  
3           satisfies the requirements of section 603-A.

4  
5           **2. Reinstatement after administrative dissolution.** If the  
6           Secretary of State determines that the application contains the  
7           information required under subsection 1 and is accompanied by the  
8           reinstatement fee set forth in section 751, subsection 7-A, and  
9           that the information is correct, the Secretary of State shall  
10           cancel the administrative dissolution and prepare a notice of  
11           reinstatement that recites that determination and the effective  
12           date of reinstatement. The Secretary of State shall send notice  
13           to the domestic limited liability company at its last registered  
14           office address.

15           **3. Effect of reinstatement.** When the reinstatement is  
16           effective under subsection 2, it relates back to and takes effect  
17           as of the effective date of the administrative dissolution, and  
18           the domestic limited liability company resumes business as if the  
19           administrative dissolution had not occurred.

20  
21           **§608-D. Appeal from denial of reinstatement**

22  
23           **1. Denial of reinstatement.** If the Secretary of State  
24           denies a domestic limited liability company's application for  
25           reinstatement following administrative dissolution, the Secretary  
26           of State shall mail a written notice that explains the reason or  
27           reasons for denial to the limited liability company at its last  
28           registered office address.

29  
30           **2. Appeal.** A domestic limited liability company may appeal  
31           a denial of reinstatement under subsection 1 to the Superior  
32           Court of the county where the limited liability company's  
33           principal office is located or, if there is no principal office  
34           in this State, in Kennebec County within 30 days after the date  
35           of the notice of denial. The limited liability company appeals by  
36           petitioning the court to set aside the dissolution and attaching  
37           to the petition copies of the Secretary of State's notice of  
38           administrative dissolution, the limited liability company's  
39           application for reinstatement and the Secretary of State's notice  
40           of denial.

41  
42           **3. Court action.** The court may summarily order the  
43           Secretary of State to reinstate an administratively dissolved  
44           domestic limited liability company or may take other action the  
45           court considers appropriate.

46  
47           **4. Final decision.** The court's final decision in an appeal  
48           under this section may be appealed as in other civil proceedings.

2 **§608-E. Reinstatement of suspended domestic limited liability**  
3 **company**

4 **1. Reinstatement after suspension.** A domestic limited  
5 liability company that was suspended before July 1, 2004 may  
6 apply to the Secretary of State for reinstatement and the  
7 reinstatement may be granted, if:

8 A. The Secretary of State determines that the application  
9 contains the information required under section 608-C,  
10 subsection 1;

11 B. The application for reinstatement is accompanied by the  
12 reinstatement fee set forth in section 751, subsection 7-A;  
13 and

14 C. The application for reinstatement is received by the  
15 Secretary of State by June 30, 2010.

16 **2. Effect on domestic limited liability company failing to**  
17 **reinstate by June 30, 2010.** A domestic limited liability company  
18 that fails to meet the requirements of subsection 1 is  
19 administratively dissolved and may not reinstate.

20 **3. Protecting domestic limited liability company name after**  
21 **suspension.** The name of a domestic limited liability company  
22 that is suspended remains in the Secretary of State's record of  
23 limited liability company names and is protected for a period of  
24 3 years following suspension.

25 **Sec. 48. 31 MRS §612, sub-§5,** as enacted by PL 1993, c. 718,  
26 Pt. A, §1, is repealed.

27 **Sec. 49. 31 MRS §616** is enacted to read:

28 **§616. Certificate of existence; certificate of authority;**  
29 **certificate of fact**

30 **1. Application.** Any person may apply to the Secretary of  
31 State for a certificate of existence for a domestic limited  
32 liability company or a certificate of authority for a foreign  
33 limited liability company.

34 **2. Contents.** A certificate of existence or certificate of  
35 authority sets forth:

36 A. The limited liability company's name used in this State;  
37  
38  
39  
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48



2 B. That, if a domestic limited liability company, the  
3 limited liability company is duly formed under the laws of  
4 this State and the date of its formation;

5 C. That, if a foreign limited liability company, the  
6 foreign limited liability company is authorized to transact  
7 business in this State, the date on which the limited  
8 liability company was authorized to transact business in  
9 this State and its jurisdiction of organization;

10 D. That all fees and penalties owed to this State have been  
11 paid if:

12 (1) Payment is reflected in the records of the  
13 Secretary of State; and

14 (2) Nonpayment affects the existence or authorization  
15 of the domestic or foreign limited liability company;

16 E. That the limited liability company's most recent annual  
17 report required by section 757 has been delivered to the  
18 Secretary of State; and

19 F. Any facts of record in the office of the Secretary of  
20 State that may be requested by the applicant under  
21 subsection 1.

22 **3. Evidence of existence or authority.** Subject to any  
23 qualification stated in the certificate, a certificate of  
24 existence or certificate of authority issued by the Secretary of  
25 State may be relied upon as conclusive evidence that the domestic  
26 or foreign limited liability company is in existence or is  
27 authorized to transact business in this State.

28 **4. Certificate of fact.** In addition to the certificate  
29 authorized under subsection 2, the Secretary of State may issue a  
30 certificate attesting to any fact of record in the office of the  
31 Secretary of State that may be requested by the applicant under  
32 subsection 1.

33 **Sec. 50.** 31 MRS §719, sub-§2, as amended by PL 2003, c. 344,  
34 Pt. C, §29, is repealed.

35 **Sec. 51.** 31 MRS §§719-A to 719-C are enacted to read:

36 **§719-A. Grounds for revocation of authority of foreign limited**  
37 **liability company**

38 Notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
39 the Secretary of State may commence a proceeding under section  
40

2 719-B to revoke the authority of a foreign limited liability  
3 company authorized to transact business in this State if:

4 1. Nonpayment of fees or penalties. The foreign limited  
5 liability company does not pay when they are due any fees or  
6 penalties imposed by this chapter or other law;

8 2. Failure to file annual report. The foreign limited  
9 liability company does not deliver its annual report to the  
10 Secretary of State as required by section 757;

12 3. Failure to pay late filing penalty. The foreign limited  
13 liability company does not pay the annual report late filing  
14 penalty as required by section 758;

16 4. Failure to maintain registered agent or registered  
17 office. The foreign limited liability company fails to appoint  
18 or maintain a registered agent or registered office in this State  
19 as required by section 714;

20 5. Failure to notify of change of registered agent or  
21 registered office. The foreign limited liability company does  
22 not notify the Secretary of State that its registered agent or  
23 registered office has been changed or that its registered agent  
24 has resigned as required by section 714;

26 6. Filing of false information. A member, manager or agent  
27 of the foreign limited liability company signed a document with  
28 the knowledge that the document was false in a material respect  
29 and with the intent that the document be delivered to the  
30 Secretary of State for filing.

32 7. Amended application. The foreign limited liability  
33 company fails to file with the Secretary of State an amended  
34 application for authority required by section 715; or

36 8. Authenticated certificate of cancellation or merger.  
37 The Secretary of State receives a duly authenticated certificate  
38 from the secretary of state or other official having custody of  
39 limited liability company records in the state or country under  
40 whose law the foreign limited liability company is formed stating  
41 that the foreign limited liability company has been cancelled or  
42 has disappeared as the result of a merger.

44 **§719-B. Procedure for and effect of revocation**

46 1. Notice of determination. If the Secretary of State  
47 determines that one or more grounds exist under section 719-A for  
48 the revocation of authority, the Secretary of State shall issue a  
49 written notice of that determination to the limited liability  
50 company.

2 company's last registered office in this State and to its last  
3 registered or principal office in its jurisdiction of  
4 organization.

6 2. Revocation. The foreign limited liability company's  
7 authority is revoked if within 60 days after the notice under  
8 subsection 1 was issued the Secretary of State determines that  
9 the foreign limited liability company has failed to correct the  
10 ground or grounds for revocation. The Secretary of State shall  
11 send notice to the foreign limited liability company at its last  
12 registered office in this State and to its last registered or  
13 principal office in its jurisdiction of organization that recites  
14 the ground or grounds for revocation and the effective date of  
15 revocation.

16 3. Authority to transact business ceases. The authority of  
17 a foreign limited liability company to transact business in this  
18 State ceases on the date of revocation of its authority.

20 4. Secretary of State appointed as agent for service of  
21 process. The Secretary of State's revocation of a foreign  
22 limited liability company's authority appoints the Secretary of  
23 State as the foreign limited liability company's agent for  
24 service of process in any proceeding based on a cause of action  
25 that arose during the time the foreign limited liability company  
26 was authorized to transact business in this State. Service of  
27 process on the Secretary of State under this subsection is  
28 service on the foreign limited liability company. Upon receipt of  
29 process, the Secretary of State shall mail a copy of the process  
30 to the foreign limited liability company at its principal office  
31 shown in its most recent annual report or in any subsequent  
32 communication received from the limited liability company stating  
33 the current mailing address of its principal office or, if no  
34 other address is on file, in its application for authority.

36 5. Registered agent; not terminated. Revocation of a  
37 foreign limited liability company's authority to transact  
38 business in this State does not terminate the authority of the  
39 registered agent of the limited liability company.

40 6. Authorization after revocation. A foreign limited  
41 liability company whose authority to transact business in this  
42 State has been revoked under section 719-B and that wishes to  
43 transact business again in this State must be authorized as  
44 provided in this chapter.

#### 46 §719-C. Appeal from revocation

48 1. Petition to appeal revocation. A foreign limited  
49 liability company may appeal the Secretary of State's revocation  
50 of its authority to transact business in this State.

2 of its authority to the Kennebec County Superior Court within 30  
3 days after the notice of revocation. The foreign limited  
4 liability company may appeal by petitioning the court to set  
5 aside the revocation and attaching to the petition copies of its  
6 application for authority and the Secretary of State's notice of  
7 revocation.

8 2. Court order. The court may summarily order the  
9 Secretary of State to reinstate the authority or may take any  
10 other action the court considers appropriate.

12 3. Appeal of court's decision. The court's final decision  
13 may be appealed as in other civil proceedings.

14 **Sec. 52. 31 MRSA §751, sub-§4,** as amended by PL 2003, c. 344,  
15 Pt. C, §31, is further amended to read;

18 **4. Registered name.** For filing of an application for a  
19 registered name of a foreign limited liability company under  
20 section 606-A, a fee of \$20 per month for the number of months or  
21 fraction of a month remaining in the calendar year when first  
22 filing. For filing an application to renew the registration of a  
23 registered name, a fee of ~~\$155~~ **\$200**;

24 **Sec. 53. 31 MRSA §751, sub-§7,** as enacted by PL 1993, c. 718,  
25 Pt. A, §1, is repealed.

28 **Sec. 54. 31 MRSA §751, sub-§7-A** is enacted to read:

30 **7-A. Reinstatement fee after administrative dissolution.**  
31 For failure to file an annual report, a fee of \$125, to a maximum  
32 fee of \$500, regardless of the number of delinquent reports or  
33 the period of delinquency; for failure to pay the annual report  
34 late filing penalty, a fee of \$100; for failure to appoint or  
35 maintain a registered agent or registered office, a fee of \$100;  
36 for failure to notify the Secretary of State that its registered  
37 agent or registered office has been changed, that its registered  
38 agent has resigned or that its registered office has been  
39 discontinued, a fee of \$100; and for filing false information, a  
40 fee of \$100;

42 **Sec. 55. 31 MRSA §751, sub-§9,** as enacted by PL 1993, c. 718,  
43 Pt. A, §1, is amended to read:

44 **9. Certificate of correction.** For filing of a certificate  
45 of correction under section 624, a fee of ~~\$20~~ **\$35**;

48 **Sec. 56. 31 MRSA §751, sub-§13,** as enacted by PL 1993, c. 718,  
49 Pt. A, §1, is amended to read:

2           **13. Certificate of correction for foreign limited liability**  
3 **companies.** For filing of a certificate of correction under  
4 section 716, a fee of \$30 ~~\$35~~;

6           **Sec. 57. 31 MRSA §751, sub-§17**, as enacted by PL 1993, c. 718,  
7 Pt. A, §1, is repealed and the following enacted in its place:

8           **17. Issuing certificate.** For issuing a certificate of  
9 **existence, certificate of authority or certificate of fact as**  
10 **provided by section 616, a fee in the amount of \$30;**

12           **Sec. 58. 31 MRSA §751, sub-§§19 and 20**, as enacted by PL 1993,  
13 c. 718, Pt. A, §1, are amended to read:

14           **19. All other filings.** For receiving and filing of a  
15 certificate, affidavit, agreement or any other paper provided for  
16 by this chapter, for which no different fee is specifically  
17 prescribed, a fee of \$20 ~~\$35~~;

18           **20. Annual report.** For filing of an annual report under  
19 section 757, a fee of \$60; ~~for filing an amended annual report~~  
20 ~~under section 757-A, a fee of \$60;~~

22           **Sec. 59. 31 MRSA §751, sub-§21**, as amended by PL 1997, c. 376,  
23 §59, is repealed.

24           **Sec. 60. 31 MRSA §751, sub-§§24 and 25**, as enacted by PL 1999,  
25 c. 638, §39, are amended to read:

26           **24. Certificate of merger or consolidation.** Certificate of  
27 merger or consolidation of a limited liability company with  
28 another type of business entity as provided by section 741-A, a  
29 fee of \$150; and

30           **25. Certificate of conversion.** Certificate of conversion  
31 of limited liability company to another type of business entity  
32 as provided by section 746, a fee of \$125.; and

33           **Sec. 61. 31 MRSA §751, sub-§26** is enacted to read:

34           **26. Late filing penalty.** For failing to deliver an annual  
35 **report by its due date in addition to the annual report filing**  
36 **fee, a fee of \$25.**

37           **Sec. 62. 31 MRSA §757-A** is enacted to read:

38           **§757-A. Amended annual report of domestic or foreign limited**  
39 **liability company**

2 1. Amended annual report. If the information contained in  
an annual report filed under section 757 has changed, a limited  
4 liability company may, if it determines it to be necessary,  
deliver to the Secretary of State for filing an amended annual  
6 report to change the information on file. The amended annual  
report must be executed as provided by section 757, subsection 3.

8 2. Contents. The amended annual report under subsection 1  
must set forth:

10 A. The name of the domestic or foreign limited liability  
12 company and the jurisdiction of its organization;

14 B. The date on which the original annual report was filed;  
16 and

18 C. The information that has changed and the date on which  
it changed.

20 3. Period for filing. An amended annual report under  
subsection 1 may be filed by the limited liability company after  
22 the date of the original filing and until December 31st of that  
filing year.

24 **Sec. 63. 31 MRSA §758,** as amended by PL 1999, c. 547, Pt. B,  
26 §54 and affected by §80, is further amended to read:

28 **§758. Failure to file annual report; incorrect report; penalties**

30 **1. Failure to file annual report; penalty.** A domestic or  
foreign limited liability company that is required to deliver an  
32 annual report for filing as provided by section 757 that fails to  
deliver its properly completed annual report to the Secretary of  
34 State shall pay, in addition to the regular annual report fee,  
~~the sum of \$25, if the late filing penalty described in section~~  
36 751, subsection 26, as long as the report is received by the  
Secretary of State prior to revocation or ~~suspension of the~~  
38 ~~limited-liability-company~~ administrative dissolution. Upon a  
limited liability company's failure to file the annual report and  
40 to pay the annual report fee or the penalty, the Secretary of  
State, notwithstanding Title 4, chapter 5 and Title 5, chapter  
42 375, shall revoke a foreign limited liability company's authority  
to do business in this State and ~~suspend~~ administratively  
44 dissolve a domestic limited liability company ~~from doing~~  
business. The Secretary of State shall use the procedures set  
46 forth in section 719, ~~subsection 2, relative to revoking the~~  
~~right of foreign limited liability companies to do business in~~  
48 ~~this State, for suspending domestic limited liability companies~~  
608-B to administratively dissolve a domestic limited liability  
50 company and the procedures set forth in section 719-B to revoke a

2 foreign limited liability company's authority to transact  
3 business in this State. ~~A foreign limited liability company~~  
4 ~~whose authority to do business in this State has been revoked~~  
5 ~~under this subsection that wishes to do business again in this~~  
6 ~~State must be authorized as provided in section 712.~~ A domestic  
7 limited liability company that has been suspended  
8 administratively dissolved under ~~this subsection~~ may be  
9 ~~reinstated by filing the current annual report together with the~~  
10 ~~current annual filing fee and by paying the reinstatement fee of~~  
11 ~~\$125 for each year the limited liability company failed to file~~  
12 ~~an annual report.~~ ~~The maximum reinstatement fee may not exceed~~  
13 ~~\$500, regardless of the number of delinquent reports or the~~  
14 ~~period of delinquency~~ section 608-B must follow the requirements  
set forth in section 608-C to reinstate.

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 757, the report must be returned for  
correction.

20 ~~**3. Suspension.** A limited liability company while suspended~~  
21 ~~may not engage in business.~~

24 **4. Excusable neglect.** If the annual report of a domestic  
25 or foreign limited liability company is not delivered for filing  
26 within the time specified in section 757, the limited liability  
27 company is excused from the liability provided in this section  
28 and from any other penalty for failure to file timely the report,  
29 if it establishes to the satisfaction of the Secretary of State,  
30 that failure to file was the result of excusable neglect and it  
31 furnishes the Secretary of State with a copy of the report within  
32 30 days after learning it learns that the Secretary of State  
33 failed to receive the original report.

34 **Sec. 64. 31 MRSA §808,** as enacted by PL 1995, c. 633, Pt. B,  
35 §1, is repealed.

38 **Sec. 65. 31 MRSA §§808-A to 808-E** are enacted to read:

40 **§808-A. Grounds for revocation of registered limited liability**  
41 **partnership's status**

42 Notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
43 the Secretary of State may commence a proceeding under section  
44 808-B to revoke the status of a partnership as a registered  
45 limited liability partnership if:

48 **1. Nonpayment of fees, penalties.** The registered limited  
49 liability partnership does not pay when they are due any fees or  
50 penalties imposed by this chapter or other law;

2           **2. Failure to file annual report.** The registered limited  
liability partnership does not deliver its annual report to the  
4 Secretary of State as required by section 873;

6           **3. Failure to pay late filing penalty.** The registered  
limited liability partnership does not pay the annual report late  
8 filing penalty as required by section 874;

10           **4. Failure to maintain registered agent or registered**  
**office.** The registered limited liability partnership fails to  
12 appoint or maintain a registered agent or registered office in  
this State as required by section 807;

14           **5. Failure to notify of change of registered agent or**  
**registered office.** The registered limited liability partnership  
16 does not notify the Secretary of State that its registered agent  
or registered office has been changed or that its registered  
18 agent has resigned as required by section 807; or

20           **6. Filing of false information.** A partner or agent of the  
registered limited liability partnership signed a document with  
22 the knowledge that the document was false in a material respect  
and with the intent that the document be delivered to the  
24 Secretary of State for filing.

26           **§808-B. Procedure for and effect of revocation**

28           **1. Notice of determination to revoke partnership's status**  
**as registered limited liability partnership.** If the Secretary of  
30 State determines that one or more grounds exist under section  
808-A for revoking a partnership's status as a registered limited  
32 liability partnership, the Secretary of State shall issue a  
written notice of that determination to the limited liability  
34 partnership's last registered office address.

36           **2. Revocation.** The partnership's status as a registered  
38 limited liability partnership is revoked if within 60 days after  
the notice under subsection 1 was issued the Secretary of State  
40 determines that the registered limited liability partnership has  
failed to correct the ground or grounds for revocation. The  
42 Secretary of State shall send notice to the partnership at the  
registered limited liability partnership's last registered office  
44 address that recites the ground or grounds for revocation of the  
partnership's status as a registered limited liability  
46 partnership and the effective date of revocation.

48           **3. Effect of revocation of status as registered limited**  
**liability partnership.** A partnership whose status as a  
50 registered limited liability partnership has been revoked



continues its existence but must be treated as a general partnership without that limited liability partnership status.

**4. Validity of contracts; right to be sued; right to defend suit.** The revocation of the status of a partnership as a registered limited liability partnership under this section does not impair:

A. The existence of the partnership;

B. The validity of any contract or act of the registered limited liability partnership;

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

D. The right of the registered limited liability partnership to defend any action, suit or proceeding in any court of this State; or

E. The liabilities of the partners with regard to events, acts or omissions occurring before the date of revocation.

**5. Authority of registered agent.** The revocation of the status of a partnership as a registered limited liability partnership does not terminate the authority of its registered agent.

**6. Protecting limited liability partnership name after administrative dissolution.** The name of a limited liability partnership remains in the Secretary of State's record of limited liability partnership names and is protected for a period of 3 years following revocation.

#### **§808-C. Reinstatement following revocation**

**1. Application for reinstatement.** A partnership whose status as a registered limited liability partnership has been revoked under section 808-B may apply to the Secretary of State for reinstatement within 6 years after the effective date of revocation. The application must:

A. State the name of the registered limited liability partnership and the effective date of its revocation;

B. State that the ground or grounds for revocation either did not exist or have been eliminated; and

2 C. State that the registered limited liability  
partnership's name satisfies the requirements of section  
4 803-A.

6 2. Reinstatement after revocation. If the Secretary of  
State determines that the application contains the information  
8 required under subsection 1 and is accompanied by the  
reinstatement fee set forth in section 871, subsection 7-A, and  
10 that the information is correct, the Secretary of State shall  
cancel the revocation and prepare a notice of reinstatement that  
12 recites that determination and the effective date of  
reinstatement. The Secretary of State shall send notice to the  
14 registered limited liability partnership at its last registered  
office address.

16 3. Effect of reinstatement. When the reinstatement is  
effective under subsection 2, it relates back to and takes effect  
18 as of the effective date of the revocation, and the registered  
limited liability partnership resumes business as if the  
20 revocation had not occurred.

22 **§808-D. Appeal from denial of reinstatement**

24 1. Denial of reinstatement. If the Secretary of State  
denies a partnership's application for reinstatement following  
26 revocation, the Secretary of State shall mail a written notice  
that explains the reason or reasons for denial to the partnership  
28 at its last registered office address.

30 2. Appeal. A partnership may appeal a denial of  
reinstatement under subsection 1 to the Superior Court of the  
32 county where the partnership's principal office is located or, if  
there is no principal office in this State, in Kennebec County  
34 within 30 days after the date of the notice of denial. The  
partnership appeals by petitioning the court to set aside the  
36 revocation and attaching to the petition copies of the Secretary  
of State's notice of revocation, the partnership's application  
38 for reinstatement and the Secretary of State's notice of denial.

40 3. Court action. The court may summarily order the  
Secretary of State to reinstate a partnership's status as a  
42 registered limited liability partnership or may take other action  
the court considers appropriate.

44 4. Final decision. The court's final decision in an appeal  
46 under this section may be appealed as in other civil proceedings.

48 **§808-E. Reinstatement of registered limited liability**  
50 **partnership status**

2 1. Reinstatement after revocation. A partnership whose  
3 status as a registered limited liability partnership that was  
4 revoked before July 1, 2004 may apply to the Secretary of State  
5 for reinstatement and the reinstatement may be granted, if:

6 A. The Secretary of State determines that the application  
7 contains the information required under section 808-C,  
8 subsection 1;

10 B. The application for reinstatement is accompanied by the  
11 reinstatement fee set forth in section 871, subsection 7-A;  
12 and

14 C. The application for reinstatement is received by the  
15 Secretary of State by June 30, 2010.

16 2. Effect on partnership failing to reinstate by June 30,  
17 2010. A partnership that fails to meet the requirements of  
18 subsection 1 may not reinstate.

19 3. Protecting limited liability partnership name after  
20 revocation. The name of a partnership whose status as a  
21 registered limited liability partnership is revoked remains in  
22 the Secretary of State's record of limited liability partnership  
23 names and is protected for a period of 3 years following  
24 revocation.

25 Sec. 66. 31 MRSA §812, sub-§5, as enacted by PL 1995, c. 633,  
26 Pt. B, §1, is repealed.

27 Sec. 67. 31 MRSA §817 is enacted to read:

28 §817. Certificate of existence; certificate of authority;  
29 certificate of fact

30 1. Application. Any person may apply to the Secretary of  
31 State for a certificate of existence for a registered limited  
32 liability partnership or a certificate of authority for a foreign  
33 limited liability partnership.

34 2. Contents. A certificate of existence or certificate of  
35 authority under subsection 1 sets forth:

36 A. The limited liability partnership's name used in this  
37 State;

38 B. That, if a registered limited liability partnership, the  
39 registered limited liability partnership is duly registered  
40 under the laws of this State and the date of its  
41 registration;

2 C. That, if a foreign limited liability partnership, the  
4 foreign limited liability partnership is authorized to  
6 transact business in this State, the date on which the  
limited liability partnership was authorized to transact  
business in this State and its jurisdiction of organization;

8 D. That all fees and penalties owed to this State have been  
10 paid if:

12 (1) Payment is reflected in the records of the  
Secretary of State; and

14 (2) Nonpayment affects the existence or authorization  
16 of the registered or foreign limited liability  
partnership;

18 E. That the registered or foreign limited liability  
20 partnership's most recent annual report required by section  
873 has been delivered to the Secretary of State; and

22 F. Any facts of record in the office of the Secretary of  
24 State that may be requested by the applicant under  
subsection 1.

26 3. Evidence of existence or authority. Subject to any  
28 qualification stated in the certificate under subsection 2, a  
certificate of existence or certificate of authority issued by  
30 the Secretary of State may be relied upon as conclusive evidence  
that the registered or foreign limited liability partnership is  
32 in existence or is authorized to transact business in this State.

34 4. Certificate of fact. In addition to the certificate  
36 authorized under subsection 2, the Secretary of State may issue a  
certificate attesting to any fact of record in the office of the  
38 Secretary of State that may be requested by the applicant under  
subsection 1.

40 **Sec. 68. 31 MRSA §859**, as amended by PL 2003, c. 344, Pt. C,  
42 **§44**, is repealed.

44 **Sec. 69. 31 MRSA §§859-A to 859-E** are enacted to read:

46 **§859-A. Grounds for revocation**

48 Notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
50 the Secretary of State may commence a proceeding under section  
859-B to revoke the status of a partnership as a foreign limited  
liability partnership authorized to do business in this State if:

2       1. Nonpayment of fees or penalties. The foreign limited  
liability partnership does not pay when they are due any fees or  
penalties imposed by this chapter or other law;

4  
6       2. Failure to file annual report. The foreign limited  
liability partnership does not deliver its annual report to the  
Secretary of State as required by section 873;

8  
10       3. Failure to pay late filing penalty. The foreign limited  
liability partnership does not pay the annual report late filing  
penalty as required by section 874;

12  
14       4. Failure to maintain registered agent or registered  
office. The foreign limited liability partnership fails to  
appoint or maintain a registered agent or registered office in  
this State as required by section 854;

16  
18       5. Failure to notify of change of registered agent or  
registered office. The foreign limited liability partnership  
does not notify the Secretary of State that its registered agent  
or registered office has been changed or that its registered  
agent has resigned as required by section 854;

20  
22       6. Filing of false information. A partner or agent of the  
foreign limited liability partnership signed a document with the  
knowledge that the document was false in a material respect and  
with the intent that the document be delivered to the Secretary  
of State for filing;

24  
26       7. Amended application. The foreign limited liability  
partnership fails to file with the Secretary of State an amended  
application for authority required by section 855; or

28  
30       8. Authenticated certificate. The Secretary of State  
receives a duly authenticated certificate from the secretary of  
state or other official having custody of limited liability  
partnership records in the state or country under whose law the  
foreign limited liability partnership is organized stating that  
the foreign limited liability partnership is no longer treated as  
a registered limited liability partnership in its jurisdiction of  
registration.

32  
34       §859-B. Procedure for and effect of revocation

36  
38       1. Notice of determination. If the Secretary of State  
determines that one or more grounds exist under section 859-A for  
the revocation of authority, the Secretary of State shall issue a  
written notice of that determination to the foreign limited  
liability partnership's last registered office in this State and

2 to its last registered or principal office in its jurisdiction of  
3 organization.

4 2. Revocation. The foreign partnership's status as a  
5 limited liability partnership is revoked if within 60 days after  
6 the notice under subsection 1 was issued the Secretary of State  
7 determines that the foreign limited liability partnership has  
8 failed to correct the ground or grounds for revocation. The  
9 Secretary of State shall send notice to the foreign partnership  
10 at the partnership's last registered office address in this State  
11 and to its last registered or principal office address in its  
12 jurisdiction of registration that recites the ground or grounds  
13 for revocation of the foreign partnership's status as a limited  
14 liability partnership and the effective date of revocation.

15 3. Authority to transact business ceases. The authority of  
16 a foreign limited liability partnership to transact business in  
17 this State ceases on the date of revocation of its authority.

18 4. Secretary of State appointed as agent for service of  
19 process. The Secretary of State's revocation of a foreign  
20 limited liability partnership's authority appoints the Secretary  
21 of State as the foreign limited liability partnership's agent for  
22 service of process in any proceeding based on a cause of action  
23 that arose during the time the foreign limited liability  
24 partnership was authorized to transact business in this State.  
25 Service of process on the Secretary of State under this  
26 subsection is service on the foreign limited liability  
27 partnership. Upon receipt of process, the Secretary of State  
28 shall mail a copy of the process to the foreign limited liability  
29 partnership at its principal office shown in its most recent  
30 annual report or in any subsequent communication received from  
31 the limited liability partnership stating the current mailing  
32 address of its principal office or, if no other address is on  
33 file, in its application for authority.

34 5. Registered agent; not terminated. Revocation of a  
35 foreign limited liability partnership's authority to transact  
36 business in this State does not terminate the authority of the  
37 registered agent of the limited liability partnership.

38 6. Authorization after revocation. A foreign limited  
39 liability partnership whose authority to transact business in  
40 this State has been revoked under this section and that wishes to  
41 transact business again in this State may be reinstated pursuant  
42 to section 859-D.

43 §859-C. Appeal from revocation

2 1. Petition to appeal revocation. A foreign limited  
4 liability partnership may appeal the Secretary of State's  
6 revocation of its authority to the Kennebec County Superior Court  
8 within 30 days after the notice of revocation. The foreign  
limited liability partnership may appeal by petitioning the court  
to set aside the revocation and attaching to the petition copies  
of its application for authority and the Secretary of State's  
notice of revocation.

10 2. Court order. The court may summarily order the  
12 Secretary of State to reinstate the authority or may take any  
other action the court considers appropriate.

14 3. Appeal of court's decision. The court's final decision  
16 may be appealed as in other civil proceedings.

18 **§859-D. Reinstatement following revocation**

20 1. Application for reinstatement. A partnership whose  
22 authority as a foreign limited liability partnership has been  
24 revoked under section 859-B may apply to the Secretary of State  
for reinstatement within 6 years after the effective date of  
revocation. The application must:

26 A. State the name of the foreign limited liability  
partnership and the effective date of its revocation;

28 B. State that the ground or grounds for revocation either  
did not exist or have been eliminated; and

30 C. State that the foreign limited liability partnership's  
32 name satisfies the requirements of section 806-A.

34 2. Reinstatement after revocation. If the Secretary of  
36 State determines that the application for reinstatement contains  
the information required under subsection 1 and is accompanied by  
38 the reinstatement fee set forth in section 871, subsection 7-A,  
and that the information is correct, the Secretary of State shall  
40 cancel the revocation and prepare a notice of reinstatement that  
recites that determination and the effective date of  
42 reinstatement. The Secretary of State shall send notice to the  
foreign limited liability partnership at its last registered  
44 office in this State and to its last registered or principal  
office in its jurisdiction of organization.

46 3. Effect of reinstatement. When the reinstatement is  
48 effective under subsection 2, it relates back to and takes effect  
as of the effective date of the revocation, and the foreign  
50 limited liability partnership resumes business as if the  
revocation had not occurred.

2       **§859-E. Appeal from denial of reinstatement**

4           **1. Denial of reinstatement.** If the Secretary of State  
6       denies a foreign limited liability partnership's application for  
      reinstatement following revocation, the Secretary of State shall  
8       mail a written notice that explains the reason or reasons for  
      denial to the foreign limited liability partnership at its last  
      registered office address.

10           **2. Appeal.** A foreign limited liability partnership may  
12       appeal a denial of reinstatement under subsection 1 to the  
      Superior Court of the county where the foreign limited liability  
14       partnership's principal office is located or, if there is no  
      principal office in this State, in Kennebec County within 30 days  
16       after the date of the notice of denial. The foreign limited  
      liability partnership appeals by petitioning the court to set  
18       aside the revocation and attaching to the petition copies of the  
      Secretary of State's notice of revocation, the foreign limited  
20       liability partnership's application for reinstatement and the  
      Secretary of State's notice of denial.

22           **3. Court action.** The court may summarily order the  
24       Secretary of State to reinstate a foreign limited liability  
      partnership's authority to do business in this State or may take  
26       other action the court considers appropriate.

28           **4. Final decision.** The court's final decision in an appeal  
30       under this section may be appealed as in other civil proceedings.

32       **Sec. 70. 31 MRSA §871, sub-§4,** as amended by PL 2003, c. 344,  
Pt. C, §46, is further amended to read:

34           **4. Registered name.** For filing an application for a  
36       registered name of a foreign limited liability partnership under  
      section 806-A, a fee of \$20 per month for the number of months or  
38       fraction of a month remaining in the calendar year when first  
      filing; and for filing an application to renew the registration  
40       of a registered name, the fee is \$155 ~~\$200~~;

42       **Sec. 71. 31 MRSA §871, sub-§7,** as amended by PL 1997, c. 376,  
§71, is repealed.

44       **Sec. 72. 31 MRSA §871, sub-§7-A** is enacted to read:

46           **7-A. Reinstatement fee after revocation.** For failure to  
48       file an annual report, a fee of \$125, to a maximum fee of \$500,  
      regardless of the number of delinquent reports or the period of  
50       delinquency; for failure to pay the annual report late filing  
      penalty, a fee of \$100; for failure to appoint or maintain a



2 registered agent or registered office, a fee of \$100; for failure  
3 to notify the Secretary of State that its registered agent or  
4 registered office has been changed, that its registered agent has  
5 resigned or that its registered office has been discontinued, a  
6 fee of \$100; for failure to file an amended application, a fee of  
7 \$100; and for filing false information, a fee of \$100;

8 **Sec. 73. 31 MRSA §871, sub-§§9 and 11**, as enacted by PL 1995,  
9 c. 633, Pt. B, §1, are amended to read:

10 **9. Certificate of correction.** For filing a certificate of  
11 correction under section 824, a fee of ~~\$20~~ \$35;

12 **11. Certificate of correction for foreign limited liability**  
13 **partnerships.** For filing a certificate of correction under  
14 section 856, a fee of ~~\$30~~ \$35;

15 **Sec. 74. 31 MRSA §871, sub-§15**, as enacted by PL 1995, c. 633,  
16 Pt. B, §1, is repealed and the following enacted in its place:

17 **15. Issuing certificate.** For issuing a certificate of  
18 existence, certificate of authority or certificate of fact as  
19 provided by section 817, a fee in the amount of \$30;

20 **Sec. 75. 31 MRSA §871, sub-§§17 and 18**, as enacted by PL 1995,  
21 c. 633, Pt. B, §1, are amended to read:

22 **17. All other filings.** For receiving and filing of a  
23 certificate, affidavit, agreement or any other paper provided for  
24 by this chapter for which a fee is not specifically prescribed, a  
25 fee of ~~\$20~~ \$35;

26 **18. Annual report.** For filing of an annual report under  
27 section 874 ~~873~~, a fee of \$60; for filing an amended annual  
28 report under section 873-A, a fee of \$60;

29 **Sec. 76. 31 MRSA §871, sub-§22** is enacted to read:

30 **22. Late filing penalty.** For failing to deliver an annual  
31 report by its due date, in addition to the annual report filing  
32 fee, a fee of \$25.

33 **Sec. 77. 31 MRSA §873-A** is enacted to read:

34 **§873-A. Amended annual report of registered or foreign limited**  
35 **liability partnership**

36 **1. Amended annual report.** If the information contained in  
37 an annual report filed under section 873 has changed, a limited

1 liability partnership may, if it determines it to be necessary,  
2 deliver to the Secretary of State for filing an amended annual  
3 report to change the information on file. The amended annual  
4 report must be executed as provided by section 873, subsection 3,  
5 paragraph A.

6 **2. Contents.** The amended annual report must set forth:

7  
8 **A. The name of the registered or foreign limited liability**  
9 **partnership and the jurisdiction of its organization;**

10  
11 **B. The date on which the original annual report was filed;**  
12 **and**

13  
14 **C. The information that has changed and the date on which**  
15 **it changed.**

16  
17 **3. Period for filing.** An amended annual report may be  
18 filed by the limited liability partnership after the date of the  
19 original filing and until December 31st of that filing year.

20  
21 **Sec. 78. 31 MRSA §874,** as amended by PL 1999, c. 547, Pt. B,  
22 §56 and affected by §80, is further amended to read:

23 **§874. Failure to file annual report; incorrect report; penalties**

24  
25 **1. Failure to file annual report; penalty.** A registered or  
26 foreign limited liability partnership that is required to deliver  
27 an annual report for filing, as provided by section 873, that  
28 fails to deliver its properly completed annual report to the  
29 Secretary of State shall pay, in addition to the regular annual  
30 report fee, ~~the sum of \$25, provided that~~ the late filing penalty  
31 described in section 871, subsection 22, as long as the report is  
32 received by the Secretary of State prior to revocation of its  
33 status as a limited liability partnership. Upon a limited  
34 liability partnership's failure to file the annual report and to  
35 pay the annual report fee or the penalty, the Secretary of State,  
36 notwithstanding Title 4, chapter 5 and Title 5, chapter 375,  
37 shall revoke the status of that partnership as a foreign limited  
38 liability partnership or a registered limited liability  
39 partnership. The Secretary of State shall use the procedures set  
40 forth in section 859, ~~subsection 1 relative~~ 808-B to revoke the  
41 status of a registered limited liability partnership and the  
42 procedures set forth in section 859-B to ~~revoking~~ revoke the  
43 status of a partnership as a foreign limited liability  
44 partnership ~~for~~ ~~revoking~~ ~~the~~ ~~status~~ ~~of~~ ~~a~~ ~~partnership~~ ~~as~~ ~~a~~  
45 registered ~~limited~~ ~~liability~~ ~~partnership~~ in this State. A  
46 foreign limited liability partnership whose limited liability  
47 partnership status has been revoked under ~~this subsection~~ section  
48 859-B that wishes to do business again as a limited liability  
49  
50

2 partnership in this State must follow the procedures set forth in  
3 section 808, ~~subsection 3 relative to reinstatement of registered~~  
4 ~~limited liability partnerships 859-D to reinstate.~~ A partnership  
5 whose status as a registered limited liability partnership has  
6 been revoked under ~~this subsection may be reinstated by filing~~  
7 ~~the current annual report together with the current annual filing~~  
8 ~~fee and by paying the reinstatement fee of \$125 for each year the~~  
9 ~~limited liability partnership failed to file an annual report.~~  
10 ~~The maximum reinstatement fee may not exceed \$500, regardless of~~  
11 ~~the number of delinquent reports or the period of delinquency~~  
12 section 808-B must follow the requirements set forth in section  
808-C to reinstate.

14 **2. Nonconformity.** If the Secretary of State finds that an  
15 annual report delivered for filing does not conform with the  
16 requirements of section 873, the report must be returned for  
17 correction.

18 ~~**3. Revocation.** During any period in which a partnership's~~  
19 ~~status as a limited liability partnership has been revoked, it~~  
20 ~~must be treated as a general partnership without that limited~~  
21 ~~liability partnership status.~~

24 **4. Excusable neglect.** If the annual report of a registered  
25 or foreign limited liability partnership is not delivered for  
26 filing within the time specified in section 873, the limited  
27 liability partnership is excused from the liability provided in  
28 this section and from any other penalty for failure to file  
29 timely the report if it establishes to the satisfaction of the  
30 Secretary of State that failure to file was the result of  
31 excusable neglect and it furnishes the Secretary of State with a  
32 copy of the report within 30 days after learning it learns that  
33 the Secretary of State failed to receive the original report.

34 **5. Inadvertent errors.** The status of a partnership as a  
35 limited liability partnership and the liability of a partner of  
36 that limited liability partnership is not adversely affected if  
37 the name or address of a partner listed in an annual report is  
38 erroneously stated or omitted, as long as that annual report was  
39 filed in good faith.

42 **Emergency clause.** In view of the emergency cited in the  
43 preamble, this Act takes effect July 1, 2004.

## 44 SUMMARY

46 This bill makes changes to the laws relating to nonprofit  
47 corporations, limited partnerships, limited liability companies  
48 and limited liability partnerships that are consistent with  
49 recent changes made to the business corporation laws in the Maine  
50

2 Revised Statutes, Title 13-C. Additionally, certain fees in the  
limited entities laws are being increased to be the same as the  
fees in Title 13-C.

4  
6 The bill amends the nonprofit corporation laws in Title 13-B  
as follows. It:

8 1. Makes the necessary changes to the process of issuing a  
certificate of existence, certificate of authority or certificate  
10 of fact;

12 2. Repeals language relating to the suspension of a  
domestic nonprofit corporation and enacts language for the  
14 administrative dissolution and reinstatement process for a  
domestic nonprofit corporation;

16 3. Adds language to establish a process for nonprofit  
18 corporations that were suspended prior to July 1, 2004 to  
reinstate up to June 30, 2010;

20 4. Makes necessary changes to conform to the new revocation  
22 of authority process for a foreign nonprofit corporation;

24 5. Adds language to provide for an amended annual report  
filing in the event that the officers or directors of the  
26 corporation change and the corporation determines that it is  
necessary to update the information on file prior to the filing  
28 of the next required annual report;

30 6. Makes the necessary changes to the language for the  
failure to file an annual report and moves the fee to the fee  
32 section;

34 7. Establishes a flat fee of \$10 for a certificate of  
existence, certificate of authority or certificate of fact  
36 instead of the tiered fee under current law;

38 8. Establishes the fee for an amended annual report filing  
at \$20;

40 9. Repeals the fee for a written response to a request for  
42 information on file. The new certificate of fact established in  
this bill replaces this process; and

44 10. Establishes the reinstatement fees after administrative  
46 dissolution and pulls together all reinstatement fees cited  
throughout Title 13-B into one section.

48  
50 The bill amends the Maine Business Corporation Act to  
provide consistency with other entity laws. It:

2           1. Decreases the fee for changing the address of the  
4 principal office of a foreign business corporation from \$70 to  
\$35;

6           2. Sets a fee of \$100 for the preclearance of any  
8 document. The service and fee were specified under the old  
business corporation act, Title 13-A, but were inadvertently  
omitted from the new Title 13-C;

10           3. Clarifies the language requiring that a certificate of  
12 existence or certificate of authority set forth the name of the  
corporation;

14           4. Clarifies the time frames and language for  
16 administrative dissolution of domestic corporations;

18           5. Clarifies the time frames and language for revocation of  
20 authority of foreign corporations; and

22           6. Clarifies the process by which an administratively  
24 dissolved corporation may reinstate after failure to file an  
annual report.

26           The bill makes conforming amendments to the limited  
partnership laws in Title 31, chapter 11. It:

28           1. Repeals language relating to the suspension of a  
30 domestic limited partnership and enacts language for the  
administrative dissolution and reinstatement process for a  
domestic limited partnership;

32           2. Adds language to establish a process for domestic  
34 limited partnerships that were suspended prior to July 1, 2004 to  
reinstate up to June 30, 2010;

36           3. Repeals language relating to the adoption of rules for  
38 the former name availability standard of "deceptively similar";

40           4. Makes necessary changes to the process of issuing a  
42 certificate of existence, certificate of authority or certificate  
of fact;

44           5. Repeals language relating to the revocation of authority  
46 for a foreign limited partnership and enacts a new revocation of  
authority process for a foreign limited partnership;

48           6. Increases the fee for filing an application to renew the  
50 registration of a foreign limited partnership name from \$155 to  
\$200;

2           7. Repeals the fee structure for reinstatement of a  
4 domestic limited partnership and pulls together all reinstatement  
fees cited throughout Title 31, chapter 11 into one section;

6           8. Increases the fee for filing a certificate of correction  
8 for domestic limited partnerships from \$20 to \$35 and for foreign  
limited partnerships from \$30 to \$35;

10          9. Establishes the flat fee of \$30 for a certificate of  
12 existence, certificate of authority or certificate of fact  
instead of the tiered fee under current law;

14          10. Increases the fee for filing any document that does not  
16 have a specified fee from \$20 to \$35;

18          11. Establishes the fee for filing an amended annual report  
at \$60;

20          12. Repeals the fee for a written response to a request for  
22 information on file. The new certificate of fact established in  
this bill replaces this process;

24          13. Makes necessary changes to the language for failure to  
26 file an annual report and moves the fee to the fee section; and

28          14. Adds language to provide for an amended annual report  
30 filing in the event that a limited partnership determines that it  
is necessary to update the information on file prior to the  
filing of the next required annual report.

32          The bill amends the limited liability company laws in Title  
34 31, chapter 13. It:

36           1. Repeals language relating to the suspension of a  
38 domestic limited liability company and enacts language for the  
administrative dissolution and reinstatement process for a  
domestic limited liability company;

40           2. Adds language to establish a process for domestic  
42 limited liability companies that were suspended prior to July 1,  
2004 to reinstate up to June 30, 2010;

44           3. Repeals language relating to the adoption of rules for  
46 the former name availability standard of "deceptively similar";

48           4. Makes the necessary changes to the process of issuing a  
50 certificate of existence, certificate of authority or certificate  
of fact;

2           5. Repeals language relating to the revocation of authority  
4           for a foreign limited liability company and enacts a new  
          revocation of authority process for a foreign limited liability  
          company;

6           6. Increases the fee for filing an application to renew the  
8           registration of a foreign limited liability company name from  
          \$155 to \$200;

10          7. Repeals the fee structure for reinstatement of a  
12          domestic limited liability company and pulls together all  
          reinstatement fees cited throughout Title 31, chapter 13 into one  
14          section;

16          8. Increases the fee for filing a certificate of correction  
          for limited liability companies from \$20 to \$35;

18          9. Establishes the flat fee of \$30 for a certificate of  
20          existence, certificate of authority or certificate of fact  
          instead of the tiered fee under current law;

22          10. Increases the fee for filing any document that does not  
24          have a specified fee from \$20 to \$35;

26          11. Establishes the fee for an amended annual report at \$60;

28          12. Repeals the fee for a written response to a request for  
30          information on file. The new certificate of fact established in  
          this bill replaces this process;

32          13. Makes necessary changes to the language for failure to  
          file an annual report and moves the fee to the fee section; and

34          14. Adds language to provide for an amended annual report  
36          filing in the event that the managers or members of a limited  
          liability company determine that it is necessary to update the  
38          information on file prior to the filing of the next required  
          annual report.

40          The bill makes conforming amendments to the limited  
42          liability partnership laws in Title 31, chapter 15. It:

44          1. Repeals language relating to the revocation of a  
46          partnership's status as a domestic limited liability partnership  
          and enacts language for the revocation and reinstatement process  
          for a registered limited liability partnership;

48          2. Adds language to establish a process for a partnership  
50          whose status as a registered limited liability partnership was  
          revoked prior to July 1, 2004 to reinstate up to June 30, 2010;

- 2           3. Repeals language relating to the adoption of rules for  
the former name availability standard of "deceptively similar";
- 4
- 6           4. Makes the necessary changes to the process of issuing a  
certificate of existence, certificate of authority or certificate  
of fact;
- 8
- 10          5. Repeals language relating to the revocation of authority  
for a foreign limited liability partnership and enacts a new  
revocation of authority and reinstatement process for a foreign  
12 limited liability partnership;
- 14          6. Increases the fee for filing an application to renew the  
registration of a foreign limited liability partnership name from  
16 \$155 to \$200;
- 18          7. Repeals the fee structure for reinstatement after the  
revocation of a partnership's status as a registered or foreign  
20 limited liability partnership and pulls together all  
reinstatement fees cited throughout Title 31, chapter 15 into one  
22 section;
- 24          8. Increases the fee for filing a certificate of correction  
for a registered or foreign limited liability partnership from  
26 \$20 to \$35;
- 28          9. Establishes a flat fee of \$30 for a certificate of  
existence, certificate of authority or certificate of fact  
30 instead of the tiered fee under current law;
- 32          10. Increases the fee for filing any document that does not  
have a specified fee from \$20 to \$35;
- 34
- 36          11. Establishes the fee for filing an amended annual report  
at \$60;
- 38          12. Makes necessary changes to the language for failure to  
file an annual report and moves the fee to the fee section; and
- 40
- 42          13. Adds language to provide for an amended annual report  
filing in the event that the partners of a registered or foreign  
limited liability partnership determine that it is necessary to  
44 update the information on file prior to the filing of the next  
required annual report.
- 46