

MAINE STATE LEGISLATURE

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123rd MAINE LEGISLATURE

FIRST REGULAR SESSION-2007

Legislative Document

No. 1806

S.P. 642

March 30, 2007

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

(EMERGENCY)

Submitted by the Secretary of State pursuant to Joint Rule 204.
Reference to the Committee on Judiciary suggested and ordered printed.

A handwritten signature in cursive script that reads "Joy J. O'Brien".

JOY J. O'BRIEN
Secretary of the Senate

Presented by Senator HASTINGS of Oxford.
Cosponsored by Representative SIMPSON of Auburn and Senator: HOBBS of York,
Representatives: CLEARY of Houlton, CRAY of Palmyra, Speaker CUMMINGS of Portland,
DUNN of Bangor, MILLS of Farmington, TARDY of Newport.

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

3 **Whereas,** the Maine Revised Statutes, Title 31, chapters 17 and 19, which govern
4 domestic and foreign partnerships and limited partnerships in Maine, become effective on
5 July 1, 2007, and changes to those laws and other entity laws administered by the
6 Secretary of State must be in place by July 1, 2007 in order for the Secretary of State to
7 properly administer these laws; and

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

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

13 **Sec. 1. 10 MRSA §1526-A,** as repealed and replaced by PL 1993, c. 349, §25, is
14 repealed.

15 **Sec. 2. 13 MRSA §1502** is amended to read:

16 **§1502. Existing cooperative groups**

17 Any group incorporated under the law of this State and operating on a cooperative
18 basis ~~or must file articles of amendment as required by Title 13-C, and~~ any
19 unincorporated group operating on ~~such~~ a cooperative basis in this State may elect by a
20 vote of 2/3 of the members voting to secure the benefits of and be bound by this
21 subchapter, ~~and. The unincorporated group shall thereupon amend such of its articles and~~
22 ~~bylaws as are not in conformity with~~ to conform to the provisions hereof of this
23 ~~subchapter and file articles of incorporation as required by section 1551. A certified copy~~
24 ~~of the amended articles shall be filed and recorded with the Secretary of State and a fee of~~
25 ~~\$5 shall be paid.~~

26 **Sec. 3. 13 MRSA §1551** is amended to read:

27 **§1551. Articles of incorporation; first meeting; fees**

28 Articles of incorporation for the formation of an association under this subchapter
29 ~~shall~~ must be drawn up and filed in the same manner and under the same provisions as for
30 organizing business corporations under ~~the general law Title 13-C,~~ except where such
31 procedure would be inconsistent with this subchapter. The same provision ~~shall apply~~
32 applies under ~~said general law Title 13-C~~ to associations organized under this subchapter
33 in respect to the first meeting of the corporation, and as to fees payable to the Secretary of
34 State.

35 **Sec. 4. 13 MRSA §1758,** as enacted by PL 1993, c. 300, §1, is amended to read:

1 **§1758. Dissolution**

2 By vote of at least 80% of its members or any larger percentage specified in the
3 articles of incorporation or bylaws, a cooperative affordable housing corporation may
4 vote to dissolve and terminate its proprietary leases. In addition, a cooperative affordable
5 housing corporation must file articles of dissolution and pay the fee for dissolution as
6 required for business corporations under Title 13-C.

7 **Sec. 5. 13 MRSA §1824**, as amended by PL 1977, c. 522, §8, is further amended
8 to read:

9 **§1824. Filing and recording certificate of incorporation**

10 Before commencing business, the president, treasurer and a majority of the directors
11 or trustees of every corporation organized under this subchapter shall prepare ~~a certificate~~
12 ~~setting forth the, sign, date and deliver for filing with the Secretary of State~~ articles of
13 incorporation ~~and, in a format approved by the Secretary of State, setting forth~~ the names
14 and addresses of the officers, ~~and shall sign and make oath to it. Said certificate shall be~~
15 ~~presented to the Secretary of State accompanied by a copy thereof or by a data sheet~~
16 ~~containing all of the information required. After said certificate has been examined by the~~
17 ~~Secretary of State, and been by him certified to be properly drawn and signed and to be~~
18 ~~conformable to the Constitution and laws, it shall be recorded in the registry of deeds in~~
19 ~~the county where said corporation is located, in a book kept for that purpose, and within~~
20 ~~60 days after the day of the meeting at which such corporation is organized, a copy~~
21 ~~thereof certified by such register shall be filed in the office of the Secretary of State, who~~
22 ~~shall enter the date of filing thereon, and on the original certificate to be kept by the~~
23 ~~corporation and shall record said copy in a book kept for that purpose. A. The filing fee~~
24 ~~of \$5 shall be paid to the Secretary of State and a fee of \$8 shall be paid to registers of~~
25 ~~deeds for recording such certificate and certifying copies thereof for filing with the~~
26 ~~Secretary of State for a corporation formed under this subchapter is the same as for a~~
27 ~~corporation organized under Title 13-C. If articles of incorporation delivered for filing to~~
28 ~~the Secretary of State pursuant to this section satisfy the requirements of this subchapter,~~
29 ~~the Secretary of State shall file the articles of incorporation. The date of filing is the date~~
30 ~~of receipt by the Secretary of State. After filing the articles of incorporation under this~~
31 ~~subchapter, the Secretary of State shall deliver to the corporation or its representative a~~
32 ~~copy of the document with an acknowledgement of the date of filing.~~

33 **Sec. 6. 13 MRSA §1825, sub-§2**, as amended by PL 1977, c. 522, §9, is further
34 amended to read:

35 **2. Certificate recorded.** After an amendment has been adopted, ~~a certificate shall be~~
36 ~~prepared setting forth the amendment and the adoption thereof, and shall be signed and~~
37 ~~sworn to by the president or vice-president and by the treasurer or secretary or assistant~~
38 ~~secretary shall prepare, and filed sign, recorded date and indorsed as in the case of~~
39 ~~original certificate of incorporation. For filing or recording an amendment to the articles,~~
40 ~~the association shall pay to the registers of deeds a fee of \$5, and a fee of \$5 shall be paid~~
41 ~~to the Secretary of State deliver for filing to the Secretary of State articles of amendment,~~
42 ~~in a format approved by the Secretary of State, setting forth the amendment adopted by~~
43 ~~the corporation as proposed in subsection 1. The filing fee for an amendment filed under~~

1 this section is the same as for a corporation filing articles of amendment under Title 13-C.
2 If articles of amendment delivered for filing to the Secretary of State pursuant to this
3 section satisfy the requirements of this section, the Secretary of State shall file the articles
4 of amendment. The date of filing is the date of receipt by the Secretary of State. After
5 filing the articles of amendment under this section, the Secretary of State shall deliver to
6 the corporation or its representative a copy of the document with an acknowledgement of
7 the date of filing.

8 **Sec. 7. 13 MRSA §1952, sub-§1, ¶A** is amended to read:

9 A. The members of an association may at any regular meeting, or any special
10 meeting called for the purpose, upon 30 days' notice of the time, place and object of
11 the meeting having been given as prescribed in the bylaws, by 2/3 of the voting
12 power voting thereon, discontinue the operations of the association and direct that the
13 association be dissolved and its affairs settled. The members at the meeting shall by
14 like vote designate a committee of 3 members who, as trustees on behalf of the
15 association and within the time fixed in their designation or any extension thereof,
16 shall liquidate ~~its~~ the association's assets, pay its debts and divide any remainder
17 among the members or other patrons in accordance with their respective rights and
18 interests under their contracts with the association and the articles and bylaws. Upon
19 final settlement by such trustees, the association ~~shall be~~ is deemed dissolved and
20 ~~shall cease~~ ceases to exist. The trustees shall ~~make a report, in quadruplicate, of the~~
21 ~~proceedings had under this section, which shall be signed and sworn to and filed as~~
22 ~~required for the filing of the articles of incorporation~~ file articles of dissolution as
23 required by subsection 5.

24 **Sec. 8. 13 MRSA §1952, sub-§5** is enacted to read:

25 **5. Filing with the Secretary of State.** In addition to the requirements set forth in
26 this section, a corporation organized under this subchapter must file articles of dissolution
27 and pay the fee for dissolution as required for business corporations under Title 13-C.

28 **Sec. 9. 13-B MRSA §1101-A, sub-§1, ¶D**, as enacted by PL 1995, c. 458, §9, is
29 amended to read:

30 D. That no debts of the corporation remain unpaid, including the filing of the
31 annual report as required by section 1301 and any fees or penalties owed to the
32 Secretary of State under section 1112; and

33 **Sec. 10. 13-B MRSA §1117** is enacted to read:

34 **§1117. Revival of nonprofit corporation after dissolution**

35 **1. Determination of need to revive corporation.** If the Secretary of State finds that
36 a nonprofit corporation has dissolved in any manner under this chapter and that the
37 nonprofit corporation should be revived for any specified purpose or purposes for a
38 specific period of time, the Secretary of State may upon application by an interested party
39 file a certificate of revival in a form or format prescribed by the Secretary of State for
40 reviving the nonprofit corporation.

- 1 **2. Certificate of revival.** The certificate of revival must include:
- 2 A. The name of the nonprofit corporation and its original date of incorporation;
- 3 B. The name of the nonprofit corporation's registered agent and the address of its
4 registered agent at the time of dissolution;
- 5 C. The name and address of the party or parties requesting the revival;
- 6 D. The purpose or purposes for which revival is requested; and
- 7 E. The time period needed to complete the purpose or purposes specified under
8 paragraph D.

9 **3. Notice of revival.** The Secretary of State shall issue a notice to the nonprofit
10 corporation to the address provided in subsection 2, paragraph C stating that the revival
11 has been granted for the purpose or purposes and for the time period specified pursuant to
12 the certificate of revival under this section.

13 **4. Termination of revival.** When the time period specified in subsection 2,
14 paragraph E has expired, the Secretary of State shall send a notice to the nonprofit
15 corporation at the address provided in subsection 2, paragraph C that the status of the
16 nonprofit corporation has returned to the status prior to filing the certificate of revival
17 under this section.

18 **Sec. 11. 13-B MRSA §1401, sub-§13,** as enacted by PL 1977, c. 525, §13, is
19 amended to read:

20 **13. Restated articles of incorporation.** Restated articles of incorporation, as
21 provided by section 805, \$10; and if they change the purposes of the corporation, a
22 further additional amount of ~~\$5~~ \$10;

23 **Sec. 12. 13-B MRSA §1401, sub-§14,** as amended by PL 2005, c. 529, §2, is
24 further amended to read:

25 **14. Articles of merger or consolidation.** Articles of merger or consolidation, as
26 provided by section 904, \$25; and if the merger or consolidation changes the survivor's
27 purposes, a further additional amount of ~~\$15~~ \$10;

28 **Sec. 13. 13-B MRSA §1401, sub-§15,** as enacted by PL 1977, c. 525, §13, is
29 amended to read:

30 **15. Articles of merger or consolidation of corporations.** Articles of merger or
31 consolidation of domestic and foreign corporations, as provided by section 906, ~~\$10~~ \$25,
32 if the new or surviving corporation is a foreign corporation, plus the appropriate fee for
33 authority to carry on activities in this State, if not previously so authorized; if the new or
34 surviving corporation is a domestic corporation, the same sum as would be required for
35 the merger or consolidation of domestic corporations;

36 **Sec. 14. 13-B MRSA §1401, sub-§21,** as enacted by PL 1977, c. 525, §13, is
37 amended to read:

1 **21. Articles of merger.** Articles of merger of a foreign corporation, as provided by
2 section 1206, ~~\$10~~ \$25;

3 **Sec. 15. 13-B MRSA §1401, sub-§22,** as amended by PL 2003, c. 673, Pt.
4 WWW, §10 and as affected by §37, is further amended to read:

5 **22. Amendment to foreign corporation's application.** An amendment to a foreign
6 corporation's application for authority to carry on activities in this State, as provided by
7 section 1207, ~~\$10~~ \$15;

8 **Sec. 16. 13-B MRSA §1401, sub-§23,** as enacted by PL 1977, c. 525, §13, is
9 amended to read:

10 **23. Application for surrender of authority.** An application of a foreign corporation
11 for surrender of its authority, as provided by section 1208, ~~\$5~~ \$15;

12 **Sec. 17. 13-B MRSA §1401, sub-§34,** as amended by PL 2005, c. 12, Pt. FF, §2,
13 is further amended to read:

14 **34. Late filing; penalty.** For failing to deliver an annual report by its due date, in
15 addition to the annual report filing fee, \$25; ~~and~~

16 **Sec. 18. 13-B MRSA §1401, sub-§35,** as amended by PL 2005, c. 12, Pt. FF, §2,
17 is further amended to read:

18 **35. Reinstatement fee after administrative dissolution of domestic or foreign**
19 **corporation.** For failure to file an annual report, \$25 for each period of delinquency; for
20 failure to pay the annual report late filing penalty, \$25; for failure to appoint or maintain a
21 registered agent or registered office, \$25; for failure to notify the Secretary of State that
22 its registered agent or registered office has been changed, that its registered agent has
23 resigned or that its registered office has been discontinued, \$25; and for filing false
24 information, \$25; ~~and~~

25 **Sec. 19. 13-B MRSA §1401, sub-§36** is enacted to read:

26 **36. Certificate of revival after dissolution.** Certificate of revival after dissolution
27 for a domestic nonprofit corporation, as provided in section 1117, \$25.

28 **Sec. 20. 13-C MRSA §123, sub-§1, ¶100** is enacted to read:

29 OO. For an application for revival after dissolution under section 1425, the fee is
30 \$150.

31 **Sec. 21. 13-C MRSA §1404, sub-§4** is enacted to read:

32 **4. Other requirements at the time of dissolution.** At the time of filing the articles
33 under this section, the Secretary of State may require the corporation to file the annual
34 report required to be filed under section 1621 and pay any fees or penalties owed to the
35 Secretary of State under section 1420.

1 **Sec. 22. 13-C MRSA §1425** is enacted to read:

2 **§1425. Revival of a domestic business corporation after dissolution**

3 **1. Determination of need to revive corporation.** If the Secretary of State finds that
4 a corporation has dissolved in any manner under this chapter and that the corporation
5 should be revived for any specified purpose or purposes for a specific period of time, the
6 Secretary of State may upon application by an interested party file a certificate of revival
7 in a form or format prescribed by the Secretary of State for reviving the corporation.

8 **2. Certificate of revival.** The certificate of revival must include:

9 A. The name of the corporation and its original date of incorporation;

10 B. The name of the domestic business corporation's clerk and the address of its clerk
11 at the time of dissolution;

12 C. The name and address of the party or parties requesting the revival;

13 D. The purpose or purposes for which revival is requested; and

14 E. The time period needed to complete the purpose or purposes specified under
15 paragraph D.

16 **3. Notice of revival.** The Secretary of State shall issue a notice to the corporation to
17 the address provided in subsection 2, paragraph C stating that the revival has been
18 granted for the purpose or purposes and for the time period specified pursuant to the
19 certificate of revival filed under this section.

20 **4. Termination of revival.** When the time period specified in subsection 2,
21 paragraph E has expired, the Secretary of State shall send a notice to the corporation at
22 the address provided in subsection 2, paragraph C that the status of the corporation has
23 returned to the status prior to filing the certificate of revival under this section.

24 **Sec. 23. 31 MRSA §407, sub-§1, ¶B,** as amended by PL 1993, c. 316, §50, is
25 further amended to read:

26 B. A registered agent for service of process on the limited partnership. The agent
27 may be either:

28 (1) An individual resident of this State whose business office or residential
29 address is identical with the limited partnership's registered office; or

30 (2) A domestic or foreign business or nonprofit corporation, ~~whether business or~~
31 ~~nonprofit,~~ a domestic or foreign limited partnership or a domestic or foreign
32 limited liability company authorized to do business or carry on activities in this
33 State whose registered office also serves as the registered office of the limited
34 partnership.

35 **Sec. 24. 31 MRSA §494, sub-§2, ¶B,** as amended by PL 1993, c. 316, §58, is
36 further amended to read:

1 B. A registered agent for service of process on the limited partnership. The agent
2 may be either:

3 (1) An individual resident of this State whose business office or residential
4 address is identical with the limited partnership's registered office; or

5 (2) A domestic or foreign business or nonprofit corporation, ~~whether business or~~
6 ~~nonprofit~~, a domestic or foreign limited partnership or a domestic or foreign
7 limited liability company authorized to do business or carry on activities in this
8 State whose registered office also serves as the registered office of the limited
9 liability company.

10 **Sec. 25. 31 MRSA §607, sub-§1, ¶B**, as enacted by PL 1993, c. 718, Pt. A, §1, is
11 amended to read:

12 B. A registered agent for service of process on a limited liability company. The
13 agent may be either:

14 (1) An individual resident of this State whose business office or residential
15 address is identical with the limited liability company's registered office; or

16 (2) A domestic or foreign business or nonprofit corporation, ~~whether business or~~
17 ~~nonprofit~~, a domestic or foreign limited partnership or a domestic or foreign
18 limited liability company authorized to do business or carry on activities in this
19 State whose registered office also serves as the registered office of the limited
20 liability company.

21 **Sec. 26. 31 MRSA §608-F** is enacted to read:

22 **§608-F. Revival of domestic limited liability company after dissolution**

23 **1. Determination of need to revive company.** If the Secretary of State finds that a
24 domestic limited liability company has dissolved in any manner under this chapter and
25 that the domestic limited liability company should be revived for any specified purpose or
26 purposes for a specific period of time, the Secretary of State may upon application by an
27 interested party file a certificate of revival in a form or format prescribed by the Secretary
28 of State for reviving the domestic limited liability company.

29 **2. Certificate of revival.** The certificate of revival must include:

30 A. The name of the domestic limited liability company and its original date of
31 organization;

32 B. The name of the domestic limited liability company's registered agent and the
33 address of its registered agent at the time of dissolution;

34 C. The name and address of the party or parties requesting the revival;

35 D. The purpose or purposes for which revival is requested; and

36 E. The time period needed to complete the purpose or purposes specified under
37 paragraph D.

1 **3. Notice of revival.** The Secretary of State shall issue a notice to the domestic
2 limited liability company to the address provided in subsection 2, paragraph C stating that
3 the revival has been granted for the purpose or purposes and for the time period specified
4 pursuant to the certificate of revival filed under this section.

5 **4. Termination of revival.** When the time period specified in subsection 2,
6 paragraph E has expired, the Secretary of State shall issue a notice to the domestic limited
7 liability company at the address provided in subsection 2, paragraph C that the status of
8 the limited liability company has returned to the status prior to filing the certificate of
9 revival under this section.

10 **Sec. 27. 31 MRSA §625, sub-§2** is enacted to read:

11 **2. Other requirements at the time of filing a certificate of cancellation.** At the
12 time of filing the certificate under this section, the Secretary of State may require the
13 limited liability company to file the annual report required to be filed under section 757
14 and pay any fees or penalties owed to the Secretary of State under section 608-A.

15 **Sec. 28. 31 MRSA §714, sub-§2, ¶B,** as enacted by PL 1993, c. 718, Pt. A, §1, is
16 amended to read:

17 B. A registered agent for service of process on a limited liability company. The
18 agent may be either:

19 (1) An individual resident of this State whose business office or residential
20 address is identical with a limited liability company's registered office; or

21 (2) A domestic or foreign business or nonprofit corporation, ~~whether business or~~
22 ~~nonprofit, a domestic or foreign limited partnership or a domestic or foreign~~
23 limited liability company authorized to do business or carry on activities in this
24 State whose registered office must also serve as the registered office of a limited
25 liability company.

26 **Sec. 29. 31 MRSA §751, sub-§4,** as amended by PL 2003, c. 344, Pt. C, §31, is
27 further amended to read:

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

32 **Sec. 30. 31 MRSA §751, sub-§25,** as repealed and replaced by PL 2005, c. 397,
33 Pt. A, §36 and affected by §37, is amended to read:

34 **25. Certificate of conversion.** Certificate of conversion of a limited liability
35 company to another type of business entity as provided by section 746, a fee of \$145; ~~and~~

36 **Sec. 31. 31 MRSA §751, sub-§26,** as amended by PL 2005, c. 12, Pt. FF, §11, is
37 further amended to read:

1 **26. Late filing penalty.** For failing to deliver an annual report by its due date, in
2 addition to the annual report filing fee, a fee of \$50-; and

3 **Sec. 32. 31 MRSA §751, sub-§27** is enacted to read:

4 **27. Certificate of revival after dissolution.** Certificate of revival after dissolution
5 for a domestic limited liability company, as provided in section 608-F, \$150.

6 **Sec. 33. 31 MRSA §825, sub-§3** is enacted to read:

7 **3. Other requirements at the time of filing a certificate of renunciation of status.**
8 At the time of filing the certificate under this section, the Secretary of State may require
9 the limited liability partnership to file the annual report required to be filed under section
10 873 and pay any fees or penalties owed to the Secretary of State under section 808-A.

11 **Sec. 34. 31 MRSA §871, sub-§4,** as amended by PL 2003, c. 344, Pt. C, §46, is
12 further amended to read:

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

17 **Sec. 35. 31 MRSA §1034, sub-§5** is enacted to read:

18 **5. Exception for certain obligations.** With regard to certain obligations incurred
19 prior to the effective date of this chapter, the following provisions apply:

20 A. To the extent any obligations of a partnership were incurred prior to the effective
21 date of this chapter and while the partnership was a limited liability partnership, the
22 limitation on liability of a partner is governed exclusively by paragraph B and the
23 provisions of subsection 3 do not apply.

24 B. A partner in a limited liability partnership is not liable directly or indirectly,
25 including by way of indemnification, contribution, assessment or otherwise, for
26 debts, obligations and liabilities however chargeable to the partnership or to another
27 partner or partners, whether in tort, contract or otherwise, arising from omissions,
28 negligence, wrongful acts, misconduct or malpractice committed by another partner,
29 employee, agent or representative of the partnership in the course of the partnership
30 business while the partnership is a limited liability partnership.

31 C. For purposes of defining an obligation to which paragraph B applies, the term of
32 an obligation is the original term of the obligation plus, unless otherwise agreed in
33 writing by the obligor partnership and the obligee, any period as to which the obligor
34 partnership has an option to unilaterally renew or extend the term of such obligation.

35 **Sec. 36. 31 MRSA §1323,** as enacted by PL 2005, c. 543, Pt. C, §2, is amended
36 by adding a new paragraph at the end to read:

37 At the time of filing the statement under this section, the Secretary of State may
38 require the limited partnership to file the annual report required to be filed under section

1 1330, subsection 1 and pay any fees or penalties owed to the Secretary of State under
2 section 1399.

3 **Sec. 37. 31 MRSA §1401-A** is enacted to read:

4 **§1401-A. Revival of domestic limited partnership after dissolution**

5 **1. Determination of need to revive partnership.** If the Secretary of State finds that
6 a domestic limited partnership has dissolved in any manner under this subchapter and that
7 the domestic limited partnership should be revived for any specified purpose or purposes
8 for a specific period of time, the Secretary of State may upon application by an interested
9 party file a certificate of revival in a form or format prescribed by the Secretary of State
10 for reviving the domestic limited partnership.

11 **2. Certificate of revival.** The certificate of revival must include:

12 A. The name of the domestic limited partnership and its original date of
13 organization;

14 B. The name of the domestic limited partnership's registered agent and the address of
15 its registered agent at the time of dissolution;

16 C. The name and address of the party or parties requesting the revival;

17 D. The purpose or purposes for which revival is requested; and

18 E. The time period needed to complete the purpose or purposes specified under
19 paragraph D.

20 **3. Notice of revival.** The Secretary of State shall issue a notice to the domestic
21 limited partnership to the address provided in subsection 2, paragraph C stating that the
22 revival has been granted for the purpose or purposes and for the time period specified
23 pursuant to the certificate of revival filed under this subsection.

24 **4. Termination of revival.** When the time period specified in subsection 2,
25 paragraph E has expired, the Secretary of State shall issue a notice to the domestic limited
26 partnership at the address provided in subsection 2, paragraph C that the status of the
27 limited partnership has returned to the status prior to filing the certificate of revival under
28 this section.

29 **Sec. 38. 31 MRSA §1460, sub-§19**, as enacted by PL 2005, c. 543, Pt. C, §2, is
30 amended to read:

31 **19. Late filing penalty.** For failing to deliver an annual report by its due date, in
32 addition to the annual report filing fee, a fee of \$50-; and

33 **Sec. 39. 31 MRSA §1460, sub-§20** is enacted to read:

34 **20. Certificate of revival after dissolution.** Certificate of revival after dissolution
35 for a domestic limited partnership, as provided in section 1401-A, a fee of \$150.

