

MAINE STATE LEGISLATURE

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No. 1853

H.P. 1292

House of Representatives, April 11, 2007

An Act To Enact the Model Registered Agents Act and Amend Entity Acts To Rationalize Annual Filings

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

Millicent M. MacFarland
MILLICENT M. MacFARLAND
Clerk

Presented by Representative DILL of Cape Elizabeth.
Cosponsored by Senator HOBBS of York and
Representatives: BARSTOW of Gorham, BLANCHARD of Old Town, BRAUTIGAM of
Falmouth, MARLEY of Portland, MILLS of Farmington, Senators: COURTNEY of York,
MARTIN of Aroostook.

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

2 **PART A**

3 **Sec. A-1. 5 MRSA c. 6-A is enacted to read:**

4 **CHAPTER 6-A**

5 **MODEL REGISTERED AGENTS ACT**

6 **§101. Short title**

7 This chapter is known and may be cited as "the Model Registered Agents Act."

8 **§102. Definitions**

9 As used in this chapter, unless the context otherwise indicates, the following terms
10 have the following meanings.

11 1. **Appointment of agent.** "Appointment of agent" means a statement appointing an
12 agent for service of process filed by a domestic entity that is not a filing entity or a
13 nonqualified foreign entity under section 112.

14 2. **Clerk.** "Clerk" means the person described in Title 13-C, chapter 5-A.

15 3. **Clerk filing.** "Clerk filing" means the public organic document of a domestic
16 filing entity formed under Title 13-C.

17 4. **Commercial clerk.** "Commercial clerk" means a clerk who is listed under section
18 106.

19 5. **Commercial registered agent.** "Commercial registered agent" means an
20 individual or a domestic or foreign entity listed under section 106.

21 6. **Domestic entity.** "Domestic entity" means an entity whose internal affairs are
22 governed by the laws of this State.

23 7. **Entity.** "Entity" means a person that has a separate legal existence or has the
24 power to acquire an interest in real property in its own name other than:

25 A. An individual;

26 B. A testamentary, inter vivos or charitable trust, with the exception of a business
27 trust, statutory trust or similar trust;

28 C. An association or relationship that is not a partnership by reason of Title 31,
29 section 1022, subsection 3 or a similar provision of the law of any other jurisdiction;

30 D. A decedent's estate; or

- 1 E. A public corporation, government or governmental subdivision, agency or
2 instrumentality or quasi-governmental instrumentality.
- 3 **8. Filing entity.** "Filing entity" means an entity that is created by the filing of a
4 public organic document.
- 5 **9. Foreign entity.** "Foreign entity" means an entity other than a domestic entity.
- 6 **10. Foreign qualification document.** "Foreign qualification document" means an
7 application for a certificate of authority or other foreign qualification filing with the
8 Secretary of State by a foreign entity.
- 9 **11. Governance interest.** "Governance interest" means the right under the organic
10 law or organic rules of an entity, other than as a governor, agent, assignee or proxy, to:
- 11 A. Receive or demand access to information concerning, or the books and records of,
12 the entity;
- 13 B. Vote for the election of the governors of the entity; or
- 14 C. Receive notice of or vote on any or all issues involving the internal affairs of the
15 entity.
- 16 **12. Governor.** "Governor" means a person by or under whose authority the powers
17 of an entity are exercised and under whose direction the business and affairs of the entity
18 are managed pursuant to the organic law and organic rules of the entity.
- 19 **13. Interest.** "Interest" means:
- 20 A. A governance interest in an unincorporated entity;
- 21 B. A transferable interest in an unincorporated entity; or
- 22 C. A share or membership in a corporation.
- 23 **14. Interest holder.** "Interest holder" means a direct holder of an interest.
- 24 **15. Jurisdiction of organization.** "Jurisdiction of organization," with respect to an
25 entity, means the jurisdiction whose law includes the organic law of the entity.
- 26 **16. Noncommercial clerk.** "Noncommercial clerk" means a clerk that is not listed
27 as a commercial clerk under section 106 and that is:
- 28 A. An individual or a domestic or foreign entity that serves in this State as the agent
29 for service of process of an entity; or
- 30 B. The individual who holds the office or other position in an entity that is
31 designated as the agent for service of process pursuant to section 105, subsection 1,
32 paragraph B, subparagraph (2).
- 33 **17. Noncommercial registered agent.** "Noncommercial registered agent" means a
34 person that is not listed as a commercial registered agent under section 106 and that is:

1 A. An individual or a domestic or foreign entity that serves in this State as the agent
2 for service of process of an entity; or

3 B. The individual who holds the office or other position in an entity that is
4 designated as the agent for service of process pursuant to section 105, subsection 1,
5 paragraph B, subparagraph (2).

6 **18. Nonqualified foreign entity.** "Nonqualified foreign entity" means a foreign
7 entity that is not authorized to transact business in this State pursuant to a filing with the
8 Secretary of State.

9 **19. Nonresident LLP statement.** "Nonresident LLP statement" means:

10 A. A statement of qualification of a domestic limited liability partnership that does
11 not have an office in this State; or

12 B. A statement of foreign qualification of a foreign limited liability partnership that
13 does not have an office in this State.

14 **20. Organic law.** "Organic law" means the statutes, if any, other than this chapter,
15 governing the internal affairs of an entity.

16 **21. Organic rules.** "Organic rules" means the public organic document and private
17 organic rules of an entity.

18 **22. Person.** "Person" means an individual, corporation, estate, trust, partnership,
19 limited liability company, business or similar trust, association, joint venture, public
20 corporation, government or governmental subdivision, agency or instrumentality or any
21 other legal or commercial entity.

22 **23. Private organic rules.** "Private organic rules" means the rules, whether or not in
23 a record, that govern the internal affairs of an entity, are binding on all of its interest
24 holders and are not part of its public organic document, if any.

25 **24. Public organic document.** "Public organic document" means the public record,
26 the filing of which creates an entity, and any amendment to or restatement of that record.

27 **25. Qualified foreign entity.** "Qualified foreign entity" means a foreign entity that
28 is authorized to transact business in this State pursuant to a filing with the Secretary of
29 State.

30 **26. Record.** "Record" means information that is inscribed on a tangible medium or
31 that is stored in an electronic or other medium and is retrievable in perceivable form.

32 **27. Registered agent.** "Registered agent" means a commercial registered agent or a
33 noncommercial registered agent.

34 **28. Registered agent filing.** "Registered agent filing" means:

35 A. The public organic document of a domestic filing entity other than a domestic
36 filing entity formed under Title 13-C;

- 1 B. A nonresident LLP statement;
2 C. A foreign qualification document; or
3 D. An appointment of agent.
- 4 **29. Represented entity.** "Represented entity" means:
5 A. A domestic filing entity;
6 B. A domestic or qualified foreign limited liability partnership that does not have an
7 office in this State;
8 C. A qualified foreign entity;
9 D. A domestic or foreign unincorporated nonprofit association for which an
10 appointment of agent has been filed;
11 E. A domestic entity that is not a filing entity for which an appointment of agent has
12 been filed; or
13 F. A nonqualified foreign entity for which an appointment of agent has been filed.
- 14 **30. Sign.** "Sign" means, with present intent to authenticate or adopt a record:
15 A. To execute or adopt a tangible symbol; or
16 B. To attach to or logically associate with the record an electronic sound, symbol or
17 process.
- 18 **31. Transferable interest.** "Transferable interest" means the right under an entity's
19 organic law to receive distributions from the entity.
- 20 **32. Type.** "Type," with respect to an entity, means a generic form of entity:
21 A. Recognized at common law; or
22 B. Organized under an organic law, whether or not some entities organized under
23 that organic law are subject to provisions of that law that create different categories
24 of the form of entity.
- 25 **§103. Fees**
- 26 **1. Filing fees.** The Secretary of State shall collect the following fees when a filing is
27 made under this chapter:
28 A. Commercial clerk or commercial registered agent listing statement as required by
29 section 106, \$150;
30 B. Commercial clerk or commercial registered agent termination as required by
31 section 107, \$150;
32 C. Statement of appointment or change of clerk or registered agent by entity as
33 required by section 105, subsection 1 or section 108, \$35; except a statement filed for
34 nonprofit corporations formed under Title 13-B, \$15;

1 D. Statement of change of name or address by noncommercial clerk or
2 noncommercial registered agent as required by section 109, §35; except a statement
3 filed for nonprofit corporations formed under Title 13-B, §15;

4 E. Statement of change of name, address or type of organization by commercial clerk
5 or commercial registered agent as required by section 110, §50;

6 F. Statement of resignation by commercial clerk or commercial registered agent as
7 required by section 111, no fee;

8 G. Statement of resignation by noncommercial clerk or noncommercial registered
9 agent as required by section 111, §35; except a statement filed for nonprofit
10 corporations formed under Title 13-B, §15; and

11 H. Statement of appointment of agent for service of process for nonfiling domestic
12 entity or nonqualified foreign entity, §100.

13 **2. Copying and certification fees.** The Secretary of State shall collect the following
14 fees for copying and certifying a copy of any document filed under this chapter:

15 A. For copying, \$2 a page; and

16 B. For certifying the copy, \$5 for a certificate.

17 **§104. Addresses in filings**

18 Whenever a provision of this chapter other than section 111, subsection 1, paragraph
19 D requires that a filing state an address, the filing must state:

20 **1. Street or rural route.** An actual street address or rural route box number in this
21 State; and

22 **2. Mailing address.** A mailing address in this State, if different from the address
23 under subsection 1.

24 **§105. Appointment of clerk or registered agent**

25 **1. Contents of filing.** A clerk or registered agent filing must state:

26 A. The name of the represented entity's commercial clerk or commercial registered
27 agent; or

28 B. If the entity does not have a commercial clerk or commercial registered agent:

29 (1) The name and address of the entity's noncommercial clerk or noncommercial
30 registered agent; or

31 (2) The title of an office or other position with the entity if service of process is
32 to be sent to the person holding that office or position, and the address of the
33 business office of that person.

34 **2. Consent to serve as agent.** The appointment of a clerk or a registered agent
35 pursuant to subsection 1, paragraph A or subsection 1, paragraph B, subparagraph (1) is
36 an affirmation by the represented entity that the agent has consented to serve as such.

1 **3. Daily list of filings.** The Secretary of State shall make available in a record as
2 soon as practicable a daily list of filings that contain the name of a clerk or a registered
3 agent. The list must:

4 A. Be available for at least 14 calendar days;

5 B. List in alphabetical order the names of the clerks or registered agents; and

6 C. State the type of filing and name of the represented entity making the filing.

7 **§106. Listing of commercial clerk or commercial registered agent**

8 **1. Contents of statement.** An individual or a domestic or foreign entity may
9 become listed as a commercial clerk or commercial registered agent by filing with the
10 Secretary of State a commercial clerk or commercial registered agent listing statement
11 signed by or on behalf of the person that states:

12 A. The name of the individual or the name, type and jurisdiction of organization of
13 the entity;

14 B. That the person is in the business of serving as a commercial clerk or commercial
15 registered agent in this State; and

16 C. The address of a place of business of the person in this State to which service of
17 process and other notice and documents being served on or sent to entities
18 represented by it may be delivered.

19 **2. Additional information.** A commercial clerk or commercial registered agent
20 listing statement may include the information regarding acceptance of service of process
21 in a record by the commercial clerk or commercial registered agent provided for in
22 section 113, subsection 4.

23 **3. Distinguishable name.** If the name of a person filing a commercial clerk or
24 commercial registered agent listing statement is not distinguishable on the records of the
25 Secretary of State from the name of another commercial clerk or commercial registered
26 agent listed under this section, the person must adopt a fictitious name that is
27 distinguishable and use that name in its statement and when it does business in this State
28 as a commercial clerk or commercial registered agent.

29 **4. Effective on filing.** A commercial clerk or commercial registered agent listing
30 statement takes effect on filing.

31 **5. Filing noted in index; effect.** The Secretary of State shall note the filing of the
32 commercial clerk or commercial registered agent listing statement in the index of filings
33 maintained by the Secretary of State for each entity represented by the clerk or registered
34 agent at the time of the filing. The statement has the effect of deleting the address of the
35 clerk or the registered agent from the clerk or registered agent filing of each of those
36 entities.

1 **§107. Termination of listing of commercial clerk or commercial registered agent**

2 **1. Contents of statement.** A commercial clerk or commercial registered agent may
3 terminate its listing as a commercial clerk or commercial registered agent by filing with
4 the Secretary of State a commercial clerk or commercial registered agent termination
5 statement signed by or on behalf of the agent that states:

6 A. The name of the agent as currently listed under section 106; and

7 B. That the agent is no longer in the business of serving as a commercial clerk or
8 commercial registered agent in this State.

9 **2. Effective date.** A commercial clerk or commercial registered agent termination
10 statement takes effect on the 31st day after the day on which it is filed.

11 **3. Notice.** The commercial clerk or commercial registered agent shall promptly
12 furnish each entity represented by it with notice in a record of the filing of the
13 commercial clerk or commercial registered agent termination statement.

14 **4. Effect of termination.** When a commercial clerk or commercial registered agent
15 termination statement takes effect, the clerk or registered agent ceases to be an agent for
16 service of process on each entity formerly represented by it. Until an entity formerly
17 represented by a terminated commercial clerk or commercial registered agent appoints a
18 new clerk or registered agent, service of process may be made on the entity as provided in
19 section 113. Termination of the listing of a commercial clerk or commercial registered
20 agent under this section does not affect any contractual rights a represented entity may
21 have against the agent or that the agent may have against the entity.

22 **§108. Change of clerk or registered agent by entity**

23 **1. Change of information.** A represented entity may change the information
24 currently on file under section 105, subsection 1 by filing with the Secretary of State a
25 statement of change signed on behalf of the entity that states:

26 A. The name of the entity; and

27 B. The information that is to be in effect as a result of the filing of the statement of
28 change.

29 **2. Approval not needed.** The interest holders or governors of a domestic entity
30 need not approve the filing of:

31 A. A statement of change under this section; or

32 B. A similar filing changing the clerk or registered agent or registered office of the
33 entity in any other jurisdiction.

34 **3. Consent.** The appointment of a clerk or a registered agent pursuant to section
35 105, subsection 1 is an affirmation by the represented entity that the clerk or agent has
36 consented to serve as such.

37 **4. Effective on filing.** A statement of change filed under this section takes effect on
38 filing.

1 5. Amended filing. As an alternative to using the procedures in this section, a
2 represented entity may change the information currently on file under section 105,
3 subsection 1 by amending its most recent clerk or registered agent filing in the manner
4 provided by the laws of this State other than this chapter for amending that filing.

5 **§109. Change of name or address by noncommercial clerk or noncommercial**
6 **registered agent**

7 **1. Contents of statement.** If a noncommercial clerk or noncommercial registered
8 agent changes its name or its address as currently in effect with respect to a represented
9 entity pursuant to section 105, subsection 1, the agent shall file with the Secretary of
10 State, with respect to each entity represented by the agent, a statement of change signed
11 by or on behalf of the agent that states:

- 12 A. The name of the entity;
- 13 B. The name and address of the agent as currently in effect with respect to the entity;
- 14 C. If the name of the agent has changed, its new name; and
- 15 D. If the address of the agent has changed, the new address.

16 **2. Effective on filing.** A statement of change filed under this section takes effect on
17 filing.

18 **3. Notice.** A noncommercial clerk or noncommercial registered agent shall promptly
19 furnish the represented entity with notice in a record of the filing of a statement of change
20 and the changes made by the filing.

21 **§110. Change of name, address or type of organization by commercial clerk or**
22 **commercial registered agent**

23 **1. Contents of statement.** If a commercial clerk or commercial registered agent
24 changes its name, its address as currently listed under section 106, subsection 1 or its type
25 or jurisdiction of organization, the agent shall file with the Secretary of State a statement
26 of change signed by or on behalf of the agent that states:

- 27 A. The name of the agent as currently listed under section 106, subsection 1;
- 28 B. If the name of the agent has changed, its new name;
- 29 C. If the address of the agent has changed, the new address; and
- 30 D. If the type or jurisdiction of organization of the agent has changed, the new type
31 or jurisdiction of organization.

32 **2. Effect of filing.** The filing of a statement of change under subsection 1 is
33 effective to change the information regarding the commercial clerk or commercial
34 registered agent with respect to each entity represented by the agent.

35 **3. Effective on filing.** A statement of change filed under this section takes effect on
36 filing.

1 4. Notice. A commercial clerk or commercial registered agent shall promptly
2 furnish each entity represented by it with notice in a record of the filing of a statement of
3 change relating to the name or address of the agent and the changes made by the filing.

4 5. Cancellation. If a commercial clerk or commercial registered agent changes its
5 address without filing a statement of change as required by this section, the Secretary of
6 State may cancel the listing of the agent under section 106. A cancellation under this
7 subsection has the same effect as a termination under section 107. Promptly after
8 canceling the listing of an agent, the Secretary of State shall serve notice in a record in the
9 manner provided in section 113, subsection 2 or 3 on:

10 A. Each entity represented by the agent, stating that the agent has ceased to be an
11 agent for service of process on the entity and that, until the entity appoints a new
12 clerk or registered agent, service of process may be made on the entity as provided in
13 section 113; and

14 B. The agent, stating that the listing of the agent has been canceled under this
15 section.

16 **§111. Resignation of clerk or registered agent**

17 1. Statement of resignation. A clerk or registered agent may resign at any time
18 with respect to a represented entity by filing with the Secretary of State a statement of
19 resignation signed by or on behalf of the agent that states:

20 A. The name of the entity;

21 B. The name of the agent;

22 C. That the agent resigns from serving as agent for service of process for the entity;
23 and

24 D. The name and address of the person to which the agent will send the notice
25 required by subsection 3.

26 2. Effective date. A statement of resignation takes effect on the earlier of the 31st
27 day after the day on which it is filed or the appointment of a new registered agent for the
28 represented entity.

29 3. Notice. The clerk or registered agent shall promptly furnish the represented entity
30 notice in a record of the date on which a statement of resignation was filed.

31 4. Effect of resignation. When a statement of resignation takes effect, the clerk or
32 registered agent ceases to have responsibility for any matter tendered to it as agent for the
33 represented entity. A resignation under this section does not affect any contractual rights
34 the entity has against the agent or that the agent has against the entity.

35 5. Standing of entity. A clerk or registered agent may resign with respect to a
36 represented entity whether or not the entity is in good standing.

1 **§112. Appointment of agent by nonfiling or nonqualified foreign entity**

2 **1. Contents of statement.** A domestic entity that is not a filing entity or a
3 nonqualified foreign entity may file with the Secretary of State a statement appointing an
4 agent for service of process signed on behalf of the entity that states:

5 A. The name, type and jurisdiction of organization of the entity; and

6 B. The information required by section 105, subsection 1.

7 **2. Effective on filing.** A statement appointing an agent for service of process takes
8 effect on filing.

9 **3. Effect of appointment.** The appointment of a registered agent under this section
10 does not qualify a nonqualified foreign entity to do business in this State and is not
11 sufficient alone to create personal jurisdiction over the nonqualified foreign entity in this
12 State.

13 **4. Distinguishable name.** A statement appointing an agent for service of process
14 may not be rejected for filing because the name of the entity filing the statement is not
15 distinguishable on the records of the Secretary of State from the name of another entity
16 appearing in those records. The filing of a statement appointing an agent for service of
17 process does not make the name of the entity filing the statement unavailable for use by
18 another entity.

19 **5. Cancellation of statement.** An entity that has filed a statement appointing an
20 agent for service of process may cancel the statement by filing a statement of
21 cancellation, which takes effect upon filing, and shall state the name of the entity and that
22 the entity is canceling its appointment of an agent for service of process in this State. A
23 statement appointing an agent for service of process that has not been canceled earlier is
24 effective for a period of 5 years after the date of filing.

25 **6. Termination upon becoming qualified.** A statement appointing an agent for
26 service of process for a nonqualified foreign entity terminates automatically on the date
27 the entity becomes a qualified foreign entity.

28 **§113. Service of process on entities**

29 **1. Agent to receive service.** A clerk or registered agent is an agent of the
30 represented entity authorized to receive service of any process, notice or demand required
31 or permitted by law to be served on the entity.

32 **2. Service to other than clerk or registered agent.** If an entity that previously filed
33 a clerk or registered agent filing with the Secretary of State no longer has a clerk or
34 registered agent, or if its clerk or registered agent cannot with reasonable diligence be
35 served, the entity may be served by registered or certified mail, return receipt requested,
36 addressed to the governors of the entity by name at its principal office in accordance with
37 any applicable judicial rules and procedures. The names of the governors and the
38 address of the principal office may be as shown in the most recent annual report filed
39 with the Secretary of State. Service is perfected under this subsection at the earliest of:

- 1 A. The date the entity receives the mail;
2 B. The date shown on the return receipt, if signed on behalf of the entity; or
3 C. Five days after its deposit with the United States Postal Service, if correctly
4 addressed and with sufficient postage.

5 **3. Hand delivery.** If process, notice or demand cannot be served on an entity
6 pursuant to subsection 1 or 2, service of process may be made by handing a copy to the
7 manager, clerk or other person in charge of any regular place of business or activity of the
8 entity if the person served is not a plaintiff in the action.

9 **4. Form acceptable.** Service of process, notice or demand on a clerk or a registered
10 agent must be in the form of a written document, except that service may be made on a
11 commercial clerk or commercial registered agent in such other forms of a record and
12 subject to such requirements as the agent has stated from time to time in its listing under
13 section 106 that it will accept.

14 **5. Perfected by other legal means.** Service of process, notice or demand may be
15 perfected by any other means prescribed by law other than this chapter.

16 **§114. Duties of clerk or registered agent**

17 The only duties under this chapter of a clerk or registered agent that has complied
18 with this chapter are:

19 **1. Forward.** To forward to the represented entity at the address most recently
20 supplied to the agent by the entity any process, notice or demand that is served on the
21 agent;

22 **2. Notice.** To provide the notices required by this chapter to the entity at the address
23 most recently supplied to the agent by the entity;

24 **3. Noncommercial clerk or noncommercial registered agent; current**
25 **information.** If the agent is a noncommercial clerk or noncommercial registered agent,
26 to keep current the information required by section 105, subsection 1 in the most recent
27 clerk or registered agent filing for the entity; and

28 **4. Commercial clerk or commercial registered agent; current information.** If
29 the agent is a commercial clerk or commercial registered agent, to keep current the
30 information listed for it under section 106, subsection 1.

31 **§115. Jurisdiction and venue**

32 The appointment or maintenance in this State of a clerk or registered agent does not
33 by itself create the basis for personal jurisdiction over the represented entity in this State.
34 The address of the agent does not determine venue in an action or proceeding involving
35 the entity.

1 **§116. Consistency of application**

2 In applying and construing this chapter, consideration must be given to the need to
3 promote consistency of the law with respect to its subject matter among states that enact
4 it.

5 **§117. Rules**

6 The Secretary of State may adopt rules consistent with this chapter pertaining to the
7 filing of documents with the Secretary of State. These rules may include, but are not
8 limited to:

9 1. **Forms.** Prescribing forms for documents required or permitted to be delivered for
10 filing under this chapter and refusing to file documents not using these prescribed forms;

11 2. **Disapproved filing.** Disapproving the filing of a document that is not clearly
12 legible or one that may not be clearly reproducible photographically;

13 3. **Appointed designee.** Appointing a designee or other agent to receive documents
14 for filing and to file documents on behalf of the Secretary of State;

15 4. **Electronic filing; facsimile signatures.** Permitting the filing of documents by
16 electronic transmission and permitting facsimile signatures on documents to be filed; and

17 5. **Effective dates of filings.** Unless specifically stated in this chapter, setting forth
18 the effective dates of filings required by this chapter.

19 **§118. Expedited service**

20 The Secretary of State may provide an expedited service for the processing of
21 documents in accordance with this chapter. If the service is provided, the Secretary of
22 State shall establish by rule a fee schedule and governing procedures in accordance with
23 the Maine Administrative Procedure Act. Fees collected for expedited service must be
24 deposited into a fund for use by the Secretary of State to provide an improved filing
25 service.

26 **§119. Access to database**

27 The Secretary of State may provide public access to the database through a dial-in
28 modem, through public terminals and through electronic duplicates of the database. If
29 access to the database is provided to the public, the Secretary of State may adopt rules in
30 accordance with the Maine Administrative Procedure Act to establish a fee schedule and
31 governing procedures.

32 **§120. Publications**

33 1. **Fee for publications.** The Secretary of State may establish by rule in accordance
34 with the Maine Administrative Procedure Act a fee schedule to cover the cost of printing
35 and distribution of publications and to set forth the procedures for the sale of those
36 publications.

1 **Sec. B-3. 13-B MRSA §304**, as enacted by PL 1977, c. 525, §13 and as amended
2 by PL 1993, c. 316, §38 and as amended by PL 1997, c. 376, §20, is repealed.

3 **Sec. B-4. 13-B MRSA §305**, as amended by PL 2003, c. 631, §2, is repealed.

4 **Sec. B-5. 13-B MRSA §306**, as enacted by PL 1977, c. 525, §13, is repealed.

5 **Sec. B-6. 13-B MRSA §306-A** is enacted to read:

6 **§306-A. Service of process upon nonprofit corporation**

7 Service of process, notice or demand required or permitted by law on a nonprofit
8 corporation is governed by Title 5, section 113.

9 **Sec. B-7. 13-B MRSA §403, sub-§1, ¶D**, as enacted by PL 1977, c. 525, §13, is
10 amended to read:

11 D. ~~The address of its initial registered office and the name of its initial registered~~
12 ~~agent at such address~~ information required by Title 5, section 105, subsection 1;

13 **Sec. B-8. 13-B MRSA §1112, sub-§4**, as enacted by PL 2003, c. 631, §3, is
14 amended to read:

15 **4. Failure to maintain registered agent.** ~~The corporation fails to appoint or~~
16 ~~maintain is without~~ a registered agent ~~or registered office~~ in this State as required by
17 ~~section 304~~ Title 5, section 105, subsection 1;

18 **Sec. B-9. 13-B MRSA §1112, sub-§5**, as enacted by PL 2003, c. 631, §3, is
19 amended to read:

20 **5. Failure to notify of change of registered agent or address.** The corporation
21 does not notify the Secretary of State that its registered agent has changed as required by
22 Title 5, section 108, subsection 1 ~~or registered office~~ the address of its registered agent
23 has been changed as required by Title 5, section 109 or 110 or that its registered agent has
24 resigned as required by ~~section 305~~ Title 5, section 111; or

25 **Sec. B-10. 13-B MRSA §1113, sub-§1**, as enacted by PL 2003, c. 631, §3, is
26 amended to read:

27 **1. Notice of determination to administratively dissolve corporation.** If the
28 Secretary of State determines that one or more grounds exist under section 1112 for
29 dissolving a corporation, the Secretary of State shall ~~issue a~~ serve the corporation with
30 written notice of that determination to the corporation's last registered office address as
31 required by subsection 7.

32 **Sec. B-11. 13-B MRSA §1113, sub-§2**, as enacted by PL 2003, c. 631, §3, is
33 amended to read:

34 **2. Administrative dissolution.** The corporation is administratively dissolved if
35 within 60 days after the notice under subsection 1 was issued and is perfected under

1 subsection 7 the Secretary of State determines that the corporation has failed to correct
2 the ground or grounds for the dissolution. The Secretary of State shall send notice to the
3 corporation ~~at its last registered office address as required by subsection 7~~ that recites the
4 ground or grounds for dissolution and the effective date of dissolution.

5 **Sec. B-12. 13-B MRSA §1113, sub-§7** is enacted to read:

6 **7. Delivery of notice.** The Secretary of State shall send notice of its determination
7 under subsection 1 by regular mail and the service upon the corporation is perfected five
8 days after the Secretary of State deposits its determination in the United States mail, as
9 evidenced by the postmark, if mailed postpaid and correctly addressed to the registered
10 agent of the corporation.

11 **Sec. B-13. 13-B MRSA §1114, sub-§2**, as enacted by PL 2003, c. 631, §3, is
12 amended to read:

13 **2. Reinstatement after administrative dissolution.** If the Secretary of State
14 determines that the application contains the information required under subsection 1 and
15 is accompanied by the reinstatement fee set forth in section 1401, subsection 35, and that
16 the information is correct, the Secretary of State shall cancel the administrative
17 dissolution and prepare a notice of reinstatement that recites that determination and the
18 effective date of reinstatement. The Secretary of State shall ~~send notice to the corporation~~
19 ~~at its last registered office address~~ use the procedures set forth in section 1113, subsection
20 7 to deliver the notice to the corporation.

21 **Sec. B-14. 13-B MRSA §1115, sub-§1**, as enacted by PL 2003, c. 631, §3, is
22 amended to read:

23 **1. Denial of reinstatement.** If the Secretary of State denies a corporation's
24 application for reinstatement following administrative dissolution, the Secretary of State
25 shall ~~mail~~ serve the corporation as required under section 1113, subsection 7 with a
26 written notice that explains the reason or reasons for denial to the corporation at its last
27 registered office address.

28 **Sec. B-15. 13-B MRSA §1202, sub-§1, ¶F**, as enacted by PL 1977, c. 525, §13,
29 is amended to read:

30 F. ~~The address of its proposed registered office in this State and the name of its~~
31 ~~proposed registered agent in this State at such address~~ information required by Title
32 5, section 105, subsection 1.

33 **Sec. B-16. 13-B MRSA §1207, sub-§1, ¶C**, as amended by PL 1997, c. 376,
34 §27, is further amended to read:

35 C. Change the address of its registered ~~office~~ or principal office wherever located.

36 **Sec. B-17. 13-B MRSA §1209, sub-§3**, as enacted by PL 1977, c. 525, §13, is
37 amended to read:

1 **3. Agent.** The Secretary of State shall be the agent of the foreign corporation for
2 service of process in any action, suit, or proceeding based upon any case of action arising
3 in this State before the date of filing the certificate, order or decree. Service of summons
4 and proof of service ~~shall~~ must be as provided in ~~section 1217~~ Title 5, section 113.

5 **Sec. B-18. 13-B MRSA §1210-A, sub-§4,** as enacted by PL 2003, c. 631, §5, is
6 amended to read:

7 **4. Failure to maintain registered agent.** The foreign corporation ~~fails to appoint or~~
8 ~~maintain is without~~ a registered agent ~~or registered office~~ in this State as required by
9 ~~section 1212~~ Title 5, section 105, subsection 1;

10 **Sec. B-19. 13-B MRSA §1210-A, sub-§5,** as enacted by PL 2003, c. 631, §5, is
11 amended to read:

12 **5. Failure to notify of change of registered agent or address.** The foreign
13 corporation does not notify the Secretary of State that its registered agent has changed as
14 required by Title 5, section 108, subsection 1 or ~~registered office~~ the address of its
15 registered agent has been changed as required by Title 5, section 109 or 110 or that its
16 registered agent has resigned as required by ~~section 1212~~ Title 5, section 111;

17 **Sec. B-20. 13-B MRSA §1210-B, sub-§1,** as enacted by PL 2003, c. 631, §5, is
18 amended to read:

19 **1. Notice of determination.** If the Secretary of State determines that one or more
20 grounds exist under section 1210-A for the revocation of authority, the Secretary of State
21 shall ~~issue a written notice of that determination to the foreign corporation's last~~
22 ~~registered office in this State and to its last registered or principal office in its jurisdiction~~
23 ~~of incorporation~~ serve the foreign corporation with written notice of the Secretary of
24 State's determination as required by subsection 7.

25 **Sec. B-21. 13-B MRSA §1210-B, sub-§2,** as enacted by PL 2003, c. 631, §5, is
26 amended to read:

27 **2. Revocation.** The foreign corporation's authority is revoked if within 60 days after
28 the notice under subsection 1 was issued and is perfected under subsection 7 the Secretary
29 of State determines that the foreign corporation has failed to correct the ground or
30 grounds for revocation. The Secretary of State shall send notice to the foreign
31 corporation, ~~at its last registered office address in this State and to its last registered or~~
32 ~~principal office address in its jurisdiction of incorporation~~ as required by subsection 7,
33 that recites the ground or grounds for revocation and the effective date of revocation.

34 **Sec. B-22. 13-B MRSA §1210-B, sub-§7** is enacted to read:

35 **7. Delivery of notice.** The Secretary of State shall send notice of its determination
36 under subsection 1 by regular mail and the service upon the foreign corporation is
37 perfected five days after the Secretary of State deposits its determination in the United
38 States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to

1 the registered agent in this State and the registered or principal office, wherever located,
2 of the corporation.

3 **Sec. B-23. 13-B MRSA §1212**, as amended by PL 1999, c. 594, §§12 to 14, is
4 repealed.

5 **Sec. B-24. 13-B MRSA §1212-A** is enacted to read:

6 **§1212-A. Service of process upon authorized foreign nonprofit corporation**

7 Service of process, notice or demand required or permitted by law on a foreign
8 nonprofit corporation qualified to carry on activities in this State is governed by Title 5,
9 section 113.

10 **Sec. B-25. 13-B MRSA §1213, sub-§2**, as enacted by PL 1977, c. 525, §13, is
11 amended to read:

12 **2. Other methods of service.** In addition to other methods of service ~~which~~ that may
13 be authorized by statute or by rule, service of such process may be made as provided in
14 ~~section 1217~~ Title 5, section 113.

15 **Sec. B-26. 13-B MRSA §1217**, as enacted by PL 1977, c. 525, §13, is repealed.

16 **Sec. B-27. 13-B MRSA §1301, sub-§1**, as amended by PL 1997, c. 376, §30, is
17 further amended to read:

18 **1. Annual report.** Each domestic corporation, unless excused as provided in
19 subsection 5, and each foreign corporation authorized to carry on activities in this State
20 shall deliver for filing, within the time prescribed by this Act, an annual report to the
21 Secretary of State setting forth:

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

24 B. ~~The address of the registered office of the corporation in this State and the name~~
25 ~~of its agent for service of process if a domestic corporation, or its registered agent if a~~
26 ~~foreign corporation in this State, at that address, including the street or rural route~~
27 ~~number, town or city and state and, if a foreign corporation, the address of its~~
28 ~~registered or principal office~~ information required by Title 5, section 105, subsection
29 1; and

30 C. The names and business or residence addresses, of the president, the treasurer, the
31 registered agent, the secretary or clerk, and directors of the corporation, including the
32 street or rural route number, town or city and state;

33 D. A brief statement of the character of the activities in which the domestic or
34 foreign corporation is actually engaged in this State, if any; and

35 E. The address of its principal office, wherever located.

36 **Sec. B-28. 13-B MRSA §1401, sub-§6**, as amended by PL 2003, c. 673, Pt.
37 WWW, §3 and affected by §37, is repealed.

1 records of all votes and minutes of the meetings. These records may be kept by the clerk
2 at the clerk's address or another office of the corporation to which the clerk has ready
3 access. The clerk may certify all votes, resolutions and actions of the shareholders and
4 may certify all votes, resolutions and actions of the corporation's board of directors and
5 its committees.

6 The articles of incorporation or bylaws may provide that changes in the clerk and
7 election of a new clerk must be by vote of the shareholders. Unless the articles or bylaws
8 expressly so provide, changes in the clerk and election of a new clerk must be by
9 resolution of the board of directors.

10 **§512. Service of process upon domestic corporation**

11 Service of process, notice or demand required or permitted by law on a domestic
12 corporation is governed by Title 5, section 113.

13 **Sec. C-12. 13-C MRSA §703, sub-§1**, as amended by PL 2003, c. 344, Pt. B,
14 §59, is further amended to read:

15 **1. Shareholder application.** The Superior Court of the county in which a
16 corporation's principal office is located, or, if the principal office is not located in this
17 State, ~~in which its registered office is located~~ of Kennebec County, may summarily order
18 a meeting to be held:

19 A. On application of any shareholder of the corporation entitled to participate in an
20 annual meeting if an annual meeting was not held within the earlier of 6 months after
21 the end of the corporation's fiscal year or 15 months after its last annual meeting; or

22 B. On application of a shareholder who signed a demand for a special meeting valid
23 under section 702 if:

24 (1) Notice of the special meeting was not given within 30 days after the date the
25 demand was delivered to the corporation clerk; or

26 (2) The special meeting was not held in accordance with the notice required by
27 section 705, subsection 3.

28 **Sec. C-13. 13-C MRSA §721, sub-§4**, as enacted by PL 2001, c. 640, Pt. A, §2
29 and affected by Pt. B, §7, is amended to read:

30 **4. Refusal by corporation.** If the corporation refuses to allow a shareholder or the
31 shareholder's agent or attorney to inspect the shareholders list before or at the meeting or
32 copy the list as permitted by subsection 2, the Superior Court of the county where a
33 corporation's principal office is located, or, if there is no principal office located in this
34 State, ~~where the corporation's registered office is located~~ of Kennebec County, on
35 application of the shareholder may summarily order the inspection or copying at the
36 corporation's expense and may postpone the meeting for which the list was prepared until
37 the inspection or copying is complete.

38 **Sec. C-14. 13-C MRSA §809, sub-§1**, as enacted by PL 2001, c. 640, Pt. A, §2
39 and affected by Pt. B, §7, is amended to read:

1 **1. Removal by Superior Court.** The Superior Court of the county where a
2 corporation's principal office or, if there is no principal office in this State, ~~its registered~~
3 ~~office is located of Kennebec County~~ may remove a director of the corporation from
4 office in a proceeding commenced by or in the right of the corporation if the court finds
5 that:

6 A. The director engaged in fraudulent conduct with respect to the corporation or its
7 shareholders, grossly abused the position of director or intentionally inflicted harm on
8 the corporation; and

9 B. Considering the director's course of conduct and the inadequacy of other available
10 remedies, removal would be in the best interest of the corporation.

11 **Sec. C-15. 13-C MRSA §1005, sub-§3,** as amended by PL 2003, c. 344, Pt. B,
12 §93, is repealed.

13 **Sec. C-16. 13-C MRSA §1107, sub-§4, ¶A,** as amended by PL 2003, c. 344, Pt.
14 B, §103, is further amended to read:

15 A. ~~Appoint the Secretary of State as its agent for~~ Agree that service of process in a
16 proceeding to enforce the rights of shareholders of each domestic corporation that is a
17 party to the merger who exercise appraisal rights and shall provide a mailing address
18 to which the Secretary of State may mail a copy of any process served on the
19 Secretary of State may be made in the manner provided in Title 5, section 113; and

20 **Sec. C-17. 13-C MRSA §1331, sub-§2,** as enacted by PL 2001, c. 640, Pt. A, §2
21 and affected by Pt. B, §7, is amended to read:

22 **2. Appropriate court.** A corporation shall commence the proceeding under
23 subsection 1 in the appropriate court of the county where the corporation's principal
24 office or, if there is no principal office, ~~its registered office in this State is located of~~
25 Kennebec County. If the corporation is a foreign corporation ~~without a registered office~~
26 ~~in this State~~, the corporation shall commence the proceeding in the county in this State
27 where the principal office ~~or registered office~~ of the domestic corporation merged with
28 the foreign corporation was located or, if the domestic corporation did not have its
29 principal office in this State at the time of the transaction, of Kennebec County.

30 **Sec. C-18. 13-C MRSA §1408, sub-§2, ¶A,** as enacted by PL 2001, c. 640, Pt.
31 A, §2 and affected by Pt. B, §7, is amended to read:

32 A. Be published one time in a newspaper of general circulation in the county where
33 the dissolved corporation's principal office ~~or, if there is no principal office in this~~
34 ~~State, its registered office~~ is or was last located or, if none in this State, in Kennebec
35 County;

36 **Sec. C-19. 13-C MRSA §1409, sub-§1,** as enacted by PL 2001, c. 640, Pt. A, §2
37 and affected by Pt. B, §7, is amended to read:

38 **1. Security provided for payment of claim.** A dissolved corporation that has
39 published a notice under section 1408 may file an application with the Superior Court of
40 the county where the dissolved corporation's principal office ~~or, if there is no principal~~

1 ~~office in this State, its registered office~~ is located or, if not in this State, of Kennebec
2 County, for a determination of the amount and form of security to be provided for
3 payment of claims that are contingent or have not been made known to the dissolved
4 corporation or that are based on an event occurring after the effective date of dissolution
5 but that, based on the facts known to the dissolved corporation, are reasonably estimated
6 to arise after the effective date of dissolution. Provision need not be made for any claim
7 that is or is reasonably anticipated to be barred under section 1408, subsection 3.

8 **Sec. C-20. 13-C MRSA §1420, sub-§4**, as amended by PL 2003, c. 631, §24, is
9 further amended to read:

10 **4. Failure to maintain clerk.** The corporation ~~fails to appoint or maintain~~ is without
11 a clerk or registered office in this State as required by ~~section 504~~ Title 5, section 105,
12 subsection 1;

13 **Sec. C-21. 13-C MRSA §1420, sub-§5**, as amended by PL 2003, c. 631, §24, is
14 further amended to read:

15 **5. Failure to notify of change of clerk or change of clerk's address.** The
16 corporation does not notify the Secretary of State that its clerk has changed as required by
17 Title 5, section 108, subsection 1 or ~~registered office~~ the address of its clerk has been
18 changed as required by Title 5, section 109 or 110 or that its clerk has resigned as
19 required by ~~section 504~~ Title 5, section 111; or

20 **Sec. C-22. 13-C MRSA §1421, sub-§1**, as enacted by PL 2001, c. 640, Pt. A, §2
21 and affected by Pt. B, §7, is amended to read:

22 **1. Notice of determination to administratively dissolve corporation.** If the
23 Secretary of State determines that one or more grounds exist under section 1420 for
24 dissolving a corporation, the Secretary of State shall serve the corporation with written
25 notice of that determination ~~under section 502~~ as required by subsection 8.

26 **Sec. C-23. 13-C MRSA §1421, sub-§2**, as amended by PL 2003, c. 631, §25, is
27 further amended to read:

28 **2. Administrative dissolution.** The corporation is administratively dissolved if
29 within 60 days after the notice under subsection 1 was issued and is perfected under
30 ~~section 502~~ subsection 8 the Secretary of State determines that the corporation has failed
31 to correct the ground or grounds for the dissolution. The Secretary of State shall send
32 notice to the corporation ~~at its last registered office address~~ as required by subsection 8
33 that recites the ground or grounds for dissolution and the effective date of dissolution.
34 ~~The Secretary of State shall use the procedures set forth in section 502 to send notice to~~
35 ~~the corporation.~~

36 **Sec. C-24. 13-C MRSA §1421, sub-§8** is enacted to read:

37 **8. Delivery of notice.** The Secretary of State shall send notice of its determination
38 under subsection 1 by regular mail and the service upon the corporation is perfected five
39 days after the Secretary of State deposits its determination in the United States mail, as

1 evidenced by the postmark, if mailed postpaid and correctly addressed to the clerk of the
2 corporation.

3 **Sec. C-25. 13-C MRSA §1422, sub-§2**, as amended by PL 2003, c. 344, Pt. B,
4 §115, is further amended to read:

5 **2. Reinstatement after administrative dissolution.** If the Secretary of State
6 determines that the application contains the information required under subsection 1 and
7 is accompanied by the reinstatement fee set forth in section 123, subsection 1 and that the
8 information is correct, the Secretary of State shall cancel the administrative dissolution
9 and prepare a notice of reinstatement that recites that determination and the effective date
10 of reinstatement. The Secretary of State shall use the procedures set forth in section ~~502~~
11 1421, subsection 8 to deliver the notice to the corporation.

12 **Sec. C-26. 13-C MRSA §1423, sub-§1**, as enacted by PL 2001, c. 640, Pt. A, §2
13 and affected by Pt. B, §7, is amended to read:

14 **1. Denial of reinstatement.** If the Secretary of State denies a corporation's
15 application for reinstatement following administrative dissolution, the Secretary of State
16 shall serve the corporation ~~under as required by~~ section ~~502~~ 1421, subsection 8 with a
17 written notice that explains the reason or reasons for denial.

18 **Sec. C-27. 13-C MRSA §1431, sub-§1**, as enacted by PL 2001, c. 640, Pt. A, §2
19 and affected by Pt. B, §7, is amended to read:

20 **1. Venue.** Venue for a proceeding by the Attorney General to dissolve a corporation
21 lies in Kennebec County. Venue for a proceeding brought by any other party named in
22 section 1430 lies in the county where a corporation's principal office ~~or, if there is no~~
23 ~~principal office in this State, its registered office~~ is or was last located or, if none in this
24 State, in Kennebec County.

25 **Sec. C-28. 13-C MRSA §1503, sub-§1, ¶E**, as amended by PL 2003, c. 344, Pt.
26 B, §120, is further amended to read:

27 ~~E. The address of its registered office in this State and the name of its registered~~
28 ~~agent at that office, including the street address and a mailing address, if different.~~
29 ~~For the address, a post office box alone is not sufficient to meet the requirements of~~
30 ~~this paragraph~~ information required by Title 5, section 105, subsection 1; and

31 **Sec. C-29. 13-C MRSA §1507**, as repealed and replaced by PL 2003, c. 344, Pt.
32 B, §125, is repealed.

33 **Sec. C-30. 13-C MRSA §1510**, as amended by PL 2003, c. 631, §28, is repealed.

34 **Sec. C-31. 13-C MRSA §1510-A** is enacted to read:

1 **§1510-A. Service of process upon authorized foreign corporation**

2 Service of process, notice or demand required or permitted by law on a foreign
3 corporation authorized to transact business in this State is governed by Title 5, section
4 113.

5 **Sec. C-32. 13-C MRSA §1531-A, sub-§4**, as enacted by PL 2003, c. 631, §30, is
6 amended to read:

7 **4. Failure to maintain registered agent.** The foreign corporation ~~fails to appoint or~~
8 ~~maintain is without~~ a registered agent ~~or registered office~~ in this State as required by
9 ~~section 1507~~ Title 5, section 105, subsection 1;

10 **Sec. C-33. 13-C MRSA §1531-A, sub-§5**, as enacted by PL 2003, c. 631, §30, is
11 amended to read:

12 **5. Failure to notify of change of registered agent or address.** The foreign
13 corporation does not notify the Secretary of State that its registered agent has changed as
14 required by Title 5, section 108, subsection 1 or ~~registered office~~ the address of its
15 registered agent has been changed as required by Title 5, section 109 or 110 or that its
16 registered agent has resigned as required by ~~section 1507~~ Title 5, section 111;

17 **Sec. C-34. 13-C MRSA §1532, sub-§1**, as amended by PL 2003, c. 631, §31, is
18 further amended to read:

19 **1. Notice of determination.** If the Secretary of State determines that one or more
20 grounds exist under section 1531-A for the revocation of authority, the Secretary of State
21 shall serve the foreign corporation with written notice of the Secretary of State's
22 determination ~~under section 1510~~ as required by subsection 7.

23 **Sec. C-35. 13-C MRSA §1532, sub-§2**, as amended by PL 2003, c. 631, §31, is
24 further amended to read:

25 **2. Revocation.** The foreign corporation's authority is revoked if within 60 days after
26 the notice under subsection 1 was issued and is perfected under ~~section 1510~~ subsection 7
27 the Secretary of State determines that the foreign corporation has failed to correct the
28 ground or grounds for revocation. The Secretary of State shall send notice to the foreign
29 corporation ~~at its last registered office address in this State and to its last registered or~~
30 ~~principal office address in its jurisdiction of incorporation~~ as required by subsection 7 that
31 recites the ground or grounds for revocation and the effective date of revocation. ~~The~~
32 ~~Secretary of State shall follow the procedures set forth in section 1510 when issuing the~~
33 ~~notice of revocation.~~

34 **Sec. C-36. 13-C MRSA §1532, sub-§7** is enacted to read:

35 **7. Delivery of notice.** The Secretary of State shall send notice of its determination
36 under subsection 1 by regular mail and the service upon the foreign corporation is
37 perfected five days after the Secretary of State deposits its determination in the United
38 States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to

1 the registered agent in this State and the registered or principal office, wherever located,
2 of the foreign corporation.

3 **Sec. C-37. 13-C MRSA §1604, sub-§1**, as enacted by PL 2001, c. 640, Pt. A, §2
4 and affected by Pt. B, §7, is amended to read:

5 **1. Order inspection.** If a corporation does not allow a shareholder who complies
6 with section 1602, subsection 2 to inspect and copy any records required by that
7 subsection to be available for inspection, the Superior Court of the county where the
8 corporation's principal office ~~or registered office~~ is located or, if none in this State, of
9 Kennebec County may summarily order inspection and copying of the records demanded
10 at the corporation's expense upon application of the shareholder.

11 **Sec. C-38. 13-C MRSA §1604, sub-§2**, as enacted by PL 2001, c. 640, Pt. A, §2
12 and affected by Pt. B, §7, is amended to read:

13 **2. Court order.** If a corporation does not within a reasonable time allow a
14 shareholder to inspect and copy any other record pursuant to this Act, the shareholder
15 who complies with section 1602, subsections 3 and 4 may apply to the Superior Court in
16 the county where the corporation's principal office ~~or registered office~~ is located or, if
17 none in this State, in Kennebec County for an order to permit inspection and copying of
18 the records demanded. The court shall dispose of an application under this subsection on
19 an expedited basis.

20 **Sec. C-39. 13-C MRSA §1605, sub-§2**, as enacted by PL 2001, c. 640, Pt. A, §2
21 and affected by Pt. B, §7, is amended to read:

22 **2. Court order.** The Superior Court of the county where the corporation's principal
23 office is located or, if there is no principal office in this State, ~~registered office is located~~
24 of Kennebec County may order inspection and copying of the books, records and
25 documents at the corporation's expense, upon application of a director who has been
26 refused inspection rights under subsection 1, unless the corporation establishes that the
27 director is not entitled to such inspection rights. The court shall dispose of an application
28 under this subsection on an expedited basis.

29 **Sec. C-40. 13-C MRSA §1621, sub-§1**, as amended by PL 2003, c. 344, Pt. B,
30 §133, is further amended to read:

31 **1. Filing of annual report.** Each domestic corporation, unless excused as provided
32 in subsection 4 or excluded by subsection 6, and each foreign corporation authorized to
33 do business in this State, shall deliver to the Secretary of State for filing, within the time
34 prescribed by this section, an annual report setting forth:

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

37 B. ~~The address of the registered office of the domestic or foreign corporation in this~~
38 ~~State; the name of its clerk, if a domestic corporation, or its registered agent in this~~
39 ~~State, if a foreign corporation; and, if a foreign corporation, the address of its~~
40 ~~principal office, wherever located. The address of a registered office must include~~

- 1 ~~the street or rural route number, town or city and state~~ information required by Title
2 5, section 105, subsection 1;
- 3 C. A brief statement of the character of the business in which the domestic or foreign
4 corporation is actually engaged in this State, if any; ~~and~~
- 5 ~~D. The name and business or residence address of the president or chief executive~~
6 ~~officer, the treasurer or chief financial officer and directors or, if no directors,~~
7 ~~shareholders of the domestic or foreign corporation, including the street or rural route~~
8 ~~number, town or city and state.~~
- 9 E. The address of its principal office, wherever located;
- 10 F. The names of its principal officers; and
- 11 G. The names of its directors, except that in the case of a corporation that has
12 eliminated its board of directors pursuant to section 743 the annual report must set
13 forth the names of the shareholders instead.

14 **PART D**

15 **Sec. D-1. 31 MRSA §607**, as amended by PL 1999, c. 594, §24, is repealed.

16 **Sec. D-2. 31 MRSA §608-A, sub-§4**, as enacted by PL 2003, c. 631, §52, is
17 amended to read:

18 **4. Failure to maintain registered agent.** The domestic limited liability company
19 ~~fails to appoint or maintain~~ is without a registered agent ~~or registered office~~ in this State
20 as required by ~~section 607~~ Title 5, section 105, subsection 1;

21 **Sec. D-3. 31 MRSA §608-A, sub-§5**, as enacted by PL 2003, c. 631, §52, is
22 amended to read:

23 **5. Failure to notify of change of registered agent or address.** The domestic
24 limited liability company does not notify the Secretary of State that its registered agent
25 has changed as required by Title 5, section 108, subsection 1 or ~~registered office~~ the
26 address of its registered agent has been changed as required by Title 5, section 109 or 110
27 or that its registered agent has resigned as required by ~~section 607~~ Title 5, section 111; or

28 **Sec. D-4. 31 MRSA §608-B, sub-§1**, as enacted by PL 2003, c. 631, §52, is
29 amended to read:

30 **1. Notice of determination to administratively dissolve domestic limited liability**
31 **company.** If the Secretary of State determines that one or more grounds exist under
32 section 608-A for dissolving a domestic limited liability company, the Secretary of State
33 shall ~~issue a~~ serve the limited liability company with written notice of that determination
34 ~~to the limited liability company's last registered office address~~ as required by subsection
35 8.

36 **Sec. D-5. 31 MRSA §608-B, sub-§2**, as enacted by PL 2003, c. 631, §52, is
37 amended to read:

1 **2. Administrative dissolution.** The domestic limited liability company is
2 administratively dissolved if within 60 days after the notice under subsection 1 was
3 issued and is perfected under subsection 8 the Secretary of State determines that the
4 limited liability company has failed to correct the ground or grounds for the dissolution.
5 The Secretary of State shall send notice to the limited liability company ~~at its last~~
6 ~~registered office address~~ as required by subsection 8 that recites the ground or grounds for
7 dissolution and the effective date of dissolution.

8 **Sec. D-6. 31 MRSA §608-B, sub-§8** is enacted to read:

9 **8. Delivery of notice.** The Secretary of State shall send notice of its determination
10 under subsection 1 by regular mail and the service upon the domestic limited liability
11 company is perfected 5 days after the Secretary of State deposits its determination in the
12 United States mail, as evidenced by the postmark, if mailed postpaid and correctly
13 addressed to the registered agent of the limited liability company.

14 **Sec. D-7. 31 MRSA §608-C, sub-§2,** as enacted by PL 2003, c. 631, §52, is
15 amended to read:

16 **2. Reinstatement after administrative dissolution.** If the Secretary of State
17 determines that the application contains the information required under subsection 1 and
18 is accompanied by the reinstatement fee set forth in section 751, subsection 7-A, and that
19 the information is correct, the Secretary of State shall cancel the administrative
20 dissolution and prepare a notice of reinstatement that recites that determination and the
21 effective date of reinstatement. The Secretary of State shall ~~send notice~~ use the
22 procedures set forth in section 608-B, subsection 8 to deliver the notice to the domestic
23 limited liability company ~~at its last registered office address.~~

24 **Sec. D-8. 31 MRSA §608-D, sub-§1,** as enacted by PL 2003, c. 631, §52, is
25 amended to read:

26 **1. Denial of reinstatement.** If the Secretary of State denies a domestic limited
27 liability company's application for reinstatement following administrative dissolution, the
28 Secretary of State shall ~~mail~~ serve the domestic limited liability company under section
29 608-B, subsection 8 with a written notice that explains the reason or reasons for denial to
30 ~~the limited liability company at its last registered office address.~~

31 **Sec. D-9. 31 MRSA §609,** as corrected by RR 1995, c. 2, §76, is repealed.

32 **Sec. D-10. 31 MRSA §609-A** is enacted to read:

33 **§609-A. Service of process upon domestic limited liability company**

34 Service of process, notice or demand required or permitted by law on a domestic
35 limited liability company is governed by Title 5, section 113.

36 **Sec. D-11. 31 MRSA §622, sub-§1, ¶B,** as enacted by PL 1993, c. 718, Pt. A,
37 §1, is amended to read:

1 B. ~~The address of the registered office and the name and address of the registered~~
2 ~~agent for service of process required to be maintained by section 607~~ information
3 required by Title 5, section 105, subsection 1;

4 **Sec. D-12. 31 MRSA §623, sub-§3, ¶B,** as enacted by PL 1993, c. 718, Pt. A,
5 §1, is repealed.

6 **Sec. D-13. 31 MRSA §623, sub-§3, ¶B-1** is enacted to read:

7 B-1. A change in the registered agent except as provided in Title 5, section 109 or
8 110 for a change in the current name, address or identity of the registered agent or as
9 provided in Title 5, section 111 for the resignation of the registered agent;

10 **Sec. D-14. 31 MRSA §627, sub-§1, ¶A,** as amended by PL 1997, c. 376, §51, is
11 further amended to read:

12 A. In the case of the initial articles of organization, by the person or persons forming
13 the limited liability company ~~and the registered agent as required by section 607,~~
14 ~~subsection 2;~~

15 **Sec. D-15. 31 MRSA §707, sub-§2, ¶A,** as enacted by PL 1993, c. 718, Pt. A,
16 §1, is amended to read:

17 A. Be published one time in a newspaper of general circulation in the county where
18 the dissolved limited liability company's principal office is or was located or, if none
19 in this State, ~~where its registered office is or was last located~~ in Kennebec County;

20 **Sec. D-16. 31 MRSA §712, sub-§2,** as amended by PL 1997, c. 376, §53, is
21 further amended to read:

22 **2. Execution.** The foreign limited liability company shall submit an application for
23 authority to do business to the Secretary of State, executed by a person with authority to
24 do so under the laws of the state or other jurisdiction of its formation ~~and by the~~
25 ~~registered agent as required by section 714, subsection 2-A~~ on a form prescribed by or
26 furnished by the Secretary of State.

27 **Sec. D-17. 31 MRSA §712, sub-§3, ¶D,** as enacted by PL 1993, c. 718, Pt. A,
28 §1, is amended to read:

29 D. ~~The address of the registered office and the name and address of the registered~~
30 ~~agent for service of process required to be maintained under section 714, subsection 2~~
31 information required by Title 5, section 105, subsection 1;

32 **Sec. D-18. 31 MRSA §712, sub-§3, ¶E,** as enacted by PL 1993, c. 718, Pt. A,
33 §1, is repealed.

34 **Sec. D-19. 31 MRSA §714, sub-§2,** as enacted by PL 1993, c. 718, Pt. A, §1, is
35 repealed.

36 **Sec. D-20. 31 MRSA §714, sub-§2-A,** as enacted by PL 1997, c. 376, §55, is
37 repealed.

1 **Sec. D-21. 31 MRSA §714, sub-§3**, as enacted by PL 1993, c. 718, Pt. A, §1, is
2 repealed.

3 **Sec. D-22. 31 MRSA §714, sub-§4**, as amended by PL 1999, c. 594, §25, is
4 repealed.

5 **Sec. D-23. 31 MRSA §714, sub-§5**, as enacted by PL 1993, c. 718, Pt. A, §1, is
6 repealed.

7 **Sec. D-24. 31 MRSA §714, sub-§6**, as amended by PL 2005, c. 529, §6, is
8 repealed.

9 **Sec. D-25. 31 MRSA §719-A, sub-§4**, as enacted by PL 2003, c. 631, §56, is
10 amended to read:

11 **4. Failure to maintain registered agent.** The foreign limited liability company ~~fails~~
12 ~~to appoint or maintain is without~~ a registered agent ~~or registered office~~ in this State as
13 required by ~~section 714~~ Title 5, section 105, subsection 1;

14 **Sec. D-26. 31 MRSA §719-A, sub-§5**, as enacted by PL 2003, c. 631, §56, is
15 amended to read:

16 **5. Failure to notify of change of registered agent or address.** The foreign limited
17 liability company does not notify the Secretary of State that its registered agent has
18 changed as required by Title 5, section 108, subsection 1 or ~~registered office~~ the address
19 of its registered agent has been changed as required by Title 5, section 109 or 110 or that
20 its registered agent has resigned as required by ~~section 714~~ Title 5, section 111;

21 **Sec. D-27. 31 MRSA §719-B, sub-§1**, as enacted by PL 2003, c. 631, §56, is
22 amended to read:

23 **1. Notice of determination.** If the Secretary of State determines that one or more
24 grounds exist under section 719-A for the revocation of authority, the Secretary of State
25 shall ~~issue~~ serve the foreign limited liability company with a written notice of ~~that the~~
26 Secretary of State's determination to the limited liability company's last registered office
27 in this State and to its last registered or principal office in its jurisdiction of organization
28 as required by subsection 7.

29 **Sec. D-28. 31 MRSA §719-B, sub-§2**, as enacted by PL 2003, c. 631, §56, is
30 amended to read:

31 **2. Revocation.** The foreign limited liability company's authority is revoked if within
32 60 days after the notice under subsection 1 was issued the Secretary of State determines
33 that the foreign limited liability company has failed to correct the ground or grounds for
34 revocation. The Secretary of State shall send notice to the foreign limited liability
35 company ~~at its last registered office in this State and to its last registered or principal~~
36 ~~office in its jurisdiction of organization~~ as required by subsection 7 that recites the ground
37 or grounds for revocation and the effective date of revocation.

1 **Sec. D-29. 31 MRSA §719-B, sub-§7** is enacted to read:

2 **7. Delivery of notice.** The Secretary of State shall send notice of its determination
3 under subsection 1 by regular mail and the service upon the foreign limited liability
4 company is perfected five days after the Secretary of State deposits its determination in
5 the United States mail, as evidenced by the postmark, if mailed postpaid and correctly
6 addressed to the registered agent in this State and the registered or principal office,
7 wherever located, of the foreign limited liability company.

8 **Sec. D-30. 31 MRSA §722**, as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

9 **Sec. D-31. 31 MRSA §722-A** is enacted to read:

10 **§722-A. Service of process upon foreign limited liability company authorized to do**
11 **business in State**

12 Service of process, notice or demand required or permitted by law on a foreign
13 limited liability company authorized to transact business in this State is governed by Title
14 5, section 113.

15 **Sec. D-32. 31 MRSA §723, sub-§2**, as enacted by PL 1993, c. 718, Pt. A, §1, is
16 amended to read:

17 **2. Method of serving process.** In addition to other methods of service that may be
18 authorized by law or by rule, service of process may be made as provided in ~~section 724~~
19 Title 5, section 113.

20 **Sec. D-33. 31 MRSA §724**, as enacted by PL 1993, c. 718, Pt. A, §1, is repealed.

21 **Sec. D-34. 31 MRSA §751, sub-§6**, as amended by PL 2003, c. 673, Pt. WWW,
22 §23 and affected by §37, is repealed.

23 **Sec. D-35. 31 MRSA §751, sub-§7-A**, as amended by PL 2005, c. 12, Pt. FF, §9,
24 is further amended to read:

25 **7-A. Reinstatement fee after administrative dissolution.** For failure to file an
26 annual report, a fee of \$150, to a maximum fee of \$600, regardless of the number of
27 delinquent reports or the period of delinquency; for failure to pay the annual report late
28 filing penalty, a fee of \$150; for failure to appoint or maintain a registered agent ~~or~~
29 ~~registered office~~, a fee of \$150; for failure to notify the Secretary of State that its
30 registered agent or ~~registered office~~ the address of its registered agent has been changed,
31 or that its registered agent has resigned or that its registered office has been discontinued,
32 a fee of \$150; and for filing false information, a fee of \$150;

33 **Sec. D-36. 31 MRSA §751, sub-§14**, as amended by PL 2003, c. 673, Pt. WWW,
34 §28 and affected by §37, is repealed.

35 **Sec. D-37. 31 MRSA §751, sub-§22**, as amended by PL 1999, c. 638, §37, is
36 further amended to read:

1 written notice of that determination ~~to the limited liability partnership's last registered~~
2 ~~office address~~ as required by subsection 8.

3 **Sec. E-5. 31 MRSA §808-B, sub-§2**, as enacted by PL 2003, c. 631, §67, is
4 amended to read:

5 **2. Revocation.** The partnership's status as a registered limited liability partnership is
6 revoked if within 60 days after the notice under subsection 1 was issued and is perfected
7 under subsection 8 the Secretary of State determines that the registered limited liability
8 partnership has failed to correct the ground or grounds for revocation. The Secretary of
9 State shall send notice to the partnership at the address of the registered agent of the
10 registered limited liability partnership's last registered office address as required by
11 subsection 8 that recites the ground or grounds for revocation of the partnership's status as
12 a registered limited liability partnership and the effective date of revocation.

13 **Sec. E-6. 31 MRSA §808-B, sub-§8** is enacted to read:

14 **8. Delivery of notice.** The Secretary of State shall send notice of its determination
15 under subsection 1 by regular mail and the service upon the registered limited liability
16 partnership is perfected five days after the Secretary of State deposits its determination in
17 the United States mail, as evidenced by the postmark, if mailed postpaid and correctly
18 addressed to the registered agent of the registered limited liability partnership.

19 **Sec. E-7. 31 MRSA §808-C, sub-§2**, as enacted by PL 2003, c. 631, §67, is
20 amended to read:

21 **2. Reinstatement after revocation.** If the Secretary of State determines that the
22 application contains the information required under subsection 1 and is accompanied by
23 the reinstatement fee set forth in section 871, subsection 7-A, and that the information is
24 correct, the Secretary of State shall cancel the revocation and prepare a notice of
25 reinstatement that recites that determination and the effective date of reinstatement. The
26 Secretary of State shall ~~send notice~~ use the procedures set forth in section 808-B,
27 subsection 8 to deliver the notice to the registered limited liability partnership ~~at its last~~
28 ~~registered office address.~~

29 **Sec. E-8. 31 MRSA §808-D, sub-§1**, as enacted by PL 2003, c. 631, §67, is
30 amended to read:

31 **1. Denial of reinstatement.** If the Secretary of State denies a partnership's
32 application for reinstatement following revocation, the Secretary of State shall ~~mail~~ serve
33 the domestic limited liability partnership under section 808-B, subsection 8 with a written
34 notice that explains the reason or reasons for denial to the partnership at its last registered
35 office address.

36 **Sec. E-9. 31 MRSA §809**, as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

37 **Sec. E-10. 31 MRSA §809-A** is enacted to read:

1 **§809-A. Service of process upon registered limited liability partnership**

2 Service of process, notice or demand required or permitted by law on a registered
3 limited liability partnership is governed by Title 5, section 113.

4 **Sec. E-11. 31 MRSA §822, sub-§1, ¶B,** as enacted by PL 1995, c. 633, Pt. B,
5 §1, is amended to read:

6 B. ~~The address of the registered office and the name and address of the registered~~
7 ~~agent for service of process required to be maintained by section 807~~ information
8 required by Title 5, section 105, subsection 1;

9 **Sec. E-12. 31 MRSA §823, sub-§3, ¶B,** as repealed and replaced by PL 1999, c.
10 594, §28, is repealed.

11 **Sec. E-13. 31 MRSA §823, sub-§3, ¶B-1** is enacted to read:

12 B-1. A change in the registered agent except as provided in Title 5, section 109 or
13 110 for a change in the current name, address or identity of the registered agent or as
14 provided in Title 5, section 111 for the resignation of the registered agent;

15 **Sec. E-14. 31 MRSA §826, sub-§1, ¶A,** as amended by PL 1997, c. 376, §64, is
16 further amended to read:

17 A. In the case of the initial certificate of limited liability partnership, by one or more
18 partners who are authorized ~~and the registered agent as required by section 807,~~
19 ~~subsection 2;~~

20 **Sec. E-15. 31 MRSA §852, sub-§2,** as amended by PL 1997, c. 376, §66, is
21 further amended to read:

22 **2. Execution.** The foreign limited liability partnership shall submit to the Secretary
23 of State an application for authority to do business, executed by a person with authority to
24 do so under the laws of the state or other jurisdiction of its formation ~~and by the~~
25 ~~registered agent as required by section 854, subsection 2-A~~ on a form prescribed by or
26 furnished by the Secretary of State.

27 **Sec. E-16. 31 MRSA §852, sub-§3, ¶D,** as enacted by PL 1995, c. 633, Pt. B,
28 §1, is amended to read:

29 D. ~~The address of the registered office and the name and address of the registered~~
30 ~~agent for service of process, which are required to be maintained under section 854,~~
31 ~~subsection 2~~ information required by Title 5, section 105, subsection 1;

32 **Sec. E-17. 31 MRSA §852, sub-§3, ¶E,** as enacted by PL 1995, c. 633, Pt. B,
33 §1, is repealed.

34 **Sec. E-18. 31 MRSA §854, sub-§2,** as enacted by PL 1995, c. 633, Pt. B, §1, is
35 repealed.

1 **Sec. E-19. 31 MRSA §854, sub-§2-A**, as enacted by PL 1997, c. 376, §68, is
2 repealed.

3 **Sec. E-20. 31 MRSA §854, sub-§3**, as enacted by PL 1995, c. 633, Pt. B, §1, is
4 repealed.

5 **Sec. E-21. 31 MRSA §854, sub-§4**, as amended by PL 2001, c. 66, §4, is
6 repealed.

7 **Sec. E-22. 31 MRSA §854, sub-§5**, as enacted by PL 1995, c. 633, Pt. B, §1, is
8 repealed.

9 **Sec. E-23. 31 MRSA §854, sub-§6**, as amended by PL 2005, c. 529, §8, is
10 repealed.

11 **Sec. E-24. 31 MRSA §859-A, sub-§4**, as enacted by PL 2003, c. 631, §71, is
12 amended to read:

13 **4. Failure to maintain registered agent.** The foreign limited liability partnership
14 ~~fails to appoint or maintain~~ is without a registered agent ~~or registered office~~ in this State
15 as required by ~~section 854~~ Title 5, section 105, subsection 1;

16 **Sec. E-25. 31 MRSA §859-A, sub-§5**, as enacted by PL 2003, c. 631, §71, is
17 amended to read:

18 **5. Failure to notify of change of registered agent or address.** The foreign limited
19 liability partnership does not notify the Secretary of State that its registered agent has
20 changed as required by Title 5, section 108, subsection 1 or ~~registered office~~ the address
21 of its registered agent has been changed as required by Title 5, section 109 or 110 or that
22 its registered agent has resigned as required by ~~section 854~~ Title 5, section 111;

23 **Sec. E-26. 31 MRSA §859-B, sub-§1**, as enacted by PL 2003, c. 631, §71, is
24 amended to read:

25 **1. Notice of determination.** If the Secretary of State determines that one or more
26 grounds exist under section 859-A for the revocation of authority, the Secretary of State
27 shall ~~issue~~ serve the foreign limited liability partnership with a written notice of that
28 determination ~~to the foreign limited liability partnership's last registered office in this~~
29 ~~State and to its last registered or principal office in its jurisdiction of organization~~ as
30 required by subsection 7.

31 **Sec. E-27. 31 MRSA §859-B, sub-§2**, as amended by PL 2005, c. 543, Pt. B, §9
32 and affected by §15, is further amended to read:

33 **2. Revocation.** The foreign partnership's authority to do business is revoked if
34 within 60 days after the notice under subsection 1 was issued the Secretary of State
35 determines that the foreign limited liability partnership has failed to correct the ground or
36 grounds for revocation. The Secretary of State shall send notice to the foreign
37 partnership ~~at the partnership's last registered office address in this State and to its last~~

1 ~~registered or principal office address in its jurisdiction of registration as required by~~
2 subsection 7 that recites the ground or grounds for revocation of the foreign partnership's
3 status as a limited liability partnership and the effective date of revocation.

4 **Sec. E-28. 31 MRSA §859-B, sub-§7** is enacted to read:

5 **7. Delivery of notice.** The Secretary of State shall send notice of its determination
6 under subsection 1 by regular mail and the service upon the foreign limited liability
7 partnership is perfected five days after the Secretary of State deposits its determination in
8 the United States mail, as evidenced by the postmark, if mailed postpaid and correctly
9 addressed to the registered agent of the foreign limited liability partnership.

10 **Sec. E-29. 31 MRSA §861**, as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

11 **Sec. E-30. 31 MRSA §861-A** is enacted to read:

12 **§861-A. Service of process upon foreign limited liability partnership authorized to**
13 **do business in State**

14 Service of process, notice or demand required or permitted by law on a foreign
15 limited liability partnership authorized to transact business in this State is governed by
16 Title 5, section 113.

17 **Sec. E-31. 31 MRSA §862, sub-§2**, as enacted by PL 1995, c. 633, Pt. B, §1, is
18 amended to read:

19 **2. Method of serving process.** In addition to other methods of service that may be
20 authorized by law or by rule, service of process may be made as provided in ~~section 863~~
21 Title 5, section 113.

22 **Sec. E-32. 31 MRSA §863**, as enacted by PL 1995, c. 633, Pt. B, §1, is repealed.

23 **Sec. E-33. 31 MRSA §864**, as enacted by PL 2005, c. 543, Pt. B, §11 and affected
24 by §15, is repealed.

25 **Sec. E-34. 31 MRSA §871, sub-§6**, as amended by PL 2003, c. 673, Pt. WWW,
26 §31 and affected by §37, is repealed.

27 **Sec. E-35. 31 MRSA §871, sub-§7-A**, as amended by PL 2005, c. 12, Pt. FF,
28 §12, is further amended to read:

29 **7-A. Reinstatement fee after revocation.** For failure to file an annual report, a fee
30 of \$150, to a maximum fee of \$600, regardless of the number of delinquent reports or the
31 period of delinquency; for failure to pay the annual report late filing penalty, a fee of
32 \$150; for failure to appoint or maintain a registered agent ~~or registered office~~, a fee of
33 \$150; for failure to notify the Secretary of State that its registered agent or ~~registered~~
34 ~~office~~ the address of its registered agent has been changed; or that its registered agent has
35 resigned ~~or that its registered office has been discontinued~~, a fee of \$150; for failure to
36 file an amended application, a fee of \$150; and for filing false information, a fee of \$150;

1 **§1317-A. Service of process on domestic or foreign limited partnership**

2 Service of process, notice or demand required or permitted by law on a domestic or
3 foreign limited partnership authorized to transact business in this State is governed by
4 Title 5, section 113.

5 **Sec. F-8. 31 MRSA §1321, sub-§1, ¶B**, as enacted by PL 2005, c. 543, Pt. C, §2,
6 is amended to read:

7 B. ~~The street and mailing address of the initial designated office and the name and~~
8 ~~street and mailing address of the initial agent for service of process~~ information
9 required by Title 5, section 105, subsection 1;

10 **Sec. F-9. 31 MRSA §1322, sub-§2, ¶C**, as enacted by PL 2005, c. 543, Pt. C,
11 §2, is amended to read:

12 C. The appointment of a person to wind up the limited partnership's activities under
13 section 1393, subsection 3 or 4; ~~or~~

14 **Sec. F-10. 31 MRSA §1322, sub-§2, ¶D**, as enacted by PL 2005, c. 543, Pt. C,
15 §2, is amended to read:

16 D. The change in name or street address of one or more of its general partners; or

17 **Sec. F-11. 31 MRSA §1322, sub-§2, ¶E** is enacted to read:

18 E. A change in the registered agent except as provided in Title 5, section 109 or 110
19 for a change in the current name, address or identity of the registered agent or as
20 provided in Title 5, section 111 for the resignation of the registered agent.

21 **Sec. F-12. 31 MRSA §1322, sub-§3, ¶B**, as enacted by PL 2005, c. 543, Pt. C,
22 §2, is amended to read:

23 B. If appropriate, deliver to the Secretary of State for filing a ~~statement of change~~
24 ~~pursuant to section 1315 or a statement of correction pursuant to section 1327.~~

25 **Sec. F-13. 31 MRSA §1326, sub-§3**, as enacted by PL 2005, c. 543, Pt. C, §2, is
26 amended to read:

27 **3. Effective date; specified; default.** Except as otherwise provided in ~~sections 1316~~
28 ~~and section~~ 1327, a record delivered to the Secretary of State for filing under this chapter
29 may specify an effective time and a delayed effective date. Except as otherwise provided
30 in this chapter, a record filed by the Secretary of State is effective:

31 A. If the record does not specify an effective time and does not specify a delayed
32 effective date, on the date and at the time the record is filed as evidenced by the
33 Secretary of State endorsement of the date and time on the record;

34 B. If the record specifies an effective time but not a delayed effective date, on the
35 date the record is filed at the time specified in the record;

36 C. If the record specifies a delayed effective date but not an effective time, at 12:01
37 a.m. on the earlier of:

- 1 (1) The specified date; and
2 (2) The 90th day after the record is filed; or
3 D. If the record specifies an effective time and a delayed effective date, at the
4 specified time on the earlier of:
5 (1) The specified date; and
6 (2) The 90th day after the record is filed.

7 **Sec. F-14. 31 MRSA §1328, sub-§1, ¶B**, as enacted by PL 2005, c. 543, Pt. C,
8 §2, is amended to read:

9 B. A general partner that has notice that the information was false when the record
10 was filed or has become false because of changed circumstances, if the general
11 partner has notice for a reasonably sufficient time before the information is relied
12 upon to enable the general partner to effect an amendment under section 1322, file a
13 petition pursuant to section 1325, or deliver to the Secretary of State for filing a
14 ~~statement of change pursuant to section 1315 of registered agent as required by Title~~
15 5, section 108 or a statement of correction pursuant to as required by section 1327.

16 **Sec. F-15. 31 MRSA §1330, sub-§1, ¶A**, as enacted by PL 2005, c. 543, Pt. C,
17 §2, is amended to read:

- 18 A. The annual report must set forth:
19 (1) The name of the domestic or foreign limited partnership;
20 (1-A) The jurisdiction of organization of the limited partnership;
21 ~~(2) The name of its registered agent and the address of its registered office in this~~
22 ~~State, including the street or rural route number, town or city and state, and, in~~
23 ~~the case of a foreign limited partnership, the address of its registered or principal~~
24 ~~office information required by Title 5, section 105, subsection 1;~~
25 (3) A brief statement of the character of the business in which the limited
26 partnership is actually engaged in this State, if any; ~~and~~
27 (4) The name and business or residence address of each general partner,
28 including the street or rural route number, town or city and state; and
29 (5) The address of its principal office, wherever located.

30 **Sec. F-16. 31 MRSA §1344, sub-§1**, as enacted by PL 2005, c. 543, Pt. C, §2, is
31 amended to read:

32 **1. Right to inspect and copy.** On 10 days' demand, made in a record received by
33 the limited partnership, a limited partner may inspect and copy required information
34 during regular business hours in the limited partnership's ~~designated~~ principal office. The
35 limited partner need not have any particular purpose for seeking the information.

36 **Sec. F-17. 31 MRSA §1344, sub-§4**, as enacted by PL 2005, c. 543, Pt. C, §2, is
37 amended to read:

1 **4. Right of dissociated limited partner.** Subject to subsection 6, a person
2 dissociated as a limited partner may inspect and copy required information during regular
3 business hours in the limited partnership's ~~designated~~ principal office if:

4 A. The information pertains to the period during which the person was a limited
5 partner;

6 B. The person seeks the information in good faith; and

7 C. The person meets the requirements of subsection 2.

8 **Sec. F-18. 31 MRSA §1357, sub-§1, ¶A,** as enacted by PL 2005, c. 543, Pt. C,
9 §2, is amended to read:

10 A. In the limited partnership's ~~designated~~ principal office, required information; and

11 **Sec. F-19. 31 MRSA §1397, sub-§2, ¶A,** as enacted by PL 2005, c. 543, Pt. C,
12 §2, is amended to read:

13 A. Be published at least once in a newspaper of general circulation in the county in
14 which the dissolved limited partnership's principal office is located or, if it has none
15 in this State, ~~in the county in which the limited partnership's designated office is or~~
16 ~~was last located~~ in Kennebec County;

17 **Sec. F-20. 31 MRSA §1399, sub-§1, ¶D,** as enacted by PL 2005, c. 543, Pt. C,
18 §2, is amended to read:

19 D. The domestic limited partnership ~~fails to appoint or maintain~~ is without a
20 registered agent ~~or registered office~~ in this State as required by ~~section 1314~~ Title 5,
21 section 105, subsection 1;

22 **Sec. F-21. 31 MRSA §1399, sub-§1, ¶E,** as enacted by PL 2005, c. 543, Pt. C,
23 §2, is amended to read:

24 E. The domestic limited partnership does not notify the Secretary of State that its
25 registered agent has changed as required by Title 5, section 108, subsection 1 or
26 ~~registered office~~ the address of its registered agent has been changed as required by
27 ~~section 1315~~ Title 5, section 109 or 110 or that its registered agent has resigned as
28 required by ~~section 1316~~ Title 5, section 111; or

29 **Sec. F-22. 31 MRSA §1399, sub-§2,** as enacted by PL 2005, c. 543, Pt. C, §2, is
30 amended to read:

31 **2. Procedure for administrative dissolution of domestic limited partnership.** If
32 the Secretary of State determines that one or more grounds exist under subsection 1 for
33 dissolving a domestic limited partnership, the Secretary of State shall ~~issue~~ serve the
34 limited partnership with a written notice of that determination ~~to the limited partnership's~~
35 ~~last registered office address~~ as required by subsection 10.

36 **Sec. F-23. 31 MRSA §1399, sub-§3,** as enacted by PL 2005, c. 543, Pt. C, §2, is
37 amended to read:

1 **3. Administrative dissolution.** The domestic limited partnership ~~will be~~ is
2 administratively dissolved if within 60 days after the notice under subsection 2 was
3 issued and is perfected under subsection 10 the Secretary of State determines that the
4 limited partnership has failed to correct the ground or grounds for the dissolution. The
5 Secretary of State shall send notice to the limited partnership ~~at its last registered office~~
6 address as required by subsection 10 that recites the ground or grounds for dissolution
7 and the effective date of dissolution.

8 **Sec. F-24. 31 MRSA §1399, sub-§10** is enacted to read:

9 **10. Delivery of notice.** The Secretary of State shall send notice of its determination
10 under subsection 1 by regular mail and the service upon the domestic limited partnership
11 is perfected five days after the Secretary of State deposits its determination in the United
12 States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to
13 the registered agent of the limited partnership.

14 **Sec. F-25. 31 MRSA §1400, sub-§1, ¶B,** as enacted by PL 2005, c. 543, Pt. C,
15 §2, is amended to read:

16 B. If the Secretary of State determines that the application contains the information
17 required under this subsection and is accompanied by the reinstatement fee set forth
18 in section 1460, subsection 6, and that the information is correct, the Secretary of
19 State shall cancel the administrative dissolution and prepare a notice of reinstatement
20 that recites that determination and the effective date of reinstatement. The Secretary
21 of State shall ~~send~~ use the procedures set forth in section 1399, subsection 10 to
22 deliver the notice to the domestic limited partnership ~~at its last registered office~~
23 address.

24 **Sec. F-26. 31 MRSA §1401, sub-§1,** as enacted by PL 2005, c. 543, Pt. C, §2, is
25 amended to read:

26 **1. Denial of reinstatement.** If the Secretary of State denies a domestic limited
27 partnership's application for reinstatement following administrative dissolution, the
28 Secretary of State shall ~~mail~~ serve the limited partnership as required by section 1399,
29 subsection 10 with a written notice that explains the reason or reasons for denial ~~to the~~
30 ~~limited partnership at its last registered office address.~~

31 **Sec. F-27. 31 MRSA §1412, sub-§1, ¶D,** as enacted by PL 2005, c. 543, Pt. C,
32 §2, is amended to read:

33 D. The ~~name and street and mailing address of the foreign limited partnership's~~
34 ~~initial registered agent and office in this State~~ information required by Title 5, section
35 105, subsection 1;

36 **Sec. F-28. 31 MRSA §1416, sub-§1, ¶D,** as enacted by PL 2005, c. 543, Pt. C,
37 §2, is amended to read:

38 D. The foreign limited partnership ~~fails to appoint or maintain~~ is without a registered
39 agent ~~or registered office~~ in this State as required by ~~section 1314~~ Title 5, section
40 105, subsection 1;

1 **Sec. F-29. 31 MRSA §1416, sub-§1, ¶E**, as enacted by PL 2005, c. 543, Pt. C,
2 §2, is amended to read:

3 E. The foreign limited partnership does not notify the Secretary of State that its
4 registered agent has changed as required by Title 5, section 108 or ~~registered office~~
5 ~~has been changed as required by section 1315~~ the address of its registered agent has
6 been changed as required by Title 5, section 109 or 110 or that its registered agent has
7 resigned as required by ~~section 1316~~ Title 5, section 111; or

8 **Sec. F-30. 31 MRSA §1416, sub-§2**, as enacted by PL 2005, c. 543, Pt. C, §2, is
9 amended to read:

10 **2. Procedure for revocation of foreign limited partnership.** If the Secretary of
11 State determines that one or more grounds exist under subsection 1 for the revocation of
12 authority of a the foreign limited partnership, the Secretary of State shall ~~issue~~ serve the
13 foreign limited partnership with a written notice of that determination ~~to the limited~~
14 ~~partnership's last registered office address or to its last registered or principal office~~
15 ~~wherever located~~ as required by subsection 7.

16 **Sec. F-31. 31 MRSA §1416, sub-§3**, as enacted by PL 2005, c. 543, Pt. C, §2, is
17 amended to read:

18 **3. Revocation of authority.** The foreign limited partnership's authority is revoked if
19 within 60 days after the notice under subsection 2 was issued and is perfected under
20 subsection 7 the Secretary of State determines that the foreign limited partnership has
21 failed to correct the ground or grounds for the revocation. The Secretary of State shall
22 send notice to the foreign limited partnership ~~at its last registered office address or to its~~
23 ~~last registered or principal office wherever located~~ as required by subsection 7 that recites
24 the ground or grounds for revocation and the effective date of revocation.

25 **Sec. F-32. 31 MRSA §1416, sub-§7** is enacted to read:

26 **7. Delivery of notice.** The Secretary of State shall send notice of its determination
27 under subsection 1 by regular mail and the service upon the foreign limited partnership is
28 perfected five days after the Secretary of State deposits its determination in the United
29 States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to
30 the registered agent in this State and the registered or principal office, wherever located,
31 of the foreign limited partnership.

32 **Sec. F-33. 31 MRSA §1434, sub-§1, ¶A**, as enacted by PL 2005, c. 543, Pt. C,
33 §2, is amended to read:

34 A. A converting limited partnership shall deliver to the Secretary of State for filing
35 articles of conversion, which must include:

36 (1) A statement that the limited partnership has been converted into another
37 organization;

38 (2) The name and form of the organization and the jurisdiction of its governing
39 statute;

- 1 (3) The date the conversion is effective under the governing statute of the
2 converted organization;
- 3 (4) A statement that the conversion was approved as required by this chapter;
- 4 (5) A statement that the conversion was approved as required by the governing
5 statute of the converted organization; and
- 6 (6) If the converted organization is a foreign organization not authorized to
7 transact business in this State, the street and mailing address of an office that ~~the~~
8 ~~Secretary of State may use for the purposes of~~ may be used for service of process
9 under section 1435, subsection 3; and

10 **Sec. F-34. 31 MRSA §1435, sub-§3**, as enacted by PL 2005, c. 543, Pt. C, §2, is
11 amended to read:

12 **3. Foreign organization; Secretary of State as agent.** A converted organization
13 that is a foreign organization consents to the jurisdiction of the courts of this State to
14 enforce any obligation owed by the converting organization, if before the conversion the
15 converting organization was subject to suit in this State on the obligation. A converted
16 organization that is a foreign organization and not authorized to transact business in this
17 State ~~appoints the Secretary of State as its agent for service of process for purposes of~~
18 ~~enforcing an obligation under this subsection. Service on the Secretary of State under~~
19 ~~this subsection is made in the same manner and with the same consequences as in section~~
20 ~~1317, subsections 3 and 4~~ may be served with process at the address required in the
21 articles of conversion under section 1434, subsection 1, paragraph A, subparagraph (6).

22 **Sec. F-35. 31 MRSA §1438, sub-§2, ¶G**, as enacted by PL 2005, c. 543, Pt. C,
23 §2, is amended to read:

24 G. If the surviving organization is a foreign organization not authorized to transact
25 business in this State, the street and mailing address of an office that ~~the Secretary of~~
26 ~~State may use for the purposes of~~ may be used for service of process under section
27 1439, subsection 2; and

28 **Sec. F-36. 31 MRSA §1439, sub-§2**, as enacted by PL 2005, c. 543, Pt. C, §2, is
29 amended to read:

30 **2. Foreign organization.** A surviving organization that is a foreign organization
31 consents to the jurisdiction of the courts of this State to enforce any obligation owed by a
32 constituent organization, if before the merger the constituent organization was subject to
33 suit in this State on the obligation. A surviving organization that is a foreign organization
34 and not authorized to transact business in this State ~~appoints the Secretary of State as its~~
35 ~~agent for service of process for the purposes of enforcing an obligation under this~~
36 ~~subsection. Service on the Secretary of State under this subsection is made in the same~~
37 ~~manner and with the same consequences as in section 1317, subsections 3 and 4~~ may be
38 served with process at the address required in the articles of merger under section 1438,
39 subsection 2, paragraph G.

40 **Sec. F-37. 31 MRSA §1460, sub-§5**, as enacted by PL 2005, c. 543, Pt. C, §2, is
41 repealed.

1 Parts B, C, D, E, F and G include conforming amendments to the laws governing
2 nonprofit corporations, business corporations, limited liability companies and limited
3 liability partnerships, respectively.

4 Part G contains an effective date of July 1, 2008 for the entire Act.