

MAINE STATE LEGISLATURE

The following document is provided by the
LAW AND LEGISLATIVE DIGITAL LIBRARY
at the Maine State Law and Legislative Reference Library
<http://legislature.maine.gov/lawlib>



Reproduced from scanned originals with text recognition applied
(searchable text may contain some errors and/or omissions)

10/3

1

L.D. 1994

2

Date: 3-13-08

(Filing No. S-457)

3

JUDICIARY

4

Reproduced and distributed under the direction of the Secretary of the Senate.

5

STATE OF MAINE

6

SENATE

7

123RD LEGISLATURE

8

SECOND REGULAR SESSION

9

COMMITTEE AMENDMENT "A" to S.P. 788, L.D. 1994, Bill, "An Act To Amend the Laws Relating to Marks, Corporations, Limited Partnerships and Limited Liability Companies"

10

11

12

Amend the bill by striking out the title and substituting the following:

13

'An Act To Amend the Laws Relating to Marks, Corporations, Limited Partnerships, Limited Liability Companies and Registered Agents'

14

15

Amend the bill by inserting after the title and before the enacting clause the following:

16

17

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

18

19

Whereas, the Maine Revised Statutes, Title 5, chapter 6-A, which governs the appointment and maintenance of clerks and registered agents for business and nonprofit corporations, limited liability companies, limited partnerships and limited liability partnerships in this State, becomes effective July 1, 2008, and changes to that law and other entity laws administered by the Secretary of State must be in place by July 1, 2008 in order for the Secretary of State to properly administer these laws; and

20

21

22

23

24

25

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

26

27

28

29

Amend the bill by inserting after the enacting clause and before section 1 the following:

30

31

'PART A'

32

Amend the bill by striking out all of section 3.

COMMITTEE AMENDMENT

PL 075

COMMITTEE AMENDMENT "A" to S.P. 788, L.D. 1994

1 Amend the bill by inserting after section 7 the following:

2 'Sec. 8. **Effective date.** This Part takes effect 90 days after adjournment of the
3 Second Regular Session of the 123rd Legislature.

4 **PART B**

5 **Sec. B-1. 5 MRSA §107, sub-§1,** as enacted by PL 2007, c. 323, Pt. A, §1 and
6 affected by Pt. G, §4, is amended to read:

7 **1. Contents of statement.** A commercial clerk or commercial registered agent may
8 terminate its listing as a commercial clerk or commercial registered agent by filing with
9 the Secretary of State a commercial clerk or commercial registered agent termination
10 statement signed by or on behalf of the agent that states:

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

12 B. That the agent is no longer in the business of serving as a commercial clerk or
13 commercial registered agent in this State; and

14 C. The name and address of the person to whom the commercial clerk or commercial
15 registered agent sends the notice required by subsection 3.

16 **Sec. B-2. 13-B MRSA §304-A** is enacted to read:

17 **§304-A. Registered agent of domestic nonprofit corporation**

18 Each domestic nonprofit corporation must have and shall continuously maintain a
19 registered agent in this State as defined in Title 5, chapter 6-A.

20 **Sec. B-3. 13-B MRSA §1212-B** is enacted to read:

21 **§1212-B. Registered agent of foreign nonprofit corporation**

22 Each foreign nonprofit corporation must have and shall continuously maintain a
23 registered agent in this State as defined in Title 5, chapter 6-A.

24 **Sec. B-4. 13-C MRSA §511,** as enacted by PL 2007, c. 323, Pt. C, §11 and
25 affected by Pt. G, §4, is amended by adding at the end a new paragraph to read:

26 The clerk required under this section is also governed by Title 5, chapter 6-A.

27 **Sec. B-5. 13-C MRSA §1507-A** is enacted to read:

28 **§1507-A. Registered agent of foreign corporation**

29 Each foreign corporation authorized to transact business in this State must have and
30 shall continuously maintain a registered agent in this State as defined in Title 5, chapter
31 6-A.

32 **Sec. B-6. 31 MRSA §607-A** is enacted to read:

REG

1 **§607-A. Registered agent of domestic limited liability company**

2 Each domestic limited liability company must have and shall continuously maintain a
3 registered agent in this State as defined in Title 5, chapter 6-A.

4 **Sec. B-7. 31 MRSA §714, sub-§2-B** is enacted to read:

5 **2-B. Registered agent.** Each foreign limited liability company must have and shall
6 continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A.

7 **Sec. B-8. 31 MRSA §807-A** is enacted to read:

8 **§807-A. Registered agent of limited liability partnership**

9 Each registered limited liability partnership must have and shall continuously
10 maintain a registered agent in this State as defined in Title 5, chapter 6-A.

11 **Sec. B-9. 31 MRSA §854, sub-§2-B** is enacted to read:

12 **2-B. Registered agent.** Each foreign limited liability partnership must have and
13 shall continuously maintain a registered agent in this State as defined in Title 5, chapter
14 6-A.

15 **Sec. B-10. 31 MRSA §1314-A** is enacted to read:

16 **§1314-A. Registered agent of domestic or foreign limited partnership**

17 Each limited partnership must have and shall continuously maintain a registered
18 agent in this State as a defined in Title 5, chapter 6-A.

19 **Emergency clause.** In view of the emergency cited in the preamble, this
20 legislation takes effect July 1, 2008 unless otherwise provided.'

21 Amend the bill by relettering or renumbering any nonconsecutive Part letter or
22 section number to read consecutively.

23 **SUMMARY**

24 This amendment does the following.

25 It deletes the section of the bill concerning judicial dissolution of public corporations.

26 It adds a Part B to add specific language in the different laws governing entities to
27 conform to the new registered agents law. The new language directs filers to the law
28 governing clerks and registered agents.

29 It adds an emergency preamble and an emergency clause to make Part B, which
30 addresses the conformity with the registered agents law, take effect July 1, 2008, which is
31 the effective date of the registered agents law enacted by Public Law 2007, chapter 323.