

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)



123rd MAINE LEGISLATURE

SECOND REGULAR SESSION-2008

Legislative Document

No. 1994

S.P. 788

December 18, 2007

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

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

Received by the Secretary of the Senate on December 18, 2007. Referred to the Committee on Judiciary pursuant to Joint Rule 308.2 and ordered printed.

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

JOY J. O'BRIEN
Secretary of the Senate

Presented by Senator HOBBS of York.

Cosponsored by Representative SIMPSON of Auburn and Senator: PERRY of Penobscot,
Representatives: Speaker CUMMINGS of Portland, DILL of Cape Elizabeth, MILLS of
Farmington, TARDY of Newport.

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

2 **Sec. 1. 10 MRSA §1527, sub-§1, ¶B,** as enacted by PL 1979, c. 572, §2, is
3 amended to read:

4 B. Any registration ~~concerning which~~ on file when the Secretary of State ~~shall~~
5 ~~receive~~ receives a voluntary request for cancellation ~~thereof~~ from the registrant or the
6 assignee of record. The cancellation must be in writing and recorded with the
7 Secretary of State and accompanied by a filing fee of \$10, payable to the Treasurer of
8 State. The Secretary of State may prescribe a form for this purpose. The Secretary of
9 State, upon the recording of a cancellation under this paragraph, shall issue an
10 attested copy to the remitter of the instrument;

11 **Sec. 2. 13-B MRSA §1301, sub-§5,** as repealed and replaced by PL 1993, c. 680,
12 Pt. A, §23, is amended to read:

13 **5. Certificate of excuse.** The Secretary of State, upon application by a corporation
14 and satisfactory proof that it has ceased to carry on activities, shall file a certificate of that
15 fact and shall give a duplicate certificate to the corporation. The corporation is then
16 excused from filing annual reports with the Secretary of State as long as the corporation
17 carries on no activities. The name of a corporation remains in the Secretary of State's
18 record of corporate names and is protected for a period of 5 years following the filing of
19 the certificate under this subsection.

20 **Sec. 3. 13-C MRSA §1430, sub-§2,** as amended by PL 2007, c. 289, §43, is
21 further amended to read:

22 **2. Shareholder.** A shareholder if it is established that:

23 A. The directors are deadlocked in the management of the corporate affairs, the
24 shareholders are unable to break the deadlock and, because of the deadlock,
25 irreparable injury to the corporation is threatened or being suffered or the business
26 and affairs of the corporation can no longer be conducted to the advantage of the
27 shareholders generally;

28 B. The directors or those in control of the corporation have acted, are acting or will
29 act in a manner that is illegal, oppressive or fraudulent;

30 C. The shareholders are so divided regarding the management of the business and
31 affairs of the corporation that the corporation is suffering or will suffer irreparable
32 injury or the business and affairs of the corporation can no longer be conducted to the
33 advantage of the shareholders generally;

34 D. The shareholders are deadlocked in voting power and have failed, for a period
35 that includes at least 2 consecutive annual meeting dates, to elect successors to
36 directors whose terms have expired;

37 E. The corporate assets are being misapplied or wasted; or

38 F. A shareholder of the corporation has abandoned its business and has failed within
39 a reasonable time to liquidate and distribute its assets and dissolve;

1 This subsection does not apply in the case of a corporation that, on the date of the filing
2 of the proceeding, is a public corporation;

3 **Sec. 4. 31 MRSA §7**, as corrected by RR 2001, c. 2, Pt. B, §48 and affected by
4 §58, is amended to read:

5 **§7. Inapplicable to corporations, limited partnerships or limited liability companies**

6 Sections 1 and 2 do not apply to corporations, limited partnerships or limited liability
7 companies. A corporation desiring to do business under an assumed name shall ~~proceed~~
8 file a statement as provided in Title 13-C, section 404. A limited partnership desiring to
9 do business under an assumed name shall file a statement as provided in section 1308,
10 subsection 2. A limited liability company desiring to do business under an assumed name
11 shall file a statement as provided in section 605-A.

12 **Sec. 5. 31 MRSA §751, sub-§8**, as amended by PL 2003, c. 673, Pt. WWW, §24
13 and affected by §37, is further amended to read:

14 **8. Articles of organization or amendment; certificate of cancellation.** For filing
15 of articles of organization under section 622, a fee of \$175; articles of amendment under
16 section 623, except as provided in subsection 6, a fee of \$50; a certificate of cancellation
17 under section 625, a fee of \$75; and restated articles of organization under section 623,
18 subsection 6, a fee of \$80; and a certificate of merger or consolidation under section 744,
19 a fee of \$100;

20 **Sec. 6. 31 MRSA §751, sub-§24**, as amended by PL 2003, c. 631, §62, is further
21 amended to read:

22 **24. Certificate of merger or consolidation.** Certificate of merger or consolidation
23 of a limited liability company with another type of business entity as provided by section
24 ~~741-A~~ 744, a fee of \$150;

25 **Sec. 7. 31 MRSA §1460, sub-§9**, as enacted by PL 2005, c. 543, Pt. C, §2, is
26 amended to read:

27 **9. Foreign limited partnerships.** For filing of an application for authority to do
28 business as a foreign limited partnership under section 1412, a fee of \$250, ~~and for~~ For a
29 certificate of amendment under section 1412-A, to change the legal name of the foreign
30 limited partnership, for a certificate of amendment under section 1412-A, subsection 2,
31 paragraph A or B to admit a new general partner or to dissociate a general partner,
32 respectively, or for a certificate of cancellation under section 1417, a fee of \$90. For
33 filing a certificate of amendment under section 1412-A, subsection 2, paragraph C or D to
34 change the address of a general partner or to change the address of the registered or
35 principal office, a fee of \$35;

36 **SUMMARY**

37 This bill makes the following changes and clarifications to the laws relating to marks,
38 corporations, limited partnerships and limited liability companies.

- 1 1. It specifies the procedure for a registrant of a mark to follow in order to cancel the
2 registration of that mark.
- 3 2. It provides that the name of a corporation that is excused from filing annual
4 reports with the Secretary of State because it has ceased to carry on activities remains in
5 the Secretary of State's record of corporate names and is protected for 5 years.
- 6 3. It provides that certain provisions of law that permit judicial dissolution of a
7 corporation do not apply to a public corporation.
- 8 4. It specifies the provisions of law for a limited partnership or a limited liability
9 company to follow in order to do business under an assumed name.
- 10 5. It amends the laws governing the fee charged in connection with the delivery to
11 the Secretary of State of a certificate of merger or consolidation by a limited liability
12 company.
- 13 6. It amends the laws governing fees charged in connection with foreign limited
14 partnerships.