

MAINE STATE LEGISLATURE

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127th MAINE LEGISLATURE

FIRST REGULAR SESSION-2015

Legislative Document

No. 1425

H.P. 971

House of Representatives, May 20, 2015

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

Reported by Representative HOBBS of Saco for the Joint Standing Committee on Judiciary pursuant to Joint Order 2015, H.P. 931.

Reference to the Committee on Judiciary suggested and ordered printed pursuant to Joint Rule 218.

A handwritten signature in cursive script that reads "R(t) B. Hunt".

ROBERT B. HUNT
Clerk

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

2 **Sec. 1. 13-B MRSA §1118** is enacted to read:

3 **§1118. Late reinstatement of nonprofit corporation after administrative dissolution**

4 **1. Application to reinstate nonprofit corporation.** A nonprofit corporation that
5 has been administratively dissolved for more than 6 years may apply to the Secretary of
6 State for reinstatement. The application must:

7 A. Provide the name of the corporation and the effective date of its administrative
8 dissolution;

9 B. Provide a statement together with supporting documentation that the officer or
10 director signing the application is duly authorized to act for the corporation;

11 C. Establish that the grounds for dissolution either did not exist or have been
12 eliminated;

13 D. Demonstrate that the corporation's name satisfies the requirements of section
14 301-A or that the corporation is filing an amendment to change the name to satisfy
15 the requirements of section 301-A;

16 E. Attest that no lawsuits are pending against the corporation; and

17 F. Explain the reason or reasons that reinstatement is being requested.

18 **2. Determination of need to reinstate nonprofit corporation.** If the Secretary of
19 State determines that the application satisfies the requirements of subsection 1 and is
20 accompanied by the reinstatement fee set forth in section 1401, subsection 35, the
21 Secretary of State shall cancel the administrative dissolution and prepare a notice of
22 reinstatement that recites that determination and the effective date of reinstatement. The
23 Secretary of State may deny reinstatement if there are material misstatements provided in
24 the application. The Secretary of State shall use the procedures set forth in section 1113,
25 subsection 7 to deliver the notice to the corporation.

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

30 **Sec. 2. 13-B MRSA §1401, sub-§35,** as repealed and replaced by PL 2007, c.
31 695, Pt. A, §17 and affected by §18, is amended to read:

32 **35. Reinstatement fee after administrative dissolution of domestic or foreign**
33 **corporation.** For failure to file an annual report, a fee of \$25 for each per report, to a
34 maximum fee of \$150, regardless of the number of delinquent reports or the period of
35 delinquency; for failure to pay the annual report late filing penalty, \$25; for failure to
36 appoint or maintain a registered agent, \$25; for failure to notify the Secretary of State that
37 its registered agent or the address of the registered agent has been changed or that its
38 registered agent has resigned, \$25; and for filing false information, \$25; and

1 **Sec. 3. 13-C MRSA §1426** is enacted to read:

2 **§1426. Late reinstatement of business corporation after administrative dissolution**

3 **1. Application to reinstate corporation.** A business corporation that has been
4 administratively dissolved for more than 6 years may apply to the Secretary of State for
5 reinstatement. The application must:

6 A. Provide the name of the corporation and the effective date of its administrative
7 dissolution;

8 B. Provide a statement together with supporting documentation that the officer or
9 director signing the application is duly authorized to act for the corporation;

10 C. Establish that the grounds for dissolution either did not exist or have been
11 eliminated;

12 D. Demonstrate that the corporation's name satisfies the requirements of section 401
13 or that the corporation is filing an amendment to change the name to satisfy the
14 requirements of section 401;

15 E. Attest that no lawsuits are pending against the corporation; and

16 F. Explain the reason or reasons that reinstatement is being requested.

17 **2. Determination of need to reinstate corporation.** If the Secretary of State
18 determines that the application satisfies the requirements of subsection 1 and is
19 accompanied by the reinstatement fee set forth in section 123, subsection 1, paragraph U,
20 the Secretary of State shall cancel the administrative dissolution and prepare a notice of
21 reinstatement that recites that determination and the effective date of reinstatement. The
22 Secretary of State may deny reinstatement if there are material misstatements provided in
23 the application. The Secretary of State shall use the procedures set forth in section 1421,
24 subsection 8 to deliver the notice to the corporation.

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

29 **Sec. 4. 31 MRSA §1403** is enacted to read:

30 **§1403. Late reinstatement of domestic limited partnership after administrative**
31 **dissolution**

32 **1. Application to reinstate domestic limited partnership.** A domestic limited
33 partnership that has been administratively dissolved for more than 6 years may apply to
34 the Secretary of State for reinstatement. The application must:

35 A. Provide the name of the domestic limited partnership and the effective date of its
36 administrative dissolution;

1 B. Provide a statement together with supporting documentation that the general
2 partner signing the application is duly authorized to act for the domestic limited
3 partnership;

4 C. Establish that the grounds for dissolution either did not exist or have been
5 eliminated;

6 D. Demonstrate that the domestic limited partnership's name satisfies the
7 requirements of section 1308 or that the domestic limited partnership is filing an
8 amendment to change the name to satisfy the requirements of section 1308;

9 E. Attest that no lawsuits are pending against the domestic limited partnership; and

10 F. Explain the reason or reasons that reinstatement is being requested.

11 **2. Determination of need to reinstate domestic limited partnership.** If the
12 Secretary of State determines that the application satisfies the provisions of subsection 1
13 and is accompanied by the reinstatement fee set forth in section 1460, subsection 6, the
14 Secretary of State shall cancel the administrative dissolution and prepare a notice of
15 reinstatement that recites that determination and the effective date of reinstatement. The
16 Secretary of State may deny reinstatement if there are material misstatements provided in
17 the application. The Secretary of State shall use the procedures set forth in section 1399,
18 subsection 10 to deliver the notice to the domestic limited partnership.

19 **3. Effect of reinstatement.** When the reinstatement is effective under subsection 2,
20 it relates back to and takes effect as of the effective date of the administrative dissolution,
21 and the domestic limited partnership resumes activities as if the administrative dissolution
22 had not occurred.

23 **SUMMARY**

24 This bill allows nonprofit corporations, business corporations and domestic limited
25 partnerships to apply for reinstatement more than 6 years after being administratively
26 dissolved. It also establishes a maximum reinstatement fee for a nonprofit corporation,
27 comparable to the maximum fees that are allowed for the other entities under current law.