

# 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 electronic originals  
(may include minor formatting differences from printed original)

**LAWS**  
**OF THE**  
**STATE OF MAINE**

**AS PASSED BY THE**  
**ONE HUNDRED AND SEVENTEENTH LEGISLATURE**

**SECOND SPECIAL SESSION**  
**September 5, 1996 to September 7, 1996**

**ONE HUNDRED AND EIGHTEENTH LEGISLATURE**

**FIRST REGULAR SESSION**  
**December 4, 1996 to March 27, 1997**

**FIRST SPECIAL SESSION**  
**March 27, 1997 to June 20, 1997**

**THE GENERAL EFFECTIVE DATE FOR**  
**FIRST REGULAR SESSION**  
**NON-EMERGENCY LAWS IS**  
**JUNE 26, 1997**

**FIRST SPECIAL SESSION**  
**NON-EMERGENCY LAWS IS**  
**SEPTEMBER 19, 1997**

**PUBLISHED BY THE REVISOR OF STATUTES**  
**IN ACCORDANCE WITH MAINE REVISED STATUTES ANNOTATED,**  
**TITLE 3, SECTION 163-A, SUBSECTION 4.**

---

---

**J.S. McCarthy Company**  
**Augusta, Maine**  
**1997**

abatement personnel and environmental lead inspections.

See title page for effective date.

## CHAPTER 376

S.P. 534 - L.D. 1639

### An Act to Amend the Corporate Laws

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

**Sec. 1. 10 MRSA §1522, sub-§2,** as amended by PL 1987, c. 561, §1, is further amended to read:

**2. Application for registration.** Subject to the limitations set forth in this chapter, any person who adopts and uses a mark in this State may file in the office of the Secretary of State, on a form to be furnished by the Secretary of State, an application for registration of that mark setting forth, but not limited to, the following information:

A. The name and business address of the person applying for the registration and, if a corporation, the state of incorporation;

B. The goods or services in connection with which the mark is used and the mode or manner in which the mark is used in connection with the goods or services and the class in which the goods or services fall;

C. The date when, to the best of the applicant's knowledge and belief, the mark was first used anywhere and the date when it was first used in this State by the applicant or ~~his~~ the applicant's predecessor in business; and

D. A statement that ~~to the best of the applicant's knowledge and belief, the applicant is~~ the applicant believes himself to be knowledge and belief, the applicant is the owner of the mark and that no other person ~~to the best of his knowledge and belief~~ has the right to use the mark in this State as a mark or as a trade name or as a corporate name either in the identical form thereof or in such near resemblance thereto as to be likely, when applied to the goods or services of the other person, to cause confusion or to cause mistake or to deceive.

The application ~~shall~~ must be signed and verified by the applicant or by a member of the firm or an officer of the corporation or association applying.

The execution of an application containing false statements constitutes unsworn falsification under Title 17-A, section 453.

The application ~~shall~~ must be accompanied by a specimen or facsimile of the mark in triplicate.

The application for registration ~~shall~~ must be accompanied by a filing fee of \$50 for the first class and \$10 for each additional class, payable to the Treasurer of State.

**Sec. 2. 10 MRSA §1523,** as enacted by PL 1979, c. 572, §2, is amended to read:

#### **§1523. Attested copy**

~~Upon compliance by the applicant with the requirements of this chapter, the Secretary of State shall cause a certificate of registration to be issued and delivered to the applicant. The certificate of registration shall be issued under the signature of the Secretary of State and the seal of the State and it shall show the name and business address and, if a corporation, the state of incorporation of the person claiming ownership of the mark, the date claimed for the first use of the mark in this State, the class of goods or services and a description of the goods or services on which the mark is used, a reproduction of the mark, the registration date and the term of the registration.~~ promptly make a copy of the original and attest that copy by marking upon it the same endorsement that is required to appear upon the original, together with a further endorsement that the copy is a true copy of the original document. The attested copy must be returned to the person submitting the document for filing or to that person's representative.

~~Any certificate of registration~~ An attested copy issued by the Secretary of State under this section or a copy duly certified by the Secretary of State ~~shall be~~ is admissible in evidence as competent and sufficient proof of the registration of the mark in any action or judicial proceedings in any court of this State.

**Sec. 3. 10 MRSA §1525, sub-§1,** as amended by PL 1987, c. 561, §3, is further amended to read:

**1. Recording.** Any mark and its registration ~~shall be~~ are assignable with the good will of the business in which the mark is used or with that part of the good will of the business connected with the use of and symbolized by the mark. Assignment ~~shall~~ must be by an instrument in writing duly executed and may be recorded with the Secretary of State upon the payment of a fee of \$40 payable to the Treasurer of State. The Secretary of State, upon recording of an assignment, shall issue an attested copy in the name of the assignee ~~a new certificate~~. The assignment is valid for the remainder of the term of the registration or of

the last renewal. An assignment of any registration under this chapter ~~shall be~~ is void as against any subsequent purchaser for valuable consideration without notice, unless it is recorded with the Secretary of State within 3 months after the date thereof or prior to the subsequent purchase.

**Sec. 4. 10 MRSA §1525, sub-§2,** as amended by PL 1995, c. 633, Pt. C, §3, is further amended to read:

**2. Corporate, limited liability company or partnership name.** Any ~~holder of a certificate of registration issued~~ registrant of a mark that has been duly recorded pursuant to section 1523 may grant to any domestic or foreign corporation, limited liability company, limited liability partnership or limited partnership authorized to do business in this State the exclusive right to the use of a name similar to ~~the~~ that mark ~~shown on the certificate.~~

**Sec. 5. 10 MRSA §1525-A,** as enacted by PL 1991, c. 465, §12, is amended to read:

**§1525-A. Amendment**

The registration of a mark may be amended by adding or removing one or more classes of goods and services under section 1527, subsection 2. The amendment must be in writing and recorded with the Secretary of State and accompanied by a filing fee of \$10 for each class affected, payable to the Treasurer of the State. The Secretary of State may prescribe a form for this purpose. The Secretary of State upon recording of an amendment shall issue ~~a new certificate~~ an attested copy. The amendment is valid for the remainder of the term of the registration or of the last renewal.

**Sec. 6. 10 MRSA §1527, sub-§2, ¶A,** as corrected by RR 1991, c. 2, §32, is amended by amending subparagraph (19) to read:

(19) Building materials, natural and artificial stone, cement, lime, mortar, plaster and gravel; pipes of earthenware ~~of~~ or cement; road-making materials; asphalt, pitch and bitumen; portable buildings; stone monuments and chimney pots;

**Sec. 7. 13-A MRSA §104, sub-§1,** as amended by PL 1989, c. 501, Pt. L, §§7 to 9, is further amended to read:

1. The document ~~shall~~ must be signed:

A. In the case of articles of incorporation, by the incorporator or incorporators and by the clerk as required by section 304, subsection 2-A;

B. In the case of other documents:

(1) By the clerk; or

(2) By the president or a vice-president, and by the secretary or an assistant secretary or such other officer as the bylaws may designate as a second certifying officer; or

(3) If there are no such officers, then by a majority of the directors or by such directors as may be designated by a majority of directors then in office; or

(4) If there are no such directors, then by the holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon; or

(5) By the holders of all of the outstanding shares of the corporation; ~~and~~

C. In the case of annual reports, as provided in section 1301, subsection 3-; and

D. In the case of an application for authority to do business, as provided by paragraph B and by the registered agent as required by section 1212, subsection 1-A.

**Sec. 8. 13-A MRSA §304, sub-§2-A** is enacted to read:

**2-A.** Unless the clerk signed the document making the appointment, the appointment of a clerk or a successor clerk on whom process may be served is not effective until the clerk delivers a written statement to the Secretary of State accepting the appointment.

**Sec. 9. 13-A MRSA §402, sub-§2,** as amended by PL 1991, c. 780, Pt. U, §6, is further amended to read:

2. The incorporator or incorporators may be natural persons or domestic or foreign corporations, whether or not authorized to do business or carry on activities in this State, or any combination of natural persons or domestic or foreign corporations. If a corporation acts as an incorporator, the articles of incorporation must be accompanied by a certificate of an appropriate officer of that corporation, not the person signing the articles, certifying that the person executing the articles on its behalf is authorized to do so.

**Sec. 10. 13-A MRSA §809, sub-§3,** as amended by PL 1973, c. 483, §12, is further amended to read:

3. Upon adoption of the restatement, a form entitled "Restated Articles of Incorporation" ~~shall~~ must be executed, in accordance with ~~Section~~ section 104, ~~which shall~~ that must set forth the same informa-

tion as is required by section 807 in the case of articles of amendment substituting, wherever applicable, the word "restatement" for the word "amendment" and ~~shall~~ must have the restatement attached thereto as an exhibit. Upon filing the restated articles with the restatement by the Secretary of State, in accordance with ~~Section~~ section 106, the original articles of incorporation as amended and supplemented ~~shall be~~ are superseded, and the restatement, including any further amendments and changes made thereby, ~~shall be~~ are the articles of incorporation of the corporation.

**Sec. 11. 13-A MRSA §1202, sub-§1, ¶¶E and F,** as enacted by PL 1971, c. 439, §1, are amended to read:

E. The address of the registered or principal office of the corporation in the jurisdiction of its incorporation or the principal office wherever located;

F. The address of its proposed registered office in this State and the name of its proposed registered agent in this State at such address; and

**Sec. 12. 13-A MRSA §1207, sub-§1, ¶C,** as enacted by PL 1991, c. 465, §19, is amended to read:

C. Change the address of its registered office or principal office ~~in its jurisdiction of incorporation.~~

**Sec. 13. 13-A MRSA §1212, sub-§1-A** is enacted to read:

1-A. Unless the registered agent signed the document making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served is not effective until the agent delivers a written statement to the Secretary of State accepting the appointment.

**Sec. 14. 13-A MRSA §1212, sub-§2,** as amended by PL 1973, c. 483, §19, is further amended to read:

2. A foreign corporation may change its registered agent and registered office or its registered agent, ~~or both~~, by executing and filing, in accordance with sections 104 and 106, a statement setting forth:

- A. The name of the corporation;
- B. Its jurisdiction of incorporation;
- C. The date of its authorization to do business in this State;
- D. The address of its then registered office;

E. If its registered office is to be changed, the address to which the registered office is to be changed;

F. The name of its then registered agent;

G. If its registered agent is to be changed, the name of its successor registered agent;

H. That the registered agent has a business office at the registered office, after giving effect to the changes stated; and

I. That each change therein stated was authorized by the board of directors.

**Sec. 15. 13-A MRSA §1301, sub-§1, ¶B,** as amended by PL 1989, c. 732, §3, is further amended to read:

B. The address of the registered office of the corporation in this State; and the name of its clerk, if a domestic corporation, or its registered agent, if a foreign corporation, in this State at ~~such~~ that address, including the street or rural route number, town or city, and state; and, in the case of a foreign corporation, the address of its registered or principal office ~~in its jurisdiction of incorporation;~~

**Sec. 16. 13-A MRSA §1401, sub-§11,** as amended by PL 1989, c. 501, Pt. L, §27, is further amended to read:

11. Assumed name statement, as provided by section 307, §105 or, if the true corporate name is not available, pursuant to section 301, §20;

**Sec. 17. 13-B MRSA §104, sub-§1,** as amended by PL 1989, c. 501, Pt. L, §§33 and 34, is further amended to read:

1. **Signature required.** The document ~~shall~~ must be signed:

A. In the case of articles of incorporation, by the incorporator or incorporators and by the registered agent as required by section 304, subsection 3;

B. In the case of other documents:

- (1) By the clerk or secretary;
- (2) By the president or a vice-president and by the secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer;
- (3) If there are no such officers, then by a majority of the directors or by such direc-

tors as may be designated by a majority of directors then in office; or

(4) If there are no such directors, then by the members or such of them as may be designated by the members at a lawful meeting; ~~or~~

C. In the case of annual reports, as provided in section 1301, subsection 3; or

D. In the case of an application for authority to carry on activities, as provided by paragraph B and by the registered agent as required by section 1212, subsection 1-A;

**Sec. 18. 13-B MRSA §202, sub-§1, ¶O,** as enacted by PL 1977, c. 525, §13, is amended to read:

O. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use and deal in and with:

(1) The shares or other interests in or obligations of domestic business or foreign business corporations, ~~association~~ associations, partnerships or individuals; and

(2) The obligations of the United States or any other government, state, territory, municipality or governmental district, or of any instrumentality thereof;

**Sec. 19. 13-B MRSA §303, sub-§1,** as amended by PL 1979, c. 572, §14, is further amended to read:

**1. Name registered.** Any corporation organized and existing under the laws of any state or territory of the United States may register its corporate name under this Act, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic business or nonprofit corporation existing under the laws of this State, or the name of any foreign business or nonprofit corporation authorized to carry on activities in this State, or any corporate name reserved or registered under Title 13-A or this section or section 302, or any ~~trade mark~~ trademark or service mark registered under Title 10, chapter 301-A.

**Sec. 20. 13-B MRSA §304, sub-§3** is enacted to read:

**3. Acceptance of designation of agent.** Unless the registered agent signed the document making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served is not effective until the agent delivers a written statement to the Secretary of State accepting the appointment.

**Sec. 21. 13-B MRSA §305,** as amended by PL 1993, c. 316, §39, is further amended by repealing and replacing the headnote to read:

**§305. Registered agent; registered office; changes**

**Sec. 22. 13-B MRSA §305, sub-§1,** as enacted by PL 1977, c. 525, §13, is amended to read:

**1. Registered agent, registered office and changes.** A corporation may change its registered office ~~or change its registered agent, or both, agent and registered office or its registered agent~~ by executing and delivering for filing, as provided by sections 104 and 106, a statement setting forth:

A. The name of the corporation;

B. The address of its then registered office;

C. If the address of its registered office is changed, the address to which the registered office is to be changed;

D. The name of its then registered agent;

E. If its registered agent is changed, the name of its successor registered agent;

F. That the address of its registered office and the address of the office of its registered agent, as changed, will be identical; and

G. That such change was authorized by resolution duly adopted by its board of directors.

**Sec. 23. 13-B MRSA §305, sub-§2,** as amended by PL 1993, c. 316, §39, is further amended to read:

**2. Resignation of agent.** Any registered agent of a corporation may resign as that agent upon filing a written notice thereof with the Secretary of State and by mailing a copy thereof to the corporation in care of an officer who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation. The appointment of an agent terminates ~~upon receipt of such notice on the date of the filing of the notice~~ by the Secretary of State.

**Sec. 24. 13-B MRSA §401, sub-§3,** as enacted by PL 1991, c. 780, Pt. U, §14, is amended to read:

**3. Incorporators.** The incorporator or incorporators may be natural persons or domestic or foreign corporations, whether or not authorized to do business or carry on activities in this State, or any combination of natural persons or domestic or foreign corporations. If a corporation acts as an incorporator, the articles of incorporation must be accompanied by a certificate of

an appropriate officer of that corporation, not the person signing the articles, certifying that the person executing the articles on its behalf is authorized to do so.

**Sec. 25. 13-B MRSA §403, sub-§1, ¶E**, as enacted by PL 1977, c. 525, §13, is amended to read:

E. The number of directors constituting the initial board ~~of directors if they have been designated or elected if the number has been designated~~ or if the initial directors have been chosen;

**Sec. 26. 13-B MRSA §1202, sub-§1, ¶E**, as enacted by PL 1977, c. 525, §13, is amended to read:

E. The address of the registered or principal office of the corporation in the jurisdiction of its incorporation or the principal office wherever located; and

**Sec. 27. 13-B MRSA §1207, sub-§1, ¶C**, as enacted by PL 1991, c. 465, §29, is amended to read:

C. Change the address of its registered office or principal office ~~in its jurisdiction of incorporation~~.

**Sec. 28. 13-B MRSA §1212, sub-§1-A** is enacted to read:

**1-A. Acceptance of designation of agent.** Unless the registered agent signed the document making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served is not effective until the agent delivers a written statement to the Secretary of State accepting the appointment.

**Sec. 29. 13-B MRSA §1212, sub-§2**, as enacted by PL 1977, c. 525, §13, is amended by amending the first paragraph to read:

**2. Registered agent, registered office and changes.** A foreign corporation may change its registered ~~office or its registered agent, or both, agent and registered office or its registered agent~~ by executing and filing, in accordance with sections 104 and 106, a statement setting forth:

**Sec. 30. 13-B MRSA §1301, sub-§1, ¶B**, as repealed and replaced by PL 1993, c. 680, Pt. A, §23, is amended to read:

B. The address of the registered office of the corporation in this State and the name of its agent for service of process if a domestic corporation, or its registered agent if a foreign corporation in this State, at that address, including the street or rural route number, town or city and state and, if a foreign corporation, the address of

its registered or principal office ~~in its jurisdiction of incorporation~~; and

**Sec. 31. 13-B MRSA §1401, sub-§14**, as amended by PL 1979, c. 127, §107, is further amended to read:

**14. Articles of merger or consolidation.** Articles of merger or consolidation, as provided by section 904, §10; and if the merger or consolidation changes the ~~corporation's~~ survivor's purposes, a further additional amount of \$5;

**Sec. 32. 31 MRSA §403, sub-§6** is enacted to read:

**6. Name search service.** To assist the public in determining the availability of a limited partnership name, the Secretary of State may make available to the public a name search service. Name searches conducted by the Secretary of State are preliminary in nature and may not reserve or register a limited partnership name or ensure the availability of a limited partnership name.

**Sec. 33. 31 MRSA §407, sub-§1-A** is enacted to read:

**1-A. Acceptance of designation of agent.** Unless the registered agent signed the document making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served is not effective until the agent delivers a written statement to the Secretary of State accepting the appointment.

**Sec. 34. 31 MRSA §424, sub-§1, ¶A**, as enacted by PL 1991, c. 552, §2 and affected by §4, is amended to read:

A. In the case of an initial certificate of limited partnership, by all general partners and by the registered agent as required by section 407, subsection 1-A;

**Sec. 35. 31 MRSA §424, sub-§3**, as enacted by PL 1991, c. 552, §2 and affected by §4, is repealed and the following enacted in its place:

**3. Unsworn falsification.** The execution of a certificate containing false statements constitutes unsworn falsification under Title 17-A, section 453.

**Sec. 36. 31 MRSA §492, sub-§2**, as enacted by PL 1991, c. 552, §2 and affected by §4, is amended to read:

**2. General partner.** The foreign limited partnership shall submit an application for authority to do business to the Secretary of State executed by a general partner and by the registered agent as required

by section 494, subsection 2-A on a form prescribed by or furnished by the Secretary of State.

**Sec. 37. 31 MRSA §492, sub-§3, ¶I,** as enacted by PL 1993, c. 316, §57, is amended to read:

I. The address of the registered or principal office of the limited partnership in the jurisdiction of its organization or the principal office wherever located.

**Sec. 38. 31 MRSA §494, sub-§2-A** is enacted to read:

**2-A. Acceptance of designation of agent.** Unless the registered agent signed the document making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served is not effective until the agent delivers a written statement to the Secretary of State accepting the appointment.

**Sec. 39. 31 MRSA §495, 2nd ¶,** as enacted by PL 1995, c. 458, §15, is amended to read:

If there is a change in the address of one or more of the general partners from that appearing on the record of the office of the Secretary of State, the application must be amended to set forth the new business, residence or mailing address of each partner. A general partner ~~must~~ shall also file an amendment to the application if the address of the registered or principal office of the limited partnership changes ~~in the jurisdiction of its organization.~~

**Sec. 40. 31 MRSA §499, sub-§2,** as enacted by PL 1993, c. 316, §64, is repealed and the following enacted in its place:

**2. Unsworn falsification.** Section 424, subsection 3, governing unsworn falsification, and section 427, on liability for materially inaccurate statements, apply to foreign limited partnerships as if the application for authority to do business were a certificate of limited partnership.

**Sec. 41. 31 MRSA §524, sub-§1, ¶B,** as enacted by PL 1991, c. 552, §2 and affected by §4, is amended to read:

B. The provisions of section 403, subsection 1, paragraph A requiring that the name of all limited partnerships contain the words "Limited Partnership", "the abbreviation "L.P." or the designation "LP" do not apply to a limited partnership formed before January 1, 1992 or a foreign limited partnership having obtained the authority to do business in this State before January 1, 1992 until such time as the limited partnership has filed an amendment to its certificate of limited partnership or application for authority to do

business as a foreign limited partnership pursuant to subsection 2;

**Sec. 42. 31 MRSA §526, sub-§§1 and 2,** as enacted by PL 1991, c. 552, §2 and affected by §4, are amended to read:

**1. Reservation.** For filing of an application for reservation of name, ~~an application for renewal of reservation~~ or a notice of transfer or cancellation of reservation pursuant to section 404, a fee in the amount of \$20 for each limited partnership affected;

**2. Assumed name.** For filing of an application for an assumed name under section 405, a fee in the amount of \$105. The addition of the words "Limited Partnership", "the abbreviation "L.P." or the designation "LP" to a foreign corporation's limited partnership's name for use in this State is not, for the purpose of this section, deemed an assumed name;

**Sec. 43. 31 MRSA §526, sub-§8,** as amended by PL 1995, c. 458, §17, is further amended to read:

**8. Foreign limited partnerships.** For filing of an application for authority to do business as a foreign limited partnership under section 492, a certificate of amendment under section 495, except as provided in subsection 9, or a certificate of cancellation under section 496, a fee in the amount of \$250. For filing a certificate of amendment under section 495 to change the address of a general partner or to change the address of the registered or principal office ~~in the jurisdiction of its organization,~~ a fee in the amount of \$30;

**Sec. 44. 31 MRSA §526, sub-§16,** as amended by PL 1993, c. 316, §72, is further amended to read:

**16. Information request.** For written response to a request for information on file, \$5; ~~and~~

**Sec. 45. 31 MRSA §526, sub-§17,** as amended by PL 1993, c. 316, §73, is further amended to read:

**17. Service of process on Secretary of State as agent.** For accepting service of process under sections 409, 410, 500 or 501, a fee in the amount of \$20; and

**Sec. 46. 31 MRSA §526, sub-§18** is enacted to read:

**18. Report of name search.** For report of name search as provided by section 403, subsection 6, \$10.

**Sec. 47. 31 MRSA §529, sub-§1, ¶B,** as enacted by PL 1991, c. 780, Pt. U, §32, is amended to read:



B. The name of its registered agent and the address of its registered office in this State, including the street or rural route number, town or city and state, and, in the case of a foreign limited partnership, the address of its registered or principal office ~~in its jurisdiction of organization~~;

**Sec. 48. 31 MRSA §603, sub-§§4, 5 and 6** are enacted to read:

**4. Name search service.** To assist the public in determining the availability of a limited liability company name, the Secretary of State may make available to the public a name search service. Name searches conducted by the Secretary of State are preliminary in nature and may not reserve or register a limited liability company name or ensure the availability of a limited liability company name.

**5. Final determination of availability.** The Secretary of State shall make the final determination regarding the availability of a name for filing.

**6. Refuse filing.** The Secretary of State, in the Secretary of State's discretion, may refuse to file a name that:

A. Consists of or comprises language that is obscene, contemptuous, profane or prejudicial;

B. Inappropriately promotes abusive or unlawful activity; or

C. Falsely suggests an association with public institutions.

**Sec. 49. 31 MRSA §623, sub-§4**, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

**4. Right to amend at any time.** Except as otherwise provided in the articles of organization, articles of organization may be amended at any time for any other purpose a majority in interest of the members may determine necessary.

**Sec. 50. 31 MRSA §626, sub-§6**, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

**6. Effect of filed statement.** Except as provided in subsection 5 and ~~Sections~~ sections 625 and 694, a person not a member or manager is not deemed to know of a limitation on the authority of a member or manager merely because the limitation is contained in a filed statement.

**Sec. 51. 31 MRSA §627, sub-§1, ¶A**, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

A. In the case of the initial articles of organization, by the person or persons forming the lim-

ited liability company and the registered agent as required by section 607, subsection 2;

**Sec. 52. 31 MRSA §627, sub-§3**, as enacted by PL 1993, c. 718, Pt. A, §1, is repealed and the following enacted in its place:

**3. Unsworn falsification.** The execution of a certificate or articles containing false statements constitutes unsworn falsification under Title 17-A, section 453.

**Sec. 53. 31 MRSA §712, sub-§2**, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

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

**Sec. 54. 31 MRSA §712, sub-§3, ¶I**, as corrected by RR 1995, c. 2, §78, is amended to read:

I. The address of the registered or principal office of the limited liability company in the jurisdiction of its organization or the principal office wherever located.

**Sec. 55. 31 MRSA §714, sub-§2-A** is enacted to read:

**2-A. Acceptance of designation of agent.** Unless the registered agent signed the document making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served is not effective until the agent delivers a written statement to the Secretary of State accepting the appointment.

**Sec. 56. 31 MRSA §721, sub-§2**, as enacted by PL 1993, c. 718, Pt. A, §1, is repealed and the following enacted in its place:

**2. Unsworn falsification.** Section 627, subsection 3, governing unsworn falsification, and section 630, on liability for materially inaccurate statements, apply to foreign limited liability companies as if the application for authority to do business were the articles of organization of a limited liability company.

**Sec. 57. 31 MRSA §751, sub-§1**, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

**1. Reservation.** For filing of an application for reservation of name, ~~an application for renewal of reservation~~ or a notice of transfer or cancellation of reservation pursuant to section 604, a fee of \$20 for each limited liability company affected;

**Sec. 58. 31 MRSA §751, sub-§12**, as amended by PL 1995, c. 458, §23, is further amended to read:

**12. Foreign limited liability companies.** For filing of an application for authority to do business as a foreign limited liability company under section 712, a certificate of amendment under section 715, except as provided in subsection 13 or a certificate of cancellation under section 717, a fee of \$250. For filing a certificate of amendment under section 715 to change the address of the registered or principal office ~~in the jurisdiction of its organization~~, a fee in the amount of \$30;

**Sec. 59. 31 MRSA §751, sub-§§21 and 22**, as enacted by PL 1993, c. 718, Pt. A, §1, are amended to read:

**21. Information request.** For written response to a request for information on file, a fee of \$5; ~~and~~

**22. Service of process on Secretary of State as agent.** For accepting service of process under section 609, 610, 722 or 723, a fee of \$20; ~~and~~

**Sec. 60. 31 MRSA §751, sub-§23** is enacted to read:

**23. Report of name search.** For report of name search as provided by section 603, subsection 4, \$10.

**Sec. 61. 31 MRSA §757, sub-§1, ¶B**, as enacted by PL 1993, c. 718, Pt. A, §1, is amended to read:

B. The name of its registered agent and the address of its registered office in this State, including the street or rural route number, town or city and state, and, in the case of a foreign limited liability company, the address of its registered or principal office ~~in its jurisdiction of organization~~;

**Sec. 62. 31 MRSA §803, sub-§6** is enacted to read:

**6. Name search service.** To assist the public in determining the availability of a limited liability partnership name, the Secretary of State may make available to the public a name search service. Name searches conducted by the Secretary of State are preliminary in nature and may not reserve or register a limited liability partnership name or ensure the availability of a limited liability partnership name.

**Sec. 63. 31 MRSA §806, sub-§2, ¶¶D and E**, as enacted by PL 1995, c. 633, Pt. B, §1, are amended to read:

D. A statement that it is actually ~~engaged in doing~~ business activities;

E. A brief statement of the activities business in which it is engaged; and

**Sec. 64. 31 MRSA §826, sub-§1, ¶A**, as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

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

**Sec. 65. 31 MRSA §826, sub-§3**, as enacted by PL 1995, c. 633, Pt. B, §1, is repealed and the following enacted in its place:

**3. Unsworn falsification.** The execution of a certificate containing false statements constitutes unsworn falsification under Title 17-A, section 453.

**Sec. 66. 31 MRSA §852, sub-§2**, as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

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

**Sec. 67. 31 MRSA §852, sub-§3, ¶I**, as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

I. The address of the registered or principal office of the limited liability partnership in the jurisdiction of its organization or the principal office wherever located.

**Sec. 68. 31 MRSA §854, sub-§2-A** is enacted to read:

**2-A. Acceptance of designation of agent.** Unless the registered agent signed the document making the appointment, the appointment of a registered agent or a successor registered agent on whom process may be served is not effective until the agent delivers a written statement to the Secretary of State accepting the appointment.

**Sec. 69. 31 MRSA §859, sub-§1, ¶F**, as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

F. A foreign partnership that has its status as a limited liability partnership in this State revoked may be ~~requalified by applying under this subchapter~~ reinstated pursuant to section 874.

**Sec. 70. 31 MRSA §860, sub-§2**, as enacted by PL 1995, c. 633, Pt. B, §1, is repealed and the following enacted in its place:

**2. Unsworn falsification.** Section 826, subsection 3, governing unsworn falsification, and section 829, on liability for materially inaccurate statements, apply to foreign limited liability partnerships as if the application for authority to do business were a certificate of limited liability partnership of a registered limited liability partnership.

**Sec. 71. 31 MRSA §871, sub-§§1, 7, 10, 19 and 20**, as enacted by PL 1995, c. 633, Pt. B, §1, are amended to read:

**1. Reservation.** For filing an application for reservation of name, ~~an application for renewal of reservation~~ or a notice of transfer or cancellation of reservation pursuant to section 804, a fee of \$20 for each limited liability partnership affected;

**7. Penalty.** Except as provided in section ~~875~~ 874, as a penalty prior to being reinstated as a registered limited liability partnership under section 808, a fee of \$100;

**10. Foreign limited liability partnerships.** For filing an application for authority to do business as a foreign limited liability partnership under section 852, a certificate of amendment under section 855, except as provided in subsection 12, or a certificate of cancellation under section 857, a fee of \$250. For filing a certificate of amendment under section 855 to change the address of the registered or principal office ~~in the jurisdiction of its organization~~ or to change the contact partner, the fee is \$30;

**19. Information request.** For written response to a request for information on file, a fee of \$5; ~~and~~

**20. Service of process on Secretary of State as agent.** For accepting service of process under section 809, 810, 861 or 862, a fee of \$20; ~~and~~

**Sec. 72. 31 MRSA §871, sub-§21** is enacted to read:

**21. Report of name search.** For report of name search as provided by section 803, subsection 6, \$10.

**Sec. 73. 31 MRSA §873, sub-§1, ¶B**, as enacted by PL 1995, c. 633, Pt. B, §1, is amended to read:

B. The name of its registered agent and the address of its registered office in this State, including the street or rural route number, town or city and state, and, in the case of a foreign limited liability partnership, the address of its registered

or principal office ~~in its jurisdiction of organization~~;

See title page for effective date.

## CHAPTER 377

H.P. 1167 - L.D. 1644

### An Act to Give the Director of the Bureau of Labor Standards Rule-making Authority for All Wage and Hour and Other Related Laws That the Bureau of Labor Standards Is Charged with Enforcing

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

**Sec. 1. 26 MRSA §42, first ¶**, as repealed and replaced by PL 1989, c. 502, Pt. B, §24, is amended to read:

The bureau shall collect, assort and arrange statistical details relating to all departments of labor and industrial pursuits in the State; to trade unions and other labor organizations and their effect upon labor and capital; to the number and character of industrial accidents and their effect upon the injured, their dependent relatives and upon the general public; to other matters relating to the commercial, industrial, social, educational, moral and sanitary conditions prevailing within the State, including the names of firms, companies or corporations, where located, the kind of goods produced or manufactured, the time operated each year, the number of employees classified according to age and sex and the daily and average wages paid each employee; and the exploitation of such other subjects as will tend to promote the permanent prosperity of the industries of the State. The director is authorized and empowered, subject to the approval of the Governor, to accept from any other agency of government, individual, group or corporation such funds as may be available in carrying out this section, and meet such requirements with respect to the administration of such funds, not inconsistent with this section, as are required as conditions precedent to receiving such funds. An accounting of such funds and a report of the use to which they were put ~~shall~~ must be included in the biennial report to the Governor. Each agency of government shall cooperate fully with the bureau's efforts to compile labor and industrial statistics. The director shall cause to be enforced all laws regulating the employment of minors ~~and women~~; all laws established for the protection of health, lives and limbs of operators in workshops and factories, on railroads and in other places; all laws regulating the payment of wages; and all laws enacted for the protection of the working classes. The director