

STATE OF MAINE

—
IN THE YEAR OF OUR LORD
TWO THOUSAND AND FIFTEEN

—
H.P. 971 - L.D. 1425

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

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

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

§1118. Late reinstatement of nonprofit corporation after administrative dissolution

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

- A. Provide the name of the corporation and the effective date of its administrative dissolution;
- B. Provide a statement together with supporting documentation that the officer or director signing the application is duly authorized to act for the corporation;
- C. Establish that the grounds for dissolution either did not exist or have been eliminated;
- D. Demonstrate that the corporation's name satisfies the requirements of section 301-A or that the corporation is filing an amendment to change the name to satisfy the requirements of section 301-A;
- E. Attest that no lawsuits are pending against the corporation; and
- F. Explain the reason or reasons that reinstatement is being requested.

2. Determination of need to reinstate nonprofit corporation. If the Secretary of State determines that the application satisfies the requirements of subsection 1 and is accompanied by the reinstatement fee set forth in section 1401, subsection 35, the Secretary of State shall cancel the administrative dissolution and prepare a notice of reinstatement that recites that determination and the effective date of reinstatement. The Secretary of State may deny reinstatement if there are material misstatements provided in

the application. The Secretary of State shall use the procedures set forth in section 1113, subsection 7 to deliver the notice to the corporation.

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

Sec. 2. 13-B MRSA §1401, sub-§35, as repealed and replaced by PL 2007, c. 695, Pt.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

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

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

§1426. Late reinstatement of business corporation after administrative dissolution

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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