

§106. Filing of documents

1. Meaning of filing. Whenever any provision of this Act requires any document to be delivered for filing, or filed in accordance with this section, unless otherwise specifically stated in this Act and subject to any additional provisions of this Act, such requirement shall mean that:

A. The original or a duplicate original of the document shall be delivered to the Office of the Secretary of State; [PL 1977, c. 525, §13 (NEW).]

B. If the document records, reflects or depends upon any action taken by a vote or the consent of the members, the document shall include or be accompanied by a certificate of the clerk, the secretary or an assistant secretary of the corporation stating that he has in his custody minutes properly reflecting such action by the members; [PL 1977, c. 525, §13 (NEW).]

C. All fees required for filing the document shall be tendered to the Secretary of State; [PL 1977, c. 525, §13 (NEW).]

D. Upon delivery of the document and upon tender of the required fees, if the Secretary of State finds that the document conforms to the requirements of rules promulgated in accordance with this Act, the Secretary of State shall certify that the document has been filed in the Secretary of State's office by endorsing thereon the word "filed" and the day, month and year thereof, and by signing or initialing such endorsement in person or by agent; if the person delivering the document for filing so requests, such endorsement shall further include the hour and minute of the filing of the document. Such endorsement shall be known as the "filing date" of the document and shall be conclusive of the date, and the time if included in the endorsement, of filing in the absence of actual fraud. An identifying mark may be used in lieu of signing or initialing. The filing date shall be the date first received unless otherwise specified by law or rule. The Secretary of State shall thereafter file and index the original; [PL 1989, c. 501, Pt. L, §35 (AMD).]

E. The Secretary of State shall promptly make a copy of the original and shall attest the copy by making upon it the same endorsement which is required to appear upon the original, together with a further endorsement that the copy is a true copy of the original document; and [PL 1991, c. 465, §27 (AMD).]

F. The copy, so attested, must be returned to the person or persons delivering the documents to the Secretary of State and it must be retained as a part of the permanent records of the corporation. [PL 1991, c. 465, §27 (AMD).]
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2. Fully effective. Any document required to be filed shall be fully effective as of the filing date of the document.

[PL 1977, c. 525, §13 (NEW).]

3. Microfilmed. If he so determines by rule, the Secretary of State may copy, on microfilm, any document filed by him under this Act or under any predecessor of this Act and retain such microfilm copy in lieu of retaining the original as required by subsection 1, paragraph D; and he may thereafter destroy the original document or return it to the person who delivered the same to him for filing.

[PL 1977, c. 525, §13 (NEW).]

4. Inaccurate record filed. Whenever any document authorized to be filed with the Secretary of State under any provision of this Act has been so filed and is an inaccurate record of the corporate action therein referred to, or was defectively or erroneously executed, sealed or acknowledged, such document may be corrected by filing with the Secretary of State a certificate of correction of such document which shall be executed and delivered for filing in accordance with section 104 and this section. The certificate of correction shall specify the inaccuracy or defect to be corrected and shall set forth the portion of the instrument in corrected form. The corrected instrument shall be effective as of

the date the original instrument was filed, except as to those persons who are substantially and adversely affected by the correction, and as to those persons the corrected instrument shall be effective from the filing date.

[PL 1977, c. 525, §13 (NEW).]

5. Rulemaking. The Secretary of State may promulgate rules permitting the filing of documents by electronic transmission and permitting facsimile signatures on documents to be filed; and [PL 1989, c. 501, Pt. L, §36 (NEW).]

6. Document filing. The Secretary of State's duty to file documents under this section is ministerial. The Secretary of State's filing or refusing to file a document does not, except as otherwise provided by law or rule:

A. Affect the validity or invalidity of the document in whole or part; [PL 1989, c. 501, Pt. L, §36 (NEW).]

B. Relate to the correctness or incorrectness of information contained in the document; or [PL 1989, c. 501, Pt. L, §36 (NEW).]

C. Create a presumption that the document is valid or invalid or that the information contained in the document is correct or incorrect. [PL 1989, c. 501, Pt. L, §36 (NEW).]

[PL 1989, c. 501, Pt. L, §36 (NEW).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1989, c. 501, §§L35,36 (AMD). PL 1991, c. 465, §27 (AMD).

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