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

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

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

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

**Sec. 2. 13-B MRSA §1301, sub-§5,** as repealed and replaced by PL 1993, c. 680, Pt.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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## **SUMMARY**

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

1. It specifies the procedure for a registrant of a mark to follow in order to cancel the registration of that mark.

2. It provides that the name of a corporation that is excused from filing annual reports with the Secretary of State because it has ceased to carry on activities remains in the Secretary of State's record of corporate names and is protected for 5 years.

3. It provides that certain provisions of law that permit judicial dissolution of a corporation do not apply to a public corporation.

4. It specifies the provisions of law for a limited partnership or a limited liability company to follow in order to do business under an assumed name.

5. It amends the laws governing the fee charged in connection with the delivery to the Secretary of State of a certificate of merger or consolidation by a limited liability company.

6. It amends the laws governing fees charged in connection with foreign limited partnerships.