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

Emergency preamble. Whereas, acts and resolves of the Legislature do not become effective until 90 days after adjournment unless enacted as emergencies; and

Whereas, the Maine Revised Statutes, Title 5, chapter 6-A, which governs the appointment and maintenance of clerks and registered agents for business and nonprofit corporations, limited liability companies, limited partnerships and limited liability partnerships in this State, becomes effective July 1, 2008, and changes to that law and other entity laws administered by the Secretary of State must be in place by July 1, 2008 in order for the Secretary of State to properly administer these laws; and

Whereas, in the judgment of the Legislature, these facts create an emergency within the meaning of the Constitution of Maine and require the following legislation as immediately necessary for the preservation of the public peace, health and safety; now, therefore,

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

PART A

Sec. A-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 ~~receivereceives~~ 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. A-2. 13-B MRSA §1301, sub-§5, as repealed and replaced by PL 1993, c. 680, Pt.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. A-3. 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. A-4. 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. A-5. 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. A-6. 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~~ 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;

Sec. A-7. Effective date. This Part takes effect 90 days after adjournment of the Second Regular Session of the 123rd Legislature.

PART B

Sec. B-1. 5 MRSA §107, sub-§1, as enacted by PL 2007, c. 323, Pt. A, §1 and affected by Pt. G, §4, is amended to read:

1. Contents of statement. A commercial clerk or commercial registered agent may terminate its listing as a commercial clerk or commercial registered agent by filing with the Secretary of State a commercial clerk or commercial registered agent termination statement signed by or on behalf of the agent that states:

A. The name of the agent as currently listed under section 106; and

B. That the agent is no longer in the business of serving as a commercial clerk or commercial registered agent in this State; and

C. The name and address of the person to whom the commercial clerk or commercial registered agent sends the notice required by subsection 3.

Sec. B-2. 13-B MRSA §304-A is enacted to read:

§ 304-A. Registered agent of domestic nonprofit corporation

Each domestic nonprofit corporation must have and shall continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A.

Sec. B-3. 13-B MRSA §1212-B is enacted to read:

§ 1212-B. Registered agent of foreign nonprofit corporation

Each foreign nonprofit corporation must have and shall continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A.

Sec. B-4. 13-C MRSA §511, as enacted by PL 2007, c. 323, Pt. C, §11 and affected by Pt. G, §4, is amended by adding at the end a new paragraph to read:

The clerk required under this section is also governed by Title 5, chapter 6-A.

Sec. B-5. 13-C MRSA §1507-A is enacted to read:

§ 1507-A. Registered agent of foreign corporation

Each foreign corporation authorized to transact business in this State must have and shall continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A.

Sec. B-6. 31 MRSA §607-A is enacted to read:

§ 607-A. Registered agent of domestic limited liability company

Each domestic limited liability company must have and shall continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A.

Sec. B-7. 31 MRSA §714, sub-§2-B is enacted to read:

2-B. Registered agent. Each foreign limited liability company must have and shall continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A.

Sec. B-8. 31 MRSA §807-A is enacted to read:

§ 807-A. Registered agent of limited liability partnership

Each registered limited liability partnership must have and shall continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A.

Sec. B-9. 31 MRSA §854, sub-§2-B is enacted to read:

2-B. Registered agent. Each foreign limited liability partnership must have and shall continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A.

Sec. B-10. 31 MRSA §1314-A is enacted to read:

§ 1314-A. Registered agent of domestic or foreign limited partnership

Each limited partnership must have and shall continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A.

Emergency clause. In view of the emergency cited in the preamble, this legislation takes effect July 1, 2008 unless otherwise provided.

Effective July 1, 2008, unless otherwise indicated.