

**CHAPTER 1**

**GENERAL PROVISIONS**

**SUBCHAPTER 1**

**GENERAL PROVISIONS**

**§101. Short title**

This Title may be known and cited as the "Maine Business Corporation Act." [PL 2003, c. 344, Pt. B, §28 (AMD).]

**SECTION HISTORY**

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B28 (AMD).

**§102. Definitions**

As used in this Act, unless the context otherwise indicates, the following terms have the following meanings. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**1. Articles of incorporation.** "Articles of incorporation" means the original or restated articles of incorporation and all amendments thereto. "Articles of incorporation" includes articles of merger, articles of consolidation, articles of domestication, articles of conversion, a certificate of incorporation and what has previously been designated as "articles of agreement" for a corporation and certificate of organization. "Articles of incorporation" also includes special acts of the Legislature chartering corporations that could not be organized under general acts. If any document filed under this Act restates the articles of incorporation in their entirety, the articles do not include any prior documents. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2. Authorized shares.** "Authorized shares" means the shares of all classes that a domestic or foreign corporation is authorized to issue. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2-A. Close corporation.** "Close corporation" means a corporation that, at any given time, has not more than 20 shareholders of all classes of shares, whether or not the shareholders are entitled to vote. For purposes of determining whether a corporation is a close corporation, 2 or more persons owning shares of record in their names as joint tenants are counted as a single shareholder. [PL 2003, c. 344, Pt. B, §29 (NEW).]

**3. Conspicuous.** "Conspicuous" means so written, displayed or presented that a reasonable person against whom the writing is to operate should have noticed it. Words that are printed in italics, boldface, contrasting color or capitals or that are underlined are conspicuous. [PL 2011, c. 274, §1 (AMD).]

**4. Corporation; domestic corporation; domestic business corporation.** "Corporation," "domestic corporation" or "domestic business corporation" means a corporation for profit or with shares, that is not a foreign corporation, incorporated under or subject to the provisions of this Act. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**5. Deliver; delivery.** "Deliver" or "delivery" means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery and, if authorized in accordance with section 103-A, by electronic transmission. [PL 2011, c. 274, §2 (AMD).]

**6. Distribution.** "Distribution" means a direct or indirect transfer of money or other property, except a corporation's own shares, or incurrence of indebtedness by a corporation to or for the benefit of its shareholders in respect of any of its shares. A distribution may be in the form of a declaration or payment of a dividend; a purchase, redemption or other acquisition of shares; a distribution of indebtedness; or otherwise.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**6-A. Document.** "Document" means:

A. A tangible medium on which information is inscribed and includes any writing or any written instrument; or [PL 2011, c. 274, §3 (NEW).]

B. An electronic record. [PL 2011, c. 274, §3 (NEW).]  
[PL 2011, c. 274, §3 (NEW).]

**7. Domestic unincorporated entity.** "Domestic unincorporated entity" means an unincorporated entity whose internal affairs are governed by the laws of this State.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**8. Effective date of notice.** "Effective date of notice" has the meaning set forth in section 103-A. [PL 2011, c. 274, §4 (AMD).]

**8-A. Electronic.** "Electronic" means relating to technology that has electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities.  
[PL 2011, c. 274, §5 (NEW).]

**8-B. Electronic record.** "Electronic record" means information that is stored in an electronic or other medium and is retrievable in paper form through an automated process used in conventional commercial practice, unless otherwise authorized in accordance with section 103-A, subsection 10.  
[PL 2011, c. 274, §6 (NEW).]

**9. Electronic transmission; electronically transmitted.** "Electronic transmission" or "electronically transmitted" means any form or process of communication, not directly involving the physical transfer of paper or other tangible medium, that:

A. Is suitable for the retention, retrieval and reproduction of information by the recipient; and [PL 2011, c. 274, §7 (NEW).]

B. Is retrievable in paper form by the recipient through an automated process used in conventional commercial practice, unless otherwise authorized in accordance with section 103-A, subsection 10.  
[PL 2011, c. 274, §7 (NEW).]  
[PL 2011, c. 274, §7 (RPR).]

**10. Employee.** "Employee" includes an officer of a domestic or foreign corporation but does not include a director. A director may accept duties that make that director also an employee.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**11. Entity.** "Entity" includes a domestic or foreign business corporation; a domestic or foreign nonprofit corporation; an estate; a partnership; a trust; 2 or more persons having a joint or common economic interest; a domestic or foreign unincorporated entity; a state; the United States; and a foreign government.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**11-A. Expenses.** "Expenses" means reasonable expenses of any kind that are incurred in connection with a matter, including, but not limited to, attorney's fees.

[PL 2007, c. 289, §1 (NEW).]

**12. Filing entity.** "Filing entity" means an unincorporated entity that is created by filing a public organic document.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**13. Foreign corporation; foreign business corporation.** "Foreign corporation" or "foreign business corporation" means a corporation incorporated for profit under a law other than the law of this State that would be a business corporation if incorporated under the laws of this State.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**14. Foreign nonprofit corporation.** "Foreign nonprofit corporation" means a corporation incorporated under a law other than the law of this State that would be a nonprofit corporation if incorporated under the laws of this State.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**15. Foreign unincorporated entity.** "Foreign unincorporated entity" means an unincorporated entity whose internal affairs are governed by an organic law of a jurisdiction other than this State.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**16. Governmental subdivision.** "Governmental subdivision" includes an authority, county, district and municipality.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**17. Includes.** "Includes" denotes a partial definition.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**18. Individual.** "Individual" means a natural person.

[PL 2003, c. 344, Pt. B, §30 (AMD).]

**19. Interest.** "Interest" means either or both of the following rights under the organic law of an unincorporated entity:

A. A right to receive distributions from the entity either in the ordinary course or upon liquidation, including as an assignee; and [PL 2003, c. 344, Pt. B, §30 (AMD).]

B. A right to receive notice or vote on issues involving the internal affairs of an unincorporated entity, other than as an agent, assignee, proxy or person responsible for managing the business and affairs of the entity. [PL 2003, c. 344, Pt. B, §30 (AMD).]

[PL 2003, c. 344, Pt. B, §30 (AMD).]

**19-A. Interest holder.** "Interest holder" means a person who holds of record an interest.

[PL 2003, c. 344, Pt. B, §31 (NEW).]

**20. Means.** "Means" denotes an exhaustive definition.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**21. Membership.** "Membership" means the rights of a member in a domestic or foreign nonprofit corporation.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**22. Nonfiling entity.** "Nonfiling entity" means an unincorporated entity that is not created by filing a public organic document.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**23. Nonprofit corporation; domestic nonprofit corporation.** "Nonprofit corporation" or "domestic nonprofit corporation" means a corporation incorporated under the laws of this State and subject to the provisions of Title 13, chapter 81 or 93 or the Maine Nonprofit Corporation Act.

[PL 2003, c. 344, Pt. B, §32 (AMD).]

**24. Notice.** "Notice" has the meaning set forth in section 103-A.

[PL 2011, c. 274, §8 (AMD).]

**25. Organic document.** "Organic document" means a public organic document or a private organic document.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**26. Organic law.** "Organic law" means the statute governing the internal affairs of a domestic or foreign business or nonprofit corporation or unincorporated entity.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**27. Owner liability.** "Owner liability" means personal liability for a debt, obligation or liability of a domestic or foreign business or nonprofit corporation or unincorporated entity that is imposed on a person:

A. Solely by reason of the person's status as a shareholder, member or interest holder; or [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. By the articles of incorporation, bylaws or an organic document pursuant to a provision of the organic law authorizing the articles of incorporation, bylaws or an organic document to make one or more specified shareholders, members or interest holders liable in their capacity as shareholders, members or interest holders for all or specified debts, obligations or liabilities of the entity. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**28. Person.** "Person" includes an individual and an entity.  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**29. Principal office.** "Principal office" means the office so designated in the annual report where the principal executive offices of a domestic or foreign corporation are located.  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**30. Private organic document.** "Private organic document" means any document other than the public organic document, if any, that determines the internal governance of an unincorporated entity. When a private organic document has been amended or restated, "private organic document" means the private organic document as last amended or restated.  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**30-A. Public corporation.** "Public corporation" means a corporation that has a class or series of shares listed on a national securities exchange, a class or series of shares that is a covered security under the federal Securities Act of 1933, Section 18(b)(1)(A) or (B), as amended, or a class or series of equity securities registered under Section 12 of the federal Securities Exchange Act of 1934, as amended.  
[PL 2007, c. 289, §2 (NEW).]

**31. Public organic document.** "Public organic document" means the document, if any, that is filed as a public record to create an unincorporated entity. When a public organic document has been amended or restated, "public organic document" means the public organic document as last amended or restated.  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**32. Proceeding.** "Proceeding" includes a civil suit and criminal, administrative and investigatory action.  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**32-A. Qualified director.** "Qualified director" is defined in this subsection.

A. As used in this subsection, unless the context otherwise indicates, the following terms have the following meanings:

(1) "Director's conflicting-interest transaction" has the same meaning as in section 871;

- (2) "Material interest" means an actual or potential benefit or detriment, other than one that would devolve on the corporation or the shareholders generally, that would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken; and
- (3) "Material relationship" means a familial, financial, professional, employment or other relationship that would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken. [PL 2007, c. 289, §3 (NEW).]
- B. "Qualified director" means a person who, at the time action is to be taken under:
- (1) Section 755, does not have:
    - (a) A material interest in the outcome of the proceeding; or
    - (b) A material relationship with a person who has such an interest;
  - (2) Section 854 or 856:
    - (a) Is not a party to the proceeding;
    - (b) Is not a director as to whom a transaction is a director's conflicting-interest transaction or who sought a disclaimer of the corporation's interest in a business opportunity under section 881, which transaction or disclaimer is challenged in the proceeding; and
    - (c) Does not have a material relationship with a director described in division (a) or (b);
  - (3) Section 873, is not a director:
    - (a) As to whom the transaction is a director's conflicting-interest transaction; or
    - (b) Who has a material relationship with another director as to whom the transaction is a director's conflicting-interest transaction;
  - (4) Section 881, would be a qualified director under subparagraph (3) if the business opportunity was a director's conflicting-interest transaction; or
  - (5) Section 202, subsection 2, paragraph F, is not a director:
    - (a) To whom the limitation or elimination of a duty of an officer to offer potential business opportunities to the corporation would apply; or
    - (b) Who has a material relationship with another officer to whom the limitation or elimination would apply. [PL 2015, c. 259, §1 (AMD).]
- C. The presence of one or more of the following circumstances does not automatically prevent a director from being a qualified director:
- (1) Nomination or election of the director to the board by a director who is not a qualified director with respect to the matter, or by any person who has a material relationship with that director, acting alone or participating with others;
  - (2) Service as a director of another corporation of which a director who is not a qualified director with respect to the matter or any individual who has a material relationship with that director is or was also a director; or
  - (3) With respect to action to be taken under section 755, status as a named defendant, as a director against whom action is demanded or as a director who approved the conduct being challenged. [PL 2007, c. 289, §3 (NEW).]
- [PL 2015, c. 259, §1 (AMD).]

**33. Record date.** "Record date" means the date established under chapter 6 or 7 on which a corporation determines the identity of its shareholders and their shareholdings for purposes of this Act.

The determinations must be made as of the close of business on the record date unless another time for doing so is specified when the record date is fixed.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**34. Shareholder.** "Shareholder" means the person in whose name shares are registered in the records of a corporation or the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with a corporation.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**35. Shares.** "Shares" means the units into which the proprietary interests in a corporation are divided.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**36. Sign; signature.** "Sign" or "signature" means, with present intent to authenticate or adopt the document:

A. To execute or adopt a tangible symbol to a document and includes any manual, facsimile or conformed signature; or [PL 2011, c. 274, §9 (NEW).]

B. To attach or logically associate with an electronic transmission an electronic sound, symbol or process and includes an electronic signature in an electronic transmission. [PL 2011, c. 274, §9 (NEW).]

[PL 2011, c. 274, §9 (RPR).]

**37. State.** "State," when referring to a part of the United States, includes a state or commonwealth and its agencies and governmental subdivisions and a territory or insular possession of the United States and its agencies and governmental subdivisions.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**38. Subscriber.** "Subscriber" means a person who subscribes for shares in a corporation, whether before or after incorporation.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**39. Unincorporated entity.** "Unincorporated entity" means an organization or artificial legal person that either has a separate legal existence or has the power to acquire an estate in real property in its own name and that is not any of the following: a domestic or foreign business or nonprofit corporation; an estate; a trust; a state; the United States; or a foreign government. "Unincorporated entity" includes, but is not limited to, a general partnership, limited liability company, limited partnership, business trust, joint stock association and unincorporated nonprofit association.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**40. United States.** "United States" includes a district, authority, bureau, commission, department and any other agency of the United States.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**41. Voting group.** "Voting group" means all shares of one or more classes or series that under the articles of incorporation or this Act are entitled to vote and be counted together collectively on a matter at a meeting of shareholders. All shares entitled by the articles of incorporation or this Act to vote generally on a matter are for that purpose a single voting group.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**42. Voting power.** "Voting power" means the current power to vote in the election of directors.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**43. Writing; written.** "Writing" or "written" means any information in the form of a document.

[PL 2011, c. 274, §10 (NEW).]

SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §§B29-32 (AMD). PL 2007, c. 289, §§1-3 (AMD). PL 2011, c. 274, §§1-10 (AMD). PL 2015, c. 259, §1 (AMD).

### §103. Notice

**(REPEALED)**

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2007, c. 323, Pt. C, §§1, 2 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF). PL 2011, c. 274, §11 (RP).

#### §103-A. Notice or other communication

**1. Written notice required unless oral notice reasonable; English.** Notice under this Act must be in writing unless oral notice is reasonable under the circumstances. Unless otherwise agreed by the sender and the recipient, words in a notice or other communication under this Act must be in English. [PL 2011, c. 274, §12 (NEW).]

**2. Methods of communicating notice.** A notice or other communication may be given or sent by any method of delivery, except that electronic transmissions must be in accordance with this section. If these methods of delivery are impracticable, a notice or other communication may be communicated by a newspaper of general circulation in the area where published or by radio, television or other form of public broadcast communication. [PL 2011, c. 274, §12 (NEW).]

**3. Written notice to corporation.** Written notice to a domestic or foreign corporation authorized to transact business in this State is governed by Title 5, section 113. [PL 2011, c. 274, §12 (NEW).]

**4. Communication by electronic transmission.** Notice or other communication may be delivered by electronic transmission if consented to by the recipient or if authorized by subsection 11. [PL 2011, c. 274, §12 (NEW).]

**5. Revocation of consent to electronic transmission.** Any consent under subsection 4 may be revoked by the person who consented by written or electronic notice to the person to whom the consent was delivered. Any such consent is deemed revoked if:

A. The corporation is unable to deliver 2 consecutive electronic transmissions given by the corporation in accordance with such consent; and [PL 2011, c. 274, §12 (NEW).]

B. Such inability becomes known to the clerk, the secretary or an assistant secretary of the corporation or to the transfer agent or other person responsible for the giving of notice or other communication. The inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action. [PL 2011, c. 274, §12 (NEW).]

[PL 2011, c. 274, §12 (NEW).]

**6. Receipt of electronic transmission.** Unless otherwise agreed between the sender and the recipient, an electronic transmission is deemed received when:

A. It enters an information processing system that the recipient has designated or uses for the purposes of receiving electronic transmissions or information of the type sent and from which the recipient is able to retrieve the electronic transmission; and [PL 2011, c. 274, §12 (NEW).]

B. It is in a form capable of being processed by the information processing system described in paragraph A. [PL 2011, c. 274, §12 (NEW).]

[PL 2011, c. 274, §12 (NEW).]

**7. Receipt from information processing system.** Receipt of an electronic acknowledgment from an information processing system described in subsection 6, paragraph A establishes that an electronic

transmission was received but, by itself, does not establish that the content sent corresponds to the content received.

[PL 2011, c. 274, §12 (NEW).]

**8. No individual aware of receipt.** An electronic transmission is received under this section even if no individual is aware of its receipt.

[PL 2011, c. 274, §12 (NEW).]

**9. Notice or communication; when effective.** Notice or other communication, if in a comprehensible form or manner, is effective at the earliest of the following:

A. If in physical form, the earliest of when it is actually received and when it is left at:

(1) A shareholder's address shown on the corporation's record of shareholders maintained by the corporation under section 1601, subsection 3;

(2) A director's residence or usual place of business; or

(3) The corporation's principal place of business; [PL 2011, c. 274, §12 (NEW).]

B. If mailed by United States mail postage prepaid and correctly addressed to a shareholder, upon deposit in the United States mail; [PL 2011, c. 274, §12 (NEW).]

C. If mailed by United States mail postage prepaid and correctly addressed to a recipient other than a shareholder, the earliest of when it is actually received and:

(1) If sent by registered or certified mail, return receipt requested, the date shown on the return receipt signed by or on behalf of the addressee; or

(2) Five days after it is deposited in the United States mail; [PL 2011, c. 274, §12 (NEW).]

D. If an electronic transmission, when it is received as provided in subsection 6; or [PL 2011, c. 274, §12 (NEW).]

E. If oral, when communicated. [PL 2011, c. 274, §12 (NEW).]

[PL 2011, c. 274, §12 (NEW).]

**10. Electronic transmission that cannot be directly reproduced in paper.** A notice or other communication may be in the form of an electronic transmission that cannot be directly reproduced in paper form by the recipient through an automated process used in conventional commercial practice only if:

A. The electronic transmission is otherwise retrievable in perceivable form; and [PL 2011, c. 274, §12 (NEW).]

B. The sender and the recipient have consented in writing to the use of such form of electronic transmission. [PL 2011, c. 274, §12 (NEW).]

[PL 2011, c. 274, §12 (NEW).]

**11. Specific notice requirements govern.** If this Act prescribes requirements for notices or other communications in particular circumstances, those requirements govern. If articles of incorporation or bylaws prescribe requirements for notices or other communications not inconsistent with this section or other provisions of this Act, those requirements govern. The articles of incorporation or bylaws may authorize or require delivery of notices of meetings of directors by electronic transmission.

[PL 2011, c. 274, §12 (NEW).]

**12. Computation of time for notice purposes.** In computing the time for the giving of any notice required or permitted under this Act, or under the articles or bylaws of a corporation, or a resolution of its shareholders or directors, the day on which the notice is given is excluded in the computation of time and the day when the act for which notice is given is to be done is included in the computation of time, unless the instrument calling for notice specifically provides otherwise.

[PL 2011, c. 274, §12 (NEW).]

#### SECTION HISTORY

PL 2011, c. 274, §12 (NEW).

### §104. Number of shareholders; householding

**1. Identified as one shareholder.** For purposes of this Act, the following identified as a shareholder in a corporation's current record of shareholders constitutes one shareholder:

A. Three or fewer co-owners; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. A corporation, partnership, trust, estate or other entity; and [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. The trustees, guardians, custodians or other fiduciaries of a single trust, estate, or account. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2. Registered in substantially similar names.** For purposes of this Act, shareholdings registered in substantially similar names constitute one shareholder if it is reasonable to believe that the names represent the same person.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**3. Householding.** A corporation is considered to have delivered written notice or any other report or statement under this Act, the articles of incorporation or the bylaws to all shareholders who share a common address if:

A. The corporation delivers one copy of the notice, report or statement to the common address; [PL 2007, c. 289, §4 (NEW).]

B. The corporation addresses the notice, report or statement to those shareholders either as a group or to each of those shareholders individually or to the shareholders in a form to which each of those shareholders has consented; and [PL 2007, c. 289, §4 (NEW).]

C. Each of those shareholders consents to delivery of a single copy of such notice, report or statement to the shareholders' common address. [PL 2007, c. 289, §4 (NEW).]

Consent given under paragraph C is revocable by any shareholder who delivers written notice of revocation to the corporation. If written notice of revocation is delivered, the corporation shall begin providing individual notices, reports or other statements to the revoking shareholder no later than 30 days after delivery of the written notice of revocation.

A shareholder who fails to object by written notice to the corporation within 60 days of written notice by the corporation of its intention to send single copies of notices, reports or statements to shareholders who share a common address as permitted by paragraph A is deemed to have consented to receiving a single copy at the common address.

[PL 2007, c. 289, §4 (NEW).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2007, c. 289, §4 (AMD).

### §105. Reservation of power

The Legislature of this State has the power to amend or repeal all or part of this Act at any time, and all domestic and foreign corporations subject to this Act are governed by the amendment or repeal. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF).

## SUBCHAPTER 2

### FILING DOCUMENTS

#### §121. Requirements for documents; extrinsic facts

To be entitled to filing with the office of the Secretary of State, a document must satisfy the following requirements and the requirements of any other section of this Act. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**1. Filing in office of Secretary of State.** Filing of the document in the office of the Secretary of State must be permitted or required by this Act. [PL 2003, c. 344, Pt. B, §33 (AMD).]

**2. Information.** The document must contain the information required by this Act. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**3. Form; format.** The document must be legibly typewritten or printed in ink or, if electronically transmitted, it must be in a format that can be retrieved or reproduced in typewritten or printed form. [PL 2003, c. 344, Pt. B, §33 (AMD).]

**4. English language.** The document must be in the English language, except that:

A. A corporate name need not be in English if written using the Roman alphabet or Arabic or Roman numerals; and [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. The certificate of existence required of foreign corporations under section 130 need not be in English if accompanied by a reasonably authenticated English translation. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**5. Executed.** The document must be executed and dated:

A. By the chair of the board of directors of a domestic or foreign corporation, by its president or by another of its officers; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. By an incorporator, if directors have not been selected or the corporation has not been formed; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. By a fiduciary, if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary; or [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

D. By the clerk of the corporation. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**6. Signature; corporate seal.** The person executing the document shall sign it and state beneath or opposite that signature the person's name and the capacity in which the person signs. The document may but need not contain a corporate seal, attestation, acknowledgment or verification.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**7. Prescribed form.** If the Secretary of State has prescribed a mandatory form for the document under section 122, the document must be in or on the prescribed form.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**8. Delivery.** The document must be delivered to the office of the Secretary of State for filing. Delivery may be made by electronic transmission if and to the extent permitted by the Secretary of State.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**9. Fee.** At the time of delivery, the correct filing fee and any reinstatement fee or penalty must be paid or provision for payment made in a manner permitted by the Secretary of State.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**10. Extrinsic facts.** This subsection applies whenever a provision of this Title permits any of the terms of a plan or a filed document to be dependent on facts objectively ascertainable outside the plan or filed document.

A. The manner in which the facts will operate upon the terms of the plan or filed document must be set forth in the plan or filed document. [PL 2003, c. 344, Pt. B, §33 (NEW).]

B. The facts upon which the terms of a plan or filed document depend may include, but are not limited to:

(1) Any of the following that is available in a nationally recognized news or information medium either in print or electronically:

- (a) Statistical or market indices;
- (b) Market prices of any security or group of securities;
- (c) Interest rates;
- (d) Currency exchange rates; or
- (e) Similar economic or financial data;

(2) A determination or action by any person or body, including the corporation or any other party to a plan or filed document; or

(3) The terms of, or actions taken under, an agreement to which the corporation is a party or any other agreement or document. [PL 2003, c. 344, Pt. B, §33 (NEW).]

C. As used in this subsection:

(1) "Filed document" means a document filed with the Secretary of State under any provision of this Title except chapter 15 or section 1621; and

(2) "Plan" means a plan of domestication, nonprofit conversion, entity conversion, merger or share exchange. [PL 2003, c. 344, Pt. B, §33 (NEW).]

D. The following provisions of a plan or filed document may not be made dependent on facts outside the plan or filed document:

- (1) The name and address of any person required in a filed document;
- (2) The registered office of any entity required in a filed document;
- (3) The clerk or registered agent of any entity required in a filed document;
- (4) The number of authorized shares and designation of each class or series of shares;
- (5) The effective date of a filed document; and
- (6) Any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which that approval was given. [PL 2003, c. 344, Pt. B, §33 (NEW).]

E. If a provision of a filed document is made dependent on a fact ascertainable outside of the filed document, and that fact is not ascertainable by reference to a source described in paragraph B,

subparagraph (1) or a document that is a matter of public record, or the affected shareholders have not received notice of the fact from the corporation, then the corporation shall file with the Secretary of State articles of amendment setting forth the fact promptly after the time when the fact referred to is first ascertainable or changes. Articles of amendment under this paragraph are deemed to be authorized by the authorization of the original filed document or plan to which they relate and may be filed by the corporation without further action by the board of directors or the shareholders. [PL 2003, c. 344, Pt. B, §33 (NEW).]

[PL 2003, c. 344, Pt. B, §33 (NEW).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B33 (AMD).

#### §122. Forms

The Secretary of State may prescribe and furnish on request forms for any documents required or permitted to be filed by this Act. If the Secretary of State so requires, use of these forms is mandatory. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF).

#### §123. Filing, service and copying fees

**1. Filing fees.** The following fees must be paid to the Secretary of State.

A. For articles of incorporation, the fee is \$145. [PL 2003, c. 673, Pt. WWW, §11 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]

B. For an application for the use of an indistinguishable name, the fee is \$20. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. For an application for a reserved name, the fee is \$20. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

D. For a notice of transfer of a reserved name, the fee is \$20. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

E. For an application for a registered name, per month or portion of a month, the fee is \$20. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

F. For an application for renewal of a registered name, the fee is \$200. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

G. [PL 2007, c. 323, Pt. C, §3 (RP); PL 2007, c. 323, Pt. G, §4 (AFF).]

H. [PL 2007, c. 323, Pt. C, §4 (RP); PL 2007, c. 323, Pt. G, §4 (AFF).]

I. [PL 2007, c. 323, Pt. C, §5 (RP); PL 2007, c. 323, Pt. G, §4 (AFF).]

J. [PL 2007, c. 323, Pt. C, §6 (RP); PL 2007, c. 323, Pt. G, §4 (AFF).]

K. For an amendment of articles of incorporation, the fee is \$50. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]

L. For a restatement of articles of incorporation, the fee is \$80. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

M. For articles of merger or share exchange, the fee is \$100. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]

N. For articles of domestication, the fee is \$145. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]

- O. For articles of charter surrender, the fee is \$90. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]
- P. For articles of nonprofit conversion, the fee is \$145. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]
- Q. For articles of domestication and conversion, the fee is \$145. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]
- R. For articles of entity conversion, the fee is \$145. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]
- S. For articles of dissolution, the fee is \$75. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]
- T. For articles of revocation of dissolution, the fee is \$75. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]
- U. For an application for reinstatement following administrative dissolution for failure to file an annual report, the fee is \$150. The maximum reinstatement fee may not exceed \$600, regardless of the number of delinquent reports or the period of delinquency. [PL 2005, c. 12, Pt. FF, §4 (AMD).]
- V. For an application for reinstatement following administrative dissolution for failure to pay the annual report late filing penalty, the fee is \$150. [PL 2005, c. 12, Pt. FF, §4 (AMD).]
- W. For an application for reinstatement following administrative dissolution for failure to appoint or maintain a clerk, the fee is \$150. [PL 2007, c. 323, Pt. C, §7 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]
- X. For an application for reinstatement following administrative dissolution for failure to notify the Secretary of State that its clerk or the address of its clerk has been changed or that its clerk has resigned, the fee is \$150. [PL 2007, c. 323, Pt. C, §8 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]
- Y. For a certificate of judicial dissolution, there is no fee. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]
- Z. For an application for authority, the fee is \$250. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]
- AA. For an amended application for authority, the fee is \$70, except that for a change in address of a foreign corporation's principal office, wherever located, as provided by section 1504, subsection 2, paragraph E, the fee is \$35. [PL 2003, c. 631, §13 (AMD).]
- BB. For an application for withdrawal of authority, the fee is \$90. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]
- CC. For an application for transfer of authority, the fee is \$70. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]
- DD. For an annual report or amended annual report, the fee is \$85. [PL 2003, c. 673, Pt. XXX, §2 (AMD); PL 2003, c. 673, Pt. XXX, §10 (AFF).]
- DD-1. For an annual report or amended annual report for a foreign business corporation, the fee is \$150. [PL 2003, c. 673, Pt. XXX, §3 (NEW); PL 2003, c. 673, Pt. XXX, §10 (AFF).]
- EE. For failing to deliver an annual report by its due date, in addition to the annual report filing fee, the fee is \$50. [PL 2005, c. 12, Pt. FF, §5 (AMD).]
- FF. For articles of correction, the fee is \$50. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]

GG. For a certificate of existence, authorization or fact, the fee is \$30. [PL 2003, c. 344, Pt. B, §35 (AMD).]

HH. For an application for excuse, the fee is \$40. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]

II. For a certificate of resumption, the fee is \$100. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]

JJ. For an application for an assumed name, the fee is \$125. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]

KK. For an application for a fictitious name adopted by a foreign corporation authorized to transact business in this State because its real name is unavailable, the fee is \$40. [PL 2003, c. 673, Pt. WWW, §13 (AMD); PL 2003, c. 673, Pt. WWW, §37 (AFF).]

LL. For an application for termination of an assumed or fictitious name, the fee is \$20. [PL 2003, c. 344, Pt. B, §35 (AMD).]

MM. For any other document required or permitted to be filed by this Act, the fee is \$35. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

NN. For preclearance of any document for filing, the fee is \$100. [PL 2003, c. 631, §14 (NEW).]

OO. For an application for revival after dissolution under section 1425, the fee is \$150. [PL 2007, c. 231, §20 (NEW).]  
[PL 2007, c. 231, §20 (AMD); PL 2007, c. 323, Pt. C, §§3-8 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

**2. Service of process fee.** The Secretary of State shall collect a fee of \$20 each time process is served on the Secretary of State under this Title. The party to a proceeding causing service of process is entitled to recover this fee as costs if that party prevails in the proceeding.  
[PL 2003, c. 344, Pt. B, §36 (AMD).]

**3. Copying and certifying fees.** The Secretary of State shall charge the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation.

A. For copying, the fee is \$2 per page. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. For certifying the copy, the fee is \$5. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §§B34-36 (AMD). PL 2003, c. 631, §§13,14 (AMD). PL 2003, c. 673, §§WWW11-13,X XX2 (AMD). PL 2003, c. 673, §§WWW37,XXX1 0 (AFF). PL 2005, c. 12, §§FF3-5 (AMD). PL 2007, c. 231, §20 (AMD). PL 2007, c. 323, Pt. C, §§3-8 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF).

#### §124. Expedited service

The Secretary of State may provide expedited service for the processing of documents in accordance with this Act. The Secretary of State shall establish a fee schedule and adopt rules to set forth the procedures governing this expedited service. All fees collected as provided by this section must be deposited into a fund for use by the Secretary of State in providing improved filing service.  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF).

**§125. Effective time and date of document**

Except as provided in section 126, subsection 3, a document accepted for filing takes effect on the date and at the time of filing, as evidenced by such means as the Secretary of State may use for the purpose of recording the date and time of filing, except that: [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**1. Time specified in document.** If the document specifies a time as to its effective time on the date filed, then the document takes effect on the date filed and at the time specified; and [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2. Delayed effective date; time.** If the document specifies a delayed effective time and date, the document takes effect on the time and date specified, as long as the delayed effective date for the document is not later than the 90th day after the date it is filed. If the document specifies a delayed effective date but does not specify a time, the document is effective at the close of business on the specified date.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**SECTION HISTORY**

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF).

**§126. Correcting filed document**

**1. Correction authorized.** A domestic or foreign corporation may correct a document filed by the Secretary of State if:

A. The document contains an inaccuracy; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. The document was defectively executed, attested, sealed, verified or acknowledged; or [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. The electronic transmission of the document was defective. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2. Method of correcting documents.** A domestic or foreign corporation may correct a document by preparing articles of correction that:

A. Describe the document, including its filing date; [PL 2003, c. 344, Pt. B, §37 (AMD).]

B. Specify the inaccuracy or defect to be corrected; [PL 2003, c. 344, Pt. B, §37 (AMD).]

C. Correct the inaccuracy or defect; and [PL 2003, c. 344, Pt. B, §37 (AMD).]

D. Provide the jurisdiction of incorporation and the date on which the foreign corporation was authorized to transact business in this State. [PL 2003, c. 344, Pt. B, §37 (NEW).]

The domestic or foreign corporation shall deliver the articles of correction to the Secretary of State for filing.

[PL 2003, c. 344, Pt. B, §37 (AMD).]

**3. Effective date of correction.** Articles of correction take effect on the effective date of the document they correct except that, as to persons relying on the uncorrected document and adversely affected by the correction, articles of correction take effect when filed.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**SECTION HISTORY**

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B37 (AMD).

**§127. Filing duty of Secretary of State**

**1. Duty to file.** If a document delivered to the office of the Secretary of State for filing pursuant to this Act satisfies the requirements of section 121, the Secretary of State shall file the document. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2. Recording as filed; acknowledgment.** The Secretary of State files a document pursuant to subsection 1 by recording it as filed on the date of receipt. After filing a document, the Secretary of State shall deliver to the domestic or foreign corporation or its representative a copy of the document with an acknowledgement of the date of filing. If the person delivering the document for filing so requests, the acknowledgment must further include the hour and minute of filing. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**3. Refusal to file; written explanation.** If the Secretary of State refuses to file a document, the Secretary of State shall return it to the domestic or foreign corporation or its representative within 5 days after the document was delivered, together with a brief, written explanation of the reason for the refusal. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**4. Ministerial.** The Secretary of State's duty to file a document under this section is ministerial, and the filing or refusal to file a document does not:

A. Affect the validity or invalidity of the document in whole or part; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. Relate to the correctness or incorrectness of information contained in the document; or [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF).

#### §128. Appeal Secretary of State's refusal to file document

**1. Commencing an appeal.** If the Secretary of State refuses to file a document delivered to the Secretary of State's office for filing, the domestic or foreign corporation within 30 days after the return of the document may appeal the refusal to the Superior Court of the county where the corporation's principal office is located or, if there is not a principal office in this State, of Kennebec County. The appeal is commenced by petitioning the court to compel filing of the document and by attaching to the petition the document and the Secretary of State's explanation of the refusal to file. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2. Court order.** Upon the receipt of a petition filed under subsection 1, the court may summarily order the Secretary of State to file a document or take other action the court considers appropriate. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**3. Appeal court's decision.** The court's final decision may be appealed as in other civil proceedings. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF).

#### §129. Evidentiary effect of copy of filed document

A certificate from the Secretary of State delivered with a copy of a document filed by the Secretary of State pursuant to section 127 is conclusive evidence that the original document is on file with the Secretary of State. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF).

#### §130. Certificate of existence; certificate of authority; certificate of fact

**1. Application.** Any person may apply to the Secretary of State to furnish a certificate of existence for a domestic corporation or a certificate of authority for a foreign corporation.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2. Contents.** A certificate of existence or certificate of authority sets forth:

A. The corporation's name used in this State; [PL 2003, c. 631, §15 (AMD).]

B. That, if a domestic corporation, the corporation is duly incorporated under the laws of this State and the date of its incorporation; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. That, if a foreign corporation, the foreign corporation is authorized to transact business in this State, the date on which the corporation was authorized to transact business in this State and its jurisdiction of incorporation; [PL 2003, c. 344, Pt. B, §38 (AMD).]

D. That all fees and penalties owed to this State have been paid if:

(1) Payment is reflected in the records of the Secretary of State; and

(2) Nonpayment affects the existence or authorization of the domestic or foreign corporation; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

E. That the corporation's most recent annual report required by section 1621 has been delivered to the Secretary of State; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

F. That, if the corporation is a domestic corporation, articles of dissolution relating to that corporation have not been filed; and [PL 2003, c. 344, Pt. B, §38 (AMD).]

G. Other facts of record in the office of the Secretary of State that may be requested by the applicant under subsection 1. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2003, c. 631, §15 (AMD).]

**3. Evidence of existence or authority.** Subject to any qualification stated in the certificate, a certificate of existence or certificate of authority issued by the Secretary of State may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in this State.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**4. Certificate of fact.** In addition to a certificate authorized under subsection 2, the Secretary of State may issue a certificate attesting to any fact of record in the office of the Secretary of State that may be requested by the applicant under subsection 1.

[PL 2003, c. 344, Pt. B, §39 (NEW).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §§B38-39 (AMD). PL 2003, c. 631, §15 (AMD).

#### §131. Penalty for signing false document

A person commits a Class E crime if that person signs a document pursuant to this Act knowing it is false in any material respect with intent that the document be delivered to the Secretary of State for filing. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF).

#### §132. Unsworn falsification

The execution of a certificate or articles containing one or more false statements constitutes unsworn falsification under Title 17-A, section 453. [PL 2011, c. 274, §13 (NEW).]

#### SECTION HISTORY

PL 2011, c. 274, §13 (NEW).

### SUBCHAPTER 3

#### SECRETARY OF STATE

#### §141. Powers

The Secretary of State has the power reasonably necessary to perform the duties required of the Secretary of State by this Act, including the power to make rules not inconsistent with this Act. Rules adopted pursuant to this Act are routine technical rules as defined in Title 5, chapter 375, subchapter II-A. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF).

#### §142. Access to Secretary of State's database

The Secretary of State may provide public access to the database of the Department of the Secretary of State through a dial-in modem, public terminals and electronic duplicates of the database. If access to the database is provided to the public, the Secretary of State may adopt rules to establish a fee schedule and governing procedures. Rules adopted pursuant to this section are routine technical rules as defined in Title 5, chapter 375, subchapter 2-A. [PL 2003, c. 344, Pt. B, §40 (NEW).]

#### SECTION HISTORY

PL 2003, c. 344, §B40 (NEW).

#### §143. Publications

**1. Informational publications.** The Secretary of State may establish by rule a fee schedule to cover the cost of printing and distribution of publications and to set forth the procedures for the sale of these publications. Rules adopted pursuant to this subsection are routine technical rules as defined in Title 5, chapter 375, subchapter 2-A. [PL 2003, c. 344, Pt. B, §40 (NEW).]

**2. Funds; fees deposited.** All fees collected pursuant to this section must be deposited in a fund for use by the Secretary of State for the purpose of replacing and updating publications offered in accordance with this Title and for funding new publications. [PL 2003, c. 344, Pt. B, §40 (NEW).]

[PL 2003, c. 344, Pt. B, §40 (NEW).]

#### SECTION HISTORY

PL 2003, c. 344, §B40 (NEW).

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