

## §102. Definitions

As used in this chapter, unless the context otherwise indicates, the following terms have the following meanings. [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**1. Appointment of agent.** "Appointment of agent" means a statement appointing an agent for service of process filed by a domestic entity that is not a filing entity or a nonqualified foreign entity under section 112.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**2. Clerk.** "Clerk" means the person described in Title 13-C, chapter 5-A.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**3. Clerk filing.** "Clerk filing" means the public organic document of a domestic filing entity formed under Title 13-C.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**4. Commercial clerk.** "Commercial clerk" means a clerk who is listed under section 106.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**5. Commercial registered agent.** "Commercial registered agent" means an individual or a domestic or foreign entity listed under section 106.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

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

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**7. Entity.** "Entity" means a person that has a separate legal existence or has the power to acquire an interest in real property in its own name other than:

A. An individual; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

B. A testamentary, inter vivos or charitable trust, with the exception of a business trust, statutory trust or similar trust; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §1 (AFF).]

C. An association or relationship that is not a partnership by reason of Title 31, section 1022, subsection 3 or a similar provision of the law of any other jurisdiction; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

D. A decedent's estate; or [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

E. A public corporation, government or governmental subdivision, agency or instrumentality or quasi-governmental instrumentality. [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**8. Filing entity.** "Filing entity" means an entity that is created by the filing of a public organic document.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**9. Foreign entity.** "Foreign entity" means an entity other than a domestic entity.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**10. Foreign qualification document.** "Foreign qualification document" means an application for a certificate of authority or other foreign qualification filing with the Secretary of State by a foreign entity.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**11. Governance interest.** "Governance interest" means the right under the organic law or organic rules of an entity, other than as a governor, agent, assignee or proxy, to:

A. Receive or demand access to information concerning, or the books and records of, the entity; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

B. Vote for the election of the governors of the entity; or [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

C. Receive notice of or vote on any or all issues involving the internal affairs of the entity. [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]  
[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**12. Governor.** "Governor" means a person by or under whose authority the powers of an entity are exercised and under whose direction the business and affairs of the entity are managed pursuant to the organic law and organic rules of the entity.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**13. Interest.** "Interest" means:

A. A governance interest in an unincorporated entity; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

B. A transferable interest in an unincorporated entity; or [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

C. A share or membership in a corporation. [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]  
[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**14. Interest holder.** "Interest holder" means a direct holder of an interest.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**15. Jurisdiction of organization.** "Jurisdiction of organization," with respect to an entity, means the jurisdiction whose law includes the organic law of the entity.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**16. Noncommercial clerk.** "Noncommercial clerk" means a clerk that is not listed as a commercial clerk under section 106 and that is:

A. An individual that serves in this State as the agent for service of process of an entity; or [PL 2009, c. 56, §1 (AMD).]

B. The individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to section 105, subsection 1, paragraph B, subparagraph (2). [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]  
[PL 2009, c. 56, §1 (AMD).]

**17. Noncommercial registered agent.** "Noncommercial registered agent" means a person that is not listed as a commercial registered agent under section 106 and that is:

A. An individual or a domestic or foreign entity that serves in this State as the agent for service of process of an entity; or [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

B. The individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to section 105, subsection 1, paragraph B, subparagraph (2). [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]  
[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**18. Nonqualified foreign entity.** "Nonqualified foreign entity" means a foreign entity that is not authorized to transact business in this State pursuant to a filing with the Secretary of State.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**19. Nonresident LLP statement.** "Nonresident LLP statement" means:

A. A statement of qualification of a domestic limited liability partnership that does not have an office in this State; or [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

B. A statement of foreign qualification of a foreign limited liability partnership that does not have an office in this State. [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]  
[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**20. Organic law.** "Organic law" means the statutes, if any, other than this chapter, governing the internal affairs of an entity.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**21. Organic rules.** "Organic rules" means the public organic document and private organic rules of an entity.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**22. Person.** "Person" means an individual, corporation, estate, trust, partnership, limited liability company, business or similar trust, association, joint venture, public corporation, government or governmental subdivision, agency or instrumentality or any other legal or commercial entity.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**23. Private organic rules.** "Private organic rules" means the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all of its interest holders and are not part of its public organic document, if any.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**24. Public organic document.** "Public organic document" means the public record, the filing of which creates an entity, and any amendment to or restatement of that record.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**25. Qualified foreign entity.** "Qualified foreign entity" means a foreign entity that is authorized to transact business in this State pursuant to a filing with the Secretary of State.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**26. Record.** "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**27. Registered agent.** "Registered agent" means a commercial registered agent or a noncommercial registered agent.

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**28. Registered agent filing.** "Registered agent filing" means:

A. The public organic document of a domestic filing entity other than a domestic filing entity formed under Title 13-C; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

B. A nonresident LLP statement; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

C. A foreign qualification document; or [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

D. An appointment of agent. [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**29. Represented entity.** "Represented entity" means:

- A. A domestic filing entity; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]
- B. A domestic or qualified foreign limited liability partnership that does not have an office in this State; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]
- C. A qualified foreign entity; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]
- D. A domestic or foreign unincorporated nonprofit association for which an appointment of agent has been filed; [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]
- E. A domestic entity that is not a filing entity for which an appointment of agent has been filed; or [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]
- F. A nonqualified foreign entity for which an appointment of agent has been filed. [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]  
[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**30. Sign.** "Sign" means, with present intent to authenticate or adopt a record:

- A. To execute or adopt a tangible symbol; or [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]
- B. To attach to or logically associate with the record an electronic sound, symbol or process. [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]  
[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**31. Transferable interest.** "Transferable interest" means the right under an entity's organic law to receive distributions from the entity.  
[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**32. Type.** "Type," with respect to an entity, means a generic form of entity:

- A. Recognized at common law; or [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]
- B. Organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity. [PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]  
[PL 2007, c. 323, Pt. A, §1 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

**SECTION HISTORY**

PL 2007, c. 323, Pt. A, §1 (NEW). PL 2007, c. 323, Pt. G, §4 (AFF). PL 2009, c. 56, §1 (AMD).

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