

**Maine Revised Statute Title 13-B, Chapter 12: FOREIGN CORPORATIONS**

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## **13-B §1201. AUTHORIZATION OF FOREIGN CORPORATIONS TO CARRY ON ACTIVITIES IN THIS STATE; CERTAIN ACTIVITIES NOT DEEMED CARRYING ON AFFAIRS**

**1. Authorization needed.** Except as provided in section 1215, no foreign corporation shall carry on activities in this State until it shall have been authorized to do so as provided in this chapter, or as provided by some other public law of this State. A foreign corporation shall not be denied authority to carry on activities in this State solely because the laws of the jurisdiction of its incorporation differ from the laws of this State with respect to the organization and internal affairs of the corporation.

[ 1977, c. 525, §13 (NEW) .]

**2. Activities not deemed carrying on affairs.** Without excluding other activities which may not constitute carrying on activities in this State, a foreign corporation shall not be deemed to be carrying on activities in this State, for purposes of this chapter, solely by reason of carrying on in this State any one or more of the following activities:

A. Maintaining, defending or participating in any action or proceeding whether judicial, administrative, arbitral or otherwise, or effecting the settlement thereof or the settlements of claims or disputes; [1977, c. 525, §13 (NEW).]

B. Holding meetings of its directors or members or carrying on other activities concerning its internal affairs; [1977, c. 525, §13 (NEW).]

C. Maintaining bank accounts; [1977, c. 525, §13 (NEW).]

D. Securing or collecting debts or enforcing any rights in property covering the same; [1977, c. 525, §13 (NEW).]

E. Effecting a transaction in interstate or foreign commerce; [1977, c. 525, §13 (NEW).]

F. Conducting within this State an isolated transaction which is completed within a period of 30 days and which is not in the course of a series or number of repeated transactions; [1977, c. 525, §13 (NEW).]

G. Soliciting by mail contributions to the corporation; or [1977, c. 525, §13 (NEW).]

H. Owning real estate [1977, c. 525, §13 (NEW).]

[ 1977, c. 525, §13 (NEW) .]

**3. Standard for activities not established.** This section shall not be deemed to establish a standard for activities which may subject a foreign corporation to service of process under this chapter or any other statute of this State.

[ 1977, c. 525, §13 (NEW) .]

### SECTION HISTORY

1977, c. 525, §13 (NEW).

## **13-B §1202. APPLICATION FOR AUTHORITY**

**1. Application.** A foreign corporation may apply for authority to carry on activities in this State by executing and delivering for filing, as provided by sections 104 and 106, an application setting forth:

A. The name of the corporation; [1977, c. 525, §13 (NEW).]

B. The jurisdiction of its incorporation; [1977, c. 525, §13 (NEW).]

C. The date of incorporation; [1999, c. 594, §11 (AMD).]

D. A statement of the purpose or purposes which it is authorized to pursue under the laws of its jurisdiction of incorporation; and a statement of the purpose or purposes which it seeks authority to pursue in this State if it does not ask authority to pursue all of the purposes authorized under the laws of its jurisdiction of incorporation; [1977, c. 525, §13 (NEW).]

E. The address of the registered or principal office of the corporation in the jurisdiction of its incorporation or the principal office wherever located; and [1997, c. 376, §26 (AMD).]

F. The information required by Title 5, section 105, subsection 1. [2007, c. 323, Pt. B, §15 (AMD); 2007, c. 323, Pt. G, §4 (AFF).]

[ 2007, c. 323, Pt. B, §15 (AMD); 2007, c. 323, Pt. G, §4 (AFF) .]

**2. Certificate of existence.** The application of the corporation for authority must be accompanied by a certificate of existence or a document of similar import duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated. The certificate of existence must have been made not more than 90 days prior to the delivery of the application for filing.

[ 2003, c. 344, Pt. B, §17 (AMD) .]

#### SECTION HISTORY

1977, c. 525, §13 (NEW). 1997, c. 376, §26 (AMD). 1999, c. 594, §11 (AMD). 2003, c. 344, §B17 (AMD). 2007, c. 323, Pt. B, §15 (AMD). 2007, c. 323, Pt. G, §4 (AFF).

### 13-B §1203. EFFECT OF AUTHORIZATION TO CARRY ON AFFAIRS IN STATE

**1. Filing of application authorization to carry on activities.** Upon filing by the Secretary of State of the application for authority, the foreign corporation shall be authorized to carry on activities in this State, and may carry on any activities:

A. Which it is authorized to carry on in the jurisdiction of its incorporation; and [1977, c. 525, §13 (NEW).]

B. Which may be carried on by a domestic corporation organized under this Act, unless in its application for authority, the corporation expressly limited itself to a lesser number or type of activities, in which case the corporation may carry on the affairs to which it so limited its application if such affairs qualify under this paragraph and paragraph A. [1977, c. 525, §13 (NEW).]

**2. Continuation of authority.** Such authority shall continue so long as the corporation retains its authority to carry on such affairs in its jurisdiction of incorporation, and so long as its authority to carry on affairs in this State has not been revoked or otherwise terminated as provided in this chapter.

[ 1977, c. 525, §13 (NEW) .]

#### SECTION HISTORY

1977, c. 525, §13 (NEW).

## 13-B §1204. POWERS OF FOREIGN CORPORATION

A foreign corporation authorized to carry on activities in this State shall, until such authority is revoked or otherwise terminated, have the same, but no greater, powers, rights and privileges as a domestic corporation organized under this Act, and except as otherwise provided in this Act, shall be subject to the same duties, restrictions, liabilities and penalties now or hereafter imposed upon a domestic corporation of like character. [1977, c. 525, §13 (NEW).]

### SECTION HISTORY

1977, c. 525, §13 (NEW).

## 13-B §1205. CORPORATE NAME OF FOREIGN CORPORATION

**1. Name.** A foreign corporation is not authorized to carry on activities in this State unless the name of the corporation complies with the requirements of section 301-A.

[ 2003, c. 344, Pt. B, §18 (AMD) .]

**2. Change of name.** If a foreign corporation authorized to carry on activities in this State shall change its name in its jurisdiction of incorporation, it shall, within 30 days after the effective date thereof, amend its application for authority, as provided by section 1207.

[ 1977, c. 525, §13 (NEW) .]

**3. Unavailable name.** If the name to which the foreign corporation has changed would be unavailable to it on an original application for authority, the corporation shall not thereafter carry on any activities in this State until it has adopted or assumed a name which is available to it under the laws of this State.

[ 1977, c. 525, §13 (NEW) .]

### SECTION HISTORY

1977, c. 525, §13 (NEW). 2003, c. 344, §B18 (AMD).

## 13-B §1206. MERGER OF FOREIGN CORPORATION AUTHORIZED TO CARRY ON ACTIVITIES IN STATE

Whenever a foreign corporation authorized to carry on activities in this State shall be the surviving corporation in a statutory merger permitted by the laws of its jurisdiction of incorporation, it shall, within 30 days after the effective date of the merger, deliver to the Secretary of State for filing, as provided by section 106, a copy of the articles of merger duly authenticated by the proper officer of the jurisdiction of its incorporation. It shall not be necessary for such corporation to secure either new or additional authority to carry on activities in this State unless the name of such corporation is changed, or unless the corporation proposes to carry on other or additional activities than those which it is then authorized to carry on in this State. [1977, c. 525, §13 (NEW).]

### SECTION HISTORY

1977, c. 525, §13 (NEW).

## 13-B §1207. AMENDED APPLICATION FOR AUTHORITY

**1. Provisions for amendment.** A foreign corporation authorized to carry on activities in this State shall amend its application for authority if it shall:

A. Change its corporate name, provided that such change has been effected under the laws of its jurisdiction of incorporation; [1991, c. 465, §28 (AMD).]

B. Enlarge, limit or otherwise change the kinds of activities which it seeks authority to engage in in this State; or [1991, c. 465, §28 (AMD).]

C. Change the address of its registered or principal office wherever located. [2007, c. 323, Pt. B, §16 (AMD); 2007, c. 323, Pt. G, §4 (AFF).]

[ 2007, c. 323, Pt. B, §16 (AMD); 2007, c. 323, Pt. G, §4 (AFF) .]

**2. Filing with Secretary of State.** Such amendment shall be executed and delivered for filing to the Secretary of State, as provided by sections 104 and 106, and shall set forth:

A. The name of the foreign corporation as it appears on the index of names of authorized foreign corporations in the office of the Secretary of State; [1977, c. 525, §13 (NEW).]

B. The jurisdiction under the laws of which it is incorporated; [1977, c. 525, §13 (NEW).]

C. The date on which it was authorized to carry on activities in this State; [1977, c. 525, §13 (NEW).]

D. The proposed amendment to its application of authority; [1977, c. 525, §13 (NEW).]

E. If the name of the corporation is to be changed, a statement that the change of name has been effected under the laws of its jurisdiction of incorporation, and the date the change was effected; and [1977, c. 525, §13 (NEW).]

F. If the activities which it is to be authorized to engage in in this State are to be enlarged, limited or otherwise changed, a statement that it is authorized to carry on those activities under the laws of its jurisdiction of incorporation. [1977, c. 525, §13 (NEW).]

[ 1977, c. 525, §13 (NEW) .]

#### SECTION HISTORY

1977, c. 525, §13 (NEW). 1991, c. 465, §§28,29 (AMD). 1997, c. 376, §27 (AMD). 2007, c. 323, Pt. B, §16 (AMD). 2007, c. 323, Pt. G, §4 (AFF).

## 13-B §1208. SURRENDER OF FOREIGN CORPORATION'S AUTHORITY TO CARRY ON ACTIVITIES IN STATE

**1. Surrender of authority.** A foreign corporation authorized to carry on activities in this State may surrender its authority by executing and delivering for filing, as provided in sections 104 and 106, an application for surrender of authority which shall set forth:

A. The name of the foreign corporation as it appears on the index of names of authorized foreign corporations in the office of Secretary of State; [1977, c. 525, §13 (NEW).]

B. The jurisdiction of its incorporation; [1977, c. 525, §13 (NEW).]

C. The date on which it was authorized to carry on activities in this State; [1977, c. 525, §13 (NEW).]

D. That the corporation is not as of the date of application carrying on activities in this State; [1977, c. 525, §13 (NEW).]

E. That it surrenders its authority to carry on activities in this State; [1977, c. 525, §13 (NEW).]

F. That it revokes the authority of its registered agent in this State to accept services of process and consents that process in any action, suit or proceeding based upon any cause of action arising in this State before the date of filing the application may be served on the Secretary of State after the filing by the Secretary of State of the application; and [1977, c. 525, §13 (NEW).]

G. A post office address to which the Secretary of State shall mail a copy of any process served upon him against the corporation. [1977, c. 525, §13 (NEW).]

[ 1977, c. 525, §13 (NEW) .]

**2. Termination of authority.** The authority of the foreign corporation to carry on activities in this State shall terminate as of the date of filing by the Secretary of State of the application for surrender of authority.

[ 1977, c. 525, §13 (NEW) .]

**3. Cancellation of authority.** If a foreign nonprofit corporation files articles of domestication and conversion as set forth in Title 13-C, chapter 9, its authority is cancelled automatically on the effective date of its domestication and conversion.

[ 2003, c. 344, Pt. B, §19 (NEW) .]

#### SECTION HISTORY

1977, c. 525, §13 (NEW). 2003, c. 344, §B19 (AMD).

### **13-B §1209. FOREIGN CORPORATION'S TERMINATION OF EXISTENCE IN JURISDICTION OF ITS INCORPORATION; EFFECT UPON AUTHORITY IN THIS STATE**

**1. Termination of existence.** When a foreign corporation authorized to carry on activities in this State shall be dissolved, or its authority or existence otherwise cancelled or terminated in its jurisdiction of incorporation, or when the corporation is merged or consolidated into another foreign corporation which is not authorized to carry on activities in this State, the corporation or its successor or trustee shall deliver for filing with the Secretary of State a certificate of the appropriate official of its jurisdiction of incorporation attesting to, or a certified copy of an order or decree of a court of its jurisdiction of incorporation directing the dissolution of such foreign corporation, the termination of existence, the cancellation or revocation of its authority, or its merger into or consolidation with another foreign corporation.

[ 1977, c. 525, §13 (NEW) .]

**2. Effect on authority.** The authority of the foreign corporation to carry on activities in this State shall terminate on the effective date of its dissolution, or of the cancellation of its existence or authority in its jurisdiction of incorporation, or of its merger or consolidation into another foreign corporation not authorized to carry on activities in this State, as the case may be. If those persons in charge of the foreign corporation's affairs in this State continue to function in this State under the name of the foreign corporation after such effective date, the effect shall be the same as that provided for in this Act for foreign corporations carrying on activities in this State without authority; and the persons in charge of its business in this State shall, if they know of such cause for termination of authority, be personally liable for the penalties against the corporation provided for in section 1214. Termination of authority for such cause shall not affect the accrual of or enforcement of any cause of action against the foreign corporation, its assets in this State, or its successors in interest, nor the usual means of serving summons upon it, until the certificate or other document required by subsection 1 to be filed is delivered for filing to the Secretary of State; and thereafter summons may only be served in the manner and in those cases mentioned in subsection 3.

[ 1977, c. 525, §13 (NEW) .]

**3. Agent.** The Secretary of State shall be the agent of the foreign corporation for service of process in any action, suit or proceeding based upon any case of action arising in this State before the date of filing the certificate, order or decree. Service of summons and proof of service must be as provided in Title 5, section 113.

[ 2007, c. 323, Pt. B, §17 (AMD); 2007, c. 323, Pt. G, §4 (AFF) .]

SECTION HISTORY

1977, c. 525, §13 (NEW). 2007, c. 323, Pt. B, §17 (AMD). 2007, c. 323, Pt. G, §4 (AFF).

## **13-B §1210. REVOCATION OF FOREIGN CORPORATION'S AUTHORITY TO CARRY ON AFFAIRS IN STATE**

*(REPEALED)*

SECTION HISTORY

1977, c. 525, §13 (NEW). 1977, c. 694, §289 (AMD). 1979, c. 127, §103 (AMD). 1979, c. 541, §A135 (AMD). 1989, c. 501, §L41 (AMD). 1993, c. 316, §42 (AMD). 1999, c. 547, §B36 (AMD). 1999, c. 547, §B80 (AFF). 2003, c. 344, §B20 (AMD). 2003, c. 631, §4 (RP).

### **13-B §1210-A. GROUNDS FOR REVOCATION**

Notwithstanding Title 4, chapter 5 and Title 5, chapter 375, the Secretary of State may commence a proceeding under section 1210-B to revoke the authority of a foreign corporation authorized to carry on activities in this State if: [2003, c. 631, §5 (NEW).]

**1. Nonpayment of fees or penalties.** The foreign corporation does not pay when they are due any fees or penalties imposed by this Act or other law;

[ 2003, c. 631, §5 (NEW) .]

**2. Failure to file annual report.** The foreign corporation does not deliver its annual report to the Secretary of State as required by section 1301;

[ 2003, c. 631, §5 (NEW) .]

**3. Failure to pay late filing penalty.** The foreign corporation does not pay the annual report late filing penalty as required by section 1302;

[ 2003, c. 631, §5 (NEW) .]

**4. Failure to maintain registered agent.** The foreign corporation is without a registered agent in this State as required by Title 5, section 105, subsection 1;

[ 2007, c. 323, Pt. B, §18 (AMD); 2007, c. 323, Pt. G, §4 (AFF) .]

**5. Failure to notify of change of registered agent or address.** The foreign corporation does not notify the Secretary of State that its registered agent has changed as required by Title 5, section 108, subsection 1 or the address of its registered agent has been changed as required by Title 5, section 109 or 110 or that its registered agent has resigned as required by Title 5, section 111;

[ 2007, c. 323, Pt. B, §19 (AMD); 2007, c. 323, Pt. G, §4 (AFF) .]

**6. Filing of false information.** An incorporator, director, officer or agent of the foreign corporation signed a document with the knowledge that the document was false in a material respect and with the intent that the document be delivered to the Secretary of State for filing; or

[ 2003, c. 631, §5 (NEW) .]

**7. Authenticated certificate of dissolution or merger.** The Secretary of State receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that the foreign corporation has been dissolved or has disappeared as the result of a merger.

[ 2003, c. 631, §5 (NEW) .]

#### SECTION HISTORY

2003, c. 631, §5 (NEW). 2007, c. 323, Pt. B, §§18, 19 (AMD). 2007, c. 323, Pt. G, §4 (AFF).

### 13-B §1210-B. PROCEDURE FOR AND EFFECT OF REVOCATION

**1. Notice of determination.** If the Secretary of State determines that one or more grounds exist under section 1210-A for the revocation of authority, the Secretary of State shall serve the foreign corporation with written notice of the Secretary of State's determination as required by subsection 7.

[ 2007, c. 323, Pt. B, §20 (AMD); 2007, c. 323, Pt. G, §4 (AFF) .]

**2. Revocation.** The foreign corporation's authority is revoked if within 60 days after the notice under subsection 1 was issued and is perfected under subsection 7 the Secretary of State determines that the foreign corporation has failed to correct the ground or grounds for revocation. The Secretary of State shall send notice to the foreign corporation, as required by subsection 7, that recites the ground or grounds for revocation and the effective date of revocation.

[ 2007, c. 323, Pt. B, §21 (AMD); 2007, c. 323, Pt. G, §4 (AFF) .]

**3. Authority to carry on activities ceases.** The authority of a foreign corporation to carry on activities in this State ceases on the date of revocation of its authority.

[ 2003, c. 631, §5 (NEW) .]

**4. Secretary of State appointed as agent for service of process.** The Secretary of State's revocation of a foreign corporation's authority appoints the Secretary of State as the foreign corporation's agent for service of process in any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to carry on activities in this State. Service of process on the Secretary of State under this subsection is service on the foreign corporation. Upon receipt of process, the Secretary of State shall mail a copy of the process to the foreign corporation at its principal office shown in its most recent annual report or in any subsequent communication received from the corporation stating the current mailing address of its principal office or, if no other address is on file, in its application for authority.

[ 2003, c. 631, §5 (NEW) .]

**5. Registered agent; not terminated.** Revocation of a foreign corporation's authority to carry on activities in this State does not terminate the authority of the registered agent of the corporation.

[ 2003, c. 631, §5 (NEW) .]

**6. Authorization after revocation.** A foreign corporation whose authority to carry on activities in this State has been revoked under this section and that wishes to carry on activities again in this State must be authorized as provided in this chapter.

[ 2003, c. 631, §5 (NEW) .]

**7. Delivery of notice.** The Secretary of State shall send notice of its determination under subsection 1 by regular mail and the service upon the foreign corporation is perfected 5 days after the Secretary of State deposits its determination in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the registered agent in this State and the registered or principal office, wherever located, of the corporation.

[ 2007, c. 323, Pt. B, §22 (NEW); 2007, c. 323, Pt. G, §4 (AFF) .]

#### SECTION HISTORY

2003, c. 631, §5 (NEW). 2007, c. 323, Pt. B, §§20-22 (AMD). 2007, c. 323, Pt. G, §4 (AFF).

### 13-B §1210-C. APPEAL FROM REVOCATION

**1. Petition to appeal revocation.** A foreign corporation may appeal the Secretary of State's revocation of its authority to the Kennebec County Superior Court within 30 days after the notice of revocation. The foreign corporation may appeal by petitioning the court to set aside the revocation and attaching to the petition copies of its application for authority and the Secretary of State's notice of revocation.

[ 2003, c. 631, §5 (NEW) .]

**2. Court order.** The court may summarily order the Secretary of State to reinstate the authority or may take any other action the court considers appropriate.

[ 2003, c. 631, §5 (NEW) .]

**3. Appeal of court's decision.** The court's final decision may be appealed as in other civil proceedings.

[ 2003, c. 631, §5 (NEW) .]

#### SECTION HISTORY

2003, c. 631, §5 (NEW).

### 13-B §1211. SUITS BY ATTORNEY GENERAL AGAINST FOREIGN CORPORATIONS

The Attorney General may bring an action to restrain a foreign corporation from carrying on in this State without authority any activity for which authority is required by this chapter; any activity which it is not authorized to carry on in its jurisdiction of incorporation, or which it is not authorized to do under this Act, or which it is engaging in without securing any license or other authority required under the laws of this State; any activity, authority for which was obtained through fraud, misrepresentation or concealment of a material fact. A certified copy of any order or judgment restraining or enjoining any such corporation from carrying on activities or a particular activity in this State shall be filed with the Secretary of State. [1977, c. 525, §13 (NEW) .]

#### SECTION HISTORY

1977, c. 525, §13 (NEW).

## **13-B §1212. SERVICE OF PROCESS ON AUTHORIZED FOREIGN CORPORATIONS; REGISTERED OFFICE AND REGISTERED AGENT** *(REPEALED)*

### SECTION HISTORY

1977, c. 525, §13 (NEW). 1979, c. 663, §73 (AMD). 1989, c. 501, §L42 (AMD). 1993, c. 316, §43 (AMD). 1997, c. 376, §28 (AMD). 1997, c. 376, §29 (AMD). 1999, c. 594, §§12-14 (AMD). 2007, c. 323, Pt. G, §4 (AFF). 2007, c. 323, Pt. B, §23 (RP).

## **13-B §1212-A. SERVICE OF PROCESS UPON AUTHORIZED FOREIGN NONPROFIT CORPORATION**

Service of process, notice or demand required or permitted by law on a foreign nonprofit corporation qualified to carry on activities in this State is governed by Title 5, section 113. [2007, c. 323, Pt. B, §24 (NEW); 2007, c. 323, Pt. G, §4 (AFF).]

### SECTION HISTORY

2007, c. 323, Pt. B, §24 (NEW). 2007, c. 323, Pt. G, §4 (AFF).

## **13-B §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. [2007, c. 535, Pt. B, §3 (NEW).]

### SECTION HISTORY

2007, c. 535, Pt. B, §3 (NEW).

## **13-B §1213. SERVICE OF PROCESS ON FOREIGN CORPORATION NOT AUTHORIZED TO CARRY ON ACTIVITIES IN STATE**

**1. Limited jurisdiction.** Every foreign corporation that carries on any activities in this State without having been authorized to carry on activities in this State thereby submits itself to the jurisdiction of the courts of this State, with respect to any action arising out of or in connection with activities actually carried on in this State, and also thereby designates the Secretary of State as its agent upon whom any process, notice or demand upon it may be served in any action or proceeding arising out of or in connection with the carrying on of any activities in this State.

[ 1991, c. 2, §47 (COR) .]

**2. Other methods of service.** In addition to other methods of service that may be authorized by statute or by rule, service of such process may be made as provided in Title 5, section 113.

[ 2007, c. 323, Pt. B, §25 (AMD); 2007, c. 323, Pt. G, §4 (AFF) .]

### SECTION HISTORY

1977, c. 525, §13 (NEW). RR 1991, c. 2, §47 (COR). 2007, c. 323, Pt. B, §25 (AMD). 2007, c. 323, Pt. G, §4 (AFF).

## 13-B §1214. EFFECT OF FOREIGN CORPORATION CARRYING ON ACTIVITIES IN STATE WITHOUT AUTHORITY

**1. Corporation liable.** A foreign corporation which carries on activities in this State without authority, when such authority is required by this Act, shall be liable to this State for all fees and penalties which would have been imposed under this Act upon such corporation had it duly applied for and received authority under this chapter, for the years or parts thereof during which it carried on activities in this State without authority. In addition, such corporation shall be liable to the State in the sum of \$25 per day for each day it fails to pay such fees and penalties. The Attorney General shall bring proceedings to recover all such amounts due under this section.

[ 1977, c. 525, §13 (NEW) .]

**2. Corporation may be sued.** A foreign corporation carrying on activities in this State without authority, when such authority is required by this Act, shall not maintain any action, suit or proceeding in this State unless and until such corporation shall have been authorized to carry on activities in this State and shall have paid to the State all fees and penalties due under subsection 1. This prohibition shall apply to any assignee except a subrogee; and shall apply to a successor in interest, whether by merger, consolidation or otherwise, and to a purchaser of all or substantially all of the assets of such corporation. If it appears in any pending action that the plaintiff is such a foreign corporation carrying on activities in this State without authority, or is such an assignee, successor or purchaser, the action shall abate until such foreign corporation becomes authorized to carry on activities in this State, or shall be dismissed without prejudice to the right to bring the same after the foreign corporation becomes so authorized.

[ 1977, c. 525, §13 (NEW) .]

**3. Failure to obtain authority to carry on activities.** The failure of a foreign corporation to obtain authority to carry on activities in this State shall not impair the validity of any contract or act of such corporation or the right of any other party to the contract to maintain an action or other proceeding thereon, and shall not prevent such corporation from defending any action, suit or proceeding in this State.

[ 1977, c. 525, §13 (NEW) .]

### SECTION HISTORY

1977, c. 525, §13 (NEW) .

## 13-B §1215. APPLICATION OF CHAPTER TO CORPORATIONS PREVIOUSLY AUTHORIZED TO CARRY ON ACTIVITIES IN STATE

**1. Continuation of activities.** Every foreign corporation which, on the effective date of this Act, is authorized to carry on activities in this State shall continue to have such authority for any purpose or purposes for which a corporation might secure authority under this chapter. Such foreign corporation shall have the same rights and privileges, and shall be subject to the same duties, limitations, restrictions, liabilities and penalties as a foreign corporation authorized under this chapter.

[ 1977, c. 525, §13 (NEW) .]

**2. Qualified to carry on activities.** Every foreign corporation which, on the effective date of this Act, was lawfully carrying on activities in this State, even though not theretofore qualified as a foreign corporation or otherwise expressly authorized to do so, may continue to carry on such activities, and in every other respect such foreign corporation shall be treated as though it were a foreign corporation authorized to carry on activities in this State.

[ 1977, c. 525, §13 (NEW) . ]

SECTION HISTORY

1977, c. 525, §13 (NEW).

## **13-B §1216. MEMBERS' INSPECTION OF RECORDS OF FOREIGN CORPORATIONS**

**1. Right to inspect corporate records.** Every foreign corporation, authorized to carry on activities in this State and actually keeping or maintaining within this State any books or records, shall afford to its members the same right to inspect books and records kept or maintained in this State, including, but not limited to, records of members as is provided in this Act in the case of domestic corporations.

[ 1977, c. 525, §13 (NEW) . ]

SECTION HISTORY

1977, c. 525, §13 (NEW).

## **13-B §1217. SERVICE OF PROCESS ON SECRETARY OF STATE FOR FOREIGN CORPORATION**

*(REPEALED)*

SECTION HISTORY

1977, c. 525, §13 (NEW). 2007, c. 323, Pt. G, §4 (AFF). 2007, c. 323, Pt. B, §26 (RP).

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