

## 31 §712. AUTHORITY TO DO BUSINESS REQUIRED; APPLICATION

### 31 §712. AUTHORITY TO DO BUSINESS REQUIRED; APPLICATION

Before doing business in this State, a foreign limited liability company must obtain authority to do business from the Secretary of State. [1993, c. 718, Pt. A, §1 (NEW).]

**1. Definitions.** As used in this subchapter, "doing business," "the doing of business" or "business done in this State," by a foreign limited liability company means the course or practice of carrying on any business activities in this State. Without excluding other activities that may not constitute transacting business in this State, a foreign limited liability company is not considered to be transacting business in this State, exclusively for the purpose of qualification under this subchapter, solely by reason of carrying on in this State one or more of the following activities:

A. Maintaining or defending any action or administrative or arbitration proceeding or effecting the settlement thereof or the settlement of claims or disputes; [1993, c. 718, Pt. A, §1 (NEW).]

B. Holding meetings of its managers or members or carrying on other activities concerning its internal affairs; [1993, c. 718, Pt. A, §1 (NEW).]

C. Maintaining bank accounts, share accounts in savings and loan associations, custodial or agency arrangements with a bank or trust company or stock or bond brokerage accounts; [1993, c. 718, Pt. A, §1 (NEW).]

D. Maintaining offices or agencies for the transfer, exchange and registration of its interests or appointing and maintaining trustees or depositaries with relation to its interests; [1993, c. 718, Pt. A, §1 (NEW).]

E. Effecting sales through independent contractors; [1993, c. 718, Pt. A, §1 (NEW).]

F. Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, when the orders require acceptance outside this State before becoming binding contracts and when the contracts do not involve any local performance other than delivery and installation; [1993, c. 718, Pt. A, §1 (NEW).]

G. Making loans or creating or acquiring evidences of debt, mortgages or liens on real or personal property or recording the same; [1993, c. 718, Pt. A, §1 (NEW).]

H. Securing or collecting debts or enforcing any rights in property securing the same; [1993, c. 718, Pt. A, §1 (NEW).]

I. Effecting transactions in interstate or foreign commerce; [1993, c. 718, Pt. A, §1 (NEW).]

J. Owning or controlling a subsidiary corporation incorporated in or transacting business within this State; [1993, c. 718, Pt. A, §1 (NEW).]

K. Owning or controlling a general or limited partnership or a limited liability company organized or transacting business within this State; [1993, c. 718, Pt. A, §1 (NEW).]

L. Conducting an isolated transaction not in the course of a number of repeated similar transactions; [1993, c. 718, Pt. A, §1 (NEW).]

M. Serving as trustee, executor, administrator or guardian or in like fiduciary capacity as permitted by the laws of this State; or [1993, c. 718, Pt. A, §1 (NEW).]

N. Being a partner in a domestic limited partnership or a member in a domestic limited liability company. [1993, c. 718, Pt. A, §1 (NEW).]

[ 1993, c. 718, Pt. A, §1 (NEW) .]

**2. Execution.** The foreign limited liability company shall submit an application for authority to do business to the Secretary of State, executed by a person with authority to do so under the laws of the state or other jurisdiction of its formation on a form prescribed by or furnished by the Secretary of State.

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

**3. Contents of the application.** The application must include:

- A. The name of the foreign limited liability company and, if different, the name under which that company proposes to apply for authority to do business in this State; [1993, c. 718, Pt. A, §1 (NEW).]
- B. The state or country where organized, the date of its organization and a statement that, as of the date of filing, the foreign limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its organization; [1993, c. 718, Pt. A, §1 (NEW).]
- C. The nature of the business or purposes to be conducted or promoted in this State; [1993, c. 718, Pt. A, §1 (NEW).]
- D. The information required by Title 5, section 105, subsection 1; [2007, c. 323, Pt. D, §17 (AMD); 2007, c. 323, Pt. G, §4 (AFF).]
- E. [2007, c. 323, Pt. G, §4 (AFF); 2007, c. 323, Pt. D, §18 (RP).]
- F. The name and business, residence or mailing address of each of the managers, if any; [1993, c. 718, Pt. A, §1 (NEW).]
- G. The date on which the foreign limited liability company first did, or intends to do, business in this State; [1993, c. 718, Pt. A, §1 (NEW).]
- H. A certificate of existence or a document of similar import duly authenticated by the secretary of state or other official having custody of limited liability company records in the state or country under whose law the foreign limited liability company is organized. The certificate of existence must have been made not more than 90 days prior to the delivery of the application for filing; [2005, c. 302, §12 (AMD).]
- I. The address of the registered or principal office of the limited liability company in the jurisdiction of its organization or the principal office wherever located; and [2005, c. 302, §13 (AMD).]
- J. In the case of a professional limited liability company, the professional service or services to be rendered in the State and a statement that all its members and managers, if any, are licensed in one or more states to render a professional service disclosed in its application. [2005, c. 302, §14 (NEW).]

[ 2007, c. 323, Pt. D, §§17, 18 (AMD); 2007, c. 323, Pt. G, §4 (AFF) .]

#### SECTION HISTORY

1993, c. 718, §A1 (NEW). RR 1995, c. 2, §78 (COR). 1997, c. 376, §§53,54 (AMD). 2003, c. 344, §C27 (AMD). 2005, c. 302, §§12-14 (AMD). 2007, c. 323, Pt. D, §§16-18 (AMD). 2007, c. 323, Pt. G, §4 (AFF).

The State of Maine claims a copyright in its codified statutes. If you intend to republish this material, we require that you include the following disclaimer in your publication:

*All copyrights and other rights to statutory text are reserved by the State of Maine. The text included in this publication reflects changes made through the First Special Session of the 124th Legislature, and is current through December 31, 2009, but is subject to change without notice. It is a version that has not been officially certified by the Secretary of State. Refer to the Maine Revised Statutes Annotated and supplements for certified text.*

The Office of the Revisor of Statutes also requests that you send us one copy of any statutory publication you may produce. Our goal is not to restrict publishing activity, but to keep track of who is publishing what, to identify any needless duplication and to preserve the State's copyright rights.

PLEASE NOTE: The Revisor's Office cannot perform research for or provide legal advice or interpretation of Maine law to the public. If you need legal assistance, please contact a qualified attorney.