

**§1622. Statement of foreign qualification to conduct activities required**

**1. Conduct of activities.** A foreign limited liability company may not conduct activities in this State except in compliance with this subchapter and not until its statement of foreign qualification is filed in the records of the Secretary of State.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

**2. Contents.** A statement of foreign qualification must include:

A. The name of the foreign limited liability company and, if the name does not comply with section 1508, the fictitious name adopted pursuant to section 1624, subsection 1; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

B. The name of the state or other jurisdiction under whose law the foreign limited liability company is formed and the date the foreign limited liability company was formed; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

C. The street and mailing address of the foreign limited liability company's principal office; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

D. The information required by Title 5, section 105, subsection 1; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

E. A statement that the foreign limited liability company is a foreign limited liability company as defined in section 1502, subsection 11; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

F. The nature of the business or purposes to be conducted or promoted in this State; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

G. The name and business, residence and mailing address of each of its managers, if any; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

H. A certificate of existence or such other document that the Secretary of State determines to be suitable for purposes of proving the valid existence of the foreign limited liability company under the law of the State or other jurisdiction referenced in paragraph B, as long as the certificate or other document was issued not more than 90 days before the delivery of the statement to the office of the Secretary of State; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

I. The date the foreign limited liability company commenced or expects to commence conducting activities in this State; and [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

J. If the foreign limited liability company is governed by an agreement that establishes or provides for the establishment of designated series having separate rights, powers or duties with respect to specified property or obligations of the foreign limited liability company or profits and losses associated with specified property or obligations, a statement to that effect. In addition, the statement must declare whether the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series, if any, are enforceable against the assets of such series only, and not against the assets of the foreign limited liability company generally or any other series thereof, and whether any of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the foreign limited liability company generally or any other series thereof are enforceable against the assets of such series. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

**3. Statement of change.** Upon any change in circumstances that makes any statement contained in its filed statement of foreign qualification no longer true, a foreign limited liability company authorized to conduct activities in this State shall promptly deliver to the office of the Secretary of State, for filing, an appropriate statement of change so that its statement of foreign qualification is in all respects true.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

**4. Period to conduct activities.** A foreign limited liability company is authorized to conduct activities in this State from the effective date of its statement of foreign qualification until the earlier of the effective date of its statement of foreign qualification cancellation and the effective date of the Secretary of State's revocation of the statement of foreign qualification in accordance with section 1625. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

#### SECTION HISTORY

PL 2009, c. 629, Pt. A, §2 (NEW). PL 2009, c. 629, Pt. A, §3 (AFF).

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