

## CHAPTER 15

### FOREIGN CORPORATIONS

#### SUBCHAPTER 1

#### AUTHORIZATION OF FOREIGN CORPORATION TO TRANSACT BUSINESS IN THIS STATE

##### §1501. Authority to transact business required

**1. Application for authority.** A foreign corporation may not transact business in this State until the foreign corporation files an application for authority to transact business with the Secretary of State. [PL 2003, c. 344, Pt. B, §117 (AMD).]

**2. Transacting business.** Activities that do not constitute transacting business within the meaning of subsection 1 include but are not limited to:

A. Maintaining, defending or settling any proceeding; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

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

D. Maintaining offices or agencies for the transfer, exchange and registration of the corporation's own securities or maintaining trustees or depositories with respect to those securities; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

E. Selling through independent contractors; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

F. Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this State before they become contracts; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

G. Creating or acquiring indebtedness, mortgages and security interests in real or personal property; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

H. Securing or collecting debts or enforcing mortgages and security interests in property securing the debts; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

I. Owning, without more, real or personal property other than agricultural real estate; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

J. Conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

K. Transacting business in interstate commerce; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

L. Engaging as a trustee in those actions defined by Title 18-C, section 7-103 as not in themselves requiring local qualification of a foreign corporate trustee; or [PL 2017, c. 402, Pt. C, §28 (AMD); PL 2019, c. 417, Pt. B, §14 (AFF).]

M. Owning and controlling a subsidiary corporation incorporated in or transacting business within this State. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]  
[PL 2017, c. 402, Pt. C, §28 (AMD); PL 2019, c. 417, Pt. B, §14 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B117 (AMD). PL 2017, c. 402, Pt. C, §28 (AMD). PL 2017, c. 402, Pt. F, §1 (AFF). PL 2019, c. 417, Pt. B, §14 (AFF).

#### §1502. Consequences of transacting business without authority

**1. No court proceeding.** A foreign corporation transacting business in this State without authority may not maintain a proceeding in any court in this State until it files an application for authority and pays the applicable filing fee.

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

**2. Successor; assignee of cause of action.** The successor to a foreign corporation that transacted business in this State without authority and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this State until the foreign corporation or its successor files an application for authority.

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

**3. Stay proceeding.** A court may stay a proceeding commenced by a foreign corporation, its successor or assignee until the court determines whether the foreign corporation or its successor requires authorization. If the court so determines, the court may further stay the proceeding until the foreign corporation or its successor files an application for authority.

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

**4. Civil penalty.** A foreign corporation is liable for a civil penalty of \$500 for each year, or portion thereof, it transacts business in this State without authority. The Attorney General may collect all penalties due under this subsection.

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

**5. Validity of corporate acts.** Notwithstanding subsections 1 and 2, the failure of a foreign corporation to file an application for authority does not impair the validity of its corporate acts, including contracts, or prevent it from defending any proceeding in this State.

[PL 2003, c. 344, Pt. B, §118 (AMD).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B118 (AMD).

#### §1503. Application for authority

**1. Application for authority.** A foreign corporation may apply for authority to transact business in this State by delivering an application to the Secretary of State for filing. The application must set forth:

A. The name of the foreign corporation or, if its real name is unavailable for use in this State, a corporate name that satisfies the requirements of section 401; [PL 2003, c. 344, Pt. B, §119 (AMD).]

B. The name of the state or country under whose law it is incorporated; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. Its date of incorporation; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

D. The street address and mailing address, if different, of its principal office wherever located; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

E. The information required by Title 5, section 105, subsection 1; and [PL 2007, c. 323, Pt. C, §28 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

F. The names and usual business addresses of its current directors and officers. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]  
[PL 2007, c. 323, Pt. C, §28 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

**2. Certificate of existence.** A foreign corporation shall deliver with the application completed pursuant to subsection 1, 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 it is incorporated. The certificate of existence must have been made not more than 90 days prior to the delivery of the application for filing.

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

**3. Signed acceptance.**

[PL 2009, c. 56, §16 (RP).]

SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §§B119,120 (AMD). PL 2007, c. 323, Pt. C, §28 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF). PL 2009, c. 56, §16 (AMD).

**§1504. Amended application for authority**

**1. Amended application for authority.** A foreign corporation authorized to transact business in this State must file an amended application for authority with the Secretary of State if the foreign corporation changes:

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

B. Its principal office wherever located; or [PL 2003, c. 344, Pt. B, §121 (AMD).]

C. The state or country of its incorporation. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2003, c. 344, Pt. B, §121 (AMD).]

**2. Requirements.** A foreign corporation must deliver an amended application that sets forth:

A. The name of the corporation; [PL 2003, c. 344, Pt. B, §122 (NEW).]

B. The jurisdiction of incorporation; [PL 2003, c. 344, Pt. B, §122 (NEW).]

C. The date on which the foreign corporation was authorized to transact business in this State; [PL 2003, c. 344, Pt. B, §122 (NEW).]

D. If the corporate name has changed, the new corporate name that meets the requirements of section 401; [PL 2003, c. 344, Pt. B, §122 (NEW).]

E. If the address of the principal office has changed, the new address of the principal office wherever located, including the street and mailing address if different; and [PL 2003, c. 344, Pt. B, §122 (NEW).]

F. If the state or country under whose law the foreign corporation was incorporated has changed, the new state or country under whose law it is now incorporated together with 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 it is now incorporated. The certificate of existence must have been made not more than 90 days prior to the delivery of the application for filing. [PL 2003, c. 344, Pt. B, §122 (NEW).]

[PL 2003, c. 344, Pt. B, §122 (RPR).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §§B121,122 (AMD).

#### **§1505. Effect of authorization to transact business in this State**

**1. Authorization to transact business.** Upon filing by the Secretary of State of an application for authority, a foreign corporation is authorized to transact business in this State subject to the right of this State to revoke the foreign corporation's authority to transact business in this State as provided in this Act.

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

**2. Same rights as domestic corporation.** A foreign corporation with valid authority has the same but no greater rights and has the same but no greater privileges as a domestic corporation of like character. Except as otherwise provided by this Act, a foreign corporation with a valid certificate of authority is subject to the same duties, restrictions, penalties and liabilities now or later imposed on a domestic corporation of like character.

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

**3. State may not regulate affairs of foreign corporation.** This Act does not authorize this State to regulate the organization or internal affairs of a foreign corporation authorized to transact business in this 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).

#### **§1506. Corporate name of foreign corporation**

**1. Corporate name.** If the corporate name of a foreign corporation does not satisfy the requirements of section 401, the foreign corporation may use a fictitious name as set forth in section 404, subsection 2 to transact business in this State if its real name is unavailable.

[PL 2003, c. 344, Pt. B, §123 (AMD).]

**2. Name distinguishable.**

[PL 2003, c. 344, Pt. B, §124 (RP).]

**3. Apply for authorization to use another corporation's name.**

[PL 2003, c. 344, Pt. B, §124 (RP).]

**4. Use of another corporation's name.**

[PL 2003, c. 344, Pt. B, §124 (RP).]

**5. Change of corporate name.**

[PL 2003, c. 344, Pt. B, §124 (RP).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §§B123,124 (AMD).

#### **§1507. Registered office and registered agent of foreign corporation**

**(REPEALED)**

## SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B125 (RPR). PL 2007, c. 323, Pt. C, §29 (RP). PL 2007, c. 323, Pt. G, §4 (AFF).

**§1507-A. Registered agent of foreign corporation**

Each foreign corporation authorized to transact business in this State must have and shall continuously maintain a registered agent in this State as defined in Title 5, chapter 6-A. [PL 2007, c. 535, Pt. B, §5 (NEW).]

## SECTION HISTORY

PL 2007, c. 535, Pt. B, §5 (NEW).

**§1508. Change of registered office or registered agent of foreign corporation**

**(REPEALED)**

## SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B126 (RP).

**§1509. Resignation of registered agent of foreign corporation**

**(REPEALED)**

## SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B126 (RP).

**§1510. Service on foreign corporation**

**(REPEALED)**

## SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 631, §28 (AMD). PL 2007, c. 323, Pt. C, §30 (RP). PL 2007, c. 323, Pt. G, §4 (AFF).

**§1510-A. Service of process upon authorized foreign corporation**

Service of process, notice or demand required or permitted by law on a foreign corporation authorized to transact business in this State is governed by Title 5, section 113. [PL 2007, c. 323, Pt. C, §31 (NEW); PL 2007, c. 323, Pt. G, §4 (NEW).]

## SECTION HISTORY

PL 2007, c. 323, Pt. C, §31 (NEW). PL 2007, c. 323, Pt. G, §4 (AFF).

## SUBCHAPTER 2

## WITHDRAWAL OR TRANSFER OF AUTHORITY

**§1521. Withdrawal of foreign corporation**

**1. Application of withdrawal.** A foreign corporation authorized to transact business in this State may not withdraw from this State until it files an application of withdrawal with the Secretary of State. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2. Application of withdrawal; contents.** A foreign corporation authorized to transact business in this State may file an application of withdrawal by delivering an application to the Secretary of State for filing. The application must set forth:

A. The name of the foreign corporation, the name of the state or country under whose law it is incorporated and the date on which the foreign corporation was authorized to transact business in this State; [PL 2003, c. 344, Pt. B, §127 (AMD).]

B. That the foreign corporation is not transacting business in this State and that it surrenders its authority to transact business in this State; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. That the foreign corporation revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this State; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

D. A mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State under paragraph C; and [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

E. A commitment to notify the Secretary of State in the future of any change in the foreign corporation's mailing address. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2003, c. 344, Pt. B, §127 (AMD).]

**3. Service of process on Secretary of State.** After the withdrawal of a foreign corporation under subsection 2 is effective, service of process on the Secretary of State under this section 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 the mailing address set forth under subsection 2.

[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, §B127 (AMD).

#### §1522. Automatic withdrawal upon certain conversions

A foreign business corporation authorized to transact business in this State that converts to a domestic nonprofit corporation or any form of domestic filing entity is deemed to have withdrawn on the effective date of the conversion. [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).

#### §1523. Withdrawal upon conversion to a nonfiling entity

**1. Withdrawal upon conversion.** A foreign business corporation authorized to transact business in this State that converts to a domestic or foreign nonfiling entity shall file an application of withdrawal by delivering an application to the Secretary of State for filing. The application must set forth:

A. The name of the foreign business corporation, the name of the state or country under whose law it was incorporated before the conversion and the date on which the foreign corporation was authorized to transact business in this State; [PL 2003, c. 344, Pt. B, §128 (AMD).]

B. That the foreign business corporation surrenders its authority to transact business in this State as a foreign business corporation; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. The type of other entity to which the foreign business corporation has been converted and the jurisdiction whose laws govern its internal affairs; and [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

D. If the foreign business corporation has been converted to a foreign other entity, the following information:

- (1) That it revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in this State;
- (2) A mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State under subparagraph (1); and
- (3) A commitment to notify the Secretary of State in the future of any change in its mailing address. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2003, c. 344, Pt. B, §128 (AMD).]

**2. Conversion to foreign other entity; service of process.** After the withdrawal under this section of a corporation that has converted to a foreign other entity is effective, service of process on the Secretary of State is service on the foreign other entity. Upon receipt of process, the Secretary of State shall mail a copy of the process to the foreign other entity at the mailing address set forth under subsection 1, paragraph D.

[RR 2013, c. 2, §24 (COR).]

**3. Conversion to domestic other entity, service of process.** After the withdrawal under this section of a corporation that has converted to a domestic other entity is effective, service of process must be made on the other entity in accordance with the regular procedures for service of process on the form of other entity to which the corporation was converted.

[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, §B128 (AMD). RR 2013, c. 2, §24 (COR).

#### §1524. Transfer of authority

**1. Application for transfer of authority; contents.** A foreign business corporation authorized to transact business in this State that converts to a foreign nonprofit corporation or to any form of foreign other entity that is required to file an application for authority or make a similar type of filing with the Secretary of State if it transacts business in this State shall file with the Secretary of State an application for transfer of authority signed by any officer or other duly authorized representative. The application must set forth:

A. The name of the foreign corporation, the current state or country under whose laws it is incorporated as it appears on the records of the Secretary of State and the date on which the corporation was authorized to transact business in this State; [PL 2003, c. 344, Pt. B, §129 (AMD).]

B. The type of entity to which it has been converted and the jurisdiction whose laws govern its internal affairs; and [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. Any other information that would be required in a filing under the laws of this State by an entity of the type the corporation has become seeking authority to transact business in this State. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2011, c. 274, §73 (AMD).]

**2. Delivery.** The application for transfer of authority must be delivered to the Secretary of State for filing and takes effect at the effective time provided in section 125.

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

**3. Authority to transact business uninterrupted.** When the application for transfer of authority takes effect, the authority of the corporation under this chapter to transact business in this State is transferred without interruption to the converted entity, which thereafter holds that authority subject to the provisions of the laws of this State applicable to that type of entity.

[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, §B129 (AMD). PL 2011, c. 274, §73 (AMD).

### SUBCHAPTER 3

#### REVOCACTION OF AUTHORITY

##### §1531. Grounds for revocation

**(REPEALED)**

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B130 (AMD). PL 2003, c. 631, §29 (RP).

##### §1531-A. Grounds for revocation

Notwithstanding Title 4, chapter 5 and Title 5, chapter 375, the Secretary of State may commence a proceeding under section 1532 to revoke the authority of a foreign corporation authorized to transact business in this State if: [PL 2003, c. 631, §30 (NEW).]

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

[PL 2003, c. 631, §30 (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 1621;

[PL 2003, c. 631, §30 (NEW).]

**3. Failure to pay late filing penalty.** The foreign corporation does not pay the annual report late filing penalty as required by section 1622;

[PL 2003, c. 631, §30 (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;

[PL 2007, c. 323, Pt. C, §32 (AMD); PL 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;

[PL 2007, c. 323, Pt. C, §33 (AMD); PL 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

[PL 2003, c. 631, §30 (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 in its jurisdiction of incorporation.

[PL 2003, c. 631, §30 (NEW).]

#### SECTION HISTORY

PL 2003, c. 631, §30 (NEW). PL 2007, c. 323, Pt. C, §§32, 33 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF).

#### §1532. Procedure for and effect of revocation

**1. Notice of determination.** If the Secretary of State determines that one or more grounds exist under section 1531-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.

[PL 2007, c. 323, Pt. C, §34 (AMD); PL 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.

[PL 2007, c. 323, Pt. C, §35 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

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

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

**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 transact business 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 an officer of 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.

[PL 2003, c. 631, §32 (AMD).]

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

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

**6. Authorization after revocation.** A foreign corporation whose authority to transact business in this State has been revoked under section 1532 that wishes to transact business again in this State must be authorized as provided in this chapter.

[PL 2003, c. 631, §33 (AMD).]

**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 foreign corporation.

[PL 2007, c. 323, Pt. C, §36 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 631, §§31-33 (AMD). PL 2007, c. 323, Pt. C, §§34-36 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF).

### §1533. 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 service of the notice of revocation is perfected under section 1510-A. 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.

[RR 2021, c. 2, Pt. A, §27 (COR).]

**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.

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

**3. Appeal of 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). RR 2021, c. 2, Pt. A, §27 (COR).

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