

§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).

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