CHAPTER 3

CORPORATE NAME; REGISTERED OFFICE AND AGENT; SERVICE OF PROCESS

§301. Corporate name

(REPEALED)

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1979, c. 127, §95 (AMD). PL 1979, c. 572, §§11-13 (AMD). PL 1979, c. 663, §72 (AMD). PL 1983, c. 50, §§2,3 (AMD). PL 1983, c. 86, §3 (AMD). PL 1983, c. 583, §6 (AMD). PL 1989, c. 501, §§L37,38 (AMD). PL 1993, c. 316, §§31-36 (AMD). PL 1993, c. 616, §6 (AMD). PL 1993, c. 718, §§B6-8 (AMD). PL 1995, c. 514, §2 (AMD). PL 1995, c. 633, §§C7-9 (AMD). PL 1997, c. 633, §4 (AMD). PL 2003, c. 344, §B8 (RP).

§301-A. Corporate name

1. Prohibition. A corporate name may not contain language stating or implying that the corporation is organized for a purpose other than that permitted by section 201 and the corporation's articles of incorporation.
[PL 2003, c. 344, Pt. B, §9 (NEW).]

2. Distinguishable name. Except as authorized by subsections 3 and 4, a corporate name must be distinguishable on the records of the Secretary of State from:

A. The name of a corporation, limited liability company, limited liability partnership or limited partnership that is incorporated, organized or authorized to transact business or carry on activities in this State; [PL 2003, c. 344, Pt. B, §9 (NEW).]

B. Assumed, fictitious, reserved and registered name filings for all entities; and [PL 2003, c. 344, Pt. B, §9 (NEW).]

C. Marks registered under Title 10, chapter 301-A unless the registered owner or holder of the mark is the same person or entity as the corporation seeking to use a name that is not distinguishable on the records of the Secretary of State and files proof of ownership with the Secretary of State. [PL 2003, c. 344, Pt. B, §9 (NEW).]
[PL 2003, c. 344, Pt. B, §9 (NEW).]

3. Refuse to file name. The Secretary of State, in the Secretary of State's discretion, may refuse to file a name that:

A. Consists of or comprises language that is obscene; [PL 2003, c. 344, Pt. B, §9 (NEW).]

B. Inappropriately promotes abusive or unlawful activity; [PL 2003, c. 344, Pt. B, §9 (NEW).]

C. Falsely suggests an association with public institutions; or [PL 2003, c. 344, Pt. B, §9 (NEW).]

D. Violates any other provision of the law of this State with respect to names. [PL 2003, c. 344, Pt. B, §9 (NEW).]
[PL 2003, c. 344, Pt. B, §9 (NEW).]

4. Authorization to use name. A corporation may apply to the Secretary of State for authorization to use a name that is not distinguishable on the records of the Secretary of State from one or more of the names described in subsection 2. The Secretary of State shall authorize use of the name applied for if:

A. The entity in possession of the name consents to the use in writing and submits an undertaking in a form satisfactory to the Secretary of State as provided in sections 104 and 106 or as provided in the applicable law for that entity to change its name to a name that is distinguishable on the records of the Secretary of State from the name of the applicant; or [PL 2003, c. 344, Pt. B, §9 (NEW).]

B. The applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this State. [PL 2003, c. 344, Pt. B, §9 (NEW).]

[PL 2003, c. 344, Pt. B, §9 (NEW).]

5. Use of another corporation's name. A corporation may use the name, including the assumed or fictitious name, of another domestic or foreign corporation that is used in this State if the other corporation is incorporated or authorized to transact business in this State and the corporation proposing to use the name:

A. Has merged with the other corporation; [PL 2003, c. 344, Pt. B, §9 (NEW).]

B. Has been formed by reorganization of the other corporation; or [PL 2003, c. 344, Pt. B, §9 (NEW).]

C. Has acquired all or substantially all of the assets, including the corporate name, of the other corporation. [PL 2003, c. 344, Pt. B, §9 (NEW).]

[PL 2003, c. 344, Pt. B, §9 (NEW).]

6. Determining distinguishability. In determining whether names are distinguishable on the records, the Secretary of State shall disregard the following:

A. The words or abbreviations of words that describe the nature of the entity, including "professional association," "corporation," "company," "incorporated," "chartered," "limited," "limited partnership," "limited liability company," "professional limited liability company," "limited liability partnership," "registered limited liability partnership," "limited liability limited partnership," "service corporation" and "professional corporation"; [PL 2005, c. 543, Pt. D, §10 (AMD); PL 2005, c. 543, Pt. D, §18 (AFF).]

B. The presence or absence of the words or symbols of the words "and" and "the"; and [PL 2003, c. 344, Pt. B, §9 (NEW).]

C. The differences in the use of punctuation, capitalization or special characters. [PL 2003, c. 344, Pt. B, §9 (NEW).]

[PL 2005, c. 543, Pt. D, §10 (AMD); PL 2005, c. 543, Pt. D, §18 (AFF).]

7. Change of corporate name by foreign corporation. If a foreign corporation authorized to carry on activities in this State changes its corporate name to one that does not satisfy the requirements of this section, the foreign corporation may not carry on activities in this State under the proposed new name until it adopts a name satisfying the requirements of this section and files an amended application for authority under section 1207 that is accompanied by a statement of use of a fictitious name under section 308-A.

[PL 2003, c. 344, Pt. B, §9 (NEW).]

8. Violations of this section. If a corporation has in other respects complied with this Title and its articles of incorporation have been filed, or if a foreign corporation has in other respects satisfied this Title and has been authorized to carry on activities in this State, subsequent discovery of a violation of the foregoing provisions of this section does not invalidate its corporate existence or authority, but the courts of this State may, upon application of the State or of any interested or affected person, enjoin such violation and grant any other appropriate relief.

[PL 2003, c. 344, Pt. B, §9 (NEW).]

SECTION HISTORY

PL 2003, c. 344, §B9 (NEW). PL 2005, c. 543, §D10 (AMD). PL 2005, c. 543, §D18 (AFF).

§302. Reserved name

(REPEALED)

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1979, c. 127, §96 (AMD). PL 2003, c. 344, §B10 (RP).

§302-A. Reserved name

1. Reserve use of name. A person may reserve the exclusive use of a corporate name, including an assumed or fictitious name, by executing and delivering for filing as provided in section 106 an application to the Secretary of State. The application must be executed by a duly authorized person and must set forth the name and address of the applicant and the name proposed to be reserved. If the Secretary of State finds that the corporate name applied for is available, the Secretary of State shall reserve the name for the applicant's exclusive use for a period of 120 days. The reservation may not be renewed, but after the expiration of the reservation, the same name may be reserved by the same or another applicant.
[PL 2013, c. 99, §1 (AMD).]

2. Transfer of reservation. The owner of a reserved corporate name under subsection 1 may transfer the reservation to another person by executing and delivering for filing to the Secretary of State as provided in section 106 a notice of the transfer, signed by the transferor, that states the name and address of the transferee.
[PL 2003, c. 344, Pt. B, §11 (NEW).]

SECTION HISTORY

PL 2003, c. 344, §B11 (NEW). PL 2013, c. 99, §1 (AMD).

§303. Registered name and renewal; termination

(REPEALED)

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1979, c. 127, §97 (AMD). PL 1979, c. 572, §14 (AMD). PL 1993, c. 316, §37 (AMD). PL 1995, c. 458, §6 (AMD). PL 1997, c. 376, §19 (AMD). RR 2001, c. 2, §B35 (COR). RR 2001, c. 2, §B58 (AFF). PL 2003, c. 344, §B12 (RP).

§303-A. Registered name of foreign corporation

1. Register corporate name. A foreign corporation may register its corporate name if the name is distinguishable on the records of the Secretary of State pursuant to section 301-A.
[PL 2003, c. 344, Pt. B, §13 (NEW).]

2. Application. To register its corporate name, a foreign corporation must execute and deliver to the Secretary of State for filing as provided in sections 104 and 106 an application that:

A. Sets forth its corporate name, the state or country and date of its incorporation, the address of its principal office wherever located and a brief description of the nature of the activities in which it is engaged; and [PL 2003, c. 344, Pt. B, §13 (NEW).]

B. Is 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. [PL 2003, c. 344, Pt. B, §13 (NEW).]

[PL 2003, c. 344, Pt. B, §13 (NEW).]

3. Applicant's exclusive use. A corporate name is registered for a foreign corporation's exclusive use upon the effective date of the application under subsection 2 until the end of the calendar year in which the application was filed.
[PL 2003, c. 344, Pt. B, §13 (NEW).]

4. Renewal of registered name. A foreign corporation whose registration is effective may renew the registration for a successive year by delivering for filing to the Secretary of State a renewal application that complies with the requirements of subsection 2 between October 1st and December 31st. The renewal application, when filed, renews the registration for the following calendar year.
[PL 2003, c. 344, Pt. B, §13 (NEW).]

5. Qualify as foreign corporation. A foreign corporation whose registration is effective may, after the registration is effective, qualify as a foreign corporation under the registered name or may consent in writing to the use of that name by a corporation incorporated under this Title or by another foreign corporation authorized to transact business in this State. The registration terminates when the domestic corporation is incorporated or the foreign corporation qualifies or consents to the qualification of another foreign corporation under the registered name.
[PL 2003, c. 344, Pt. B, §13 (NEW).]

SECTION HISTORY

PL 2003, c. 344, §B13 (NEW).

§304. Registered office and registered agent

(REPEALED)

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1993, c. 316, §38 (AMD). PL 1997, c. 376, §20 (AMD). PL 2007, c. 323, Pt. B, §3 (RP). PL 2007, c. 323, Pt. G, §4 (AFF).

§304-A. Registered agent of domestic nonprofit corporation

Each domestic nonprofit corporation 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, §2 (NEW).]

SECTION HISTORY

PL 2007, c. 535, Pt. B, §2 (NEW).

§305. Registered agent; registered office; changes

(REPEALED)

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1979, c. 127, §98 (AMD). PL 1989, c. 501, §L39 (AMD). PL 1991, c. 780, §U12 (AMD). PL 1993, c. 316, §39 (AMD). PL 1997, c. 376, §21 (AMD). PL 1997, c. 376, §22 (AMD). PL 1997, c. 376, §23 (AMD). PL 1999, c. 594, §10 (AMD). PL 2003, c. 631, §2 (AMD). PL 2007, c. 323, Pt. B, §4 (RP). PL 2007, c. 323, Pt. G, §4 (AFF).

§306. Service of process on corporation

(REPEALED)

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 2007, c. 323, Pt. B, §5 (RP). PL 2007, c. 323, Pt. G, §4 (AFF).

§306-A. Service of process upon nonprofit corporation

Service of process, notice or demand required or permitted by law on a nonprofit corporation is governed by Title 5, section 113. [PL 2007, c. 323, Pt. B, §6 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

SECTION HISTORY

PL 2007, c. 323, Pt. B, §6 (NEW). PL 2007, c. 323, Pt. G, §4 (AFF).

§307. Service on nonresident directors of domestic corporations

1. Nonresident directors. Each director of a domestic corporation who is a nonresident of this State at the time of his election or who becomes a nonresident during his term of office shall, by his acceptance of election or by continuing in office as director, be deemed to have appointed the Secretary of State as an agent to receive service of process upon him in any action or proceeding relating to actions of such corporation and arising while he held office as director of such corporation.
[PL 1977, c. 525, §13 (NEW).]

2. Service of process. Service of process upon the Secretary of State must be made in the same manner as is provided by the Maine Rules of Civil Procedure, rule 4(d)(8), as amended, in the case of service upon the Secretary of State as an agent of a corporation. The copy of the process must be mailed to the nonresident director at the address of such director shown on the most recent annual report of the corporation.
[PL 1993, c. 316, §40 (AMD).]

3. Other service of process. Service under this section may also be made by delivery of a copy of the process of the nonresident director at his address outside the State. Proof of such delivery shall be made by affidavit of the person making delivery and the affidavit shall be filed with the clerk of courts in which the action or proceeding is pending.
[PL 1977, c. 525, §13 (NEW).]

4. Termination of application. The resignation of any nonresident director shall, effective as of the date of filing in accordance with section 106 a notice of his resignation signed by such former director, terminate the application to him of the provisions of this section, except for any cause of action already accrued.
[PL 1977, c. 525, §13 (NEW).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1979, c. 127, §99 (AMD). PL 1993, c. 316, §40 (AMD).

§308. Assumed name of corporation

(REPEALED)

SECTION HISTORY

PL 1983, c. 86, §4 (NEW). PL 1993, c. 316, §41 (AMD). PL 1995, c. 458, §7 (AMD). PL 2003, c. 344, §B14 (RP).

§308-A. Assumed or fictitious name of corporation

1. Assumed name defined. As used in this section, "assumed name" means a trade name, the name of a division not separately incorporated and not used in conjunction with the real corporate name or any name other than the real name of a corporation except a fictitious name.
[PL 2003, c. 344, Pt. B, §15 (NEW).]

2. Fictitious name defined. As used in this section, "fictitious name" means a name adopted by a foreign corporation authorized to carry on activities in this State because its real name is unavailable pursuant to section 301-A.
[PL 2003, c. 344, Pt. B, §15 (NEW).]

3. Authorized to transact business. Upon complying with this section, a domestic or foreign corporation authorized to carry on activities in this State may carry on its activities in this State under one or more assumed or fictitious names.
[PL 2003, c. 344, Pt. B, §15 (NEW).]

4. File statement indicating use of assumed or fictitious name. Prior to carrying on any activities in this State under an assumed or fictitious name, a corporation shall execute and deliver for filing, in accordance with sections 104 and 106, a statement setting forth:

A. The corporate name and the address of the corporation's registered office; [PL 2003, c. 344, Pt. B, §15 (NEW).]

B. That the corporation intends to carry on activities under an assumed or fictitious name; [PL 2003, c. 344, Pt. B, §15 (NEW).]

C. The assumed or fictitious name that the corporation proposes to use; [PL 2003, c. 344, Pt. B, §15 (NEW).]

D. If the assumed name is not to be used at all of the corporation's places of activity in this State, the locations where it will be used; and [PL 2003, c. 344, Pt. B, §15 (NEW).]

E. If the corporation is a foreign corporation:

(1) The jurisdiction of incorporation; and

(2) The date on which it was authorized to carry on activities in this State. [PL 2003, c. 344, Pt. B, §15 (NEW).]

A separate statement must be executed and delivered to the Secretary of State for filing with respect to each assumed or fictitious name that the corporation proposes to use.
[PL 2003, c. 344, Pt. B, §15 (NEW).]

5. Compliance required. An assumed or fictitious name must comply with the requirements of section 301-A.
[PL 2003, c. 344, Pt. B, §15 (NEW).]

6. Enjoin use of assumed or fictitious name. If a corporation uses an assumed or fictitious name without complying with the requirements of this section, the continued use of the assumed or fictitious name may be enjoined upon suit by the Attorney General or by any person adversely affected by the use of the assumed or fictitious name.
[PL 2003, c. 344, Pt. B, §15 (NEW).]

7. Enjoin use despite compliance. Notwithstanding its compliance with the requirements of this section, the use of an assumed or fictitious name may be enjoined upon suit of the Attorney General or of any person adversely affected by such use if:

A. The assumed or fictitious name did not, at the time the statement required by subsection 4 was filed, comply with the requirements of section 301-A; or [PL 2003, c. 344, Pt. B, §15 (NEW).]

B. The assumed or fictitious name is not distinguishable on the records of the Secretary of State from a name in which the plaintiff has prior rights by virtue of the common law or statutory law of unfair competition, unfair trade practices, common law copyright or similar law. [PL 2003, c. 344, Pt. B, §15 (NEW).]

The filing of a statement pursuant to subsection 4 does not constitute actual use of the assumed or fictitious name set out in that statement for purposes of determining priority of rights.
[PL 2003, c. 344, Pt. B, §15 (NEW).]

8. Terminate use of assumed or fictitious name. A corporation may terminate an assumed or fictitious name by executing and delivering, in accordance with sections 104 and 106, a statement setting forth:

A. The name of the corporation and the address of its registered office; [PL 2003, c. 344, Pt. B, §15 (NEW).]

B. That the corporation no longer intends to carry on activities under the assumed or fictitious name; and [PL 2003, c. 344, Pt. B, §15 (NEW).]

C. The assumed or fictitious name the corporation intends to terminate. [PL 2003, c. 344, Pt. B, §15 (NEW).]

[PL 2003, c. 344, Pt. B, §15 (NEW).]

SECTION HISTORY

PL 2003, c. 344, §B15 (NEW).

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