

HOUSE BILL 201

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By: **Delegate Lafferty**

Introduced and read first time: January 21, 2016

Assigned to: Economic Matters

A BILL ENTITLED

1 AN ACT concerning

2 **Corporations and Associations – Limited Liability Companies – Resident Agent**
3 **and Company Representative**

4 FOR the purpose of requiring a limited liability company to have a company representative;
5 requiring the articles of organization, articles of cancellation, and articles of
6 reinstatement of a limited liability company to include the street address of its
7 resident agent and the name and street address of its company representative;
8 applying to a company representative certain provisions of law relating to a change
9 of a resident agent, a change of address of a resident agent, or a resignation of a
10 resident agent of a limited liability company; requiring a certain foreign limited
11 liability company to include the street address of its resident agent and the name
12 and street address of its company representative in an application for registration
13 submitted to the State Department of Assessments and Taxation; defining certain
14 terms; making a stylistic change; making conforming changes; providing for the
15 application of this Act; and generally relating to limited liability company resident
16 agents and company representatives.

17 BY adding to
18 Article – Corporations and Associations
19 Section 4A–101(f–1) and (r–1)
20 Annotated Code of Maryland
21 (2014 Replacement Volume and 2015 Supplement)

22 BY repealing and reenacting, with amendments,
23 Article – Corporations and Associations
24 Section 4A–204(a), 4A–210, 4A–909, 4A–916, and 4A–1002
25 Annotated Code of Maryland
26 (2014 Replacement Volume and 2015 Supplement)

27 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND,
28 That the Laws of Maryland read as follows:

EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.

[Brackets] indicate matter deleted from existing law.



1 **Article – Corporations and Associations**

2 4A-101.

3 **(F-1) “COMPANY REPRESENTATIVE” MEANS AN INDIVIDUAL WHO:**

4 **(1) HAS THE AUTHORITY TO COMMUNICATE WITH THE PUBLIC**
5 **REGARDING THE LIMITED LIABILITY COMPANY; AND**

6 **(2) MAINTAINS A STREET ADDRESS IN THE STATE WHERE THE**
7 **LIMITED LIABILITY COMPANY WAS FORMED.**

8 **(R-1) “RESIDENT AGENT” MEANS AN INDIVIDUAL RESIDING IN THIS STATE**
9 **WHOSE NAME, STREET ADDRESS, AND DESIGNATION AS A RESIDENT AGENT ARE**
10 **FILED OR RECORDED WITH THE DEPARTMENT IN ACCORDANCE WITH THE**
11 **PROVISIONS OF THIS ARTICLE.**

12 4A-204.

13 (a) The articles of organization shall set forth:

14 (1) The name of the limited liability company;

15 (2) The address of its principal office in this State and the name and
16 **STREET** address of its resident agent; [and]

17 **(3) THE NAME AND STREET ADDRESS OF ITS COMPANY**
18 **REPRESENTATIVE; AND**

19 **[(3)] (4)** Any other provision, not inconsistent with law, which the
20 members elect to set out in the articles, including, but not limited to, a statement that the
21 authority of members to act for the limited liability company solely by virtue of their being
22 members is limited.

23 4A-210.

24 (a) Each limited liability company shall have:

25 (1) A principal office in this State; [and]

26 (2) A resident agent; **AND**

27 **(3) A COMPANY REPRESENTATIVE.**

1 (b) (1) A limited liability company may designate or change its resident agent,
2 **COMPANY REPRESENTATIVE**, or principal office by filing for record with the Department
3 a statement signed by an authorized person which authorizes the designation or change.

4 (2) A limited liability company may change the **STREET** address of its
5 resident agent **OR COMPANY REPRESENTATIVE** by filing for record with the Department
6 a statement of the change signed by an authorized person.

7 (3) A designation or change of a principal office [or], resident agent, **OR**
8 **COMPANY REPRESENTATIVE** or **STREET** address of the resident agent **OR COMPANY**
9 **REPRESENTATIVE** for a limited liability company under this subsection is effective when
10 the Department accepts the statement for record.

11 (c) (1) A resident agent **OR COMPANY REPRESENTATIVE** who changes
12 **STREET** addresses [in this State] may notify the Department of the change by filing for
13 record with the Department a statement of the change signed by or on behalf of the resident
14 agent **OR COMPANY REPRESENTATIVE**.

15 (2) The statement shall include:

16 (i) The name of the limited liability company for which the change
17 is effective;

18 (ii) The old and new **STREET** addresses of the resident agent **OR**
19 **COMPANY REPRESENTATIVE**; and

20 (iii) The date on which the change is effective.

21 (3) If the old and new **STREET** addresses of the resident agent **OR**
22 **COMPANY REPRESENTATIVE** are the same as the old and new addresses of the principal
23 office of the limited liability company, the statement may include a change of address of the
24 principal office if:

25 (i) The resident agent **OR COMPANY REPRESENTATIVE** notifies
26 the limited liability company in writing; and

27 (ii) The statement recites that notice has been sent.

28 (4) The change of address of the resident agent, **COMPANY**
29 **REPRESENTATIVE**, or principal office is effective when the Department accepts the
30 statement for record.

31 (d) (1) A resident agent **OR COMPANY REPRESENTATIVE** may resign by
32 filing with the Department a counterpart or photocopy of the signed resignation.

1 (2) Unless a later time is specified in the resignation, it is effective:

2 (i) At the time it is filed with the Department, if the limited liability
3 company has more than 1 resident agent **OR COMPANY REPRESENTATIVE**; or

4 (ii) 10 days after it is filed with the Department, if the limited
5 liability company has only 1 resident agent **OR COMPANY REPRESENTATIVE**.

6 4A-909.

7 Articles of cancellation shall set forth:

8 (1) The name of the limited liability company and the address of its
9 principal office;

10 (2) The name and **STREET** address of a resident agent of the limited
11 liability company who shall serve for **[one] 1** year after termination;

12 **(3) THE NAME AND STREET ADDRESS OF A COMPANY**
13 **REPRESENTATIVE OF THE LIMITED LIABILITY COMPANY WHO SHALL SERVE FOR 1**
14 **YEAR AFTER TERMINATION;**

15 **[(3)] (4)** The name and address of each member who was designated to
16 wind up the affairs of the limited liability company or if no member was so designated, the
17 names and addresses of all members;

18 **[(4)] (5)** A statement that the limited liability company is terminated
19 effective upon the filing of the certificate of cancellation or on a date specified therein which
20 is no later than 30 days after the filing of the certificate;

21 **[(5)] (6)** A statement that notice of the termination was sent by registered
22 mail, postage prepaid, return receipt requested to all known creditors of the limited liability
23 company and the date of the mailing, or a statement that the limited liability company has
24 no known creditors; and

25 **[(6)] (7)** Any other provisions that the limited liability company considers
26 necessary.

27 4A-916.

28 Articles of reinstatement shall include:

29 (1) The name of the limited liability company at the time its right to do
30 business in Maryland was forfeited;

1 (2) The name that the limited liability company will use after
2 reinstatement, which shall comply with the provisions of this article with respect to limited
3 liability company names;

4 (3) The address of the principal office of the limited liability company in
5 this State if different from its principal office in this State at the time the right to do
6 business in Maryland was forfeited; [and]

7 (4) The name and **STREET** address of the resident agent of the limited
8 liability company; **AND**

9 **(5) THE NAME AND STREET ADDRESS OF THE COMPANY**
10 **REPRESENTATIVE OF THE LIMITED LIABILITY COMPANY.**

11 4A-1002.

12 (a) Before doing any interstate, intrastate, or foreign business in this State, a
13 foreign limited liability company shall register with the Department.

14 (b) In order to register, a foreign limited liability company shall submit to the
15 Department an application for registration as a foreign limited liability company executed
16 by an authorized person and setting forth:

17 (1) The name of the foreign limited liability company and, if different, the
18 name under which it proposes to register and do business in this State;

19 (2) The state under whose laws it was formed and the date of its formation;

20 (3) The general character of the business it proposes to transact in this
21 State;

22 (4) The name and **STREET** address of its resident agent in this State;

23 **(5) THE NAME AND STREET ADDRESS OF ITS COMPANY**
24 **REPRESENTATIVE;**

25 **[(5)] (6)** A statement that the Department is appointed as the resident
26 agent of the foreign limited liability company if no resident agent has been appointed under
27 item (4) of this subsection or, if appointed, the resident agent's authority has been revoked
28 or if the agent cannot be found or served with the exercise of reasonable diligence;

29 **[(6)] (7)** The address of the office required to be maintained in the state
30 of its organization by the laws of that state or, if not so required, of the principal office of
31 the foreign limited liability company; and

1 ~~[(7)]~~ (8) Proof acceptable to the Department of good standing in the
2 jurisdiction where it currently is organized.

3 SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall be construed to
4 apply only prospectively and may not be applied or interpreted to have any effect on or
5 application to any limited liability company formed before the effective date of this Act.

6 SECTION 3. AND BE IT FURTHER ENACTED, That this Act shall take effect June
7 1, 2016.