

---

By: **Chairman, Economic Matters Committee (By Request - Departmental -  
Assessments and Taxation)**

Introduced and read first time: February 2, 2004

Assigned to: Economic Matters

---

A BILL ENTITLED

1 AN ACT concerning

2 **Business Entities - Recordation of Documents**

3 FOR the purpose of repealing the requirement that the State Department of  
4 Assessments and Taxation return certain documents filed for record by certain  
5 business entities; repealing the requirement that the Department record certain  
6 previously unrecorded and unfiled documents; repealing the requirement that  
7 the Department issue a certificate of registration for certain foreign business  
8 entities; and requiring the Department to send a certain acknowledgment to  
9 certain persons after recording certain documents.

10 BY repealing and reenacting, with amendments,  
11 Article - Corporations and Associations  
12 Section 1-202, 1-205, 4A-207, 4A-1003, 9A-1002, 9A-1102, 10-206, and  
13 10-903  
14 Annotated Code of Maryland  
15 (1999 Replacement Volume and 2003 Supplement)

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

18 **Article - Corporations and Associations**

19 1-202.

20 When the Department accepts for record any charter document or any document  
21 designating or changing the name or address of a resident agent or principal office of  
22 a Maryland corporation, the Department shall:

23 (1) Endorse on the document its acceptance for record and the date and  
24 time of acceptance;

25 (2) Record promptly the document with its corporate records; and

1 (3) [Return the document] SEND AN ACKNOWLEDGMENT to the  
2 corporation, its attorney, or its agent STATING THE DATE AND TIME THAT THE  
3 DOCUMENT WAS ACCEPTED FOR RECORD.

4 1-205.

5 [(a)] The Department may refuse to accept for record or filing any charter  
6 document of a Maryland corporation, unless the original or a certified copy of all prior  
7 charter documents not previously recorded or filed are delivered to the Department  
8 for record, together with any affidavit or certificate of completeness required by the  
9 Department.

10 [(b)] The Department shall record without additional charge these previously  
11 unrecorded and unfiled documents and then return them to the corporation, its  
12 attorney, or its agent.]

13 4A-207.

14 (a) (1) The Department may not accept for record or filing any document of  
15 a limited liability company that does not conform with law.

16 (2) Any document which purports to be acknowledged may be treated by  
17 the Department as properly acknowledged.

18 (b) The Department may not accept for record or filing any articles,  
19 certificate, qualification, registration, change of resident agent or principal office,  
20 report, service of process or notice, or other document until all required recording,  
21 filing, and other fees have been paid to the Department.

22 (c) When the Department accepts for record any articles, certificate, or other  
23 document, the Department shall:

24 (1) Endorse on the document its acceptance for record and the date and  
25 time of acceptance;

26 (2) Record promptly the document; and

27 (3) [Return the document] SEND AN ACKNOWLEDGMENT to the limited  
28 liability company, its attorney, or its agent STATING THE DATE AND TIME THAT THE  
29 DOCUMENT WAS ACCEPTED FOR RECORD.

30 4A-1003.

31 If the Department finds that an application for registration meets the  
32 requirements of this title and all required fees have been paid, it shall:

33 (1) Endorse on the application the date and time of its acceptance for  
34 record;

35 (2) Record promptly the document; AND

1 (3) [Issue a certificate of registration to do business in this State; and

2 (4) Return the certificate of registration] SEND AN ACKNOWLEDGMENT  
3 to the person who filed the application or a representative of the person who filed the  
4 application STATING THE DATE AND TIME THAT THE DOCUMENT WAS ACCEPTED FOR  
5 RECORD.

6 9A-1002.

7 (a) The Department may not accept for record or filing any document of a  
8 limited liability partnership that does not conform with law.

9 (b) Any document which purports to be acknowledged may be treated by the  
10 Department as properly acknowledged.

11 (c) The Department may not accept for record or filing any certificates,  
12 qualification, registration, change of resident agent or principal office, report, service  
13 of process or notice, or other document until all required recording, filing, and other  
14 fees have been paid to the Department.

15 (d) When the Department accepts for record any certificate or other document,  
16 the Department shall:

17 (1) Endorse on the document its acceptance for record and the date and  
18 time of acceptance;

19 (2) Record promptly the document; and

20 (3) [Return the document] SEND AN ACKNOWLEDGMENT to the limited  
21 liability partnership, its attorney, or its agent STATING THE DATE AND TIME THAT  
22 THE DOCUMENT WAS ACCEPTED FOR RECORD.

23 9A-1102.

24 If the Department finds that an application for registration meets the  
25 requirements of this subtitle and all required fees have been paid, it shall:

26 (1) Endorse on the application the date and time of its acceptance for  
27 record;

28 (2) Record promptly the document; AND

29 (3) [Issue a certificate of registration to do business in this State; and

30 (4) Return the certificate of registration] SEND AN ACKNOWLEDGMENT  
31 to the person who filed the application or a representative of the person who filed the  
32 application STATING THE DATE AND TIME THAT THE DOCUMENT WAS ACCEPTED FOR  
33 RECORD.

1 10-206.

2 (a) An executed copy of each certificate required by this subtitle, or of any  
3 judicial decree of amendment or cancellation, shall be filed with the Department.  
4 However, the Department may not accept for record any certificate or decree that  
5 does not meet the requirements of this title. A person who executes a certificate as an  
6 agent or fiduciary need not exhibit evidence of that person's authority as a  
7 prerequisite to filing. The Department may not accept for record or filing any  
8 certificate, decree, qualification, registration, change of resident agent or principal  
9 office, report, service of process or notice, or other document until all required fees  
10 have been paid to the Department.

11 (b) When the Department accepts for record any certificate, the Department  
12 shall:

13 (1) Endorse on the document its acceptance for record and the date and  
14 time of acceptance;

15 (2) Record promptly the document; and

16 (3) [Return the document] SEND AN ACKNOWLEDGMENT to the  
17 partnership, its attorney, or its agent STATING THE DATE AND TIME THAT THE  
18 DOCUMENT WAS ACCEPTED FOR RECORD.

19 10-903.

20 If the Department finds that an application for registration meets the  
21 requirements of this title and all required fees have been paid, it shall:

22 (1) Endorse on the application the date and time of its acceptance for  
23 record;

24 (2) Record promptly the document; AND

25 (3) [Issue a certificate of registration to do business in this State; and

26 (4) Return the certificate of registration] SEND AN ACKNOWLEDGMENT  
27 to the person who filed the application or his representative STATING THE DATE AND  
28 TIME THAT THE DOCUMENT WAS ACCEPTED FOR RECORD.

29 SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect  
30 July 1, 2004.