

## **CHAPTER 355**

**(Senate Bill 67)**

AN ACT concerning

### **Corporations and Associations – Proof of Good Standing for Foreign Business Entities**

FOR the purpose of requiring certain foreign business entities that are required to register or qualify to do business in Maryland to provide the State Department of Assessments and Taxation certain proof of good standing in the jurisdictions where the foreign business entities currently are organized; and generally relating to registration and qualification requirements for foreign business entities.

BY repealing and reenacting, with amendments,  
Article – Corporations and Associations  
Section 4A–1002, 7–202, 7–203, 9A–1101, and 10–902  
Annotated Code of Maryland  
(2007 Replacement Volume and 2008 Supplement)

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

#### **Article – Corporations and Associations**

4A–1002.

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

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

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

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

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

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

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agent has been appointed under paragraph (4) of this subsection or, if appointed, the resident agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; [and]

(6) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company; **AND**

**(7) PROOF ACCEPTABLE TO THE DEPARTMENT OF GOOD STANDING IN THE JURISDICTION WHERE IT CURRENTLY IS ORGANIZED.**

7-202.

(a) Unless it is qualified to do business under § 7-203 of this subtitle, before doing any interstate or foreign business in this State, a foreign corporation shall register with the Department.

(b) To register, the corporation shall [certify]:

**(1) CERTIFY** to the Department:

[(1)] **(I)** The address of the corporation; and

[(2)] **(II)** The name and address of its resident agent in this State;

**AND**

**(2) PROVIDE PROOF ACCEPTABLE TO THE DEPARTMENT OF GOOD STANDING IN THE JURISDICTION WHERE IT CURRENTLY IS ORGANIZED.**

(c) Unless terminated by the corporation, the registration is effective as long as the corporation has a resident agent in this State.

7-203.

(a) Before doing any intrastate business in this State, a foreign corporation shall qualify with the Department.

(b) To qualify, the corporation shall [certify]:

**(1) CERTIFY** to the Department:

[(1)] (I) The address of the corporation; and

[(2)] (II) The name and address of its resident agent in this State;

**AND**

**(2) PROVIDE PROOF ACCEPTABLE TO THE DEPARTMENT OF GOOD STANDING IN THE JURISDICTION WHERE IT CURRENTLY IS ORGANIZED.**

(c) Unless terminated by the corporation, the qualification is effective as long as:

(1) The corporation has a resident agent in this State;

(2) The corporation does not forfeit its right to do intrastate business under the laws of this State; and

(3) If the corporation qualifies or changes its name after June 1, 1951, the name of the corporation complies with the requirements of Title 1, Subtitle 5 of this article.

9A-1101.

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

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

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

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

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

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

(5) A statement that the Department is appointed as the resident agent of the foreign limited liability partnership if no resident agent has been appointed under paragraph (4) of this subsection or, if appointed, the resident agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; [and]

(6) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability partnership; **AND**

**(7) PROOF ACCEPTABLE TO THE DEPARTMENT OF GOOD STANDING IN THE JURISDICTION WHERE IT CURRENTLY IS ORGANIZED.**

10-902.

Before doing any interstate, intrastate, or foreign business in this State, a foreign limited partnership shall register with the Department. In order to register, a foreign limited partnership shall submit to the Department an application for registration as a foreign limited partnership, executed by a general partner and setting forth:

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

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

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

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

(5) A statement that the Department is appointed the resident agent of the foreign limited partnership if no resident agent has been appointed under paragraph (4) or, if appointed, the resident agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence;

(6) The address of the office required to be maintained in the state or country of its organization by the laws of that jurisdiction or, if not so required, of the principal office of the foreign limited partnership; [and]

(7) The name and business, residence, or mailing address of each of the general partners; **AND**

**(8) PROOF ACCEPTABLE TO THE DEPARTMENT OF GOOD STANDING IN THE JURISDICTION WHERE IT CURRENTLY IS ORGANIZED.**

SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect October 1, 2009.

**Approved by the Governor, May 7, 2009.**