

# HOUSE BILL 351

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By: **Delegates Lafferty, Aumann, Barkley, Bromwell, Brooks, Clippinger, Glenn,  
Lierman, and Lisanti**

Introduced and read first time: February 5, 2015

Assigned to: Economic Matters

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## A BILL ENTITLED

1 AN ACT concerning

2 **Corporations and Associations – Limited Liability Companies – Company**  
3 **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 name and street address  
7 of its company representative; applying to a company representative certain  
8 provisions of law relating to a change of a resident agent, a change of address of a  
9 resident agent, or a resignation of a resident agent of a limited liability company;  
10 requiring a foreign limited liability company to include the name and street address  
11 of its company representative in an application for registration submitted to the  
12 State Department of Assessments and Taxation; defining a certain term; making a  
13 stylistic change; providing for the application of this Act; and generally relating to  
14 company representatives and limited liability companies.

15 BY renumbering

16 Article – Corporations and Associations  
17 Section 4A–101(g) through (t), respectively  
18 to be Section 4A–101(h) through (u), respectively  
19 Annotated Code of Maryland  
20 (2014 Replacement Volume)

21 BY adding to

22 Article – Corporations and Associations  
23 Section 4A–101(g)  
24 Annotated Code of Maryland  
25 (2014 Replacement Volume)

26 BY repealing and reenacting, with amendments,

27 Article – Corporations and Associations

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EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.

[Brackets] indicate matter deleted from existing law.



1 Section 4A-204(a), 4A-210, 4A-909, 4A-916, and 4A-1002  
2 Annotated Code of Maryland  
3 (2014 Replacement Volume)

4 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND,  
5 That Section(s) 4A-101(g) through (t), respectively, of Article – Corporations and  
6 Associations of the Annotated Code of Maryland be renumbered to be Section(s) 4A-101(h)  
7 through (u), respectively.

8 SECTION 2. AND BE IT FURTHER ENACTED, That the Laws of Maryland read  
9 as follows:

10 **Article – Corporations and Associations**

11 4A-101.

12 **(G) “COMPANY REPRESENTATIVE” MEANS AN INDIVIDUAL WHO:**

13 **(1) IS AN EMPLOYEE OR A MEMBER OF A LIMITED LIABILITY**  
14 **COMPANY;**

15 **(2) HAS THE AUTHORITY TO COMMUNICATE WITH THE PUBLIC**  
16 **REGARDING THE LIMITED LIABILITY COMPANY; AND**

17 **(3) MAINTAINS A STREET ADDRESS IN THE STATE WHERE THE**  
18 **LIMITED LIABILITY COMPANY WAS FORMED.**

19 4A-204.

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

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

22 (2) The address of its principal office in this State and the name and  
23 address of its resident agent; [and]

24 **(3) THE NAME AND STREET ADDRESS OF THE COMPANY**  
25 **REPRESENTATIVE; AND**

26 **[(3)](4)** Any other provision, not inconsistent with law, which the  
27 members elect to set out in the articles, including, but not limited to, a statement that the  
28 authority of members to act for the limited liability company solely by virtue of their being  
29 members is limited.

30 4A-210.

1 (a) Each limited liability company shall have:

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

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

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

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

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

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

15 (c) (1) A resident agent **OR COMPANY REPRESENTATIVE** who changes  
16 addresses in this State may notify the Department of the change by filing for record with  
17 the Department a statement of the change signed by or on behalf of the resident agent.

18 (2) The statement shall include:

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

21 (ii) The old and new addresses of the resident agent **OR COMPANY**  
22 **REPRESENTATIVE**; and

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

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

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

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

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

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

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

7 (i) At the time it is filed with the Department, if the limited liability  
8 company has more than 1 resident agent; or

9 (ii) 10 days after it is filed with the Department, if the limited  
10 liability company has only 1 resident agent.

11 4A-909.

12 Articles of cancellation shall set forth:

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

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

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

20 ~~[(3)]~~**(4)** The name and address of each member who was designated to  
21 wind up the affairs of the limited liability company or if no member was so designated, the  
22 names and addresses of all members;

23 ~~[(4)]~~**(5)** A statement that the limited liability company is terminated  
24 effective upon the filing of the certificate of cancellation or on a date specified therein which  
25 is no later than 30 days after the filing of the certificate;

26 ~~[(5)]~~**(6)** A statement that notice of the termination was sent by registered  
27 mail, postage prepaid, return receipt requested to all known creditors of the limited liability  
28 company and the date of the mailing, or a statement that the limited liability company has  
29 no known creditors; and

30 ~~[(6)]~~**(7)** Any other provisions that the limited liability company considers  
31 necessary.

32 4A-916.

1 Articles of reinstatement shall include:

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

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

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

10 (4) The name and address of the resident agent of the limited liability  
11 company; **AND**

12 **(5) THE NAME AND STREET ADDRESS OF THE COMPANY**  
13 **REPRESENTATIVE OF THE LIMITED LIABILITY COMPANY.**

14 4A-1002.

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

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

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

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

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

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

26 **(5) THE NAME AND STREET ADDRESS OF ITS COMPANY**  
27 **REPRESENTATIVE;**

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

1                    ~~[(6)](7)~~        The address of the office required to be maintained in the state  
2 of its organization by the laws of that state or, if not so required, of the principal office of  
3 the foreign limited liability company; and

4                    ~~[(7)](8)~~        Proof acceptable to the Department of good standing in the  
5 jurisdiction where it currently is organized.

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

9                    SECTION 4. AND BE IT FURTHER ENACTED, That this Act shall take effect  
10 October 1, 2015.