

**CHAPTER 81****GENERAL PROVISIONS****SUBCHAPTER 1****ORGANIZATION; MEETING; CERTIFICATES****§901. Organization**

When 3 or more persons desire to be incorporated for any literary, scientific, musical, charitable, educational, social, agricultural, environmental, moral, religious, civic or other lawful and similarly benevolent or nonprofit purpose or for the purpose of fostering, encouraging and assisting the physical location, settlement or resettlement of industrial, manufacturing, fishing, agricultural and other business enterprises and recreational projects in any locality within the State, as a corporation without capital stock, they may do so by preparing and filing a certificate as set forth in section 903. The formation of a corporation by one or more municipalities, including a local development corporation, a council of government and a regional planning commission, must be incorporated by a majority of the municipal officers of each of its charter member municipalities. This section does not apply to corporations that are required to be organized under Title 13-B or that elect to be organized under Title 13-B. [PL 1993, c. 316, §8 (AMD).]

**SECTION HISTORY**

PL 1965, c. 495, §2 (AMD). PL 1967, c. 525, §14 (AMD). PL 1973, c. 534, §1 (AMD). PL 1973, c. 677, §4 (AMD). PL 1975, c. 487, §1 (AMD). PL 1977, c. 525, §3 (AMD). PL 1977, c. 592, §1 (AMD). PL 1991, c. 780, §U4 (AMD). PL 1993, c. 316, §8 (AMD).

**§902. Notice of meeting; waiver****(REPEALED)****SECTION HISTORY**

PL 1975, c. 487, §2 (RP).

**§903. Certificate of organization**

The incorporators shall prepare, sign, date and deliver for filing with the Secretary of State a certificate of organization setting forth the name, location, officers and directors, trustees or managing board, contact person and the contact person's mailing and physical address, if different, in this State and purposes of the corporation. The certificate must clearly state that the corporation is not organized for profit and that no property or profit of the corporation inures to the benefit of any person, partnership or corporation except in furtherance of the benevolent or nonprofit purposes of the corporation. Once the Secretary of State has filed the certificate of organization, the corporation may carry on activities pursuant to this chapter. [PL 2009, c. 56, §5 (AMD).]

**SECTION HISTORY**

PL 1969, c. 225, §10 (AMD). PL 1971, c. 544, §39 (AMD). PL 1971, c. 565, §3 (AMD). PL 1973, c. 625, §81 (AMD). PL 1975, c. 487, §3 (RPR). PL 1975, c. 635, §1 (AMD). PL 1975, c. 770, §73 (AMD). PL 1977, c. 78, §108 (AMD). PL 1977, c. 522, §§1,2 (AMD). PL 1991, c. 465, §14 (AMD). RR 1993, c. 1, §39 (COR). PL 2003, c. 523, §1 (RPR). PL 2009, c. 56, §5 (AMD).

**§904. Access to Secretary of State's database**

The Secretary of State may provide public access to the database of the Department of the Secretary of State through a dial-in modem, public terminals and electronic duplicates of the database. If access to the database is provided to the public, the Secretary of State may promulgate rules in accordance with the Maine Administrative Procedure Act to establish a fee schedule and governing procedures. [PL 1991, c. 465, §15 (NEW).]

#### SECTION HISTORY

PL 1991, c. 465, §15 (NEW).

#### §905. Publications

**1. Informational publications.** The Secretary of State may establish by rule in accordance with the Maine Administrative Procedure Act a fee schedule to cover the cost of printing and distribution of publications and to set forth the procedures for the sale of these publications.

[PL 1991, c. 465, §15 (NEW).]

**2. Funds; fees deposited.** All fees collected pursuant to this section must be deposited in a fund for use by the Secretary of State for the purpose of replacing and updating publications offered in accordance with this Title and for funding new publications.

[PL 1991, c. 465, §15 (NEW).]

#### SECTION HISTORY

PL 1991, c. 465, §15 (NEW).

#### §906. Information requests

**(REPEALED)**

#### SECTION HISTORY

PL 1991, c. 780, §U5 (NEW). PL 1991, c. 837, §A31 (NEW). PL 1993, c. 349, §31 (RPR). PL 2009, c. 56, §6 (RP).

#### §907. Filing duty of the Secretary of State

If a certificate delivered for filing with the Secretary of State satisfies the requirements of this chapter, the Secretary of State shall file the certificate. The date of filing is the date of receipt by the Secretary of State. After filing any certificate under this chapter, the Secretary of State shall deliver to the corporation or its representative a copy of the document with an acknowledgement of the date of filing. [PL 2003, c. 523, §2 (NEW).]

#### SECTION HISTORY

PL 2003, c. 523, §2 (NEW).

#### §908. Fees for filing certificates

A fee of \$5 must be submitted with any certificate required or permitted to be filed with the Secretary of State under this chapter. [PL 2003, c. 523, §2 (NEW).]

#### SECTION HISTORY

PL 2003, c. 523, §2 (NEW).

#### §909. Certificate of existence; certificate of fact

**1. Application.** A person may apply to the Secretary of State for a certificate of existence for a corporation formed under this subchapter.

[PL 2009, c. 56, §7 (NEW).]

**2. Contents.** A certificate of existence sets forth:

A. The corporation's name used in this State; [PL 2009, c. 56, §7 (NEW).]

B. That the corporation is duly incorporated under the laws of this State and the date of its incorporation; [PL 2009, c. 56, §7 (NEW).]

C. That all fees and penalties owed to this State have been paid if:

(1) Payment is reflected in the records of the Secretary of State; and

(2) Nonpayment affects the existence of the corporation; and [PL 2009, c. 56, §7 (NEW).]

D. Any facts of record in the office of the Secretary of State that may be requested by the applicant under subsection 1. [PL 2009, c. 56, §7 (NEW).]

[PL 2009, c. 56, §7 (NEW).]

**3. Evidence of existence.** Subject to any qualification stated in the certificate, a certificate of existence issued by the Secretary of State may be relied upon as conclusive evidence that the corporation is in existence in this State.

[PL 2009, c. 56, §7 (NEW).]

**4. Certificate of fact.** In addition to the certificate of existence authorized under subsection 2, the Secretary of State may issue a certificate attesting to any fact of record in the office of the Secretary of State that may be requested by the applicant under subsection 1.

[PL 2009, c. 56, §7 (NEW).]

#### SECTION HISTORY

PL 2009, c. 56, §7 (NEW).

#### §910. Contact person for corporation; changes

**1. Corporation to keep name of contact person on file with Secretary of State.** A corporation to which this chapter applies must continually keep and maintain the name of a contact person, who is a natural person resident in this State, on file with the Secretary of State.

[PL 2009, c. 56, §8 (NEW).]

**2. Change.** If a change in the contact person under subsection 1 occurs or the name or address of the contact person changes:

A. The corporation must notify the Secretary of State by filing a certificate of change of contact person if the contact person changes. Notice by the corporation must be made within 10 business days after a change of contact person occurs; or [PL 2009, c. 56, §8 (NEW).]

B. The contact person must notify the Secretary of State of a name or address change by filing a certificate of change of name or address. Notice by the contact person must be made within 10 business days after a change of name or address of the contact person occurs. [PL 2009, c. 56, §8 (NEW).]

[PL 2009, c. 56, §8 (NEW).]

**3. Application.** This section applies to:

A. A new corporation formed under this chapter on or after the effective date of this section; and [PL 2009, c. 56, §8 (NEW).]

B. An existing corporation formed under this chapter that files an amendment to its articles of incorporation on or after the effective date of this section. [PL 2009, c. 56, §8 (NEW).]

[PL 2009, c. 56, §8 (NEW).]

#### SECTION HISTORY

PL 2009, c. 56, §8 (NEW).

#### §911. 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 under this chapter and the corporation's articles of incorporation.

[PL 2009, c. 56, §9 (NEW).]

**2. Distinguishable name.** Except as authorized by subsections 4 and 5, 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 2009, c. 56, §9 (NEW).]

B. Assumed, fictitious, reserved and registered name filings for all entities; and [PL 2009, c. 56, §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 2009, c. 56, §9 (NEW).]

[PL 2009, c. 56, §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 2009, c. 56, §9 (NEW).]

B. Inappropriately promotes abusive or unlawful activity; [PL 2009, c. 56, §9 (NEW).]

C. Falsely suggests an association with public institutions; or [PL 2009, c. 56, §9 (NEW).]

D. Violates any other provision of the laws of this State with respect to names. [PL 2009, c. 56, §9 (NEW).]

[PL 2009, c. 56, §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 this chapter 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 2009, c. 56, §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 2009, c. 56, §9 (NEW).]

[PL 2009, c. 56, §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 2009, c. 56, §9 (NEW).]

B. Has been formed by reorganization of the other corporation; or [PL 2009, c. 56, §9 (NEW).]

C. Has acquired all or substantially all of the assets, including the corporate name, of the other corporation. [PL 2009, c. 56, §9 (NEW).]

[PL 2009, c. 56, §9 (NEW).]

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

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 2009, c. 56, §9 (NEW).]

B. The presence or absence of the words or symbols of the words "and" and "the"; and [PL 2009, c. 56, §9 (NEW).]

C. The differences in the use of punctuation, capitalization or special characters. [PL 2009, c. 56, §9 (NEW).]

[PL 2009, c. 56, §9 (NEW).]

**7. Violations of this section.** If a corporation has in other respects complied with this chapter and its articles of incorporation have been filed, subsequent discovery of a violation 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 2009, c. 56, §9 (NEW).]

#### SECTION HISTORY

PL 2009, c. 56, §9 (NEW).

## SUBCHAPTER 2

### POWERS

#### §931. Powers; change of name; proceedings; fee

The incorporators shall adopt a corporate name, and they, their associates and successors may have continual succession; have a common seal; elect all necessary officers; adopt bylaws not inconsistent with law and enforce the same by suitable penalties; have the same rights and be under the same liabilities as other corporations in prosecuting and defending civil actions; and enjoy all other rights, privileges and immunities of a legal corporation. Any corporation organized under this subchapter may by a majority vote at a legal meeting of its members at which at least 25% are present or at a legal meeting of its directors, trustees or managing board, however designated, change its name and adopt a new one. A notice of the intention to change the name must be given in the call for the meeting. When the proceedings of the meeting relating to the change of name are certified by the clerk or secretary of the corporation, the corporation shall deliver for filing with the Secretary of State a certificate of name change signed and dated by the clerk or secretary of the corporation. The corporation, under its new name, has the same rights, powers and privileges, and is subject to the same duties, obligations and liabilities as before, and holds and is entitled to the same property and property rights as it held under its former name, and may sue or be sued by its new name, but no action brought against it by its former name may be defeated on that account. [PL 2003, c. 523, §3 (AMD).]

#### SECTION HISTORY

PL 1969, c. 225, §11 (AMD). PL 1971, c. 565, §4 (AMD). PL 1975, c. 487, §4 (AMD). PL 1975, c. 635, §2 (AMD). PL 1977, c. 525, §4 (AMD). PL 1977, c. 592, §2 (AMD). RR 1991, c. 2, §40 (COR). PL 2003, c. 523, §3 (AMD).

#### §931-A. Bylaws; disposal of assets

The bylaws of a corporation organized under this chapter after the effective date of this section must provide for the disposal of the corporation's assets. [PL 1995, c. 300, §1 (NEW).]

#### SECTION HISTORY

PL 1995, c. 300, §1 (NEW).

#### **§932. Right to hold property**

Every corporation organized under sections 901 and 903 to 931 may take and hold by purchase, gift, devise or bequest, tangible or intangible personal property or real estate, and may use and dispose thereof only for the purposes for which the corporation was organized. Any corporation organized under this chapter for the purpose of establishing and maintaining a hospital, a free public library or a school or academy accredited by the State Board of Education and conducted on a nonprofit basis, or a laboratory exclusively engaged in research for the benefit of mankind, or an educational television or radio station operated on a nonprofit basis, or a private vocational school conducted on a nonprofit basis may receive and hold real and personal estate to any amount, which may from time to time be given, granted, bequeathed or devised to it and accepted by the corporation for the uses and purposes of the hospital, free public library, school or academy, laboratory, or educational television or radio station provided always both the principal and income thereof shall be appropriated according to the terms of the donation, devise or bequest. [PL 1981, c. 698, §82 (AMD).]

Corporations formed under this chapter for the purposes of fostering, encouraging and assisting the physical location, settlement and resettlement of industrial, manufacturing, fishing, agricultural and other business enterprises and recreational projects in any locality within the State shall have the power to use, sell, convey, mortgage, lease or rent real or personal property and to do any and all things necessary to carry out the purposes of such corporation. [PL 1967, c. 525, §15 (RPR).]

Unless the instrument creating the trust prohibits, the corporation may treat 2 or more trust funds as a single fund solely for the purpose of investment. This section shall not apply to corporations organized under or governed by Title 13-B. [PL 1977, c. 592, §3 (AMD).]

#### SECTION HISTORY

PL 1965, c. 267 (AMD). PL 1965, c. 282 (AMD). PL 1967, c. 494, §14 (AMD). PL 1967, c. 525, §15 (AMD). PL 1969, c. 504, §23 (AMD). PL 1973, c. 571, §7 (AMD). PL 1975, c. 770, §74 (AMD). PL 1977, c. 525, §5 (AMD). PL 1977, c. 592, §3 (AMD). PL 1981, c. 698, §82 (AMD).

#### **§933. Change of name**

**(REPEALED)**

#### SECTION HISTORY

PL 1969, c. 225, §12 (AMD). PL 1971, c. 565, §5 (RP).

#### **§934. Amendments**

In addition to any other method provided by law, a corporation organized under this chapter, including specially chartered churches, but not other specially chartered corporations, may change the number of its officers, directors, trustees or members of its managing board, however designated, and change its purposes by altering, abridging or enlarging the same, and make any other changes in its certificate of organization as originally filed or subsequently amended that may be desired, if such changes would be proper to insert in an original certificate of organization. The change must be made by vote of a majority of those members with voting rights present at, or if the corporation does not have members with voting rights, then by a majority vote of its whole board of directors or trustees or managing board, however designated, taken at any legal meeting. The notice of the meeting must give notice of the proposed action. If the corporation amends any provision of any certificate filed with the

Secretary of State, the corporation must promptly deliver for filing with the Secretary of State a certificate of amendment signed and dated by the clerk or secretary of the corporation. [PL 2003, c. 523, §4 (AMD).]

#### SECTION HISTORY

PL 1969, c. 225, §13 (AMD). PL 1971, c. 373, §1 (RPR). PL 1971, c. 544, §40 (AMD). PL 1971, c. 565, §§6,7 (AMD). PL 1973, c. 409 (AMD). PL 1977, c. 522, §3 (AMD). PL 1977, c. 525, §6 (AMD). PL 1977, c. 592, §4 (AMD). PL 2003, c. 523, §4 (AMD).

#### **§935. Right to act as trustees**

Corporations without capital stock may become trustees under section 1222.

#### **§936. Facilities for winter sports**

Any corporation organized under this chapter or under Title 13-B, and which owns, operates and maintains facilities for recreation for the benefit of the people of the State not as a commercial proposition, may enclose so much of the surface of any great pond, not exceeding 5 acres in area, during the time when said area is covered with ice, as is not being used for ice cutting operations, for the purpose of maintaining on said area facilities for winter sports of any kind; and shall have the right to exclude from said area persons not contributing to the financial support of said corporation, and may make and enforce rules and regulations for the use of said area for the purpose of insuring the use and enjoyment thereof and the protection of persons using said facilities. [PL 1977, c. 525, §7 (AMD).]

#### SECTION HISTORY

PL 1977, c. 525, §7 (AMD).

#### **§937. Dissolution**

Except as provided in section 938, any corporation organized under this chapter may be dissolved by using the procedures set forth in Title 13-B, chapter 11 and deliver for filing with the Secretary of State the required certificates, signed and dated by the clerk or secretary of the corporation. Solely for the purposes of this section and the dissolution of a corporation organized under this chapter, each member with voting rights of the corporation, or if the corporation does not have members with voting rights, each director, trustee or member of the managing board, however designated, has one vote for the purposes of calling, noticing, conducting and holding meetings and voting at those meetings, and for the purpose of commencing or otherwise participating as a party in civil actions in respect of dissolution, but for no other purposes. In addition to other parties who may commence or participate in such civil actions as provided in the law relating to corporations organized under this chapter, the Attorney General may commence, or otherwise participate in, any civil action relating to the dissolution of any corporation organized under this chapter. [PL 2003, c. 523, §5 (AMD).]

#### SECTION HISTORY

PL 1971, c. 369 (NEW). PL 1971, c. 373, §2 (NEW). PL 1971, c. 622, §51 (RP). PL 1977, c. 525, §8 (AMD). PL 1977, c. 592, §5 (AMD). PL 2003, c. 523, §5 (AMD).

#### **§938. Distribution of assets**

In case of the dissolution of a corporation pursuant to section 937 or any other provision of law, the assets of the corporation remaining after the payment of all of its debts must be distributed in the manner and to the persons, firms, associations, corporations, trusts or other legal entities provided in its certificate of organization or any amendment thereto; however, the assets of a charitable corporation that is dissolved may not be devoted to other than charitable purposes. In the case of the dissolution of a corporation organized under this chapter other than a charitable corporation, unless contrary provision is made in its certificate of organization or any amendment thereto, the assets of the corporation

remaining after the payment of its debts must be distributed equally to its members. [PL 2003, c. 523, §6 (AMD).]

#### SECTION HISTORY

PL 1971, c. 373, §3 (NEW). PL 1977, c. 525, §9 (AMD). PL 1977, c. 592, §6 (AMD). PL 2003, c. 523, §6 (AMD).

#### §939. Prohibitions and requirements applicable to corporations which are private foundations

**1. Prohibitions.** No corporation which is a "private foundation" as defined in section 509 (a) of the Internal Revenue Code of 1954, shall:

A. Engage in any act of "self-dealing," as defined in section 4941 (d) of the Internal Revenue Code of 1954, which would give rise to any liability for the tax imposed by section 4941 (a) of the Internal Revenue Code of 1954; [PL 1971, c. 622, §52 (NEW).]

B. Retain any "excess business holdings," as defined in section 4943 (c) of the Internal Revenue Code of 1954, which would give rise to any liability for the tax imposed by section 4943 (a) of the Internal Revenue Code of 1954; [PL 1971, c. 622, §52 (NEW).]

C. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944 of the Internal Revenue Code of 1954, so as to give rise to any liability for the tax imposed by section 4944 (a) of the Internal Revenue Code of 1954; and [PL 1971, c. 622, §52 (NEW).]

D. Make any "taxable expenditures," as defined in section 4945 (d) of the Internal Revenue Code of 1954, which would give rise to any liability for the tax imposed by section 4945 (a) of the Internal Revenue Code of 1954. [PL 1977, c. 622, §52 (NEW).]

[PL 1971, c. 622, §52 (NEW).]

**2. Requirements.** Each corporation which is a "private foundation" as defined in section 509 of the Internal Revenue Code of 1954 shall distribute, for the purposes specified in its certificate of incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by section 4942 (a) of the Internal Revenue Code of 1954.

[PL 1971, c. 622, §52 (NEW).]

**3. Application.** Subsections 1 and 2 shall not apply to any corporation to the extent that a court of competent jurisdiction shall determine that such application would be contrary to the terms of the certificate of incorporation or other instrument governing such corporation or governing the administration of charitable funds held by it and that the same may not properly be changed to conform to such subsections.

[PL 1971, c. 622, §52 (NEW).]

**4. Impairment.** Nothing in this section shall impair the rights and powers of the courts or the Attorney General of this State with respect to any corporation.

[PL 1971, c. 622, §52 (NEW).]

**5. References.** All references to sections of the Internal Revenue Code of 1954 shall include future amendments to such sections and corresponding provisions of future internal revenue laws.

[PL 1971, c. 622, §52 (NEW).]

#### SECTION HISTORY

PL 1971, c. 622, §52 (NEW).

#### §940. Indemnification

Any domestic corporation organized without capital stock and any corporation located in Maine and chartered by the Commonwealth of Massachusetts prior to the Articles of Separation may, by vote



of its directors, trustees or managing board, however designated, or pursuant to bylaw, indemnify its trustees, directors, managing board, officers, employees and agents and may purchase and maintain insurance to indemnify any such person to the extent provided by Title 13-C, chapter 8, subchapter 5, except where inconsistent with any specific provision of any public law or private and special act applicable thereto. This section does not apply to corporations organized under or governed by Title 13-B. [RR 2001, c. 2, Pt. B, §26 (COR); RR 2001, c. 2, Pt. B, §58 (AFF).]

#### SECTION HISTORY

PL 1975, c. 439, §2 (NEW). PL 1977, c. 525, §10 (AMD). PL 1977, c. 592, §7 (AMD). RR 1991, c. 2, §41 (COR). RR 2001, c. 2, §B26 (COR). RR 2001, c. 2, §B58 (AFF).

### SUBCHAPTER 3

#### CONSOLIDATION

##### §961. Procedure

Any 2 or more corporations organized under this chapter may consolidate into a single corporation, which may be either one of the corporations or a new corporation under the laws of this State to be formed by means of the consolidation. The consolidation may be effected by vote of the directors, trustees or managing board, however designated, of each of those corporations at a legal meeting thereof ratifying a proposed agreement of consolidation. The resulting corporation shall deliver for filing with the Secretary of State a certificate of consolidation signed and dated by the clerk or secretary of the corporation. When the certificate of consolidation is filed, the separate existence of all of the constituent corporations, or of all of the constituent corporations except the one into which the constituent corporations have been consolidated, ceases and the constituent corporations, whether consolidated into a new corporation or merged into one of the constituent corporations, as the case may be, become the consolidated corporation by the name provided in the agreement, possessing all the rights, privileges, powers, franchises and immunities of a public and private nature and being subject to all the liabilities, restrictions and duties of each of those corporations so consolidated, and all the rights, privileges, powers, franchises and immunities of each of those constituent corporations, and all real, personal and mixed property of those constituent corporations, all debts due to any of those constituent corporations on whatever account and all other things in action of or belonging to each of those constituent corporations are vested in the consolidated corporation. All property, rights, privileges, powers, franchises, immunities and all other interests are thereafter the property of the consolidated corporation in the same manner as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise vested under the laws of this State in any of those constituent corporations, may not revert or in any way be impaired by reason of the consolidation. All rights of creditors and all liens upon the property of any of those constituent corporations are preserved unimpaired, limited to the property affected by such liens at the time of the consolidation, and all debts, liabilities and duties of the respective constituent corporations henceforth attach to the consolidated corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it. [PL 2003, c. 523, §7 (RPR).]

Any corporation organized under this chapter may merge or consolidate with or into a corporation formed under Title 13-B. The procedure, manner of adoption of the plan of merger or consolidation, form of articles of merger or consolidation and effect of such merger or consolidation for any such merger or consolidation are governed by the provisions of Title 13-B, chapter 9. [PL 2005, c. 531, §1 (NEW).]

#### SECTION HISTORY

PL 1969, c. 225, §14 (AMD). PL 1971, c. 544, §41 (AMD). PL 1977, c. 522, §4 (AMD). PL 1977, c. 525, §11 (AMD). PL 1977, c. 592, §8 (AMD). PL 2003, c. 523, §7 (RPR). PL 2005, c. 531, §1 (AMD).

## SUBCHAPTER 4

### MISCELLANEOUS PROVISIONS

#### **§981. Charitable corporations, suits by or against**

No corporation, organized for charitable or benevolent purposes, shall sue any of its members for dues or contributions of any kind, or be sued by any member for any benefit or sum due him, but all such rights and benefits, dues and liabilities shall be regulated and enforced only in accordance with its bylaws.

#### **§981-A. Acknowledgement of previously unrecognized corporations**

An existing nonprofit corporation that is not currently recognized by the Secretary of State may prepare, sign, date and deliver for filing with the Secretary of State a certificate of organization setting forth the original name, the date, place and purpose of the incorporation, any subsequent changes to the corporate name and the current name, location and officers of the corporation. If the Secretary of State by examination of the corporate records or other substantial evidence finds that the corporation was formed, the Secretary of State shall file the certificate of organization. [PL 2003, c. 523, §8 (RPR).]

#### SECTION HISTORY

PL 1967, c. 544, §33 (NEW). PL 1977, c. 522, §5 (AMD). PL 1979, c. 596, §3 (AMD). PL 1993, c. 316, §9 (AMD). PL 2003, c. 523, §8 (RPR).

#### **§982. Use of state name; forfeiture of appropriation**

#### **(REPEALED)**

#### SECTION HISTORY

PL 1973, c. 653 (AMD). PL 1977, c. 522, §§6,7 (AMD). PL 1977, c. 564, §65 (AMD). PL 1977, c. 592, §§9,10 (AMD). PL 1983, c. 50, §1 (RP).

#### **§983. Protection in use of name**

No person, society, association or corporation shall assume, adopt or use the name of a benevolent, humane, fraternal or charitable organization incorporated under the laws of this State, or any other state, or of the United States, or holding its charter or warrant under some recognized supreme grand body having authority to issue the same, or a name so nearly resembling the name of such incorporated or chartered organization as to be a colorable imitation thereof or calculated to deceive persons not members with respect to such organizations. In all cases where 2 or more such societies, associations, corporations or organizations claim the right to the same name, or to names substantially similar as above provided, the organization which was first organized and used the name, or first became incorporated under the laws of the United States or of any state, shall be entitled in this State to the prior and exclusive use of such name, and the rights of such societies, associations, corporations or organizations and of their individual members shall be fixed and determined accordingly. This section shall not apply to corporations organized under or governed by Title 13-B. [PL 1977, c. 592, §11 (AMD).]

#### SECTION HISTORY

PL 1977, c. 525, §12 (AMD). PL 1977, c. 592, §11 (AMD).

#### **§984. Use of badges, emblems or names without authority**

No person shall wear or exhibit the badge, button, emblem, decoration, insignia or charm, or shall assume or use the name of any benevolent, humane, fraternal or charitable corporation incorporated under the laws of this State, or any other state, or of the United States, or holding its charter or warrant under some recognized supreme grand body having authority to issue the same, or shall assume or claim to be a member thereof, or of a benevolent, humane, fraternal or charitable corporation or organization, the name of which shall so nearly resemble the name of any other corporation or organization existing prior to the organization of the corporation, organization or association of which such person may claim to be a member, the name whereof may be calculated to deceive the people with respect to any such prior corporation or organization, unless he shall be authorized under the laws, statutes, rules, regulations and bylaws of such former corporation or organization to wear such badge, button, emblem, decoration, insignia or charm, or to use and assume such name as a member thereof. Nothing in this chapter shall be construed to forbid the use of such badge as a measure of protection by the wife, mother, sister or daughter of any man entitled to wear the same.

### **§985. Injunctions**

Whenever there shall be an actual or threatened violation of any of the provisions of sections 983 and 984, the Supreme Judicial Court and the Superior Court shall have jurisdiction to issue an injunction, upon notice to the defendant of not less than 5 days, restraining such actual or threatened violation. If it shall appear to the court that the defendant is in fact using the name of a benevolent, humane, fraternal or charitable corporation or organization, incorporated or organized as provided, or a name so nearly resembling it as to be calculated to deceive the public, or is wearing or exhibiting the badge, insignia or emblem of such corporation or organization without authority thereof and in violation of sections 983 and 984, an injunction may be issued, enjoining or restraining such actual or threatened violation, without requiring proof that any person has in fact been misled or deceived thereby.

### **§986. Violations**

Whoever violates sections 983 or 984 shall be punished by a fine of not more than \$50 or by imprisonment for not more than 30 days, or by both.

### **§987. Applicability of Title 13-B**

A corporation or other entity created pursuant to this Title or regulated by this Title is subject to Title 5, section 194 and sections 194-B to 194-K if it is a public benefit corporation under Title 13-B, section 1406. [PL 2001, c. 550, Pt. C, §1 (NEW); PL 2001, c. 550, Pt. C, §29 (AFF).]

### **SECTION HISTORY**

PL 2001, c. 550, §C1 (NEW). PL 2001, c. 550, §C29 (AFF).

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