

2012 -- S 2350

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STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2012

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A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS

Introduced By: Senators Lanzi, Miller, DiPalma, Tassoni, and Sosnowski

Date Introduced: February 09, 2012

Referred To: Senate Corporations

It is enacted by the General Assembly as follows:

1           SECTION 1. Sections 7-13-10 and 7-13-53 of the General Laws in Chapter 7-13 entitled  
2 "Limited Partnerships" are hereby amended to read as follows:

3           **7-13-10. Cancellation of certificate. --** A certificate of limited partnership is cancelled  
4 upon the dissolution and the commencement of winding up of the partnership or at any other time  
5 there are no limited partners, or upon the conversion of a limited partnership to a limited liability  
6 company. ~~A~~ [When all fees and taxes have been paid to the tax administrator, a](#) certificate of  
7 cancellation shall be filed in the office of the secretary of state and state:

8           (1) The name of the limited partnership;

9           (2) The date of filing of its certificate of limited partnership or certificate of conversion  
10 from a limited partnership to a limited liability company, as the case may be;

11           (3) The reason for filing the certificate of cancellation;

12           (4) The effective date (which shall be a date certain) of cancellation if it is not to be  
13 effective upon the filing of the certificate; and

14           (5) Any other information the general partners filing the certificate determine.

15           **7-13-53. Cancellation of registration. --** ~~A~~ [When all fees and taxes have been paid to](#)  
16 [the tax administrator, a](#) foreign limited partnership may cancel its registration by filing with the  
17 secretary of state a certificate of cancellation signed and sworn to by a general partner. In filing a  
18 certificate of cancellation the foreign limited partnership revokes the authority of its registered  
19 agent to accept service of process and consents that service of process in any action, suit or

1 proceeding based upon any cause of action arising in this state during the time the foreign limited  
2 partnership was authorized to transact business in this state may subsequently be made on the  
3 foreign limited partnership by service on the secretary of state. The certificate of cancellation  
4 must include the post office address to which the secretary of state may mail a copy of any  
5 process against the foreign limited partnership that is served on the secretary of state.

6 SECTION 2. Section 44-11-21 of the General Laws in Chapter 44-11 entitled "Business  
7 Corporation Tax" is hereby amended to read as follows:

8 **44-11-21. Information confidential -- Types of disclosure authorized- Penalties for**  
9 **unauthorized disclosure. --** (a) It is unlawful for any state official or employee to divulge or to

10 make known to any person in any manner not provided by law the amount or source of income,  
11 profits, losses, expenditures, or any particular set forth or disclosed in any return, or to permit any  
12 return or copy or any book containing any abstract or particulars to be seen or examined by any  
13 person except as provided by law. It is unlawful for any person to print or publish in any manner  
14 not provided by law any return or any part or source of income, profits, losses, or expenditures  
15 appearing in any return.

16 (b) Any offense against this provision is punishable by a fine not exceeding one  
17 thousand dollars (\$1,000) or by imprisonment not exceeding one year, or both, at the discretion of  
18 the court. If the offender is an officer or employee of the state of Rhode Island, he or she may be  
19 dismissed from office or discharged from employment; provided, that the tax administrator may  
20 authorize examination of the return by the tax officials regularly in the employ of another state or  
21 of the federal government if a reciprocal arrangement exists.

22 (c) In addition, the tax administrator may disclose to the secretary of state the name, state  
23 of incorporation, address and other contact information for any corporation that files a tax return  
24 with this state; provided, however, that such disclosure shall not include any financial particulars  
25 of the corporation. The secretary of state and all employees thereof shall be subject to the  
26 confidentiality provisions of subsection (a) and the penalty provisions of subsection (b) hereof  
27 and shall be prohibited from printing, publishing, divulging and/or disseminating any information  
28 received from the tax administrator in any manner not otherwise authorized by law.

29 SECTION 3. This act shall take effect upon passage.

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EXPLANATION  
BY THE LEGISLATIVE COUNCIL  
OF

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1           This act would allow the tax administrator, subject to confidentiality restrictions, to  
2 disclose certain information to the secretary of state regarding any entity that files a tax return  
3 with the state. This act would also provide that a domestic or foreign limited partnership must pay  
4 all outstanding taxes and fees to the tax administrator prior to cancelling its registration or  
5 dissolving or winding up its business.

6           This act would take effect upon passage.

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