

**2021 -- S 0024 SUBSTITUTE A**

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LC000287/SUB A  
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**STATE OF RHODE ISLAND**

**IN GENERAL ASSEMBLY**

**JANUARY SESSION, A.D. 2021**

A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS -- RHODE  
ISLAND BUSINESS CORPORATIONS ACT -- NONPROFIT CORPORATION ACT --  
LIMITED-LIABILITY COMPANY ACT

Introduced By: Senators Bell, Murray, Picard, Ciccone, Quezada, and Mack

Date Introduced: January 19, 2021

Referred To: Senate Commerce

It is enacted by the General Assembly as follows:

1           SECTION 1. Sections 7-1.2-1312 and 7-1.2-1416 of the General Laws in Chapter 7-1.2  
2 entitled "Rhode Island Business Corporation Act" are hereby amended to read as follows:

3           **7-1.2-1312. Withdrawal of certificate of revocation.**

4           (a) Within ~~ten (10)~~ twenty (20) years after issuing a certificate of revocation as provided in  
5 § 7-1.2-1311, the secretary of state may withdraw the certificate of revocation and retroactively  
6 reinstate the corporation in good standing as if its articles of incorporation had not been revoked,  
7 except as subsequently provided:

8           (1) Upon the filing by the corporation of the documents it had previously failed to file as  
9 set forth in subdivisions (3) -- (6) of § 7-1.2-1310(a); and

10           (2) Upon the payment by the corporation of a penalty for each year or part of a year that  
11 has elapsed since the issuance of the certificate of revocation.

12           (3) Upon the filing by the corporation of a certificate of good standing from the Rhode  
13 Island division of taxation.

14           (b) If, as permitted by the provisions of this title, another corporation, whether business or  
15 nonprofit, limited partnership, limited-liability partnership or limited-liability company, or  
16 domestic or foreign, qualified to transact business in this state, bears or has filed a fictitious business  
17 name statement with respect to or reserved or registered a name which is not distinguishable upon  
18 the records of the secretary of state from the name of a corporation with respect to which the

1 certificate of revocation is proposed to be withdrawn, then the secretary of state shall condition the  
2 withdrawal of the certificate of revocation upon the reinstated corporation's amending its articles  
3 of incorporation or otherwise complying with the provisions of this chapter with respect to the use  
4 of a name available to it under the laws of this state so as to designate a name which is  
5 distinguishable upon the records of the secretary of state from its former name.

6 (c) Upon the withdrawal of the certificate of revocation and reinstatement of the  
7 corporation in good standing as provided in subsection (a) of this section, title to any real estate, or  
8 any interest in real estate, held by the corporation at the time of the issuance of the certificate of  
9 revocation and not conveyed subsequent to the revocation of its articles of incorporation is deemed  
10 to be revested in the corporation without further act or deed.

11 **7-1.2-1416. Withdrawal of certificate of revocation.**

12 (a) Within ~~ten (10)~~ twenty (20) years after issuing a certificate of revocation as provided in  
13 § 7-1.2-1415, the secretary of state may withdraw the certificate of revocation and retroactively  
14 reinstate the corporation in good standing as if its certificate of incorporation had not been revoked,  
15 except as subsequently provided:

16 (1) Upon the filing by the corporation of the documents it had previously failed to file as  
17 set forth in subsections (a)(1) -- (a)(4) of § 7-1.2-1414.

18 (2) Upon the payment by the corporation of a penalty for each year or part of a year that  
19 has elapsed since the issuance of the certificate of revocation; and

20 (3) Upon the filing by the corporation of a certificate of good standing from the Rhode  
21 Island division of taxation.

22 (b) If, as permitted by the provisions of this title, another corporation, whether business or  
23 nonprofit limited partnership, limited-liability partnership or limited-liability company, or domestic  
24 or foreign, qualified to transact business in this state, bears or has filed a fictitious business name  
25 statement with respect to or reserved or registered a name which is not distinguishable upon the  
26 records of the secretary of state from the name of a corporation with respect to which the certificate  
27 of revocation is proposed to be withdrawn, then the secretary of state shall condition the withdrawal  
28 of the certificate of revocation upon the reinstated corporation's amending its articles of  
29 incorporation or otherwise complying with the provisions of this chapter with respect to the use of  
30 a name available to it under the laws of this state so as to designate a name which is distinguishable  
31 upon the records of the secretary of state from its former name.

32 (c) Upon the withdrawal of the certificate of revocation and reinstatement of the  
33 corporation in good standing as provided in subsection (a), title to any real estate, or any interest in  
34 real estate, held by the corporation at the time of the issuance of the certificate of revocation and

1 not conveyed subsequent to the revocation of its certificate of incorporation, shall be deemed to be  
2 re-vested in the corporation without further act or deed.

3 SECTION 2. Sections 7-6-58 and 7-6-87 of the General Laws in Chapter 7-6 entitled  
4 "Rhode Island Nonprofit Corporation Act" are hereby amended to read as follows:

5 **7-6-58. Withdrawal of certificate of revocation.**

6 (a) Within ~~ten (10)~~ twenty (20) years after issuing a certificate of revocation as provided in  
7 § 7-6-57, the secretary of state may withdraw the certificate of revocation and reinstate the  
8 corporation in good standing:

9 (1) Upon filing by the corporation of the documents it had previously failed to file as set  
10 forth in § 7-6-56(a)(3) -- (a)(6); and

11 (2) Upon the payment by the corporation of a penalty in the amount of twenty-five dollars  
12 (\$25.00) for each year or part of a year that has elapsed since the issuance of the certificate of  
13 revocation.

14 (b) If as permitted by § 7-6-11(b)(2) another corporation, whether business or nonprofit, or  
15 domestic or foreign qualified to transact business in this state, bears or has filed a fictitious business  
16 name statement with respect to or reserved or registered in a name that is the same as the name of  
17 a corporation regarding which the certificate of revocation is proposed to be withdrawn, the  
18 secretary of state shall condition the withdrawal of the certificate of revocation upon the reinstated  
19 corporation's amending its articles of incorporation so as to designate a name that is distinguishable  
20 upon the records of the secretary of state from its former name.

21 (c) Upon the withdrawal of the certificate of revocation and reinstatement of the  
22 corporation in good standing as provided in subsection (a), title to any real estate, or any interest in  
23 real estate, held by the corporation at the time of the issuance of the certificate of revocation and  
24 not conveyed subsequent to the revocation of its certificate of incorporation shall be deemed to be  
25 re-vested in the corporation without further act or deed.

26 **7-6-87. Withdrawal of certificates of revocation.**

27 Within ~~ten (10)~~ twenty (20) years after issuing a certificate of revocation as provided in §  
28 7-6-86, the secretary of state may withdraw the certificate of revocation and reinstate the  
29 corporation in good standing:

30 (1) Upon the filing by the corporation of the documents it had previously failed to file as  
31 set forth in § 7-6-85(a)(1) -- (a)(4), inclusive; and

32 (2)(i) Upon the payment by the corporation of a penalty of twenty-five dollars (\$25.00) for  
33 each year or part of a year that has elapsed since the issuance of the certificate of revocation.

34 (ii) If as permitted by § 7-6-72(2) another corporation, whether business or nonprofit, or

1 domestic or foreign, qualified to transact business in this state, bears or has filed a fictitious business  
2 name statement regarding or reserved or registered a name that is the same as the name of a  
3 corporation regarding which the certificate of revocation is proposed to be withdrawn, the secretary  
4 of state shall condition the withdrawal of a certificate of revocation upon the reinstated  
5 corporation's amending its articles of incorporation so as to designate a name that is distinguishable  
6 upon the records of the secretary of state from its former name.

7 SECTION 3. Section 7-16-43 of the General Laws in Chapter 7-16 entitled "The Rhode  
8 Island Limited-Liability Company Act" is hereby amended to read as follows:

9 **7-16-43. Withdrawal of certificate of revocation.**

10 (a) Within ~~ten (10)~~ twenty (20) years after issuing a certificate of revocation as provided in  
11 § 7-16-42, the secretary of state may withdraw the certificate of revocation and retroactively  
12 reinstate the limited-liability company in good standing as if its certificate of organization or  
13 certificate of registration had not been revoked except as subsequently provided:

14 (1) On the filing by the limited-liability company of the documents it had previously failed  
15 to file as set forth in subdivisions (3) -- (6) of § 7-16-41(a);

16 (2) On the payment by the limited-liability company of a penalty in the amount of fifty  
17 dollars (\$50.00) for each year or part of year that has elapsed since the issuance of the certificate  
18 of revocation; and

19 (3) Upon the filing by the limited-liability company of a certificate of good standing from  
20 the Rhode Island division of taxation.

21 (b) If, as permitted by the provisions of this chapter or chapters 1.2, 6, 12, or 13 of this title,  
22 another limited-liability company, business or nonprofit corporation, registered limited liability  
23 partnership or a limited partnership, or in each case domestic or foreign, authorized and qualified  
24 to transact business in this state, bears or has filed a fictitious business name statement as to or  
25 reserved or registered a name that is the same as, the name of the limited-liability company with  
26 respect to which the certificate of revocation is proposed to be withdrawn, then the secretary of  
27 state shall condition the withdrawal of the certificate of revocation on the reinstated limited-liability  
28 company's amending its articles of organization or certificate of registration so as to designate a  
29 name that is not the same as its former name.

30 SECTION 4. This act shall take effect upon passage.

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EXPLANATION  
BY THE LEGISLATIVE COUNCIL  
OF

A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS -- RHODE  
ISLAND BUSINESS CORPORATIONS ACT -- NONPROFIT CORPORATION ACT --  
LIMITED-LIABILITY COMPANY ACT

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1           This act would increase the time that the secretary of state can withdraw a certificate of  
2 revocation for a corporation, nonprofit corporation, or limited liability company from ten (10) to  
3 twenty (20) years without the corporation or limited liability company being required to seek  
4 reinstatement by the legislature.

5           This act would take effect upon passage.

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