

SENATE BILL 82

C1

8lr0065

(PRE-FILED)

By: **Chair, Judicial Proceedings Committee (By Request – Departmental – Assessments and Taxation)**

Requested: October 11, 2017

Introduced and read first time: January 10, 2018

Assigned to: Judicial Proceedings

A BILL ENTITLED

1 AN ACT concerning

2 **Corporations and Associations – Resident Agent – Quantity and Resignation**

3 FOR the purpose of requiring a Maryland corporation, a limited liability partnership, a
4 limited partnership, and a Maryland statutory trust to have a resident agent, rather
5 than at least one resident agent; altering the circumstances that determine when a
6 resignation of a resident agent for certain business entities is effective; and generally
7 relating to business entities and resident agents.

8 BY repealing and reenacting, with amendments,

9 Article – Corporations and Associations

10 Section 2–108(a) and (d), 4A–210(d), 7–205(e), 9A–1005(a) and (d), 10–104(a) and (d),

11 and 12–203(a) and (d)

12 Annotated Code of Maryland

13 (2014 Replacement Volume and 2017 Supplement)

14 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND,

15 That the Laws of Maryland read as follows:

16 **Article – Corporations and Associations**

17 2–108.

18 (a) Each Maryland corporation shall have:

19 (1) A principal office in this State; and

20 (2) **[At least one] A** resident agent.

EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.

[Brackets] indicate matter deleted from existing law.



1 (d) (1) A resident agent may resign by filing with the Department a
2 counterpart or photocopy of his signed resignation.

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

4 (i) At the time it is filed with the Department, if the corporation has
5 [more than one] **APPOINTED A SUCCESSOR** resident agent; or

6 (ii) Ten days after it is filed with the Department, if the corporation
7 has [only one] **NOT APPOINTED A SUCCESSOR** resident agent.

8 4A-210.

9 (d) (1) A resident agent may resign by filing with the Department a
10 counterpart or photocopy of the signed resignation.

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

12 (i) At the time it is filed with the Department, if the limited liability
13 company has [more than 1] **APPOINTED A SUCCESSOR** resident agent; or

14 (ii) 10 days after it is filed with the Department, if the limited
15 liability company has [only 1] **NOT APPOINTED A SUCCESSOR** resident agent.

16 7-205.

17 (e) (1) A resident agent of a foreign corporation may resign by filing with the
18 Department a counterpart or photocopy of his signed resignation.

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

20 (i) At the time it is filed with the Department, if the corporation has
21 [more than one] **APPOINTED A SUCCESSOR** resident agent; or

22 (ii) Ten days after it is filed with the Department, if the corporation
23 has [only one] **NOT APPOINTED A SUCCESSOR** resident agent.

24 9A-1005.

25 (a) Limited liability partnerships shall have:

26 (1) A principal office in the State; and

27 (2) [At least one] **A** resident agent who shall be:

28 (i) A citizen of this State who resides in the State;

1 (ii) A Maryland corporation; or

2 (iii) A Maryland limited liability company.

3 (d) (1) A resident agent may resign by filing with the Department a
4 counterpart or photocopy of the signed resignation.

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

6 (i) At the time it is filed with the Department, if the limited liability
7 partnership has [more than one] **APPOINTED A SUCCESSOR** resident agent; or

8 (ii) 10 days after it is filed with the Department, if the limited
9 liability partnership has [only one] **NOT APPOINTED A SUCCESSOR** resident agent.

10 10–104.

11 (a) Each limited partnership shall have:

12 (1) A principal office in this State; and

13 (2) [At least one] **A** resident agent.

14 (d) (1) A resident agent may resign by filing with the Department a
15 counterpart or photocopy of his signed resignation.

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

17 (i) At the time it is filed with the Department, if the limited
18 partnership has [more than one] **APPOINTED A SUCCESSOR** resident agent; or

19 (ii) 10 days after it is filed with the Department, if the limited
20 partnership has [only one] **NOT APPOINTED A SUCCESSOR** resident agent.

21 12–203.

22 (a) A Maryland statutory trust shall have:

23 (1) A principal office in this State; and

24 (2) [At least one] **A** resident agent.

25 (d) (1) A resident agent may resign by filing with the Department a
26 counterpart or photocopy of the resident agent's signed resignation.

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

3 (i) At the time it is filed with the Department, if the statutory trust
4 has **[more than one] APPOINTED A SUCCESSOR** resident agent; or

5 (ii) 10 days after it is filed with the Department, if the statutory
6 trust has **[only one] NOT APPOINTED A SUCCESSOR** resident agent.

7 SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect
8 October 1, 2018.