

SENATE No. 1680

The Commonwealth of Massachusetts

PRESENTED BY:

William N. Brownsberger

To the Honorable Senate and House of Representatives of the Commonwealth of Massachusetts in General Court assembled:

The undersigned legislators and/or citizens respectfully petition for the adoption of the accompanying bill:

An Act relative to the obligations of reinstated limited liability corporations.

PETITION OF:

NAME:

William N. Brownsberger

DISTRICT/ADDRESS:

Second Suffolk and Middlesex

SENATE No. 1680

By Mr. Brownsberger, a petition (accompanied by bill, Senate, No. 1680) of William N. Brownsberger for legislation relative to the obligations of reinstated limited liability corporations. State Administration and Regulatory Oversight.

The Commonwealth of Massachusetts

**In the One Hundred and Ninetieth General Court
(2017-2018)**

An Act relative to the obligations of reinstated limited liability corporations.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

1 Section 71 of Chapter 156C, as appearing in the 2014 Edition of the General Laws, is
2 hereby amended by inserting “(a)” at the beginning of the section and by striking everything that
3 appears after the words “the requirements of section 3” and inserting in place thereof the
4 following:-

5 “.

6 (b) If the secretary of state determines that the application contains the information
7 required by subsection (a) and that the information is correct, he shall reinstate the limited
8 liability company.

9 (c) The secretary of state may subject the reinstatement to such terms and conditions,
10 including the payment of reasonable fees, as in his judgment the public interest may require. He
11 may in his discretion make the reinstatement effective for all purposes or for any specified
12 purpose or purposes, in each case with or without limitation of time. When the reinstatement is

13 effective, if by its terms it is effective for all purposes or if the secretary of state specifies that it
14 shall be effective for purposes of this sentence, then the reinstatement relates back to and takes
15 effect as of the effective date of the administrative dissolution or revocation and the limited
16 liability company resumes carrying on its business as if the administrative dissolution or
17 revocation had never occurred, with all its original powers and duties and with liability, for all
18 contracts, acts, matters and things made, done or performed in its name and on its behalf prior to
19 reinstatement, as if the administrative dissolution had never occurred, and with all acts and
20 proceedings of its managers and members , acting or purporting to act as such, which would have
21 been legal and valid but for such dissolution or revocation , standing ratified and confirmed, in
22 each case except as otherwise specified by the secretary of state.

23 (d) The certificate of reinstatement, or other equivalent public record, filed by the
24 secretary of state pursuant to this section shall constitute an amendment of the certificate of
25 organization or application for registration of the limited liability company, effective when filed.
26 Any specification in the certificate of the purpose or purposes of reinstatement, or of a limitation
27 of the time thereof, may, by further certificate filed as aforesaid, be amended by the secretary of
28 state for cause shown to his satisfaction.”

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