

SENATE No. 295

The Commonwealth of Massachusetts

PRESENTED BY:

Nick Collins

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 a business entity.

PETITION OF:

NAME:

Nick Collins

DISTRICT/ADDRESS:

First Suffolk

SENATE No. 295

By Mr. Collins, a petition (accompanied by bill, Senate, No. 295) of Nick Collins for legislation relative to a business entity. Economic Development and Emerging Technologies.

[SIMILAR MATTER FILED IN PREVIOUS SESSION
SEE SENATE, NO. 224 OF 2023-2024.]

The Commonwealth of Massachusetts

**In the One Hundred and Ninety-Fourth General Court
(2025-2026)**

An Act relative to a business entity.

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 1. Section 45 subsection (1) of chapter 108A of the General Laws, as
2 appearing in the 2022 Official Edition, is hereby amended by striking the words “federal
3 employer identification number of the partnership”.

4 SECTION 2. Section 45 of chapter 108A of the General Laws, as so appearing, is hereby
5 further amended by striking subsection (6) and inserting in place thereof the following
6 subsection:-

7 (6) If a partnership fails to file an annual report when due, pay the required fee, or the
8 payment of any fee due the commonwealth was dishonored when presented for payment and the
9 partnership has failed to make payment within 20 days after written notice of such failure was
10 mailed to the partnership, the state secretary may revoke the registration of the partnership. If the

11 state secretary determines one of more grounds exist for revoking the registration of the
12 partnership, he shall notify the partnership of his determination. The notice shall be sent in
13 writing and mailed postage prepaid to the office of the partnership as shown in the records of the
14 secretary of state, or if the partnership consents, sent by electronic mail to an electronic email
15 address furnished by the partnership for such purpose. If the partnership has appointed a resident
16 agent pursuant to section 45A, the written notice shall be mailed postage prepaid to the office of
17 the partnerships resident agent, or if the resident agent consents, sent by electronic mail to an
18 electronic mail address furnished by the agent for such purpose. The notice shall specify the
19 annual reports which have not been filed and the fees which have not been paid. If the
20 partnership does not correct each ground for revocation or demonstrate to the reasonable
21 satisfaction of the state secretary that each ground determined by the secretary of state does not
22 exist within 60 days after notice is given, the state secretary shall administratively revoke the
23 registration of the partnership.

24 SECTION 3. Chapter 108A of the General Laws, as so appearing, is hereby further
25 amended by adding after section 45 the following new sections:-

26 Section 45A. Resident Agent.

27 A limited liability partnership may appoint a resident agent which agent may be an
28 individual resident of the commonwealth, a domestic corporation or domestic limited liability
29 company, a foreign corporation registered to do business in the commonwealth, or a foreign
30 limited liability company registered to do business in the commonwealth.

31 Section 45B. Change of Resident Agent.

32 (a) A limited liability partnership may change its resident agent or the street address of
33 the resident agent by filing a certificate of change of agent or address with the state secretary.

34 The statement shall contain the following information:

35 (1) the name of the limited liability partnership;

36 (2) the name and street address of the current resident agent;

37 (3) if the current resident agent is to be changed, the name and street address of the new
38 resident agent and the new agents written consent to the appointment, either on the statement or
39 attached to it; and

40 (4) if the street address of the business office of the resident agent is to be changed, the
41 new street address of the business office of the resident agent.

42 (b) If a resident agent changes the street address of his business office, he may change the
43 street address of the business office of any limited liability partnership for which he is a resident
44 agent by notifying the limited liability partnership in writing of the change and signing, either
45 manually or by facsimile, and delivering to the state secretary for filing a statement of change
46 that complies with the requirements of subsection (a) and recites that the limited liability
47 partnership has been notified of the change. If the street address of more than one limited
48 liability partnership is being changed at the same time, there may be included in a single
49 certificate the names of all the limited liability partnerships the street address of which are being
50 changed.

51 (c) Any resident agent may resign his agency appointment by signing and delivering to
52 the state secretary a certificate of resignation. The resident agent shall furnish a copy of the

53 statement to the limited liability partnership. The agency appointment shall be terminated on the
54 thirty-first day following the date on which the statement was filed.

55 SECTION 4. Chapter 108A of the General Laws, as so appearing, is hereby further
56 amended by adding the following new section after section 49:

57 Section 50. Correcting a Filed Certificate

58 (a) A limited liability partnership may correct a document filed with the state secretary if
59 the document:

60 (1) contains a typographical error or an incorrect statement ; or

61 (2) was defectively executed, attested, sealed, verified or acknowledged.

62 (b) A document is corrected:

63 (1) by preparing a certificate of correction that (i) describes the document, including its
64 filing date, (ii) specifies the typographical error, the incorrect statement and the reason it is
65 incorrect or the manner in which the execution was defective and (iii) corrects the typographical
66 error, incorrect statement or defective execution;

67 (2) by delivering the certificate of correction to the state secretary for filing.

68 (c) A certificate of correction is effective on the effective date of the document it corrects
69 except as to persons relying on the uncorrected document and adversely affected by the
70 correction. As to those persons, the certificate of correction is effective when filed.

71 (d) A certificate of correction cannot be used to change the effective date of a filed
72 document, provided however, that if a document has been filed with a delayed effective date, a

73 certificate of correction may be filed prior to said date to accelerate the effective date to a date
74 not earlier than the dated of the certificate of correction.

75 (e) The filing fee for a certificate of correction is \$100.00.

76 SECTION 5. Section 13 of chapter 109 of the General Laws, as appearing in 2022
77 Official Edition is hereby amended by striking subsection (a) and inserting in place thereof the
78 following subsection:-

79 (a) A signed copy of the certificate of limited partnership and of any certificate of
80 amendment or cancellation, or any judicial decree of amendment or cancellation, shall be
81 delivered to the secretary of state. A person who executes a certificate as an agent or fiduciary
82 need not exhibit evidence of his authority as a prerequisite to filing. Unless the secretary of state
83 finds that the certificate does not conform to law, upon receipt of all filing fees required by law,
84 he shall evidence his approval on or with the document. Upon such approval and payment of all
85 filing fees required by law, the filing shall be deemed to be filed with the state secretary.

86 SECTION 6. Chapter 109 of the General Laws, as so appearing, is further amended by
87 adding after section 13 the following new section:-

88 13A. Correcting a Filed Certificate

89 (a) A domestic or foreign limited partnership may correct a document filed with the state
90 secretary if the document:

91 (1) contains a typographical error or an incorrect statement; or

92 (2) was defectively executed, attested, sealed, verified or acknowledged.

93 (b) A document is corrected:

94 (1) by preparing a certificate of correction that (i) describes the document, including its
95 filing date, (ii) specifies the typographical error, the incorrect statement and the reason it is
96 incorrect or the manner in which the execution was defective and (iii) corrects the typographical
97 error, incorrect statement or defective execution; and

98 (2) by delivering a certificate of correction to the state secretary for filing.

99 (c) A certificate of correction is effective on the effective date of the document it corrects
100 except as to persons relying on the uncorrected document and adversely affected by the
101 correction. As to those persons, the certificate of correction is effective when filed.

102 (d) A certificate of correction cannot be used to change the effective date of a filed
103 document; provided, however, that if a document has been filed with a delayed effective date, a
104 certificate of correction may be filed prior to said date:

105 (1) to accelerate the effective date to a date not earlier than the date of the certificate of
106 correction; or

107 (2) to abandon a merger or amendment if the authority to do so is granted by the merger
108 agreement or the persons approving the amendment.

109 (e) The filing fee for a certificate of correction is \$100.00.

110 SECTION 7. Chapter 109 of the General Laws is hereby further amended by striking
111 section 16 in its entirety.

112 SECTION 8. Section 55 of chapter 109, as so appearing, is hereby amended by adding
113 the following new subsection:-

114 (c) A foreign limited partnership is liable to the commonwealth for the years or years
115 during which it transacted business in the commonwealth without delivering to the state
116 secretary for filing the certificate required by section 49, an amount equal to:

117 (1) all fees which would have been imposed by law had it duly delivered the certificate;
118 and

119 (2) all interest and penalties imposed by law for failure to pay the fees. A foreign limited
120 partnership is further liable to the commonwealth, for each month or part thereof during which it
121 transacted business without delivering the certificate, an amount determined by the state
122 secretary, which shall in no event exceed the amount established by the Commissioner of
123 Administration under section 3B of Chapter 7, except that a foreign limited partnership which
124 has delivered such certificate shall not be liable for such monthly penalty for the first ten (10)
125 days during which it transacted business without delivering such certificate. Such fees and
126 penalties may be leveled by the state secretary. The attorney general may bring an action
127 necessary to recover amounts due the commonwealth under this subsection including an action
128 to restrain a foreign limited partnership against which fees and penalties have been imposed
129 pursuant to this subsection from transacting business in the commonwealth until the fees and
130 penalties have been paid.

131 SECTION 9. Section 64 of chapter 109 is hereby amended by striking out subsections (a)
132 and (b) and inserting in place thereof the following subsections:-

133 (a) the state secretary may commence a proceeding to dissolve a limited partnership if:

134 (1) the limited partnership has failed for 2 or more consecutive years to comply with the
135 laws requiring the filing of annual reports;

136 (2) payment of any fee due the commonwealth was dishonored when presented for
137 payment and the limited partnership has failed to make payment within 20 days after written
138 notice of such failure was mailed to the limited partnership; or

139 (3) he is satisfied that the limited partnership has become inactive and its dissolution
140 would be in the public interest.

141 (b) If the state secretary determines the one or more grounds exist for dissolving a
142 limited partnership, he shall notify the partnership's resident agent of his determination. The
143 notice shall be sent in writing and mailed postage prepaid to the resident agent's office, or if the
144 resident agent consents, sent by electronic mail to an email address furnished by the agent for
145 such purpose. The notice shall specify the annual reports which have not been filed, the fees
146 which have not been paid and the payment which has been dishonored. If the partnership does
147 not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the state
148 secretary that each ground determined by the state secretary does not exist within 90 days after
149 notice is given, the state secretary shall administratively dissolve the limited partnership.

150 SECTION 10. Section 65 of chapter 109 is hereby amended by striking out subsections

151 (a) and (b) and inserting in place thereof the following subsections:-

152 (a) The state secretary may commence a proceeding to revoke the authority of a foreign
153 limited partnership to transact business in the commonwealth if:

154 (1) the foreign limited partnership has failed for 2 or more consecutive years to comply
155 with the laws requiring the filing of annual reports;

156 (2) payment of any fee due the commonwealth was dishonored when presented for
157 payment and the foreign limited partnership has failed to make payment within 20 days after
158 written notice of such failure was mailed to the foreign limited partnership; or

159 (3) he is satisfied that the revocation of the limited partnerships authority to transact
160 business in the commonwealth would be in the public interest.

161 (b) If the state secretary determines that one or more grounds exist to revoke the authority
162 of the foreign limited partnership to transact business in the commonwealth, he shall notify the
163 foreign limited partnership's resident agent of his determination. The notice shall be sent in
164 writing and mailed postage prepaid to the resident agent's office, or if the resident agent consents
165 sent by electronic mail to an email address furnished by the agent for such purpose. The notice
166 shall specify the annual reports which have not been filed, the fees which have not been paid and
167 the payment which has been dishonored. If the partnership does not correct each ground for
168 dissolution or demonstrate to the reasonable satisfaction of the state secretary that each ground
169 determined by the state secretary does not exist within 90 days after notice is given, the state
170 secretary shall administratively revoke the authority of the limited partnership to transact
171 business in the commonwealth.

172 (c) The authority of the foreign limited partnership to transact business in the
173 commonwealth shall cease on the date on which the state secretary makes such revocation
174 effective.

175 SECTION 11. Chapter 109, as so appearing, is further amended by adding the following
176 new section after section 66:-

177 Section 67. Good Standing

178 A limited partnership shall be deemed to be in good standing with the state secretary if
179 such limited partnership appears, from the records of the said secretary, to exist and has paid all
180 feed due the commonwealth, and no certificate of cancellation has been filed by or with respect
181 to the limited partnership. Upon the request of any person and payment of such fee as may be
182 prescribed by law, the state secretary shall issue a certificate stating, in substance, as to any
183 limited partnership meeting the requirements of this section, that such limited partnership
184 appears, from the records of his office to exist and to be in good standing, and stating the identity
185 of any and all general partners who are named in the most recent document filed with the state
186 secretary.

187 SECTION 12. Section 17 of chapter 156A of the General Laws as appearing in the 2022
188 Official Edition, is hereby amended by striking out paragraph (a) and inserting in place thereof
189 the following paragraph:-

190 (a) A foreign professional corporation shall register under the provisions of this section if
191 the corporation would be required to incorporate under this chapter if it organized in the
192 commonwealth and

193 (1) it maintains an office in the commonwealth; or

194 (2) any of its shareholders, officers, or directors conducts activity on behalf of the
195 corporation in the commonwealth as to require licensing under the provisions of chapter one
196 hundred and twelve or chapter two hundred and twenty-one.

197 SECTION 13. Section 17 of chapter 156C of the General Laws, as so appearing, is hereby
198 further amended by striking subsection (a) and inserting in place thereof the following
199 subsection:-

200 (a) The original signed copy of the certificate of organization and of any certificates of
201 amendment or cancellation or any judicial decree of amendment or cancellation, of any
202 certificate of consolidation, merger or conversion and of any restated certificate shall be
203 delivered to the state secretary. A person who executes a certificate as an attorney-in-fact or
204 fiduciary shall not be required to exhibit evidence of his authority as a prerequisite to filing.
205 Unless the secretary finds that any certificate does not conform to law, upon receipt of all filing
206 fees required by law, he shall evidence his approval on or with the document. Upon said
207 approval and payment of all fees required by law, the filing shall be deemed filed with the state
208 secretary. Said endorsement shall be conclusive of the date and time of its filing in the absence of
209 actual fraud.

210 SECTION 14. Chapter 156C of the General Laws, as so appearing, is further amended by
211 adding, after section 17, the following new section:-

212 Section 17A. Correcting a Filed Certificate

213 (a) A domestic or foreign limited liability company may correct a document filed with the
214 state secretary if the document:

215 (1) contains a typographical error or an incorrect statement; or

216 (2) was defectively executed, attested, sealed, verified or acknowledged;

217 (b) A document is corrected:

218 (1) by preparing a certificate of correction that (i) describes the document including its
219 filing date, (ii) specifies the typographical error, the incorrect statement and the reason it is
220 incorrect or the manner in which the execution was defective and (iii) corrects the typographical
221 error, incorrect statement or defective execution; and

222 (2) by delivering the certificate of correction to the state secretary for filing.

223

224 (c) A certificate of correction is effective on the effective date of the document it corrects
225 except as to persons relying on the uncorrected document and adversely affected by the
226 correction. As to those persons, the certificate of correction is effective when filed.

227 (d) A correction cannot be used to change the effective date of a filed document;
228 provided, however, that if a document has been filed with a delayed effective date, a certificate
229 of correction may be filed prior to said date:

230 (1) to accelerate the effective date to a date not earlier than the date of the certificate of
231 correction, or

232 (2) abandon a merger or amendment if the authority to do so is granted by the merger or
233 the persons approving the amendment.

234 (e) The fee for filing a certificate of correction with the state secretary is \$100.00

235 SECTION 15. Section 48 of chapter 156C of the General Laws, as so appearing is hereby
236 amended by adding, after clause 5, the following new clause:-

237 (5A) the name of the person in addition to any manager who is authorized to execute
238 documents to be filed with the office of the state secretary, and at least one shall be named if
239 there are no managers.

240 SECTION 16. Section 54 of chapter 156C, as so appearing, is amended by striking
241 paragraph (a) and inserting in place thereof:

242 (a) A foreign limited liability company is liable to the commonwealth for the years or
243 parts of years during which it transacted business in the commonwealth without delivering to the
244 state secretary for filing the certificate required by section 48, an amount equal to:-

245 (1) all fees which would have been imposed by law had it duly delivered the certificate;

246 and

247 (2) all interest and penalties imposed by law for failure to pay the fees. A foreign limited
248 liability company is further liable to the commonwealth, for each year or part thereof during
249 which it transacted business without delivering the certificate an amount not exceeding \$500.00
250 except that a foreign limited liability company which has delivered such certificate shall not be
251 liable for such penalty for the first 10 days during which it transacted business without delivering
252 such certificate. Such fees and penalties may be levied by the state secretary. The attorney
253 general may bring an action necessary to recover amounts due to the commonwealth under this
254 subsection including an action to restrain a foreign limited liability company against which fees
255 and penalties have been impose pursuant to this subsection from transacting business in the
256 commonwealth until the fees and penalties have been paid. No such failure shall affect the

257 validity of any contract involving the foreign limited liability company, nor is a member or
258 manager of a foreign limited liability company liable for the obligations of the foreign limited
259 liability company solely by reason of such failure, but no action shall be maintained or recovery
260 had by the foreign limited liability company in any courts of the commonwealth as long as such
261 failure continues. The failure of a foreign limited liability company to register with the state
262 secretary shall not prevent the foreign limited liability company from defending any action, suit
263 or proceeding in any of the courts of the commonwealth.

264 SECTION 17. Chapter 156C, as so appearing, is hereby amended by striking section 70
265 and inserting in place thereof:

266 Section 70. Administrative Dissolution; notice; wind up and liquidation of affairs

267 (a) The state secretary may commence a proceeding to dissolve a limited liability
268 company if:

269 (1) the limited liability company has failed for two consecutive years to comply with the
270 law requiring the filing of annual reports; or

271 (2) the payment of any fee due the commonwealth was dishonored when presented for
272 payment and the limited liability company has failed to make payment within 20 days after
273 written notice of such failure was mailed to the limited liability company; or

274 (3) he is satisfied that the limited liability company has become inactive and its
275 dissolution would be in the public interest.

276 (b) If the state secretary determines that grounds exist under subsection (a), he shall
277 notify the limited liability company of his determination. The notice shall be sent in writing and

278 mailed postage prepaid to the office of the limited liability company's resident agent or if the
279 resident agent consents, sent by electronic mail to an electronic mail address furnished by the
280 agent for such purpose. The notice shall specify the annual reports which have not been filed and
281 the fees which have not been paid. If the limited liability company does not correct each ground
282 for dissolution or demonstrate to the reasonable satisfaction of the state secretary that each
283 ground for dissolution does not exist within 90 days after notice is given, the state secretary shall
284 administratively dissolve the limited liability company.

285 (c) A limited liability company administratively dissolved continues in existence but
286 shall not carry on any business except that necessary to wind up and liquidate its affairs.

287 SECTION 18. Chapter 156C, as so appearing, is hereby amended by striking section 72
288 and inserting in place thereof:-

289 Section 72. Revocation of foreign limited liability company's authority to transact
290 business in commonwealth; grounds; notice; effective date

291 (a) The state secretary may commence a proceeding to revoke the authority of a foreign
292 limited liability company to transact business in the commonwealth if:

293 (1) the foreign limited liability company has failed for two consecutive years to comply
294 with the laws requiring the filing of annual reports; or

295 (2) the payment of any fee due the commonwealth was dishonored when presented for
296 payment and the foreign limited liability company has failed to make payment within 20 days
297 after written notice of such failure was mailed to the foreign limited liability company;

298 (b) If the state secretary determines that grounds exist under subsection (a) , he shall
299 notify the foreign limited liability company of his determination. The notice shall be sent in
300 writing and mailed postage prepaid to the office of the foreign limited liability company's
301 resident agent, or if the resident agent consents, sent by electronic mail to an electronic mail
302 address furnished by the agent for such purpose. The notice shall specify the annual reports
303 which have not been filed and the fees which have not been paid. If the foreign limited liability
304 company does not correct each ground for revocation or demonstrate to the reasonable
305 satisfaction of the state secretary that each ground for revocation does not exist within 90 days
306 after notice is given, the state secretary shall administratively revoke the authority of the foreign
307 limited liability company to transact business in the Commonwealth.

308 (c) the authority of the foreign limited liability company to transact business in the
309 commonwealth shall cease on the date on which the state secretary makes such revocation
310 effective.

311 SECTION 19. Section 1.20 of chapter 156D, as appearing in the 2022 Official Edition is
312 hereby amended by striking paragraph (h) and inserting in place thereof the following:-

313 (h) The document shall be delivered to the office of the state secretary for filing and shall
314 be accompanied by the correct filing fee and any payment or penalty required by this chapter or
315 other law.

316 SECTION 20. Section 14.20 of chapter 156D, as so appearing, is hereby amended by
317 striking Clause (b) and inserting in place thereof:-

318 (b) the state secretary is satisfied that the corporation has become inactive and its
319 dissolution would be in the public interest; or

320 (c) payment of any fee due the commonwealth was dishonored when presented for
321 payment and corporation has failed to make payment within 20 days after written notice of such
322 failure was mailed to the foreign limited liability company;

323 SECTION 21. Section 14.23 of chapter 156D, as so appearing, is hereby amended by
324 striking subsection (a) and inserting in place thereof the following subsection:-

325 (a) If the state secretary denies a corporation's application for reinstatement following
326 administrative dissolution, he shall provide the corporation with a written notice that explains the
327 reason or reasons for denial.

328 SECTION 22. Section 15.30 of chapter 156D, as so appearing, is hereby further amended
329 by striking said section and inserting in place thereof:-

330 Section 15.30 Grounds for Revocation

331 The state secretary may commence a proceeding under section 15.31 to revoke the
332 authority of a foreign corporation to transact business in the commonwealth if:

333 (a) the foreign corporation has failed for two or more consecutive years to comply with
334 the law regarding the filing of reports with the state secretary or the filing of tax returns or the
335 payment of any taxes under chapter 62C or chapter 63 for two or more consecutive years; or

336 (b) the payment of any fee due the commonwealth was dishonored when presented for
337 payment and the corporation has failed to make payment within twenty days after written notice
338 of such failure was mailed to the corporation.