

**SENATE . . . . . No.**

---

**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.**

---

---

[Pin Slip]

---

---

[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.

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

5 SECTION 2.

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

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

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

25 SECTION 3.

26 Chapter 108A of the General Laws, as so appearing, is hereby further amended by adding  
27 after section 45 the following new sections:-

28 Section 45A. Resident Agent.

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

33 Section 45B. Change of Resident Agent.

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

36 The statement shall contain the following information:

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

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

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

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

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

53 (c) Any resident agent may resign his agency appointment by signing and delivering to  
54 the state secretary a certificate of resignation. The resident agent shall furnish a copy of the  
55 statement to the limited liability partnership. The agency appointment shall be terminated on the  
56 thirty-first day following the date on which the statement was filed.

57 SECTION 4.

58 Chapter 108A of the General Laws, as so appearing, is hereby further amended by adding  
59 the following new section after section 49:

60 Section 50. Correcting a Filed Certificate

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

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

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

65 (b) A document is corrected:

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

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

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

74 (d) A certificate of correction cannot be used to change the effective date of a filed  
75 document, provided however, that if a document has been filed with a delayed effective date, a  
76 certificate of correction may be filed prior to said date to accelerate the effective date to a date  
77 not earlier than the dated of the certificate of correction.

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

79 SECTION 5.

80 Section 13 of chapter 109 of the General Laws, as appearing in 2022 Official Edition is  
81 hereby amended by striking subsection (a) and inserting in place thereof the following  
82 subsection:-

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

90 SECTION 6.

91 Chapter 109 of the General Laws, as so appearing, is further amended by adding after  
92 section 13 the following new section:-

93 13A. Correcting a Filed Certificate

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

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

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

98 (b) A document is corrected:

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

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

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

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

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

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

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

115 SECTION 7.

116 Chapter 109 of the General Laws is hereby further amended by striking section 16 in its  
117 entirety.

118 SECTION 8.

119 Section 55 of chapter 109, as so appearing, is hereby amended by adding the following  
120 new subsection:-

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

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

126 (2) all interest and penalties imposed by law for failure to pay the fees. A foreign limited  
127 partnership is further liable to the commonwealth, for each month or part thereof during which it  
128 transacted business without delivering the certificate, an amount determined by the state  
129 secretary, which shall in no event exceed the amount established by the Commissioner of



130 Administration under section 3B of Chapter 7, except that a foreign limited partnership which  
131 has delivered such certificate shall not be liable for such monthly penalty for the first ten (10)  
132 days during which it transacted business without delivering such certificate. Such fees and  
133 penalties may be leveled by the state secretary. The attorney general may bring an action  
134 necessary to recover amounts due the commonwealth under this subsection including an action  
135 to restrain a foreign limited partnership against which fees and penalties have been imposed  
136 pursuant to this subsection from transacting business in the commonwealth until the fees and  
137 penalties have been paid.

138 SECTION 9.

139 Section 64 of chapter 109 is hereby amended by striking out subsections (a) and (b) and  
140 inserting in place thereof the following subsections:-

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

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

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

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

149 (b) If the state secretary determines the one or more grounds exist for dissolving a  
150 limited partnership, he shall notify the partnership's resident agent of his determination. The

151 notice shall be sent in writing and mailed postage prepaid to the resident agent's office, or if the  
152 resident agent consents, sent by electronic mail to an email address furnished by the agent for  
153 such purpose. The notice shall specify the annual reports which have not been filed, the fees  
154 which have not been paid and the payment which has been dishonored. If the partnership does  
155 not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the state  
156 secretary that each ground determined by the state secretary does not exist within 90 days after  
157 notice is given, the state secretary shall administratively dissolve the limited partnership.

158 SECTION 10.

159 Section 65 of chapter 109 is hereby amended by striking out subsections (a) and (b) and  
160 inserting in place thereof the following subsections:-

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

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

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

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

170 (b) If the state secretary determines that one or more grounds exist to revoke the authority  
171 of the foreign limited partnership to transact business in the commonwealth, he shall notify the

172 foreign limited partnership's resident agent of his determination. The notice shall be sent in  
173 writing and mailed postage prepaid to the resident agent's office, or if the resident agent consents  
174 sent by electronic mail to an email address furnished by the agent for such purpose. The notice  
175 shall specify the annual reports which have not been filed, the fees which have not been paid and  
176 the payment which has been dishonored. If the partnership does not correct each ground for  
177 dissolution or demonstrate to the reasonable satisfaction of the state secretary that each ground  
178 determined by the state secretary does not exist within 90 days after notice is given, the state  
179 secretary shall administratively revoke the authority of the limited partnership to transact  
180 business in the commonwealth.

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

#### 184 SECTION 11.

185 Chapter 109, as so appearing, is further amended by adding the following new section  
186 after section 66:-

#### 187 Section 67. Good Standing

188 A limited partnership shall be deemed to be in good standing with the state secretary if  
189 such limited partnership appears, from the records of the said secretary, to exist and has paid all  
190 fees due the commonwealth, and no certificate of cancellation has been filed by or with respect  
191 to the limited partnership. Upon the request of any person and payment of such fee as may be  
192 prescribed by law, the state secretary shall issue a certificate stating, in substance, as to any  
193 limited partnership meeting the requirements of this section, that such limited partnership

194 appears, from the records of his office to exist and to be in good standing, and stating the identity  
195 of any and all general partners who are named in the most recent document filed with the state  
196 secretary.

197 SECTION 12.

198 Section 17 of chapter 156A of the General Laws as appearing in the 2022 Official  
199 Edition, is hereby amended by striking out paragraph (a) and inserting in place thereof the  
200 following paragraph:-

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

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

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

208 SECTION 13.

209 Section 17 of chapter 156C of the General Laws, as so appearing, is hereby further  
210 amended by striking subsection (a) and inserting in place thereof the following subsection:-

211 (a) The original signed copy of the certificate of organization and of any certificates of  
212 amendment or cancellation or any judicial decree of amendment or cancellation, of any  
213 certificate of consolidation, merger or conversion and of any restated certificate shall be  
214 delivered to the state secretary. A person who executes a certificate as an attorney-in-fact or

215 fiduciary shall not be required to exhibit evidence of his authority as a prerequisite to filing.  
216 Unless the secretary finds that any certificate does not conform to law, upon receipt of all filing  
217 fees required by law, he shall evidence his approval on or with the document. Upon said  
218 approval and payment of all fees required by law, the filing shall be deemed filed with the state  
219 secretary. Said endorsement shall be conclusive of the date and time of its filing in the absence of  
220 actual fraud.

221 SECTION 14.

222 Chapter 156C of the General Laws, as so appearing, is further amended by adding, after  
223 section 17, the following new section:-

224 Section 17A. Correcting a Filed Certificate

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

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

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

229 (b) A document is corrected:

230 (1) by preparing a certificate of correction that (i) describes the document including its

231 filing date, (ii) specifies the typographical error, the incorrect statement and the reason it is

232 incorrect or the manner in which the execution was defective and (iii) corrects the typographical

233 error, incorrect statement or defective execution; and

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

235

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

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

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

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

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

247 SECTION 15.

248 Section 48 of chapter 156C of the General Laws, as so appearing is hereby amended by  
249 adding, after clause 5, the following new clause:-

250 (5A) the name of the person in addition to any manager who is authorized to execute  
251 documents to be filed with the office of the state secretary, and at least one shall be named if  
252 there are no managers.

253 SECTION 16.

254 Section 54 of chapter 156C, as so appearing, is amended by striking paragraph (a) and  
255 inserting in place thereof:

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

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

261 (2) all interest and penalties imposed by law for failure to pay the fees. A foreign limited  
262 liability company is further liable to the commonwealth, for each year or part thereof during  
263 which it transacted business without delivering the certificate an amount not exceeding \$500.00  
264 except that a foreign limited liability company which has delivered such certificate shall not be  
265 liable for such penalty for the first 10 days during which it transacted business without delivering  
266 such certificate. Such fees and penalties may be levied by the state secretary. The attorney  
267 general may bring an action necessary to recover amounts due to the commonwealth under this  
268 subsection including an action to restrain a foreign limited liability company against which fees  
269 and penalties have been impose pursuant to this subsection from transacting business in the  
270 commonwealth until the fees and penalties have been paid. No such failure shall affect the  
271 validity of any contract involving the foreign limited liability company, nor is a member or  
272 manager of a foreign limited liability company liable for the obligations of the foreign limited  
273 liability company solely by reason of such failure, but no action shall be maintained or recovery  
274 had by the foreign limited liability company in any courts of the commonwealth as long as such  
275 failure continues. The failure of a foreign limited liability company to register with the state

276 secretary shall not prevent the foreign limited liability company from defending any action, suit  
277 or proceeding in any of the courts of the commonwealth.

278 SECTION 17.

279 Chapter 156C, as so appearing, is hereby amended by striking section 70 and inserting in  
280 place thereof:

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

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

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

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

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

291 (b) If the state secretary determines that grounds exist under subsection (a), he shall  
292 notify the limited liability company of his determination. The notice shall be sent in writing and  
293 mailed postage prepaid to the office of the limited liability company's resident agent or if the  
294 resident agent consents, sent by electronic mail to an electronic mail address furnished by the  
295 agent for such purpose. The notice shall specify the annual reports which have not been filed and  
296 the fees which have not been paid. If the limited liability company does not correct each ground



297 for dissolution or demonstrate to the reasonable satisfaction of the state secretary that each  
298 ground for dissolution does not exist within 90 days after notice is given, the state secretary shall  
299 administratively dissolve the limited liability company.

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

302 SECTION 18.

303 Chapter 156C, as so appearing, is hereby amended by striking section 72 and inserting in  
304 place thereof:-

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

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

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

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

314 (b) If the state secretary determines that grounds exist under subsection (a) , he shall  
315 notify the foreign limited liability company of his determination. The notice shall be sent in  
316 writing and mailed postage prepaid to the office of the foreign limited liability company's  
317 resident agent, or if the resident agent consents, sent by electronic mail to an electronic mail

318 address furnished by the agent for such purpose. The notice shall specify the annual reports  
319 which have not been filed and the fees which have not been paid. If the foreign limited liability  
320 company does not correct each ground for revocation or demonstrate to the reasonable  
321 satisfaction of the state secretary that each ground for revocation does not exist within 90 days  
322 after notice is given, the state secretary shall administratively revoke the authority of the foreign  
323 limited liability company to transact business in the Commonwealth.

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

327 SECTION 19.

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

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

333 SECTION 20.

334 Section 14.20 of chapter 156D, as so appearing, is hereby amended by striking Clause (b)  
335 and inserting in place thereof:-

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

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

341 SECTION 21.

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

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

347 SECTION 22.

348 Section 15.30 of chapter 156D, as so appearing, is hereby further amended by striking  
349 said section and inserting in place thereof:-

350 Section 15.30 Grounds for Revocation

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

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

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