
By: **Chairman, Economic Matters Committee (By Request - Departmental - Assessments and Taxation)**

Introduced and read first time: January 20, 2005

Assigned to: Economic Matters

A BILL ENTITLED

1 AN ACT concerning

2 **Business Entities - Recordation of Documents**

3 FOR the purpose of repealing a requirement that the Department of Assessments and
4 Taxation return certain documents filed for record by certain business entities;
5 repealing a requirement that the Department issue a certification of
6 registration for certain foreign entities; repealing a requirement that the
7 Department record previously unrecorded documents without additional charge,
8 requiring the Department to send an acknowledgment after recording certain
9 documents and, on request, to return certain documents if accompanied by a
10 processing fee; establishing a certain processing fee; and generally relating to
11 the recordation of certain documents.

12 BY repealing and reenacting, with amendments,
13 Article - Corporations and Associations
14 Section 1-202, 1-203, 1-205, 4A-207, 4A-1003, 9A-1002, 9A-1102, 10-206,
15 and 10-903
16 Annotated Code of Maryland
17 (1999 Replacement Volume and 2004 Supplement)

18 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF
19 MARYLAND, That the Laws of Maryland read as follows:

20 **Article - Corporations and Associations**

21 1-202.

22 When the Department accepts for record any charter document or any document
23 designating or changing the name or address of a resident agent or principal office of
24 a Maryland corporation, the Department shall:

25 (1) Endorse on the document its acceptance for record and the date and
26 time of acceptance;

27 (2) Record promptly the document with its corporate records; and

1 (3) (I) [Return the document] SEND AN ACKNOWLEDGMENT to the
 2 corporation, its attorney, or its agent STATING THE DATE AND TIME THAT THE
 3 DOCUMENT WAS ACCEPTED FOR RECORD; AND

4 (II) AT THE REQUEST OF THE CORPORATION, ITS ATTORNEY, OR ITS
 5 AGENT, AT THE TIME OF FILING, ACCOMPANIED BY THE FEE PROVIDED IN § 1-203
 6 (B)(10) OF THIS SUBTITLE, RETURN THE DOCUMENT.

7 1-203.

8 (a) In addition to any organization and capitalization fee required under §
 9 1-204 of this article, subject to subsection (c) of this section, the Department shall
 10 collect the fees specified in subsection (b) of this section.

11 (b) (1) For each of the following documents, the nonrefundable processing
 12 fee is \$100:

13 Document
 14 Articles of incorporation
 15 Articles of amendment
 16 Articles of extension
 17 Articles of restatement of charter
 18 Articles of amendment and restatement
 19 Articles supplementary
 20 Articles of share exchange
 21 Articles of consolidation, merger, or transfer
 22 Articles of dissolution
 23 Articles of revival for stock corporation
 24 Articles of revival for nonstock corporation

25 (2) For each of the following documents, the nonrefundable processing
 26 fee is \$25:

27 (i) Notice of change of address of principal office;
 28 (ii) Notice of change of name or address of resident agent;
 29 (iii) Certificate of correction; and
 30 (iv) Any other documents.

31 (3) (i) For each of the following documents which are filed but not
 32 recorded, the nonrefundable processing fee is as indicated:

33 Reservation of a corporate, limited partnership, limited liability
 34 partnership or limited liability company name \$25

35 Original registration of name of a foreign corporation to end of calendar
 36 year \$100

37 Renewal of registration of name of a foreign corporation for one calendar

1	year	.....	\$100
2	Documents in connection with the qualification of a foreign corporation to		
3	do intrastate business in this State	.....	\$100
4	Application for registration of a foreign limited partnership, a foreign		
5	limited liability partnership, or a foreign limited liability company	.....	\$100
6	Other documents	.....	\$6
7	(ii)	For each of the following documents which are filed but not	
8	recorded, the filing fee is as indicated:		
9	Annual report of a Maryland corporation, except a charitable or benevolent		
10	institution, nonstock corporation, savings and loan corporation, credit		
11	union, and banking institution	.....	\$300
12	Annual report of a foreign corporation subject to the jurisdiction of this		
13	State, except a national banking association, savings and loan		
14	association, credit union, nonstock corporation, and charitable and		
15	benevolent institution	.....	\$300
16	Annual report of a Maryland savings and loan association, banking		
17	institution, or credit union or of a foreign savings and loan association,		
18	national banking association, or credit union that is subject to the		
19	jurisdiction of this State	.....	\$300
20	Annual report of a Maryland limited liability company, limited liability		
21	partnership, limited partnership, or of a foreign limited liability company,		
22	foreign limited liability partnership, or foreign limited partnership	.....	\$300
23	Annual report of a business trust	.....	\$300
24	Annual report of a real estate investment trust doing business in this State	.....	\$300
25	(4)	For each of the following documents recorded or filed the	
26	nonrefundable processing fee is \$100:		
27	(i)	Certificate of limited partnership, certificate of limited liability	
28	partnership, articles of organization of a limited liability company, certificate of trust		
29	of a business trust, including certificates of amendment and certificates of		
30	cancellation, certificates of reinstatement, and articles of reinstatement; and		
31	(ii)	Any statement filed by a partnership under Title 9A of this	
32	article.		
33	(5)	For issuing each of the following certificates, the nonrefundable	
34	processing fee is as indicated:		
35	Type of Instrument	Special Fee	

1 Certificate of status of a corporation, partnership, limited partnership,
 2 limited liability partnership, or limited liability company of this State or
 3 of a foreign corporation, foreign partnership, foreign limited partnership,
 4 foreign limited liability partnership, or foreign limited liability company \$20

5 Certified list of the charter papers of a corporation of this State or any
 6 certificates of a limited partnership, limited liability partnership, or a
 7 limited liability company of this State recorded or filed with the
 8 Department \$20

9 Certificate of compliance by a foreign corporation, foreign limited
 10 partnership, foreign limited liability partnership, or foreign limited
 11 liability company with requirements of law in respect of qualification or
 12 registration \$20

13 Certificate of withdrawal of registration or qualification \$20

14 Certificate of any paper recorded or filed in the Department's office \$20

15 (6) For a duplicate of a certificate mentioned in paragraph (5) of this
 16 subsection which is issued at the same time as the original, the fee is \$1, and for a
 17 copy of any other paper recorded or filed with the Department, the fee is \$1 per page.

18 (7) (i) For acceptance of service of process or notice on the
 19 Department, the Department shall charge a fee of \$50.

20 (ii) Each county and Baltimore City is exempt from the fee under
 21 subparagraph (i) of this paragraph.

22 (8) For processing each of the following documents on an expedited basis,
 23 the additional fee is as indicated:

24 Recording any document, including financing statements \$50

25 Certificate of status of a corporation, partnership, limited partnership,
 26 limited liability partnership, or limited liability company, or a name
 27 reservation \$20

28 A copy of any document recorded or filed with the Department, or a
 29 corporate abstract \$20

30 Application for a ground rent redemption or a ground rent extinguishment,
 31 or payment of a redemption or extinguishment amount to the former owner
 32 of the ground rent \$50

33 (9) A nonrefundable processing fee for a request by paper document for
 34 an extension of the date for submitting an annual report under § 14-704 of the
 35 Tax - Property Article is \$20.

1 (10) A NONREFUNDABLE PROCESSING FEE FOR A REQUEST TO RETURN
2 AN ORIGINAL DOCUMENT IS \$10.

3 (c) For each fee identified under subsection (b) of this section as
4 nonrefundable, the Department shall adopt regulations to specify the conditions
5 under which the fee shall be nonrefundable and the conditions under which the fee
6 may be applied to a resubmission of a document for filing, recording, or processing.

7 (D) THE FEE COLLECTED UNDER SUBSECTION (B)(10) OF THIS SECTION SHALL
8 BE CREDITED TO THE FUND ESTABLISHED UNDER § 1-203.3 OF THIS SUBTITLE.

9 1-205.

10 [(a)] The Department may refuse to accept for record or filing any charter
11 document of a Maryland corporation, unless the original or a certified copy of all prior
12 charter documents not previously recorded or filed are delivered to the Department
13 for record, together with any affidavit or certificate of completeness required by the
14 Department.

15 [(b)] The Department shall record without additional charge these previously
16 unrecorded and unfiled documents and then return them to the corporation, its
17 attorney, or its agent.]

18 4A-207.

19 (a) (1) The Department may not accept for record or filing any document of
20 a limited liability company that does not conform with law.

21 (2) Any document which purports to be acknowledged may be treated by
22 the Department as properly acknowledged.

23 (b) The Department may not accept for record or filing any articles,
24 certificate, qualification, registration, change of resident agent or principal office,
25 report, service of process or notice, or other document until all required recording,
26 filing, and other fees have been paid to the Department.

27 (c) When the Department accepts for record any articles, certificate, or other
28 document, the Department shall:

29 (1) Endorse on the document its acceptance for record and the date and
30 time of acceptance;

31 (2) Record promptly the document; and

32 (3) (I) [Return the document] SEND AN ACKNOWLEDGMENT to the
33 limited liability company, its attorney, or its agent STATING THE DATE AND TIME
34 THAT THE DOCUMENT WAS ACCEPTED FOR RECORD; AND

1 (II) AT THE REQUEST OF THE LIMITED LIABILITY COMPANY, ITS
2 ATTORNEY, OR ITS AGENT, AT THE TIME OF FILING, ACCOMPANIED BY THE FEE
3 PROVIDED IN § 1-203 (B)(10) OF THIS ARTICLE, RETURN THE DOCUMENT.

4 4A-1003.

5 If the Department finds that an application for registration meets the
6 requirements of this title and all required fees have been paid, it shall:

7 (1) Endorse on the application the date and time of its acceptance for
8 record;

9 (2) Record promptly the document; AND

10 (3) [Issue a certificate of registration to do business in this State; and

11 (4)] (I) [Return the certificate of registration] SEND AN
12 ACKNOWLEDGMENT to the person who filed the application or a representative of the
13 person who filed the application STATING THE DATE AND TIME THAT THE DOCUMENT
14 WAS ACCEPTED FOR RECORD; AND

15 (II) AT THE REQUEST OF THE PERSON WHO FILED THE
16 APPLICATION OR THE PERSON'S REPRESENTATIVE, AT THE TIME OF FILING,
17 ACCOMPANIED BY THE FEE PROVIDED IN § 1-203(B)(10) OF THIS ARTICLE, RETURN
18 THE DOCUMENT.

19 9A-1002.

20 (a) The Department may not accept for record or filing any document of a
21 limited liability partnership that does not conform with law.

22 (b) Any document which purports to be acknowledged may be treated by the
23 Department as properly acknowledged.

24 (c) The Department may not accept for record or filing any certificates,
25 qualification, registration, change of resident agent or principal office, report, service
26 of process or notice, or other document until all required recording, filing, and other
27 fees have been paid to the Department.

28 (d) When the Department accepts for record any certificate or other document,
29 the Department shall:

30 (1) Endorse on the document its acceptance for record and the date and
31 time of acceptance;

32 (2) Record promptly the document; and

33 (3) (I) [Return the document] SEND AN ACKNOWLEDGMENT to the
34 limited liability partnership, its attorney, or its agent STATING THE DATE AND TIME
35 THAT THE DOCUMENT WAS ACCEPTED FOR RECORD; AND

1 (II) AT THE REQUEST OF THE LIMITED LIABILITY PARTNERSHIP,
2 ITS ATTORNEY, OR ITS AGENT, AT THE TIME OF FILING, ACCOMPANIED BY THE FEE
3 PROVIDED IN § 1-203(B)(10) OF THIS ARTICLE, RETURN THE DOCUMENT.

4 9A-1102.

5 If the Department finds that an application for registration meets the
6 requirements of this subtitle and all required fees have been paid, it shall:

7 (1) Endorse on the application the date and time of its acceptance for
8 record;

9 (2) Record promptly the document; AND

10 (3) [Issue a certificate of registration to do business in this State; and

11 (4)] (I) [Return the certificate of registration] SEND AN
12 ACKNOWLEDGMENT to the person who filed the application or a representative of the
13 person who filed the application STATING THE DATE AND TIME THAT THE DOCUMENT
14 WAS ACCEPTED FOR RECORD; AND

15 (II) AT THE REQUEST OF THE PERSON WHO FILED THE
16 APPLICATION OR THE PERSON'S REPRESENTATIVE, AT THE TIME OF FILING,
17 ACCOMPANIED BY THE FEE PROVIDED IN § 1-203(B)(10) OF THIS ARTICLE, RETURN
18 THE DOCUMENT.

19 10-206.

20 (a) An executed copy of each certificate required by this subtitle, or of any
21 judicial decree of amendment or cancellation, shall be filed with the Department.
22 However, the Department may not accept for record any certificate or decree that
23 does not meet the requirements of this title. A person who executes a certificate as an
24 agent or fiduciary need not exhibit evidence of that person's authority as a
25 prerequisite to filing. The Department may not accept for record or filing any
26 certificate, decree, qualification, registration, change of resident agent or principal
27 office, report, service of process or notice, or other document until all required fees
28 have been paid to the Department.

29 (b) When the Department accepts for record any certificate, the Department
30 shall:

31 (1) Endorse on the document its acceptance for record and the date and
32 time of acceptance;

33 (2) Record promptly the document; and

34 (3) (I) [Return the document] SEND AN ACKNOWLEDGMENT to the
35 partnership, its attorney, or its agent STATING THE DATE AND TIME THAT THE
36 DOCUMENT WAS ACCEPTED FOR RECORD; AND

1 (II) AT THE REQUEST OF THE PARTNERSHIP, ITS ATTORNEY, OR ITS
2 AGENT, AT THE TIME OF FILING, ACCOMPANIED BY THE FEE PROVIDED IN §
3 1-203(B)(10) OF THIS ARTICLE, RETURN THE DOCUMENT.

4 10-903.

5 If the Department finds that an application for registration meets the
6 requirements of this title and all required fees have been paid, it shall:

7 (1) Endorse on the application the date and time of its acceptance for
8 record;

9 (2) Record promptly the document; AND

10 (3) [Issue a certificate of registration to do business in this State; and

11 (4)] (I) [Return the certificate of registration] SEND AN
12 ACKNOWLEDGMENT to the person who filed the application or his representative
13 STATING THE DATE AND TIME THAT THE DOCUMENT WAS ACCEPTED FOR RECORD;
14 AND

15 (II) AT THE REQUEST OF THE PERSON WHO FILED THE
16 APPLICATION OR THE PERSON'S REPRESENTATIVE, AT THE TIME OF FILING,
17 ACCOMPANIED BY THE FEE PROVIDED IN § 1-203(B)(10) OF THIS ARTICLE, RETURN
18 THE DOCUMENT.

19 SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take
20 effect July 1, 2005.