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STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2007

A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS -- THE RHODE
ISLAND LIMITED LIABILITY COMPANY ACT

Introduced By: Representative Peter L. Lewiss

Date Introduced: March 01, 2007

Referred To: House Corporations

It is enacted by the General Assembly as follows:

1 SECTION 1. Section 7-16-8 of the General Laws in Chapter 7-16 entitled "The Rhode
2 Island Limited Liability Company Act" is hereby amended to read as follows:

3 **7-16-8. Filing.** -- (a) The secretary of state may not accept for filing any document under
4 this chapter which does not conform with law.

5 (b) The secretary of state may not accept for filing any organizational document,
6 qualification, registration, change of resident agent report, service of process, notice or other
7 document until all required filing and other fees have been paid to the secretary of state.

8 (c) The secretary of state may not accept for filing any article of dissolution, cancellation
9 of registration, article of merger, unless the surviving entity is a domestic entity of record with the
10 office of the secretary of state, or the reinstatement of a limited liability company's certificate of
11 organization or registration until all required filing and other fees have been paid to the secretary
12 of state and all fees and franchise taxes have been paid.

13 ~~(e)~~(d) When the secretary of state accepts the articles of organization or any other
14 document, the secretary of state shall:

15 (1) Endorse on the document the date and time of its acceptance for filing;

16 (2) Promptly file the document; and

17 (3) Issue a certificate or other evidence which establishes:

18 (i) That the document was accepted for filing by the secretary of state; and

1 (ii) The date and time of the acceptance for filing.

2 ~~(d)~~(e) The document becomes effective upon the issuance of the certificate or other
3 evidence or at any later date that is set forth within the document, not more than thirty (30) days
4 after the filing of such document.

5 SECTION 2. This act shall take effect upon passage.

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EXPLANATION
BY THE LEGISLATIVE COUNCIL
OF
A N A C T
RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS -- THE RHODE
ISLAND LIMITED LIABILITY COMPANY ACT

1 This act would mandate that the secretary of state not accept for filing any article of
2 dissolution, cancellation of registration, article of merger, unless the surviving entity is a domestic
3 entity of record with the office of the secretary of state, or the reinstatement of a limited liability
4 company's certificate of organization or registration until all required filing and other fees have
5 been paid to the secretary of state and all fees and franchise taxes have been paid.

6 This act would take effect upon passage.

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