

2017 -- S 0618 SUBSTITUTE A

LC001707/SUB A

STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2017

A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS - RHODE ISLAND NONPROFIT CORPORATION ACT

Introduced By: Senators Lombardo, Archambault, and Algieri

Date Introduced: March 16, 2017

Referred To: Senate Commerce

(Secretary of State)

It is enacted by the General Assembly as follows:

1 SECTION 1. Sections 7-6-74, 7-6-75 and 7-6-76 of the General Laws in Chapter 7-6  
2 entitled "Rhode Island Nonprofit Corporation Act" are hereby amended to read as follows:

3 ~~7-6-74. Application for certificate of authority~~ **Application by foreign corporation**  
4 **for certificate of authority.**

5 (a) A foreign corporation, in order to procure a certificate of authority to conduct affairs  
6 in this state, shall apply for it with the secretary of state. The application shall set forth:

7 (1) The name of the corporation and the state or country under the laws of which it is  
8 incorporated.

9 (2) The date of incorporation and the period of duration of the corporation.

10 (3) The street address of the principal office of the corporation.

11 (4) The address of the proposed registered office of the corporation in this state, and the  
12 name of its proposed registered agent in this state at the address.

13 (5) The purpose or purposes of the corporation which it proposes to pursue in conducting  
14 its affairs in this state.

15 (6) The names and respective addresses of the directors and officers of the corporation.

16 (7) The additional information as is necessary or appropriate to enable the secretary of  
17 state to determine whether the corporation is entitled to a certificate of authority to conduct affairs  
18 in this state.

1 (b) The application shall be made on forms prescribed and furnished by the secretary of  
2 state and shall be executed in duplicate by the corporation by its president or a vice president and  
3 by its secretary or an assistant secretary.

4 ~~7-6-75. Filing of application for certificate of authority~~ **Filing of application by**  
5 **foreign corporation for certificate of authority.**

6 (a) The application of the corporation for a certificate of authority shall be delivered to  
7 the secretary of state, ~~together with a copy of its articles of incorporation and all amendments to~~  
8 ~~it, duly certified by the proper officer of the state or country under the laws of which it is~~  
9 ~~incorporated~~ together with a certificate of good standing or legal existence issued by the proper  
10 officer of the state or country under the laws of which it is incorporated.

11 (b) If the secretary of state finds that the application conforms to law, the secretary of  
12 state shall, when all fees have been paid as prescribed in this chapter:

13 (1) Endorse on the documents the word "Filed," and the month, day, and year of the  
14 filing.

15 (2) File in the secretary of state's office the original of the application and ~~the copy of the~~  
16 ~~articles of incorporation and amendments to it~~ certificate of good standing or legal existence  
17 issued by the proper officer of the state or country under the laws of which it is incorporated.

18 (3) Issue a certificate of authority to conduct affairs in this state.

19 (c) The certificate of authority shall be delivered to the corporation or its representative.

20 ~~7-6-76. Effect of certificate of authority~~ **Effect of certificate of authority by foreign**  
21 **corporation.**

22 Upon the issuance of a certificate of authority by the secretary of state, the corporation is  
23 authorized to conduct affairs in this state for those purposes set forth in its application, subject,  
24 however, to the right of the state to suspend or to revoke the authority as provided in this chapter,  
25 ~~and would also clarify the tables of §§7-6-74, 7-6-75, and 7-6-76 to include a reference to foreign~~  
26 ~~corporations.~~

27 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 - RHODE  
ISLAND NONPROFIT CORPORATION ACT

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1           This act would simplify the application process of a foreign corporation to obtain a  
2 certificate of authority by requiring it to produce only a certificate of good standing or legal  
3 existence by a proper officer of the state or country where it was incorporated and would also  
4 clarify the titles of §§7-6-74, 7-6-75 and 7-6-76 to include a reference to foreign corporations.

5           This act would take effect upon passage.

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