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STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2012

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A N A C T

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

Introduced By: Senators Bates, and Miller

Date Introduced: February 09, 2012

Referred To: Senate Corporations

It is enacted by the General Assembly as follows:

1 SECTION 1. Chapter 7-6 of the General Laws entitled "Rhode Island Nonprofit
2 Corporation Act" is hereby amended by adding thereto the following sections:

3 **7-6-41.1. Certificate of correction.** – (a) Whenever any instrument authorized to be filed
4 with the secretary of state under any provision of this chapter, has been so filed and is an
5 inaccurate record of the corporate action therein referred to, or was defectively or erroneously
6 executed, sealed or acknowledged, the instrument may be corrected by filing with the secretary of
7 state a certificate of correction, which must be executed, acknowledged and filed in accordance
8 with this section.

9 (b) The corrected instrument must be specifically designated as such in its heading,
10 specify the inaccuracy or defect to be corrected, and set forth the entire instrument in corrected
11 form.

12 (c) The certificate of correction shall be executed by the corporation, by its president or
13 vice president, and by its secretary or an assistant secretary and shall set forth:

14 (1) The name of the corporation.

15 (2) The inaccuracy or defect to be corrected and set forth the portion of the instrument in
16 corrected form.

17 (3) If there are members entitled to vote on the correction:

18 (i) A statement setting forth the date of the meeting of members at which the correction

1 was adopted, that a quorum was present at the meeting, and that the correction received at least a
2 majority of the votes which members present at the meeting or represented by proxy were entitled
3 to cast; or

4 (ii) A statement that the correction was adopted by a consent in writing signed by all
5 members entitled to vote on it.

6 (4) If there are no members, or no members entitled to vote on the correction, a statement
7 of the fact, the date of the meeting of the board of directors at which the correction was adopted,
8 and a statement of the fact that the correction received the vote of a majority of the directors in
9 office.

10 (5) Attach the entire instrument in corrected form.

11 (d) An instrument corrected in accordance with this section is effective as of the date the
12 original instrument was filed, except as to those individuals who are substantially and adversely
13 affected by the correction and as to those individuals the instrument as corrected is effective from
14 its filing date.

15 **7-6-80.1. Foreign application for transfer of authority.** – (a) A duly authorized
16 foreign nonprofit corporation in the state of Rhode Island that converts into any form of foreign
17 other entity subject to the provisions of Title 7 and the resulting entity is required to file for
18 authority to transact business in this state may apply for a transfer of authority in the office of the
19 secretary of state by filing:

20 (1) An application for transfer of authority that has been executed and filed in accordance
21 with section 7-6-2.1; and

22 (2) An application for authority to transact business in the state of Rhode Island for the
23 resulting entity type; and

24 (3) A certificate of legal existence or good standing issued by the proper officer of the
25 state or country under the laws of which the resulting entity has been formed.

26 (b) The application for transfer of authority shall state:

27 (1) The name of the nonprofit corporation;

28 (2) The type of other entity into which it has been converted; and

29 (3) The jurisdiction whose laws govern its internal affairs.

30 (c) Upon the effective time and date of the application for transfer of authority, the
31 authority of the nonprofit corporation authorized to transact business under this chapter shall be
32 transferred without interruption to the other entity which shall thereafter hold such authority
33 subject to the provisions of the laws of the state of Rhode Island applicable to that type of
34 resulting entity.

1 SECTION 2. Sections 7-6-42, 7-6-90 and 7-6-92 of the General Laws in Chapter 7-6
2 entitled "Rhode Island Nonprofit Corporation Act" are hereby amended to read as follows:

3 **7-6-42. Restated articles of incorporation.** -- (a) A domestic corporation may at any
4 time restate its articles of incorporation as previously amended by filing with the secretary of
5 state restated articles of incorporation. The restated articles of incorporation may include one or
6 more amendments to the articles of incorporation adopted in accordance with the provisions of
7 section 7-6-39. The corporation may restate articles of incorporation in the following manner:

8 (1) If there are members entitled to vote on the restated articles, the board of directors
9 shall adopt a resolution setting forth the proposed restated articles of incorporation and directing
10 that they be submitted to a vote at a meeting of members entitled to vote on them, which may be
11 either an annual or a special meeting.

12 (2) Written notice setting forth the proposed restated articles or a summary of their
13 provisions shall be given to each member entitled to vote on them, within the time and in the
14 manner provided in this chapter for the giving of notice of meetings of members. If the meeting is
15 an annual meeting, the proposed restated articles or a summary of their provisions may be
16 included in the notice of the annual meeting.

17 (3) At the meeting a vote of the members entitled to vote on the restated articles shall be
18 taken on them, which shall be adopted upon receiving the affirmative vote of a majority of the
19 members entitled to vote on them present at the meeting or represented by proxy.

20 (4) If there are no members, or no members entitled to vote on them, the proposed
21 restated articles shall be adopted at a meeting of the board of directors upon receiving the
22 affirmative vote of a majority of the directors in office.

23 (b) Upon approval, restated articles of incorporation shall be executed by the corporation
24 by its president or vice president and by its secretary or assistant secretary and shall set forth:

25 (1) The name of the corporation.

26 (2) The period of its duration.

27 (3) The purpose or purposes which the corporation is authorized to pursue.

28 (4) Any other provisions, not inconsistent with law, which are then set forth in the
29 articles of incorporation as previously amended, except that it is not necessary to set forth in the
30 restated articles of incorporation the registered office of the corporation, its registered agent, its
31 directors or its incorporators.

32 (c) The restated articles of incorporation shall state that they correctly set forth the
33 provisions of the articles of incorporation as previously amended, that they have been duly
34 adopted as required by law, ~~and that they supersede the original articles of incorporation and all~~

1 ~~amendments to them~~ and the additional amendments to the articles of incorporation, if any,
2 together with a statement that such additional amendments were adopted in accordance with the
3 provisions of section 7-6-39, and a further statement that, except for the designated amendments,
4 if any, the restated articles of incorporation correctly set forth without change the corresponding
5 provisions of the articles of incorporation as previously amended, and that the restated articles of
6 incorporation, together with the designated amendments, if any, supersede the original articles of
7 incorporation and all previous amendments to the articles of incorporation.

8 (d) The restated articles of incorporation shall be delivered to the secretary of state. If the
9 secretary of state finds that the restated articles conform to law, the secretary of state shall, when
10 all fees have been paid as in this chapter prescribed:

11 (1) Endorse on the original the word "Filed," and the month, day, and year of the filing.

12 (2) File of the original in the secretary of state's office.

13 (3) Issue a restated certificate of incorporation.

14 (e) The restated certificate of incorporation shall be delivered to the corporation or its
15 representative.

16 (f) Upon the issuance of the restated certificate of incorporation by the secretary of state,
17 the restated articles of incorporation become effective and supersede the original articles of
18 incorporation and all amendments to them.

19 **7-6-90. Annual report of domestic and foreign corporations.** -- (a) Each domestic
20 corporation, and each foreign corporation authorized to conduct affairs in this state, shall file,
21 within the time prescribed by this chapter, an annual report setting forth the following
22 information as of the date of the report:

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

25 (2) The address of the registered office of the corporation in this state, and the name of
26 its registered agent in this state at the address, ~~and, in the case of a foreign corporation, the~~
27 ~~address of its principal office in the state or country under the laws of which it is incorporated.~~

28 (3) The address of the principal office of the corporation.

29 ~~(3)~~(4) A brief statement of the character of the affairs which the corporation is actually
30 conducting, or, in the case of a foreign corporation, which the corporation is actually conducting
31 in this state.

32 ~~(4)~~(5) The names and respective addresses of the directors and officers of the
33 corporation.

34 (b) The annual report shall be made on forms prescribed and furnished by the secretary

1 of state, and the information contained in the report shall be given as of the date of the execution
2 of the report. It shall be executed by the corporation by its president, a vice president, secretary,
3 an assistant secretary, or treasurer, or, if the corporation is in the hands of a receiver or trustee, it
4 shall be executed on behalf of the corporation by the receiver or trustee.

5 **7-6-92. Fees for filing documents and issuing certificates.** -- The secretary of state
6 shall charge and collect for:

7 (1) Filing articles of incorporation and issuing a certificate of incorporation, thirty-five
8 dollars (\$35.00).

9 (2) Filing articles of amendment and issuing a certificate of amendment, ten dollars
10 (\$10.00).

11 (3) Filing certificate of correction and issuing a certificate of correction, ten dollars
12 (\$10.00).

13 ~~(3)~~(4) Filing restated articles of incorporation and issuing restated certificate of
14 incorporation, ten dollars (\$10.00).

15 ~~(4)~~(5) Filing articles of merger or consolidation and issuing a certificate of merger or
16 consolidation, twenty-five dollars (\$25.00).

17 ~~(5)~~(6) (i) Filing a statement of change of registered agent and registered office or filing a
18 statement of change of registered agent, ten dollars (\$10.00).

19 (ii) Filing a statement of change of registered office only, without fee.

20 ~~(6)~~(7) Filing articles of dissolution, ten dollars (\$10.00).

21 ~~(7)~~(8) Filing an application of a foreign corporation for a certificate of authority to
22 conduct affairs in this state and issuing a certificate of authority, fifty dollars (\$50.00).

23 ~~(8)~~(9) Filing an application of a foreign corporation for an amended certificate of
24 authority to conduct affairs in this state and issuing an amended certificate of authority, twenty-
25 five dollars (\$25.00).

26 ~~(9)~~(10) Filing a copy of an amendment to the articles of incorporation of a foreign
27 corporation holding a certificate of authority to conduct affairs in this state, twenty-five dollars
28 (\$25.00).

29 ~~(10)~~(11) Filing a copy of articles of merger of a foreign corporation holding a certificate
30 of authority to conduct affairs in this state, twenty-five dollars (\$25.00).

31 ~~(11)~~(12) Filing an application for withdrawal of a foreign corporation and issuing a
32 certificate of withdrawal, ten dollars (\$10.00).

33 ~~(12)~~(13) Filing any other statement or report, including an annual report, of a domestic
34 or foreign corporation, twenty dollars (\$20.00).

1 SECTION 3. 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

1 This act would provide for the filing of restated articles of incorporation previously
2 amended with guidelines for restating said articles. It would also provide that a duly authorized
3 foreign nonprofit corporation that converts into any form of foreign entity to file for authority to
4 transact business in this state. It would further set filing fees for filing a certificate of correction
5 and the issuance of the same.

6 This act would take effect upon passage.

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