

2018 -- S 2320

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LC004336  
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STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2018

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A N A C T

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

Introduced By: Senators Euer, Pearson, Goldin, Jabour, and Nesselbush

Date Introduced: February 15, 2018

Referred To: Senate Commerce

(Secretary of State)

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. [Effective until July 1, 2020].**

4 (a) The secretary of state may not accept for filing any document under this chapter that  
5 does not conform with law.

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

9 (c) The secretary of state may not accept for filing any article of dissolution, cancellation  
10 of registration, article of merger, unless the surviving entity is a domestic entity of record with the  
11 office of the secretary of state, or the reinstatement of a limited liability company's certificate of  
12 organization or registration until all required filing and other fees have been paid to the secretary  
13 of state and all fees and taxes have been paid, as evidenced by an appropriate certificate of good  
14 standing issued by the Rhode Island division of taxation.

15 (d) The secretary of state may not accept for filing a certificate of conversion to a non-  
16 Rhode Island entity until all required filing and other fees have been paid to the secretary of state  
17 and all fees and taxes have been paid, as evidenced by an appropriate certificate of good standing  
18 issued by the Rhode Island division of taxation.

1 (e) When the secretary of state accepts the articles of organization or a certificate of  
2 registration or any other document filed under this chapter, the secretary of state shall:

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

4 (2) Promptly file the document; and

5 (3) Issue a certificate or other evidence that establishes:

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

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

8 (f) The document becomes effective upon the issuance of the certificate or other evidence  
9 or at any later date that is set forth within the document, not more than ~~thirty (30)~~ ninety (90) days  
10 after the filing of such document.

11 **7-16-8. Filing. [Effective July 1, 2020.].**

12 (a) The secretary of state may not accept for filing any document under this chapter that  
13 does not conform with law.

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

17 (c) The secretary of state may not accept for filing any article of dissolution, cancellation  
18 of registration, or article of merger until all required filing and other fees have been paid to the  
19 secretary of state and all fees and taxes have been paid.

20 (d) The secretary of state may not accept for filing the reinstatement of a limited-liability  
21 company's certificate of organization or registration until all required filing and other fees have  
22 been paid to the secretary of state and all fees and taxes have been paid, as evidenced by an  
23 appropriate certificate of good standing issued by the division of taxation.

24 (e) The secretary of state may not accept for filing a certificate of conversion to a non-  
25 Rhode Island entity until all required filing and other fees have been paid to the secretary of state  
26 and all fees and taxes have been paid.

27 (f) When the secretary of state accepts the articles of organization or a certificate of  
28 registration or any other document filed under this chapter, the secretary of state shall:

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

30 (2) Promptly file the document; and

31 (3) Issue a certificate or other evidence that establishes:

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

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

34 (g) The document becomes effective upon the issuance of the certificate or other

1 evidence or at any later date that is set forth within the document, not more than ~~thirty (30)~~ ninety  
2 (90) days after the filing of such document.

3 SECTION 2. This act shall take effect on January 1, 2019.

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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

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- 1           This act would provide that the alternate window for documents filed with the secretary
- 2 of state to take effect is increased from up to thirty (30) days to up to ninety (90) days.
- 3           This act would take effect on January 1, 2019.

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