

BUREAU OF CORPORATIONS, ELECTIONS AND COMMISSIONS
DIVISION OF CORPORATIONSChapter 260: RULES FOR NONPROFIT CORPORATIONS UNDER TITLE 13-B

1. Definitions

A. Corporation. Title 13-B Section 102(4) defines the term "Corporation" as used in the Maine Nonprofit Corporation Act. Certain entities are excluded from the definition. Among the exclusions are "an instrumentality, agency, political subdivision or body politic and corporate of the State." The Secretary of State interprets that phrase to mean an administrative unit or corporate outgrowth of State, county or local government created by statute, order, resolution, ordinance or articles of incorporation to perform functions traditionally associated with government activities. By way of example, entities, which will be considered excluded from the definition of corporation, include, but are not limited to:

- (1) State departments, bureaus, divisions, commissions, boards and offices;
- (2) The University of Maine;
- (3) The Maine Maritime Academy;
- (4) Cities, towns, plantations, counties and their political subdivisions;
- (5) Municipal and county agencies;
- (6) Quasi-governmental bodies of State government;
- (7) State and local housing authorities;
- (8) Quasi-municipal bodies including districts such as school administrative, hospital, water and sewer;
- (9) Voting districts;
- (10) County extension associations;
- (11) Regional planning commissions;
- (12) Councils of government;
- (13) Development districts;
- (14) Urban renewal authorities; and

- (15) The instrumentalities and corporate or political subdivisions of any of the above.

B. Church

- (1) Churches may organize as corporations under either Title 13 or Title 13-B.
- (2) Nonprofit religious corporations that are not churches must be governed by Title 13-B.
- (3) For the purposes of distinguishing these two types of corporations, "churches" means organizations whose primary purposes are (1) religious worship or (2) the management of buildings whose primary function is housing religious worship.
- (4) The term "churches" does not include religious schools, associations of religious organizations or clergy, church camps, or support groups to repair or maintain church buildings.

2. Filing Requirements

- A. The standard size of forms and all attachments shall be 8 1/2 x 11. Exceptions may be made for "Certificates of Existence" accompanying forms MNPCA 2 and 12, which may be 8 1/2 x 14, as well as documents secured from other states.
- B. Forms which do not conform to the size and content of the prescribed forms may be rejected by the Secretary of State.
- C. All documents must be dated by month, day and year.
- D. Forms will only be accepted if typed or printed in ink.
- E. All documents must be originally signed, i.e., bear original signatures, not rubber-stamped or machine made copies of signatures.
- F. The Secretary of State may reject a document that does not contain the name and capacity of the signer or signers in a legible form in addition to the signatures.
- G. Document filing date shall be the date the document is first received in the Bureau of Corporations, Elections and Commissions in proper filing order with the appropriate filing fees. The Secretary of State is required to return documents that do not meet statutory or rule requirements. The Secretary of State reserves the right to determine that a document is in proper filing order. As a courtesy to filers, the Secretary of State may, in its discretion, correct typographical errors or make other corrections if authorized to do so by the filer. The Secretary of State may require written authorization from the filer as a condition to making such corrections.
- H. When the names of officers are requested, as in the Annual Report, the names of the President, Treasurer, Secretary or Clerk, Registered Agent and Directors shall be furnished.

- I. A local development corporation formed by one or more municipalities pursuant to Title 5 §13081 (6) is eligible to file under Title 13-B or under Title 13 Chapter 81.
- J. An amendment to the Articles of Incorporation shall be considered a change of purpose if it adds a new purpose, removes the old purpose in part or totally, or makes the old purpose more specific or more general.
- K. Refunds of \$5.00 or less will not be processed.
- L. The address required by 13-B MRSA Section 304 or Section 1212, concerning the registered office of a registered agent, shall state the location address of such office. If, in addition, a different mailing address exists, that information must also be included.

3. Annual Reports

- A. Each nonprofit corporation on file as of December 31st of a given calendar year must file an annual report no later than June 1st of the following year. The information contained in the annual report must be current as of the date the report is signed. Corporations previously excused from filing annual reports, which resume the carrying on of activities pursuant to 13-B MRSA §1301, sub-§6 are required to file an annual report beginning the next June 1st following resumption.
- B. The Annual Report form issued by the Secretary of State, containing preprinted information about the corporation, must be used. Additional pages may be attached to include the name and address of officers, if necessary. List the number of pages attached on the report. Use one side of the paper only. All attachments must contain the name and charter number of the corporation across the top of the page. Each page should be numbered consecutively.

4. List of Registered Agents

The Secretary of State will establish and maintain a list of corporations and individuals willing to serve as a registered agent for foreign corporations carrying on activities in this State. Persons who would like to be included on the list may complete an application form setting forth contact information. Foreign corporations seeking to qualify in this State will be forwarded the list upon request.

5. Determining Distinguishability of Nonprofit Corporation Names

When determining distinguishability, the Secretary of State will define a special character to be any character not in the numeric set of "0" to "9" and in the alpha set of "A" to "Z".

STATUTORY AUTHORITY: 13-B MRSA Section 1302-A.

EFFECTIVE DATE:

January 4, 1981

AMENDED:

September 10, 1987 (EMERGENCY)
November 2, 1988
January 7, 1991
July 20, 1992 (also changed ch. 1)
December 15, 1992
February 13, 1996

EFFECTIVE DATE (ELECTRONIC CONVERSION):

April 28, 1996

NON-SUBSTANTIVE CORRECTION:

October 27, 1997 - Divisional name in heading corrected.

REPEAL AND REPLACE:

July 12, 2003 - filing 2003-231