

TITLE 7

Corporations, Associations, and Partnerships

CHAPTER 7-1.2

Rhode Island Business Corporation Act

PART 7-1.2-1301

Dissolution and Revocation

SECTION 7-1.2-1310

§ 7-1.2-1310 Revocation of articles of incorporation. – (a) The articles of incorporation of a corporation may be revoked by the secretary of state upon the conditions prescribed in this section when it is established that:

- (1) The corporation procured its articles of incorporation through fraud; or
- (2) The corporation has continued to exceed or abuse the authority conferred upon it by law; or
- (3) The corporation has failed to file its annual report within the time required by this chapter, or has failed to pay any fees, when they have become due and payable; or
- (4) The corporation has failed for thirty (30) days to appoint and maintain a registered agent in this state as required by this chapter; or
- (5) The corporation has failed, after change of its registered office or registered agent, to file in the office of the secretary of state a statement of the change as required by this chapter; or
- (6) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or
- (7) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by the corporation pursuant to this chapter.

(b) No articles of incorporation of a corporation may be revoked by the secretary of state unless:

- (1) The secretary of state gives the corporation not less than sixty (60) days notice thereof by regular mail addressed to the registered office of the corporation in this state on file with the secretary of state's office; provided, however, that if a prior mailing addressed to the registered office of the corporation in this state currently on file with the secretary of state's office has been returned to the secretary of state as undeliverable by the United States Postal Service for any reason, or if the revocation notice is returned as undeliverable to the

secretary of state's office by the United States Postal Service for any reason, the secretary of state gives notice as follows:

(i) To the corporation at its principal office of record as shown in its most recent annual report, and no further notice is required; or

(ii) In the case of a domestic corporation which has not yet filed an annual report, then to any one of the incorporators listed on the articles of incorporation, and no further notice is required; and

(2) The corporation fails prior to revocation to file the annual report or pay the fees, or file the required statement of change of registered agent or registered office, or file the articles of amendment or articles of merger, or correct the misrepresentation.

History of Section.

(P.L. 2004, ch. 216, § 2; P.L. 2004, ch. 274, § 2.)

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Corporations, Associations, and Partnerships

CHAPTER 7-1.2

Rhode Island Business Corporation Act

PART 7-1.2-1301

Dissolution and Revocation

SECTION 7-1.2-1311

§ 7-1.2-1311 Issuance of certificates of revocation. – (a) Upon revoking any certificate of incorporation, the secretary of state shall:

(1) Issue a certificate of revocation;

(2) File the certificate in his or her office; and

(3) Send to the corporation by regular mail a copy of the certificate of revocation, addressed to the registered office of the corporation in this state on file with the secretary of state's office; provided, however, that if a prior mailing addressed to the registered office of the corporation in this state currently on file with the secretary of state's office has been returned to the secretary of state as undeliverable by the United States Postal Service for any reason, or if the revocation certificate is returned as undeliverable to the secretary of state's office by the United States Postal Service for any reason, the secretary of state shall give notice as follows:

(i) To the corporation at its principal office of record as shown in its most recent annual report, and no further notice is required; or

(ii) In the case of a domestic corporation which has not yet filed an annual report, then to any one of the incorporators listed on the articles of incorporation, and no further notice is required.

(b) Upon the issuance of the certificate of revocation, the authority of the corporation to transact business in this state ceases.

(c) Notwithstanding anything to the contrary, the issuance of a certificate of revocation of a corporation does not terminate the authority of its registered agent.

History of Section.

(P.L. 2004, ch. 216, § 2; P.L. 2004, ch. 274, § 2; P.L. 2005, ch. 120, § 1; P.L. 2005, ch. 130, § 1.)

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Corporations, Associations, and Partnerships

CHAPTER 7-1.2

Rhode Island Business Corporation Act

PART 7-1.2-1301

Dissolution and Revocation

SECTION 7-1.2-1312

§ 7-1.2-1312 Withdrawal of certificate of revocation. – (a) Within ten (10) years after issuing a certificate of revocation as provided in § 7-1.2-1311, the secretary of state may withdraw the certificate of revocation and retroactively reinstate the corporation in good standing as if its articles of incorporation had not been revoked, except as subsequently provided:

(1) Upon the filing by the corporation of the documents it had previously failed to file as set forth in subdivisions (3) – (6) of § 7-1.2-1310(a); and

(2) Upon the payment by the corporation of a penalty for each year or part of a year that has elapsed since the issuance of the certificate of revocation.

(3) Upon the filing by the corporation of a certificate of good standing from the Rhode Island division of taxation.

(b) If, as permitted by the provisions of this title, another corporation, whether business or nonprofit, limited partnership, limited liability partnership or limited liability company, or domestic or foreign, qualified to transact business in this state, bears or has filed a fictitious business name statement with respect to or reserved or registered a name which is not distinguishable upon the records of the secretary of state from the name of a corporation with respect to which the certificate of revocation is proposed to be withdrawn, then the secretary of state shall condition the withdrawal of the certificate of revocation upon the reinstated corporation's amending its articles of incorporation or otherwise complying with the provisions of this chapter with respect to the use of

a name available to it under the laws of this state so as to designate a name which is distinguishable upon the records of the secretary of state from its former name.

(c) Upon the withdrawal of the certificate of revocation and reinstatement of the corporation in good standing as provided in subsection (a) of this section, title to any real estate, or any interest in real estate, held by the corporation at the time of the issuance of the certificate of revocation and not conveyed subsequent to the revocation of its articles of incorporation is deemed to be revested in the corporation without further act or deed.

History of Section.

(P.L. 2004, ch. 216, § 2; P.L. 2004, ch. 274, § 2; P.L. 2005, ch. 36, § 36; P.L. 2005, ch. 72, § 36; P.L. 2005, ch. 120, § 1; P.L. 2005, ch. 130, § 1; P.L. 2006, ch. 163, § 1; P.L. 2006, ch. 188, § 1.)

TITLE 7

Corporations, Associations, and Partnerships

CHAPTER 7-1.2

Rhode Island Business Corporation Act

PART 7-1.2-1401

Foreign Corporations

SECTION 7-1.2-1414

§ 7-1.2-1414 Revocation of certificate of authority. – (a) The certificate of authority of a foreign corporation to transact business in this state may be revoked by the secretary of state under the conditions prescribed in this section when:

- (1) The corporation fails to file its annual report within the time required by this chapter, or fails to pay any fees, when they become due and payable; or
- (2) The corporation fails to appoint and maintain a registered agent in this state as required by this chapter; or
- (3) The corporation fails, after changing its registered office or registered agent, to file in the office of the secretary of state a statement of the change as required by this chapter; or
- (4) The corporation fails to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or
- (5) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by the corporation pursuant to this chapter.

(b) No certificate of authority of a foreign corporation may be revoked by the secretary of state unless the secretary of state has given the corporation not less than sixty (60) days notice thereof by regular mail addressed to the registered agent of the corporation in this state on file with the secretary of state's office; provided, however, that if a prior mailing addressed to the registered office of the corporation in this state currently on file

with the secretary of state's office has been returned to the secretary of state as undeliverable by the United States Postal Service for any reason, or if the revocation notice is returned as undeliverable to the secretary of state's office by the United States Postal Service for any reason, the secretary of state shall give notice as follows:

(1) To the corporation at its principal office of record as shown in its most recent annual report, and no further notice is required; or

(2) In the case of a foreign corporation which has not yet filed an annual report, then to the corporation at its principal office shown in its application for certificate of authority, and no further notice is required.

History of Section.

(P.L. 2004, ch. 216, § 2; P.L. 2004, ch. 274, § 2.)

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Corporations, Associations, and Partnerships

CHAPTER 7-1.2

Rhode Island Business Corporation Act

PART 7-1.2-1401

Foreign Corporations

SECTION 7-1.2-1415

§ 7-1.2-1415 Issuance of certificate of revocation. – (a) Upon revoking any certificate of authority, the secretary of state shall:

(1) Issue a certificate of revocation.

(2) File the certificate in his or her office.

(3) Send to the corporation by regular mail the certificate of revocation, addressed to the registered office of the corporation in this state on file with the secretary of state's office; provided, however, that if a prior mailing addressed to the registered agent of the corporation in this state currently on file with the secretary of state's office has been returned to the secretary of state as undeliverable by the United States Postal Service for any reason, or if the revocation certificate is returned as undeliverable to the secretary of state's office by the United States Postal Service for any reason, the secretary of state shall give notice as follows:

(i) To the corporation at its principal office of record as shown in its most recent annual report, and no further notice is required; or

(ii) In the case of a foreign corporation that has not yet filed an annual report then to the corporation at its principal office shown in its application for certificate of authority, and no further notice is required.

(b) Upon the issuance of the certificate of revocation, the authority of the corporation to transact business in this state ceases.

History of Section.

(P.L. 2004, ch. 216, § 2; P.L. 2004, ch. 274, § 2; P.L. 2005, ch. 120, § 1; P.L. 2005, ch. 130, § 1.)

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Corporations, Associations, and Partnerships

CHAPTER 7-1.2

Rhode Island Business Corporation Act

PART 7-1.2-1401

Foreign Corporations

SECTION 7-1.2-1416

§ 7-1.2-1416 Withdrawal of certificate of revocation. – (a) Within ten (10) years after issuing a certificate of revocation as provided in § 7-1.2-1415, the secretary of state may withdraw the certificate of revocation and retroactively reinstate the corporation in good standing as if its certificate of incorporation had not been revoked, except as subsequently provided:

(1) Upon the filing by the corporation of the documents it had previously failed to file as set forth in subdivisions (a)(1) – (a)(4) of § 7-1-2-1414.

(2) Upon the payment by the corporation of a penalty for each year or part of a year that has elapsed since the issuance of the certificate of revocation; and

(3) Upon the filing by the corporation of a certificate of good standing from the Rhode Island division of taxation.

(b) If, as permitted by the provisions of this title, another corporation, whether business or nonprofit limited partnership, limited liability partnership or limited liability company, or domestic or foreign, qualified to transact business in this state, bears or has filed a fictitious business name statement with respect to or reserved or registered a name which is not distinguishable upon the records of the secretary of state from the name of a corporation with respect to which the certificate of revocation is proposed to be withdrawn, then the secretary of state shall condition the withdrawal of the certificate of revocation upon the reinstated corporation's amending its articles of incorporation or otherwise complying with the provisions of this chapter with respect to the use of a name available to it under the laws of this state so as to designate a name which is distinguishable upon the records of the secretary of state from its former name.

(c) Upon the withdrawal of the certificate of revocation and reinstatement of the corporation in good standing as provided in subsection (a), title to any real estate, or any interest in real estate, held by the corporation at the time of the issuance of the certificate of revocation and not conveyed subsequent to the revocation of its certificate of incorporation, shall be deemed to be revested in the corporation without further act or deed.

History of Section.

(P.L. 2004, ch. 216, § 2; P.L. 2004, ch. 274, § 2; P.L. 2005, ch. 36, § 36; P.L. 2005, ch. 72, § 36; P.L. 2005, ch. 120, § 1; P.L. 2005, ch. 130, § 1.)