

# **TITLE 7**

## **Corporations, Associations, and Partnerships**

### **CHAPTER 7-6**

#### **Rhode Island Nonprofit Corporation Act**

##### **SECTION 7-6-56**

**§ 7-6-56 Revocation of certificate of incorporation.** – (a) The certificate 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;
- (2) The corporation has continued to exceed or abuse the authority conferred upon it by law;
- (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;
- (4) The corporation has failed for 30 days to appoint and maintain a registered agent in this state as required by this chapter;
- (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;
- (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 certificate of incorporation of a corporation shall be revoked by the secretary of state unless:

(1) The secretary of state shall have given 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 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 shall be 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 shall be 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. 1984, ch. 380, § 1; P.L. 1984, ch. 444, § 1; P.L. 2001, ch. 26, § 2; P.L. 2001, ch. 268, § 2.)

# TITLE 7

## Corporations, Associations, and Partnerships

### CHAPTER 7-6

#### Rhode Island Nonprofit Corporation Act

##### SECTION 7-6-57

**§ 7-6-57 Issuance of certificate of revocation.** – (a) Upon revoking any certificate of incorporation, the secretary of state shall:

(1) Issue a certificate of revocation in duplicate;

(2) File one of the certificates in the secretary of state's office;

(3) Send to the corporation by regular mail a 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 certificate of revocation is returned as undeliverable to the secretary of state's office by the United States Postal Service for any reason, or if 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 shall be 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 shall be 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. 1984, ch. 380, § 1; P.L. 1984, ch. 444, § 1; P.L. 2001, ch. 26, § 2; P.L. 2001, ch. 268, § 2.)

# **TITLE 7**

## **Corporations, Associations, and Partnerships**

### **CHAPTER 7-6**

#### **Rhode Island Nonprofit Corporation Act**

##### **SECTION 7-6-58**

**§ 7-6-58 Withdrawal of certificate of revocation.** – (a) Within ten (10) years after issuing a certificate of revocation as provided in § 7-6-57, the secretary of state may withdraw the certificate of revocation and reinstate the corporation in good standing:

(1) Upon filing by the corporation of the documents it had previously failed to file as set forth in subsections (a)(3) – (a)(6) of § 7-6-56; and

(2) Upon the payment by the corporation of a penalty in the amount of twenty-five dollars (\$25.00) for each year or part of a year that has elapsed since the issuance of the certificate of revocation.

(b) If as permitted by § 7-6-11(2) another corporation, whether business or nonprofit, 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 in a name which is the same as, the name of a corporation regarding which the certificate of revocation is proposed to be withdrawn, the secretary of state shall condition the withdrawal of the certificate of revocation upon the reinstated corporation's amending its articles of incorporation 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. 1984, ch. 380, § 1; P.L. 1984, ch. 444, § 1; P.L. 1989, ch. 380, § 1; P.L. 2000, ch. 70, § 2; P.L. 2000, ch. 354, § 2; P.L. 2003, ch. 247, § 2; P.L. 2005, ch. 36, § 4; P.L. 2005, ch. 72, § 4.)

# **TITLE 7**

## **Corporations, Associations, and Partnerships**

### **CHAPTER 7-6**

#### **Rhode Island Nonprofit Corporation Act**

##### **SECTION 7-6-85**

**§ 7-6-85 Revocation of certificate of authority.** – (a) The certificate of authority of a foreign corporation to conduct affairs in this state may be revoked by the secretary of state upon the conditions prescribed in this section when:

(1) The corporation has failed to file its annual report within the time required by this chapter or has failed to pay any fees or penalties prescribed by this chapter when they have become due and payable;

(2) The corporation has failed for 30 days to appoint and maintain a registered agent in this state as required by this chapter;

(3) The corporation has failed, after change of its registered agent, to file in the office of the secretary of state a statement of the change as required by this chapter;

(4) 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;

(5) The certificate of authority of the corporation was procured through fraud practiced upon the state;

(6) The corporation has continued to exceed or abuse the authority conferred upon it 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 certificate of authority of a foreign corporation shall be revoked by the secretary of state unless:

(1) The secretary of state shall have given 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 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 shall be required; or

(ii) 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 shall be required; and

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

History of Section.

(P.L. 1984, ch. 380, § 1; P.L. 1984, ch. 444, § 1; P.L. 2001, ch. 26, § 2; P.L. 2001, ch. 268, § 2.)

## **TITLE 7**

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**CHAPTER 7-6**  
**Rhode Island Nonprofit Corporation Act**

**SECTION 7-6-86**

**§ 7-6-86 Issuance of certificate of revocation.** – (a) Upon revoking any certificate of authority, the secretary of state shall:

(1) Issue a certificate of revocation in duplicate.

(2) File one of the certificates in the secretary of state's office.

(3) Send to the corporation by regular mail a 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 shall be 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 shall be required.

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

History of Section.

(P.L. 1984, ch. 380, § 1; P.L. 1984, ch. 444, § 1; P.L. 2001, ch. 26, § 2; P.L. 2001, ch. 268, § 2.)

**TITLE 7**  
**Corporations, Associations, and Partnerships**

**CHAPTER 7-6**  
**Rhode Island Nonprofit Corporation Act**

**SECTION 7-6-87**

**§ 7-6-87 Withdrawal of certificates of revocation.** – Within ten (10) years after issuing a certificate of revocation as provided in § 7-6-86, the secretary of state may withdraw the certificate of revocation and reinstate the corporation in good standing:

(1) Upon the filing by the corporation of the documents it had previously failed to file as set forth in subsections (a)(1) through (a)(4), inclusive, of § 7-6-85; and

(2)(i) Upon the payment by the corporation of a penalty of twenty-five dollars (\$25.00) for each year or part of a year that has elapsed since the issuance of the certificate of revocation.

(ii) If as permitted by § 7-6-72(2) another corporation, whether business or nonprofit, or domestic or foreign, qualified to transact business in this state, bears or has filed a fictitious business name statement regarding or reserved or registered a name which is the same as the name of a corporation regarding which the certificate of revocation is proposed to be withdrawn, the secretary of state shall condition the withdrawal of a certificate of revocation upon the reinstated corporation's amending its articles of incorporation so as to designate a name which is distinguishable upon the records of the secretary of state from its former name.

**History of Section.**

(P.L. 1984, ch. 380, § 1; P.L. 1984, ch. 444, § 1; P.L. 1989, ch. 380, § 1; P.L. 2003, ch. 247, § 2; P.L. 2005, ch. 36, § 4; P.L. 2005, ch. 72, § 4.)