

CHAPTER 171
SB 42 - FINAL VERSION

02/09/2017 0256s

2017 SESSION

17-0914
01/03

SENATE BILL **42**

AN ACT eliminating the hearing requirement for late reinstatement of corporations.

SPONSORS: Sen. Birdsell, Dist 19

COMMITTEE: Commerce

ANALYSIS

This bill deletes the hearing requirement for late reinstatements by certain corporations which were administratively dissolved. This bill also changes late reinstatement notice requirements.

Explanation: Matter added to current law appears in ***bold italics***.
Matter removed from current law appears ~~[in brackets and struck through.]~~
Matter which is either (a) all new or (b) repealed and reenacted appears in regular type.

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STATE OF NEW HAMPSHIRE

In the Year of Our Lord Two Thousand Seventeen

AN ACT eliminating the hearing requirement for late reinstatement of corporations.

Be it Enacted by the Senate and House of Representatives in General Court convened:

1 171:1 New Hampshire Business Corporation Act; Dissolution. Amend RSA 293-A:14.22-a(b)-(g)
2 are repealed and reenacted to read as follows:

3 (b) Notice of the late reinstatement shall be published one time in a newspaper of
4 general circulation in the county where the dissolved corporation's principal office, or, if none in
5 this state, its registered office, is or was last located or the secretary of state's Internet website. The
6 notice shall:

7 (1) Indicate that all interested parties are encouraged to submit comments.

8 (2) Include the mailing address of the secretary of state.

9 (c) If the secretary of state determines that the information submitted in the application
10 for late reinstatement is correct, that the corporation has made the showing required under RSA
11 293-A:14.22-a(a), that it is accompanied by the fee required under RSA 293-A:1.22(a)(12), and that
12 the corporation should be reinstated, the secretary of state shall cancel the notice of dissolution and
13 prepare a notice of reinstatement that recites the determination and the effective date of
14 reinstatement and mail said notice to the corporation.

15 (d) If the application for reinstatement included a change of name of the corporation,
16 the notice shall set forth the change of name of the corporation and the fee required pursuant to
17 RSA 293-A:1.22(a)(2), and the notice shall constitute an amendment to the articles of incorporation.
18 If the application for reinstatement included a change of the registered agent, the notice shall set
19 forth the name of the new registered agent and the fee required pursuant to RSA 293-A:1.22(b)(5).

20 (e) When the reinstatement is effective, it relates back to and takes effect as of the
21 effective date of the administrative dissolution and the corporation resumes carrying on its business
22 as if the administrative dissolution had never occurred.

23 171:2 Voluntary Corporations and Associations. Amend RSA 292:30, III to read as follows:

24 III. Upon the filing of the application for revival, the secretary of state shall determine the
25 completeness and accuracy of the application [~~and schedule a hearing on such application pursuant~~
26 ~~to RSA 293-A:14.22-a~~]. When the revival is effective, the corporation shall be revived with the same
27 force and effect as if its charter had not been forfeited pursuant to this subdivision. Such
28 reinstatement shall validate all contracts, acts, matters and things made, done and performed
29 within the scope of its charter by the corporation, its officers and agents during the time when its
30 charter was forfeited pursuant to this subdivision, with the same force and effect and to all intents

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1 and purposes as if the charter had at all times remained in full force and effect, except as provided
2 in paragraph IX. All real and personal property, rights and credits, which belonged to the
3 corporation at the time its charter became forfeited pursuant to this subdivision and which were not
4 disposed of prior to the time of its revival shall be vested in the corporation after its revival as fully
5 and amply as they were held by the corporation at and before the time its charter became forfeited
6 pursuant to this subdivision; and the corporation after its revival shall be as exclusively liable for
7 all contracts, acts, matters and things made, done or performed in its name and on its behalf by its
8 officers and agents prior to its reinstatement, as if its charter had at all times remained in full force
9 and effect.

171:3 Effective Date. This act shall take effect 60 days after its passage.

Approved: June 28, 2017

Effective Date: August 27, 2017