

CHAPTER 179
HB 1283 – FINAL VERSION

5Mar2014... 0506h
05/08/14 1612s

2014 SESSION

14-2376
05/04

HOUSE BILL **1283**

AN ACT relative to revival of a charter by a voluntary corporation or association.

SPONSORS: Rep. K. Souza, Hills 43

COMMITTEE: Commerce and Consumer Affairs

AMENDED ANALYSIS

This bill permits a voluntary corporation or association whose charter has been repealed, revoked, and annulled to apply for revival of its certificate of incorporation. The bill authorizes the secretary of state to hold a hearing to determine the completeness and accuracy of the application for revival.

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 Matter which is either (a) all new or (b) repealed and reenacted appears in regular type.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 Fourteen

AN ACT relative to revival of a charter by a voluntary corporation or association.

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

1 179:1 Voluntary Corporations and Associations; Revival of Charter. Amend RSA 292:30, I-III to
2 read as follows:

3 I. Any corporation whose charter has been repealed, revoked, and annulled pursuant to this
4 subdivision may at any time [~~procure a~~] **apply for** revival of its certificate of incorporation, together
5 with all the rights, franchises, privileges, and immunities and subject to all of its duties, debts, and
6 liabilities which have been secured or imposed by its original charter and all amendments thereto;
7 provided, that if the corporation name is no longer available under the terms of RSA 292:3, the
8 corporation shall file with its **application for** revival an amendment changing its name or a consent
9 to use its original name.

10 II. The **application for** revival of the charter may be procured by filing [~~a certificate of~~] **an**
11 **application for** revival in the office of the secretary of state, which [~~certificate~~] **application** is
12 signed under oath and under penalties of perjury by an officer of the corporation and which
13 certificate states:

14 (a) The name of the corporation, which shall be the name it bore when its certificate of
15 incorporation expired;

16 (b) The address at which the business of the corporation is to be carried on;

17 (c) The names and addresses of all the officers and directors or governing board of the
18 corporation;

19 (d) That the corporation desiring to be revived and so reviving its charter was organized
20 under the laws of this state;

21 (e) The facts as may show that the charter has been forfeited pursuant to this
22 subdivision;

23 (f) That the [~~certificate~~] **application** is filed by authority of those who were directors or
24 members of the governing body of the corporation at the time its charter was repealed, revoked, and
25 annulled, or who were elected directors or members of the governing body of the corporation as
26 provided in paragraph VI of this section;

27 (g) [Repealed.]

28 (h) **That the corporation has, as of the date of its application for revival,**

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1 *continued to operate consistent with its charter since such charter was repealed, revoked,*
2 *and annulled; and*

3 *(i) That such revival will be in the public good.*

4 III. Upon the filing of the [certificate of] *application for* revival, *the secretary of state*
5 *shall determine the completeness and accuracy of the application and schedule a hearing*
6 *on such application pursuant to RSA 293-A:14.22-a. When the revival is effective, the*
7 *corporation shall be revived with the same force and effect as if its charter had not been forfeited*
8 *pursuant to this subdivision. Such reinstatement shall validate all contracts, acts, matters and*
9 *things made, done and performed within the scope of its charter by the corporation, its officers and*
10 *agents during the time when its charter was forfeited pursuant to this subdivision, with the same*
11 *force and effect and to all intents and purposes as if the charter had at all times remained in full*
12 *force and effect, except as provided in paragraph IX. All real and personal property, rights and*
13 *credits, which belonged to the corporation at the time its charter became forfeited pursuant to this*
14 *subdivision and which were not disposed of prior to the time of its revival shall be vested in the*
15 *corporation after its revival as fully and amply as they were held by the corporation at and before the*
16 *time its charter became forfeited pursuant to this subdivision; and the corporation after its revival*
17 *shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in*
18 *its name and on its behalf by its officers and agents prior to its reinstatement, as if its charter had at*
19 *all times remained in full force and effect.*

20 179:2 Effective Date. This act shall take effect 60 days after its passage.

21
22 Approved: July 11, 2014

23 Effective Date: September 9, 2014