

Topic: Reinstatement Questions
 Question by: Cathy Beaudoin
 Jurisdiction: Maine
 Date: March 12, 2015

Jurisdiction	Question(s)
	<p>Maine law limits the period of time that an entity can reinstatement to 6 years. There is no other provision for an entity beyond those 6 years to request to be reinstated. This is causing issues for some entities. So, I am looking to gather some information from all of you!</p> <ol style="list-style-type: none"> 1. Does your jurisdiction limit the time that an entity is able to reinstate by statute or rule? 2. Does your jurisdiction provide a means for the entity to come back on the record (special reinstatement) beyond the limited reinstatement period? 3. If your jurisdiction provides a means for the entity to come back beyond the limited reinstatement period, can you explain that process?
Manitoba	<ol style="list-style-type: none"> 1.) No 2.) N/A 3.) N/A
Corporations Canada	
Alabama	
Alaska	
Arizona	<ol style="list-style-type: none"> 1.) Yes – 6 years from the date of administrative dissolution. Voluntarily dissolved entities cannot reinstate at all. 2.) No 3.) n/a
Arkansas	
California	
Colorado	
Connecticut	See additional comments below:
Delaware	

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District of Columbia	<ol style="list-style-type: none"> 1.) No limit in DC. 2.) n/a 3.) Any entity can reinstate after revocation of their status. There is no time limit to this.
Florida	Florida has no limit on the time period an entity may reinstate.
Georgia	
Hawaii	<ol style="list-style-type: none"> 1.) Yes, statutes require reinstatement within a 2 year period after effective date of administrative dissolution. 2.) There is no special reinstatement procedure after the 2 year period, the entity may register as a new entity. 3.) n/a
Idaho	
Illinois	
Indiana	<ol style="list-style-type: none"> 1.) There is no limitation on time frame for reinstating. By process we hold the name for 120 days. If the name is no longer available they would also have to amend the name. 2.) n/a 3.) n/a
Iowa	
Kansas	
Kentucky	
Louisiana	<ol style="list-style-type: none"> 1.) Yes but only for Louisiana corporations not for other entities 2.) Only with a court order 3.) The corporation would file the court order and we would change the status to active on our records. They would also file the current annual report if need be.
Maine	

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Maryland	
Massachusetts	Massachusetts does not restrict the time frame in which an entity may reinstate.
Michigan	Michigan has no time limits on reinstatement.
Minnesota	Currently Minnesota statutes do not limit the time allowed for a business entity to reinstate after administrative dissolution. Of course they must come into compliance with any other statutory change that may have occurred during their inactive period.
Mississippi	
Missouri	
Montana	
Nebraska	
Nevada	<ol style="list-style-type: none"> 1.) All entity types may reinstate up to the time they become “Permanently Revoked”. An entity becomes permanently revoked 6 years after it ceases to be “Active”. Currently, only Domestic Corporations and Domestic LLCs may revive, or “reinstate,” once in “permanently revoked” status. Domestic Corporations and Domestic LLCs may also revive the entity if previously dissolved, and may do so regardless of how long they have been dissolved. We currently have legislation pending that would allow all entity types the same revival provisions currently afforded Domestic Corporations and Domestic LLCs. 2.) No limit exists for Domestic Corporations and Domestic LLCs. For all other entity types, there are no means to come back on record beyond the 6 year period. 3.) NA
New Hampshire	
New Jersey	

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New Mexico	
New York	
North Carolina	<ol style="list-style-type: none"> 1.) If an entity voluntarily dissolves, they have 120 days in which to file a revocation of dissolution. If the entity was administratively dissolved, there is no time limit to apply for reinstatement. However, the name is available after 5 years. If they want to reinstate after 5 years and the name has been taken, they must choose another name. 2.) n/a 3.) n/a
North Dakota	<p>In North Dakota, reinstatement of an administratively dissolved entity can occur within 1 year after the dissolution by filing a past-due annual report with report fees, penalty fees, and a reinstatement fee. After the 1 year period, the organization must obtain a court order for reinstatement and file the order with the most recent annual report, report and penalty fees for all of the years of the dissolution period, and a reinstatement fee.</p> <p>Any voluntary dissolution can only be reversed by court order.</p>
Ohio	<p>Ohio law only limits reinstatements for LLPs – they have 2 years to reinstate after a cancellation by our office. That restriction is in the law. Entities that filed a voluntary dissolution may not reinstate. There is no special reinstatement for LLPs if they miss the 2 year window.</p>
Oklahoma	
Oregon	
Pennsylvania	

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Rhode Island	<ol style="list-style-type: none"> 1.) Business Corporations (domestic & foreign), Limited Liability Companies (domestic & foreign) and Non-Profit Corporations (domestic & foreign) may reinstate with our office within 10 years of the date of revocation. 2.) Entities wishing to reinstate after 10-years can petition either the General Assembly or Superior Court to have the revocation vacated. Our General Assembly meets between the months of January and May. Superior Court is typically utilized when the Assembly is not in session. 3.) I've attached our General Assembly instruction sheets for a business corporation. Upon request our office has an informal template for Superior Court to help expedite the process.
South Carolina	
South Dakota	
Tennessee	Tennessee does not limit the time that an entity is able to reinstate after a dissolution/administrative dissolution.
Texas	
Utah	<p>In Utah voluntarily dissolved has 120days</p> <p>Administratively dissolved has two years - anything beyond that is done if the filing office made some mistake or if there is a court order</p>
Vermont	
Virginia	<p>Our laws provide for reinstatement of all entity types and LLP status within 5 years of the date of cancellation, including voluntary cancellations.</p> <p>While there are no statutory exceptions to the limitation period, we have seen LLCs and LPs take the position that upon cancellation the entity devolved to a general partnership, perhaps in accordance with their operating or partnership agreement, and then they convert back to a LLC or LP as authorized by statute.</p>

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Washington	<ol style="list-style-type: none"> 1.) Profit corporations and LLC's have 5 years from administrative dissolution to reinstate the entity. Nonprofits have 3 years, but an option to request special reinstatement (open ended) under certain circumstances. Voluntary dissolutions for domestic corporations and LLCs have 120 days to revoke the dissolution 2.) Only for nonprofits mentioned above. 3.) Nonprofits will write a letter explaining the circumstances also addressed in detail here: http://apps.leg.wa.gov/rcw/default.aspx?cite=24.03.303
West Virginia	
Wisconsin	
Wyoming	

Additional comments:

CONNECTICUT:

- 1.) Until 1995 the Secretary could administratively dissolve entities for Annual Report noncompliance and there was a three year reinstatement as-of-right window (after payment of “all penalties and forfeitures incurred,” albeit not back-owed Annual Reports, ironically, and after payment of the reinstatement fee). After many entities ran past the reinstatement window, they would run to the legislature to get a Special Act of Reinstatement in order to be reinstated. This began to irk the legislature, so in the 1994 legislative session, they threw the proverbial baby out with the bathwater and repealed the Secretary’s administrative Dissolution authority, as it related to Annual Report noncompliance. So naturally, over the past 19 years our record has grown wildly inaccurate, with all manner of zombie entities racked up and no way to clean house. We introduced a bill last session to Restore the Integrity of the Public Business Registry (how could THAT not pass, right?). Predictably, it passed. BUT, one way that we greased the skids for its passage was to eliminate the three year reinstatement

window. There is NO window now, and entities may reinstate at any time, provided they pay all outstanding penalties and forfeiture – yet again, however, no need to catch up on Annual Report filings). This was all effective as of 1/1/15. That loud noise you are about to hear is CT turning on the vacuum cleaner and sucking up twenty years' worth of zombie entities!

- 2.) See above. Entities used to seek Special Acts of Reinstatement, but they do not need to under the new law, which places no time limitation on reinstatement.
- 3.) No longer necessary. See above. Note that, in all cases of reinstatement, whether subsequent to administrative dissolution or voluntary dissolution, the reinstatement fee must be paid and “all penalties and forfeitures incurred” must be settled.

Full text of email:

Good Morning IACA Friends!

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Thanks in advance for your responses!

Cathy Beaudoin

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