

Topic: Reinstatement limitations

Question by: Lyn Shoffstall

Jurisdiction: Florida

Date: July 21, 2017

Jurisdiction	Question(s)
	<p>Currently Florida law puts no time restrictions on reinstatements. For example, a corporation dissolved in 1985 may at any time reinstate.</p> <p>We are curious if you have a time limit and if so what it is.</p>
<b>Manitoba</b>	
<b>Corporations Canada</b>	
<b>Alabama</b>	
<b>Alaska</b>	
<b>Arizona</b>	<p>Arizona has a 6 year time period for reinstatement, but the entity's name becomes available after 6 months from the date of admin dissolution. Since others are sharing, we don't allow reinstatement after a voluntary dissolution, withdrawal, or termination. Also, foreign LLCs that are administratively revoked cannot reinstate – they have to come back in with a new Application. But foreign corps can reinstate.</p>
<b>Arkansas</b>	
<b>California</b>	<p>California allows a wrongfully dissolved entity to obtain a court-ordered reinstatement and does not have a law that imposes time restrictions on an entity reforming after it has been dissolved. As long as the name is available, the entity can reinstate with a court order.</p>
<b>Colorado</b>	<p>Colorado has no time limit.</p>
<b>Connecticut</b>	
<b>Delaware</b>	<p>Delaware has no time restrictions. To clarify, a corporation only has 3 years to file a revocation after voluntarily dissolution. However, when a corporation is voided or forfeited by the State there is no time restrictions on reinstatement.</p> <p>For alternative entities, there is no mechanism to revoke a voluntary cancellation, but like corporations, there is no time restrictions on reinstating when the entity is administratively cancelled or forfeited by the State.</p>
<b>District of Columbia</b>	

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<b>Florida</b>	<p>Currently Florida law puts no time restrictions on reinstatements. For example, a corporation dissolved in 1985 may at any time reinstate.</p> <p>We are curious if you have a time limit and if so what it is.</p>
<b>Georgia</b>	Georgia has a 5 year limit.
<b>Hawaii</b>	Hawaii has a two year reinstatement period from the date the domestic entity was administratively terminated/dissolved.
<b>Idaho</b>	
<b>Illinois</b>	
<b>Indiana</b>	
<b>Iowa</b>	
<b>Kansas</b>	There is no limit to how many years a reinstatement can go back. We have had entities go back 40 years.
<b>Kentucky</b>	
<b>Louisiana</b>	
<b>Maine</b>	
<b>Maryland</b>	
<b>Massachusetts</b>	While there are no time limitations the process in Massachusetts.
<b>Michigan</b>	
<b>Minnesota</b>	Minnesota, like Florida, has no time limits. As long as we are clarifying, my prior statement (no time limits) is only with respect to administrative dissolutions (failure to annually renew). Minnesota does not allow reinstatement after a voluntary dissolution, termination or the like.
<b>Mississippi</b>	No time limit in Mississippi.
<b>Missouri</b>	
<b>Montana</b>	<p>In Montana there is a statutory limit of 5 years for a reinstatement from an Involuntary Dissolution for LLCs and Corporations. If a corporation voluntarily dissolves, they can, within 90 days, file a correction and reactivate the company. If an LLC voluntarily Terminates, since they have to declare the company's business is wound up for the termination, once they're gone, they're gone.</p> <p>For Limited Partnerships and LLLP's, they can reinstate within 5 years after expiration.</p>

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<b>Nebraska</b>	
<b>Nevada</b>	<p>Nevada entities may reinstate within 5 years after being revoked.</p> <p>After 5 years in revoked status, they become permanently revoked and may file for revival and pay the fees required to establish a new entity.</p>
<b>New Hampshire</b>	
<b>New Jersey</b>	
<b>New Mexico</b>	
<b>New York</b>	<p>There are no time restrictions on reinstatements in NY. If the name is no longer available the entity will have to amend its name.</p>
<b>North Carolina</b>	<p>North Carolina doesn't have a limit to reinstate. However, they can only keep their name available for a reinstatement for 5 years. After that it is available for anyone. If they choose to reinstate and someone has their name, they must choose a different name.</p>
<b>North Dakota</b>	
<b>Ohio</b>	
<b>Oklahoma</b>	
<b>Oregon</b>	<p>In Oregon an Administratively Dissolved entity can reinstate within 5 years and there is a provision where the Secretary of State may waive the 5 year limit if the company provides sufficient proof of continued existence such as copies of filed tax returns. An entity that files Articles of Dissolution can reinstate within 1 year, after that there is no provision to reinstate.</p>
<b>Pennsylvania</b>	
<b>Rhode Island</b>	
<b>South Carolina</b>	
<b>South Dakota</b>	
<b>Tennessee</b>	
<b>Texas</b>	<p>See below for Texas</p>

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<b>Utah</b>	Utah has a two year limit to reinstate for corporations, LLCs, and LPs
<b>Vermont</b>	
<b>Virginia</b>	Virginia has a 5 year limit.
<b>Washington</b>	Washington State has a firm 5 years from the date of dissolution to file a reinstatement. After the 5 years there is no recovery.
<b>West Virginia</b>	
<b>Wisconsin</b>	
<b>Wyoming</b>	Wyoming has a two year reinstatement period from the administrative dissolution date.

**Additional comments:**

**NOVA SCOTIA:**

Nova Scotia does not presently have any time limit restrictions on reinstatements.

**TEXAS:**

The reinstatement time period in Texas is either three (3) years or unlimited and depends on the reason for the entity's inactive status.

1. Voluntarily Terminated Domestic Entity: Certificate of reinstatement must be filed no later than the third (3rd) anniversary of the effective date of the voluntary termination (dissolution).
2. Domestic Entity Involuntarily Terminated by SOS for Failure to Maintain a Registered Agent/Office or for Failure to Pay Formation Filing Fee: Certificate of reinstatement may be filed at any time; however, the entity is considered to have continued in existence without interruption from the date of termination only if the entity is reinstated before the third (3rd) anniversary of the date of involuntary termination.
3. Domestic or Foreign Entity that is Forfeited under Texas Tax Code: Application for Reinstatement and Request to Set Aside Forfeiture under Tax Code may be filed at any time.

4. Foreign Entity's Registration Revoked by SOS for Failure to Maintain a Registered Agent/Office, Failure to Amend its Registration after a Name Change; or for Failure to Pay Registration Filing Fee: Certificate of reinstatement must be filed no later than the third (3rd) anniversary of the effective date of the revocation.
5. Domestic or Foreign LPs and Domestic or Foreign Nonprofit Corporations Involuntarily Terminated/Revoked for Failing to File a Periodic Report: LP and Nonprofit corporation inactive for this reason may be reinstated at any time by filing the delinquent report.
6. Registration of a Domestic LLP Automatically Terminated by SOS for Failure to File Delinquent Annual Report: Domestic LLP must file Application for Reinstatement of LLP Registration within three (3) years of effective date of termination of registration.

**Full text of email:**

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Thanks for your help.

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