

Maryland Department of Assessments and Taxation
ARTICLES OF REVIVAL



FOR

(Insert exact name of corporation as it appears on records of the Maryland State Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was:

_____.

SECOND: The name which the corporation will use after revival is:

_____.

THIRD: The address of the principal office in the state of Maryland is:

_____.

FOURTH: The name and address of the resident agent is:

_____.

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

I hereby consent to my designation in this document as resident agent for this corporation.

Signature _____
Resident Agent

Note: Use A for signatures. If that procedure is unavailable see page 2 and use B, or if A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.

A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation

Last Acting Treasurer/Secretary/ _____

Last Acting President/Vice President/ _____

Note: Use A for signatures. If that procedure is unavailable, use B on page 2, if A & B are not available, use C.
ONLY SIGN UNDER ONE SECTION.

(Use if A cannot be signed/acknowledged)

- B.** The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

(Use if A and B cannot be signed/acknowledged)

- C.** The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

GUIDE FOR REVIVING THE CHARTER OF A MARYLAND CORPORATION

I. Maryland Guidelines for Drafting Articles of Revival

- The enclosed guidelines for drafting Articles of Revival indicate the mandatory provisions which must be included in Articles of Revival in order for the document to be accepted by the Maryland State Department of Assessments & Taxation (SDAT). The filing fee is \$100 for standard processing or \$150 for expedited processing. The guidelines do not provide any aid in drafting optional provisions to modify the Articles of Revival to suit specific situations. Furthermore, the guidelines do not provide any advice on the legal aspects of reviving the charter of the corporation.

II. Requirements of the Department to Revive the Charter of a Corporation

- All Personal Property Returns (Form 1) must be filed including the year in which the charter was forfeited. The annual Personal Property Return filing fee has increased to \$300 for most legal entities.
- All assessments generated from the personal property reports must be certified to the subdivisions where the property is located.
- All penalties for the late filing of the reports must be paid.
- All personal property taxes must be paid through the current year.
- If Articles of Revival are filed between January 1 and April 15, the current year's personal property report is not required to be filed.
- If Articles of Revival are filed between April 15 and September 30, the current year's personal property report is required to be filed, but the personal property taxes generated from that report are not required to be paid prior to filing the Articles of Revival.
- If Articles of Revival are filed between October 1 and December 31, the current year's personal property report must be filed, assessments generated from the current year's personal property report must be certified to the appropriate subdivisions and the personal property taxes for the current year must be paid.
- A tax clearance certificate from each subdivision where assessments were certified must be submitted with the Articles of Revival and must indicate that the personal property taxes have been paid through the current year.
- NOTE: In order to inquire as to whether the personal property reports are current and/or which subdivisions you must make application to obtain tax clearance certificates, you should contact the ***Business Personal Property division**.
- A notarized affidavit signed by a representative of the corporation must accompany the Articles of Revival. *An example of an acceptable affidavit is as follows:*

[I, (insert name and title) of (insert name of corporation,) hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

(Print name beneath signature)

I, hereby certify that on (insert date) before me, the subscriber, a notary public of the State of Maryland, in and for (insert name of county for which notary is appointed,) personally appeared (insert name of person swearing) and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarized seal (signature of notary public). My Commission expires M/D/Y]

- The fee to file Articles of Revival for all corporations is \$ 100.

III. Guidelines for Accepted Format of Articles of Revival

The Articles should be typed on standard size white paper, at least 8½ x 11 inches and not larger than legal size paper 8½ x 14 inches.

Sample Articles of Revival:

- Insert name of corporation
- First: The name of the corporation at the time the charter was forfeited was:
- Second: The name which the corporation will use after revival is :
- Third The name and address of the resident agent are :
- Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.
- Fifth: At or prior to the filing of these Articles of Revival, the corporation has:
 - Paid all fees required by law.*
 - Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited.*
 - Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.*
- Sixth: The address of the principal office in this state is :
Note: Only required if the principal office's address is different from the principal office address at the time of the forfeiture of the charter.
- Execution of Articles of Revival:
- I hereby consent to my designation in this document as resident agent for this corporation.
Signed by Resident Agent

Note: Use only one of the following three acknowledgments:

- The Articles should be signed and acknowledged by the last acting president or vice-president and secretary or treasurer of the corporation. The following acknowledgment would be suitable:
The undersigned who were respectively the last acting president (or vice-president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act. Last Acting President (or Vice-President) and Last Acting Secretary (or Treasurer)
- If the officers authorized to sign and acknowledge the Articles are unable or unwilling to do so, the lesser of a majority or three (3) of the last acting directors may sign and acknowledge them. The following acknowledgment would be suitable:
The last acting president, vice-president, secretary, and treasurer are unable or unwilling to sign and acknowledge these Articles; therefore, the undersigned who represent the lesser of a majority or three of the last acting directors of the corporation severally acknowledge the Articles to be their act. Last Acting Director, Last Acting Director, Last Acting Director.
- If there are less than the required number of directors able and willing to sign and acknowledge the Articles, any director or stockholder may call a meeting of the stockholders and the stockholders present at the meeting may elect a board consisting of the lesser of the number of directors required by the charter and bylaws of the corporation or three (3) directors, who may sign and acknowledge the Articles. The following acknowledgment would be suitable:
The last acting president, vice-president, secretary, or treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act. Director, Director, Director.

IV. Other Information:

- To determine if the corporate name at the time of the forfeiture is still available call 410-767-1330.
 - If the old corporate name is not available, the old corporate name must be used in the caption and Article First of the Articles of Revival.
 - The new corporate name should be used in Article Second.
- Individual signing the articles in more than one capacity.
 - An individual who held more than one office in the corporation prior to its forfeiture cannot execute the articles in more than one capacity unless the corporation is a close corporation or a professional service corporation.
- If legal questions regarding the revival of the charter of a corporation arise, you should consult an attorney and/or the Corporations and Associations Article of the Annotated Code of Maryland. The Annotated Code of Maryland can be found in most public libraries in Maryland. Title 3, Subtitle 5 of the Corporations and Associations Code is most relevant to revivals.

Submission and Processing

FILING INSTRUCTIONS

To file online:

1. Create an account with Maryland Business Express using the following link:
<https://egov.maryland.gov/businessesexpress>
2. Follow the instructions for filing on the Maryland Business Express portal.

To file by mail:

1. Mail your filing, check or money order to:
State Department of Assessments and Taxation
Charter Division
700 East Pratt Street, Suite 2700
Baltimore, Maryland 21202
2. Checks or money orders should be made payable to the State Department of Assessments and Taxation or SDAT. No Cash is Accepted.

To file by hand-delivery in drop boxes:

1. Regular Filing. A filing may be hand-delivered to the drop boxes that SDAT maintains in the building lobby at 123 Market Place, Baltimore, MD 21202.
2. Same-day Filing. A same-day expedited filing may be hand-delivered to the appropriate drop box in the building lobby at 123 Market Place, Baltimore, MD 21202. Please check the SDAT website using the following link for additional instructions about same-day service: <https://dat.maryland.gov/businesses/Pages/default.aspx>

How long will it take to process my documents?

1. Base Filing Fee. Standard non-expedited review is 6 to 8 weeks.
2. Expedited review. An additional \$50.00 is required for expedited review within 7 to 10 business days.
3. Same-day review Same-day expedited service requires an additional \$325 fee when filed online or \$425 fee for documents delivered to our office.

NOTE:

Due to the fact that the laws governing the formation and operation of business entities and the effectiveness of a UCC Financing Statement involves more than filing documents with our office, we suggest you consult an attorney, accountant or other professional. State Department of Assessments & Taxation staff cannot offer business counseling or legal advice.

Regarding annual documents to be filed with the Department of Assessments & Taxation: All domestic and foreign legal entities must submit a Personal Property Return to the Department. Failure to file a Personal Property Return will result in forfeiture of your right to conduct business in Maryland

***SDAT: Business Personal Property, 700 East Pratt Street; Suite 2700, Baltimore, MD 21202 Phone: 410-767-1170, Email: sdat.persprop@maryland.gov**