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STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2024

A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS -- RHODE ISLAND BUSINESS CORPORATION ACT

Introduced By: Representatives Finkelman, Casey, Dawson, and Cardillo

Date Introduced: January 26, 2024

Referred To: House Corporations

(Dept. of Revenue)

It is enacted by the General Assembly as follows:

1 SECTION 1. Sections 7-1.2-1310 and 7-1.2-1414 of the General Laws in Chapter 7-1.2  
2 entitled "Rhode Island Business Corporation Act" are hereby amended to read as follows:

3 **7-1.2-1310. Revocation of articles of incorporation.**

4 (a) The articles of incorporation of a corporation may be revoked by the secretary of state  
5 upon the conditions prescribed in this section when it is established that:

6 (1) The corporation procured its articles of incorporation through fraud; or

7 (2) The corporation has continued to exceed or abuse the authority conferred upon it by  
8 law; or

9 (3) The corporation has failed to file its annual report within the time required by this  
10 chapter, or with respect to any corporation in good corporate standing on the records of the secretary  
11 of state on or after July 1, 2019, has failed to pay any required fees to the secretary of state when  
12 they have become due and payable, or the secretary of state has received notice from the division  
13 of taxation, in accordance with § 44-11-26.1, that the corporation has failed to pay ~~corporate~~ [any](#)  
14 [fees or](#) taxes [due to this state](#); or

15 (4) The corporation has failed for thirty (30) days to appoint and maintain a registered agent  
16 in this state as required by this chapter; or

17 (5) The corporation has failed, after change of its registered office or registered agent, to  
18 file in the office of the secretary of state a statement of the change as required by this chapter; or

1 (6) The corporation has failed to file in the office of the secretary of state any amendment  
2 to its articles of incorporation or any articles of merger within the time prescribed by this chapter;  
3 or

4 (7) A misrepresentation has been made of any material matter in any application, report,  
5 affidavit, or other document submitted by the corporation pursuant to this chapter.

6 (b) No articles of incorporation of a corporation may be revoked by the secretary of state  
7 unless:

8 (1) The secretary of state gives the corporation notice thereof not less than sixty (60) days  
9 prior to such revocation by regular mail addressed to the registered office of the corporation in this  
10 state on file with the secretary of state's office, which notice shall specify the basis for the  
11 revocation; provided, however, that if a prior mailing addressed to the registered office of the  
12 corporation in this state currently on file with the secretary of state's office has been returned as  
13 undeliverable by the United States Postal Service for any reason, or if the revocation notice is  
14 returned as undeliverable by the United States Postal Service for any reason, the secretary of state  
15 gives notice as follows:

16 (i) To the corporation at its principal office of record as shown in its most recent annual  
17 report, and no further notice is required; or

18 (ii) In the case of a domestic corporation that has not yet filed an annual report, then to any  
19 one of the incorporators listed on the articles of incorporation, and no further notice is required;  
20 and

21 (2) The corporation fails prior to revocation to file the annual report or pay the fees, or file  
22 the required statement of change of registered agent or registered office, or file the articles of  
23 amendment or articles of merger, or correct the misrepresentation.

24 **7-1.2-1414. Revocation of certificate of authority.**

25 (a) The certificate of authority of a foreign corporation to transact business in this state may  
26 be revoked by the secretary of state under the conditions prescribed in this section when:

27 (1) The corporation fails to file its annual report within the time required by this chapter,  
28 or with respect to any corporation in good corporate standing on the records of the secretary of state  
29 on or after July 1, 2019, has failed to pay any required fees to the secretary of state when they have  
30 become due and payable, or the secretary of state has received notice from the division of taxation,  
31 in accordance with § 44-11-26.1, that the corporation has failed to pay ~~corporate~~ [any fees or taxes](#)  
32 [due to this state](#); or

33 (2) The corporation fails to appoint and maintain a registered agent in this state as required  
34 by this chapter; or

1 (3) The corporation fails, after changing its registered office or registered agent, to file in  
2 the office of the secretary of state a statement of the change as required by this chapter; or

3 (4) The corporation fails to file in the office of the secretary of state any amendment to its  
4 articles of incorporation or any articles of merger within the time prescribed by this chapter; or

5 (5) A misrepresentation has been made of any material matter in any application, report,  
6 affidavit, or other document submitted by the corporation pursuant to this chapter.

7 (b) No certificate of authority of a foreign corporation may be revoked by the secretary of  
8 state unless the secretary of state has given the corporation notice thereof not less than sixty (60)  
9 days prior to such revocation, by regular mail addressed to the registered agent of the corporation  
10 in this state on file with the secretary of state's office, which notice shall specify the basis for the  
11 revocation; provided, however, that if a prior mailing addressed to the registered office of the  
12 corporation in this state currently on file with the secretary of state's office has been returned as  
13 undeliverable by the United States Postal Service for any reason, or if the revocation notice is  
14 returned as undeliverable by the United States Postal Service for any reason, the secretary of state  
15 shall give notice as follows:

16 (1) To the corporation at its principal office of record as shown in its most recent annual  
17 report, and no further notice is required; or

18 (2) In the case of a foreign corporation that has not yet filed an annual report, then to the  
19 corporation at its principal office shown in its application for certificate of authority, and no further  
20 notice is required.

21 SECTION 2. Section 7-16-67.1 of the General Laws in Chapter 7-16 entitled "The Rhode  
22 Island Limited Liability Company Act" is hereby amended to read as follows:

23 **7-16-67.1. Revocation of articles or authority to transact business for nonpayment of**  
24 **fee.**

25 (a) The tax administrator may, after July 15 of each year, ~~make-up~~ compile a list of all  
26 limited liability companies that have failed to pay ~~the fee defined in § 7-16-67~~ any state fees and/or  
27 taxes for one year after the ~~fee~~ state fees and/or taxes became due and payable, and the failure is  
28 not the subject of a pending appeal. The tax administrator shall certify to the correctness of the list.  
29 Upon receipt of the certified list, the secretary of state may initiate revocation proceedings as  
30 defined in § 7-16-41.

31 (b) With respect to any information provided by the division of taxation to the secretary of  
32 ~~state~~ state's office pursuant to this chapter, the secretary of state, together with the employees or  
33 agents thereof, shall be subject to all state and federal tax confidentiality laws applying to the  
34 division of taxation and the officers, agents, and employees thereof, and which restrict the

1 acquisition, use, storage, dissemination, or publication of confidential taxpayer data.

2 (c) Notwithstanding the foregoing, the notice of revocation may state as the basis for  
3 revocation that the taxpayer has failed to pay state fees and/or taxes to the division of taxation.  
4 However, the secretary of state's office shall otherwise protect all state and federal tax information  
5 in its custody as required by subsection (b) of this section and refrain from disclosing any other  
6 specific tax information.

7 SECTION 3. Sections 44-11-7.1, 44-11-26.1 and 44-11-29 of the General Laws in Chapter  
8 44-11 entitled "Business Corporation Tax" are hereby amended to read as follows:

9 **44-11-7.1. Limitations on assessment.**

10 (a) General. Except as provided in this section, the amount of the Rhode Island corporate  
11 income tax shall be assessed within three (3) years after the return was filed, whether or not the  
12 return was filed on or after the prescribed date. For this purpose, a tax return filed before the due  
13 date shall be considered as filed on the due date.

14 (b) Exceptions.

15 (1) The tax may be assessed at any time if:

16 (i) No return is filed.

17 (ii) A false or fraudulent return is filed with intent to avoid tax.

18 (2) Where, before the expiration of the time prescribed in this section for the assessment of  
19 tax, or before the time as extended, both the tax administrator and the taxpayer have consented, in  
20 writing, to its assessment after that time, the tax may be assessed at any time prior to the expiration  
21 of the agreed upon period.

22 (3) If a taxpayer's deficiency is attributable to an excessive net operating loss carryback  
23 allowance, it may be assessed at any time that a deficiency for the taxable year of the loss may be  
24 assessed.

25 (4) An erroneous refund shall be considered to create an underpayment of tax on the date  
26 made. An assessment of a deficiency arising out of an erroneous refund may be made at any time  
27 within three (3) years thereafter, or at any time if it appears that any part of the refund was induced  
28 by fraud or misrepresentation of a material fact.

29 (c) Notwithstanding the provisions of this section, the tax may be assessed at any time  
30 within six (6) years after the return was filed if a taxpayer omits from its Rhode Island income an  
31 amount properly includable therein that is in excess of twenty-five percent (25%) of the amount of  
32 Rhode Island income stated in the return. For this purpose there shall not be taken into account any  
33 amount that is omitted in the return if the amount is disclosed in the return, or in a statement attached  
34 to the return, in a manner adequate to apprise the tax administrator of the nature and amount of the

1 item.

2 (d) The running of the period of limitations on assessment or collection of the tax or other  
3 amount, or of a transferee's liability, shall, after the mailing of a notice of deficiency, be suspended  
4 for any period during which the tax administrator is prohibited from making the assessment or from  
5 collecting by levy, and for sixty (60) days thereafter.

6 (e) No period of limitations specified in any other law shall apply to the assessment or  
7 collection of Rhode Island corporate income tax. Under no circumstances shall the tax  
8 administrator issue any notice of deficiency determination for Rhode Island business corporation  
9 tax due and payable more than ten (10) years after the date upon which the return was filed ~~or due~~  
10 ~~to be filed~~, nor shall the tax administrator commence any collection action for any business  
11 corporation tax due and payable unless the collection action is commenced within ten (10) years  
12 after a notice of deficiency determination became a final collectible assessment; provided however,  
13 that the tax administrator may renew a statutory lien that was initially filed within the ten-year (10)  
14 period for collection actions. Both of the aforementioned ten-year (10) periods are tolled for any  
15 period of time the taxpayer is in federal bankruptcy or state receivership proceedings. "Collection  
16 action" refers to any activity undertaken by the division of taxation to collect on any state tax  
17 liabilities that are final, due, and payable under Rhode Island law. "Collection action" may include,  
18 but is not limited to, any civil action involving a liability owed under chapter 11 of title 44.

19 (f) The ten-year (10) limitation shall not apply to the renewal or continuation of the state's  
20 attempt to collect a liability that became final, due, and payable within the ten-year (10) limitation  
21 periods set forth in this section.

22 **44-11-26.1. Revocation of articles or authority to transact business for nonpayment**  
23 **of tax.**

24 (a) The tax administrator may, after July 15 of each year, ~~make up~~ compile a list of all  
25 corporations that have failed to pay ~~the corporate tax defined in § 44-11-2~~ any state fees and/or  
26 taxes for one year after the ~~tax~~ state fees and/or taxes became due and payable, and the failure is  
27 not the subject of a pending appeal. The tax administrator shall certify to the correctness of the list.  
28 Upon receipt of the certified list, the secretary of state may initiate revocation proceedings as  
29 defined in §§ 7-1.2-1310 and 7-1.2-1414.

30 (b) With respect to any information provided by the division of taxation to the secretary of  
31 ~~state~~ state's office pursuant to this chapter, the secretary of state, together with the employees or  
32 agents thereof, shall be subject to all state and federal tax confidentiality laws applying to the  
33 division of taxation and the officers, agents, and employees thereof, and which restrict the  
34 acquisition, use, storage, dissemination, or publication of confidential taxpayer data.

1 (c) Notwithstanding the foregoing, the notice of revocation may state as the basis for  
2 revocation that the taxpayer has failed to pay state fees and/or taxes to the division of taxation.  
3 However, the secretary of state's office shall otherwise protect all state and federal tax information  
4 in its custody as required by subsection (b) of this section and refrain from disclosing any other  
5 specific tax information.

6 **44-11-29. Notice to tax administrator of sale of assets — Tax due.**

7 (a) The sale or transfer of the major part in value of the assets of a domestic corporation,  
8 domestic limited liability company, domestic limited partnership, or any other domestic business  
9 entity, or of the major part in value of the assets situated in this state of a foreign corporation,  
10 foreign limited liability company, foreign limited partnership, or any other foreign business entity,  
11 other than in the ordinary course of trade and in the regular and usual prosecution of business by  
12 said corporation, limited liability company, limited partnership, or any other business entity  
13 whether domestic or foreign, and the sale or transfer of the major part in value of the assets of a  
14 domestic corporation, domestic limited liability company, domestic limited partnership, or any  
15 other domestic corporation business entity, or of the major part in value of the assets situated in  
16 this state of a foreign corporation, foreign limited liability company, foreign limited partnership, or  
17 any other foreign business entity that is engaged in the business of buying, selling, leasing, renting,  
18 managing, or dealing in real estate, shall be fraudulent and void as against the state unless the  
19 corporation, limited liability company, limited partnership, or any other business entity, whether  
20 domestic or foreign, at least five (5) business days before the sale or transfer, notifies the tax  
21 administrator of the proposed sale or transfer and of the price, terms, and conditions of the sale or  
22 transfer and of the character and location of the assets by requesting a letter of good standing from  
23 the tax division that shall be received by the tax division at least five (5) business days before the  
24 sale or transfer. Whenever a corporation, limited liability company, limited partnership, or any  
25 other business entity, whether domestic or foreign, makes such a sale or transfer, any and all tax  
26 returns required to be filed under this title must be filed and any and all taxes imposed under this  
27 title shall become due and payable at the time when the tax administrator is so notified of the sale  
28 or transfer, or, if he or she is not so notified, at the time when he or she should have been notified  
29 of the sale or transfer.

30 (b) This section shall not apply to sales by receivers, assignees under a voluntary  
31 assignment for the benefit of creditors, trustees in bankruptcy, debtors in possession in bankruptcy,  
32 or public officers acting under judicial process.

33 SECTION 4. Section 44-19-13 of the General Laws in Chapter 44-19 entitled "Sales and  
34 Use Taxes — Enforcement and Collection" is hereby amended to read as follows:

1           **44-19-13. Notice of determination.**

2           (a) The tax administrator shall give to the retailer or to the person storing, using, or  
3 consuming the tangible personal property a written notice of his or her determination. Except in the  
4 case of fraud, intent to evade the provisions of this article, failure to make a return, or claim for  
5 additional amount pursuant to §§ 44-19-16 — 44-19-19, every notice of a deficiency determination  
6 shall be mailed within three (3) years after the fifteenth (15th) day of the calendar month following  
7 the month for which the amount is proposed to be determined or within three (3) years after the  
8 return is filed, whichever period expires later, unless a longer period is agreed upon by the tax  
9 administrator and the taxpayer.

10           (b) Notwithstanding the provisions of subsection (a) of this section, under no circumstances  
11 shall the tax administrator issue a notice of a deficiency determination for any sales or use tax  
12 determined to be due and payable more than ten (10) years after the return is filed ~~or was due to be~~  
13 ~~filed~~, nor shall the tax administrator commence any collection action for any tax that is due and  
14 payable unless the collection action is commenced within ten (10) years after a notice of a  
15 deficiency determination becomes a final collectible assessment; provided, however, that the tax  
16 administrator may renew a statutory lien that was initially filed within the ten-year (10) period for  
17 collection actions. Both of the aforementioned ten-year (10) periods are tolled for any period of  
18 time the taxpayer is in federal bankruptcy or state receivership proceedings. "Collection action"  
19 refers to any activity undertaken by the division of taxation to collect on any state tax liabilities that  
20 are final, due, and payable under Rhode Island law. "Collection action" may include, but is not  
21 limited to, any civil action involving a liability owed under chapters 18, 18.1, 18.2, and 19 of title  
22 44. This section excludes any sales and use tax liabilities that are deemed trust funds as defined in  
23 § 44-19-35, as well as any meals and beverage tax liabilities that are collected pursuant to § 44-18-  
24 18.1, and any hotel tax liabilities that are collected pursuant to § 44-18-36.1.

25           (c) The ten-year (10) limitation shall not apply to the renewal or continuation of the state's  
26 attempt to collect a liability that became final, due, and payable within the ten-year (10) limitation  
27 periods set forth in this section.

28           SECTION 5. Section 44-23-9 of the General Laws in Chapter 44-23 entitled "Estate and  
29 Transfer Taxes — Enforcement and Collection" is hereby amended to read as follows:

30           **44-23-9. Assessment and notice of estate tax — Collection powers — Lien.**

31           (a) The tax imposed by § 44-22-1.1 shall be assessed upon the full and fair cash value of  
32 the net estate determined by the tax administrator as provided in this chapter. Notice of the amount  
33 of the tax shall be mailed to the executor, administrator, or trustee, but failure to receive the notice  
34 does not excuse the nonpayment of or invalidate the tax. The tax administrator shall receive and

1 collect the assessed taxes in the same manner and with the same powers as are prescribed for and  
2 given to the collectors of taxes by chapters 7 — 9 of this title. The tax shall be due and payable as  
3 provided in § 44-23-16, shall be paid to the tax administrator, and shall be and remain a lien upon  
4 the estate until it is paid. All executors, administrators, and trustees are personally liable for the tax  
5 until it is paid.

6 (b) Notwithstanding the provisions of subsection (a) of this section, under no circumstances  
7 shall the tax administrator issue any notice of deficiency determination for the amount of the estate  
8 tax due more than ten (10) years after the return was filed ~~or should have been filed~~, nor shall the  
9 tax administrator commence any collection action for any estate tax due and payable unless the  
10 collection action is commenced within ten (10) years after the date a notice of deficiency  
11 determination became a final collectible assessment. "Collection action" refers to any activity  
12 undertaken by the division of taxation to collect on any state tax liabilities that are final, due, and  
13 payable under Rhode Island law. "Collection action" may include, but is not limited to, any civil  
14 action involving a liability owed under chapters 22 and 23 of title 44.

15 (c) The ten-year (10) limitation shall not apply to the renewal or continuation of the state's  
16 attempt to collect a liability that became final, due, and payable within the ten-year (10) limitation  
17 periods set forth in this section.

18 SECTION 6. Section 44-30-83 of the General Laws in Chapter 44-30 entitled "Personal  
19 Income Tax" is hereby amended to read as follows:

20 **44-30-83. Limitations on assessment.**

21 (a) General. Except as otherwise provided in this section the amount of the Rhode Island  
22 personal income tax shall be assessed within three (3) years after the return was filed, whether or  
23 not the return was filed on or after the prescribed date. For this purpose a tax return filed before the  
24 due date shall be considered as filed on the due date; and a return of withholding tax for any period  
25 ending with or within a calendar year filed before April 15 of the succeeding calendar year shall be  
26 considered filed on April 15 of the succeeding calendar year.

27 (b) Exceptions.

28 (1) *Assessment at any time.* The tax may be assessed at any time if:

29 (i) No return is filed;

30 (ii) A false or fraudulent return is filed with intent to evade tax; or

31 (iii) The taxpayer fails to file a report, pursuant to § 44-30-59, of a change, correction, or  
32 amended return, increasing his or her federal taxable income as reported on his or her federal  
33 income tax return or to report a change or correction that is treated in the same manner as if it were  
34 a deficiency for federal income tax purposes.



1           (2) *Extension by agreement.* Where, before the expiration of the time prescribed in this  
2 section for the assessment of tax, or before the time as extended pursuant to this section, both the  
3 tax administrator and the taxpayer have consented in writing to its assessment after that time, the  
4 tax may be assessed at any time prior to the expiration of the period agreed upon.

5           (3) *Report of changed or corrected federal income.* If the taxpayer shall, pursuant to § 44-  
6 30-59, file an amended return, or report a change or correction increasing his or her federal taxable  
7 income or report a change or correction that is treated in the same manner as if it were a deficiency  
8 for federal income tax purposes, an assessment may be made at any time prior to two (2) years after  
9 the report or amended return was filed. This assessment of Rhode Island personal income tax shall  
10 not exceed the amount of the increase attributable to the federal change, correction, or items  
11 amended on the taxpayer's amended federal income tax return. The provisions of this paragraph  
12 shall not affect the time within which or the amount for which an assessment may otherwise be  
13 made.

14           (4) *Deficiency attributable to net operating loss carryback.* If a taxpayer's deficiency is  
15 attributable to an excessive net operating loss carryback allowance, it may be assessed at any time  
16 that a deficiency for the taxable year of the loss may be assessed.

17           (5) *Recovery of erroneous refund.* An erroneous refund shall be considered to create an  
18 underpayment of tax on the date made. An assessment of a deficiency arising out of an erroneous  
19 refund may be made at any time within three (3) years thereafter, or at any time if it appears that  
20 any part of the refund was induced by fraud or misrepresentation of a material fact.

21           (6) *Armed forces relief.* For purposes of this tax, the date appearing in 26 U.S.C. § 692(a)  
22 shall be January 1, 1971.

23           (c) *Omission of income on return.* Notwithstanding the foregoing provisions of this section,  
24 the tax may be assessed at any time within six (6) years after the return was filed if an individual  
25 omits from his or her Rhode Island income an amount properly includible therein which is in excess  
26 of twenty-five percent (25%) of the amount of Rhode Island income stated in the return. For this  
27 purpose there shall not be taken into account any amount that is omitted in the return if the amount  
28 is disclosed in the return, or in a statement attached to the return, in a manner adequate to apprise  
29 the tax administrator of the nature and amount of the item.

30           (d) *Suspension of limitation.* The running of the period of limitations on assessment or  
31 collection of tax or other amount (or of a transferee's liability) shall, after the mailing of a notice  
32 of deficiency, be suspended for the period during which the tax administrator is prohibited under §  
33 44-30-81(c) from making the assessment or from collecting by levy, and for sixty (60) days  
34 thereafter.

1 (e) Limitations exclusive. No period of limitations specified in any other law shall apply to  
2 the assessment or collection of Rhode Island personal income tax. Under no circumstances shall  
3 the tax administrator issue any notice of a deficiency determination for Rhode Island personal  
4 income tax due or payable more than ten (10) years after the date upon which the return was filed  
5 ~~or due to be filed~~, nor shall the tax administrator commence any collection action for any personal  
6 income tax due and payable unless the collection action is commenced within ten (10) years after  
7 a notice of deficiency determination became a final collectible assessment; provided however, that  
8 the tax administrator can renew a statutory lien that was initially filed within the ten-year (10)  
9 period for collection actions. Both of the aforementioned ten-year (10) periods are tolled for any  
10 period of time the taxpayer is in federal bankruptcy or state receivership proceedings. "Collection  
11 action" refers to any activity undertaken by the division of taxation to collect on any state tax  
12 liabilities that are final, due, and payable under Rhode Island law. "Collection action" may include,  
13 but is not limited to, any civil action involving a liability owed under chapter 30 of title 44. This  
14 section excludes any liabilities that are deemed trust funds as defined in § 44-30-76, as amended.

15 (f) The ten-year (10) limitation shall not apply to the renewal or continuation of the state's  
16 attempt to collect a liability that became final, due, and payable within the ten-year (10) limitation  
17 periods set forth in this section.

18 SECTION 7. Chapter 7-1.2 of the General Laws entitled "Rhode Island Business  
19 Corporation Act" is hereby amended by adding thereto the following section:

20 **7-1.2-1805. Confirmation of state fees and taxes.**

21 (a) Notwithstanding any other provisions of the general laws, when any section of this  
22 chapter refers to state fees and/or taxes paid, the division of taxation is authorized to respond and  
23 share tax information with the secretary of state's office in response to a request from that office  
24 regarding an entity's tax status as compliant or noncompliant.

25 (b) If the secretary of state's office receives notice from the division of taxation that the  
26 corporation has failed to pay any fees or taxes due to this state, the secretary of state shall initiate  
27 revocation proceedings in accordance with the provisions of §§ 7-1.2-1310 or 7-1.2-1414.

28 (c) The notice of revocation may state as the basis for revocation that the taxpayer failed  
29 to pay state fees and/or taxes to the division of taxation. However, the secretary of state's office  
30 shall otherwise protect all state and federal tax information in its custody as required by § 44-11-  
31 26.1 and refrain from disclosing any other specific tax information.

32 (d) For filings remitted and recorded in accordance with any section of this chapter between  
33 July 1, 2020 and the effective date of this section that refer to state fees and/or taxes paid, the  
34 secretary of state's office may request from the division of taxation a determination as to whether

1 all state taxes and fees were paid as outlined in subsection (a) of this section. If the secretary of  
2 state's office receives notice from the division of taxation that the corporation has failed to pay any  
3 fees or taxes due to this state, the secretary of state shall begin revocation proceedings in accordance  
4 with subsections (b) and (c) of this section.

5 SECTION 8. Chapter 7-16 of the General Laws entitled "The Rhode Island Limited  
6 Liability Company Act" is hereby amended by adding thereto the following section:

7 **7-16-77. Confirmation of state fees and taxes.**

8 (a) Notwithstanding any other provisions of the general laws, when any section of this  
9 chapter refers to state fees and/or taxes paid, the division of taxation is authorized to respond and  
10 share tax information with the secretary of state's office in response to a request from that office  
11 regarding an entity's tax status as compliant or noncompliant.

12 (b) If the secretary of state's office receives notice from the division of taxation that the  
13 limited-liability company has failed to pay any fees or taxes due to this state, the secretary of state  
14 shall begin revocation proceedings in accordance with the provisions of § 7-16-41.

15 (c) The notice of revocation may state as the basis for revocation that the taxpayer failed  
16 to pay state fees and/or taxes to the division of taxation. However, the secretary of state's office  
17 shall otherwise protect all state and federal tax information in its custody as required by § 7-16-  
18 67.1 and refrain from disclosing any other specific tax information.

19 (d) For filings remitted and recorded in accordance with any section of this chapter between  
20 July 1, 2020 and the effective date of this section that refer to state fees and/or taxes paid, the  
21 secretary of state's office may request from the division of taxation a determination as to whether  
22 all state taxes and fees were paid as outlined in subsection (a) of this section. If the secretary of  
23 state's office receives notice from the division of taxation that the limited-liability company has  
24 failed to pay any fees or taxes due to this state, the secretary of state shall begin revocation  
25 proceedings in accordance with subsections (b) and (c) of this section.

26 SECTION 9. This act shall take effect upon passage.

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EXPLANATION  
BY THE LEGISLATIVE COUNCIL  
OF

A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS -- RHODE  
ISLAND BUSINESS CORPORATION ACT

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- 1           This act would make numerous technical amendments to the statutes on taxes and
- 2 corporations, associations and partnerships.
- 3           This act would take effect upon passage.

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