

RESOLUTION TO CHANGE PRINCIPAL OFFICE OR RESIDENT AGENT

The directors/stockholders/general partner/authorized person of _____

(Name of Entity)

organized under the laws of _____, passed the following resolution:
(State)

[CHECK APPLICABLE BOX(ES)]

G The principal office is changed from: (old address)

to: (new address)

G The name and address of the resident agent is changed from:

to:

I certify under penalties of perjury the foregoing is true.

Secretary or Assistant Secretary
General Partner
Authorized Person

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

SIGNED _____
Resident Agent

CHANGING THE PRINCIPAL OFFICE OR RESIDENT AGENT OF A CORPORATION, LIMITED PARTNERSHIP, LIMITED LIABILITY COMPANY OR LIMITED LIABILITY PARTNERSHIP IN MARYLAND

Following the instructions on this page will not change the address to which your Personal Property Annual Report form will be mailed. To change that address, send a letter including your new and old addresses and Department ID number to: Personal Property Division, SDAT, 301 W. Preston St, Room 801, Baltimore, MD 21201.

I. Maryland and Foreign Corporations

(A) Notice by corporation of designation or change of principal office or resident agent

1. A corporation may designate or change its resident agent or principal office by filing for record with the Department a certified copy of a resolution of its board of directors which authorizes the designation or change.
2. A corporation may change the address of its resident agent by filing for record with the Department a statement of the change signed by its president or one of its vice presidents.
3. A designation or change of a corporation's principal office or its resident agent or his address is effective when the Department accepts the resolution or statement for record.

A SAMPLE RESOLUTION IS AS FOLLOWS:

"The Board of Directors of **(NAME OF CORPORATION)**, a corporation organized in **(NAME OF STATE WHERE ORGANIZED)** on **(DATE)** duly approved a resolution as follows:

RESOLVED: That the (principal office or resident agent - **INSERT WHICHEVER APPLICABLE**) of the corporation is changed to _____.

I, (name and title of an officer) certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

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

SIGNED _____ Resident Agent"

NOTE: For close corporations which have made an election to have no board of directors, the word "stockholders" should be inserted in the foregoing resolution in place of the word "directors."

(B) Notice by resident agent of change of address

1. A resident agent who changes his address in Maryland should notify the Department of the change by filing for record with the Department a statement of the change signed by him or on his behalf.
2. The statement shall include:

1. The names of the corporations for which the change is effective;
 2. His old and new addresses; and
 3. The date on which the change is effective.
3. If the old and new addresses of the resident agent are the same as the old and new addresses of the principal office of the corporation, the statement should include a change of address for the principal office if:
1. The resident agent notifies the corporation in writing; and
 2. The statement recites that he has done so.
4. The change of address of the resident agent or principal office is effective when the Department accepts the statement for record.

(C) Resignation of resident agent

1. A resident agent may resign by filing with the Department a counterpart or photocopy of the signed resignation.
2. Unless a later time is specified in the resignation, it is effective:
 1. At the time it is filed with the Department, if the corporation has more than one resident agent; or
 2. Ten days after it is filed with the Department if the corporation has only one resident agent.

II. Maryland and Foreign Limited Partnerships, Limited Liability Companies and Limited Liability

Partnerships (A) A limited partnership, limited liability company or limited liability partnership may change its resident agent or principal office by filing for record with the Department a statement signed by one of its general partners or authorized person for a limited liability company which authorizes the designation or change. The new resident agent must also sign. **(B)** A limited partnership, limited liability company or limited liability partnership may change the address of its resident agent by filing for record with the Department a statement of the change signed by one of its general partners or authorized person for a limited liability company. **(C)** A change of a principal office or resident agent or address of the resident agent for a limited partnership, limited liability company or limited liability partnership is effective when the Department accepts the statement for record. **(D)** A resident agent who changes his address in the State should notify the Department of the change by filing for record with the Department a statement of the change signed by him or on his behalf. The statement shall include:

1. The name of the limited partnership, limited liability company or limited liability partnership for which the change is effective;
2. The old and new address of the resident agent; and
3. The date on which the change is effective.

(E) If the old and new addresses of the resident agent are the same as the old and new addresses of the principal office of the limited partnership, the statement should include a change of address for the principal office if:

1. The resident agent notifies the limited partnership, limited liability company or limited liability partnership in writing; and
2. The statement recites that he or she has done so.

(F) The change of address of the resident agent or principal office is effective when the Department accepts the statement for record. **(G)** A resident agent may resign by filing with the Department a counterpart or photocopy of his or her signed resignation. Unless a later time is specified in the resignation, it is effective:

1. At the time it is filed with the Department, if the limited partnership has more than one resident agent; or
2. Ten days after it is filed with the Department if the corporation has only one resident agent.

III. Other Information

(A) A resident agent of a foreign or domestic corporation, limited partnership, limited liability company or limited liability partnership shall be either:

1. A citizen of Maryland who resides in Maryland; or
2. An active Maryland corporation.

(B) Fees The fee to file a notice of change of principal office, resident agent, or resident agent's address is \$25.00 per corporation, limited partnership, limited liability company or limited liability partnership. There is no fee for a resident agent to resign.

(C) If legal questions arise regarding the change of principal office, resident agent or resident agent's address, you should consult an attorney and/or Corporations and Associations Article of the Annotated Code of Maryland. The Annotated Code of Maryland can be found in most public libraries in Maryland. Section 2-108 of the Code is relevant to changing the principal office, resident agent and resident agent's address.

(D) Walk-in processing of documents is done only upon payment of an expedited fee: \$50.00 to file a document, \$20.00 to receive a certificate of status, \$20.00 to receive copies of a document. These fees are in addition to the normal fees charged. Expedited service requests may also be made by mail. In bold print on both a cover letter and on the envelope state "EXPEDITED SERVICE REQUESTED" and include the expedited fee. Documents may be faxed if billed to a Visa or Mastercard; faxed documents are charged expedited service fees.

Revised 7/03

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How long will it take to process my documents? Regular processing time for submitted documents is about 7-8 weeks; Expedited processing request will be responded to within 7 business days. Documents hand-delivered in limited quantities receive same day service between 8:30 am and 4:30 pm. Hand-delivered transactions are to be paid by check only. There is an expedited fee for same day service for document processing.

The expedited service fee is an additional \$50.00 for this document; other fees may also apply. Check the Fee Schedule web page for a list of all service fees, <http://www.dat.state.md.us/sdatweb/fees.html>

Mail completed forms to: State Department of Assessments and Taxation, Charter Division, 301 W. Preston Street; 8th Floor, Baltimore, MD 21201-2395. Fax completed forms with Mastercard or Visa credit card payment information to 410-333-7097. Fax request will be charged the additional expedited service fee.

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 can not offer business counseling or legal advice.

Notice 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. Copies of the return are available on the SDAT website. **The returns are due April 15th of each year.**