



General Assembly

**Amendment**

January Session, 2001

LCO No. 8377

Offered by:

REP. ABRAMS, 83<sup>rd</sup> Dist.

REP. FARR, 19<sup>th</sup> Dist.

SEN. FONFARA, 1<sup>st</sup> Dist.

To: Subst. Senate Bill No. 1316

File No. 450

Cal. No. 559

**"AN ACT CONCERNING THE FILING OF LIMITED LIABILITY DOCUMENTS WITH THE SECRETARY OF THE STATE."**

1 After line 178, add the following:

2 "Sec. 6. Section 34-120 of the general statutes is repealed and the  
3 following is substituted in lieu thereof:

4 One or more organizers may form a limited liability company by  
5 signing and filing articles of organization with the Secretary of the  
6 State. The organizer or organizers need not be members of the limited  
7 liability company at the time of formation or after formation has  
8 occurred. The organizer or organizers shall prepare a writing to be  
9 held with the records of the limited liability company, setting forth: (1)  
10 The name and residence address of each person who has become an  
11 initial member of the limited liability company; and (2) if the articles of  
12 organization provide that the management of the limited liability  
13 company is vested in a manager or managers, the name and residence

14 address of each initial manager. [The organizer or organizers shall  
15 have no obligation to make filings with the Secretary of the State  
16 identifying the members or any managers, but the] The limited liability  
17 company shall maintain, pursuant to subsection (a) of section 34-144, a  
18 record of the members and any managers. In addition to the articles of  
19 organization, the organizer or organizers shall file with the Secretary of  
20 the State a writing containing the name and respective business and  
21 residence addresses of a manager or a member of the limited liability  
22 company, except that, if good cause is shown, the Secretary of the State  
23 may accept a business address in lieu of business and residence  
24 addresses of such manager or member. For purposes of this section, a  
25 showing of good cause shall include, but not be limited to, a showing  
26 that public disclosure of the residence address of the manager or  
27 member of the limited liability company may expose the personal  
28 security of such manager or member to significant risk.

29 Sec. 7. Section 34-223 of the general statutes is repealed and the  
30 following is substituted in lieu thereof:

31 Before transacting business in this state, a foreign limited liability  
32 company shall register with the Secretary of the State. In order to  
33 register, a foreign limited liability company shall submit to the  
34 Secretary of the State an original signed copy of an application for  
35 registration as a foreign limited liability company executed by a person  
36 with authority to do so under the laws of the state or other jurisdiction  
37 of its formation. The application shall set forth: (1) The name of the  
38 foreign limited liability company and, if different, the name under  
39 which it proposes to transact business in this state; (2) the state or other  
40 jurisdiction where formed, and date of its organization; (3) the name  
41 and address of the agent in this state for service of process on the  
42 foreign limited liability company required to be maintained by section  
43 34-224 and an acceptance of such appointment signed by the agent  
44 appointed if other than the Secretary of the State; (4) the address of the  
45 office required to be maintained in the state or other jurisdiction of its  
46 organization by the laws of that state or jurisdiction or, if not so  
47 required, of the principal office of the foreign limited liability

48 company; (5) a representation that the foreign limited liability  
49 company is a "foreign limited liability company" as defined in  
50 subsection (7) of section 34-101; [and] (6) the character of the business  
51 which the foreign limited liability company intends to transact in this  
52 state; and (7) the name and respective business and residence  
53 addresses of a manager or a member of the foreign limited liability  
54 company, except that, if good cause is shown, the Secretary of the State  
55 may accept a business address in lieu of business and residence  
56 addresses of such manager or member. For purposes of subdivision (7)  
57 of this section, a showing of good cause shall include, but not be  
58 limited to, a showing that public disclosure of the residence address of  
59 the manager or member of the foreign limited liability company may  
60 expose the personal security of such manager or member to significant  
61 risk.

62 Sec. 8. Subsection (c) of section 34-106 of the general statutes is  
63 repealed and the following is substituted in lieu thereof:

64 (c) Each annual report shall set forth: (1) The name of the limited  
65 liability company, [and] (2) the limited liability company's current  
66 principal office address, and (3) the name and respective business and  
67 residence addresses of a manager or a member of the limited liability  
68 company, except that, if good cause is shown, the Secretary of the State  
69 may accept a business address in lieu of business and residence  
70 addresses of such manager or member. For purposes of this  
71 subsection, a showing of good cause shall include, but not be limited  
72 to, a showing that public disclosure of the residence address of the  
73 manager or member of the limited liability company may expose the  
74 personal security of such manager or member to significant risk."