



## Senate

General Assembly

**File No. 388**

February Session, 2002

Senate Bill No. 601

*Senate, April 9, 2002*

The Committee on Judiciary reported through SEN. COLEMAN of the 2nd Dist., Chairperson of the Committee on the part of the Senate, that the bill ought to pass.

**AN ACT CONCERNING REGISTERED AGENTS OF FOREIGN CORPORATIONS AND THE FILING OF CERTAIN NOTICES AND REPORTS BY LIMITED LIABILITY COMPANIES.**

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. Subsection (a) of section 33-926 of the general statutes is  
2 repealed and the following is substituted in lieu thereof (*Effective*  
3 *October 1, 2002*):

4 (a) Each foreign corporation authorized to transact business in this  
5 state shall continuously maintain in this state: (1) A registered office  
6 that may be the same as any of its places of business; and (2) a  
7 registered agent at such registered office, who may be: (A) A natural  
8 person who is a resident of this state; (B) a domestic corporation; [or]  
9 (C) a corporation not organized under the laws of this state and which  
10 has procured a certificate of authority to transact business in this state;  
11 (D) a domestic limited liability company; or (E) a limited liability  
12 company not organized under the laws of this state and which has

13 procured a certificate of registration to transact business in this state.

14 Sec. 2. Subsection (a) of section 33-1216 of the general statutes is  
15 repealed and the following is substituted in lieu thereof (*Effective*  
16 *October 1, 2002*):

17 (a) Each foreign corporation authorized to conduct affairs in this  
18 state shall continuously maintain in this state: (1) A registered office  
19 that may be the same as any of its offices; and (2) a registered agent at  
20 such registered office, who may be: (A) A natural person who is a  
21 resident in this state; (B) a domestic corporation or business  
22 corporation; [or] (C) a corporation or business corporation not  
23 organized under the laws of this state and which has procured a  
24 certificate of authority to conduct affairs or transact business in this  
25 state; (D) a domestic limited liability company; or (E) a limited liability  
26 company not organized under the laws of this state and which has  
27 procured a certificate of registration to transact business in this state.

28 Sec. 3. Subsection (a) of section 34-112 of the general statutes is  
29 repealed and the following is substituted in lieu thereof (*Effective*  
30 *October 1, 2002*):

31 (a) Fees for filing documents and issuing certificates: (1) Filing  
32 application to reserve a limited liability company name or to cancel a  
33 reserved limited liability company name, thirty dollars; (2) filing  
34 transfer of reserved limited liability company name, thirty dollars; (3)  
35 filing articles of organization, including appointment of statutory  
36 agent, sixty dollars; (4) filing change of address of statutory agent or  
37 change of statutory agent, twenty-five dollars; (5) filing notice of  
38 resignation of statutory agent in duplicate, twenty-five dollars; (6)  
39 filing amendment to articles of organization, sixty dollars; (7) filing  
40 restated articles of organization, sixty dollars; (8) filing articles of  
41 merger or consolidation, thirty dollars per each limited liability  
42 company; (9) filing articles of dissolution by resolution, twenty-five  
43 dollars; (10) filing articles of dissolution by expiration, twenty-five  
44 dollars; (11) filing judicial decree of dissolution, twenty-five dollars;  
45 (12) filing certificate of reinstatement, sixty dollars; (13) filing

46 application by a foreign limited liability company for certificate of  
47 registration to transact business in this state and issuing certificate of  
48 registration, sixty dollars; (14) filing application of foreign limited  
49 liability company for amended certificate of registration to transact  
50 business in this state and issuing amended certificate of registration,  
51 sixty dollars; (15) filing application for withdrawal of foreign limited  
52 liability company and issuing certificate of withdrawal, sixty dollars;  
53 (16) filing an annual report, ten dollars; and (17) filing an interim  
54 notice of change of manager or member, ten dollars.

55 Sec. 4. Subsection (c) of section 34-229 of the general statutes is  
56 repealed and the following is substituted in lieu thereof (*Effective*  
57 *October 1, 2002*):

58 (c) Each annual report shall set forth: (1) The name of the foreign  
59 limited liability company and, if different, the name under which such  
60 foreign limited liability company transacts business in this state, [and]  
61 (2) the address of the office required to be maintained in the state or  
62 other jurisdiction of the foreign limited liability company's  
63 organization by the laws of that state or jurisdiction or, if not so  
64 required, the address of its principal office, and (3) the name and  
65 respective business and residence addresses of a manager or a member  
66 of the foreign limited liability company, except that, if good cause is  
67 shown, the Secretary of the State may accept a business address in lieu  
68 of the business and residence addresses of such manager or member.  
69 For the purposes of this subsection, a showing of good cause shall  
70 include, but not be limited to, a showing that public disclosure of the  
71 residence address of the manager or member of the foreign limited  
72 liability company may expose the personal security of such manager or  
73 member to significant risk.

74 Sec. 5. (NEW) (*Effective October 1, 2002*) (a) When the manager or  
75 member of a domestic or foreign limited liability company named in  
76 its most current annual report pursuant to subsection (c) of section 34-  
77 106 of the general statutes, as amended, or subsection (c) of section 34-  
78 229 of the general statutes, as amended by this act, changes after the

79 domestic or foreign limited liability company has filed such annual  
 80 report, and not later than thirty days preceding the month during  
 81 which the domestic or foreign limited liability company's next annual  
 82 report becomes due, the domestic or foreign limited liability company  
 83 shall file with the Secretary of the State an interim notice of change of  
 84 manager or member that sets forth: (1) The name of the domestic or  
 85 foreign limited liability company, and (2) the name, title and respective  
 86 business and residence addresses of the new manager or member and  
 87 the name and title of the former manager or member. If good cause is  
 88 shown, the Secretary of the State may accept a business address in lieu  
 89 of the business and residence addresses of the manager or member of  
 90 the domestic or foreign limited liability company. For the purposes of  
 91 this section, a showing of good cause shall include, but not be limited  
 92 to, a showing that public disclosure of the residence address of the  
 93 manager or member of the domestic or foreign limited liability  
 94 company may expose the personal security of such manager or  
 95 member to significant risk.

96 (b) Any changes to the manager or member of a domestic or foreign  
 97 limited liability company that occur within the thirty-day period  
 98 preceding the month during which the domestic or foreign limited  
 99 liability company's annual report becomes due shall be reflected on the  
 100 domestic or foreign limited liability company's next annual report filed  
 101 pursuant to section 34-106 of the general statutes, as amended, or  
 102 section 34-229 of the general statutes, as amended by this act.

This act shall take effect as follows:	
Section 1	<i>October 1, 2002</i>
Sec. 2	<i>October 1, 2002</i>
Sec. 3	<i>October 1, 2002</i>
Sec. 4	<i>October 1, 2002</i>
Sec. 5	<i>October 1, 2002</i>

**JUD**      *Joint Favorable*

The following fiscal impact statement and bill analysis are prepared for the benefit of members of the General Assembly, solely for the purpose of information, summarization, and explanation, and do not represent the intent of the General Assembly or either House thereof for any purpose:

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**OFA Fiscal Note**

**State Impact:**

<b>Fund-Type</b>	<b>Agency Affected</b>	<b>FY 03 \$</b>	<b>FY 04 \$</b>
GF - None	Secretary of the State	None	None

Note: GF=General Fund

**Municipal Impact:** None

**Explanation**

This bill will have no fiscal impact on the Office of the Secretary of the state.

**OLR Bill Analysis**

SB 601

***AN ACT CONCERNING REGISTERED AGENTS OF FOREIGN CORPORATIONS AND THE FILING OF CERTAIN NOTICES AND REPORTS BY LIMITED LIABILITY COMPANIES*****SUMMARY:**

This bill authorizes foreign corporations to appoint a Connecticut limited liability company (LLC) to act as their registered agent. It also allows them to appoint a foreign LLC that has obtained a certificate of registration from the secretary of the state to act as their registered agent. ("Foreign" means a corporation or LLC organized under the laws of some jurisdiction other than Connecticut).

The bill requires a foreign LLC's annual report to include a manager's or member's business and home address.

The bill requires that a Connecticut or foreign LLC file an interim notice of change of manager or member when a manager or member named in its most current annual report changes after the LLC filed its annual report with the secretary of the state. It has to do so only if the change occurs more than 30 days before the month during which its next annual report is due.

The interim notice must include the LLC's name and the name, title, and business and home address of the new and former manager or member. But, for good cause, the bill allows the secretary of the state to accept a manager's or member's business address instead of both the business and home address for the annual and interim reports. The bill specifies that good cause includes, but is not limited to, a showing that public disclosure of the home address may expose the manager or member to a significant risk to his personal security.

The bill requires that any change of an LLC manager or member that occurs within the 30 days before the month the LLC's annual report became due must be reflected on its next annual report.

Finally, the bill imposes a \$10 filing fee for the interim notice.

EFFECTIVE DATE: October 1, 2002

**COMMITTEE ACTION**

Judiciary Committee

Joint Favorable Report

Yea 41 Nay 0