



House of Representatives

File No. 692

General Assembly

February Session, 2004

(Reprint of File No. 496)

Substitute House Bill No. 5625
As Amended by House Amendment
Schedules "A", "B", "C" and "D"

Approved by the Legislative Commissioner
April 30, 2004

AN ACT CONCERNING CORPORATIONS AND OTHER BUSINESS ENTITIES, AIRCRAFT AND VESSEL LIENS, JURISDICTION OVER FOREIGN VOLUNTARY ASSOCIATIONS, CERTAIN SPECIALLY CHARTERED CORPORATIONS AND PROPERTY TAX EXEMPTIONS FOR CERTAIN HOUSING OPERATED BY CHARITABLE ORGANIZATIONS.

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

1 Section 1. Subsection (b) of section 33-655 of the general statutes is
2 repealed and the following is substituted in lieu thereof (*Effective*
3 *October 1, 2004*):

4 (b) Except as authorized by subsections (c) and (d) of this section, a
5 corporate name must be distinguishable upon the records of the
6 Secretary of the State from: (1) The corporate name of a corporation
7 incorporated or authorized to transact business in this state; (2) a
8 corporate name reserved or registered under section 33-656 or 33-657;
9 (3) the fictitious name adopted by a foreign corporation authorized to
10 transact business in this state because its real name is unavailable; (4)
11 the corporate name of a nonprofit corporation incorporated or
12 authorized to transact business in this state; (5) the corporate name of

13 any domestic or foreign nonstock corporation incorporated or
14 authorized to transact business in this state; (6) the name of any
15 domestic or foreign limited partnership organized or authorized to
16 transact business in this state; (7) the name of any domestic or foreign
17 limited liability company organized or authorized to transact business
18 in this state; [and] (8) the name of any domestic or foreign limited
19 liability partnership organized or authorized to transact business in
20 this state; and (9) the name of any other entity whose name is carried
21 upon the records of the Secretary of the State as organized or
22 authorized to transact business or conduct affairs in this state.

23 Sec. 2. Subsection (a) of section 33-660 of the general statutes is
24 repealed and the following is substituted in lieu thereof (*Effective*
25 *October 1, 2004*):

26 (a) Each corporation that is required to file an annual report as
27 provided in section 33-953, as amended by this act, shall continuously
28 maintain in this state: (1) A registered office that may be the same as
29 any of its places of business; and (2) a registered agent at such
30 registered office, who may be: (A) A natural person who is a resident
31 [in] of this state; (B) a domestic corporation; (C) a foreign corporation
32 [not organized under the laws of this state and] which has procured a
33 certificate of authority to transact business or conduct its affairs in this
34 state; (D) a domestic limited liability company; [or] (E) a limited
35 liability company not organized under the laws of this state and which
36 has procured a certificate of [authority] registration to transact
37 business or conduct its affairs in this state; (F) a domestic registered
38 limited liability partnership; (G) a registered limited liability
39 partnership not organized under the laws of this state and which has
40 procured a certificate of authority to transact business or conduct its
41 affairs in this state; (H) a domestic statutory trust; or (I) a statutory
42 trust not organized under the laws of this state and which has
43 procured a certificate of registration to transact business or conduct its
44 affairs in this state. The appointment of such registered agent shall be
45 in writing and shall be signed by the registered agent therein
46 appointed. If a natural person is appointed as the registered agent,

47 such appointment shall include [such person's written consent to the
48 appointment and] the residence address of such person.

49 Sec. 3. Subsection (a) of section 33-926 of the general statutes is
50 repealed and the following is substituted in lieu thereof (*Effective*
51 *October 1, 2004*):

52 (a) Each foreign corporation authorized to transact business in this
53 state shall continuously maintain in this state: (1) A registered office
54 that may be the same as any of its places of business; and (2) a
55 registered agent at such registered office, who may be: (A) A natural
56 person who is a resident of this state; (B) a domestic corporation; [or]
57 (C) a foreign corporation [not organized under the laws of this state
58 and] which has procured a certificate of authority to transact business
59 or conduct its affairs in this state; (D) a domestic limited liability
60 company; (E) a limited liability company not organized under the laws
61 of this state and which has procured a certificate of registration to
62 transact business or conduct its affairs in this state; (F) a domestic
63 registered limited liability partnership; (G) a registered limited liability
64 partnership not organized under the laws of this state and which has
65 procured a certificate of authority to transact business or conduct its
66 affairs in this state; (H) a domestic statutory trust; or (I) a statutory
67 trust not organized under the laws of this state and which has
68 procured a certificate of registration to transact business or conduct its
69 affairs in this state. The appointment of such registered agent shall be
70 in writing and shall be signed by the registered agent therein
71 appointed. If a natural person is appointed as the registered agent,
72 such appointment shall include the residence address of such person.

73 Sec. 4. Section 33-953 of the general statutes is repealed and the
74 following is substituted in lieu thereof (*Effective October 1, 2004*):

75 (a) Each domestic corporation, except banks, trust companies,
76 insurance or surety companies, savings and loan associations and
77 public service companies, as defined in section 16-1, as amended, and
78 each foreign corporation authorized to transact business in this state,

79 shall file [a biennial or] an annual report with the Secretary of the State
80 as prescribed in this section. [On and after January 1, 1995, each such
81 corporation required to file a report in 1995 shall file an annual report.
82 On and after January 1, 1996, each such corporation required to file a
83 report shall file an annual report with the Secretary of the State.]

84 (b) The first annual report of a domestic corporation shall be filed
85 within thirty days after its organization meeting. Subsequent annual
86 reports of such domestic corporation and [biennial or] annual reports
87 of each foreign corporation authorized to transact business in this state
88 shall be filed at such times as may be provided by regulations [issued]
89 adopted by the Secretary of the State in accordance with chapter 54,
90 provided the Secretary of the State may require any corporation to file
91 [either] an annual [or biennial] report according to reporting schedules
92 established by [said] the secretary so as to effect staggered filing of all
93 such reports.

94 (c) Each [biennial or] annual report shall set forth as of a date which
95 complies with subsection (d) of this section and which is specified in
96 such report: (1) The name of the corporation; (2) the principal office of
97 the corporation or, in the case of a foreign corporation (A) the address
98 of the principal office of the foreign corporation in the state under the
99 laws of which it is incorporated, (B) the address of the executive offices
100 of the foreign corporation, and (C) the address of the principal office of
101 the foreign corporation in this state, if any; and (3) the names and
102 respective business and residence addresses of the directors and
103 officers of the corporation, except that if good cause is shown, the
104 Secretary of the State may accept business addresses in lieu of business
105 and residence addresses of the directors and officers of the
106 corporation. For the purposes of this [section] subsection, a showing of
107 good cause shall include, but not be limited to, a showing that public
108 disclosure of the residence addresses of the corporation's directors and
109 officers may expose the personal security of such directors and officers
110 to significant risk.

111 (d) The date specified in the annual report pursuant to subsection

112 (c) of this section shall (1) not be later than the date of filing the report,
113 and (2) not be earlier than the latest date preceding the date of filing on
114 which any change of circumstances occurred which would affect the
115 statements of fact required in the report.

116 (e) Each [biennial or] annual report shall be accompanied by the
117 required filing fee. The report shall be executed as set forth in section
118 33-608, as amended. The Secretary of the State shall mail to each
119 domestic corporation at its principal office as shown by his records,
120 and to each foreign corporation authorized to transact business in this
121 state at its executive offices as last shown by his records, a form
122 prescribed by him for the [biennial or] annual report, but failure to
123 receive such form shall not relieve a corporation of the requirement of
124 filing the report as provided in this section.

125 Sec. 5. Subsection (b) of section 33-1045 of the general statutes is
126 repealed and the following is substituted in lieu thereof (*Effective*
127 *October 1, 2004*):

128 (b) Except as authorized by subsections (c) and (d) of this section, a
129 corporate name must be distinguishable upon the records of the
130 Secretary of the State from: (1) The corporate name of a corporation or
131 business corporation incorporated or authorized to conduct affairs in
132 this state; (2) a corporate name reserved or registered with the
133 Secretary of the State; (3) the fictitious name adopted by a foreign
134 corporation authorized to conduct affairs in this state because its real
135 name is unavailable; (4) the corporate name of any foreign corporation
136 or business corporation authorized to transact business or conduct
137 affairs in this state; (5) the name of any domestic or foreign limited
138 partnership organized or authorized to transact business in this state;
139 (6) the name of any domestic or foreign limited liability company
140 organized or authorized to transact business in this state; (7) the name
141 of any domestic or foreign limited liability partnership organized or
142 authorized to transact business in this state; and [(7)] (8) the name of
143 any other entity whose name is carried upon the records of the
144 Secretary of the State as organized or authorized to transact business

145 or conduct affairs in this state.

146 Sec. 6. Subsection (a) of section 33-1050 of the general statutes is
147 repealed and the following is substituted in lieu thereof (*Effective*
148 *October 1, 2004*):

149 (a) Each corporation that is required to file an annual report as
150 provided in section 33-1243, as amended by this act, shall continuously
151 maintain in this state: (1) A registered office that may be the same as
152 any of its places of business; and (2) a registered agent at such
153 registered office, who may be: (A) A natural person who is a resident
154 [in] of this state; (B) a domestic corporation or business corporation;
155 (C) a foreign corporation or foreign business corporation which has
156 procured a certificate of authority to transact business or conduct its
157 affairs in this state; (D) a domestic limited liability company; [or] (E) a
158 limited liability company not organized under the laws of this state
159 and which has procured a certificate of [authority] registration to
160 transact business or conduct its affairs in this state; (F) a domestic
161 registered limited liability partnership; (G) a registered limited liability
162 partnership not organized under the laws of this state and which has
163 procured a certificate of authority to transact business or conduct its
164 affairs in this state; (H) a domestic statutory trust; or (I) a statutory
165 trust not organized under the laws of this state and which has
166 procured a certificate of registration to transact business or conduct its
167 affairs in this state. The appointment of such registered agent shall be
168 in writing and shall be signed by the registered agent therein
169 appointed. If a natural person is appointed as the registered agent,
170 such appointment shall include [such person's written consent to the
171 appointment and] the residence address of such person.

172 Sec. 7. Subsection (a) of section 33-1216 of the general statutes is
173 repealed and the following is substituted in lieu thereof (*Effective*
174 *October 1, 2004*):

175 (a) Each foreign corporation authorized to conduct affairs in this
176 state shall continuously maintain in this state: (1) A registered office

177 that may be the same as any of its offices; and (2) a registered agent at
178 such registered office, who may be: (A) A natural person who is a
179 resident [in] of this state; (B) a domestic corporation or business
180 corporation; [or] (C) a foreign corporation or foreign business
181 corporation [not organized under the laws of this state and] which has
182 procured a certificate of authority to [conduct affairs or] transact
183 business or conduct its affairs in this state; (D) a domestic limited
184 liability company; (E) a limited liability company not organized under
185 the laws of this state and which has procured a certificate of
186 registration to transact business or conduct its affairs in this state; (F) a
187 domestic registered limited liability partnership; (G) a registered
188 limited liability partnership not organized under the laws of this state
189 and which has procured a certificate of authority to transact business
190 or conduct its affairs in this state; (H) a domestic statutory trust; or (I) a
191 statutory trust not organized under the laws of this state and which
192 has procured a certificate of registration to transact business or
193 conduct its affairs in this state. The appointment of such registered
194 agent shall be in writing and shall be signed by the registered agent
195 therein appointed. If a natural person is appointed as the registered
196 agent, such appointment shall include the residence address of such
197 person.

198 Sec. 8. Section 33-1243 of the general statutes is repealed and the
199 following is substituted in lieu thereof (*Effective October 1, 2004*):

200 (a) Each domestic corporation, except banks, trust companies,
201 insurance or surety companies, savings and loan associations, credit
202 unions, public service companies, as defined in section 16-1, as
203 amended, cemetery associations and incorporated church or religious
204 corporations, and each foreign corporation authorized to conduct
205 affairs in this state, and except corporations formed before January 1,
206 1961, which under the law in effect on December 31, 1960, were not
207 required to file [a biennial] an annual report, shall file [a biennial or] an
208 annual report with the Secretary of the State as prescribed in this
209 section. [On and after January 1, 1995, each such corporation required
210 to file a report in 1995 shall file an annual report. On and after January

211 1, 1996, each such corporation required to file a report shall file an
212 annual report with the Secretary of the State.]

213 (b) The first annual report of a domestic corporation shall be filed
214 within thirty days after its organization meeting. Subsequent annual
215 reports of such domestic corporation and [biennial or] annual reports
216 of each foreign corporation authorized to conduct affairs in this state
217 shall be filed at such times as may be provided by regulations [issued]
218 adopted by the Secretary of the State in accordance with chapter 54,
219 provided the Secretary of the State may require any corporation to file
220 [either] an annual [or biennial] report according to reporting schedules
221 established by [said] the secretary so as to effect staggered filing of all
222 such reports.

223 (c) Each [biennial or] annual report shall set forth as of a date which
224 complies with subsection (d) of this section and which is specified in
225 such report: (1) The name of the corporation and, in the case of a
226 foreign corporation, the state under the laws of which it is
227 incorporated; (2) the principal office of the corporation or, in the case
228 of a foreign corporation (A) the address of the principal office of the
229 foreign corporation in the state under the laws of which it is
230 incorporated, (B) the address of the executive offices of the foreign
231 corporation, and (C) the address of the principal office of the foreign
232 corporation in this state, if any; and (3) the names and respective
233 business and residence addresses of the directors and officers of the
234 corporation, except that if good cause is shown, the Secretary of the
235 State may accept business addresses in lieu of business and residence
236 addresses of the directors and officers of the corporation. For the
237 purposes of this [section] subsection, a showing of good cause shall
238 include, but not be limited to, a showing that public disclosure of the
239 residence addresses of the corporation's directors and officers may
240 expose the personal security of such directors and officers to
241 significant risk.

242 (d) The date specified in the annual report pursuant to subsection
243 (c) of this section shall (1) not be later than the date of filing the report,

244 and (2) not be earlier than the latest date preceding the date of filing on
245 which any change of circumstances occurred which would affect the
246 statements of fact required in the report.

247 (e) Each [biennial or] annual report shall be accompanied by the
248 required filing fee. The report shall be executed as set forth in section
249 33-1004. The Secretary of the State shall mail to each domestic
250 corporation at its principal office as shown by his records, and to each
251 foreign corporation authorized to conduct affairs in this state at its
252 executive offices as last shown by his records, a form prescribed by
253 him for the [biennial or] annual report, but failure to receive such form
254 shall not relieve a corporation of the requirement of filing the report as
255 provided in this section.

256 Sec. 9. Section 34-13 of the general statutes is repealed and the
257 following is substituted in lieu thereof (*Effective October 1, 2004*):

258 The name of each limited partnership as set forth in its certificate of
259 limited partnership:

260 (1) Shall contain without abbreviation the words "limited
261 partnership";

262 (2) May not contain the name of a limited partner unless it is also
263 the name of a general partner or the business of the limited partnership
264 had been carried on under that name before the admission of that
265 limited partner; and

266 (3) Shall be such as to distinguish it upon the records in the office of
267 the Secretary of the State from the name of (A) any corporation, limited
268 partnership or limited liability company organized under the laws of
269 this state or licensed or registered as a foreign corporation, foreign
270 limited partnership or foreign limited liability company in this state, or
271 (B) any other entity whose name is carried upon the records of the
272 Secretary of the State as organized or authorized to transact business
273 or conduct affairs in this state.

274 Sec. 10. Subsection (b) of section 34-13b of the general statutes is
275 repealed and the following is substituted in lieu thereof (*Effective*
276 *October 1, 2004*):

277 (b) Each limited partnership shall have and maintain a statutory
278 agent for service in this state as provided in this section. A statutory
279 agent for service shall be: [either (1) a] (1) A natural person who is a
280 resident of this state; [or] (2) a domestic corporation; [organized under
281 the laws of this state or (3) any] (3) a corporation not organized under
282 the laws of this state and which has procured a certificate of authority
283 to transact business or conduct its affairs in this state; (4) a domestic
284 limited liability company; (5) a limited liability company not organized
285 under the laws of this state and which has procured a certificate of
286 registration to transact business or conduct its affairs in this state; (6) a
287 domestic registered limited liability partnership; (7) a registered
288 limited liability partnership not organized under the laws of this state
289 and which has procured a certificate of authority to transact business
290 or conduct its affairs in this state; (8) a domestic statutory trust; or (9) a
291 statutory trust not organized under the laws of this state and which
292 has procured a certificate of registration to transact business or
293 conduct its affairs in this state.

294 Sec. 11. Section 34-38g of the general statutes is repealed and the
295 following is substituted in lieu thereof (*Effective October 1, 2004*):

296 Before transacting business in this state, a foreign limited
297 partnership shall register with the Secretary of the State. In order to
298 register, a foreign limited partnership shall submit to the Secretary of
299 the State a signed copy of the application for registration as a foreign
300 limited partnership, signed and sworn to by a general partner and
301 setting forth: (1) The name of the foreign limited partnership and, if
302 different, the name under which it proposes to register and transact
303 business in the state; (2) the state and date of its formation; (3) the
304 general character of the business it proposes to transact in this state; (4)
305 the name and address of the agent in this state for service of process on
306 the foreign limited partnership [whom the foreign limited partnership

307 elects to appoint; the agent shall be either (A) the Secretary of the State
308 and his successors in office, or (B) an individual resident of this state, a
309 domestic corporation, or a foreign corporation having a place of and
310 authorized to do business in, this state] required to be maintained by
311 section 34-38p, as amended by this act, and an acceptance of such
312 appointment signed by the agent appointed if other than the Secretary
313 of the State; (5) the address of the office required to be maintained in
314 the state of its organization by the laws of that state, or, if not so
315 required, of the principal office of the foreign limited partnership; (6)
316 the name and business address of each general partner; (7) the address
317 of the office at which is kept a list of the names and addresses of the
318 limited partners and their capital contributions, together with an
319 undertaking by the foreign limited partnership to keep those records
320 until the foreign limited partnership registration in this state is
321 cancelled or withdrawn; and (8) the date the foreign limited
322 partnership commenced transacting business in this state.

323 Sec. 12. Section 34-38p of the general statutes is repealed and the
324 following is substituted in lieu thereof (*Effective October 1, 2004*):

325 (a) Each foreign limited partnership shall, before transacting
326 business in this state, appoint in writing an agent upon whom all
327 process, in any action or proceeding against it, may be served, and by
328 such appointment the foreign limited partnership shall agree that any
329 process against it which is served on [said] such agent shall be of the
330 same legal force and validity as if served on the foreign limited
331 partnership and that such appointment shall continue in force as long
332 as any liability remains outstanding against the foreign limited
333 partnership in this state.

334 (b) A foreign limited partnership's agent for service upon whom
335 process may be served shall be: (1) [the] The Secretary of the State and
336 his successors in office; [] (2) a natural person who is a resident of this
337 state; [] (3) a domestic corporation; [organized under the laws of this
338 state or (4) any] (4) a corporation not organized under the laws of this
339 state and which has procured a certificate of authority to transact

340 business or conduct its affairs in this state; (5) a domestic limited
341 liability company; (6) a limited liability company not organized under
342 the laws of this state and which has procured a certificate of
343 registration to transact business or conduct its affairs in this state; (7) a
344 domestic registered limited liability partnership; (8) a registered
345 limited liability partnership not organized under the laws of this state
346 and which has procured a certificate of authority to transact business
347 or conduct its affairs in this state; (9) a domestic statutory trust; or (10)
348 a statutory trust not organized under the laws of this state and which
349 has procured a certificate of registration to transact business or
350 conduct its affairs in this state.

351 (c) A foreign limited partnership's appointment of the [secretary of
352 the state] Secretary of the State and his successors in office as its initial
353 agent upon whom process may be served shall be included in the
354 application for registration as provided in section 34-38g, as amended
355 by this act. A subsequent appointment of the Secretary of the State and
356 his successors in office as a foreign limited partnership's agent upon
357 whom process may be served shall be filed in the office of the
358 Secretary of the State in such form as the secretary shall prescribe.

359 (d) A foreign limited partnership's appointment of a natural person
360 or [corporation] an entity set forth in subdivisions (2) to (10), inclusive,
361 of subsection (b) of this section as its initial agent upon whom process
362 may be served shall be included in the application for registration as
363 provided in section 34-38g, as amended by this act. A foreign limited
364 partnership's subsequent appointment of [a natural person or
365 corporation] any such natural person or entity as its agent upon whom
366 process may be served shall be filed with the Secretary of the State in
367 such form as [he] the secretary shall prescribe setting forth: (1) The
368 name of the foreign limited partnership; (2) the name of such agent; (3)
369 a statement of acceptance by the statutory agent therein appointed;
370 and (4) if such agent is a natural person, [his] the business and
371 residence addresses thereof; if such agent is [a corporation] an entity
372 organized under the laws of this state, the address of the principal
373 office thereof; if such agent is [a corporation] an entity not organized

374 under the laws of this state, the address of the principal office thereof
375 in this state. In each case, the address shall include the street and
376 number or other particular designation. All subsequent written
377 appointments filed with the Secretary of the State shall be signed by a
378 general partner of the foreign limited partnership and, if other than the
379 Secretary of the State, by the statutory agent therein appointed.

380 (e) If an agent dies, dissolves, removes from the state or resigns, the
381 foreign limited partnership shall forthwith appoint another agent upon
382 whom process may be served. If such agent changes his or its address
383 within the state from that appearing upon the records in the office of
384 the Secretary of the State, the foreign limited partnership or agent shall
385 forthwith file with the Secretary of the State notice of the new address.
386 Such agent may resign by filing with the Secretary of the State a signed
387 statement in duplicate to that effect. The Secretary of the State shall
388 forthwith file one copy and mail the other copy of such statement,
389 together with notice that as a result of the failure to comply with this
390 section, the authority to transact business in this state of such foreign
391 limited partnership shall be deemed to have been revoked, by certified
392 mail, to the foreign limited partnership at the office designated in the
393 certificate of registration filed pursuant to section 34-38g, as amended
394 by this act. Upon the expiration of one hundred twenty days after the
395 mailing of such notice, the resignation shall be effective and the
396 authority of the foreign limited partnership to transact business in this
397 state shall be revoked unless a new agent has been appointed as
398 provided in this section within such one-hundred-twenty-day period.
399 A foreign limited partnership may revoke the appointment of an agent
400 upon whom process may be served by making a new appointment as
401 provided in this section and any new appointment so made revokes all
402 appointments theretofore made.

403 (f) Whenever a foreign limited partnership fails to comply with this
404 section, the authority of such foreign limited partnership shall be
405 deemed to have been revoked.

406 Sec. 13. Subsection (b) of section 34-102 of the general statutes is

407 repealed and the following is substituted in lieu thereof (*Effective*
408 *October 1, 2004*):

409 (b) A limited liability company name shall be such as to distinguish
410 it upon the records of the Secretary of the State from: (1) The name of
411 any limited liability company, limited partnership or corporation
412 existing under the laws of this state; (2) the name of any foreign limited
413 liability company, foreign limited partnership or foreign corporation
414 authorized to transact business in this state; [or] (3) any name reserved
415 under section 34-103 or reserved or registered under section 33-656, 33-
416 657, 33-1045, as amended by this act, 33-1046, 33-1047, 34-13, as
417 amended by this act, or 34-13a; or (4) the name of any other entity
418 whose name is carried upon the records of the Secretary of the State as
419 organized or authorized to transact business or conduct affairs in this
420 state.

421 Sec. 14. Section 34-104 of the general statutes is repealed and the
422 following is substituted in lieu thereof (*Effective October 1, 2004*):

423 (a) Each limited liability company shall have and maintain a
424 statutory agent for service in this state as provided in this section. A
425 statutory agent for service shall be: [either:] (1) A natural person who is
426 a resident of this state; (2) a domestic corporation; [or domestic limited
427 liability company; or (3) any corporation or limited liability company
428 not organized under the laws of this state and] (3) a foreign
429 corporation which has procured a certificate of authority to transact
430 business or conduct its affairs in this state; (4) a domestic limited
431 liability company; (5) a foreign limited liability company which has
432 procured a certificate of registration to transact business or conduct its
433 affairs in this state; (6) a domestic registered limited liability
434 partnership; (7) a registered limited liability partnership not organized
435 under the laws of this state and which has procured a certificate of
436 authority to transact business or conduct its affairs in this state; (8) a
437 domestic statutory trust; or (9) a statutory trust not organized under
438 the laws of this state and which has procured a certificate of
439 registration to transact business or conduct its affairs in this state.

440 (b) A limited liability company's statutory agent for service shall be
441 appointed by filing with the Secretary of the State a written
442 appointment in such form as the Secretary of the State shall prescribe
443 setting forth: (1) The name of the limited liability company; (2) the
444 name of the statutory agent for service; and (3) if the statutory agent is
445 a natural person, the business and residence [address] addresses
446 thereof; if the statutory agent is [a domestic corporation or domestic
447 limited liability company] an entity organized under the laws of this
448 state, the address of the principal office thereof; if the statutory agent is
449 [a corporation or limited liability company] an entity not organized
450 under the laws of this state, the address of the principal office thereof
451 in this state, if any. In each case, the address shall include the street
452 and number or other particular designation. Each written appointment
453 shall also be signed by the statutory agent for service therein
454 appointed.

455 (c) If a statutory agent for service dies, dissolves, removes from the
456 state or resigns, the limited liability company shall forthwith appoint
457 another statutory agent for service. If the statutory agent for service
458 changes his or its address within the state from that appearing upon
459 the record in the office of the Secretary of the State, the limited liability
460 company shall forthwith file with the Secretary of the State notice of
461 the new address. A statutory agent for service may resign by filing
462 with the Secretary of the State a signed statement in duplicate to that
463 effect. The Secretary of the State shall forthwith file one copy and mail
464 the other copy of such statement to the limited liability company at its
465 principal office. Upon the expiration of thirty days after such filing, the
466 resignation shall be effective and the authority of such statutory agent
467 for service shall terminate. A limited liability company may revoke the
468 appointment of a statutory agent for service by making a new
469 appointment as provided in this section and any new appointment so
470 made shall revoke all appointments theretofore made.

471 Sec. 15. Section 34-106 of the general statutes is repealed and the
472 following is substituted in lieu thereof (*Effective October 1, 2004*):

473 (a) Each limited liability company shall file an annual report with
474 the Secretary of the State which report shall be due upon the
475 anniversary of the filing of a limited liability company's articles of
476 organization pursuant to section 34-120.

477 (b) Such reporting requirement shall commence on or after January
478 1, 1995, and continue annually thereafter.

479 (c) Each annual report shall set forth: (1) The name of the limited
480 liability company; (2) the limited liability company's current
481 principal office address; and (3) the name and respective business
482 and residence addresses of a manager or a member of the limited
483 liability company, except that if good cause is shown, the Secretary
484 of the State may accept a business address in lieu of the business and
485 residence addresses of such manager or member. For the purposes of
486 this subsection and subsection (d) of this section, a showing of good
487 cause shall include, but not be limited to, a showing that public
488 disclosure of the residence address of the manager or member of the
489 limited liability company may expose the personal security of such
490 manager or member to significant risk.

491 (d) If the manager or member named in a limited liability
492 company's most current annual report pursuant to subsection (c) of
493 this section is replaced for such purpose by another manager or
494 member after the limited liability company has filed such annual
495 report, but not later than thirty days preceding the month during
496 which the limited liability company's next annual report becomes due,
497 the limited liability company shall file with the Secretary of the State
498 an interim notice of change of manager or member that sets forth: (1)
499 The name of the limited liability company; and (2) the name, title and
500 respective business and residence addresses of the new manager or
501 member and the name and title of the former manager or member,
502 except that if good cause is shown, the Secretary of the State may
503 accept a business address in lieu of the business and residence
504 addresses of the new manager or member. Any such change of
505 manager or member that occurs within the thirty-day period preceding

506 the month during which the limited liability company's next annual
507 report becomes due shall be reflected in such next annual report.

508 [(d)] (e) Each annual report shall be executed in accordance with
509 section 34-109 and be accompanied by the filing fee established in
510 section 34-112, as amended by this act. The Secretary of the State shall
511 mail to each limited liability company at its principal office as shown
512 on his records a form prescribed by him for the annual report, but
513 failure to receive such form shall not relieve a limited liability
514 company of the requirement of filing the report as provided in this
515 section.

516 Sec. 16. Subsection (a) of section 34-112 of the general statutes, as
517 amended by section 62 of public act 03-18, is repealed and the
518 following is substituted in lieu thereof (*Effective October 1, 2004*):

519 (a) Fees for filing documents and issuing certificates: (1) Filing
520 application to reserve a limited liability company name or to cancel a
521 reserved limited liability company name, thirty dollars; (2) filing
522 transfer of reserved limited liability company name, thirty dollars; (3)
523 filing articles of organization, including appointment of statutory
524 agent, sixty dollars; (4) filing change of address of statutory agent or
525 change of statutory agent, twenty-five dollars; (5) filing notice of
526 resignation of statutory agent in duplicate, twenty-five dollars; (6)
527 filing amendment to articles of organization, sixty dollars; (7) filing
528 restated articles of organization, sixty dollars; (8) filing articles of
529 merger or consolidation, thirty dollars; (9) filing articles of dissolution
530 by resolution, twenty-five dollars; (10) filing articles of dissolution by
531 expiration, twenty-five dollars; (11) filing judicial decree of dissolution,
532 twenty-five dollars; (12) filing certificate of reinstatement, sixty dollars;
533 (13) filing application by a foreign limited liability company for
534 certificate of registration to transact business in this state and issuing
535 certificate of registration, sixty dollars; (14) filing application of foreign
536 limited liability company for amended certificate of registration to
537 transact business in this state and issuing amended certificate of
538 registration, sixty dollars; (15) filing application for withdrawal of

539 foreign limited liability company and issuing certificate of withdrawal,
540 sixty dollars; (16) filing an annual report, ten dollars; and (17) filing an
541 interim notice of change of manager or member, ten dollars.

542 Sec. 17. Section 34-224 of the general statutes is repealed and the
543 following is substituted in lieu thereof (*Effective October 1, 2004*):

544 (a) Each foreign limited liability company shall, before transacting
545 business in this state, appoint in writing an agent upon whom all
546 process, in any action or proceeding against it, may be served, and by
547 such appointment the foreign limited liability company shall agree that
548 any process against it which is served on [said] such agent shall be of
549 the same legal force and validity as if served on the foreign limited
550 liability company and that such appointment shall continue in force as
551 long as any liability remains outstanding against the foreign limited
552 liability company in this state.

553 (b) A foreign limited liability company's agent for service upon
554 whom process may be served shall be: (1) [the] The Secretary of the
555 State and his successors in office; [,] (2) a natural person who is a
556 resident of this state; [,] (3) a domestic corporation; [or limited liability
557 company organized under the laws of this state, (4) any corporation
558 not organized under the laws of this state] (4) a foreign corporation
559 which has procured a certificate of authority to transact business or
560 conduct its affairs in this state; [or (5) any] (5) a domestic limited
561 liability company; (6) a foreign limited liability company [not
562 organized under the laws of this state] which has procured a certificate
563 of registration to transact business or conduct its affairs in this state; (7)
564 a domestic registered limited liability partnership; (8) a registered
565 limited liability partnership not organized under the laws of this state
566 and which has procured a certificate of authority to transact business
567 or conduct its affairs in this state; (9) a domestic statutory trust; or (10)
568 a statutory trust not organized under the laws of this state and which
569 has procured a certificate of registration to transact business or
570 conduct its affairs in this state.

571 (c) A foreign limited liability company's appointment of the
572 Secretary of the State and his successors in office as its initial agent
573 upon whom process may be served shall be included in the application
574 for registration as provided in section 34-223. A subsequent
575 appointment of the Secretary of the State and his successors in office as
576 a foreign limited liability company's agent upon whom process may be
577 served shall be filed in the office of the Secretary of the State in such
578 form as the secretary shall prescribe.

579 (d) A foreign limited liability company's appointment of a natural
580 person [, corporation or limited liability company] or an entity set forth
581 in subdivisions (2) to (10), inclusive, of subsection (b) of this section as
582 its initial agent upon whom process may be served shall be included in
583 the application for registration as provided in section 34-223. A foreign
584 limited liability company's subsequent appointment of [a natural
585 person, corporation or limited liability company] any such natural
586 person or entity as its agent upon whom process may be served shall
587 be filed with the Secretary of the State in such form as the secretary
588 shall prescribe setting forth: (1) The name of the foreign limited
589 liability company; (2) the name of such agent; (3) a statement of
590 acceptance by the statutory agent therein appointed; and (4) if such
591 agent is a natural person, [his] the business and residence addresses
592 thereof; if such agent is [a corporation or limited liability company] an
593 entity organized under the laws of this state, the address of the
594 principal office thereof; if such agent is [a corporation or limited
595 liability company] an entity not organized under the laws of this state,
596 the address of the principal office thereof in this state. In each case, the
597 address shall include the street number or other particular designation.
598 All subsequent written appointments filed with the Secretary of the
599 State shall be signed by a member of the foreign limited liability
600 company and, if other than the Secretary of the State, by the statutory
601 agent therein appointed.

602 (e) If an agent dies, dissolves, removes from the state or resigns, the
603 foreign limited liability company shall forthwith appoint another agent
604 upon whom process may be served. If such agent changes his or its

605 address within the state from that appearing upon the records in the
606 office of the Secretary of the State, the foreign limited liability company
607 or agent shall forthwith file with the Secretary of the State notice of the
608 new address. Such agent may resign by filing with the Secretary of the
609 State a signed statement in duplicate to that effect. The Secretary of the
610 State shall forthwith file one copy and mail the other copy of such
611 statement, together with notice that as a result of the failure to comply
612 with this section, the authority to transact business in this state of such
613 foreign limited liability company shall be deemed to have been
614 revoked, by certified mail, to the foreign limited liability company at
615 the office designated in the application for registration filed pursuant
616 to section 34-223. Upon the expiration of one hundred twenty days
617 after the mailing of such notice, the resignation shall be effective and
618 the authority of the foreign limited liability company to transact
619 business in this state shall be revoked unless a new agent has been
620 appointed as provided in this section within such one-hundred-
621 twenty-day period. A foreign limited liability company may revoke
622 the appointment of an agent upon whom process may be served by
623 making a new appointment as provided in this section and any new
624 appointment so made revokes all appointments theretofore made.

625 (f) Whenever a foreign limited liability company fails to comply
626 with this section, the authority of such foreign limited liability
627 company shall be deemed to have been revoked.

628 Sec. 18. Section 34-229 of the general statutes is repealed and the
629 following is substituted in lieu thereof (*Effective October 1, 2004*):

630 (a) A foreign limited liability company registered to transact
631 business in this state shall file an annual report in the office of the
632 Secretary of the State which report shall be due upon the anniversary
633 of such foreign limited liability company's registration pursuant to
634 section 34-223.

635 (b) Such reporting requirement shall commence on and after
636 January 1, 1995, and continue annually thereafter.

637 (c) Each annual report shall set forth: (1) The name of the foreign
638 limited liability company and, if different, the name under which such
639 foreign limited liability company transacts business in this state; [and]
640 (2) the address of the office required to be maintained in the state or
641 other jurisdiction of the foreign limited liability company's
642 organization by the laws of that state or jurisdiction or, if not so
643 required, the address of its principal office; and (3) the name and
644 respective business and residence addresses of a manager or a member
645 of the foreign limited liability company, except that if good cause is
646 shown, the Secretary of the State may accept a business address in lieu
647 of the business and residence addresses of such manager or member.
648 For the purposes of this subsection and subsection (d) of this section, a
649 showing of good cause shall include, but not be limited to, a showing
650 that public disclosure of the residence address of the manager or
651 member of the foreign limited liability company may expose the
652 personal security of such manager or member to significant risk.

653 (d) If the manager or member named in a foreign limited liability
654 company's most current annual report pursuant to subsection (c) of
655 this section is replaced for such purpose by another manager or
656 member after the foreign limited liability company has filed such
657 annual report, but not later than thirty days preceding the month
658 during which the foreign limited liability company's next annual
659 report becomes due, the foreign limited liability company shall file
660 with the Secretary of the State an interim notice of change of manager
661 or member that sets forth: (1) The name of the foreign limited liability
662 company; and (2) the name, title and respective business and residence
663 addresses of the new manager or member and the name and title of the
664 former manager or member, except that if good cause is shown, the
665 Secretary of the State may accept a business address in lieu of the
666 business and residence addresses of the new manager or member. Any
667 such change of manager or member that occurs within the thirty-day
668 period preceding the month during which the foreign limited liability
669 company's next annual report becomes due shall be reflected in such
670 next annual report.

671 [(d)] (e) Each annual report shall be executed in accordance with
672 section 34-109 and be accompanied by the filing fee established in
673 section 34-112, as amended by this act. The Secretary of the State shall
674 mail to each foreign limited liability company at its principal office as
675 shown on his records a form prescribed by him for the annual report,
676 but failure to receive such form shall not relieve a foreign limited
677 liability company of the requirement of filing the report as provided in
678 this section.

679 Sec. 19. Subsection (b) of section 34-406 of the general statutes is
680 repealed and the following is substituted in lieu thereof (*Effective*
681 *October 1, 2004*):

682 (b) The name of a registered limited liability partnership or foreign
683 registered limited liability partnership shall be such as to distinguish it
684 upon the records of the Secretary of the State from: (1) The name of
685 any registered limited liability partnership, limited partnership,
686 limited liability company or corporation existing under the laws of this
687 state; (2) the name of any foreign registered limited liability
688 partnership, foreign limited partnership, foreign limited liability
689 company or foreign corporation authorized to transact business in this
690 state; [or] (3) any name reserved under section 34-407 or reserved or
691 registered under section 33-656, 33-657, 33-1045, as amended by this
692 act, 33-1046, 33-1047, 34-13, as amended by this act, 34-13a or 34-103;
693 [or subsection (a) of section 34-13] or (4) the name of any other entity
694 whose name is carried upon the records of the Secretary of the State as
695 organized or authorized to transact business or conduct affairs in this
696 state.

697 Sec. 20. Section 34-408 of the general statutes is repealed and the
698 following is substituted in lieu thereof (*Effective October 1, 2004*):

699 (a) Each registered limited liability partnership which does not have
700 its principal office in this state and each foreign registered limited
701 liability partnership shall have and maintain a statutory agent for
702 service in this state as provided in this section. A statutory agent for

703 service shall be: [either:] (1) A natural person who is a resident of this
704 state; (2) a domestic corporation; [, domestic limited liability company
705 or domestic registered limited liability partnership; or (3) any
706 corporation, limited liability company or limited liability partnership
707 not organized under the laws of this state which may legally transact
708 business or conduct affairs in this state] (3) a corporation not organized
709 under the laws of this state and which has procured a certificate of
710 authority to transact business or conduct its affairs in this state; (4) a
711 domestic limited liability company; (5) a limited liability company not
712 organized under the laws of this state and which has procured a
713 certificate of registration to transact business or conduct its affairs in
714 this state; (6) a domestic registered limited liability partnership; (7) a
715 foreign registered limited liability partnership which has procured a
716 certificate of authority to transact business or conduct its affairs in this
717 state; (8) a domestic statutory trust; or (9) a statutory trust not
718 organized under the laws of this state and which has procured a
719 certificate of registration to transact business or conduct its affairs in
720 this state.

721 (b) A registered limited liability partnership which does not have its
722 principal office in this state or a foreign registered limited liability
723 partnership shall appoint a statutory agent for service by filing with
724 the Secretary of the State a written appointment in such form as the
725 Secretary of the State shall prescribe setting forth: (1) The name of the
726 registered limited liability partnership or the foreign registered limited
727 liability partnership; (2) the name of the statutory agent for service;
728 and (3) if the statutory agent is a natural person, the business and
729 residence [address] addresses thereof; if the statutory agent is [a
730 domestic corporation, limited liability company or registered limited
731 liability partnership] an entity organized under the laws of this state,
732 the address of the principal office thereof; if the statutory agent is [a
733 corporation, limited liability company or registered limited liability
734 partnership] an entity not organized under the laws of this state, the
735 address of the principal office thereof in this state, if any. In each case,
736 the address shall include the street and number or other particular

737 designation. Each written appointment shall also be signed by the
738 statutory agent for service therein appointed.

739 Sec. 21. Section 34-507 of the general statutes is repealed and the
740 following is substituted in lieu thereof (*Effective October 1, 2004*):

741 (a) Each statutory trust shall have and maintain a statutory agent for
742 service in this state, as provided in this section. A statutory agent for
743 service shall be: [either (1) a] (1) A natural person who is a resident of
744 this state; (2) a domestic corporation; [, a domestic limited liability
745 company or a domestic statutory trust; or (3) any corporation, limited
746 liability company or business trust not organized under the laws of
747 this state and which has procured a certificate of authority to transact
748 business or conduct affairs in this state] (3) a corporation not organized
749 under the laws of this state and which has procured a certificate of
750 authority to transact business or conduct its affairs in this state; (4) a
751 domestic limited liability company; (5) a limited liability company not
752 organized under the laws of this state and which has procured a
753 certificate of registration to transact business or conduct its affairs in
754 this state; (6) a domestic registered limited liability partnership; (7) a
755 registered limited liability partnership not organized under the laws of
756 this state and which has procured a certificate of authority to transact
757 business or conduct its affairs in this state; (8) a domestic statutory
758 trust; or (9) a foreign statutory trust which has procured a certificate of
759 registration to transact business or conduct its affairs in this state.

760 (b) A statutory trust's statutory agent for service shall be appointed
761 by filing with the Secretary of the State a written appointment in such
762 form as the Secretary of the State shall prescribe setting forth: (1) The
763 name of the statutory trust; (2) the name of the statutory agent for
764 service; and (3) if the statutory agent is a natural person, the business
765 and residence addresses thereof; if the statutory agent is [a
766 corporation, limited liability company or business trust] an entity
767 organized under the laws of this state, the address of the principal
768 office thereof; if the statutory agent is an entity not organized under
769 the laws of this state, the address of the principal office thereof in this

770 state, if any. In each case, the address shall include the street and
771 number or other particular designation. Each written appointment
772 shall also be signed by the statutory agent for service therein
773 appointed.

774 (c) If a statutory agent for service dies, dissolves, removes from the
775 state or resigns, the statutory trust shall forthwith appoint another
776 statutory agent for service. If the statutory agent for service changes
777 his or its address within the state from that appearing upon the record
778 in the office of the Secretary of the State, the statutory trust shall
779 forthwith file with the Secretary of the State notice of the new address.
780 A statutory agent for service may resign by filing with the Secretary of
781 the State a signed statement in duplicate to that effect. The Secretary of
782 the State shall forthwith file one copy and mail the other copy of the
783 statement to the statutory trust at its principal office. Upon expiration
784 of thirty days after such filing, the resignation shall be effective and the
785 authority of such statutory agent for service shall terminate. The
786 Secretary of the State shall be the statutory agent for service during
787 such periods of time when the statutory trust has no other statutory
788 agent for service in this state. A statutory trust may revoke the
789 appointment of a statutory agent for service by making a new
790 appointment as provided in this section and any new appointment so
791 made shall revoke all appointments theretofore made.

792 Sec. 22. Section 34-532 of the general statutes is repealed and the
793 following is substituted in lieu thereof (*Effective October 1, 2004*):

794 (a) Each foreign statutory trust shall, before transacting business in
795 this state, appoint in writing an agent upon whom all process, in any
796 action or proceeding against it, may be served, and by such
797 appointment the foreign statutory trust shall agree that any process
798 against it which is served on such agent shall be of the same legal force
799 and validity as if served on the foreign statutory trust in this state.

800 (b) A foreign statutory trust's agent for service upon whom process
801 may be served shall be: (1) [the] The Secretary of the State and his

802 successors in office; [] (2) a natural person who is a resident of this
803 state; [] (3) a domestic corporation; [or limited liability company
804 organized under the laws of this state, (4) any] (4) a corporation not
805 organized under the laws of this state which has procured a certificate
806 of authority to transact business or conduct its affairs in this state; [or
807 (5) any] (5) a domestic limited liability company; (6) a limited liability
808 company not organized under the laws of this state which has
809 procured a certificate of registration to transact business or conduct its
810 affairs in this state; (7) a domestic registered limited liability
811 partnership; (8) a registered limited liability partnership not organized
812 under the laws of this state and which has procured a certificate of
813 authority to transact business or conduct its affairs in this state; (9) a
814 domestic statutory trust; or (10) a foreign statutory trust which has
815 procured a certificate of registration to transact business or conduct its
816 affairs in this state.

817 (c) A foreign statutory trust's appointment of the Secretary of the
818 State and his successors in office as its initial agent upon whom
819 process may be served shall be included in the application for
820 registration as provided in section 34-531. A subsequent appointment
821 of the Secretary of the State and his successors in office as a foreign
822 statutory trust's agent upon whom process may be served shall be filed
823 in the office of the Secretary of the State in such form as the secretary
824 shall prescribe.

825 (d) A foreign statutory trust's appointment of a natural person [,
826 corporation or limited liability company] or an entity set forth in
827 subdivisions (2) to (10), inclusive, of subsection (b) of this section as its
828 initial agent upon whom process may be served shall be included in
829 the application for registration as provided in section 34-531. A foreign
830 statutory trust's subsequent appointment of [a natural person,
831 corporation or limited liability company] any such natural person or
832 entity as its agent upon whom process may be served shall be filed
833 with the Secretary of the State in such form as the secretary shall
834 prescribe setting forth: (1) The name of the foreign statutory trust; (2)
835 the name of such agent; (3) a statement of acceptance by the statutory

836 agent therein appointed; and (4) if such agent is a natural person, [his]
837 the business and residence [address] addresses thereof; if such agent is
838 [a corporation or limited liability company] an entity organized under
839 the laws of this state, the address of the principal office thereof; if such
840 agent is [a corporation or limited liability company] an entity not
841 organized under the laws of this state, the address of the principal
842 office thereof in this state. In each case, the address shall include the
843 street and number or other particular designation. All subsequent
844 written appointments filed with the Secretary of the State shall be
845 signed by a trustee of the foreign statutory trust and, if other than the
846 Secretary of the State, by the statutory agent therein appointed.

847 (e) If an agent dies, dissolves, removes from the state or resigns, the
848 foreign statutory trust shall forthwith appoint another agent upon
849 whom process may be served. If such agent changes his or its address
850 within the state from that appearing upon the records in the office of
851 the Secretary of the State, the foreign statutory trust or agent shall
852 forthwith file with the Secretary of the State a signed statement in
853 duplicate to that effect. The Secretary of the State shall forthwith file
854 one copy and mail the other copy of such statement, together with
855 notice that as a result of the failure to comply with this section, the
856 authority to transact business in this state of such foreign statutory
857 trust shall be deemed to have been revoked, by certified mail, to the
858 foreign statutory trust at the office designated in the application for
859 registration filed pursuant to section 34-531. Upon the expiration of
860 one hundred twenty days after the mailing of such notice, the
861 resignation shall be effective and the authority of the foreign statutory
862 trust to transact business in this state shall be revoked unless a new
863 agent has been appointed as provided in this section within such one-
864 hundred-twenty-day period. A foreign statutory trust may revoke the
865 appointment of an agent upon whom process may be served by
866 making a new appointment as provided in this section and any new
867 appointment so made revokes all appointments theretofore made.

868 (f) Whenever a foreign statutory trust fails to comply with this
869 section, the authority of such foreign statutory trust shall be deemed to

870 have been revoked.

871 Sec. 23. Subsection (a) of section 49-55a of the general statutes is
872 repealed and the following is substituted in lieu thereof (*Effective*
873 *October 1, 2004*):

874 (a) Upon the possession of the vessel by a lienor, he shall cause a
875 notice of a vessel lien, in [quadruplicate] duplicate, to be filed on a
876 form provided by the Secretary of the State with the office of [said] the
877 secretary on which he shall also indicate the date and place of the sale
878 of the vessel, which date of sale shall be at least sixty days next
879 succeeding the filing of the notice. The lienor shall, within seven days
880 of the filing, send by certified mail a copy of [this] such notice to the
881 person indicated as the owner of the vessel, and to anyone who has
882 filed with the Secretary of the State claiming a legal or equitable
883 interest in the vessel. The fees for [this] such notice and procedure shall
884 be set by the Secretary of the State.

885 Sec. 24. Subsection (a) of section 49-92h of the general statutes is
886 repealed and the following is substituted in lieu thereof (*Effective*
887 *October 1, 2004*):

888 (a) Upon the possession of the aircraft by a lienor, he shall cause a
889 notice of an aircraft lien, in [quadruplicate] duplicate, to be filed on a
890 form provided by the Secretary of the State with the office of [said] the
891 secretary on which he shall also indicate the date and place of the sale
892 of the aircraft, which date of sale shall be at least sixty days next
893 succeeding the filing of the notice. The lienor shall, within seven days
894 of the filing, send by certified mail a copy of [this] such notice to the
895 person indicated as the owner of the aircraft, and to anyone who has
896 filed with the Secretary of the State claiming a legal or equitable
897 interest in the aircraft. The fees for [this] such notice and procedure
898 shall be set by the [secretary of the state] Secretary of the State.

899 Sec. 25. Section 52-59b of the general statutes is repealed and the
900 following is substituted in lieu thereof (*Effective from passage*):

901 (a) As to a cause of action arising from any of the acts enumerated in
902 this section, a court may exercise personal jurisdiction over any
903 nonresident individual, foreign partnership or foreign voluntary
904 association, or over the executor or administrator of such nonresident
905 individual, [or] foreign partnership or foreign voluntary association,
906 who in person or through an agent: (1) Transacts any business within
907 the state; (2) commits a tortious act within the state, except as to a
908 cause of action for defamation of character arising from the act; (3)
909 commits a tortious act outside the state causing injury to person or
910 property within the state, except as to a cause of action for defamation
911 of character arising from the act, if such person or agent (A) regularly
912 does or solicits business, or engages in any other persistent course of
913 conduct, or derives substantial revenue from goods used or consumed
914 or services rendered, in the state, or (B) expects or should reasonably
915 expect the act to have consequences in the state and derives substantial
916 revenue from interstate or international commerce; (4) owns, uses or
917 possesses any real property situated within the state; or (5) uses a
918 computer, as defined in subdivision (1) of subsection (a) of section 53-
919 451, or a computer network, as defined in subdivision (3) of subsection
920 (a) of said section, located within the state.

921 (b) Where personal jurisdiction is based solely upon this section, an
922 appearance does not confer personal jurisdiction with respect to causes
923 of action not arising from an act enumerated in this section.

924 (c) Any nonresident individual, foreign partnership or foreign
925 voluntary association, or the executor or administrator of such
926 nonresident individual, [or] foreign partnership or foreign voluntary
927 association, over whom a court may exercise personal jurisdiction, as
928 provided in subsection (a) of this section, shall be deemed to have
929 appointed the Secretary of the State as its attorney and to have agreed
930 that any process in any civil action brought against the nonresident
931 individual, [or] foreign partnership or foreign voluntary association, or
932 the executor or administrator of such nonresident individual, [or]
933 foreign partnership or foreign voluntary association, may be served
934 upon the Secretary of the State and shall have the same validity as if

935 served upon the nonresident individual, [or] foreign partnership or
936 foreign voluntary association personally. The process shall be served
937 by the officer to whom the same is directed upon the Secretary of the
938 State by leaving with or at the office of the Secretary of the State, at
939 least twelve days before the return day of such process, a true and
940 attested copy thereof, and by sending to the defendant at the
941 defendant's last-known address, by registered or certified mail,
942 postage prepaid, return receipt requested, a like true and attested copy
943 with an endorsement thereon of the service upon the Secretary of the
944 State. The officer serving such process upon the Secretary of the State
945 shall leave with the Secretary of the State, at the time of service, a fee of
946 twenty-five dollars, which fee shall be taxed in favor of the plaintiff in
947 the plaintiff's costs if the plaintiff prevails in any such action. The
948 Secretary of the State shall keep a record of each such process and the
949 day and hour of service.

950 Sec. 26. Section 2 of number 119 of the special acts of 1893 is
951 amended to read as follows (*Effective from passage and applicable to the*
952 *corporation's objects, purposes and activities whether carried on before, on or*
953 *after the effective date of this section*):

954 [The object for which this corporation is created is to establish and
955 maintain an asylum, infirmary, hospital, and home for the aged,
956 imbecile, crippled, and indigent members of the Independent Order of
957 Odd Fellows holding membership therein, and their wives, widows,
958 and orphan children, and to raise an endowment or fund by
959 contributions, voluntary tax on the members of the order, donations,
960 devises, and bequests, the income, rents, and profits of which shall be
961 applied to the support and maintenance of said home.] This
962 corporation is organized and shall be operated exclusively for
963 charitable and educational purposes within the meaning of Section
964 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any
965 corresponding provision of any internal revenue law, to meet the
966 needs of elderly, disabled and/or infirm persons for housing, health
967 care and financial security and/or to provide day care services to
968 children and/or adults, and in furtherance of the foregoing purposes

969 and subject to the limitations of the Certificate of Incorporation of this
970 corporation, to engage in any lawful act or activity for which
971 corporations may be formed under the Connecticut Revised Nonstock
972 Corporation Act, chapter 602 of the Connecticut General Statutes, as
973 revised or replaced from time to time.

974 Sec. 27. The preamble to the resolution incorporating Bacon
975 Academy in 1803 contained in Volumes I and II, Title I, Academies, of
976 the Resolves and Private Laws of the State of Connecticut from the
977 year 1789 to the year 1836 is amended to read as follows (*Effective from*
978 *passage*):

979 Upon petition of Roger Bulkley and others, [shewing] showing that
980 Pierpont Bacon, by his last Will and testatment, bequeathed the
981 principal part of his estate to the first Society in Colchester, for the
982 support of Schools therein.

983 *Resolved by this Assembly,* That [all persons by law capable of voting
984 in school society meetings and living within the present limits of the
985 first school society in Colchester, be and they are] there is hereby
986 constituted, ordained and declared to be, from time to time, forever
987 hereafter, one body corporate and politic in fact and in name, by the
988 name of "*The Trustees and Proprietors of Bacon Academy,*" and by that
989 name [they and their successors] said corporation shall and may have
990 forever hereafter perpetual succession, and [are] it is hereby made
991 capable in law to have, purchase, receive and hold to [them] it and
992 [their] its successors, lands, tenements, hereditaments, rents, moneys,
993 goods, chattels and effects of what kind or quality soever, [to any
994 amount not exceeding one hundred thousand dollars in the whole,]
995 including [their] its present fund, and the same to sell, grant, alien,
996 dispose of, or manage in any manner consistent with the true intent
997 and meaning of the donors or grantors thereof --- to sue and be sued,
998 plead and be impleaded, defend and be defended in all or any court ---
999 to have a common seal, and the same to break and renew at pleasure --
1000 - to make and execute such by-laws and regulations as [they] its
1001 trustees shall deem expedient for the governing and well ordering the

1002 concerns of said corporation, and not contrary to laws of this State [;
1003 and to nominate trustees, and to remove them from office and to
1004 choose such other officers as they may deem necessary; and the first
1005 meeting of said corporation shall be holden at the Meeting house in
1006 said society at such time as the said Roger Bulkley and Daniel Watrous
1007 shall, by warrant under their hands appoint, and notice thereof shall be
1008 given in the same manner as the meetings of said school society are
1009 now usually warned; and a meeting of said corporation shall be
1010 holden on the last Monday in April annually, and all future meetings
1011 may be warned in such manner as said corporation shall direct] --- and
1012 to otherwise conduct those activities that may be conducted by a
1013 corporation organized pursuant to the Connecticut Revised Nonstock
1014 Corporation Act, or any successor thereto, that is exempt from federal
1015 income taxation as an organization described in section 501(c)(3) of the
1016 Internal Revenue Code of 1986, as amended, or any successor thereto.
1017 And be it further resolved, that said corporation shall proceed and be
1018 regulated by the principles contained in the following articles, viz:---

1019 Sec. 28. Article 1 of the resolution incorporating Bacon Academy in
1020 1803 contained in Volumes I and II, Title I, Academies, of the Resolves
1021 and Private Laws of the State of Connecticut from the year 1789 to the
1022 year 1836 is amended to read as follows (*Effective from passage*):

1023 1. [There shall be established for ever hereafter in the first society of
1024 Colchester, a school by the name of Bacon Academy, for the instruction
1025 of youth in reading and writing English, in arithmetic, mathematics,
1026 the languages, and other branches of learning, and shall include a
1027 common school, and a school of a higher order to be opened and kept
1028 in the building erected for that purpose, near the Meeting house,
1029 unless other buildings shall be erected for the accommodation of said
1030 school. The common school shall have preference for support from the
1031 funds of said corporation, and the school of a higher order shall be
1032 supported by the surplus proceeds of said funds, and by such other
1033 interest and incomes as may in any way accrue to said Academy,
1034 without diminishing the principal of said funds] The Trustees and
1035 Proprietors of Bacon Academy shall be operated exclusively for

1036 charitable purposes for the benefit of the citizens of the Town of
1037 Colchester, Connecticut, including the promotion of education and the
1038 support of the Bacon Academy, lessening the burdens of government
1039 and the preservation of historic buildings.

1040 Sec. 29. Article 2 of the resolution incorporating Bacon Academy in
1041 1803 contained in Volumes I and II, Title I, Academies, of the Resolves
1042 and Private Laws of the State of Connecticut from the year 1789 to the
1043 year 1836 is amended to read as follows (*Effective from passage*):

1044 2. The whole management and superintendence of [said] The
1045 Trustees and Proprietors of Bacon Academy [, at all times from and
1046 after the first Tuesday in July next,] shall be vested in a self-
1047 perpetuating Board of [twelve] not less than six nor more than
1048 eighteen Trustees, [seven of whom, and no more, shall be members of
1049 said corporation, and resident in said society, at the time of their
1050 appointment to said trust, and shall be styled the Trustees of Bacon
1051 Academy,] and by virtue of their office they and their successors shall
1052 be fully seized and possessed in right of and in trust for said
1053 corporation of all the real and personal estate, interest and revenues of
1054 said corporation, to use and improve the same for the greatest benefit
1055 of [said Academy] the exempt purposes of said corporation and for no
1056 other purpose.

1057 Sec. 30. Article 5 of the resolution incorporating Bacon Academy in
1058 1803 contained in Volumes I and II, Title I, Academies, of the Resolves
1059 and Private Laws of the State of Connecticut from the year 1789 to the
1060 year 1836 is amended to read as follows (*Effective from passage*):

1061 [5] 3. The [trustees] Board of Trustees shall have power to [hold and
1062 use the seal of said corporation, and in the name of said corporation
1063 may at their discretion, institute and defend in all suits or actions
1064 involving the interest of said corporation, and may submit any matter
1065 of dispute or controversy concerning their rights or interest to the
1066 award of arbitrators, and shall have the general power of securing,
1067 receiving and paying out the income or revenues of said corporation,

1068 and of conducting and managing the whole affairs and business of
1069 said Academy, not otherwise in this resolve provided for, in such
1070 manner as they shall judge most conducive to its prosperity and the
1071 design of their trust; and any three of said trustees resident in said
1072 society and selected and appointed for that purpose by said
1073 corporation, at their annual meeting or at any other legal meeting
1074 warned for that purpose, shall be the committee of the inhabitants of
1075 said society to loan the moneys belonging to said fund as directed in
1076 said last will and testament. And the said trustees and said committee
1077 shall annually report to said corporation the expenditures of the
1078 preceding year and of the state of their funds, and shall receive no
1079 emolument for their services except for actual expenses and time spent
1080 in taking care of said estate] manage and conduct the property and
1081 affairs of The Trustees and Proprietors of Bacon Academy pursuant to
1082 the bylaws of said corporation and shall be entitled to the full benefit
1083 of the limitations on personal liability and the right to obligatory
1084 indemnification permitted under section 33-1026 of the Connecticut
1085 General Statutes, or any successor thereto.

1086 Sec. 31. (*Effective from passage*) Articles 3, 4, 6 and 7 of the resolution
1087 incorporating Bacon Academy in 1803 contained in Volumes I and II,
1088 Title I, Academies, of the Resolves and Private Laws of the State of
1089 Connecticut from the year 1789 to the year 1836 are repealed.

1090 Sec. 32. (*Effective from passage*) The May 1827 alteration to the
1091 resolution incorporating Bacon Academy in 1803 contained in
1092 Volumes I and II, Title I, Academies, of the Resolves and Private Laws
1093 of the State of Connecticut from the year 1789 to the year 1836 is
1094 repealed.

1095 Sec. 33. (*Effective from passage*) The resolution changing the time of
1096 holding the annual meeting of the corporation of Bacon Academy
1097 contained in Volume IV of the Resolves and Private Laws of the State
1098 of Connecticut from the year 1836 to the year 1857 is repealed.

1099 Sec. 34. (*Effective from passage*) Number 298 of the Special Acts and

1100 Resolutions of 1893 is repealed.

1101 Sec. 35. Subdivision (7) of section 12-81 of the general statutes, as
1102 amended by section 1 of public act 03-270, is repealed and the
1103 following is substituted in lieu thereof (*Effective October 1, 2002, and*
1104 *applicable to assessment years commencing on or after October 1, 2002*):

1105 (7) Subject to the provisions of sections 12-87 and 12-88, the real
1106 property of, or held in trust for, a corporation organized exclusively for
1107 scientific, educational, literary, historical or charitable purposes or for
1108 two or more such purposes and used exclusively for carrying out one
1109 or more of such purposes and the personal property of, or held in trust
1110 for, any such corporation, provided (A) any officer, member or
1111 employee thereof does not receive or at any future time shall not
1112 receive any pecuniary profit from the operations thereof, except
1113 reasonable compensation for services in effecting one or more of such
1114 purposes or as proper beneficiary of its strictly charitable purposes,
1115 and (B) in 1965, and quadrennially thereafter, a statement shall be filed
1116 on or before the first day of November with the assessor or board of
1117 assessors of any town, consolidated town and city or consolidated
1118 town and borough, in which any of its property claimed to be exempt
1119 is situated. Such statement shall be filed on a form provided by such
1120 assessor or board of assessors. On and after July 1, 1967, housing
1121 subsidized, in whole or in part, by federal, state or local government
1122 and housing for persons or families of low and moderate income shall
1123 not constitute a charitable purpose under this section. As used in this
1124 subdivision, "housing" shall not include real property used for
1125 temporary housing belonging to, or held in trust for, any corporation
1126 organized exclusively for charitable purposes and exempt from
1127 taxation for federal income tax purposes, the primary use of which
1128 property is one or more of the following: (i) An orphanage; (ii) [A] a
1129 drug or alcohol treatment or rehabilitation facility; (iii) [Housing]
1130 housing for homeless, retarded or mentally or physically handicapped
1131 individuals, or for battered or abused women and children; (iv)
1132 [Housing] housing for ex-offenders or for individuals participating in a
1133 program sponsored by the state Department of Correction or judicial

1134 branch; and (v) [Short-term] short-term housing operated by a
 1135 charitable organization where the average length of stay is less than six
 1136 months. The operation of such housing, including the receipt of any
 1137 rental payments, by such charitable organization shall be deemed to be
 1138 an exclusively charitable purpose.

This act shall take effect as follows:	
Section 1	<i>October 1, 2004</i>
Sec. 2	<i>October 1, 2004</i>
Sec. 3	<i>October 1, 2004</i>
Sec. 4	<i>October 1, 2004</i>
Sec. 5	<i>October 1, 2004</i>
Sec. 6	<i>October 1, 2004</i>
Sec. 7	<i>October 1, 2004</i>
Sec. 8	<i>October 1, 2004</i>
Sec. 9	<i>October 1, 2004</i>
Sec. 10	<i>October 1, 2004</i>
Sec. 11	<i>October 1, 2004</i>
Sec. 12	<i>October 1, 2004</i>
Sec. 13	<i>October 1, 2004</i>
Sec. 14	<i>October 1, 2004</i>
Sec. 15	<i>October 1, 2004</i>
Sec. 16	<i>October 1, 2004</i>
Sec. 17	<i>October 1, 2004</i>
Sec. 18	<i>October 1, 2004</i>
Sec. 19	<i>October 1, 2004</i>
Sec. 20	<i>October 1, 2004</i>
Sec. 21	<i>October 1, 2004</i>
Sec. 22	<i>October 1, 2004</i>
Sec. 23	<i>October 1, 2004</i>
Sec. 24	<i>October 1, 2004</i>
Sec. 25	<i>from passage</i>
Sec. 26	<i>from passage and applicable to the corporation's objects, purposes and activities whether carried on before, on or after the effective date of this section</i>
Sec. 27	<i>from passage</i>
Sec. 28	<i>from passage</i>
Sec. 29	<i>from passage</i>
Sec. 30	<i>from passage</i>

Sec. 31	<i>from passage</i>
Sec. 32	<i>from passage</i>
Sec. 33	<i>from passage</i>
Sec. 34	<i>from passage</i>
Sec. 35	<i>October 1, 2002, and applicable to assessment years commencing on or after October 1, 2002</i>

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:

OFA Fiscal Note

State Impact: None

Municipal Impact: None

Explanation

The bill, which makes numerous minor and technical changes to the statutes governing business organizations, will have no fiscal impact to the state.

House "A" makes changes to the charter of the Independent Order of Odd Fellows, which has no fiscal impact.

House "B" adds foreign voluntary associations to the list of entities that Connecticut courts can assert jurisdiction over if they engage in certain conduct, is effective from passage.

House "C" makes changes to the articles of incorporation for the Bacon Academy that enable the organization to apply for 501 © (3) nonprofit status under federal law. This has no fiscal impact because the organization, which was first incorporated in 1803, was granted an exemption from state taxation in 1925 by S.A. 25-108.

House "D" specifies that any rent tenants pay a charitable organization for short-term housing it operates is exclusively for charitable purposes, thus maintaining the housing's tax-exempt status. Current law exempts from tax liability short-term housing that a charitable organization operates, but it is silent on rental income. The provision has no fiscal impact.

OLR Bill Analysis

sHB 5625 (as amended by House "A," "B," "C," and "D")*

AN ACT CONCERNING REGISTERED AGENTS AND ANNUAL REPORTS OF STOCK AND NONSTOCK CORPORATIONS, THE NAMES OF BUSINESS ENTITIES REQUIRED TO FILE WITH THE SECRETARY OF THE STATE, THE FILING OF AIRCRAFT AND VESSEL LIENS, THE FILING OF CERTAIN NOTICES AND REPORTS BY LIMITED LIABILITY COMPANIES AND JURISDICTION OVER FOREIGN VOLUNTARY ASSOCIATIONS

SUMMARY:

The bill requires that the name of a domestic corporation, limited partnership, limited liability company (LLC), and domestic and foreign limited liability partnership (LLP) be distinguishable upon the records of the secretary of the state from the name of any other entity whose name is carried upon the secretary's records as organized or authorized to transact business or conduct affairs in this state. ("Domestic" refers to an entity that is organized under Connecticut law. "Foreign" refers to an entity that is organized under the laws of some other state.)

The bill expands the types of entities that can act as agents to receive process (legal papers, especially those that institute legal proceedings) for domestic and foreign stock and nonstock corporations, limited partnerships, LLCs, LLPs, and statutory trusts.

The bill requires an LLC to file an interim notice of change of manager or member if the manager or member named in its most current annual report is replaced after the LLC has filed its annual report, but not later than 30 days preceding the month during which its next annual report becomes due. The bill requires the notice to contain certain information.

By law, a vessel or aircraft lienor who gains possession of the vessel or aircraft must file of notice of lien with the secretary of the state. The bill requires that the lienor file two instead of four copies.

The bill adds foreign voluntary associations to the list of entities over which Connecticut courts can assert jurisdiction if they engage in certain conduct.

The bill specifies that any rent tenants pay a charitable organization for short-term housing it operates is exclusively for charitable purposes, thus maintaining the housing's property-tax-exempt status. Current law exempts from tax liability short-term housing that a charitable organization operates, but it is silent on rental income.

The bill amends the special act that established the Odd Fellows' Home of Connecticut by expanding its permissible purposes.

The bill amends several provisions of special acts concerning the Bacon Academy and the corporation known as The Trustees and Proprietors of Bacon Academy.

*House Amendment "A" changes the permissible purposes of the Odd Fellows' Home of Connecticut, a corporation established by special act.

*House Amendment "B" makes the provision concerning jurisdiction over foreign associations effective from passage instead of October 1, 2004.

*House Amendment "C" adds the provisions dealing with the Bacon Academy.

*House Amendment "D" adds the provision concerning the rent tenants pay a charitable institution.

EFFECTIVE DATE: October 1, 2004, except for the provision dealing with jurisdiction over foreign voluntary associations, which is effective upon passage.

AGENTS FOR SERVICE OF PROCESS

By law the following entities must have and a maintain an agent for service of process: domestic and foreign stock and nonstock corporations, limited partnerships, LLCs, LLPs, and statutory trusts. Under current law, they may select certain entities to act as agent but the selections are not uniform.

The bill allows each of them to also select the following to serve as their agent:

1. a domestic registered LLP,
2. a foreign registered LLP that has procured a certificate of authority to transact business or conduct its affairs in this state,
3. a domestic statutory trust, or
4. a foreign statutory trust that has procured a certificate of registration to transact business or conduct its affairs in this state.

In addition, the bill authorizes domestic and foreign stock and nonstock corporations, limited partnerships, LLCs, LLPs, and foreign statutory trusts to also appoint various other entities as statutory agent as specified below.

Stock Corporations

The bill requires that, to be selected as agent for service of process by a stock corporation, a foreign LLC must have procured a certificate of registration instead of a certificate of authority.

The bill requires that the appointment of a registered agent be in writing and signed by the registered agent who is appointed. If a natural person is appointed as the registered agent, the bill eliminates the requirement that the appointment include the agent's written consent to the appointment.

Foreign Stock Corporations

The bill allows the foreign corporation to select as agent for service of process:

1. a foreign corporation that has procured a certificate of authority to conduct its affairs in Connecticut,
2. a domestic LLC, or
3. a foreign LLC that has procured a certificate of registration to transact business or conduct its affairs in this state.

The bill requires that the appointment of a registered agent be in writing and signed by the registered agent that is appointed. If a natural person is appointed as the registered agent, the bill requires that the appointment include the residence address.

Domestic Nonstock Corporations

By law, each domestic nonstock corporation must continuously maintain in this state a registered office that may be the same as any of its places of business, and a registered agent at the registered office.

The bill requires that the appointment of a registered agent be in writing and signed by the registered agent that is appointed. It eliminates the requirement that, if a natural person is appointed as the registered agent, the appointment include the person's written consent to the appointment.

Foreign Nonstock Corporation

The bill allows a foreign nonstock corporation to also select as an agent for process:

1. a domestic LLC or
2. a foreign LLC that has procured a certificate of registration to transact business or conduct its affairs in this state.

The bill requires the appointment of the registered agent to be in writing and to be signed by the registered agent. If a natural person is appointed as the registered agent, the appointment must include the agent's residence.

Limited Partnerships

The bill also allows the limited partnership to select as an agent for service of process:

1. a foreign corporation that has procured a certificate of authority to or conduct its affairs in this state,
2. a domestic LLC, or
3. a foreign LLC that has procured a certificate of registration to transact business or conduct its affairs in this state.

Foreign Limited Partnerships

The bill authorizes the foreign limited partnership to also appoint as agent for service of process:

1. a foreign corporation that has procured a certificate of authority to or conduct its affairs,
2. a domestic LLC, or
3. a foreign LLC that has procured a certificate of registration to transact business or conduct its affairs in this state.

Domestic LLC

The bill authorizes an LLC to also appoint as agent for service of process:

1. a foreign corporation that has procured a certificate of authority to transact business or conduct its affairs in this state,
2. a domestic LLC, or
3. a foreign LLC that has procured a certificate of registration to transact business or conduct its affairs in this state.

Foreign LLC

The bill authorizes a foreign LLC to also appoint as agent for service of process a foreign corporation or LLC that has procured a certificate of authority to conduct its affairs in this state.

Limited Liability Partnership

The bill allows an LLP to also appoint as agent for service of process a domestic statutory trust or a foreign statutory trust that has procured a certificate of registration to transact business or conduct its affairs in this state.

Foreign Statutory Trust

By law, each foreign statutory trust must, before transacting business in this state, appoint in writing an agent upon whom all process, in any action or proceeding against it, may be served.

The bill also authorizes a foreign statutory trust to select as agent for service of process:

1. a foreign corporation that has procured a certificate of authority to or conduct its affairs in this state or

2. a foreign LLC that has procured a certificate of registration conduct its affairs in this state.

LLC ANNUAL REPORTS-CHANGE OF MANAGERS

By law, each domestic and foreign LLC must file an annual report with the secretary of state that includes certain information. The bill requires the LLC to file an interim notice of change of manager or member if the manager or member named in its most current annual report is replaced after the LLC has filed its annual report, but not later than 30 days before the month during which its next annual report becomes due.

The bill requires the interim notice to specify (1) the LLC's name and (2) the name, title and business and residence addresses of the new manager or member and the name and title of the former manager or member. But, if good cause is shown, the secretary of the state may accept a business address instead of the business and residence addresses of the new manager or member. Any such change of manager or member that occurs within the 30-day period preceding the month during which the LLC's next annual report becomes due must be reflected in the next annual report.

FOREIGN LLC-ANNUAL REPORT-ADDRESSES

A foreign LLC registered to transact business in this state must file an annual report in the office of the secretary of the state. It must specify certain information. The bill requires that it also include the name and business and residence addresses of a manager or a member of the foreign LLC. But, if good cause is shown, the bill allows the secretary of the state to accept a business address instead of the business and residence addresses of the manager or member.

The bill specifies that good cause includes a showing that public disclosure of their residence address may expose their personal security to a significant risk.

FOREIGN VOLUNTARY ASSOCIATION

The bill allows Connecticut courts to exercise personal jurisdiction over any foreign voluntary association that, in person or through an agent:

1. transacts any business within the state;
2. commits a tortious act within the state, except as to a cause of action for defamation of character arising from the act;
3. commits a tortious act outside the state causing injury to person or property within the state, except as to a cause of action for defamation of character arising from the act, if the person or agent (a) regularly does or solicits business, or engages in any other persistent course of conduct, or derives substantial revenue from goods used or consumed or services rendered, in the state, or (b) expects or should reasonably expect the act to have consequences in the state and derives substantial revenue from interstate or international commerce;
4. owns, uses or possesses any real property situated within the state; or
5. uses a computer or a computer network located within the state.

The bill specifies that the foreign voluntary association is deemed to have appointed the secretary of the state as its attorney and to have agreed that any process in any civil action brought against it may be served upon the secretary of the state and has the same validity as if served upon the association.

RENT PAID TO CHRITABLE ORGANIZATIONS

The bill specifies that a property tax exemption applies to temporary housing owned by, or held in trust for, a federally tax-exempt, exclusively charitable organization and used primarily as one or more of the following:

1. an orphanage;
2. a drug or alcohol treatment or rehabilitation facility;
3. housing for homeless, retarded, or handicapped people or battered or abused women and children;
4. housing for ex-offenders or participants in Judicial Branch- or Department of Correction-sponsored programs; or
5. short-term housing where the average stay is less than six months.

The bill specifies that any rent tenants pay a charitable organization for this short-term housing it operates is exclusively for charitable purposes, thus maintaining the housing's tax-exempt status.

BACKGROUND***Related Legislation***

sSB 5383 (File 529) also specifies that any rent tenants pay a charitable organization for short-term housing it operates is exclusively for charitable purposes, thus maintaining the housing's tax-exempt status.

Related Case

The Connecticut Supreme Court, in a case involving statutory construction, ruled that the charitable property tax exemption does not apply to housing owned by a charitable corporation, if the corporation collects rent from people living there (*The Fanny J. Crosby Memorial, Inc. v. City of Bridgeport*, 262 Conn. 213 (December 2002)).

COMMITTEE ACTION

Judiciary Committee

Joint Favorable Substitute

Yea 42 Nay 0