



# House of Representatives

General Assembly

**File No. 725**

January Session, 2009

Substitute House Bill No. 6644

*House of Representatives, April 20, 2009*

The Committee on Judiciary reported through REP. LAWLOR of the 99th Dist., Chairperson of the Committee on the part of the House, that the substitute bill ought to pass.

## ***AN ACT CONCERNING BUSINESS ENTITY FILINGS.***

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

1 Section 1. Section 33-608 of the general statutes is repealed and the  
2 following is substituted in lieu thereof (*Effective January 1, 2010*):

3 (a) A document shall satisfy the requirements of this section, and of  
4 any other section that adds to or varies from these requirements, to be  
5 entitled to filing by the Secretary of the State.

6 (b) Sections 33-600 to 33-998, inclusive, as amended by this act, shall  
7 require or permit filing the document in the office of the Secretary of  
8 the State.

9 (c) The document shall contain the information required by sections  
10 33-600 to 33-998, inclusive, as amended by this act. It may contain  
11 other information as well.

12 (d) The document shall be typewritten or printed or, if electronically

13 transmitted, in a format that can be retrieved or reproduced in  
14 typewritten or printed form.

15 (e) The document shall be in the English language. A corporate  
16 name need not be in English if written in English letters or Arabic or  
17 Roman numerals, and the certificate of existence required of foreign  
18 corporations need not be in English if accompanied by a reasonably  
19 authenticated English translation.

20 (f) The document shall be executed: (1) By the chairman of the board  
21 of directors of a domestic or foreign corporation, by its president or by  
22 another of its officers; (2) if directors have not been selected or the  
23 corporation has not been formed, by an incorporator; or (3) if the  
24 corporation is in the hands of a receiver, trustee or other court-  
25 appointed fiduciary, by that fiduciary.

26 (g) The person executing the document shall sign it and state  
27 beneath or opposite such person's signature such person's name and  
28 the capacity in which such person signs. The document may but need  
29 not contain a corporate seal, attestation, acknowledgment or  
30 verification.

31 (h) If the Secretary of the State has prescribed a mandatory form for  
32 the document under section 33-609, the document shall be in or on the  
33 prescribed form.

34 (i) The document shall be delivered to the office of the Secretary of  
35 the State for filing. [Delivery may be made by electronic transmission if  
36 and to the extent permitted by the Secretary of the State.] If the  
37 document is filed in typewritten or printed form and not electronically  
38 transmitted, the Secretary of the State may require one exact or  
39 conformed copy to be delivered with the document, except as  
40 provided in sections 33-662 and 33-928.

41 (j) When the document is delivered to the office of the Secretary of  
42 the State for filing, the correct filing fee, and any franchise tax, license  
43 fee or penalty required to be paid therewith by sections 33-600 to 33-

44 998, inclusive, as amended by this act, or other law must be paid or  
45 provision for payment made in a manner permitted by the Secretary of  
46 the State.

47 (k) When any document is required or permitted to be filed or  
48 recorded as provided in sections 33-600 to 33-998, inclusive, as  
49 amended by this act, the Secretary of the State may, in the Secretary of  
50 the State's discretion, for good cause, permit a photostatic or other  
51 photographic copy of such document to be filed or recorded in lieu of  
52 the original instrument. Such filing or recording shall have the same  
53 force and effect as if the original instrument had been so filed or  
54 recorded.

55 (l) As used in this subsection, "filed document" means a document  
56 filed with the Secretary of the State under any provision of sections 33-  
57 600 to 33-998, inclusive, as amended by this act, except sections 33-920  
58 to 33-937, inclusive, as amended by this act, and section 33-953, as  
59 amended by this act, and "plan" means a plan of merger or share  
60 exchange. Whenever a provision of sections 33-600 to 33-998, inclusive,  
61 as amended by this act, permits any of the terms of a plan or filed  
62 document to be dependent on facts objectively ascertainable outside  
63 the plan or filed document, the following provisions apply:

64 (1) The manner in which the facts will operate upon the terms of the  
65 plan or filed document shall be set forth in the plan or filed document;

66 (2) The facts may include, but are not limited to (A) any of the  
67 following that is available in a nationally recognized news or  
68 information medium either in print or electronically: Statistical or  
69 market indices, market prices of any security or group of securities,  
70 interest rates, currency exchange rates, or similar economic or financial  
71 data, (B) a determination or action by any person or body, including  
72 the corporation or any other party to a plan or filed document, or (C)  
73 the terms of, or actions taken under, an agreement to which the  
74 corporation is a party, or any other agreement or document;

75 (3) The following provisions of a plan or filed document may not be

76 made dependent on facts outside the plan or filed document: (A) The  
77 name and address of any person required in a filed document; (B) the  
78 registered office of any entity required in a filed document; (C) the  
79 registered agent of any entity required in a filed document; (D) the  
80 number of authorized shares and designation of each class or series of  
81 shares; (E) the effective date of a filed document; and (F) any required  
82 statement in a filed document of the date on which the underlying  
83 transaction was approved or the manner in which such approval was  
84 given; and

85 (4) If a provision of a filed document is made dependent on a fact  
86 ascertainable outside of the filed document, and such fact is not  
87 ascertainable by reference to a source described in subparagraph (A) of  
88 subdivision (2) of this subsection or a document that is a matter of  
89 public record, or the affected shareholders have not received notice of  
90 the fact from the corporation, then the corporation shall file with the  
91 Secretary of the State a certificate of amendment setting forth the fact  
92 promptly after the time when the fact referred to is first ascertainable  
93 or thereafter changes. Certificates of amendment under this  
94 subdivision are deemed to be authorized by the authorization of the  
95 original plan or filed document to which they relate and may be filed  
96 by the corporation without further action by the board of directors or  
97 the shareholders.

98 (m) The Secretary of the State may require or permit the filing by  
99 electronic transmission or by employing new technology as it is  
100 developed of any document that is required by law or regulation  
101 under sections 33-600 to 33-998, inclusive, as amended by this act, to be  
102 filed with the Secretary of the State.

103 Sec. 2. Section 33-882 of the general statutes is repealed and the  
104 following is substituted in lieu thereof (*Effective January 1, 2010*):

105 (a) At any time after dissolution is authorized, the corporation may  
106 dissolve by delivering to the Secretary of the State for filing a certificate  
107 of dissolution setting forth: (1) The name of the corporation; (2) the  
108 date dissolution was authorized; and (3) if dissolution was approved

109 by the shareholders, a statement that the proposal to dissolve was duly  
110 approved by the shareholders in the manner required by sections 33-  
111 600 to 33-998, inclusive, as amended by this act, and by the certificate  
112 of incorporation.

113 (b) No corporation may file a certificate of dissolution under this  
114 section until it has filed all annual reports that are due as provided in  
115 sections 33-953 and 33-954, as amended by this act.

116 ~~[(b)]~~ (c) A corporation is dissolved upon the effective date of its  
117 certificate of dissolution.

118 ~~[(c)]~~ (d) For the purposes of sections 33-880 to 33-903, inclusive, as  
119 amended by this act, "dissolved corporation" means a corporation  
120 whose certificate of dissolution has become effective and includes a  
121 successor entity to which the remaining assets of the corporation are  
122 transferred subject to the corporation's liabilities for purposes of  
123 liquidation.

124 Sec. 3. Section 33-932 of the general statutes is repealed and the  
125 following is substituted in lieu thereof (*Effective January 1, 2010*):

126 (a) A foreign corporation authorized to transact business in this  
127 state may not withdraw from this state until it obtains a certificate of  
128 withdrawal from the Secretary of the State.

129 (b) A foreign corporation authorized to transact business in this  
130 state may apply for a certificate of withdrawal by delivering an  
131 application to the Secretary of the State for filing. The application shall  
132 set forth: (1) The name of the foreign corporation and the name of the  
133 state or country under whose law it is incorporated; (2) that it is not  
134 transacting business in this state and that it surrenders its authority to  
135 transact business in this state; (3) that it revokes the authority of its  
136 registered agent to accept service on its behalf and appoints the  
137 Secretary of the State and his successors in office as its agent for service  
138 of process in any proceeding based on a cause of action arising during  
139 the time it was authorized to transact business in this state; (4) a

140 mailing address to which the Secretary of the State may mail a copy of  
141 any process served on him under subdivision (3) of this subsection;  
142 and (5) a commitment to notify the Secretary of the State in the future  
143 of any change in its mailing address.

144 (c) No foreign corporation may obtain a certificate of withdrawal  
145 under this section until it has filed all annual reports that are due as  
146 provided in sections 33-953 and 33-954, as amended by this act.

147 ~~[(c)]~~ (d) After the withdrawal of the corporation is effective, service  
148 of process on the Secretary of the State as provided in section 33-929 is  
149 service on the foreign corporation.

150 Sec. 4. Section 33-953 of the general statutes is repealed and the  
151 following is substituted in lieu thereof (*Effective January 1, 2010*):

152 (a) Each domestic corporation, except banks, trust companies,  
153 insurance or surety companies, savings and loan associations and  
154 public service companies, as defined in section 16-1, and each foreign  
155 corporation authorized to transact business in this state, shall file an  
156 annual report with the Secretary of the State as prescribed in this  
157 section.

158 (b) The first annual report of a domestic corporation shall be filed  
159 within thirty days after its organization meeting. ~~[Subsequent]~~ On and  
160 after January 1, 2010, subsequent annual reports of such domestic  
161 corporation and annual reports of each foreign corporation authorized  
162 to transact business in this state shall be filed [at such times as may be  
163 provided by regulations adopted by the Secretary of the State in  
164 accordance with chapter 54, provided the Secretary of the State may  
165 require any corporation to file an annual report according to reporting  
166 schedules established by the secretary so as to effect staggered filing of  
167 all such reports] by electronic transmission on or after January first and  
168 prior to May first. Upon request of a corporation, the Secretary of the  
169 State may grant an exemption from the requirement to file an annual  
170 report by electronic transmission if the corporation does not have the  
171 capability to file by electronic transmission or make payment in an

172 authorized manner by electronic means or if other good cause is  
173 shown.

174 (c) Each annual report shall set forth as of a date which complies  
175 with subsection (d) of this section and which is specified in such  
176 report: (1) The name of the corporation; (2) the principal office of the  
177 corporation or, in the case of a foreign corporation (A) the address of  
178 the principal office of the foreign corporation in the state under the  
179 laws of which it is incorporated, (B) the address of the executive offices  
180 of the foreign corporation, and (C) the address of the principal office of  
181 the foreign corporation in this state, if any; and (3) the names and  
182 respective business and residence addresses of the directors and  
183 officers of the corporation, except that if good cause is shown, the  
184 Secretary of the State may accept business addresses in lieu of business  
185 and residence addresses of the directors and officers of the  
186 corporation. For the purposes of this subsection, a showing of good  
187 cause shall include, but not be limited to, a showing that public  
188 disclosure of the residence addresses of the corporation's directors and  
189 officers may expose the personal security of such directors and officers  
190 to significant risk.

191 (d) The date specified in the annual report pursuant to subsection  
192 (c) of this section shall (1) not be later than the date of filing the report,  
193 and (2) not be earlier than the latest date preceding the date of filing on  
194 which any change of circumstances occurred which would affect the  
195 statements of fact required in the report.

196 (e) Each annual report shall be accompanied by the required filing  
197 fee. The report shall be executed as set forth in section 33-608. The  
198 Secretary of the State shall [mail] deliver to each domestic corporation  
199 at its principal office or electronic mail address, as shown by his  
200 records, and to each foreign corporation authorized to transact  
201 business in this state at its executive offices or electronic mail address,  
202 as last shown by his records, [a form prescribed by him for the annual  
203 report] notice that the annual report is due, but failure to receive such  
204 [form] notice shall not relieve a corporation of the requirement of filing

205 the report as provided in this section.

206 Sec. 5. Section 33-954 of the general statutes is repealed and the  
207 following is substituted in lieu thereof (*Effective January 1, 2010*):

208 (a) Any corporation required to file annual reports as provided in  
209 section 33-953, as amended by this act, which fails to file its annual  
210 report on or before the due date thereof, shall be in default in respect  
211 thereof until the same is filed.

212 (b) The Secretary of the State shall not accept for filing a report from  
213 a corporation until any default for failure to file any prior report is  
214 cured. If the Secretary of the State finds that any annual report  
215 received from a corporation does not conform to law, he may return it  
216 to the corporation for correction. If the report is returned for correction  
217 and is not received by the Secretary of the State in corrected form on or  
218 before the due date thereof, the corporation shall be in default for  
219 failure to file its report. If the report is returned for failure to file any  
220 previous report and is not returned with any such previous report on  
221 or before the due date of the current report, the corporation shall be in  
222 default for failure to file two reports.

223 (c) On and after January 1, 2010, any corporation that fails to file its  
224 annual report on or before July first shall pay a late filing fee of one  
225 hundred dollars for each year or part thereof that it is in default for  
226 failure to file such report, which fee shall be in addition to the fee  
227 established in section 33-617 for filing the annual report. The Attorney  
228 General may remit, in whole or in part, such late filing fee when, in his  
229 opinion, it would be inequitable to enforce collection thereof.

230 Sec. 6. Section 33-1004 of the general statutes is repealed and the  
231 following is substituted in lieu thereof (*Effective January 1, 2010*):

232 (a) A document shall satisfy the requirements of this section, and of  
233 any other section that adds to or varies from these requirements, to be  
234 entitled to filing by the Secretary of the State.

235 (b) Sections 33-1000 to 33-1290, inclusive, as amended by this act,

236 shall require or permit filing the document in the office of the Secretary  
237 of the State.

238 (c) The document shall contain the information required by sections  
239 33-1000 to 33-1290, inclusive, as amended by this act. It may contain  
240 other information as well.

241 (d) The document shall be typewritten or printed or, if electronically  
242 transmitted, in a format that can be retrieved or reproduced in  
243 typewritten or printed form.

244 (e) The document shall be in the English language. A corporate  
245 name need not be in English if written in English letters or Arabic or  
246 Roman numerals, and the certificate of existence required of foreign  
247 corporations need not be in English if accompanied by a reasonably  
248 authenticated English translation.

249 (f) The document shall be executed: (1) By the chairman of the board  
250 of directors of a domestic or foreign corporation, by its president or by  
251 another of its officers; (2) if directors have not been selected or the  
252 corporation has not been formed, by an incorporator; or (3) if the  
253 corporation is in the hands of a receiver, trustee or other court-  
254 appointed fiduciary, by that fiduciary.

255 (g) The person executing the document shall sign it and state  
256 beneath or opposite such person's signature such person's name and  
257 the capacity in which such person signs. The document may but need  
258 not contain a corporate seal, attestation, acknowledgment or  
259 verification.

260 (h) If the Secretary of the State has prescribed a mandatory form for  
261 the document under section 33-1005, the document shall be in or on  
262 the prescribed form.

263 (i) The document shall be delivered to the office of the Secretary of  
264 the State for filing. [Delivery may be made by electronic transmission if  
265 and to the extent permitted by the Secretary of the State.] If the  
266 document is filed in typewritten or printed form and not electronically

267 transmitted, the Secretary of the State may require one exact or  
268 conformed copy to be delivered with the document, except as  
269 provided in sections 33-1052 and 33-1218.

270 (j) When the document is delivered to the office of the Secretary of  
271 the State for filing, the correct filing fee, and any franchise tax, license  
272 fee or penalty required to be paid therewith by sections 33-1000 to 33-  
273 1290, inclusive, as amended by this act, or other law, must be paid or  
274 provision for payment made in a manner permitted by the Secretary of  
275 the State.

276 (k) When any document is required or permitted to be filed or  
277 recorded as provided in sections 33-1000 to 33-1290, inclusive, as  
278 amended by this act, the Secretary of the State may, in the Secretary of  
279 the State's discretion, for good cause, permit a photostatic or other  
280 photographic copy of such document to be filed or recorded in lieu of  
281 the original instrument. Such filing or recording shall have the same  
282 force and effect as if the original instrument had been so filed or  
283 recorded.

284 (l) The Secretary of the State may require or permit the filing by  
285 electronic transmission or by employing new technology as it is  
286 developed of any document that is required by law or regulation  
287 under sections 33-1000 to 33-1290, inclusive, as amended by this act, to  
288 be filed with the Secretary of the State.

289 Sec. 7. Section 33-1172 of the general statutes is repealed and the  
290 following is substituted in lieu thereof (*Effective January 1, 2010*):

291 (a) At any time after dissolution is authorized, the corporation may  
292 dissolve by delivering to the Secretary of the State for filing a certificate  
293 of dissolution setting forth: (1) The name of the corporation; (2) the  
294 date dissolution was authorized; (3) if dissolution was approved by  
295 members, a statement that the proposal to dissolve was duly approved  
296 by the members in the manner required by sections 33-1000 to 33-1290,  
297 inclusive, as amended by this act, and by the certificate of  
298 incorporation; and (4) if dissolution was authorized by the board of

299 directors without member approval, a statement that the dissolution  
300 was duly approved by the board of directors and that member  
301 approval was not required.

302 (b) No corporation may file a certificate of dissolution under this  
303 section until it has filed all annual reports that are due as provided in  
304 sections 33-1243 and 33-1244, as amended by this act.

305 [(b)] (c) A corporation is dissolved upon the effective date of its  
306 certificate of dissolution.

307 [(c)] (d) For the purposes of sections 33-1170 to 33-1193, inclusive, as  
308 amended by this act, "dissolved corporation" means a corporation  
309 whose certificate of dissolution has become effective and includes a  
310 successor entity to which the remaining assets of the corporation are  
311 transferred subject to the corporation's liabilities for purposes of  
312 liquidation.

313 Sec. 8. Section 33-1222 of the general statutes is repealed and the  
314 following is substituted in lieu thereof (*Effective January 1, 2010*):

315 (a) A foreign corporation authorized to conduct affairs in this state  
316 may not withdraw from this state until it obtains a certificate of  
317 withdrawal from the Secretary of the State.

318 (b) A foreign corporation authorized to conduct affairs in this state  
319 may apply for a certificate of withdrawal by delivering an application  
320 to the Secretary of the State for filing. The application shall set forth: (1)  
321 The name of the foreign corporation and the name of the state or  
322 country under whose law it is incorporated; (2) that it is not  
323 conducting affairs in this state and that it surrenders its authority to  
324 conduct affairs in this state; (3) that it revokes the authority of its  
325 registered agent to accept service on its behalf and appoints the  
326 Secretary of the State and his successors in office as its agent for service  
327 of process in any proceeding based on a cause of action arising during  
328 the time it was authorized to conduct affairs in this state; (4) a mailing  
329 address to which the Secretary of the State may mail a copy of any

330 process served on him under subdivision (3) of this subsection; and (5)  
331 a commitment to notify the Secretary of the State in the future of any  
332 change in its mailing address.

333 (c) No foreign corporation may obtain a certificate of withdrawal  
334 under this section until it has filed all annual reports that are due as  
335 provided in sections 33-1243 and 33-1244, as amended by this act.

336 ~~[(c)]~~ (d) After the withdrawal of the corporation is effective, service  
337 of process on the Secretary of the State as provided in section 33-1219,  
338 is service on the foreign corporation.

339 Sec. 9. Section 33-1243 of the general statutes is repealed and the  
340 following is substituted in lieu thereof (*Effective January 1, 2010*):

341 (a) Each domestic corporation, except banks, trust companies,  
342 insurance or surety companies, savings and loan associations, credit  
343 unions, public service companies, as defined in section 16-1, cemetery  
344 associations and incorporated church or religious corporations, and  
345 each foreign corporation authorized to conduct affairs in this state, and  
346 except corporations formed before January 1, 1961, which under the  
347 law in effect on December 31, 1960, were not required to file an annual  
348 report, shall file an annual report with the Secretary of the State as  
349 prescribed in this section.

350 (b) The first annual report of a domestic corporation shall be filed  
351 within thirty days after its organization meeting. ~~[Subsequent]~~ On and  
352 after January 1, 2010, subsequent annual reports of such domestic  
353 corporation and annual reports of each foreign corporation authorized  
354 to conduct affairs in this state shall be filed [at such times as may be  
355 provided by regulations adopted by the Secretary of the State in  
356 accordance with chapter 54, provided the Secretary of the State may  
357 require any corporation to file an annual report according to reporting  
358 schedules established by the secretary so as to effect staggered filing of  
359 all such reports] by electronic transmission on or after January first and  
360 prior to May first. Upon request of a corporation, the Secretary of the  
361 State may grant an exemption from the requirement to file an annual

362 report by electronic transmission if the corporation does not have the  
363 capability to file by electronic transmission or make payment in an  
364 authorized manner by electronic means or if other good cause is  
365 shown.

366 (c) Each annual report shall set forth as of a date which complies  
367 with subsection (d) of this section and which is specified in such  
368 report: (1) The name of the corporation and, in the case of a foreign  
369 corporation, the state under the laws of which it is incorporated; (2) the  
370 principal office of the corporation or, in the case of a foreign  
371 corporation (A) the address of the principal office of the foreign  
372 corporation in the state under the laws of which it is incorporated, (B)  
373 the address of the executive offices of the foreign corporation, and (C)  
374 the address of the principal office of the foreign corporation in this  
375 state, if any; and (3) the names and respective business and residence  
376 addresses of the directors and officers of the corporation, except that if  
377 good cause is shown, the Secretary of the State may accept business  
378 addresses in lieu of business and residence addresses of the directors  
379 and officers of the corporation. For the purposes of this subsection, a  
380 showing of good cause shall include, but not be limited to, a showing  
381 that public disclosure of the residence addresses of the corporation's  
382 directors and officers may expose the personal security of such  
383 directors and officers to significant risk.

384 (d) The date specified in the annual report pursuant to subsection  
385 (c) of this section shall (1) not be later than the date of filing the report,  
386 and (2) not be earlier than the latest date preceding the date of filing on  
387 which any change of circumstances occurred which would affect the  
388 statements of fact required in the report.

389 (e) Each annual report shall be accompanied by the required filing  
390 fee. The report shall be executed as set forth in section 33-1004, as  
391 amended by this act. The Secretary of the State shall [mail] deliver to  
392 each domestic corporation at its principal office or electronic mail  
393 address, as shown by his records, and to each foreign corporation  
394 authorized to conduct affairs in this state at its executive offices or

395 electronic mail address, as last shown by his records, [a form  
396 prescribed by him for the annual report] notice that the annual report  
397 is due, but failure to receive such [form] notice shall not relieve a  
398 corporation of the requirement of filing the report as provided in this  
399 section.

400 Sec. 10. Section 33-1244 of the general statutes is repealed and the  
401 following is substituted in lieu thereof (*Effective January 1, 2010*):

402 (a) Any corporation required to file annual reports as provided in  
403 section 33-1243, as amended by this act, which fails to file its annual  
404 report on or before the due date thereof, shall be in default in respect  
405 thereof until the same is filed.

406 (b) The Secretary of the State shall not accept for filing a report from  
407 a corporation until any default for failure to file any prior report is  
408 cured. If the Secretary of the State finds that any annual report  
409 received from a corporation does not conform to law, he may return it  
410 to the corporation for correction. If the report is returned for correction  
411 and is not received by the Secretary of the State in corrected form on or  
412 before the due date thereof, the corporation shall be in default for  
413 failure to file its report. If the report is returned for failure to file any  
414 previous report and is not returned with any such previous report on  
415 or before the due date of the current report, the corporation shall be in  
416 default for failure to file two reports.

417 (c) On and after January 1, 2010, any corporation that fails to file its  
418 annual report on or before July first shall pay a late filing fee of one  
419 hundred dollars for each year or part thereof that it is in default for  
420 failure to file such report, which fee shall be in addition to the fee  
421 established in section 33-1013 for filing the annual report. The Attorney  
422 General may remit, in whole or in part, such late filing fee when, in his  
423 opinion, it would be inequitable to enforce collection thereof.

424 Sec. 11. Section 34-9 of the general statutes is repealed and the  
425 following is substituted in lieu thereof (*Effective January 1, 2010*):

426 As used in this chapter, unless the context otherwise requires:

427 (1) "Address" means location as described by the full street number,  
428 if any, street, city or town, state or country and not a mailing address  
429 such as a post office box.

430 (2) "Certificate of limited partnership" means the certificate referred  
431 to in section 34-10 and the certificate as amended or restated.

432 (3) "Consolidation" means a business combination pursuant to  
433 section 34-33b.

434 (4) "Contribution" means any cash, property, services rendered, or a  
435 promissory note or other binding obligation to contribute cash or  
436 property or to perform services, which a partner contributes to a  
437 limited partnership in his capacity as a partner.

438 (5) "Deliver" or "delivery" means any method of delivery used in  
439 conventional commercial practice including delivery by hand, mail,  
440 commercial delivery and electronic transmission.

441 (6) "Document" includes anything delivered to the office of the  
442 Secretary of the State for filing under sections 34-9 to 34-38u, inclusive,  
443 as amended by this act.

444 (7) "Electronic transmission" or "electronically transmitted" means  
445 any process of communication not directly involving the physical  
446 transfer of paper that is suitable for the retention, retrieval and  
447 reproduction of information by the recipient.

448 [(5)] (8) "Event of withdrawal of a general partner" means an event  
449 that causes a person to cease to be a general partner as provided in  
450 section 34-28.

451 [(6)] (9) "Foreign limited partnership" means a partnership formed  
452 under the laws of any state other than this state and having as partners  
453 one or more general partners and one or more limited partners.

454 [(7)] (10) "General partner" means a person who has been admitted

455 to a limited partnership as a general partner in accordance with the  
456 partnership agreement and named in the certificate of limited  
457 partnership as a general partner.

458 [(8)] (11) "Interests" means the proprietary interests in an other  
459 entity.

460 [(9)] (12) "Limited partner" means a person who has been admitted  
461 to a limited partnership as a limited partner in accordance with the  
462 partnership agreement.

463 [(10)] (13) "Limited partnership" and "domestic limited partnership"  
464 means a partnership formed by two or more persons under the  
465 provisions of this chapter and having one or more general partners  
466 and one or more limited partners.

467 [(11)] (14) "Merger" means a business combination pursuant to  
468 section 34-33a.

469 [(12)] (15) "Organizational documents" means the basic document or  
470 documents that create, or determine the internal governance of, an  
471 other entity.

472 [(13)] (16) "Other entity" means any association or legal entity, other  
473 than a domestic or foreign limited partnership, organized to conduct  
474 business, including, but not limited to, a corporation, general  
475 partnership, limited liability partnership, limited liability company,  
476 joint venture, joint stock company, business trust, statutory trust and  
477 real estate investment trust.

478 [(14)] (17) "Partner" means a limited or general partner.

479 [(15)] (18) "Partnership agreement" means any valid agreement,  
480 written or oral, of the partners as to the affairs of a limited partnership  
481 and the conduct of its business.

482 [(16)] (19) "Partnership interest" means a partner's share of the  
483 profits and losses of a limited partnership and the right to receive

484 distributions of partnership assets.

485 [(17)] ~~(20)~~ "Party to a consolidation" means any domestic or foreign  
486 limited partnership or other entity that will consolidate under a plan of  
487 consolidation.

488 [(18)] ~~(21)~~ "Party to a merger" means any domestic or foreign limited  
489 partnership or other entity that will merge under a plan of merger.

490 [(19)] ~~(22)~~ "Person" means a natural person, partnership, limited  
491 partnership, foreign limited partnership, trust, estate, association,  
492 limited liability company or corporation.

493 [(20)] ~~(23)~~ "Plan of merger" means a plan entered into pursuant to  
494 section 34-33a.

495 [(21)] ~~(24)~~ "Plan of consolidation" means a plan entered into  
496 pursuant to section 34-33b.

497 (25) "Sign" or "signature" includes any manual, facsimile, conformed  
498 or electronic signature.

499 [(22)] ~~(26)~~ "State" means a state, territory, or possession of the United  
500 States, the District of Columbia or the Commonwealth of Puerto Rico.

501 [(23)] ~~(27)~~ "Survivor" means, in a merger or consolidation, the  
502 limited partnership or other entity into which one or more other  
503 limited partnerships or other entities are merged or consolidated.

504 Sec. 12. Section 34-10b of the general statutes is repealed and the  
505 following is substituted in lieu thereof (*Effective January 1, 2010*):

506 (a) A signed copy of the certificate of limited partnership and of any  
507 certificates of amendment or cancellation or of any judicial decree of  
508 amendment or cancellation or of any certificate of merger or  
509 consolidation, or notice or any other document permitted or required  
510 to be filed pursuant to this chapter for a limited partnership, shall be  
511 delivered to the Secretary of the State. A person who executes a  
512 certificate as an agent or fiduciary need not exhibit evidence of his

513 authority as a prerequisite to filing. Unless the Secretary of the State  
514 finds that any certificate does not conform to law, upon receipt of all  
515 filing fees required by law he shall:

516 (1) Endorse on each copy the word "Filed" and the day, month and  
517 year of the filing thereof; and

518 (2) File a signed copy in his office.

519 (b) Upon the filing of a certificate of amendment or judicial decree  
520 of amendment in the office of the Secretary of the State, the certificate  
521 of limited partnership shall be amended as set forth therein, and upon  
522 the effective date of a certificate of cancellation, or a judicial decree  
523 thereof or a certificate of merger or consolidation which acts as a  
524 certificate of cancellation, the certificate of limited partnership is  
525 cancelled.

526 (c) When any document is required or permitted to be filed or  
527 recorded as provided in sections 34-9 to 34-38u, inclusive, as amended  
528 by this act, the Secretary of the State may, in the Secretary of the State's  
529 discretion, for good cause, permit a photostatic or other photographic  
530 copy of such document to be filed or recorded in lieu of the original  
531 instrument. Such filing or recording shall have the same force and  
532 effect as if the original instrument had been so filed or recorded.

533 (d) The Secretary of the State may require or permit the filing by  
534 electronic transmission or by employing new technology as it is  
535 developed of any document that is required by law or regulation  
536 under sections 34-9 to 34-38u, inclusive, as amended by this act, to be  
537 filed with the Secretary of the State.

538 Sec. 13. Section 34-13e of the general statutes is repealed and the  
539 following is substituted in lieu thereof (*Effective January 1, 2010*):

540 (a) On and after January 1, 1996, each limited partnership shall file  
541 an annual report with the Secretary of the State that shall be due upon  
542 the anniversary of the formation of the limited partnership. On and  
543 after January 1, 2010, each limited partnership shall file an annual

544 report by electronic transmission on or after January first and prior to  
545 May first. Upon request of a limited partnership, the Secretary of the  
546 State may grant an exemption from the requirement to file an annual  
547 report by electronic transmission if the limited partnership does not  
548 have the capability to file by electronic transmission or make payment  
549 in an authorized manner by electronic means or if other good cause is  
550 shown.

551 (b) Each annual report shall set forth: (1) The name of the limited  
552 partnership; and (2) the address of the office of the limited partnership  
553 required to be maintained by section 34-13b.

554 (c) Each annual report shall be executed in accordance with section  
555 34-10a and be accompanied by the filing fee established in section 34-  
556 38n. The Secretary of the State shall [mail] deliver to each limited  
557 partnership at [its] the address of the office required to be maintained  
558 by section 34-13b or its electronic mail address, as shown by his  
559 records, [a form prescribed by him for the annual report] notice that  
560 the annual report is due, but failure to receive such [form] notice shall  
561 not relieve a limited partnership of the requirement of filing the report  
562 as provided in this section.

563 Sec. 14. Section 34-13f of the general statutes is repealed and the  
564 following is substituted in lieu thereof (*Effective January 1, 2010*):

565 (a) Any limited partnership required to file an annual report as  
566 provided in section 34-13e, as amended by this act, which fails to file  
567 its annual report on or before the due date thereof, shall be in default  
568 in respect thereof until the same is filed.

569 (b) The Secretary of the State shall not accept for filing a report from  
570 a limited partnership until any default for failure to file any prior  
571 report is cured. If the Secretary of the State finds that any annual report  
572 received from a limited partnership does not conform to law, he may  
573 return it to the limited partnership for correction. If the report is  
574 returned for correction and is not received by the Secretary of the State  
575 in corrected form on or before the due date thereof, the limited

576 partnership shall be in default for failure to file its report. If the report  
577 is returned for failure to file any previous report and is not returned  
578 with any such previous report on or before the due date of the current  
579 report, the limited partnership shall be in default for failure to file two  
580 reports.

581 (c) On and after January 1, 2010, any limited partnership that fails to  
582 file its annual report on or before July first shall pay a late filing fee of  
583 one hundred dollars for each year or part thereof that it is in default for  
584 failure to file such report, which fee shall be in addition to the fee  
585 established in section 34-38n for filing the annual report. The Attorney  
586 General may remit, in whole or in part, such late filing fee when, in his  
587 opinion, it would be inequitable to enforce collection thereof.

588 Sec. 15. Section 34-32a of the general statutes is repealed and the  
589 following is substituted in lieu thereof (*Effective January 1, 2010*):

590 (a) A certificate of limited partnership shall be cancelled upon the  
591 dissolution and the completion of winding up of the partnership or at  
592 any other time there are no limited partners. A certificate of  
593 cancellation shall be filed in the office of the Secretary of the State and  
594 set forth:

595 (1) The name of the limited partnership;

596 (2) The date of filing of the original certificate of limited partnership;

597 (3) The reason for filing the certificate of cancellation;

598 (4) The effective date of cancellation if it is not to be effective upon  
599 the filing of the certificate; and

600 (5) Any other information the general partners filing the certificate  
601 determine.

602 (b) No limited partnership may file a certificate of cancellation  
603 under this section until it has filed all annual reports that are due as  
604 provided in sections 34-13e and 34-13f, as amended by this act.

605 Sec. 16. Section 34-38k of the general statutes is repealed and the  
606 following is substituted in lieu thereof (*Effective January 1, 2010*):

607 (a) A foreign limited partnership may cancel its registration by filing  
608 with the Secretary of the State a signed copy of a certificate of  
609 cancellation signed and sworn to by a general partner. A cancellation  
610 does not terminate the authority of the Secretary of the State to accept  
611 service of process on the foreign limited partnership with respect to  
612 causes of action arising out of the transactions of business in this state.

613 (b) No foreign limited partnership may file a certificate of  
614 cancellation under this section until it has filed all annual reports that  
615 are due as provided in sections 34-38s and 34-38t, as amended by this  
616 act.

617 Sec. 17. Section 34-38s of the general statutes is repealed and the  
618 following is substituted in lieu thereof (*Effective January 1, 2010*):

619 (a) On and after January 1, 1996, each foreign limited partnership  
620 registered to transact business in this state shall file an annual report  
621 with the Secretary of the State that shall be due upon the anniversary  
622 of the registration of such foreign limited partnership pursuant to  
623 section 34-38g. On and after January 1, 2010, each foreign limited  
624 partnership shall file an annual report by electronic transmission on or  
625 after January first and prior to May first. Upon request of a foreign  
626 limited partnership, the Secretary of the State may grant an exemption  
627 from the requirement to file an annual report by electronic  
628 transmission if the foreign limited partnership does not have the  
629 capability to file by electronic transmission or make payment in an  
630 authorized manner by electronic means or if other good cause is  
631 shown.

632 (b) Each annual report shall set forth: (1) The name of the foreign  
633 limited partnership and, if different, the name under which such  
634 foreign limited partnership transacts business in this state, and (2) the  
635 address of the office required to be maintained in the state or other  
636 jurisdiction of the foreign limited partnership's organization by the

637 laws of that state or jurisdiction or, if not so required, the address of its  
638 principal office.

639 (c) Each annual report shall be executed in accordance with section  
640 34-10a and be accompanied by the filing fee established in section 34-  
641 38n. The Secretary of the State shall [mail] deliver to each foreign  
642 limited partnership at its principal office or its electronic mail address,  
643 as last shown by his records, [a form prescribed by him for the annual  
644 report] notice that the annual report is due, but failure to receive such  
645 [form] notice shall not relieve a foreign limited partnership of the  
646 requirement of filing the report as provided in this section.

647 Sec. 18. Section 34-38t of the general statutes is repealed and the  
648 following is substituted in lieu thereof (*Effective January 1, 2010*):

649 (a) Any foreign limited partnership required to file an annual report  
650 as provided in section 34-38s, as amended by this act, which fails to file  
651 its annual report on or before the due date thereof, shall be in default  
652 in respect thereof until the same is filed.

653 (b) The Secretary of the State shall not accept for filing a report from  
654 a foreign limited partnership until any default for failure to file any  
655 prior report is cured. If the Secretary of the State finds that any annual  
656 report received from a foreign limited partnership does not conform to  
657 law, he may return it to the foreign limited partnership for correction.  
658 If the report is returned for correction and is not received by the  
659 Secretary of the State in corrected form on or before the due date  
660 thereof, the foreign limited partnership shall be in default for failure to  
661 file its report. If the report is returned for failure to file any previous  
662 report and is not returned with any such previous report on or before  
663 the due date of the current report, the foreign limited partnership shall  
664 be in default for failure to file two reports.

665 (c) On and after January 1, 2010, any foreign limited partnership  
666 that fails to file its annual report on or before July first shall pay a late  
667 filing fee of one hundred dollars for each year or part thereof that it is  
668 in default for failure to file such report, which fee shall be in addition

669 to the fee established in section 34-38n for filing the annual report. The  
670 Attorney General may remit, in whole or in part, such late filing fee  
671 when, in his opinion, it would be inequitable to enforce collection  
672 thereof.

673 Sec. 19. Section 34-101 of the general statutes is repealed and the  
674 following is substituted in lieu thereof (*Effective January 1, 2010*):

675 As used in sections 34-100 to 34-242, inclusive, as amended by this  
676 act, unless the context otherwise requires:

677 (1) "Address" means a location as described by the full street  
678 number, if any, street, city or town, state or county and not a mailing  
679 address such as a post office box.

680 (2) "Articles of organization" means articles filed under section 34-  
681 121, and those articles as amended or restated.

682 (3) "Corporation" means a corporation formed under the laws of this  
683 state or a foreign corporation.

684 (4) "Court" includes every court having jurisdiction in the case.

685 (5) "Deliver" or "delivery" means any method of delivery used in  
686 conventional commercial practice including delivery by hand, mail,  
687 commercial delivery and electronic transmission.

688 (6) "Document" includes anything delivered to the office of the  
689 Secretary of the State for filing under sections 34-100 to 34-242,  
690 inclusive, as amended by this act.

691 [(5)] (7) "Electronic transmission" or "electronically transmitted"  
692 means any process of communication not directly involving the  
693 physical transfer of paper that is suitable for the retention, retrieval  
694 and reproduction of information by the recipient. [and which does not  
695 directly involve the physical transfer of paper.]

696 [(6)] (8) "Event of dissociation" means an event that causes a person  
697 to cease to be a member, as provided in section 34-180.

698 [(7)] (9) "Foreign corporation" means a corporation formed under  
699 the laws of any state other than this state or under the laws of any  
700 foreign country.

701 [(8)] (10) "Foreign limited liability company" means an entity that is:  
702 (A) Organized under the laws of a state other than the laws of this state  
703 or under the laws of any foreign country; (B) organized under a statute  
704 pursuant to which an entity denominated as a limited liability  
705 company may be formed that affords to each of its members limited  
706 liability with respect to the liabilities of the entity; and (C) is not  
707 required to be registered or organized under any statute of this state  
708 other than sections 34-100 to 34-242, inclusive, as amended by this act.

709 [(9)] (11) "Foreign limited partnership" means a limited partnership  
710 formed under the laws of any state other than this state or under the  
711 laws of any foreign country.

712 [(10)] (12) "Limited liability company" or "domestic limited liability  
713 company" means an organization having one or more members that is  
714 formed under sections 34-100 to 34-242, inclusive, as amended by this  
715 act.

716 [(11)] (13) "Limited liability company membership interest" or  
717 "interest" or "interest in the limited liability company" means a  
718 member's share of the profits and losses of the limited liability  
719 company and a member's right to receive distributions of the limited  
720 liability company's assets, unless otherwise provided in the operating  
721 agreement.

722 [(12)] (14) "Limited partnership" means a limited partnership  
723 formed under the laws of this state or a foreign limited partnership.

724 [(13)] (15) "Manager" or "managers" means, with respect to a limited  
725 liability company that has set forth in its articles of organization that it  
726 is to be managed by managers, the person or persons designated in  
727 accordance with section 34-140.

728 [(14)] (16) "Member" or "members" means a person or persons who

729 have been admitted to membership in a limited liability company as  
730 provided in section 34-179 and who have not disassociated from the  
731 limited liability company as provided in section 34-180.

732 [(15)] (17) "Operating agreement" means any agreement, written or  
733 oral, as to the conduct of the business and affairs of a limited liability  
734 company, which is binding upon all of the members.

735 [(16)] (18) "Organizational documents" means the basic document or  
736 documents that create, or determine the internal governance of, an  
737 other entity.

738 [(17)] (19) "Organizer" or "organizers" means any member or  
739 members or any other person or persons who files or file the articles of  
740 organization as provided in section 34-120.

741 [(18)] (20) "Other entity" means any association or legal entity, other  
742 than a domestic or foreign limited liability company, organized to  
743 conduct business, including, but not limited to, a corporation, general  
744 partnership, limited liability partnership, limited partnership, joint  
745 venture, joint stock company, business trust, statutory trust and real  
746 estate investment trust.

747 [(19)] (21) "Party to a consolidation" means any domestic or foreign  
748 limited liability company or other entity that will consolidate under a  
749 plan of consolidation.

750 [(20)] (22) "Party to a merger" means any domestic or foreign limited  
751 liability company or other entity that will merge under a plan of  
752 merger.

753 [(21)] (23) "Person" means an individual, a general partnership, a  
754 limited partnership, a domestic or foreign limited liability company, a  
755 trust, an estate, an association, a corporation or any other legal or  
756 commercial entity.

757 [(22)] (24) "Plan of merger" or "plan of consolidation" means a plan  
758 entered into pursuant to section 34-195.

759 [(23)] (25) "Professional service" means any type of service to the  
760 public that requires that members of a profession rendering such  
761 service obtain a license or other legal authorization as a condition  
762 precedent to the rendition thereof, limited to the professional services  
763 rendered by dentists, natureopaths, chiropractors, physicians and  
764 surgeons, doctors of dentistry, physical therapists, occupational  
765 therapists, podiatrists, optometrists, nurses, nurse-midwives,  
766 veterinarians, pharmacists, architects, professional engineers, or jointly  
767 by architects and professional engineers, landscape architects, real  
768 estate brokers, insurance producers, certified public accountants and  
769 public accountants, land surveyors, psychologists, attorneys-at-law,  
770 licensed marital and family therapists, licensed professional  
771 counselors, licensed or certified alcohol and drug counselors and  
772 licensed clinical social workers.

773 [(24)] (26) "Sign" or "signature" includes any manual, facsimile, [or]  
774 conformed or electronic signature.

775 [(25)] (27) "State" means a state, territory or possession of the United  
776 States, the District of Columbia or the Commonwealth of Puerto Rico.

777 [(26)] (28) "Survivor" means, in a merger or consolidation, the  
778 limited liability company or other entity into which one or more other  
779 limited liability companies or other entities are merged or  
780 consolidated.

781 Sec. 20. Section 34-106 of the general statutes is repealed and the  
782 following is substituted in lieu thereof (*Effective January 1, 2010*):

783 (a) Each limited liability company shall file an annual report with  
784 the Secretary of the State which report shall be due upon the  
785 anniversary of the filing of a limited liability company's articles of  
786 organization pursuant to section 34-120. On and after January 1, 2010,  
787 each limited liability company shall file an annual report by electronic  
788 transmission on or after January first and prior to May first. Upon  
789 request of a limited liability company, the Secretary of the State may  
790 grant an exemption from the requirement to file an annual report by

791 electronic transmission if the limited liability company does not have  
792 the capability to file by electronic transmission or make payment in an  
793 authorized manner by electronic means or if other good cause is  
794 shown.

795 (b) Such reporting requirement shall commence on or after January  
796 1, 1995, and continue annually thereafter.

797 (c) Each annual report shall set forth: (1) The name of the limited  
798 liability company; (2) the limited liability company's current principal  
799 office address; and (3) the name and respective business and residence  
800 addresses of a manager or a member of the limited liability company,  
801 except that if good cause is shown, the Secretary of the State may  
802 accept a business address in lieu of the business and residence  
803 addresses of such manager or member. For the purposes of this  
804 subsection and subsection (d) of this section, a showing of good cause  
805 shall include, but not be limited to, a showing that public disclosure of  
806 the residence address of the manager or member of the limited liability  
807 company may expose the personal security of such manager or  
808 member to significant risk.

809 (d) If the manager or member named in a limited liability  
810 company's most current annual report pursuant to subsection (c) of  
811 this section is replaced for such purpose by another manager or  
812 member after the limited liability company has filed such annual  
813 report, but not later than thirty days preceding the month during  
814 which the limited liability company's next annual report becomes due,  
815 the limited liability company shall file with the Secretary of the State  
816 an interim notice of change of manager or member that sets forth: (1)  
817 The name of the limited liability company; and (2) the name, title and  
818 respective business and residence addresses of the new manager or  
819 member and the name and title of the former manager or member,  
820 except that if good cause is shown, the Secretary of the State may  
821 accept a business address in lieu of the business and residence  
822 addresses of the new manager or member. Any such change of  
823 manager or member that occurs within the thirty-day period preceding

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

826 (e) Each annual report shall be executed in accordance with section  
827 34-109 and be accompanied by the filing fee established in section 34-  
828 112. The Secretary of the State shall [mail] deliver to each limited  
829 liability company at its principal office or electronic mail address, as  
830 shown on his records, [a form prescribed by him for the annual report]  
831 notice that the annual report is due, but failure to receive such [form]  
832 notice shall not relieve a limited liability company of the requirement  
833 of filing the report as provided in this section.

834 Sec. 21. Section 34-107 of the general statutes is repealed and the  
835 following is substituted in lieu thereof (*Effective January 1, 2010*):

836 (a) Any limited liability company required to file an annual report  
837 as provided in section 34-106, as amended by this act, which fails to file  
838 its annual report before the due date thereof, shall be in default in  
839 respect thereof until the same is filed.

840 (b) The Secretary of the State shall not accept for filing a report from  
841 a limited liability company until any default for failure to file any prior  
842 report is cured. If the Secretary of the State finds that any annual report  
843 received from a limited liability company does not conform to law, he  
844 may return it to the limited liability company for correction. If the  
845 report is returned for correction and is not received by the Secretary of  
846 the State in corrected form on or before the due date thereof, the  
847 limited liability company shall be in default for failure to file its report.  
848 If the report is returned for failure to file any previous report and is not  
849 returned with any such previous report on or before the due date of  
850 the current report, the limited liability company shall be in default for  
851 failure to file two reports.

852 (c) On and after January 1, 2010, any limited liability company that  
853 fails to file its annual report on or before July first shall pay a late filing  
854 fee of one hundred dollars for each year or part thereof that it is in  
855 default for failure to file such report, which fee shall be in addition to

856 the fee established in section 34-112 for filing the annual report. The  
857 Attorney General may remit, in whole or in part, such late filing fee  
858 when, in his opinion, it would be inequitable to enforce collection  
859 thereof.

860 Sec. 22. Section 34-110 of the general statutes is repealed and the  
861 following is substituted in lieu thereof (*Effective January 1, 2010*):

862 (a) The original signed copy of the articles of organization or any  
863 other document required to be filed pursuant to sections 34-100 to 34-  
864 242, inclusive, as amended by this act, shall be delivered to the  
865 Secretary of the State. The articles of organization or any other  
866 document required to be filed shall be typewritten or printed or, if  
867 [authorized by the Secretary of the State,] electronically transmitted, in  
868 a format that can be retrieved or reproduced in typewritten or printed  
869 form. Unless the Secretary of the State determines that the document  
870 does not conform to the filing provisions of said sections, the Secretary  
871 of the State shall, when all required filing fees have been paid: (1)  
872 Endorse on each signed document "filed" and the date and time of its  
873 acceptance for filing; and (2) retain the signed document in the  
874 Secretary of the State's files.

875 (b) When any document is required or permitted to be filed or  
876 recorded as provided in sections 34-100 to 34-242, inclusive, as  
877 amended by this act, the Secretary of the State may, in the Secretary of  
878 the State's discretion, for good cause, permit a photostatic or other  
879 photographic copy of such document to be filed or recorded in lieu of  
880 the original instrument. Such filing or recording shall have the same  
881 force and effect as if the original instrument had been so filed or  
882 recorded.

883 (c) The Secretary of the State may require or permit the filing by  
884 electronic transmission or by employing new technology as it is  
885 developed of any document that is required by law or regulation  
886 under sections 34-100 to 34-242, inclusive, as amended by this act, to be  
887 filed with the Secretary of the State.

888 [(c)] (d) If the Secretary of the State determines that the document  
889 does not conform to the filing provisions of sections 34-100 to 34-242,  
890 inclusive, as amended by this act, or is not accompanied by all fees  
891 required by law, the document shall not be filed and the Secretary of  
892 the State shall return the document to the person originally submitting  
893 it.

894 Sec. 23. Section 34-211 of the general statutes is repealed and the  
895 following is substituted in lieu thereof (*Effective January 1, 2010*):

896 (a) After the dissolution of a limited liability company pursuant to  
897 section 34-206, the limited liability company shall file articles of  
898 dissolution in the office of the Secretary of the State which set forth: (1)  
899 The name of the limited liability company; (2) the reason for filing the  
900 articles of dissolution; (3) the effective date, which shall be a date  
901 certain, of the articles of dissolution if they are not to be effective upon  
902 the filing; and (4) any other information the members or managers  
903 filing the articles of dissolution may determine.

904 (b) No limited liability company may file articles of dissolution  
905 under this section until it has filed all annual reports that are due as  
906 provided in sections 34-106 and 34-107, as amended by this act.

907 Sec. 24. Section 34-229 of the general statutes is repealed and the  
908 following is substituted in lieu thereof (*Effective January 1, 2010*):

909 (a) A foreign limited liability company registered to transact  
910 business in this state shall file an annual report in the office of the  
911 Secretary of the State which report shall be due upon the anniversary  
912 of such foreign limited liability company's registration pursuant to  
913 section 34-223. On and after January 1, 2010, each foreign limited  
914 liability company shall file an annual report by electronic transmission  
915 on or after January first and prior to May first. Upon request of a  
916 foreign limited liability company, the Secretary of the State may grant  
917 an exemption from the requirement to file an annual report by  
918 electronic transmission if the foreign limited liability company does  
919 not have the capability to file by electronic transmission or make

920 payment in an authorized manner by electronic means or if other good  
921 cause is shown.

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

924 (c) Each annual report shall set forth: (1) The name of the foreign  
925 limited liability company and, if different, the name under which such  
926 foreign limited liability company transacts business in this state; (2) the  
927 address of the office required to be maintained in the state or other  
928 jurisdiction of the foreign limited liability company's organization by  
929 the laws of that state or jurisdiction or, if not so required, the address  
930 of its principal office; and (3) the name and respective business and  
931 residence addresses of a manager or a member of the foreign limited  
932 liability company, except that if good cause is shown, the Secretary of  
933 the State may accept a business address in lieu of the business and  
934 residence addresses of such manager or member. For the purposes of  
935 this subsection and subsection (d) of this section, a showing of good  
936 cause shall include, but not be limited to, a showing that public  
937 disclosure of the residence address of the manager or member of the  
938 foreign limited liability company may expose the personal security of  
939 such manager or member to significant risk.

940 (d) If the manager or member named in a foreign limited liability  
941 company's most current annual report pursuant to subsection (c) of  
942 this section is replaced for such purpose by another manager or  
943 member after the foreign limited liability company has filed such  
944 annual report, but not later than thirty days preceding the month  
945 during which the foreign limited liability company's next annual  
946 report becomes due, the foreign limited liability company shall file  
947 with the Secretary of the State an interim notice of change of manager  
948 or member that sets forth: (1) The name of the foreign limited liability  
949 company; and (2) the name, title and respective business and residence  
950 addresses of the new manager or member and the name and title of the  
951 former manager or member, except that if good cause is shown, the  
952 Secretary of the State may accept a business address in lieu of the

953 business and residence addresses of the new manager or member. Any  
954 such change of manager or member that occurs within the thirty-day  
955 period preceding the month during which the foreign limited liability  
956 company's next annual report becomes due shall be reflected in such  
957 next annual report.

958 (e) Each annual report shall be executed in accordance with section  
959 34-109 and be accompanied by the filing fee established in section 34-  
960 112. The Secretary of the State shall [mail] deliver to each foreign  
961 limited liability company at its principal office or electronic mail  
962 address, as shown on his records, [a form prescribed by him for the  
963 annual report] notice that the annual report is due, but failure to  
964 receive such [form] notice shall not relieve a foreign limited liability  
965 company of the requirement of filing the report as provided in this  
966 section.

967 Sec. 25. Section 34-230 of the general statutes is repealed and the  
968 following is substituted in lieu thereof (*Effective January 1, 2010*):

969 (a) Any foreign limited liability company required to file an annual  
970 report as provided in section 34-229, as amended by this act, which  
971 fails to file its annual report before the due date thereof, shall be in  
972 default in respect thereof until the same is filed.

973 (b) The Secretary of the State shall not accept for filing a report from  
974 a foreign limited liability company until any default for failure to file  
975 any prior report is cured. If the Secretary of the State finds that any  
976 annual report received from a foreign limited liability company does  
977 not conform to law, he may return it to the foreign limited liability  
978 company for correction. If the report is returned for correction and is  
979 not received by the Secretary of the State in corrected form on or before  
980 the due date thereof, the foreign limited liability company shall be in  
981 default for failure to file its report. If the report is returned for failure  
982 to file any previous report and is not returned with any such previous  
983 report on or before the due date of the current report, the foreign  
984 limited liability company shall be in default for failure to file two  
985 reports.

986       (c) On and after January 1, 2010, any foreign limited liability  
987 company that fails to file its annual report on or before July first shall  
988 pay a late filing fee of one hundred dollars for each year or part thereof  
989 that it is in default for failure to file such report, which fee shall be in  
990 addition to the fee established in section 34-112 for filing the annual  
991 report. The Attorney General may remit, in whole or in part, such late  
992 filing fee when, in his opinion, it would be inequitable to enforce  
993 collection thereof.

994       Sec. 26. Section 34-231 of the general statutes is repealed and the  
995 following is substituted in lieu thereof (*Effective January 1, 2010*):

996       (a) A foreign limited liability company authorized to transact  
997 business in this state may cancel its registration upon procuring from  
998 the Secretary of the State a certificate of cancellation. In order to  
999 procure such certificate, the foreign limited liability company shall  
1000 deliver to the Secretary of the State an application for cancellation,  
1001 which shall set forth: (1) The name of the foreign limited liability  
1002 company and the state or other jurisdiction under the laws of which it  
1003 is organized; (2) that the foreign limited liability company is not  
1004 transacting business in this state; (3) that the foreign limited liability  
1005 company surrenders its certificate of registration to transact business  
1006 in this state; (4) that the foreign limited liability company revokes the  
1007 authority of its statutory agent for service of process in this state and  
1008 consents that service of process in any action, suit or proceeding based  
1009 upon any cause of action arising in this state during the time the  
1010 foreign limited liability company was authorized to transact business  
1011 in this state may thereafter be made on such foreign limited liability  
1012 company by service thereof upon the Secretary of the State; and (5) an  
1013 address to which a person may mail a copy of any process against the  
1014 foreign limited liability company.

1015       (b) The application for cancellation shall be in the form and manner  
1016 designated by the Secretary of the State and shall be executed by the  
1017 foreign limited liability company by a person with authority to do so  
1018 under the laws of the state or other jurisdiction of its organization, or,

1019 if the foreign limited liability company is in the hands of a receiver or  
1020 trustee or other court-appointed fiduciary, by such receiver, trustee or  
1021 fiduciary.

1022 (c) No foreign limited liability company may procure a certificate of  
1023 cancellation under this section until it has filed all annual reports that  
1024 are due as provided in sections 34-229 and 34-230, as amended by this  
1025 act.

1026 [(c)] (d) A cancellation does not terminate the authority of the  
1027 Secretary of the State to accept service of process on the foreign limited  
1028 liability company with respect to causes of action arising out of the  
1029 transaction of business in this state.

1030 Sec. 27. Section 34-301 of the general statutes is repealed and the  
1031 following is substituted in lieu thereof (*Effective January 1, 2010*):

1032 As used in sections 34-300 to [34-399] 34-434, inclusive, as amended  
1033 by this act:

1034 (1) "Business" includes every trade, occupation and profession.

1035 (2) "Debtor in bankruptcy" means a person who is the subject of: (A)  
1036 An order for relief under Title 11 of the United States Code or a  
1037 comparable order under a successor statute of general application; or  
1038 (B) a comparable order under federal, state or foreign law governing  
1039 insolvency.

1040 (3) "Deliver" or "delivery" means any method of delivery used in  
1041 conventional commercial practice including delivery by hand, mail,  
1042 commercial delivery and electronic transmission.

1043 [(3)] (4) "Distribution" means a transfer of money or other property  
1044 from a partnership to a partner in the partner's capacity as a partner or  
1045 to the partner's transferee.

1046 (5) "Document" includes anything delivered to the office of the  
1047 Secretary of the State for filing under sections 34-300 to 34-434,

1048 inclusive, as amended by this act.

1049 (6) "Electronic transmission" or "electronically transmitted" means  
1050 any process of communication not directly involving the physical  
1051 transfer of paper that is suitable for the retention, retrieval and  
1052 reproduction of information by the recipient.

1053 ~~[(4)]~~ (7) "Foreign registered limited liability partnership" includes a  
1054 partnership formed pursuant to an agreement governed by the laws of  
1055 any state other than this state and registered or denominated as a  
1056 registered limited liability partnership or limited liability partnership  
1057 under the laws of such other state.

1058 ~~[(5)]~~ (8) "Interests" means the proprietary interests in an other entity.

1059 ~~[(6)]~~ (9) "Merger" means a business combination pursuant to section  
1060 34-388.

1061 ~~[(7)]~~ (10) "Organizational documents" means the basic document or  
1062 documents that create, or determine the internal governance of, an  
1063 other entity.

1064 ~~[(8)]~~ (11) "Other entity" means any association or legal entity, other  
1065 than a domestic or foreign partnership, organized to conduct business,  
1066 including, but not limited to, a corporation, limited partnership,  
1067 limited liability partnership, limited liability company, joint venture,  
1068 joint stock company, business trust, statutory trust and real estate  
1069 investment trust.

1070 ~~[(9)]~~ (12) "Partnership" means an association of two or more persons  
1071 to carry on as co-owners a business for profit formed under section 34-  
1072 314, predecessor law or comparable law of another jurisdiction, and  
1073 includes for all purposes of the laws of this state a registered limited  
1074 liability partnership.

1075 ~~[(10)]~~ (13) "Partnership agreement" means the agreement, whether  
1076 written, oral or implied, among the partners concerning the  
1077 partnership, including amendments to the partnership agreement.

1078 [(11)] (14) "Partnership at will" means a partnership in which the  
1079 partners have not agreed to remain partners until the expiration of a  
1080 definite term or the completion of a particular undertaking.

1081 [(12)] (15) "Partnership interest" or "partner's interest in the  
1082 partnership" means all of a partner's interests in the partnership,  
1083 including the partner's transferable interest and all management and  
1084 other rights.

1085 [(13)] (16) "Party to a merger" means any domestic or foreign  
1086 partnership or other entity that will merge under a plan of merger.

1087 [(14)] (17) "Person" means an individual, corporation, limited  
1088 liability company, business trust, estate, trust, partnership, association,  
1089 joint venture, government, governmental subdivision, agency or  
1090 instrumentality, or any other legal or commercial entity.

1091 [(15)] (18) "Plan of merger" means a plan entered into pursuant to  
1092 section 34-388.

1093 [(16)] (19) "Property" means all property, real, personal or mixed,  
1094 tangible or intangible, or any interest therein.

1095 [(17)] (20) "Registered limited liability partnership" includes a  
1096 partnership formed pursuant to an agreement governed by the laws of  
1097 this state, registered under section 34-419, and complying with sections  
1098 34-406 and 34-420, as amended by this act.

1099 (21) "Sign" or "signature" includes any manual, facsimile, conformed  
1100 or electronic signature.

1101 [(18)] (22) "State" means a state of the United States, the District of  
1102 Columbia, the Commonwealth of Puerto Rico or any territory or  
1103 insular possession subject to the jurisdiction of the United States.

1104 [(19)] (23) "Statement" means a statement of partnership authority  
1105 under section 34-324, a statement of denial under section 34-325, a  
1106 statement of dissociation under section 34-365, a statement of

1107 dissolution under section 34-376, a statement of merger under section  
1108 34-390, or an amendment or cancellation of any of the foregoing.

1109 [(20)] (24) "Survivor" in a merger means the partnership or other  
1110 entity into which one or more other partnerships or other entities are  
1111 merged or consolidated. A survivor of a merger may preexist the  
1112 merger or be created by the merger.

1113 [(21)] (25) "Transfer" includes an assignment, conveyance, lease,  
1114 mortgage, deed and encumbrance.

1115 Sec. 28. Section 34-411 of the general statutes is repealed and the  
1116 following is substituted in lieu thereof (*Effective January 1, 2010*):

1117 (a) The original signed copy of a certificate of limited liability  
1118 partnership of a registered limited liability partnership or the  
1119 certificate of authority of a foreign registered limited liability  
1120 partnership or of any other document required to be filed pursuant to  
1121 sections 34-300 to 34-434, inclusive, as amended by this act, shall be  
1122 delivered to the Secretary of the State. Unless the Secretary of the State  
1123 determines that the documents do not conform to the filing provisions  
1124 of said sections, he shall, when all required filing fees have been paid:  
1125 (1) Endorse on each signed original "filed" and the date and time of its  
1126 acceptance for filing; and (2) retain the signed original in his files.

1127 (b) When any document is required or permitted to be filed or  
1128 recorded as provided in sections 34-300 to 34-434, inclusive, as  
1129 amended by this act, the Secretary of the State may, in the Secretary of  
1130 the State's discretion, for good cause, permit a photostatic or other  
1131 photographic copy of such document to be filed or recorded in lieu of  
1132 the original instrument. Such filing or recording shall have the same  
1133 force and effect as if the original instrument had been so filed or  
1134 recorded.

1135 (c) The Secretary of the State may require or permit the filing by  
1136 electronic transmission or by employing new technology as it is  
1137 developed of any document that is required by law or regulation

1138 under sections 34-300 to 34-434, inclusive, as amended by this act, to be  
1139 filed with the Secretary of the State.

1140 [(b)] (d) If the Secretary of the State determines that the documents  
1141 do not conform to the filing provisions of sections 34-300 to 34-434,  
1142 inclusive, as amended by this act, or are not accompanied by all fees  
1143 required by law, the documents shall not be filed and the Secretary of  
1144 the State shall return the documents to the person originally  
1145 submitting them.

1146 Sec. 29. Section 34-420 of the general statutes is repealed and the  
1147 following is substituted in lieu thereof (*Effective January 1, 2010*):

1148 (a) Each registered limited liability partnership shall file an annual  
1149 report with the Secretary of the State, which report shall be due upon  
1150 the anniversary of the filing of a certificate of limited liability  
1151 partnership pursuant to section 34-419. On and after January 1, 2010,  
1152 each registered limited liability partnership shall file an annual report  
1153 by electronic transmission on or after January first and prior to May  
1154 first. Upon request of a registered limited liability partnership, the  
1155 Secretary of the State may grant an exemption from the requirement to  
1156 file an annual report by electronic transmission if the registered limited  
1157 liability partnership does not have the capability to file by electronic  
1158 transmission or make payment in an authorized manner by electronic  
1159 means or if other good cause is shown.

1160 (b) Such reporting requirement shall commence on or after January  
1161 1, 1997, and continue annually thereafter.

1162 (c) Each annual report shall set forth: (1) The name of the registered  
1163 limited liability partnership, and (2) the registered limited liability  
1164 partnership's current principal office address.

1165 (d) Each annual report shall be executed in accordance with section  
1166 34-410 and be accompanied by the filing fee established in section 34-  
1167 413. The Secretary of the State shall [mail] deliver to each registered  
1168 limited liability partnership at its principal office or electronic mail

1169 address, as shown on his records, [a form prescribed by him for the  
1170 annual report] notice that the annual report is due, but failure to  
1171 receive such [form] notice shall not relieve a registered limited liability  
1172 partnership of the requirement of filing the report as provided in this  
1173 section.

1174 Sec. 30. Section 34-421 of the general statutes is repealed and the  
1175 following is substituted in lieu thereof (*Effective January 1, 2010*):

1176 (a) Any registered limited liability partnership required to file an  
1177 annual report as provided in section 34-420, as amended by this act,  
1178 which fails to file its annual report on or before the due date thereof,  
1179 shall be in default in respect thereof until the same is filed. However,  
1180 the status of the registered limited liability partnership or the limited  
1181 liability of the partners thereof shall not be affected, except as provided  
1182 under subsection (b) of section 34-422.

1183 (b) The Secretary of the State shall not accept for filing a report from  
1184 a registered limited liability partnership until any default for failure to  
1185 file any prior report is cured. If the Secretary of the State finds that any  
1186 annual report received from a registered limited liability partnership  
1187 does not conform to law, he may return it to the registered limited  
1188 liability partnership for correction.

1189 (c) The Secretary of the State shall proceed as provided in section 34-  
1190 422 whenever a registered limited liability partnership is in default for  
1191 failing to file its annual report required by section 34-420, as amended  
1192 by this act.

1193 (d) On and after January 1, 2010, any registered limited liability  
1194 partnership that fails to file its annual report on or before July first  
1195 shall pay a late filing fee of one hundred dollars for each year or part  
1196 thereof that it is in default for failure to file such report, which fee shall  
1197 be in addition to the fee established in section 34-413 for filing the  
1198 annual report. The Attorney General may remit, in whole or in part,  
1199 such late filing fee when, in his opinion, it would be inequitable to  
1200 enforce collection thereof.

1201 Sec. 31. Section 34-423 of the general statutes is repealed and the  
1202 following is substituted in lieu thereof (*Effective January 1, 2010*):

1203 (a) A registered limited liability partnership may renounce its status  
1204 as a registered limited liability partnership by filing a renunciation of  
1205 status report in the office of the Secretary of the State which sets forth:  
1206 (1) The name of the registered limited liability partnership; (2) that it  
1207 renounces its status as a registered limited liability partnership; (3) the  
1208 effective date, which shall be a date certain, of the renunciation of  
1209 status if such is not to be effective upon the filing; and (4) any other  
1210 information the partnership may determine to include. Renunciation of  
1211 the status of a registered limited liability partnership shall not affect  
1212 the status of said partnership or the liabilities of the partners thereof  
1213 with regard to events, acts or omissions occurring prior to the date of  
1214 renunciation.

1215 (b) No registered limited liability partnership may file a  
1216 renunciation of status report under this section until it has filed all  
1217 annual reports that are due as provided in sections 34-420 and 34-421,  
1218 as amended by this act.

1219 Sec. 32. Section 34-431 of the general statutes is repealed and the  
1220 following is substituted in lieu thereof (*Effective January 1, 2010*):

1221 (a) A foreign registered limited liability partnership authorized to  
1222 transact business in this state shall file an annual report in the office of  
1223 the Secretary of the State which report shall be due upon the  
1224 anniversary of such foreign registered limited liability partnership's  
1225 certificate of authority pursuant to section 34-429. On and after January  
1226 1, 2010, each foreign registered limited liability partnership shall file an  
1227 annual report by electronic transmission on or after January first and  
1228 prior to May first. Upon request of a foreign registered limited liability  
1229 partnership, the Secretary of the State may grant an exemption from  
1230 the requirement to file an annual report by electronic transmission if  
1231 the foreign registered limited liability partnership does not have the  
1232 capability to file by electronic transmission or make payment in an  
1233 authorized manner by electronic means or if other good cause is

1234 shown.

1235 (b) Such reporting requirement shall commence on and after  
1236 January 1, 1997, and continue annually thereafter.

1237 (c) Each annual report shall set forth: (1) The name of the foreign  
1238 registered limited liability partnership and, if different, the name  
1239 under which such foreign registered limited liability partnership  
1240 transacts business in this state; and (2) the address of the office  
1241 required to be maintained in the state or other jurisdiction of the  
1242 foreign registered limited liability partnership's organization by the  
1243 laws of that state or jurisdiction or, if not so required, the address of its  
1244 principal office.

1245 (d) Each annual report shall be executed in accordance with section  
1246 34-410, and be accompanied by the filing fee established in section 34-  
1247 413. The Secretary of the State shall [mail] deliver to each foreign  
1248 registered limited liability partnership at its principal office or  
1249 electronic mail address, as shown on his records, [a form prescribed by  
1250 him for the annual report] notice that the annual report is due, but  
1251 failure to receive such [form] notice shall not relieve a foreign  
1252 registered limited liability partnership of the requirement of filing the  
1253 report as provided in this section.

1254 Sec. 33. Section 34-432 of the general statutes is repealed and the  
1255 following is substituted in lieu thereof (*Effective January 1, 2010*):

1256 (a) Any foreign registered limited liability partnership required to  
1257 file an annual report as provided in section 34-431, as amended by this  
1258 act, which fails to file its annual report on or before the due date  
1259 thereof, shall be in default in respect thereof until the same is filed.

1260 (b) The Secretary of the State shall not accept for filing a report from  
1261 a foreign registered limited liability partnership until any default for  
1262 failure to file any annual report is cured. If the Secretary of the State  
1263 finds that any annual report received from a foreign registered limited  
1264 liability partnership does not conform to law, he may return it to the

1265 foreign registered limited liability partnership for correction.

1266 (c) The Secretary of the State shall proceed as provided in section 34-  
1267 433 whenever a foreign registered limited liability partnership is in  
1268 default for failing to file its annual report required by section 34-431, as  
1269 amended by this act.

1270 (d) On and after January 1, 2010, any foreign registered limited  
1271 liability partnership that fails to file its annual report on or before July  
1272 first shall pay a late filing fee of one hundred dollars for each year or  
1273 part thereof that it is in default for failure to file such report, which fee  
1274 shall be in addition to the fee established in section 34-413 for filing the  
1275 annual report. The Attorney General may remit, in whole or in part,  
1276 such late filing fee when, in his opinion, it would be inequitable to  
1277 enforce collection thereof.

1278 Sec. 34. Section 34-434 of the general statutes is repealed and the  
1279 following is substituted in lieu thereof (*Effective January 1, 2010*):

1280 (a) A foreign registered limited liability partnership may withdraw  
1281 its certificate of authority by filing a report in the office of the Secretary  
1282 of the State which sets forth: (1) The name of the foreign registered  
1283 limited liability partnership; (2) that it withdraws its certificate of  
1284 authority effective upon filing; and (3) any other information the  
1285 partnership may determine to include.

1286 (b) No foreign registered limited liability partnership may file a  
1287 withdrawal of its certificate of authority under this section until it has  
1288 filed all annual reports that are due as provided in sections 34-431 and  
1289 34-432, as amended by this act.

1290 Sec. 35. Section 34-501 of the general statutes is repealed and the  
1291 following is substituted in lieu thereof (*Effective January 1, 2010*):

1292 For purposes of sections 34-500 to 34-547, inclusive, as amended by  
1293 this act:

1294 (1) "Beneficial owner" means any owner of a beneficial interest in a

1295 statutory trust. Beneficial ownership shall be determined and  
1296 evidenced, whether by means of registration, the issuance of  
1297 certificates or otherwise, in accordance with the applicable provisions  
1298 of the governing instrument of the statutory trust.

1299 (2) "Statutory trust" or "domestic statutory trust" means an  
1300 unincorporated association which (A) is created by a trust instrument  
1301 under which property is or will be held, managed, administered,  
1302 controlled, invested, reinvested or operated, or business or  
1303 professional activities are carried on or will be carried on, by a trustee  
1304 or trustees for the benefit of such person or persons as are or may  
1305 become entitled to a beneficial interest in the trust property, including  
1306 but not limited to a trust of the type known at common law as a  
1307 "business trust" or "Massachusetts trust" or "grantor trust", or a trust  
1308 qualifying as a real estate investment trust under Section 856 et seq., of  
1309 the United States Internal Revenue Code of 1986, or any subsequent  
1310 corresponding internal revenue code of the United States, as from time  
1311 to time amended, or a trust qualifying as a real estate mortgage  
1312 investment conduit under Section 860D of the United States Internal  
1313 Revenue Code of 1986, or any subsequent corresponding internal  
1314 revenue code of the United States, as from time to time amended, and  
1315 (B) files a certificate of trust pursuant to section 34-503. Any such  
1316 association organized before or after October 1, 1997, shall be a  
1317 statutory trust and a separate legal entity.

1318 (3) "Document" includes anything delivered to the office of the  
1319 Secretary of the State for filing under sections 34-500 to 34-547,  
1320 inclusive, as amended by this act.

1321 [(3)] (4) "Foreign statutory trust" means any business trust,  
1322 association or similar entity which is not organized under the laws of  
1323 this state.

1324 [(4)] (5) "Governing instrument" means a trust instrument which  
1325 creates a statutory trust and provides for the governance of the affairs  
1326 of the statutory trust and the conduct of its business. A governing  
1327 instrument: (A) May provide that a person shall become a beneficial

1328 owner and shall become bound by the governing instrument if such  
1329 person, or a representative authorized by such person orally, in  
1330 writing or by other action such as payment for a beneficial interest,  
1331 complies with the conditions for becoming a beneficial owner set forth  
1332 in the governing instrument or any other writing and acquires a  
1333 beneficial interest; and (B) may consist of one or more agreements,  
1334 instruments or other writings and may refer to or incorporate bylaws  
1335 containing provisions relating to the business of the statutory trust, the  
1336 conduct of its affairs and its rights or powers or the rights or powers of  
1337 its trustees, beneficial owners, agents or employees.

1338 [(5)] (6) "Other business entity" means a corporation, a limited  
1339 liability company, a general or limited partnership, a limited liability  
1340 partnership, a common law trust or any other unincorporated  
1341 business.

1342 [(6)] (7) "Person" means a natural person, partnership, limited  
1343 partnership, limited liability partnership, limited liability company,  
1344 trust, estate, association, corporation, custodian, nominee or any other  
1345 individual or entity in its own or any representative capacity.

1346 (8) "Sign" or "signature" includes any manual, facsimile, conformed  
1347 or electronic signature.

1348 [(7)] (9) "Trustee" means the person or persons appointed as a  
1349 trustee in accordance with the governing instrument of a statutory  
1350 trust and may include one or more of the beneficial owners of the  
1351 statutory trust.

1352 Sec. 36. Section 34-503 of the general statutes is repealed and the  
1353 following is substituted in lieu thereof (*Effective January 1, 2010*):

1354 (a) Every statutory trust shall file [the original,] a signed copy of its  
1355 certificate of trust with the office of the Secretary of the State. The  
1356 certificate of trust shall set forth:

1357 (1) A name of the statutory trust that satisfies the requirements of  
1358 section 34-506;

1359 (2) The future effective date, which shall be a date certain, of  
1360 effectiveness of the certificate if it is not to be effective upon the filing  
1361 of the certificate;

1362 (3) The principal office address of the statutory trust;

1363 (4) The appointment of a statutory agent for service of process, as  
1364 required by section 34-507; and

1365 (5) Any other information the trustees determine to include therein.

1366 (b) (1) A certificate of trust may be amended by filing a certificate of  
1367 amendment thereto with the office of the Secretary of the State. The  
1368 certificate of amendment shall set forth: (A) The name of the statutory  
1369 trust; (B) the date of filing of the original certificate of trust; (C) the  
1370 amendment to the certificate; and (D) the future effective date, which  
1371 shall be a date certain, of effectiveness of the certificate if it is not to be  
1372 effective upon the filing of the certificate.

1373 (2) A certificate of trust may be amended at any time for any  
1374 purpose as the trustees may determine, provided the certificate of trust  
1375 as amended contains those provisions that are required by law to be  
1376 contained in a certificate of trust at the time of making the amendment.

1377 (c) (1) A certificate of trust may be restated by integrating into a  
1378 single instrument all of the provisions of the certificate of trust which  
1379 are then in effect and operative as a result of there having been  
1380 theretofore filed one or more certificates of amendment pursuant to  
1381 subsection (b) of this section, and the certificate of trust may be  
1382 amended or further amended by the filing of a restated certificate of  
1383 trust. The restated certificate of trust shall be specifically designated as  
1384 such in its heading and shall set forth: (A) The present name of the  
1385 statutory trust and, if it has been changed, the name under which the  
1386 statutory trust was originally formed; (B) the date of filing of the  
1387 original certificate of trust; (C) the information required to be included  
1388 pursuant to subsection (a) of this section; (D) the future effective date,  
1389 which shall be a date certain, of effectiveness of the restated certificate

1390 of trust if it is not to be effective upon the filing of the restated  
1391 certificate of trust; and (E) any other information the trustees  
1392 determine to include therein.

1393 (2) A certificate of trust may be restated at any time for any purpose  
1394 as the trustees may determine.

1395 (d) A certificate of trust shall be cancelled upon the completion of  
1396 winding up of the statutory trust and its termination. A certificate of  
1397 cancellation shall be filed in the office of the Secretary of the State and  
1398 set forth: (1) The name of the statutory trust; (2) the date of filing of the  
1399 original certificate of trust; (3) the reason for filing the certificate of  
1400 cancellation; (4) the future effective date, which shall be a date certain,  
1401 of cancellation if it is not to be effective upon the filing of the  
1402 certificate; and (5) any other information the trustees determine to  
1403 include therein.

1404 (e) When any document is required or permitted to be filed or  
1405 recorded as provided in sections 34-500 to 34-547, inclusive, as  
1406 amended by this act, the Secretary of the State may, in the Secretary of  
1407 the State's discretion, for good cause, permit a photostatic or other  
1408 photographic copy of such document to be filed or recorded in lieu of  
1409 the original instrument. Such filing or recording shall have the same  
1410 force and effect as if the original instrument had been so filed or  
1411 recorded.

1412 [(e)] (f) Unless the office of the Secretary of the State determines that  
1413 a document filed with it pursuant to this section does not conform to  
1414 law, it shall, when all required filing fees have been paid, endorse on  
1415 each signed [original] copy of such document the word "Filed" and the  
1416 date and time of its acceptance for filing and retain the [original] copy  
1417 in its files.

1418 Sec. 37. Section 34-429 of the general statutes is repealed and the  
1419 following is substituted in lieu thereof (*Effective January 1, 2010*):

1420 Before transacting business in this state, a foreign registered limited

1421 liability partnership shall file a certificate of authority with the  
1422 Secretary of the State executed by a person with authority to do so  
1423 under the laws of the state or other jurisdiction where it is registered as  
1424 a registered limited liability partnership. The certificate of authority  
1425 shall set forth: (1) The name of the partnership and, if different, the  
1426 name under which it proposes to transact business in this state, either  
1427 of which shall conform to the requirements of section 34-406; (2) the  
1428 state or other jurisdiction where it is registered as a registered limited  
1429 liability partnership and the date of its registration; (3) the name and  
1430 address of the agent in this state for service of process required to be  
1431 maintained by section 34-408 and an acceptance of such appointment  
1432 signed by the agent appointed; (4) the address of the office required to  
1433 be maintained in the state or other jurisdiction of its organization by  
1434 the laws of that state or jurisdiction or, if not so required, of the  
1435 principal office of the partnership; (5) a representation that the  
1436 partnership is a "foreign registered limited liability partnership" as  
1437 defined in [subdivision (4) of] section 34-301, as amended by this act;  
1438 (6) a brief statement of the business in which the partnership engages;  
1439 and (7) any other matters the partnership may determine to include.

1440 Sec. 38. Section 34-531 of the general statutes is repealed and the  
1441 following is substituted in lieu thereof (*Effective January 1, 2010*):

1442 Before transacting business in this state, a foreign statutory trust  
1443 shall register with the Secretary of the State. In order to register, a  
1444 foreign statutory trust shall submit to the Secretary of the State an  
1445 original signed copy of an application for registration as a foreign  
1446 statutory trust executed by a person with authority to do so under the  
1447 laws of the state or other jurisdiction of its formation. The application  
1448 shall set forth: (1) The name of the foreign statutory trust and, if  
1449 different, the name under which it proposes to transact business in this  
1450 state; (2) the state or other jurisdiction where formed, and date of its  
1451 organization; (3) the name and address of the agent in this state for  
1452 service of process on the foreign statutory trust required to be  
1453 maintained by section 34-532 and an acceptance of such appointment  
1454 signed by the agent appointed if other than the Secretary of the State;

1455 (4) the address of the office required to be maintained in the state or  
 1456 other jurisdiction of its organization by the laws of that state or  
 1457 jurisdiction or, if not so required, of the principal office of the foreign  
 1458 statutory trust; (5) a representation that the foreign statutory trust is a  
 1459 "foreign statutory trust" as defined in [subdivision (3) of] section 34-  
 1460 501, as amended by this act; and (6) the character of the business which  
 1461 the statutory trust intends to transact in this state.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>January 1, 2010</i>	33-608
Sec. 2	<i>January 1, 2010</i>	33-882
Sec. 3	<i>January 1, 2010</i>	33-932
Sec. 4	<i>January 1, 2010</i>	33-953
Sec. 5	<i>January 1, 2010</i>	33-954
Sec. 6	<i>January 1, 2010</i>	33-1004
Sec. 7	<i>January 1, 2010</i>	33-1172
Sec. 8	<i>January 1, 2010</i>	33-1222
Sec. 9	<i>January 1, 2010</i>	33-1243
Sec. 10	<i>January 1, 2010</i>	33-1244
Sec. 11	<i>January 1, 2010</i>	34-9
Sec. 12	<i>January 1, 2010</i>	34-10b
Sec. 13	<i>January 1, 2010</i>	34-13e
Sec. 14	<i>January 1, 2010</i>	34-13f
Sec. 15	<i>January 1, 2010</i>	34-32a
Sec. 16	<i>January 1, 2010</i>	34-38k
Sec. 17	<i>January 1, 2010</i>	34-38s
Sec. 18	<i>January 1, 2010</i>	34-38t
Sec. 19	<i>January 1, 2010</i>	34-101
Sec. 20	<i>January 1, 2010</i>	34-106
Sec. 21	<i>January 1, 2010</i>	34-107
Sec. 22	<i>January 1, 2010</i>	34-110
Sec. 23	<i>January 1, 2010</i>	34-211
Sec. 24	<i>January 1, 2010</i>	34-229
Sec. 25	<i>January 1, 2010</i>	34-230
Sec. 26	<i>January 1, 2010</i>	34-231
Sec. 27	<i>January 1, 2010</i>	34-301
Sec. 28	<i>January 1, 2010</i>	34-411
Sec. 29	<i>January 1, 2010</i>	34-420

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Sec. 30	<i>January 1, 2010</i>	34-421
Sec. 31	<i>January 1, 2010</i>	34-423
Sec. 32	<i>January 1, 2010</i>	34-431
Sec. 33	<i>January 1, 2010</i>	34-432
Sec. 34	<i>January 1, 2010</i>	34-434
Sec. 35	<i>January 1, 2010</i>	34-501
Sec. 36	<i>January 1, 2010</i>	34-503
Sec. 37	<i>January 1, 2010</i>	34-429
Sec. 38	<i>January 1, 2010</i>	34-531

**JUD**      *Joint Favorable Subst.*

The following Fiscal Impact Statement and Bill Analysis are prepared for the benefit of the members of the General Assembly, solely for purposes of information, summarization and explanation and do not represent the intent of the General Assembly or either chamber thereof for any purpose. In general, fiscal impacts are based upon a variety of informational sources, including the analyst's professional knowledge. Whenever applicable, agency data is consulted as part of the analysis, however final products do not necessarily reflect an assessment from any specific department.

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**OFA Fiscal Note**

**State Impact:**

<b>Agency Affected</b>	<b>Fund-Effect</b>	<b>FY 10 \$</b>	<b>FY 11 \$</b>
Secretary of the State	GF - Revenue Gain	None	Significant

Note: GF=General Fund

**Municipal Impact:** None

**Explanation**

This bill makes changes regarding annual reports filed with the Secretary of the State (SOTS) and sets a submittal deadline of July 1 for all business entities. It imposes a \$100 late fee for business entities who do not file their annual report on time. This will result in a significant revenue gain to the SOTS, starting in FY 11.

**The Out Years**

The annualized ongoing fiscal impact identified above would continue into the future subject to inflation.

Sources: *Office of the Secretary of the State*

**OLR Bill Analysis**

**sHB 6644**

***AN ACT CONCERNING BUSINESS ENTITY FILINGS.***

**SUMMARY:**

This bill makes a number of changes regarding the annual reports filed with the secretary of the state by domestic and out-of-state stock and non-stock corporations, limited partnerships, limited liability companies, and limited liability partnerships. It:

1. changes when the annual reports must be filed;
2. requires the secretary to deliver or email a notice that the annual report is due, rather than mail a form for the annual report;
3. requires the reports to be filed electronically unless, on request, the secretary grants an exemption;
4. imposes a \$100 late fee for not meeting the filing deadline; and
5. prohibits an entity from filing the required form to dissolve or cease doing business in Connecticut until it has filed all of its annual reports.

For these entities, it also allows the secretary to require or permit any document required by law or regulation under the law governing the particular entity to be filed by electronic transmission or new technology, as it develops. For corporations, current law allows the document to be delivered by electronic transmission to the extent the secretary permits it.

For limited partnerships, limited liability partnerships, and statutory trusts, the bill allows the secretary, in her discretion and for good cause, to permit use of a photostatic or photographic copy of any

document required or permitted to be filed or recorded under the laws governing the entity instead of the original instrument. The bill gives the copy the same force and effect as the original. The law already applies these provisions to corporations and limited liability companies.

The bill also adds definitions, makes specific changes for limited liability companies and statutory trusts, and makes technical and conforming changes.

EFFECTIVE DATE: January 1, 2010

### **ANNUAL REPORTS**

Beginning January 1, 2010, the bill requires domestic and out-of-state stock and non-stock corporations, limited partnerships, limited liability companies, and limited liability partnerships to file their annual reports between January 1 and May 1 each year. Under current law, corporations (except for the first report) file their annual reports according to the secretary's regulations. The other entities file them on the anniversary of their formation, filing of articles of organization, or, in the case of out-of-state entities, filing of their registration to do business.

The bill also requires the reports to be filed by electronic transmission, but it allows the secretary, on request, to exempt an entity from electronic filing if it is not capable of electronic filing, it cannot pay in an authorized manner by electronic means, or good cause is shown.

### **Late Filing Fee**

Beginning January 1, 2010, the bill (1) requires an entity that does not file its annual report by July 1 to pay a \$100 late filing fee for each year or part of one that it is in default, (2) makes the fee additional to the regular filing fee, and (3) allows the attorney general to remit all or part of the late fee if he believes it would be inequitable to enforce collection of the fee.

**DEFINITIONS**

The bill adds and changes certain definitions in the laws that apply to particular entities. As a result, these terms will have the same definitions in the laws that apply to corporations, limited partnerships, limited liability companies, and limited liability partnerships.

The bill adds the following definitions to the laws governing limited partnerships and limited liability partnership:

1. “deliver” is any method used in conventional commercial practice, including by hand, mail, commercial delivery, and electronic transmission;
2. a “document” includes anything delivered to the secretary for filing under the entity’s laws;
3. “electronic transmission” is any process of communication not directly involving the physical transfer of paper that is suitable for the recipient retaining, retrieving, and reproducing information; and
4. “sign” includes any manual, facsimile, conformed, or electronic signature.

The bill specifies that these and other definitions for limited liability partnerships apply to all of the provisions on limited liability partnerships.

For limited liability companies, it adds the same definitions of “deliver” and “document” and changes the definition of “sign” to include electronic signatures.

The bill also adds the definitions for “document” and “sign” to the laws on statutory trusts but it does not add the other terms.

**LIMITED LIABILITY COMPANIES**

Under current law, articles of organization and any documents required to be filed under the limited liability company law must be

typed, printed, or, if authorized by the secretary, electronically transmitted. The bill allows them to be electronically transmitted in a format that can be retrieved or reproduced in a typed or printed form.

**STATUTORY TRUSTS**

Current law requires a statutory trust to file the original, signed copy of its certificate of trust with the secretary. The bill only requires a signed copy and not the original.

**COMMITTEE ACTION**

Judiciary Committee

Joint Favorable Substitute

Yea 39 Nay 0 (04/01/2009)