



General Assembly

January Session, 2009

**Raised Bill No. 6643**

LCO No. 4467

\*04467\_\_\_\_\_JUD\*

Referred to Committee on Judiciary

Introduced by:  
(JUD)

**AN ACT CONCERNING THE RESIGNATION OR ABSENCE OF AN  
AGENT FOR SERVICE OF PROCESS FOR CERTAIN BUSINESS  
ENTITIES.**

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

1 Section 1. Subsection (e) of section 34-13b of the general statutes is  
2 repealed and the following is substituted in lieu thereof (*Effective*  
3 *October 1, 2009*):

4 (e) If a statutory agent for service dies, dissolves, removes from the  
5 state or resigns, the limited partnership shall forthwith appoint  
6 another statutory agent for service. If the statutory agent for service  
7 changes his or its business or residence address within the state from  
8 that appearing upon the record in the office of the Secretary of the  
9 State, the agent for service of process or the limited partnership shall  
10 forthwith file with the Secretary of the State notice of the new address.  
11 A statutory agent for service may resign by filing with the Secretary of  
12 the State a signed statement in duplicate to that effect. The Secretary of  
13 the State shall forthwith file one copy and mail the other copy of such  
14 statement to the limited partnership, at the office designated in the  
15 certificate of limited partnership. Upon the expiration of [one hundred

16 twenty] thirty days after such filing, the resignation shall be effective  
17 and the authority of such statutory agent for service shall terminate. A  
18 limited partnership may revoke the appointment of a statutory agent  
19 for service by making a new appointment as provided in this section  
20 and any new appointment so made shall revoke all appointments  
21 theretofore made.

22 Sec. 2. Section 34-38p of the general statutes is repealed and the  
23 following is substituted in lieu thereof (*Effective October 1, 2009*):

24 (a) Each foreign limited partnership shall, before transacting  
25 business in this state, appoint in writing an agent upon whom all  
26 process, in any action or proceeding against it, may be served, and by  
27 such appointment the foreign limited partnership shall agree that any  
28 process against it which is served on such agent shall be of the same  
29 legal force and validity as if served on the foreign limited partnership  
30 and that such appointment shall continue in force as long as any  
31 liability remains outstanding against the foreign limited partnership in  
32 this state.

33 (b) A foreign limited partnership's agent for service upon whom  
34 process may be served shall be: (1) The Secretary of the State and his  
35 successors in office; (2) a natural person who is a resident of this state;  
36 (3) a domestic corporation; (4) a corporation not organized under the  
37 laws of this state and which has procured a certificate of authority to  
38 transact business or conduct its affairs in this state; (5) a domestic  
39 limited liability company; (6) a limited liability company not organized  
40 under the laws of this state and which has procured a certificate of  
41 registration to transact business or conduct its affairs in this state; (7) a  
42 domestic registered limited liability partnership; (8) a registered  
43 limited liability partnership not organized under the laws of this state  
44 and which has procured a certificate of authority to transact business  
45 or conduct its affairs in this state; (9) a domestic statutory trust; or (10)  
46 a statutory trust not organized under the laws of this state and which  
47 has procured a certificate of registration to transact business or

48 conduct its affairs in this state.

49 (c) A foreign limited partnership's appointment of the Secretary of  
50 the State and his successors in office as its initial agent upon whom  
51 process may be served shall be included in the application for  
52 registration as provided in section 34-38g. A subsequent appointment  
53 of the Secretary of the State and his successors in office as a foreign  
54 limited partnership's agent upon whom process may be served shall be  
55 filed in the office of the Secretary of the State in such form as the  
56 secretary shall prescribe.

57 (d) A foreign limited partnership's appointment of a natural person  
58 or an entity set forth in subdivisions (2) to (10), inclusive, of subsection  
59 (b) of this section as its initial agent upon whom process may be served  
60 shall be included in the application for registration as provided in  
61 section 34-38g. A foreign limited partnership's subsequent  
62 appointment of any such natural person or entity as its agent upon  
63 whom process may be served shall be filed with the Secretary of the  
64 State in such form as the secretary shall prescribe setting forth: (1) The  
65 name of the foreign limited partnership; (2) the name of such agent; (3)  
66 a statement of acceptance by the statutory agent therein appointed;  
67 and (4) if such agent is a natural person, the business and residence  
68 addresses thereof; if such agent is an entity organized under the laws  
69 of this state, the address of the principal office thereof; if such agent is  
70 an entity not organized under the laws of this state, the address of the  
71 principal office thereof in this state. In each case, the address shall  
72 include the street and number or other particular designation. All  
73 subsequent written appointments filed with the Secretary of the State  
74 shall be signed by a general partner of the foreign limited partnership  
75 and, if other than the Secretary of the State, by the statutory agent  
76 therein appointed.

77 (e) If an agent dies, dissolves, removes from the state or resigns, the  
78 foreign limited partnership shall forthwith appoint another agent upon  
79 whom process may be served. If such agent changes his or its address

80 within the state from that appearing upon the records in the office of  
81 the Secretary of the State, the foreign limited partnership or agent shall  
82 forthwith file with the Secretary of the State notice of the new address.  
83 Such agent may resign by filing with the Secretary of the State a signed  
84 statement in duplicate to that effect. The Secretary of the State shall  
85 forthwith file one copy and mail the other copy of such statement [,  
86 together with notice that as a result of the failure to comply with this  
87 section, the authority to transact business in this state of such foreign  
88 limited partnership shall be deemed to have been revoked, by certified  
89 mail,] to the foreign limited partnership at the office designated in the  
90 certificate of registration filed pursuant to section 34-38g. Upon the  
91 expiration of [one hundred twenty] thirty days after the mailing of  
92 such notice, the resignation shall be effective. [and the authority of the  
93 foreign limited partnership to transact business in this state shall be  
94 revoked unless a new agent has been appointed as provided in this  
95 section within such one-hundred-twenty-day period.] A foreign  
96 limited partnership may revoke the appointment of an agent upon  
97 whom process may be served by making a new appointment as  
98 provided in this section and any new appointment so made revokes all  
99 appointments theretofore made.

100 [(f) Whenever a foreign limited partnership fails to comply with this  
101 section, the authority of such foreign limited partnership shall be  
102 deemed to have been revoked.]

103 Sec. 3. Section 34-38u of the general statutes is repealed and the  
104 following is substituted in lieu thereof (*Effective October 1, 2009*):

105 (a) The certificate of registration of a foreign limited partnership to  
106 transact business in this state may be revoked by the Secretary of the  
107 State upon the conditions provided in this section when: (1) Any wilful  
108 misrepresentation has been made of any material matter in any  
109 application, report, affidavit or other document, submitted by such  
110 foreign limited partnership pursuant to this chapter; [or] (2) the foreign  
111 limited partnership is exceeding the authority conferred upon it by this

112 chapter; or (3) the foreign limited partnership is without an agent upon  
113 whom process may be served in this state for sixty days or more.

114 (b) On the happening of the events set out in subdivision (1), [or] (2)  
115 or (3) of subsection (a) of this section, the Secretary of the State shall  
116 give not less than twenty days' written notice to the foreign limited  
117 partnership that he intends to revoke the certificate of registration of  
118 such foreign limited partnership for one of said causes, specifying the  
119 same. Such notice shall be given by registered or certified mail or mail  
120 evidenced by a certificate of mailing addressed to the foreign limited  
121 partnership at its address as last shown on the records of the Secretary  
122 of the State. If, before expiration of the time set forth in such notice, the  
123 foreign limited partnership establishes to the satisfaction of the  
124 Secretary of the State that the stated cause for the revocation of its  
125 certificate of registration did not exist at the time the notice was mailed  
126 or, if it did exist at said time, has been cured, the Secretary of the State  
127 shall take no further action. Otherwise, on the expiration of the time  
128 stated in the notice, he shall revoke the certificate of registration of  
129 such foreign limited partnership to transact business in this state.

130 (c) Upon revoking the certificate of registration of any foreign  
131 limited partnership, the Secretary of the State shall file a certificate of  
132 revocation in his office and mail a copy thereof to such foreign limited  
133 partnership at its address as last shown on his records. The filing of  
134 such certificate of revocation shall cause the authority of a foreign  
135 limited partnership to transact business in this state to cease.  
136 Notwithstanding the filing of the certificate of revocation, the  
137 appointment by a foreign limited partnership of an attorney upon  
138 whom process may be served shall continue in force as long as any  
139 liability remains outstanding against the foreign limited partnership in  
140 this state.

141 Sec. 4. Section 34-224 of the general statutes is repealed and the  
142 following is substituted in lieu thereof (*Effective October 1, 2009*):

143 (a) Each foreign limited liability company shall, before transacting  
144 business in this state, appoint in writing an agent upon whom all  
145 process, in any action or proceeding against it, may be served, and by  
146 such appointment the foreign limited liability company shall agree that  
147 any process against it which is served on such agent shall be of the  
148 same legal force and validity as if served on the foreign limited liability  
149 company and that such appointment shall continue in force as long as  
150 any liability remains outstanding against the foreign limited liability  
151 company in this state.

152 (b) A foreign limited liability company's agent for service upon  
153 whom process may be served shall be: (1) The Secretary of the State  
154 and his successors in office; (2) a natural person who is a resident of  
155 this state; (3) a domestic corporation; (4) a foreign corporation which  
156 has procured a certificate of authority to transact business or conduct  
157 its affairs in this state; (5) a domestic limited liability company; (6) a  
158 foreign limited liability company which has procured a certificate of  
159 registration to transact business or conduct its affairs in this state; (7) a  
160 domestic registered limited liability partnership; (8) a registered  
161 limited liability partnership not organized under the laws of this state  
162 and which has procured a certificate of authority to transact business  
163 or conduct its affairs in this state; (9) a domestic statutory trust; or (10)  
164 a statutory trust not organized under the laws of this state and which  
165 has procured a certificate of registration to transact business or  
166 conduct its affairs in this state.

167 (c) A foreign limited liability company's appointment of the  
168 Secretary of the State and his successors in office as its initial agent  
169 upon whom process may be served shall be included in the application  
170 for registration as provided in section 34-223. A subsequent  
171 appointment of the Secretary of the State and his successors in office as  
172 a foreign limited liability company's agent upon whom process may be  
173 served shall be filed in the office of the Secretary of the State in such  
174 form as the secretary shall prescribe.

175 (d) A foreign limited liability company's appointment of a natural  
176 person or an entity set forth in subdivisions (2) to (10), inclusive, of  
177 subsection (b) of this section as its initial agent upon whom process  
178 may be served shall be included in the application for registration as  
179 provided in section 34-223. A foreign limited liability company's  
180 subsequent appointment of any such natural person or entity as its  
181 agent upon whom process may be served shall be filed with the  
182 Secretary of the State in such form as the secretary shall prescribe  
183 setting forth: (1) The name of the foreign limited liability company; (2)  
184 the name of such agent; (3) a statement of acceptance by the statutory  
185 agent therein appointed; and (4) if such agent is a natural person, the  
186 business and residence addresses thereof; if such agent is an entity  
187 organized under the laws of this state, the address of the principal  
188 office thereof; if such agent is an entity not organized under the laws of  
189 this state, the address of the principal office thereof in this state. In  
190 each case, the address shall include the street number or other  
191 particular designation. All subsequent written appointments filed with  
192 the Secretary of the State shall be signed by a member of the foreign  
193 limited liability company and, if other than the Secretary of the State,  
194 by the statutory agent therein appointed.

195 (e) If an agent dies, dissolves, removes from the state or resigns, the  
196 foreign limited liability company shall forthwith appoint another agent  
197 upon whom process may be served. If such agent changes his or its  
198 address within the state from that appearing upon the records in the  
199 office of the Secretary of the State, the foreign limited liability company  
200 or agent shall forthwith file with the Secretary of the State notice of the  
201 new address. Such agent may resign by filing with the Secretary of the  
202 State a signed statement in duplicate to that effect. The Secretary of the  
203 State shall forthwith file one copy and mail the other copy of such  
204 statement [, together with notice that as a result of the failure to  
205 comply with this section, the authority to transact business in this state  
206 of such foreign limited liability company shall be deemed to have been  
207 revoked, by certified mail,] to the foreign limited liability company at

208 the office designated in the application for registration filed pursuant  
209 to section 34-223. Upon the expiration of [~~one hundred twenty~~] thirty  
210 days after the mailing of such notice, the resignation shall be effective,  
211 [and the authority of the foreign limited liability company to transact  
212 business in this state shall be revoked unless a new agent has been  
213 appointed as provided in this section within such one-hundred-  
214 twenty-day period.] A foreign limited liability company may revoke  
215 the appointment of an agent upon whom process may be served by  
216 making a new appointment as provided in this section and any new  
217 appointment so made revokes all appointments theretofore made.

218 [(f) Whenever a foreign limited liability company fails to comply  
219 with this section, the authority of such foreign limited liability  
220 company shall be deemed to have been revoked.]

221 Sec. 5. Section 34-232 of the general statutes is repealed and the  
222 following is substituted in lieu thereof (*Effective October 1, 2009*):

223 (a) The certificate of registration of a foreign limited liability  
224 company to transact business in this state may be revoked by the  
225 Secretary of the State upon the conditions provided in this section  
226 when: (1) A wilful misrepresentation has been made of any material  
227 matter in any application, report, affidavit or other document,  
228 submitted by such foreign limited liability company pursuant to  
229 sections 34-100 to 34-242, inclusive; [or] (2) the foreign limited liability  
230 company is exceeding the authority conferred upon it by said sections;  
231 or (3) the foreign limited liability company is without an agent upon  
232 whom process may be served in this state for sixty days or more.

233 (b) On the happening of the events set out in subdivision (1), [or] (2)  
234 or (3) of subsection (a) of this section, the Secretary of the State shall  
235 give not less than twenty days written notice to the foreign limited  
236 liability company that said secretary intends to revoke the certificate of  
237 registration of such foreign limited liability company for one of said  
238 causes, specifying the same. Such notice shall be given by registered or

239 certified mail or mail evidenced by a certificate of mailing addressed to  
240 the foreign limited liability company at its address as last shown on  
241 the records of the Secretary of the State. If, before expiration of the time  
242 set forth in the notice, the foreign limited liability company establishes  
243 to the satisfaction of the Secretary of the State that the stated cause for  
244 the revocation of its certificate of registration did not exist at the time  
245 the notice was mailed or, if it did exist at said time, has been cured, the  
246 Secretary of the State shall take no further action. Otherwise, on the  
247 expiration of the time stated in the notice, said secretary shall revoke  
248 the certificate of registration of such foreign limited liability company  
249 to transact business in this state.

250 (c) Upon revoking the certificate of registration of any foreign  
251 limited liability company, the Secretary of the State shall file a  
252 certificate of revocation in his office and mail a copy thereof to such  
253 foreign limited liability company at its address as last shown on said  
254 secretary's records. The filing of such certificate shall cause the  
255 authority of a foreign limited liability company to transact business in  
256 this state to cease. Notwithstanding the filing of the certificate of  
257 revocation, the appointment by a foreign limited liability company of  
258 an attorney upon whom process may be served shall continue in force  
259 as long as any liability remains outstanding against the foreign limited  
260 liability company in this state.

261 Sec. 6. Section 34-532 of the general statutes is repealed and the  
262 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

269 (b) A foreign statutory trust's agent for service upon whom process

270 may be served shall be: (1) The Secretary of the State and his  
271 successors in office; (2) a natural person who is a resident of this state;  
272 (3) a domestic corporation; (4) a corporation not organized under the  
273 laws of this state which has procured a certificate of authority to  
274 transact business or conduct its affairs in this state; (5) a domestic  
275 limited liability company; (6) a limited liability company not organized  
276 under the laws of this state which has procured a certificate of  
277 registration to transact business or conduct its affairs in this state; (7) a  
278 domestic registered limited liability partnership; (8) a registered  
279 limited liability partnership not organized under the laws of this state  
280 and which has procured a certificate of authority to transact business  
281 or conduct its affairs in this state; (9) a domestic statutory trust; or (10)  
282 a foreign statutory trust which has procured a certificate of registration  
283 to transact business or conduct its affairs in this state.

284 (c) A foreign statutory trust's appointment of the Secretary of the  
285 State and his successors in office as its initial agent upon whom  
286 process may be served shall be included in the application for  
287 registration as provided in section 34-531, as amended by this act. A  
288 subsequent appointment of the Secretary of the State and his  
289 successors in office as a foreign statutory trust's agent upon whom  
290 process may be served shall be filed in the office of the Secretary of the  
291 State in such form as the secretary shall prescribe.

292 (d) A foreign statutory trust's appointment of a natural person or an  
293 entity set forth in subdivisions (2) to (10), inclusive, of subsection (b) of  
294 this section as its initial agent upon whom process may be served shall  
295 be included in the application for registration as provided in section  
296 34-531, as amended by this act. A foreign statutory trust's subsequent  
297 appointment of any such natural person or entity as its agent upon  
298 whom process may be served shall be filed with the Secretary of the  
299 State in such form as the secretary shall prescribe setting forth: (1) The  
300 name of the foreign statutory trust; (2) the name of such agent; (3) a  
301 statement of acceptance by the statutory agent therein appointed; and  
302 (4) if such agent is a natural person, the business and residence

303 addresses thereof; if such agent is an entity organized under the laws  
304 of this state, the address of the principal office thereof; if such agent is  
305 an entity not organized under the laws of this state, the address of the  
306 principal office thereof in this state. In each case, the address shall  
307 include the street and number or other particular designation. All  
308 subsequent written appointments filed with the Secretary of the State  
309 shall be signed by a trustee of the foreign statutory trust and, if other  
310 than the Secretary of the State, by the statutory agent therein  
311 appointed.

312 (e) If an agent dies, dissolves, removes from the state or resigns, the  
313 foreign statutory trust shall forthwith appoint another agent upon  
314 whom process may be served. If such agent changes his or its address  
315 within the state from that appearing upon the records in the office of  
316 the Secretary of the State, the foreign statutory trust or agent shall  
317 forthwith file with the Secretary of the State a signed statement in  
318 duplicate to that effect. The Secretary of the State shall forthwith file  
319 one copy and mail the other copy of such statement [, together with  
320 notice that as a result of the failure to comply with this section, the  
321 authority to transact business in this state of such foreign statutory  
322 trust shall be deemed to have been revoked, by certified mail,] to the  
323 foreign statutory trust at the office designated in the application for  
324 registration filed pursuant to section 34-531, as amended by this act.  
325 Upon the expiration of [one hundred twenty] thirty days after the  
326 mailing of such notice, the resignation shall be effective. [and the  
327 authority of the foreign statutory trust to transact business in this state  
328 shall be revoked unless a new agent has been appointed as provided in  
329 this section within such one-hundred-twenty-day period.] A foreign  
330 statutory trust may revoke the appointment of an agent upon whom  
331 process may be served by making a new appointment as provided in  
332 this section and any new appointment so made revokes all  
333 appointments theretofore made.

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

336 have been revoked.]

337 Sec. 7. Section 34-538 of the general statutes is repealed and the  
338 following is substituted in lieu thereof (*Effective October 1, 2009*):

339 (a) The certificate of registration of a foreign statutory trust to  
340 transact business in this state may be revoked by the Secretary of the  
341 State upon the conditions provided in this section when: (1) [The  
342 statutory trust has failed to file its annual report with the Secretary of  
343 the State; (2) a] A wilful misrepresentation has been made of any  
344 material matter in any application, report, affidavit or other document,  
345 submitted by such foreign statutory trust pursuant to sections 34-500  
346 to 34-547, inclusive; [or (3)] (2) the foreign statutory trust is exceeding  
347 the authority conferred upon it by said sections; or (3) the foreign  
348 statutory trust is without an agent upon whom process may be served  
349 in this state for sixty days or more.

350 (b) [(1) On the happening of the events set out in subdivision (1) of  
351 subsection (a) of this section, the Secretary of the State shall revoke the  
352 certificate of registration of such foreign statutory trust to transact  
353 business in this state. (2)] On the happening of the events set out in  
354 subdivision (1), (2) or (3) of subsection (a) of this section, the Secretary  
355 of the State shall give not less than twenty days written notice to the  
356 foreign statutory trust that said secretary intends to revoke the  
357 certificate of registration of such foreign statutory trust for one of said  
358 causes, specifying the same. Such notice shall be given by registered or  
359 certified mail addressed to the foreign statutory trust at its address as  
360 last shown on the records of the Secretary of the State. If, before  
361 expiration of the time set forth in the notice, the foreign statutory trust  
362 establishes to the satisfaction of the Secretary of the State that the  
363 stated cause for the revocation of its certificate of registration did not  
364 exist at the time the notice was mailed or, if it did exist at said time, has  
365 been cured, the Secretary of the State shall take no further action.  
366 Otherwise, on the expiration of the time stated in the notice, said  
367 secretary shall revoke the certificate of registration of such foreign

368 statutory trust to transact business in this state.

369 (c) Upon revoking the certificate of registration of any foreign  
370 statutory trust, the Secretary of the State shall file a certificate of  
371 revocation in his office and mail a copy thereof to such foreign  
372 statutory trust at its address as last shown on said secretary's records.  
373 The filing of such certificate shall cause the authority of a foreign  
374 statutory trust to transact business in this state to cease.  
375 Notwithstanding the filing of the certificate of revocation, the  
376 appointment by a foreign statutory trust of an attorney upon whom  
377 process may be served shall continue in force as long as any liability  
378 remains outstanding against the foreign statutory trust in this state.

379 Sec. 8. Section 34-9 of the general statutes is repealed and the  
380 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

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

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

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

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

393 (5) "Document" includes anything delivered to the office of the  
394 Secretary of the State for filing under sections 34-9 to 34-38u, inclusive,  
395 as amended by this act.

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

400       [(5)] (7) "Event of withdrawal of a general partner" means an event  
401 that causes a person to cease to be a general partner as provided in  
402 section 34-28.

403       [(6)] (8) "Foreign limited partnership" means a partnership formed  
404 under the laws of any state other than this state and having as partners  
405 one or more general partners and one or more limited partners.

406       [(7)] (9) "General partner" means a person who has been admitted to  
407 a limited partnership as a general partner in accordance with the  
408 partnership agreement and named in the certificate of limited  
409 partnership as a general partner.

410       [(8)] (10) "Interests" means the proprietary interests in an other  
411 entity.

412       [(9)] (11) "Limited partner" means a person who has been admitted  
413 to a limited partnership as a limited partner in accordance with the  
414 partnership agreement.

415       [(10)] (12) "Limited partnership" and "domestic limited partnership"  
416 means a partnership formed by two or more persons under the  
417 provisions of this chapter and having one or more general partners  
418 and one or more limited partners.

419       [(11)] (13) "Merger" means a business combination pursuant to  
420 section 34-33a.

421       [(12)] (14) "Organizational documents" means the basic document or  
422 documents that create, or determine the internal governance of, an  
423 other entity.

424        [(13)] (15) "Other entity" means any association or legal entity, other  
425 than a domestic or foreign limited partnership, organized to conduct  
426 business, including, but not limited to, a corporation, general  
427 partnership, limited liability partnership, limited liability company,  
428 joint venture, joint stock company, business trust, statutory trust and  
429 real estate investment trust.

430        [(14)] (16) "Partner" means a limited or general partner.

431        [(15)] (17) "Partnership agreement" means any valid agreement,  
432 written or oral, of the partners as to the affairs of a limited partnership  
433 and the conduct of its business.

434        [(16)] (18) "Partnership interest" means a partner's share of the  
435 profits and losses of a limited partnership and the right to receive  
436 distributions of partnership assets.

437        [(17)] (19) "Party to a consolidation" means any domestic or foreign  
438 limited partnership or other entity that will consolidate under a plan of  
439 consolidation.

440        [(18)] (20) "Party to a merger" means any domestic or foreign limited  
441 partnership or other entity that will merge under a plan of merger.

442        [(19)] (21) "Person" means a natural person, partnership, limited  
443 partnership, foreign limited partnership, trust, estate, association,  
444 limited liability company or corporation.

445        [(20)] (22) "Plan of merger" means a plan entered into pursuant to  
446 section 34-33a.

447        [(21)] (23) "Plan of consolidation" means a plan entered into  
448 pursuant to section 34-33b.

449        (24) "Sign" or "signature" includes any manual, facsimile, conformed  
450 or electronic signature.

451        [(22)] (25) "State" means a state, territory, or possession of the United  
452 States, the District of Columbia or the Commonwealth of Puerto Rico.

453        [(23)] (26) "Survivor" means, in a merger or consolidation, the  
454 limited partnership or other entity into which one or more other  
455 limited partnerships or other entities are merged or consolidated.

456        Sec. 9. Section 34-101 of the general statutes is repealed and the  
457 following is substituted in lieu thereof (*Effective October 1, 2009*):

458        As used in sections 34-100 to 34-242, inclusive, unless the context  
459 otherwise requires:

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

463        (2) "Articles of organization" means articles filed under section 34-  
464 121, and those articles as amended or restated.

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

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

468        (5) "Document" includes anything delivered to the office of the  
469 Secretary of the State for filing under sections 34-100 to 34-242,  
470 inclusive.

471        [(5)] (6) "Electronic transmission" or "electronically transmitted"  
472 means any process of communication not directly involving the  
473 physical transfer of paper that is suitable for the retention, retrieval  
474 and reproduction of information by the recipient. [and which does not  
475 directly involve the physical transfer of paper.]

476        [(6)] (7) "Event of dissociation" means an event that causes a person  
477 to cease to be a member, as provided in section 34-180.

478        [(7)] (8) "Foreign corporation" means a corporation formed under  
479 the laws of any state other than this state or under the laws of any  
480 foreign country.

481        [(8)] (9) "Foreign limited liability company" means an entity that is:  
482 (A) Organized under the laws of a state other than the laws of this state  
483 or under the laws of any foreign country; (B) organized under a statute  
484 pursuant to which an entity denominated as a limited liability  
485 company may be formed that affords to each of its members limited  
486 liability with respect to the liabilities of the entity; and (C) is not  
487 required to be registered or organized under any statute of this state  
488 other than sections 34-100 to 34-242, inclusive.

489        [(9)] (10) "Foreign limited partnership" means a limited partnership  
490 formed under the laws of any state other than this state or under the  
491 laws of any foreign country.

492        [(10)] (11) "Limited liability company" or "domestic limited liability  
493 company" means an organization having one or more members that is  
494 formed under sections 34-100 to 34-242, inclusive.

495        [(11)] (12) "Limited liability company membership interest" or  
496 "interest" or "interest in the limited liability company" means a  
497 member's share of the profits and losses of the limited liability  
498 company and a member's right to receive distributions of the limited  
499 liability company's assets, unless otherwise provided in the operating  
500 agreement.

501        [(12)] (13) "Limited partnership" means a limited partnership  
502 formed under the laws of this state or a foreign limited partnership.

503        [(13)] (14) "Manager" or "managers" means, with respect to a limited  
504 liability company that has set forth in its articles of organization that it  
505 is to be managed by managers, the person or persons designated in  
506 accordance with section 34-140.

507        [(14)] (15) "Member" or "members" means a person or persons who  
508        have been admitted to membership in a limited liability company as  
509        provided in section 34-179 and who have not disassociated from the  
510        limited liability company as provided in section 34-180.

511        [(15)] (16) "Operating agreement" means any agreement, written or  
512        oral, as to the conduct of the business and affairs of a limited liability  
513        company, which is binding upon all of the members.

514        [(16)] (17) "Organizational documents" means the basic document or  
515        documents that create, or determine the internal governance of, an  
516        other entity.

517        [(17)] (18) "Organizer" or "organizers" means any member or  
518        members or any other person or persons who files or file the articles of  
519        organization as provided in section 34-120.

520        [(18)] (19) "Other entity" means any association or legal entity, other  
521        than a domestic or foreign limited liability company, organized to  
522        conduct business, including, but not limited to, a corporation, general  
523        partnership, limited liability partnership, limited partnership, joint  
524        venture, joint stock company, business trust, statutory trust and real  
525        estate investment trust.

526        [(19)] (20) "Party to a consolidation" means any domestic or foreign  
527        limited liability company or other entity that will consolidate under a  
528        plan of consolidation.

529        [(20)] (21) "Party to a merger" means any domestic or foreign limited  
530        liability company or other entity that will merge under a plan of  
531        merger.

532        [(21)] (22) "Person" means an individual, a general partnership, a  
533        limited partnership, a domestic or foreign limited liability company, a  
534        trust, an estate, an association, a corporation or any other legal or  
535        commercial entity.

536 [(22)] (23) "Plan of merger" or "plan of consolidation" means a plan  
537 entered into pursuant to section 34-195.

538 [(23)] (24) "Professional service" means any type of service to the  
539 public that requires that members of a profession rendering such  
540 service obtain a license or other legal authorization as a condition  
541 precedent to the rendition thereof, limited to the professional services  
542 rendered by dentists, natureopaths, chiropractors, physicians and  
543 surgeons, doctors of dentistry, physical therapists, occupational  
544 therapists, podiatrists, optometrists, nurses, nurse-midwives,  
545 veterinarians, pharmacists, architects, professional engineers, or jointly  
546 by architects and professional engineers, landscape architects, real  
547 estate brokers, insurance producers, certified public accountants and  
548 public accountants, land surveyors, psychologists, attorneys-at-law,  
549 licensed marital and family therapists, licensed professional  
550 counselors, licensed or certified alcohol and drug counselors and  
551 licensed clinical social workers.

552 [(24)] (25) "Sign" or "signature" includes any manual, facsimile, [or]  
553 conformed or electronic signature.

554 [(25)] (26) "State" means a state, territory or possession of the United  
555 States, the District of Columbia or the Commonwealth of Puerto Rico.

556 [(26)] (27) "Survivor" means, in a merger or consolidation, the  
557 limited liability company or other entity into which one or more other  
558 limited liability companies or other entities are merged or  
559 consolidated.

560 Sec. 10. Section 34-301 of the general statutes is repealed and the  
561 following is substituted in lieu thereof (*Effective October 1, 2009*):

562 As used in sections 34-300 to 34-399, inclusive:

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

564 (2) "Debtor in bankruptcy" means a person who is the subject of: (A)

565 An order for relief under Title 11 of the United States Code or a  
566 comparable order under a successor statute of general application; or  
567 (B) a comparable order under federal, state or foreign law governing  
568 insolvency.

569 (3) "Distribution" means a transfer of money or other property from  
570 a partnership to a partner in the partner's capacity as a partner or to  
571 the partner's transferee.

572 (4) "Document" includes anything delivered to the office of the  
573 Secretary of the State for filing under sections 34-300 to 34-399,  
574 inclusive.

575 (5) "Electronic transmission" or "electronically transmitted" means  
576 any process of communication not directly involving the physical  
577 transfer of paper that is suitable for the retention, retrieval and  
578 reproduction of information by the recipient.

579 [(4)] (6) "Foreign registered limited liability partnership" includes a  
580 partnership formed pursuant to an agreement governed by the laws of  
581 any state other than this state and registered or denominated as a  
582 registered limited liability partnership or limited liability partnership  
583 under the laws of such other state.

584 [(5)] (7) "Interests" means the proprietary interests in an other entity.

585 [(6)] (8) "Merger" means a business combination pursuant to section  
586 34-388.

587 [(7)] (9) "Organizational documents" means the basic document or  
588 documents that create, or determine the internal governance of, an  
589 other entity.

590 [(8)] (10) "Other entity" means any association or legal entity, other  
591 than a domestic or foreign partnership, organized to conduct business,  
592 including, but not limited to, a corporation, limited partnership,  
593 limited liability partnership, limited liability company, joint venture,

594 joint stock company, business trust, statutory trust and real estate  
595 investment trust.

596 [(9)] (11) "Partnership" means an association of two or more persons  
597 to carry on as co-owners a business for profit formed under section 34-  
598 314, predecessor law or comparable law of another jurisdiction, and  
599 includes for all purposes of the laws of this state a registered limited  
600 liability partnership.

601 [(10)] (12) "Partnership agreement" means the agreement, whether  
602 written, oral or implied, among the partners concerning the  
603 partnership, including amendments to the partnership agreement.

604 [(11)] (13) "Partnership at will" means a partnership in which the  
605 partners have not agreed to remain partners until the expiration of a  
606 definite term or the completion of a particular undertaking.

607 [(12)] (14) "Partnership interest" or "partner's interest in the  
608 partnership" means all of a partner's interests in the partnership,  
609 including the partner's transferable interest and all management and  
610 other rights.

611 [(13)] (15) "Party to a merger" means any domestic or foreign  
612 partnership or other entity that will merge under a plan of merger.

613 [(14)] (16) "Person" means an individual, corporation, limited  
614 liability company, business trust, estate, trust, partnership, association,  
615 joint venture, government, governmental subdivision, agency or  
616 instrumentality, or any other legal or commercial entity.

617 [(15)] (17) "Plan of merger" means a plan entered into pursuant to  
618 section 34-388.

619 [(16)] (18) "Property" means all property, real, personal or mixed,  
620 tangible or intangible, or any interest therein.

621 [(17)] (19) "Registered limited liability partnership" includes a

622 partnership formed pursuant to an agreement governed by the laws of  
623 this state, registered under section 34-419, and complying with sections  
624 34-406 and 34-420.

625 (20) "Sign" or "signature" includes any manual, facsimile, conformed  
626 or electronic signature.

627 [(18)] (21) "State" means a state of the United States, the District of  
628 Columbia, the Commonwealth of Puerto Rico or any territory or  
629 insular possession subject to the jurisdiction of the United States.

630 [(19)] (22) "Statement" means a statement of partnership authority  
631 under section 34-324, a statement of denial under section 34-325, a  
632 statement of dissociation under section 34-365, a statement of  
633 dissolution under section 34-376, a statement of merger under section  
634 34-390, or an amendment or cancellation of any of the foregoing.

635 [(20)] (23) "Survivor" in a merger means the partnership or other  
636 entity into which one or more other partnerships or other entities are  
637 merged or consolidated. A survivor of a merger may preexist the  
638 merger or be created by the merger.

639 [(21)] (24) "Transfer" includes an assignment, conveyance, lease,  
640 mortgage, deed and encumbrance.

641 Sec. 11. Section 34-501 of the general statutes is repealed and the  
642 following is substituted in lieu thereof (*Effective October 1, 2009*):

643 For purposes of sections 34-500 to 34-547, inclusive:

644 (1) "Beneficial owner" means any owner of a beneficial interest in a  
645 statutory trust. Beneficial ownership shall be determined and  
646 evidenced, whether by means of registration, the issuance of  
647 certificates or otherwise, in accordance with the applicable provisions  
648 of the governing instrument of the statutory trust.

649 (2) "Statutory trust" or "domestic statutory trust" means an

650 unincorporated association which (A) is created by a trust instrument  
651 under which property is or will be held, managed, administered,  
652 controlled, invested, reinvested or operated, or business or  
653 professional activities are carried on or will be carried on, by a trustee  
654 or trustees for the benefit of such person or persons as are or may  
655 become entitled to a beneficial interest in the trust property, including  
656 but not limited to a trust of the type known at common law as a  
657 "business trust" or "Massachusetts trust" or "grantor trust", or a trust  
658 qualifying as a real estate investment trust under Section 856 et seq., of  
659 the United States Internal Revenue Code of 1986, or any subsequent  
660 corresponding internal revenue code of the United States, as from time  
661 to time amended, or a trust qualifying as a real estate mortgage  
662 investment conduit under Section 860D of the United States Internal  
663 Revenue Code of 1986, or any subsequent corresponding internal  
664 revenue code of the United States, as from time to time amended, and  
665 (B) files a certificate of trust pursuant to section 34-503. Any such  
666 association organized before or after October 1, 1997, shall be a  
667 statutory trust and a separate legal entity.

668 (3) "Document" includes anything delivered to the office of the  
669 Secretary of the State for filing under sections 34-500 to 34-547,  
670 inclusive.

671 (4) "Electronic transmission" or "electronically transmitted" means  
672 any process of communication not directly involving the physical  
673 transfer of paper that is suitable for the retention, retrieval and  
674 reproduction of information by the recipient.

675 ~~[(3)]~~ (5) "Foreign statutory trust" means any business trust,  
676 association or similar entity which is not organized under the laws of  
677 this state.

678 ~~[(4)]~~ (6) "Governing instrument" means a trust instrument which  
679 creates a statutory trust and provides for the governance of the affairs  
680 of the statutory trust and the conduct of its business. A governing

681 instrument: (A) May provide that a person shall become a beneficial  
682 owner and shall become bound by the governing instrument if such  
683 person, or a representative authorized by such person orally, in  
684 writing or by other action such as payment for a beneficial interest,  
685 complies with the conditions for becoming a beneficial owner set forth  
686 in the governing instrument or any other writing and acquires a  
687 beneficial interest; and (B) may consist of one or more agreements,  
688 instruments or other writings and may refer to or incorporate bylaws  
689 containing provisions relating to the business of the statutory trust, the  
690 conduct of its affairs and its rights or powers or the rights or powers of  
691 its trustees, beneficial owners, agents or employees.

692 [(5)] (7) "Other business entity" means a corporation, a limited  
693 liability company, a general or limited partnership, a limited liability  
694 partnership, a common law trust or any other unincorporated  
695 business.

696 [(6)] (8) "Person" means a natural person, partnership, limited  
697 partnership, limited liability partnership, limited liability company,  
698 trust, estate, association, corporation, custodian, nominee or any other  
699 individual or entity in its own or any representative capacity.

700 (9) "Sign" or "signature" includes any manual, facsimile, conformed  
701 or electronic signature.

702 [(7)] (10) "Trustee" means the person or persons appointed as a  
703 trustee in accordance with the governing instrument of a statutory  
704 trust and may include one or more of the beneficial owners of the  
705 statutory trust.

706 Sec. 12. Section 34-429 of the general statutes is repealed and the  
707 following is substituted in lieu thereof (*Effective October 1, 2009*):

708 Before transacting business in this state, a foreign registered limited  
709 liability partnership shall file a certificate of authority with the  
710 Secretary of the State executed by a person with authority to do so

711 under the laws of the state or other jurisdiction where it is registered as  
712 a registered limited liability partnership. The certificate of authority  
713 shall set forth: (1) The name of the partnership and, if different, the  
714 name under which it proposes to transact business in this state, either  
715 of which shall conform to the requirements of section 34-406; (2) the  
716 state or other jurisdiction where it is registered as a registered limited  
717 liability partnership and the date of its registration; (3) the name and  
718 address of the agent in this state for service of process required to be  
719 maintained by section 34-408 and an acceptance of such appointment  
720 signed by the agent appointed; (4) the address of the office required to  
721 be maintained in the state or other jurisdiction of its organization by  
722 the laws of that state or jurisdiction or, if not so required, of the  
723 principal office of the partnership; (5) a representation that the  
724 partnership is a "foreign registered limited liability partnership" as  
725 defined in [subdivision (4) of] section 34-301, as amended by this act;  
726 (6) a brief statement of the business in which the partnership engages;  
727 and (7) any other matters the partnership may determine to include.

728 Sec. 13. Section 34-531 of the general statutes is repealed and the  
729 following is substituted in lieu thereof (*Effective October 1, 2009*):

730 Before transacting business in this state, a foreign statutory trust  
731 shall register with the Secretary of the State. In order to register, a  
732 foreign statutory trust shall submit to the Secretary of the State an  
733 original signed copy of an application for registration as a foreign  
734 statutory trust executed by a person with authority to do so under the  
735 laws of the state or other jurisdiction of its formation. The application  
736 shall set forth: (1) The name of the foreign statutory trust and, if  
737 different, the name under which it proposes to transact business in this  
738 state; (2) the state or other jurisdiction where formed, and date of its  
739 organization; (3) the name and address of the agent in this state for  
740 service of process on the foreign statutory trust required to be  
741 maintained by section 34-532, as amended by this act, and an  
742 acceptance of such appointment signed by the agent appointed if other  
743 than the Secretary of the State; (4) the address of the office required to

744 be maintained in the state or other jurisdiction of its organization by  
 745 the laws of that state or jurisdiction or, if not so required, of the  
 746 principal office of the foreign statutory trust; (5) a representation that  
 747 the foreign statutory trust is a "foreign statutory trust" as defined in  
 748 [subdivision (3) of] section 34-501, as amended by this act; and (6) the  
 749 character of the business which the statutory trust intends to transact  
 750 in this state.

|   |                        |           |
|---|------------------------|-----------|
| This act shall take effect as follows and shall amend the following sections: |                        |           |
| Section 1   | <i>October 1, 2009</i> | 34-13b(e) |
| Sec. 2  | <i>October 1, 2009</i> | 34-38p    |
| Sec. 3  | <i>October 1, 2009</i> | 34-38u    |
| Sec. 4  | <i>October 1, 2009</i> | 34-224    |
| Sec. 5  | <i>October 1, 2009</i> | 34-232    |
| Sec. 6  | <i>October 1, 2009</i> | 34-532    |
| Sec. 7  | <i>October 1, 2009</i> | 34-538    |
| Sec. 8  | <i>October 1, 2009</i> | 34-9      |
| Sec. 9  | <i>October 1, 2009</i> | 34-101    |
| Sec. 10   | <i>October 1, 2009</i> | 34-301    |
| Sec. 11   | <i>October 1, 2009</i> | 34-501    |
| Sec. 12   | <i>October 1, 2009</i> | 34-429    |
| Sec. 13   | <i>October 1, 2009</i> | 34-531    |

**Statement of Purpose:**

To revise the date that a resignation of the statutory agent for service of process for certain business entities becomes effective, provide for the revocation of the authority to transact business in this state of a foreign business entity that does not have an agent for service of process and revise definitions applicable to partnerships, limited partnerships, limited liability companies and statutory trusts.

*[Proposed deletions are enclosed in brackets. Proposed additions are indicated by underline, except that when the entire text of a bill or resolution or a section of a bill or resolution is new, it is not underlined.]*