



General Assembly

January Session, 2009

Raised Bill No. 6644

LCO No. 4463

04463_____JUD

Referred to Committee on Judiciary

Introduced by:
(JUD)

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 Section 33-608 of the general statutes is repealed and the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 October 1, 2009*):

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) The Secretary of the State may require or permit the filing by
56 electronic transmission or by employing new technology as it is
57 developed of any document that is required by law or regulation
58 under sections 33-600 to 33-998, inclusive, as amended by this act, to be
59 filed with the Secretary of the State.

60 [(l)] (m) As used in this subsection, "filed document" means a
61 document filed with the Secretary of the State under any provision of
62 sections 33-600 to 33-998, inclusive, as amended by this act, except
63 sections 33-920 to 33-937, inclusive, as amended by this act, and section
64 33-953, and "plan" means a plan of merger or share exchange.
65 Whenever a provision of sections 33-600 to 33-998, inclusive, as
66 amended by this act, permits any of the terms of a plan or filed
67 document to be dependent on facts objectively ascertainable outside
68 the plan or filed document, the following provisions apply:

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

71 (2) The facts may include, but are not limited to (A) any of the
72 following that is available in a nationally recognized news or
73 information medium either in print or electronically: Statistical or
74 market indices, market prices of any security or group of securities,
75 interest rates, currency exchange rates, or similar economic or financial
76 data, (B) a determination or action by any person or body, including

77 the corporation or any other party to a plan or filed document, or (C)
78 the terms of, or actions taken under, an agreement to which the
79 corporation is a party, or any other agreement or document;

80 (3) The following provisions of a plan or filed document may not be
81 made dependent on facts outside the plan or filed document: (A) The
82 name and address of any person required in a filed document; (B) the
83 registered office of any entity required in a filed document; (C) the
84 registered agent of any entity required in a filed document; (D) the
85 number of authorized shares and designation of each class or series of
86 shares; (E) the effective date of a filed document; and (F) any required
87 statement in a filed document of the date on which the underlying
88 transaction was approved or the manner in which such approval was
89 given; and

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

103 Sec. 2. Section 33-882 of the general statutes is repealed and the
104 following is substituted in lieu thereof (*Effective October 1, 2009*):

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 October 1, 2009*):

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 October 1, 2009*):

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 between January first and
168 May first. Upon request of a corporation, the Secretary of the State may
169 grant an exemption from the requirement to file by electronic

170 transmission if the corporation does not have the capability to file by
171 electronic transmission or make payment in an authorized manner by
172 electronic means or if good cause is shown.

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

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

195 (e) Each annual report shall be accompanied by the required filing
196 fee. The report shall be executed as set forth in section 33-608. The
197 Secretary of the State shall mail to each domestic corporation at its
198 principal office or electronic mail address, as shown by his records,
199 and to each foreign corporation authorized to transact business in this
200 state at its executive offices or electronic mail address, as last shown by
201 his records, [a form prescribed by him for the annual report] notice

202 that the annual report is due, but failure to receive such [form] notice
203 shall not relieve a corporation of the requirement of filing the report as
204 provided in this section.

205 Sec. 5. Section 33-954 of the general statutes is repealed and the
206 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

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

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

228 Sec. 6. Section 33-1004 of the general statutes is repealed and the
229 following is substituted in lieu thereof (*Effective October 1, 2009*):

230 (a) A document shall satisfy the requirements of this section, and of
231 any other section that adds to or varies from these requirements, to be

232 entitled to filing by the Secretary of the State.

233 (b) Sections 33-1000 to 33-1290, inclusive, as amended by this act,
234 shall require or permit filing the document in the office of the Secretary
235 of the State.

236 (c) The document shall contain the information required by sections
237 33-1000 to 33-1290, inclusive, as amended by this act. It may contain
238 other information as well.

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

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

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

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

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

261 (i) The document shall be delivered to the office of the Secretary of
262 the State for filing. Delivery may be made by electronic transmission if
263 and to the extent permitted by the Secretary of the State. If the
264 document is filed in typewritten or printed form and not electronically
265 transmitted, the Secretary of the State may require one exact or
266 conformed copy to be delivered with the document, except as
267 provided in sections 33-1052 and 33-1218.

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

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

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

286 Sec. 7. Section 33-1172 of the general statutes is repealed and the
287 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

292 members, a statement that the proposal to dissolve was duly approved
293 by the members in the manner required by sections 33-1000 to 33-1290,
294 inclusive, as amended by this act, and by the certificate of
295 incorporation; and (4) if dissolution was authorized by the board of
296 directors without member approval, a statement that the dissolution
297 was duly approved by the board of directors and that member
298 approval was not required.

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

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

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

310 Sec. 8. Section 33-1222 of the general statutes is repealed and the
311 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

315 (b) A foreign corporation authorized to conduct affairs in this state
316 may apply for a certificate of withdrawal by delivering an application
317 to the Secretary of the State for filing. The application shall set forth: (1)
318 The name of the foreign corporation and the name of the state or
319 country under whose law it is incorporated; (2) that it is not
320 conducting affairs in this state and that it surrenders its authority to
321 conduct affairs in this state; (3) that it revokes the authority of its

322 registered agent to accept service on its behalf and appoints the
323 Secretary of the State and his successors in office as its agent for service
324 of process in any proceeding based on a cause of action arising during
325 the time it was authorized to conduct affairs in this state; (4) a mailing
326 address to which the Secretary of the State may mail a copy of any
327 process served on him under subdivision (3) of this subsection; and (5)
328 a commitment to notify the Secretary of the State in the future of any
329 change in its mailing address.

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

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

336 Sec. 9. Section 33-1243 of the general statutes is repealed and the
337 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

347 (b) The first annual report of a domestic corporation shall be filed
348 within thirty days after its organization meeting. [Subsequent] On and
349 after January 1, 2010, subsequent annual reports of such domestic
350 corporation and annual reports of each foreign corporation authorized
351 to conduct affairs in this state shall be filed [at such times as may be
352 provided by regulations adopted by the Secretary of the State in

353 accordance with chapter 54, provided the Secretary of the State may
354 require any corporation to file an annual report according to reporting
355 schedules established by the secretary so as to effect staggered filing of
356 all such reports] by electronic transmission between January first and
357 May first. Upon request of a corporation, the Secretary of the State may
358 grant an exemption from the requirement to file by electronic
359 transmission if the corporation does not have the capability to file by
360 electronic transmission or make payment in an authorized manner by
361 electronic means or if good cause is shown.

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

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

385 (e) Each annual report shall be accompanied by the required filing
386 fee. The report shall be executed as set forth in section 33-1004. The
387 Secretary of the State shall mail to each domestic corporation at its
388 principal office or electronic mail address, as shown by his records,
389 and to each foreign corporation authorized to conduct affairs in this
390 state at its executive offices or electronic mail address, as last shown by
391 his records, [a form prescribed by him for the annual report] notice
392 that the annual report is due, but failure to receive such [form] notice
393 shall not relieve a corporation of the requirement of filing the report as
394 provided in this section.

395 Sec. 10. Section 33-1244 of the general statutes is repealed and the
396 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

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

412 (c) On and after January 1, 2010, any corporation that fails to file its
413 annual report on or before July first shall pay a late filing fee of one
414 hundred dollars which shall be in addition to the fee established in
415 section 33-1013 for filing the annual report. The Attorney General may
416 remit, in whole or in part, such late filing fee when, in his opinion, it

417 would be inequitable to enforce collection thereof.

418 Sec. 11. Section 34-10b of the general statutes is repealed and the
419 following is substituted in lieu thereof (*Effective October 1, 2009*):

420 (a) A signed copy of the certificate of limited partnership and of any
421 certificates of amendment or cancellation or of any judicial decree of
422 amendment or cancellation or of any certificate of merger or
423 consolidation, or notice or any other document permitted or required
424 to be filed pursuant to this chapter for a limited partnership, shall be
425 delivered to the Secretary of the State. A person who executes a
426 certificate as an agent or fiduciary need not exhibit evidence of his
427 authority as a prerequisite to filing. Unless the Secretary of the State
428 finds that any certificate does not conform to law, upon receipt of all
429 filing fees required by law he shall:

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

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

433 (b) Upon the filing of a certificate of amendment or judicial decree
434 of amendment in the office of the Secretary of the State, the certificate
435 of limited partnership shall be amended as set forth therein, and upon
436 the effective date of a certificate of cancellation, or a judicial decree
437 thereof or a certificate of merger or consolidation which acts as a
438 certificate of cancellation, the certificate of limited partnership is
439 cancelled.

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

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

452 Sec. 12. Section 34-13e of the general statutes is repealed and the
453 following is substituted in lieu thereof (*Effective October 1, 2009*):

454 (a) On and after January 1, 1996, each limited partnership shall file
455 an annual report with the Secretary of the State that shall be due upon
456 the anniversary of the formation of the limited partnership. On and
457 after January 1, 2010, each limited partnership shall file an annual
458 report by electronic transmission between January first and May first.
459 Upon request of a limited partnership, the Secretary of the State may
460 grant an exemption from the requirement to file by electronic
461 transmission if the limited partnership does not have the capability to
462 file by electronic transmission or make payment in an authorized
463 manner by electronic means or if good cause is shown.

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

467 (c) Each annual report shall be executed in accordance with section
468 34-10a and be accompanied by the filing fee established in section 34-
469 38n. The Secretary of the State shall mail to each limited partnership at
470 [its] the address of the office required to be maintained by section 34-
471 13b or its electronic mail address, as shown by his records, [a form
472 prescribed by him for the annual report] notice that the annual report
473 is due, but failure to receive such [form] notice shall not relieve a
474 limited partnership of the requirement of filing the report as provided
475 in this section.

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

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

482 (b) The Secretary of the State shall not accept for filing a report from
483 a limited partnership until any default for failure to file any prior
484 report is cured. If the Secretary of the State finds that any annual report
485 received from a limited partnership does not conform to law, he may
486 return it to the limited partnership for correction. If the report is
487 returned for correction and is not received by the Secretary of the State
488 in corrected form on or before the due date thereof, the limited
489 partnership shall be in default for failure to file its report. If the report
490 is returned for failure to file any previous report and is not returned
491 with any such previous report on or before the due date of the current
492 report, the limited partnership shall be in default for failure to file two
493 reports.

494 (c) On and after January 1, 2010, any limited partnership that fails to
495 file its annual report on or before July first shall pay a late filing fee of
496 one hundred dollars which shall be in addition to the fee established in
497 section 34-38n for filing the annual report. The Attorney General may
498 remit, in whole or in part, such late filing fee when, in his opinion, it
499 would be inequitable to enforce collection thereof.

500 Sec. 14. Section 34-32a of the general statutes is repealed and the
501 following is substituted in lieu thereof (*Effective October 1, 2009*):

502 (a) A certificate of limited partnership shall be cancelled upon the
503 dissolution and the completion of winding up of the partnership or at
504 any other time there are no limited partners. A certificate of
505 cancellation shall be filed in the office of the Secretary of the State and
506 set forth:

507 (1) The name of the limited partnership;

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

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

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

512 (5) Any other information the general partners filing the certificate
513 determine.

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

517 Sec. 15. Section 34-38k of the general statutes is repealed and the
518 following is substituted in lieu thereof (*Effective October 1, 2009*):

519 (a) A foreign limited partnership may cancel its registration by filing
520 with the Secretary of the State a signed copy of a certificate of
521 cancellation signed and sworn to by a general partner. A cancellation
522 does not terminate the authority of the Secretary of the State to accept
523 service of process on the foreign limited partnership with respect to
524 causes of action arising out of the transactions of business in this state.

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

529 Sec. 16. Section 34-38s of the general statutes is repealed and the
530 following is substituted in lieu thereof (*Effective October 1, 2009*):

531 (a) On and after January 1, 1996, each foreign limited partnership
532 registered to transact business in this state shall file an annual report
533 with the Secretary of the State that shall be due upon the anniversary
534 of the registration of such foreign limited partnership pursuant to
535 section 34-38g. On and after January 1, 2010, each foreign limited

536 partnership shall file an annual report by electronic transmission
537 between January first and May first. Upon request of a foreign limited
538 partnership, the Secretary of the State may grant an exemption from
539 the requirement to file by electronic transmission if the foreign limited
540 partnership does not have the capability to file by electronic
541 transmission or make payment in an authorized manner by electronic
542 means or if good cause is shown.

543 (b) Each annual report shall set forth: (1) The name of the foreign
544 limited partnership and, if different, the name under which such
545 foreign limited partnership transacts business in this state, and (2) the
546 address of the office required to be maintained in the state or other
547 jurisdiction of the foreign limited partnership's organization by the
548 laws of that state or jurisdiction or, if not so required, the address of its
549 principal office.

550 (c) Each annual report shall be executed in accordance with section
551 34-10a and be accompanied by the filing fee established in section 34-
552 38n. The Secretary of the State shall mail to each foreign limited
553 partnership at its principal office or its electronic mail address, as last
554 shown by his records, [a form prescribed by him for the annual report]
555 notice that the annual report is due, but failure to receive such [form]
556 notice shall not relieve a foreign limited partnership of the requirement
557 of filing the report as provided in this section.

558 Sec. 17. Section 34-38t of the general statutes is repealed and the
559 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

564 (b) The Secretary of the State shall not accept for filing a report from
565 a foreign limited partnership until any default for failure to file any
566 prior report is cured. If the Secretary of the State finds that any annual

567 report received from a foreign limited partnership does not conform to
568 law, he may return it to the foreign limited partnership for correction.
569 If the report is returned for correction and is not received by the
570 Secretary of the State in corrected form on or before the due date
571 thereof, the foreign limited partnership shall be in default for failure to
572 file its report. If the report is returned for failure to file any previous
573 report and is not returned with any such previous report on or before
574 the due date of the current report, the foreign limited partnership shall
575 be in default for failure to file two reports.

576 (c) On and after January 1, 2010, any foreign limited partnership
577 that fails to file its annual report on or before July first shall pay a late
578 filing fee of one hundred dollars which shall be in addition to the fee
579 established in section 34-38n for filing the annual report. The Attorney
580 General may remit, in whole or in part, such late filing fee when, in his
581 opinion, it would be inequitable to enforce collection thereof.

582 Sec. 18. Section 34-106 of the general statutes is repealed and the
583 following is substituted in lieu thereof (*Effective October 1, 2009*):

584 (a) Each limited liability company shall file an annual report with
585 the Secretary of the State which report shall be due upon the
586 anniversary of the filing of a limited liability company's articles of
587 organization pursuant to section 34-120. On and after January 1, 2010,
588 each limited liability company shall file an annual report by electronic
589 transmission between January first and May first. Upon request of a
590 limited liability company, the Secretary of the State may grant an
591 exemption from the requirement to file by electronic transmission if
592 the limited liability company does not have the capability to file by
593 electronic transmission or make payment in an authorized manner by
594 electronic means or if good cause is shown.

595 (b) Such reporting requirement shall commence on or after January
596 1, 1995, and continue annually thereafter.

597 (c) Each annual report shall set forth: (1) The name of the limited

598 liability company; (2) the limited liability company's current principal
599 office address; and (3) the name and respective business and residence
600 addresses of a manager or a member of the limited liability company,
601 except that if good cause is shown, the Secretary of the State may
602 accept a business address in lieu of the business and residence
603 addresses of such manager or member. For the purposes of this
604 subsection and subsection (d) of this section, a showing of good cause
605 shall include, but not be limited to, a showing that public disclosure of
606 the residence address of the manager or member of the limited liability
607 company may expose the personal security of such manager or
608 member to significant risk.

609 (d) If the manager or member named in a limited liability
610 company's most current annual report pursuant to subsection (c) of
611 this section is replaced for such purpose by another manager or
612 member after the limited liability company has filed such annual
613 report, but not later than thirty days preceding the month during
614 which the limited liability company's next annual report becomes due,
615 the limited liability company shall file with the Secretary of the State
616 an interim notice of change of manager or member that sets forth: (1)
617 The name of the limited liability company; and (2) the name, title and
618 respective business and residence addresses of the new manager or
619 member and the name and title of the former manager or member,
620 except that if good cause is shown, the Secretary of the State may
621 accept a business address in lieu of the business and residence
622 addresses of the new manager or member. Any such change of
623 manager or member that occurs within the thirty-day period preceding
624 the month during which the limited liability company's next annual
625 report becomes due shall be reflected in such next annual report.

626 (e) Each annual report shall be executed in accordance with section
627 34-109 and be accompanied by the filing fee established in section 34-
628 112. The Secretary of the State shall mail to each limited liability
629 company at its principal office or electronic mail address, as shown on
630 his records, [a form prescribed by him for the annual report] notice

631 that the annual report is due, but failure to receive such [form] notice
632 shall not relieve a limited liability company of the requirement of filing
633 the report as provided in this section.

634 Sec. 19. Section 34-107 of the general statutes is repealed and the
635 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

640 (b) The Secretary of the State shall not accept for filing a report from
641 a limited liability company until any default for failure to file any prior
642 report is cured. If the Secretary of the State finds that any annual report
643 received from a limited liability company does not conform to law, he
644 may return it to the limited liability company for correction. If the
645 report is returned for correction and is not received by the Secretary of
646 the State in corrected form on or before the due date thereof, the
647 limited liability company shall be in default for failure to file its report.
648 If the report is returned for failure to file any previous report and is not
649 returned with any such previous report on or before the due date of
650 the current report, the limited liability company shall be in default for
651 failure to file two reports.

652 (c) On and after January 1, 2010, any limited liability corporation
653 that fails to file its annual report on or before July first shall pay a late
654 filing fee of one hundred dollars which shall be in addition to the fee
655 established in section 34-112 for filing the annual report. The Attorney
656 General may remit, in whole or in part, such late filing fee when, in his
657 opinion, it would be inequitable to enforce collection thereof.

658 Sec. 20. Section 34-110 of the general statutes is repealed and the
659 following is substituted in lieu thereof (*Effective October 1, 2009*):

660 (a) The original signed copy of the articles of organization or any

661 other document required to be filed pursuant to sections 34-100 to 34-
662 242, inclusive, as amended by this act, shall be delivered to the
663 Secretary of the State. The articles of organization or any other
664 document required to be filed shall be typewritten or printed or, if
665 authorized by the Secretary of the State, electronically transmitted.
666 Unless the Secretary of the State determines that the document does
667 not conform to the filing provisions of said sections, the Secretary of
668 the State shall, when all required filing fees have been paid: (1)
669 Endorse on each signed document "filed" and the date and time of its
670 acceptance for filing; and (2) retain the signed document in the
671 Secretary of the State's files.

672 (b) When any document is required or permitted to be filed or
673 recorded as provided in sections 34-100 to 34-242, inclusive, as
674 amended by this act, the Secretary of the State may, in the Secretary of
675 the State's discretion, for good cause, permit a photostatic or other
676 photographic copy of such document to be filed or recorded in lieu of
677 the original instrument. Such filing or recording shall have the same
678 force and effect as if the original instrument had been so filed or
679 recorded.

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

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

691 Sec. 21. Section 34-211 of the general statutes is repealed and the
692 following is substituted in lieu thereof (*Effective October 1, 2009*):

693 (a) After the dissolution of a limited liability company pursuant to
694 section 34-206, the limited liability company shall file articles of
695 dissolution in the office of the Secretary of the State which set forth: (1)
696 The name of the limited liability company; (2) the reason for filing the
697 articles of dissolution; (3) the effective date, which shall be a date
698 certain, of the articles of dissolution if they are not to be effective upon
699 the filing; and (4) any other information the members or managers
700 filing the articles of dissolution may determine.

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

704 Sec. 22. Section 34-229 of the general statutes is repealed and the
705 following is substituted in lieu thereof (*Effective October 1, 2009*):

706 (a) A foreign limited liability company registered to transact
707 business in this state shall file an annual report in the office of the
708 Secretary of the State which report shall be due upon the anniversary
709 of such foreign limited liability company's registration pursuant to
710 section 34-223. On and after January 1, 2010, each foreign limited
711 liability company shall file an annual report by electronic transmission
712 between January first and May first. Upon request of a foreign limited
713 liability company, the Secretary of the State may grant an exemption
714 from the requirement to file by electronic transmission if the foreign
715 limited liability company does not have the capability to file by
716 electronic transmission or make payment in an authorized manner by
717 electronic means or if good cause is shown.

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

720 (c) Each annual report shall set forth: (1) The name of the foreign
721 limited liability company and, if different, the name under which such
722 foreign limited liability company transacts business in this state; (2) the
723 address of the office required to be maintained in the state or other

724 jurisdiction of the foreign limited liability company's organization by
725 the laws of that state or jurisdiction or, if not so required, the address
726 of its principal office; and (3) the name and respective business and
727 residence addresses of a manager or a member of the foreign limited
728 liability company, except that if good cause is shown, the Secretary of
729 the State may accept a business address in lieu of the business and
730 residence addresses of such manager or member. For the purposes of
731 this subsection and subsection (d) of this section, a showing of good
732 cause shall include, but not be limited to, a showing that public
733 disclosure of the residence address of the manager or member of the
734 foreign limited liability company may expose the personal security of
735 such manager or member to significant risk.

736 (d) If the manager or member named in a foreign limited liability
737 company's most current annual report pursuant to subsection (c) of
738 this section is replaced for such purpose by another manager or
739 member after the foreign limited liability company has filed such
740 annual report, but not later than thirty days preceding the month
741 during which the foreign limited liability company's next annual
742 report becomes due, the foreign limited liability company shall file
743 with the Secretary of the State an interim notice of change of manager
744 or member that sets forth: (1) The name of the foreign limited liability
745 company; and (2) the name, title and respective business and residence
746 addresses of the new manager or member and the name and title of the
747 former manager or member, except that if good cause is shown, the
748 Secretary of the State may accept a business address in lieu of the
749 business and residence addresses of the new manager or member. Any
750 such change of manager or member that occurs within the thirty-day
751 period preceding the month during which the foreign limited liability
752 company's next annual report becomes due shall be reflected in such
753 next annual report.

754 (e) Each annual report shall be executed in accordance with section
755 34-109 and be accompanied by the filing fee established in section 34-
756 112. The Secretary of the State shall mail to each foreign limited

757 liability company at its principal office or electronic mail address, as
758 shown on his records, [a form prescribed by him for the annual report]
759 notice that the annual report is due, but failure to receive such [form]
760 notice shall not relieve a foreign limited liability company of the
761 requirement of filing the report as provided in this section.

762 Sec. 23. Section 34-230 of the general statutes is repealed and the
763 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

768 (b) The Secretary of the State shall not accept for filing a report from
769 a foreign limited liability company until any default for failure to file
770 any prior report is cured. If the Secretary of the State finds that any
771 annual report received from a foreign limited liability company does
772 not conform to law, he may return it to the foreign limited liability
773 company for correction. If the report is returned for correction and is
774 not received by the Secretary of the State in corrected form on or before
775 the due date thereof, the foreign limited liability company shall be in
776 default for failure to file its report. If the report is returned for failure
777 to file any previous report and is not returned with any such previous
778 report on or before the due date of the current report, the foreign
779 limited liability company shall be in default for failure to file two
780 reports.

781 (c) On and after January 1, 2010, any foreign limited liability
782 company that fails to file its annual report on or before July first shall
783 pay a late filing fee of one hundred dollars which shall be in addition
784 to the fee established in section 34-112 for filing the annual report. The
785 Attorney General may remit, in whole or in part, such late filing fee
786 when, in his opinion, it would be inequitable to enforce collection
787 thereof.

788 Sec. 24. Section 34-231 of the general statutes is repealed and the
789 following is substituted in lieu thereof (*Effective October 1, 2009*):

790 (a) A foreign limited liability company authorized to transact
791 business in this state may cancel its registration upon procuring from
792 the Secretary of the State a certificate of cancellation. In order to
793 procure such certificate, the foreign limited liability company shall
794 deliver to the Secretary of the State an application for cancellation,
795 which shall set forth: (1) The name of the foreign limited liability
796 company and the state or other jurisdiction under the laws of which it
797 is organized; (2) that the foreign limited liability company is not
798 transacting business in this state; (3) that the foreign limited liability
799 company surrenders its certificate of registration to transact business
800 in this state; (4) that the foreign limited liability company revokes the
801 authority of its statutory agent for service of process in this state and
802 consents that service of process in any action, suit or proceeding based
803 upon any cause of action arising in this state during the time the
804 foreign limited liability company was authorized to transact business
805 in this state may thereafter be made on such foreign limited liability
806 company by service thereof upon the Secretary of the State; and (5) an
807 address to which a person may mail a copy of any process against the
808 foreign limited liability company.

809 (b) The application for cancellation shall be in the form and manner
810 designated by the Secretary of the State and shall be executed by the
811 foreign limited liability company by a person with authority to do so
812 under the laws of the state or other jurisdiction of its organization, or,
813 if the foreign limited liability company is in the hands of a receiver or
814 trustee or other court-appointed fiduciary, by such receiver, trustee or
815 fiduciary.

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

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

824 Sec. 25. Section 34-411 of the general statutes is repealed and the
825 following is substituted in lieu thereof (*Effective October 1, 2009*):

826 (a) The original signed copy of a certificate of limited liability
827 partnership of a registered limited liability partnership or the
828 certificate of authority of a foreign registered limited liability
829 partnership or of any other document required to be filed pursuant to
830 sections 34-300 to 34-434, inclusive, as amended by this act, shall be
831 delivered to the Secretary of the State. Unless the Secretary of the State
832 determines that the documents do not conform to the filing provisions
833 of said sections, he shall, when all required filing fees have been paid:
834 (1) Endorse on each signed original "filed" and the date and time of its
835 acceptance for filing; and (2) retain the signed original in his files.

836 (b) When any document is required or permitted to be filed or
837 recorded as provided in sections 34-406 to 34-434, inclusive, as
838 amended by this act, the Secretary of the State may, in the Secretary of
839 the State's discretion, for good cause, permit a photostatic or other
840 photographic copy of such document to be filed or recorded in lieu of
841 the original instrument. Such filing or recording shall have the same
842 force and effect as if the original instrument had been so filed or
843 recorded.

844 (c) The Secretary of the State may require or permit the filing by
845 electronic transmission or by employing new technology as it is
846 developed of any document that is required by law or regulation
847 under sections 34-406 to 34-434, inclusive, as amended by this act, to be
848 filed with the Secretary of the State.

849 [(b)] (d) If the Secretary of the State determines that the documents
850 do not conform to the filing provisions of sections 34-300 to 34-434,

851 inclusive, as amended by this act, or are not accompanied by all fees
852 required by law, the documents shall not be filed and the Secretary of
853 the State shall return the documents to the person originally
854 submitting them.

855 Sec. 26. Section 34-420 of the general statutes is repealed and the
856 following is substituted in lieu thereof (*Effective October 1, 2009*):

857 (a) Each registered limited liability partnership shall file an annual
858 report with the Secretary of the State, which report shall be due upon
859 the anniversary of the filing of a certificate of limited liability
860 partnership pursuant to section 34-419. On and after January 1, 2010,
861 each registered limited liability partnership shall file an annual report
862 by electronic transmission between January first and May first. Upon
863 request of a registered limited liability partnership, the Secretary of the
864 State may grant an exemption from the requirement to file by
865 electronic transmission if the registered limited liability partnership
866 does not have the capability to file by electronic transmission or make
867 payment in an authorized manner by electronic means or if good cause
868 is shown.

869 (b) Such reporting requirement shall commence on or after January
870 1, 1997, and continue annually thereafter.

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

874 (d) Each annual report shall be executed in accordance with section
875 34-410 and be accompanied by the filing fee established in section 34-
876 413. The Secretary of the State shall mail to each registered limited
877 liability partnership at its principal office or electronic mail address, as
878 shown on his records, [a form prescribed by him for the annual report]
879 notice that the annual report is due, but failure to receive such [form]
880 notice shall not relieve a registered limited liability partnership of the
881 requirement of filing the report as provided in this section.

882 Sec. 27. Section 34-421 of the general statutes is repealed and the
883 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

891 (b) The Secretary of the State shall not accept for filing a report from
892 a registered limited liability partnership until any default for failure to
893 file any prior report is cured. If the Secretary of the State finds that any
894 annual report received from a registered limited liability partnership
895 does not conform to law, he may return it to the registered limited
896 liability partnership for correction.

897 (c) The Secretary of the State shall proceed as provided in section 34-
898 422 whenever a registered limited liability partnership is in default for
899 failing to file its annual report required by section 34-420, as amended
900 by this act.

901 (d) On and after January 1, 2010, any registered limited liability
902 partnership that fails to file its annual report on or before July first
903 shall pay a late filing fee of one hundred dollars which shall be in
904 addition to the fee established in section 34-413 for filing the annual
905 report. The Attorney General may remit, in whole or in part, such late
906 filing fee when, in his opinion, it would be inequitable to enforce
907 collection thereof.

908 Sec. 28. Section 34-423 of the general statutes is repealed and the
909 following is substituted in lieu thereof (*Effective October 1, 2009*):

910 (a) A registered limited liability partnership may renounce its status
911 as a registered limited liability partnership by filing a renunciation of

912 status report in the office of the Secretary of the State which sets forth:
913 (1) The name of the registered limited liability partnership; (2) that it
914 renounces its status as a registered limited liability partnership; (3) the
915 effective date, which shall be a date certain, of the renunciation of
916 status if such is not to be effective upon the filing; and (4) any other
917 information the partnership may determine to include. Renunciation of
918 the status of a registered limited liability partnership shall not affect
919 the status of said partnership or the liabilities of the partners thereof
920 with regard to events, acts or omissions occurring prior to the date of
921 renunciation.

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

926 Sec. 29. Section 34-431 of the general statutes is repealed and the
927 following is substituted in lieu thereof (*Effective October 1, 2009*):

928 (a) A foreign registered limited liability partnership authorized to
929 transact business in this state shall file an annual report in the office of
930 the Secretary of the State which report shall be due upon the
931 anniversary of such foreign registered limited liability partnership's
932 certificate of authority pursuant to section 34-429. On and after January
933 1, 2010, each foreign registered limited liability partnership shall file an
934 annual report by electronic transmission between January first and
935 May first. Upon request of a foreign registered limited liability
936 partnership, the Secretary of the State may grant an exemption from
937 the requirement to file by electronic transmission if the foreign
938 registered limited liability partnership does not have the capability to
939 file by electronic transmission or make payment in an authorized
940 manner by electronic means or if good cause is shown.

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

943 (c) Each annual report shall set forth: (1) The name of the foreign
944 registered limited liability partnership and, if different, the name
945 under which such foreign registered limited liability partnership
946 transacts business in this state and (2) the address of the office required
947 to be maintained in the state or other jurisdiction of the foreign
948 registered limited liability partnership's organization by the laws of
949 that state or jurisdiction or, if not so required, the address of its
950 principal office.

951 (d) Each annual report shall be executed in accordance with section
952 34-410, and be accompanied by the filing fee established in section 34-
953 413. The Secretary of the State shall mail to each foreign registered
954 limited liability partnership at its principal office or electronic mail
955 address, as shown on his records, [a form prescribed by him for the
956 annual report] notice that the annual report is due, but failure to
957 receive such [form] notice shall not relieve a foreign registered limited
958 liability partnership of the requirement of filing the report as provided
959 in this section.

960 Sec. 30. Section 34-432 of the general statutes is repealed and the
961 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

966 (b) The Secretary of the State shall not accept for filing a report from
967 a foreign registered limited liability partnership until any default for
968 failure to file any annual report is cured. If the Secretary of the State
969 finds that any annual report received from a foreign registered limited
970 liability partnership does not conform to law, he may return it to the
971 foreign registered limited liability partnership for correction.

972 (c) The Secretary of the State shall proceed as provided in section 34-
973 433 whenever a foreign registered limited liability partnership is in

974 default for failing to file its annual report required by section 34-431, as
975 amended by this act.

976 (d) On and after January 1, 2010, any foreign registered limited
977 liability partnership that fails to file its annual report on or before July
978 first shall pay a late filing fee of one hundred dollars which shall be in
979 addition to the fee established in section 34-413 for filing the annual
980 report. The Attorney General may remit, in whole or in part, such late
981 filing fee when, in his opinion, it would be inequitable to enforce
982 collection thereof.

983 Sec. 31. Section 34-434 of the general statutes is repealed and the
984 following is substituted in lieu thereof (*Effective October 1, 2009*):

985 (a) A foreign registered limited liability partnership may withdraw
986 its certificate of authority by filing a report in the office of the Secretary
987 of the State which sets forth: (1) The name of the foreign registered
988 limited liability partnership; (2) that it withdraws its certificate of
989 authority effective upon filing; and (3) any other information the
990 partnership may determine to include.

991 (b) No foreign registered limited liability partnership may file a
992 withdrawal of its certificate of authority under this section until it has
993 filed all annual reports that are due as provided in sections 34-431 and
994 34-432, as amended by this act.

995 Sec. 32. Section 34-503 of the general statutes is repealed and the
996 following is substituted in lieu thereof (*Effective October 1, 2009*):

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

1000 (1) A name of the statutory trust that satisfies the requirements of
1001 section 34-506;

1002 (2) The future effective date, which shall be a date certain, of

1003 effectiveness of the certificate if it is not to be effective upon the filing
1004 of the certificate;

1005 (3) The principal office address of the statutory trust;

1006 (4) The appointment of a statutory agent for service of process, as
1007 required by section 34-507; and

1008 (5) Any other information the trustees determine to include therein.

1009 (b) (1) A certificate of trust may be amended by filing a certificate of
1010 amendment thereto with the office of the Secretary of the State. The
1011 certificate of amendment shall set forth: (A) The name of the statutory
1012 trust; (B) the date of filing of the original certificate of trust; (C) the
1013 amendment to the certificate; and (D) the future effective date, which
1014 shall be a date certain, of effectiveness of the certificate if it is not to be
1015 effective upon the filing of the certificate.

1016 (2) A certificate of trust may be amended at any time for any
1017 purpose as the trustees may determine, provided the certificate of trust
1018 as amended contains those provisions that are required by law to be
1019 contained in a certificate of trust at the time of making the amendment.

1020 (c) (1) A certificate of trust may be restated by integrating into a
1021 single instrument all of the provisions of the certificate of trust which
1022 are then in effect and operative as a result of there having been
1023 theretofore filed one or more certificates of amendment pursuant to
1024 subsection (b) of this section, and the certificate of trust may be
1025 amended or further amended by the filing of a restated certificate of
1026 trust. The restated certificate of trust shall be specifically designated as
1027 such in its heading and shall set forth: (A) The present name of the
1028 statutory trust and, if it has been changed, the name under which the
1029 statutory trust was originally formed; (B) the date of filing of the
1030 original certificate of trust; (C) the information required to be included
1031 pursuant to subsection (a) of this section; (D) the future effective date,
1032 which shall be a date certain, of effectiveness of the restated certificate

1033 of trust if it is not to be effective upon the filing of the restated
1034 certificate of trust; and (E) any other information the trustees
1035 determine to include therein.

1036 (2) A certificate of trust may be restated at any time for any purpose
1037 as the trustees may determine.

1038 (d) A certificate of trust shall be cancelled upon the completion of
1039 winding up of the statutory trust and its termination. A certificate of
1040 cancellation shall be filed in the office of the Secretary of the State and
1041 set forth: (1) The name of the statutory trust; (2) the date of filing of the
1042 original certificate of trust; (3) the reason for filing the certificate of
1043 cancellation; (4) the future effective date, which shall be a date certain,
1044 of cancellation if it is not to be effective upon the filing of the
1045 certificate; and (5) any other information the trustees determine to
1046 include therein.

1047 (e) When any document is required or permitted to be filed or
1048 recorded as provided in sections 34-500 to 34-547, inclusive, as
1049 amended by this act, the Secretary of the State may, in the Secretary of
1050 the State's discretion, for good cause, permit a photostatic or other
1051 photographic copy of such document to be filed or recorded in lieu of
1052 the original instrument. Such filing or recording shall have the same
1053 force and effect as if the original instrument had been so filed or
1054 recorded.

1055 [(e)] (f) Unless the office of the Secretary of the State determines that
1056 a document filed with it pursuant to this section does not conform to
1057 law, it shall, when all required filing fees have been paid, endorse on
1058 each signed original of such document the word "Filed" and the date
1059 and time of its acceptance for filing and retain the original in its files.

This act shall take effect as follows and shall amend the following sections:		
Section 1	October 1, 2009	33-608

Sec. 2	<i>October 1, 2009</i>	33-882
Sec. 3	<i>October 1, 2009</i>	33-932
Sec. 4	<i>October 1, 2009</i>	33-953
Sec. 5	<i>October 1, 2009</i>	33-954
Sec. 6	<i>October 1, 2009</i>	33-1004
Sec. 7	<i>October 1, 2009</i>	33-1172
Sec. 8	<i>October 1, 2009</i>	33-1222
Sec. 9	<i>October 1, 2009</i>	33-1243
Sec. 10	<i>October 1, 2009</i>	33-1244
Sec. 11	<i>October 1, 2009</i>	34-10b
Sec. 12	<i>October 1, 2009</i>	34-13e
Sec. 13	<i>October 1, 2009</i>	34-13f
Sec. 14	<i>October 1, 2009</i>	34-32a
Sec. 15	<i>October 1, 2009</i>	34-38k
Sec. 16	<i>October 1, 2009</i>	34-38s
Sec. 17	<i>October 1, 2009</i>	34-38t
Sec. 18	<i>October 1, 2009</i>	34-106
Sec. 19	<i>October 1, 2009</i>	34-107
Sec. 20	<i>October 1, 2009</i>	34-110
Sec. 21	<i>October 1, 2009</i>	34-211
Sec. 22	<i>October 1, 2009</i>	34-229
Sec. 23	<i>October 1, 2009</i>	34-230
Sec. 24	<i>October 1, 2009</i>	34-231
Sec. 25	<i>October 1, 2009</i>	34-411
Sec. 26	<i>October 1, 2009</i>	34-420
Sec. 27	<i>October 1, 2009</i>	34-421
Sec. 28	<i>October 1, 2009</i>	34-423
Sec. 29	<i>October 1, 2009</i>	34-431
Sec. 30	<i>October 1, 2009</i>	34-432
Sec. 31	<i>October 1, 2009</i>	34-434
Sec. 32	<i>October 1, 2009</i>	34-503

Statement of Purpose:

To make revisions concerning the timing and manner of the filing of annual reports and other documents with the Secretary of the State by domestic and foreign corporations, limited partnerships, limited liability companies, limited liability partnerships 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.]