



General Assembly

Substitute Bill No. 6644

January Session, 2009

* _____ HB06644JUD__040209_____ *

AN ACT CONCERNING BUSINESS ENTITY FILINGS.

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

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 Section 33-608 of the general statutes is repealed and the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

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

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

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

12 (d) The document shall be typewritten or printed or, if electronically
13 transmitted, in a format that can be retrieved or reproduced in
14 typewritten or printed form.

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

19 authenticated English translation.

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

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

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

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

41 (j) When the document is delivered to the office of the Secretary of
42 the State for filing, the correct filing fee, and any franchise tax, license
43 fee or penalty required to be paid therewith by sections 33-600 to 33-
44 998, inclusive, as amended by this act, or other law must be paid or
45 provision for payment made in a manner permitted by the Secretary of
46 the State.

47 (k) When any document is required or permitted to be filed or
48 recorded as provided in sections 33-600 to 33-998, inclusive, as
49 amended by this act, the Secretary of the State may, in the Secretary of

50 the State's discretion, for good cause, permit a photostatic or other
51 photographic copy of such document to be filed or recorded in lieu of
52 the original instrument. Such filing or recording shall have the same
53 force and effect as if the original instrument had been so filed or
54 recorded.

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

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

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

75 (3) The following provisions of a plan or filed document may not be
76 made dependent on facts outside the plan or filed document: (A) The
77 name and address of any person required in a filed document; (B) the
78 registered office of any entity required in a filed document; (C) the
79 registered agent of any entity required in a filed document; (D) the
80 number of authorized shares and designation of each class or series of
81 shares; (E) the effective date of a filed document; and (F) any required

82 statement in a filed document of the date on which the underlying
83 transaction was approved or the manner in which such approval was
84 given; and

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

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

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

105 (a) At any time after dissolution is authorized, the corporation may
106 dissolve by delivering to the Secretary of the State for filing a certificate
107 of dissolution setting forth: (1) The name of the corporation; (2) the
108 date dissolution was authorized; and (3) if dissolution was approved
109 by the shareholders, a statement that the proposal to dissolve was duly
110 approved by the shareholders in the manner required by sections 33-
111 600 to 33-998, inclusive, as amended by this act, and by the certificate
112 of incorporation.

113 (b) No corporation may file a certificate of dissolution under this

114 section until it has filed all annual reports that are due as provided in
115 sections 33-953 and 33-954, as amended by this act.

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

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

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

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

129 (b) A foreign corporation authorized to transact business in this
130 state may apply for a certificate of withdrawal by delivering an
131 application to the Secretary of the State for filing. The application shall
132 set forth: (1) The name of the foreign corporation and the name of the
133 state or country under whose law it is incorporated; (2) that it is not
134 transacting business in this state and that it surrenders its authority to
135 transact business in this state; (3) that it revokes the authority of its
136 registered agent to accept service on its behalf and appoints the
137 Secretary of the State and his successors in office as its agent for service
138 of process in any proceeding based on a cause of action arising during
139 the time it was authorized to transact business in this state; (4) a
140 mailing address to which the Secretary of the State may mail a copy of
141 any process served on him under subdivision (3) of this subsection;
142 and (5) a commitment to notify the Secretary of the State in the future
143 of any change in its mailing address.

144 (c) No foreign corporation may obtain a certificate of withdrawal

145 under this section until it has filed all annual reports that are due as
146 provided in sections 33-953 and 33-954, as amended by this act.

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

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

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

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

174 (c) Each annual report shall set forth as of a date which complies
175 with subsection (d) of this section and which is specified in such
176 report: (1) The name of the corporation; (2) the principal office of the

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

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

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

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

208 (a) Any corporation required to file annual reports as provided in

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

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

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

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

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

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

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

240 other information as well.

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

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

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

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

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

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

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

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

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

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

291 (a) At any time after dissolution is authorized, the corporation may
292 dissolve by delivering to the Secretary of the State for filing a certificate
293 of dissolution setting forth: (1) The name of the corporation; (2) the
294 date dissolution was authorized; (3) if dissolution was approved by
295 members, a statement that the proposal to dissolve was duly approved
296 by the members in the manner required by sections 33-1000 to 33-1290,
297 inclusive, as amended by this act, and by the certificate of
298 incorporation; and (4) if dissolution was authorized by the board of
299 directors without member approval, a statement that the dissolution
300 was duly approved by the board of directors and that member
301 approval was not required.

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

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

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

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

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

318 (b) A foreign corporation authorized to conduct affairs in this state
319 may apply for a certificate of withdrawal by delivering an application
320 to the Secretary of the State for filing. The application shall set forth: (1)
321 The name of the foreign corporation and the name of the state or
322 country under whose law it is incorporated; (2) that it is not
323 conducting affairs in this state and that it surrenders its authority to
324 conduct affairs in this state; (3) that it revokes the authority of its
325 registered agent to accept service on its behalf and appoints the
326 Secretary of the State and his successors in office as its agent for service
327 of process in any proceeding based on a cause of action arising during
328 the time it was authorized to conduct affairs in this state; (4) a mailing
329 address to which the Secretary of the State may mail a copy of any
330 process served on him under subdivision (3) of this subsection; and (5)
331 a commitment to notify the Secretary of the State in the future of any
332 change in its mailing address.

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

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

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

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

350 (b) The first annual report of a domestic corporation shall be filed
351 within thirty days after its organization meeting. ~~[Subsequent]~~ On and
352 after January 1, 2010, subsequent annual reports of such domestic
353 corporation and annual reports of each foreign corporation authorized
354 to conduct affairs in this state shall be filed [at such times as may be
355 provided by regulations adopted by the Secretary of the State in
356 accordance with chapter 54, provided the Secretary of the State may
357 require any corporation to file an annual report according to reporting
358 schedules established by the secretary so as to effect staggered filing of
359 all such reports] by electronic transmission on or after January first and
360 prior to May first. Upon request of a corporation, the Secretary of the
361 State may grant an exemption from the requirement to file an annual
362 report by electronic transmission if the corporation does not have the
363 capability to file by electronic transmission or make payment in an
364 authorized manner by electronic means or if other good cause is

365 shown.

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

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

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

398 corporation of the requirement of filing the report as provided in this
399 section.

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

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

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

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

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

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

427 (1) "Address" means location as described by the full street number,

428 if any, street, city or town, state or country and not a mailing address
429 such as a post office box.

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

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

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

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

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

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

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

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

454 [(7)] (10) "General partner" means a person who has been admitted
455 to a limited partnership as a general partner in accordance with the
456 partnership agreement and named in the certificate of limited

457 partnership as a general partner.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

514 finds that any certificate does not conform to law, upon receipt of all
515 filing fees required by law he shall:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- 595 (1) The name of the limited partnership;
- 596 (2) The date of filing of the original certificate of limited partnership;
- 597 (3) The reason for filing the certificate of cancellation;
- 598 (4) The effective date of cancellation if it is not to be effective upon
599 the filing of the certificate; and
- 600 (5) Any other information the general partners filing the certificate
601 determine.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

696 [(6)] (8) "Event of dissociation" means an event that causes a person

697 to cease to be a member, as provided in section 34-180.

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

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

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

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

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

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

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

727 accordance with section 34-140.

728 [(14)] (16) "Member" or "members" means a person or persons who
729 have been admitted to membership in a limited liability company as
730 provided in section 34-179 and who have not disassociated from the
731 limited liability company as provided in section 34-180.

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

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

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

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

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

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

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

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

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

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

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

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

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

783 (a) Each limited liability company shall file an annual report with
784 the Secretary of the State which report shall be due upon the
785 anniversary of the filing of a limited liability company's articles of
786 organization pursuant to section 34-120. On and after January 1, 2010,
787 each limited liability company shall file an annual report by electronic

788 transmission on or after January first and prior to May first. Upon
789 request of a limited liability company, the Secretary of the State may
790 grant an exemption from the requirement to file an annual report by
791 electronic transmission if the limited liability company does not have
792 the capability to file by electronic transmission or make payment in an
793 authorized manner by electronic means or if other good cause is
794 shown.

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

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

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

821 accept a business address in lieu of the business and residence
822 addresses of the new manager or member. Any such change of
823 manager or member that occurs within the thirty-day period preceding
824 the month during which the limited liability company's next annual
825 report becomes due shall be reflected in such next annual report.

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

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

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

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

852 (c) On and after January 1, 2010, any limited liability company that

853 fails to file its annual report on or before July first shall pay a late filing
854 fee of one hundred dollars for each year or part thereof that it is in
855 default for failure to file such report, which fee shall be in addition to
856 the fee established in section 34-112 for filing the annual report. The
857 Attorney General may remit, in whole or in part, such late filing fee
858 when, in his opinion, it would be inequitable to enforce collection
859 thereof.

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

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

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

883 (c) The Secretary of the State may require or permit the filing by
884 electronic transmission or by employing new technology as it is

885 developed of any document that is required by law or regulation
886 under sections 34-100 to 34-242, inclusive, as amended by this act, to be
887 filed with the Secretary of the State.

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

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

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

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

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

909 (a) A foreign limited liability company registered to transact
910 business in this state shall file an annual report in the office of the
911 Secretary of the State which report shall be due upon the anniversary
912 of such foreign limited liability company's registration pursuant to
913 section 34-223. On and after January 1, 2010, each foreign limited
914 liability company shall file an annual report by electronic transmission
915 on or after January first and prior to May first. Upon request of a

916 foreign limited liability company, the Secretary of the State may grant
917 an exemption from the requirement to file an annual report by
918 electronic transmission if the foreign limited liability company does
919 not have the capability to file by electronic transmission or make
920 payment in an authorized manner by electronic means or if other good
921 cause is shown.

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

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

940 (d) If the manager or member named in a foreign limited liability
941 company's most current annual report pursuant to subsection (c) of
942 this section is replaced for such purpose by another manager or
943 member after the foreign limited liability company has filed such
944 annual report, but not later than thirty days preceding the month
945 during which the foreign limited liability company's next annual
946 report becomes due, the foreign limited liability company shall file
947 with the Secretary of the State an interim notice of change of manager
948 or member that sets forth: (1) The name of the foreign limited liability

949 company; and (2) the name, title and respective business and residence
950 addresses of the new manager or member and the name and title of the
951 former manager or member, except that if good cause is shown, the
952 Secretary of the State may accept a business address in lieu of the
953 business and residence addresses of the new manager or member. Any
954 such change of manager or member that occurs within the thirty-day
955 period preceding the month during which the foreign limited liability
956 company's next annual report becomes due shall be reflected in such
957 next annual report.

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

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

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

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

981 default for failure to file its report. If the report is returned for failure
982 to file any previous report and is not returned with any such previous
983 report on or before the due date of the current report, the foreign
984 limited liability company shall be in default for failure to file two
985 reports.

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

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

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

1014 foreign limited liability company.

1015 (b) The application for cancellation shall be in the form and manner
1016 designated by the Secretary of the State and shall be executed by the
1017 foreign limited liability company by a person with authority to do so
1018 under the laws of the state or other jurisdiction of its organization, or,
1019 if the foreign limited liability company is in the hands of a receiver or
1020 trustee or other court-appointed fiduciary, by such receiver, trustee or
1021 fiduciary.

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

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

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

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

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

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

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

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

1046 (5) "Document" includes anything delivered to the office of the
1047 Secretary of the State for filing under sections 34-300 to 34-434,
1048 inclusive, as amended by this act.

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

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

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

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

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

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

1070 [(9)] (12) "Partnership" means an association of two or more persons
1071 to carry on as co-owners a business for profit formed under section 34-
1072 314, predecessor law or comparable law of another jurisdiction, and

1073 includes for all purposes of the laws of this state a registered limited
1074 liability partnership.

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

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

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

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

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

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

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

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

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

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

1104 [(19)] (23) "Statement" means a statement of partnership authority
1105 under section 34-324, a statement of denial under section 34-325, a
1106 statement of dissociation under section 34-365, a statement of
1107 dissolution under section 34-376, a statement of merger under section
1108 34-390, or an amendment or cancellation of any of the foregoing.

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

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

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

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

1127 (b) When any document is required or permitted to be filed or
1128 recorded as provided in sections 34-300 to 34-434, inclusive, as
1129 amended by this act, the Secretary of the State may, in the Secretary of
1130 the State's discretion, for good cause, permit a photostatic or other
1131 photographic copy of such document to be filed or recorded in lieu of

1132 the original instrument. Such filing or recording shall have the same
1133 force and effect as if the original instrument had been so filed or
1134 recorded.

1135 (c) The Secretary of the State may require or permit the filing by
1136 electronic transmission or by employing new technology as it is
1137 developed of any document that is required by law or regulation
1138 under sections 34-300 to 34-434, inclusive, as amended by this act, to be
1139 filed with the Secretary of the State.

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

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

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

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

1162 (c) Each annual report shall set forth: (1) The name of the registered

1163 limited liability partnership, and (2) the registered limited liability
1164 partnership's current principal office address.

1165 (d) Each annual report shall be executed in accordance with section
1166 34-410 and be accompanied by the filing fee established in section 34-
1167 413. The Secretary of the State shall [mail] deliver to each registered
1168 limited liability partnership at its principal office or electronic mail
1169 address, as shown on his records, [a form prescribed by him for the
1170 annual report] notice that the annual report is due, but failure to
1171 receive such [form] notice shall not relieve a registered limited liability
1172 partnership of the requirement of filing the report as provided in this
1173 section.

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

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

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

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

1193 (d) On and after January 1, 2010, any registered limited liability

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

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

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

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

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

1221 (a) A foreign registered limited liability partnership authorized to
1222 transact business in this state shall file an annual report in the office of
1223 the Secretary of the State which report shall be due upon the
1224 anniversary of such foreign registered limited liability partnership's
1225 certificate of authority pursuant to section 34-429. On and after January

1226 1, 2010, each foreign registered limited liability partnership shall file an
1227 annual report by electronic transmission on or after January first and
1228 prior to May first. Upon request of a foreign registered limited liability
1229 partnership, the Secretary of the State may grant an exemption from
1230 the requirement to file an annual report by electronic transmission if
1231 the foreign registered limited liability partnership does not have the
1232 capability to file by electronic transmission or make payment in an
1233 authorized manner by electronic means or if other good cause is
1234 shown.

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

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

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

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

1256 (a) Any foreign registered limited liability partnership required to
1257 file an annual report as provided in section 34-431, as amended by this

1258 act, which fails to file its annual report on or before the due date
1259 thereof, shall be in default in respect thereof until the same is filed.

1260 (b) The Secretary of the State shall not accept for filing a report from
1261 a foreign registered limited liability partnership until any default for
1262 failure to file any annual report is cured. If the Secretary of the State
1263 finds that any annual report received from a foreign registered limited
1264 liability partnership does not conform to law, he may return it to the
1265 foreign registered limited liability partnership for correction.

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

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

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

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

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

1289 34-432, as amended by this act.

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

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

1294 (1) "Beneficial owner" means any owner of a beneficial interest in a
1295 statutory trust. Beneficial ownership shall be determined and
1296 evidenced, whether by means of registration, the issuance of
1297 certificates or otherwise, in accordance with the applicable provisions
1298 of the governing instrument of the statutory trust.

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

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

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

1324 [(4)] (5) "Governing instrument" means a trust instrument which
1325 creates a statutory trust and provides for the governance of the affairs
1326 of the statutory trust and the conduct of its business. A governing
1327 instrument: (A) May provide that a person shall become a beneficial
1328 owner and shall become bound by the governing instrument if such
1329 person, or a representative authorized by such person orally, in
1330 writing or by other action such as payment for a beneficial interest,
1331 complies with the conditions for becoming a beneficial owner set forth
1332 in the governing instrument or any other writing and acquires a
1333 beneficial interest; and (B) may consist of one or more agreements,
1334 instruments or other writings and may refer to or incorporate bylaws
1335 containing provisions relating to the business of the statutory trust, the
1336 conduct of its affairs and its rights or powers or the rights or powers of
1337 its trustees, beneficial owners, agents or employees.

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

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

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

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

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

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

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

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

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

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

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

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

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

1377 (c) (1) A certificate of trust may be restated by integrating into a
1378 single instrument all of the provisions of the certificate of trust which
1379 are then in effect and operative as a result of there having been
1380 theretofore filed one or more certificates of amendment pursuant to

1381 subsection (b) of this section, and the certificate of trust may be
1382 amended or further amended by the filing of a restated certificate of
1383 trust. The restated certificate of trust shall be specifically designated as
1384 such in its heading and shall set forth: (A) The present name of the
1385 statutory trust and, if it has been changed, the name under which the
1386 statutory trust was originally formed; (B) the date of filing of the
1387 original certificate of trust; (C) the information required to be included
1388 pursuant to subsection (a) of this section; (D) the future effective date,
1389 which shall be a date certain, of effectiveness of the restated certificate
1390 of trust if it is not to be effective upon the filing of the restated
1391 certificate of trust; and (E) any other information the trustees
1392 determine to include therein.

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

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

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

1412 [(e)] (f) Unless the office of the Secretary of the State determines that

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

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

1420 Before transacting business in this state, a foreign registered limited
1421 liability partnership shall file a certificate of authority with the
1422 Secretary of the State executed by a person with authority to do so
1423 under the laws of the state or other jurisdiction where it is registered as
1424 a registered limited liability partnership. The certificate of authority
1425 shall set forth: (1) The name of the partnership and, if different, the
1426 name under which it proposes to transact business in this state, either
1427 of which shall conform to the requirements of section 34-406; (2) the
1428 state or other jurisdiction where it is registered as a registered limited
1429 liability partnership and the date of its registration; (3) the name and
1430 address of the agent in this state for service of process required to be
1431 maintained by section 34-408 and an acceptance of such appointment
1432 signed by the agent appointed; (4) the address of the office required to
1433 be maintained in the state or other jurisdiction of its organization by
1434 the laws of that state or jurisdiction or, if not so required, of the
1435 principal office of the partnership; (5) a representation that the
1436 partnership is a "foreign registered limited liability partnership" as
1437 defined in [subdivision (4) of] section 34-301, as amended by this act;
1438 (6) a brief statement of the business in which the partnership engages;
1439 and (7) any other matters the partnership may determine to include.

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

1442 Before transacting business in this state, a foreign statutory trust
1443 shall register with the Secretary of the State. In order to register, a
1444 foreign statutory trust shall submit to the Secretary of the State an

1445 original signed copy of an application for registration as a foreign
 1446 statutory trust executed by a person with authority to do so under the
 1447 laws of the state or other jurisdiction of its formation. The application
 1448 shall set forth: (1) The name of the foreign statutory trust and, if
 1449 different, the name under which it proposes to transact business in this
 1450 state; (2) the state or other jurisdiction where formed, and date of its
 1451 organization; (3) the name and address of the agent in this state for
 1452 service of process on the foreign statutory trust required to be
 1453 maintained by section 34-532 and an acceptance of such appointment
 1454 signed by the agent appointed if other than the Secretary of the State;
 1455 (4) the address of the office required to be maintained in the state or
 1456 other jurisdiction of its organization by the laws of that state or
 1457 jurisdiction or, if not so required, of the principal office of the foreign
 1458 statutory trust; (5) a representation that the foreign statutory trust is a
 1459 "foreign statutory trust" as defined in [subdivision (3) of] section 34-
 1460 501, as amended by this act; and (6) the character of the business which
 1461 the statutory trust intends to transact in this state.

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|---|-----------------|---------|
| This act shall take effect as follows and shall amend the following sections: | | |
| Section 1 | January 1, 2010 | 33-608 |
| Sec. 2 | January 1, 2010 | 33-882 |
| Sec. 3 | January 1, 2010 | 33-932 |
| Sec. 4 | January 1, 2010 | 33-953 |
| Sec. 5 | January 1, 2010 | 33-954 |
| Sec. 6 | January 1, 2010 | 33-1004 |
| Sec. 7 | January 1, 2010 | 33-1172 |
| Sec. 8 | January 1, 2010 | 33-1222 |
| Sec. 9 | January 1, 2010 | 33-1243 |
| Sec. 10 | January 1, 2010 | 33-1244 |
| Sec. 11 | January 1, 2010 | 34-9 |
| Sec. 12 | January 1, 2010 | 34-10b |
| Sec. 13 | January 1, 2010 | 34-13e |
| Sec. 14 | January 1, 2010 | 34-13f |
| Sec. 15 | January 1, 2010 | 34-32a |
| Sec. 16 | January 1, 2010 | 34-38k |
| Sec. 17 | January 1, 2010 | 34-38s |

| | | |
|---------|------------------------|--------|
| Sec. 18 | <i>January 1, 2010</i> | 34-38t |
| Sec. 19 | <i>January 1, 2010</i> | 34-101 |
| Sec. 20 | <i>January 1, 2010</i> | 34-106 |
| Sec. 21 | <i>January 1, 2010</i> | 34-107 |
| Sec. 22 | <i>January 1, 2010</i> | 34-110 |
| Sec. 23 | <i>January 1, 2010</i> | 34-211 |
| Sec. 24 | <i>January 1, 2010</i> | 34-229 |
| Sec. 25 | <i>January 1, 2010</i> | 34-230 |
| Sec. 26 | <i>January 1, 2010</i> | 34-231 |
| Sec. 27 | <i>January 1, 2010</i> | 34-301 |
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