



Substitute House Bill No. 6643

Public Act No. 09-38

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

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

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 Subsection (e) of section 34-13b of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2009*):

(e) If a statutory agent for service dies, dissolves, removes from the state or resigns, the limited partnership shall forthwith appoint another statutory agent for service. If the statutory agent for service changes his or its business or residence address within the state from that appearing upon the record in the office of the Secretary of the State, the agent for service of process or the limited partnership shall forthwith file with the Secretary of the State notice of the new address. A statutory agent for service may resign by filing with the Secretary of the State a signed statement in duplicate to that effect. The Secretary of the State shall forthwith file one copy and mail the other copy of such statement to the limited partnership, at the office designated in the certificate of limited partnership. Upon the expiration of [one hundred twenty] thirty days after such filing, the resignation shall be effective and the authority of such statutory agent for service shall terminate. A

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limited partnership may revoke the appointment of a statutory agent for service by making a new appointment as provided in this section and any new appointment so made shall revoke all appointments theretofore made.

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 Section 34-38p of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2009*):

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

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

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

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

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

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

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

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

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

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

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

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

Sec. 4. Section 34-224 of the general statutes is repealed and the

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following is substituted in lieu thereof (*Effective October 1, 2009*):

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

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

(c) A foreign limited liability company's appointment of the Secretary of the State and his successors in office as its initial agent upon whom process may be served shall be included in the application for registration as provided in section 34-223. A subsequent appointment of the Secretary of the State and his successors in office as a foreign limited liability company's agent upon whom process may be

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served shall be filed in the office of the Secretary of the State in such form as the secretary shall prescribe.

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

(e) If an agent dies, dissolves, removes from the state or resigns, the foreign limited liability company shall forthwith appoint another agent upon whom process may be served. If such agent changes his or its address within the state from that appearing upon the records in the office of the Secretary of the State, the foreign limited liability company or agent shall forthwith file with the Secretary of the State notice of the new address. Such agent may resign by filing with the Secretary of the State a signed statement in duplicate to that effect. The Secretary of the State shall forthwith file one copy and mail the other copy of such

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statement [, together with notice that as a result of the failure to comply with this section, the authority to transact business in this state of such foreign limited liability company shall be deemed to have been revoked, by certified mail,] to the foreign limited liability company at the office designated in the application for registration filed pursuant to section 34-223. Upon the expiration of [one hundred twenty] thirty days after the mailing of such notice, the resignation shall be effective. [and the authority of the foreign limited liability company to transact business in this state shall be revoked unless a new agent has been appointed as provided in this section within such one-hundred-twenty-day period.] A foreign limited liability company may revoke the appointment of an agent upon whom process may be served by making a new appointment as provided in this section and any new appointment so made revokes all appointments theretofore made.

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

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

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

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

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

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

(a) Each foreign statutory trust shall, before transacting business in

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this state, appoint in writing an agent upon whom all process, in any action or proceeding against it, may be served, and by such appointment the foreign statutory trust shall agree that any process against it which is served on such agent shall be of the same legal force and validity as if served on the foreign statutory trust in this state.

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

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

(d) A foreign statutory trust's appointment of a natural person or an entity set forth in subdivisions (2) to (10), inclusive, of subsection (b) of this section as its initial agent upon whom process may be served shall

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be included in the application for registration as provided in section 34-531. A foreign statutory trust's subsequent appointment of any such natural person or entity as its agent upon whom process may be served shall be filed with the Secretary of the State in such form as the secretary shall prescribe setting forth: (1) The name of the foreign statutory trust; (2) the name of such agent; (3) a statement of acceptance by the statutory agent therein appointed; and (4) if such agent is a natural person, the business and residence addresses thereof; if such agent is an entity organized under the laws of this state, the address of the principal office thereof; if such agent is an entity not organized under the laws of this state, the address of the principal office thereof in this state. In each case, the address shall include the street and number or other particular designation. All subsequent written appointments filed with the Secretary of the State shall be signed by a trustee of the foreign statutory trust and, if other than the Secretary of the State, by the statutory agent therein appointed.

(e) If an agent dies, dissolves, removes from the state or resigns, the foreign statutory trust shall forthwith appoint another agent upon whom process may be served. If such agent changes his or its address within the state from that appearing upon the records in the office of the Secretary of the State, the foreign statutory trust or agent shall forthwith file with the Secretary of the State a signed statement in duplicate to that effect. The Secretary of the State shall forthwith file one copy and mail the other copy of such statement [, together with notice that as a result of the failure to comply with this section, the authority to transact business in this state of such foreign statutory trust shall be deemed to have been revoked, by certified mail,] to the foreign statutory trust at the office designated in the application for registration filed pursuant to section 34-531. Upon the expiration of [one hundred twenty] thirty days after the mailing of such notice, the resignation shall be effective, [and the authority of the foreign statutory trust to transact business in this state shall be revoked unless

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a new agent has been appointed as provided in this section within such one-hundred-twenty-day period.] A foreign statutory trust may revoke the appointment of an agent upon whom process may be served by making a new appointment as provided in this section and any new appointment so made revokes all appointments theretofore made.

[(f) Whenever a foreign statutory trust fails to comply with this section, the authority of such foreign statutory trust shall be deemed to have been revoked.]

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

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

(b) [(1) On the happening of the events set out in subdivision (1) of subsection (a) of this section, the Secretary of the State shall revoke the certificate of registration of such foreign statutory trust to transact business in this state. (2)] On the happening of the events set out in subdivision (1), (2) or (3) of subsection (a) of this section, the Secretary of the State shall give not less than twenty days written notice to the foreign statutory trust that said secretary intends to revoke the certificate of registration of such foreign statutory trust for one of said

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causes, specifying the same. Such notice shall be given by registered or certified mail addressed to the foreign statutory trust at its address as last shown on the records of the Secretary of the State. If, before expiration of the time set forth in the notice, the foreign statutory trust establishes to the satisfaction of the Secretary of the State that the stated cause for the revocation of its certificate of registration did not exist at the time the notice was mailed or, if it did exist at said time, has been cured, the Secretary of the State shall take no further action. Otherwise, on the expiration of the time stated in the notice, said secretary shall revoke the certificate of registration of such foreign statutory trust to transact business in this state.

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

Approved May 20, 2009