



**House Bill No. 6640**

**Public Act No. 09-83**

**AN ACT INCREASING THE PENALTY FOR FOREIGN CORPORATIONS AND OTHER ENTITIES THAT TRANSACT BUSINESS OR CONDUCT AFFAIRS IN THIS STATE WITHOUT AUTHORITY.**

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

Section 1. Subsection (d) of section 33-921 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2009*):

(d) A foreign corporation is liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of authority, in an amount equal to (1) all fees and taxes which would have been imposed by law upon such corporation had it duly applied for and received such certificate of authority to transact business in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign corporation is further liable to this state, for each month or part thereof during which it transacted business without a certificate of authority, in an amount equal to [one hundred sixty-five] three hundred dollars, except that a foreign corporation which has obtained a certificate of authority not later than ninety days after it has commenced transacting business in this state shall not be liable for such monthly penalty. Such fees and

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penalties may be levied by the Secretary of the State. The Attorney General shall bring such action as he may deem necessary to recover any amounts due the state under the provisions of this subsection including an action to restrain a foreign corporation against which fees and penalties have been imposed pursuant to this subsection from transacting business in this state until such time as such fees and penalties have been paid.

Sec. 2. Subsection (d) of section 33-1211 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2009*):

(d) A foreign corporation is liable to this state, for the years or parts thereof during which it conducted affairs in this state without a certificate of authority, in an amount equal to (1) all fees and taxes which would have been imposed by law upon such corporation had it duly applied for and received such certificate of authority to conduct affairs in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign corporation is further liable to this state, for each month or part thereof during which it conducted affairs in this state without a certificate of authority, in an amount equal to [one hundred sixty-five] three hundred dollars, except that a foreign corporation which has obtained a certificate of authority not later than ninety days after it has commenced conducting affairs in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State. The Attorney General shall bring such action as he may deem necessary to recover any amounts due the state under the provisions of this subsection including an action to restrain a foreign corporation against which fees and penalties have been imposed pursuant to this subsection from conducting affairs in this state until such time as such fees and penalties have been paid.

Sec. 3. Subsection (e) of section 34-38~~l~~ of the general statutes is

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

(e) A foreign limited partnership which transacts business in this state without registering with the Secretary of the State as required by this chapter shall be liable to this state, for each year or part thereof during which it transacted business in this state without being registered with said secretary, in an amount equal to: (1) All fees and taxes which would have been imposed by law upon such limited partnership had it duly applied for and received such registration to transact business in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign limited partnership is further liable to this state, for each month or part thereof during which it transacted business in this state without registering with the Secretary of the State, in an amount equal to [one hundred sixty-five] three hundred dollars, except that a foreign limited partnership which has registered with said secretary not later than ninety days after it has commenced transacting business in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State.

Sec. 4. Subsection (d) of section 34-233 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2009*):

(d) A foreign limited liability company which transacts business in this state without a valid certificate of registration shall be liable to this state, for each year or part thereof during which it transacted business in this state without such certificate, in an amount equal to: (1) All fees and taxes which would have been imposed by law upon such limited liability company had it duly applied for and received such registration to transact business in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign limited liability company is further liable to this state, for each

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month or part thereof during which it transacted business in this state without a valid certificate of registration, in an amount equal to [one hundred sixty-five] three hundred dollars, except that a foreign limited liability company which has registered with the Secretary of the State not later than ninety days after it has commenced transacting business in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State. The Attorney General may bring proceedings to recover all amounts due this state under the provisions of this subsection.

Sec. 5. Subsection (c) of section 34-430 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2009*):

(c) A foreign registered limited liability partnership which transacts business in this state without filing a certificate of authority under section 34-429 shall be liable to this state, for each year or part thereof during which it transacted business in this state without such certificate, in an amount equal to: (1) All fees and taxes which would have been imposed by law upon such registered limited liability partnership had it duly applied for and received such authority to transact business in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign registered limited liability partnership is further liable to this state, for each month or part thereof during which it transacted business in this state without filing a certificate of authority under section 34-429, in an amount equal to [one hundred sixty-five] three hundred dollars, except that a foreign registered limited liability partnership which has filed a certificate of authority with the Secretary of the State not later than ninety days after it has commenced transacting business in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State. The Attorney General may bring proceedings to recover all amounts due this state

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under the provisions of this subsection.

Sec. 6. Subsection (d) of section 34-539 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2009*):

(d) A foreign statutory trust which transacts business in this state without a valid certificate of registration shall be liable to this state, for each year or part thereof during which it transacted business in this state without such certificate, in an amount equal to: (1) All fees and taxes which would have been imposed by law upon such statutory trust had it duly applied for and received such registration to transact business in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign statutory trust is further liable to this state, for each month or part thereof during which it transacted business without a valid certificate of registration, in an amount equal to [one hundred sixty-five] three hundred dollars, except that a foreign statutory trust which has registered with the Secretary of the State not later than ninety days after it has commenced transacting business in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State. The Attorney General may bring proceedings to recover all amounts due this state under the provisions of this subsection.

Approved June 2, 2009