



General Assembly

**Amendment**

February Session, 2010

LCO No. 3677

**\*HB0542703677HDO\***

Offered by:

REP. SPALLONE, 36<sup>th</sup> Dist.

REP. HETHERINGTON, 125<sup>th</sup> Dist.

REP. MERRILL, 54<sup>th</sup> Dist.

To: House Bill No. 5427

File No. 281

Cal. No. 156

**"AN ACT CONCERNING THE OFFICE OF THE SECRETARY OF  
THE STATE AND THE OFFICE OF STATE ETHICS."**

1 After the last section, add the following and renumber sections and  
2 internal references accordingly:

3 "Sec. 501. Section 33-608 of the general statutes is repealed and the  
4 following is substituted in lieu thereof (*Effective January 1, 2011*):

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

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

11 (c) The document shall contain the information required by sections  
12 33-600 to 33-998, inclusive, as amended by this act. It may contain

13 other information as well.

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

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

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

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

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

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

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

49 (k) When any document is required or permitted to be filed or  
50 recorded as provided in sections 33-600 to 33-998, inclusive, as  
51 amended by this act, the Secretary of the State may, in the Secretary of  
52 the State's discretion, for good cause, permit a photostatic or other  
53 photographic copy of such document to be filed or recorded in lieu of  
54 the original instrument. Such filing or recording shall have the same  
55 force and effect as if the original instrument had been so filed or  
56 recorded.

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

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

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

75 the terms of, or actions taken under, an agreement to which the  
76 corporation is a party, or any other agreement or document;

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

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

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

105 Sec. 502. Section 33-953 of the general statutes is repealed and the  
106 following is substituted in lieu thereof (*Effective January 1, 2011*):

107 (a) Each domestic corporation, except banks, trust companies,  
108 insurance or surety companies, savings and loan associations and  
109 public service companies, as defined in section 16-1, and each foreign  
110 corporation authorized to transact business in this state, shall file an  
111 annual report with the Secretary of the State as prescribed in this  
112 section.

113 (b) The first annual report of a domestic corporation shall be filed  
114 within thirty days after its organization meeting. [Subsequent] On and  
115 after January 1, 2011, subsequent annual reports of such domestic  
116 corporation and annual reports of each foreign corporation authorized  
117 to transact business in this state shall be filed [at such times as may be  
118 provided by regulations adopted by the Secretary of the State in  
119 accordance with chapter 54, provided the Secretary of the State may  
120 require any corporation to file an annual report according to reporting  
121 schedules established by the secretary so as to effect staggered filing of  
122 all such reports] by electronic transmission on or after January first and  
123 prior to May first. Upon request of a corporation, the Secretary of the  
124 State may grant an exemption from the requirement to file an annual  
125 report by electronic transmission if the corporation does not have the  
126 capability to file by electronic transmission or make payment in an  
127 authorized manner by electronic means or if other good cause is  
128 shown.

129 (c) Each annual report shall set forth as of a date which complies  
130 with subsection (d) of this section and which is specified in such  
131 report: (1) The name of the corporation; (2) the principal office of the  
132 corporation or, in the case of a foreign corporation (A) the address of  
133 the principal office of the foreign corporation in the state under the  
134 laws of which it is incorporated, (B) the address of the executive offices  
135 of the foreign corporation, and (C) the address of the principal office of  
136 the foreign corporation in this state, if any; [and] (3) the electronic mail  
137 address, if any, of the corporation; and (4) the names and respective  
138 business and residence addresses of the directors and officers of the  
139 corporation, except that if good cause is shown, the Secretary of the  
140 State may accept business addresses in lieu of business and residence

141 addresses of the directors and officers of the corporation. For the  
142 purposes of this subsection, a showing of good cause shall include, but  
143 not be limited to, a showing that public disclosure of the residence  
144 addresses of the corporation's directors and officers may expose the  
145 personal security of such directors and officers to significant risk.

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

151 (e) Each annual report shall be accompanied by the required filing  
152 fee. The report shall be executed as set forth in section 33-608. The  
153 Secretary of the State shall [mail] deliver to each domestic corporation  
154 at its principal office or electronic mail address, as shown by his  
155 records, and to each foreign corporation authorized to transact  
156 business in this state at its executive offices or electronic mail address,  
157 as last shown by his records, [a form prescribed by him for the annual  
158 report] notice that the annual report is due, but failure to receive such  
159 [form] notice shall not relieve a corporation of the requirement of filing  
160 the report as provided in this section.

161 Sec. 503. Section 33-1004 of the general statutes is repealed and the  
162 following is substituted in lieu thereof (*Effective January 1, 2011*):

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

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

169 (c) The document shall contain the information required by sections  
170 33-1000 to 33-1290, inclusive, as amended by this act. It may contain  
171 other information as well.

172 (d) The document shall be typewritten or printed or, if electronically  
173 transmitted, in a format that can be retrieved or reproduced in  
174 typewritten or printed form.

175 (e) The document shall be in the English language. A corporate  
176 name need not be in English if written in English letters or Arabic or  
177 Roman numerals, and the certificate of existence required of foreign  
178 corporations need not be in English if accompanied by a reasonably  
179 authenticated English translation.

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

186 (g) The person executing the document shall sign it and state  
187 beneath or opposite such person's signature such person's name and  
188 the capacity in which such person signs. The document may but need  
189 not contain a corporate seal, attestation, acknowledgment or  
190 verification.

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

194 (i) The document shall be delivered to the office of the Secretary of  
195 the State for filing. [Delivery may be made by electronic transmission if  
196 and to the extent permitted by the Secretary of the State.] If the  
197 document is filed in typewritten or printed form and not electronically  
198 transmitted, the Secretary of the State may require one exact or  
199 conformed copy to be delivered with the document, except as  
200 provided in sections 33-1052 and 33-1218.

201 (j) When the document is delivered to the office of the Secretary of  
202 the State for filing, the correct filing fee, and any franchise tax, license

203 fee or penalty required to be paid therewith by sections 33-1000 to 33-  
204 1290, inclusive, as amended by this act, or other law, must be paid or  
205 provision for payment made in a manner permitted by the Secretary of  
206 the State.

207 (k) When any document is required or permitted to be filed or  
208 recorded as provided in sections 33-1000 to 33-1290, inclusive, as  
209 amended by this act, the Secretary of the State may, in the Secretary of  
210 the State's discretion, for good cause, permit a photostatic or other  
211 photographic copy of such document to be filed or recorded in lieu of  
212 the original instrument. Such filing or recording shall have the same  
213 force and effect as if the original instrument had been so filed or  
214 recorded.

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

220 Sec. 504. Section 33-1243 of the general statutes is repealed and the  
221 following is substituted in lieu thereof (*Effective January 1, 2011*):

222 (a) Each domestic corporation, except banks, trust companies,  
223 insurance or surety companies, savings and loan associations, credit  
224 unions, public service companies, as defined in section 16-1, cemetery  
225 associations and incorporated church or religious corporations, and  
226 each foreign corporation authorized to conduct affairs in this state, and  
227 except corporations formed before January 1, 1961, which under the  
228 law in effect on December 31, 1960, were not required to file an annual  
229 report, shall file an annual report with the Secretary of the State as  
230 prescribed in this section.

231 (b) The first annual report of a domestic corporation shall be filed  
232 within thirty days after its organization meeting. [Subsequent] On and  
233 after January 1, 2011, subsequent annual reports of such domestic  
234 corporation and annual reports of each foreign corporation authorized

235 to conduct affairs in this state shall be filed [at such times as may be  
236 provided by regulations adopted by the Secretary of the State in  
237 accordance with chapter 54, provided the Secretary of the State may  
238 require any corporation to file an annual report according to reporting  
239 schedules established by the secretary so as to effect staggered filing of  
240 all such reports] by electronic transmission on or after January first and  
241 prior to May first. Upon request of a corporation, the Secretary of the  
242 State may grant an exemption from the requirement to file an annual  
243 report by electronic transmission if the corporation does not have the  
244 capability to file by electronic transmission or make payment in an  
245 authorized manner by electronic means or if other good cause is  
246 shown.

247 (c) Each annual report shall set forth as of a date which complies  
248 with subsection (d) of this section and which is specified in such  
249 report: (1) The name of the corporation and, in the case of a foreign  
250 corporation, the state under the laws of which it is incorporated; (2) the  
251 principal office of the corporation or, in the case of a foreign  
252 corporation (A) the address of the principal office of the foreign  
253 corporation in the state under the laws of which it is incorporated, (B)  
254 the address of the executive offices of the foreign corporation, and (C)  
255 the address of the principal office of the foreign corporation in this  
256 state, if any; [and] (3) the electronic mail address, if any, of the  
257 corporation; and (4) the names and respective business and residence  
258 addresses of the directors and officers of the corporation, except that if  
259 good cause is shown, the Secretary of the State may accept business  
260 addresses in lieu of business and residence addresses of the directors  
261 and officers of the corporation. For the purposes of this subsection, a  
262 showing of good cause shall include, but not be limited to, a showing  
263 that public disclosure of the residence addresses of the corporation's  
264 directors and officers may expose the personal security of such  
265 directors and officers to significant risk.

266 (d) The date specified in the annual report pursuant to subsection  
267 (c) of this section shall (1) not be later than the date of filing the report,  
268 and (2) not be earlier than the latest date preceding the date of filing on

269 which any change of circumstances occurred which would affect the  
270 statements of fact required in the report.

271 (e) Each annual report shall be accompanied by the required filing  
272 fee. The report shall be executed as set forth in section 33-1004, as  
273 amended by this act. The Secretary of the State shall [mail] deliver to  
274 each domestic corporation at its principal office or electronic mail  
275 address, as shown by his records, and to each foreign corporation  
276 authorized to conduct affairs in this state at its executive offices or  
277 electronic mail address, as last shown by his records, [a form  
278 prescribed by him for the annual report] notice that the annual report  
279 is due, but failure to receive such [form] notice shall not relieve a  
280 corporation of the requirement of filing the report as provided in this  
281 section.

282 Sec. 505. Section 34-9 of the general statutes is repealed and the  
283 following is substituted in lieu thereof (*Effective January 1, 2011*):

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

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

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

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

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

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

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

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

306 [(5)] (8) "Event of withdrawal of a general partner" means an event  
307 that causes a person to cease to be a general partner as provided in  
308 section 34-28.

309 [(6)] (9) "Foreign limited partnership" means a partnership formed  
310 under the laws of any state other than this state and having as partners  
311 one or more general partners and one or more limited partners.

312 [(7)] (10) "General partner" means a person who has been admitted  
313 to a limited partnership as a general partner in accordance with the  
314 partnership agreement and named in the certificate of limited  
315 partnership as a general partner.

316 [(8)] (11) "Interests" means the proprietary interests in an other  
317 entity.

318 [(9)] (12) "Limited partner" means a person who has been admitted  
319 to a limited partnership as a limited partner in accordance with the  
320 partnership agreement.

321 [(10)] (13) "Limited partnership" and "domestic limited partnership"  
322 means a partnership formed by two or more persons under the  
323 provisions of this chapter and having one or more general partners  
324 and one or more limited partners.

325 [(11)] (14) "Merger" means a business combination pursuant to  
326 section 34-33a.

327 [(12)] (15) "Organizational documents" means the basic document or

328 documents that create, or determine the internal governance of, an  
329 other entity.

330 [(13)] (16) "Other entity" means any association or legal entity, other  
331 than a domestic or foreign limited partnership, organized to conduct  
332 business, including, but not limited to, a corporation, general  
333 partnership, limited liability partnership, limited liability company,  
334 joint venture, joint stock company, business trust, statutory trust and  
335 real estate investment trust.

336 [(14)] (17) "Partner" means a limited or general partner.

337 [(15)] (18) "Partnership agreement" means any valid agreement,  
338 written or oral, of the partners as to the affairs of a limited partnership  
339 and the conduct of its business.

340 [(16)] (19) "Partnership interest" means a partner's share of the  
341 profits and losses of a limited partnership and the right to receive  
342 distributions of partnership assets.

343 [(17)] (20) "Party to a consolidation" means any domestic or foreign  
344 limited partnership or other entity that will consolidate under a plan of  
345 consolidation.

346 [(18)] (21) "Party to a merger" means any domestic or foreign limited  
347 partnership or other entity that will merge under a plan of merger.

348 [(19)] (22) "Person" means a natural person, partnership, limited  
349 partnership, foreign limited partnership, trust, estate, association,  
350 limited liability company or corporation.

351 [(20)] (23) "Plan of merger" means a plan entered into pursuant to  
352 section 34-33a.

353 [(21)] (24) "Plan of consolidation" means a plan entered into  
354 pursuant to section 34-33b.

355 (25) "Sign" or "signature" includes any manual, facsimile, conformed

356 or electronic signature.

357 [(22)] (26) "State" means a state, territory, or possession of the United  
358 States, the District of Columbia or the Commonwealth of Puerto Rico.

359 [(23)] (27) "Survivor" means, in a merger or consolidation, the  
360 limited partnership or other entity into which one or more other  
361 limited partnerships or other entities are merged or consolidated.

362 Sec. 506. Section 34-10b of the general statutes is repealed and the  
363 following is substituted in lieu thereof (*Effective January 1, 2011*):

364 (a) A signed copy of the certificate of limited partnership and of any  
365 certificates of amendment or cancellation or of any judicial decree of  
366 amendment or cancellation or of any certificate of merger or  
367 consolidation, or notice or any other document permitted or required  
368 to be filed pursuant to this chapter for a limited partnership, shall be  
369 delivered to the Secretary of the State. A person who executes a  
370 certificate as an agent or fiduciary need not exhibit evidence of his  
371 authority as a prerequisite to filing. Unless the Secretary of the State  
372 finds that any certificate does not conform to law, upon receipt of all  
373 filing fees required by law he shall:

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

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

377 (b) Upon the filing of a certificate of amendment or judicial decree  
378 of amendment in the office of the Secretary of the State, the certificate  
379 of limited partnership shall be amended as set forth therein, and upon  
380 the effective date of a certificate of cancellation, or a judicial decree  
381 thereof or a certificate of merger or consolidation which acts as a  
382 certificate of cancellation, the certificate of limited partnership is  
383 cancelled.

384 (c) When any document is required or permitted to be filed or  
385 recorded as provided in sections 34-9 to 34-38u, inclusive, as amended

386 by this act, the Secretary of the State may, in the Secretary of the State's  
387 discretion, for good cause, permit a photostatic or other photographic  
388 copy of such document to be filed or recorded in lieu of the original  
389 instrument. Such filing or recording shall have the same force and  
390 effect as if the original instrument had been so filed or recorded.

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

396 Sec. 507. Section 34-13e of the general statutes is repealed and the  
397 following is substituted in lieu thereof (*Effective January 1, 2011*):

398 (a) On and after January 1, 1996, each limited partnership shall file  
399 an annual report with the Secretary of the State that shall be due upon  
400 the anniversary of the formation of the limited partnership. On and  
401 after January 1, 2011, each limited partnership shall file an annual  
402 report by electronic transmission on or after January first and prior to  
403 May first. Upon request of a limited partnership, the Secretary of the  
404 State may grant an exemption from the requirement to file an annual  
405 report by electronic transmission if the limited partnership does not  
406 have the capability to file by electronic transmission or make payment  
407 in an authorized manner by electronic means or if other good cause is  
408 shown.

409 (b) Each annual report shall set forth: (1) The name of the limited  
410 partnership; [and] (2) the address of the office of the limited  
411 partnership required to be maintained by section 34-13b; and (3) the  
412 electronic mail address, if any, of the limited partnership.

413 (c) Each annual report shall be executed in accordance with section  
414 34-10a and be accompanied by the filing fee established in section 34-  
415 38n. The Secretary of the State shall [mail] deliver to each limited  
416 partnership at [its] the address of the office required to be maintained  
417 by section 34-13b or its electronic mail address, as shown by his

418 records, [a form prescribed by him for the annual report] notice that  
419 the annual report is due, but failure to receive such [form] notice shall  
420 not relieve a limited partnership of the requirement of filing the report  
421 as provided in this section.

422 Sec. 508. Section 34-38s of the general statutes is repealed and the  
423 following is substituted in lieu thereof (*Effective January 1, 2011*):

424 (a) On and after January 1, 1996, each foreign limited partnership  
425 registered to transact business in this state shall file an annual report  
426 with the Secretary of the State that shall be due upon the anniversary  
427 of the registration of such foreign limited partnership pursuant to  
428 section 34-38g. On and after January 1, 2011, each foreign limited  
429 partnership shall file an annual report by electronic transmission on or  
430 after January first and prior to May first. Upon request of a foreign  
431 limited partnership, the Secretary of the State may grant an exemption  
432 from the requirement to file an annual report by electronic  
433 transmission if the foreign limited partnership does not have the  
434 capability to file by electronic transmission or make payment in an  
435 authorized manner by electronic means or if other good cause is  
436 shown.

437 (b) Each annual report shall set forth: (1) The name of the foreign  
438 limited partnership and, if different, the name under which such  
439 foreign limited partnership transacts business in this state; [, and] (2)  
440 the address of the office required to be maintained in the state or other  
441 jurisdiction of the foreign limited partnership's organization by the  
442 laws of that state or jurisdiction or, if not so required, the address of its  
443 principal office; and (3) the electronic mail address, if any, of the  
444 foreign limited partnership.

445 (c) Each annual report shall be executed in accordance with section  
446 34-10a and be accompanied by the filing fee established in section 34-  
447 38n. The Secretary of the State shall [mail] deliver to each foreign  
448 limited partnership at its principal office or its electronic mail address,  
449 as last shown by his records, [a form prescribed by him for the annual

450 report] notice that the annual report is due, but failure to receive such  
451 [form] notice shall not relieve a foreign limited partnership of the  
452 requirement of filing the report as provided in this section.

453 Sec. 509. Section 34-101 of the general statutes is repealed and the  
454 following is substituted in lieu thereof (*Effective January 1, 2011*):

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

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

460 (2) "Articles of organization" means articles filed under section 34-  
461 121, and those articles as amended or restated.

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

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

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

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

471 [(5)] (7) "Electronic transmission" or "electronically transmitted"  
472 means any process of communication not directly involving the  
473 physical transfer of paper that is suitable for the retention, retrieval  
474 and reproduction of information by the recipient, [and which does not  
475 directly involve the physical transfer of paper.]

476 [(6)] (8) "Event of dissociation" means an event that causes a person  
477 to cease to be a member, as provided in section 34-180.

478 [(7)] (9) "Foreign corporation" means a corporation formed under  
479 the laws of any state other than this state or under the laws of any  
480 foreign country.

481 [(8)] (10) "Foreign limited liability company" means an entity that is:  
482 (A) Organized under the laws of a state other than the laws of this state  
483 or under the laws of any foreign country; (B) organized under a statute  
484 pursuant to which an entity denominated as a limited liability  
485 company may be formed that affords to each of its members limited  
486 liability with respect to the liabilities of the entity; and (C) is not  
487 required to be registered or organized under any statute of this state  
488 other than sections 34-100 to 34-242, inclusive, as amended by this act.

489 [(9)] (11) "Foreign limited partnership" means a limited partnership  
490 formed under the laws of any state other than this state or under the  
491 laws of any foreign country.

492 [(10)] (12) "Limited liability company" or "domestic limited liability  
493 company" means an organization having one or more members that is  
494 formed under sections 34-100 to 34-242, inclusive, as amended by this  
495 act.

496 [(11)] (13) "Limited liability company membership interest" or  
497 "interest" or "interest in the limited liability company" means a  
498 member's share of the profits and losses of the limited liability  
499 company and a member's right to receive distributions of the limited  
500 liability company's assets, unless otherwise provided in the operating  
501 agreement.

502 [(12)] (14) "Limited partnership" means a limited partnership  
503 formed under the laws of this state or a foreign limited partnership.

504 [(13)] (15) "Manager" or "managers" means, with respect to a limited  
505 liability company that has set forth in its articles of organization that it  
506 is to be managed by managers, the person or persons designated in  
507 accordance with section 34-140.

508        [(14)] (16) "Member" or "members" means a person or persons who  
509        have been admitted to membership in a limited liability company as  
510        provided in section 34-179 and who have not disassociated from the  
511        limited liability company as provided in section 34-180.

512        [(15)] (17) "Operating agreement" means any agreement, written or  
513        oral, as to the conduct of the business and affairs of a limited liability  
514        company, which is binding upon all of the members.

515        [(16)] (18) "Organizational documents" means the basic document or  
516        documents that create, or determine the internal governance of, an  
517        other entity.

518        [(17)] (19) "Organizer" or "organizers" means any member or  
519        members or any other person or persons who files or file the articles of  
520        organization as provided in section 34-120.

521        [(18)] (20) "Other entity" means any association or legal entity, other  
522        than a domestic or foreign limited liability company, organized to  
523        conduct business, including, but not limited to, a corporation, general  
524        partnership, limited liability partnership, limited partnership, joint  
525        venture, joint stock company, business trust, statutory trust and real  
526        estate investment trust.

527        [(19)] (21) "Party to a consolidation" means any domestic or foreign  
528        limited liability company or other entity that will consolidate under a  
529        plan of consolidation.

530        [(20)] (22) "Party to a merger" means any domestic or foreign limited  
531        liability company or other entity that will merge under a plan of  
532        merger.

533        [(21)] (23) "Person" means an individual, a general partnership, a  
534        limited partnership, a domestic or foreign limited liability company, a  
535        trust, an estate, an association, a corporation or any other legal or  
536        commercial entity.

537        [(22)] (24) "Plan of merger" or "plan of consolidation" means a plan

538 entered into pursuant to section 34-195.

539 [(23)] (25) "Professional service" means any type of service to the  
540 public that requires that members of a profession rendering such  
541 service obtain a license or other legal authorization as a condition  
542 precedent to the rendition thereof, limited to the professional services  
543 rendered by dentists, natureopaths, chiropractors, physicians and  
544 surgeons, doctors of dentistry, physical therapists, occupational  
545 therapists, podiatrists, optometrists, nurses, nurse-midwives,  
546 veterinarians, pharmacists, architects, professional engineers, or jointly  
547 by architects and professional engineers, landscape architects, real  
548 estate brokers, insurance producers, certified public accountants and  
549 public accountants, land surveyors, psychologists, attorneys-at-law,  
550 licensed marital and family therapists, licensed professional  
551 counselors, licensed or certified alcohol and drug counselors and  
552 licensed clinical social workers.

553 [(24)] (26) "Sign" or "signature" includes any manual, facsimile, [or]  
554 conformed or electronic signature.

555 [(25)] (27) "State" means a state, territory or possession of the United  
556 States, the District of Columbia or the Commonwealth of Puerto Rico.

557 [(26)] (28) "Survivor" means, in a merger or consolidation, the  
558 limited liability company or other entity into which one or more other  
559 limited liability companies or other entities are merged or  
560 consolidated.

561 Sec. 510. Section 34-106 of the general statutes is repealed and the  
562 following is substituted in lieu thereof (*Effective January 1, 2011*):

563 (a) Each limited liability company shall file an annual report with  
564 the Secretary of the State which report shall be due upon the  
565 anniversary of the filing of a limited liability company's articles of  
566 organization pursuant to section 34-120. On and after January 1, 2011,  
567 each limited liability company shall file an annual report by electronic  
568 transmission on or after January first and prior to May first. Upon

569 request of a limited liability company, the Secretary of the State may  
570 grant an exemption from the requirement to file an annual report by  
571 electronic transmission if the limited liability company does not have  
572 the capability to file by electronic transmission or make payment in an  
573 authorized manner by electronic means or if other good cause is  
574 shown.

575 (b) Such reporting requirement shall commence on or after January  
576 1, 1995, and continue annually thereafter.

577 (c) Each annual report shall set forth: (1) The name of the limited  
578 liability company; (2) the limited liability company's current principal  
579 office address; [and] (3) the electronic mail address, if any, of the  
580 limited liability company; and (4) the name and respective business  
581 and residence addresses of a manager or a member of the limited  
582 liability company, except that if good cause is shown, the Secretary of  
583 the State may accept a business address in lieu of the business and  
584 residence addresses of such manager or member. For the purposes of  
585 this subsection and subsection (d) of this section, a showing of good  
586 cause shall include, but not be limited to, a showing that public  
587 disclosure of the residence address of the manager or member of the  
588 limited liability company may expose the personal security of such  
589 manager or member to significant risk.

590 (d) If the manager or member named in a limited liability  
591 company's most current annual report pursuant to subsection (c) of  
592 this section is replaced for such purpose by another manager or  
593 member after the limited liability company has filed such annual  
594 report, but not later than thirty days preceding the month during  
595 which the limited liability company's next annual report becomes due,  
596 the limited liability company shall file with the Secretary of the State  
597 an interim notice of change of manager or member that sets forth: (1)  
598 The name of the limited liability company; and (2) the name, title and  
599 respective business and residence addresses of the new manager or  
600 member and the name and title of the former manager or member,  
601 except that if good cause is shown, the Secretary of the State may

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

607 (e) Each annual report shall be executed in accordance with section  
608 34-109 and be accompanied by the filing fee established in section 34-  
609 112. The Secretary of the State shall [mail] deliver to each limited  
610 liability company at its principal office or electronic mail address, as  
611 shown on his records, [a form prescribed by him for the annual report]  
612 notice that the annual report is due, but failure to receive such [form]  
613 notice shall not relieve a limited liability company of the requirement  
614 of filing the report as provided in this section.

615 Sec. 511. Section 34-110 of the general statutes is repealed and the  
616 following is substituted in lieu thereof (*Effective January 1, 2011*):

617 (a) The original signed copy of the articles of organization or any  
618 other document required to be filed pursuant to sections 34-100 to 34-  
619 242, inclusive, as amended by this act, shall be delivered to the  
620 Secretary of the State. The articles of organization or any other  
621 document required to be filed shall be typewritten or printed or, if  
622 [authorized by the Secretary of the State,] electronically transmitted, in  
623 a format that can be retrieved or reproduced in typewritten or printed  
624 form. Unless the Secretary of the State determines that the document  
625 does not conform to the filing provisions of said sections, the Secretary  
626 of the State shall, when all required filing fees have been paid: (1)  
627 Endorse on each signed document "filed" and the date and time of its  
628 acceptance for filing; and (2) retain the signed document in the  
629 Secretary of the State's files.

630 (b) When any document is required or permitted to be filed or  
631 recorded as provided in sections 34-100 to 34-242, inclusive, as  
632 amended by this act, the Secretary of the State may, in the Secretary of  
633 the State's discretion, for good cause, permit a photostatic or other

634 photographic copy of such document to be filed or recorded in lieu of  
635 the original instrument. Such filing or recording shall have the same  
636 force and effect as if the original instrument had been so filed or  
637 recorded.

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

643 ~~[(c)]~~ (d) If the Secretary of the State determines that the document  
644 does not conform to the filing provisions of sections 34-100 to 34-242,  
645 inclusive, as amended by this act, or is not accompanied by all fees  
646 required by law, the document shall not be filed and the Secretary of  
647 the State shall return the document to the person originally submitting  
648 it.

649 Sec. 512. Section 34-211 of the general statutes is repealed and the  
650 following is substituted in lieu thereof (*Effective January 1, 2011*):

651 (a) After the dissolution of a limited liability company pursuant to  
652 section 34-206, the limited liability company shall file articles of  
653 dissolution in the office of the Secretary of the State which set forth: (1)  
654 The name of the limited liability company; (2) the reason for filing the  
655 articles of dissolution; (3) the effective date, which shall be a date  
656 certain, of the articles of dissolution if they are not to be effective upon  
657 the filing; and (4) any other information the members or managers  
658 filing the articles of dissolution may determine.

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

662 Sec. 19. Section 34-229 of the general statutes is repealed and the  
663 following is substituted in lieu thereof (*Effective January 1, 2011*):

664 (a) A foreign limited liability company registered to transact  
665 business in this state shall file an annual report in the office of the  
666 Secretary of the State which report shall be due upon the anniversary  
667 of such foreign limited liability company's registration pursuant to  
668 section 34-223. On and after January 1, 2011, each foreign limited  
669 liability company shall file an annual report by electronic transmission  
670 on or after January first and prior to May first. Upon request of a  
671 foreign limited liability company, the Secretary of the State may grant  
672 an exemption from the requirement to file an annual report by  
673 electronic transmission if the foreign limited liability company does  
674 not have the capability to file by electronic transmission or make  
675 payment in an authorized manner by electronic means or if other good  
676 cause is shown.

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

679 (c) Each annual report shall set forth: (1) The name of the foreign  
680 limited liability company and, if different, the name under which such  
681 foreign limited liability company transacts business in this state; (2) the  
682 address of the office required to be maintained in the state or other  
683 jurisdiction of the foreign limited liability company's organization by  
684 the laws of that state or jurisdiction or, if not so required, the address  
685 of its principal office; [and] (3) the electronic mail address, if any, of the  
686 foreign limited liability company; and (4) the name and respective  
687 business and residence addresses of a manager or a member of the  
688 foreign limited liability company, except that if good cause is shown,  
689 the Secretary of the State may accept a business address in lieu of the  
690 business and residence addresses of such manager or member. For the  
691 purposes of this subsection and subsection (d) of this section, a  
692 showing of good cause shall include, but not be limited to, a showing  
693 that public disclosure of the residence address of the manager or  
694 member of the foreign limited liability company may expose the  
695 personal security of such manager or member to significant risk.

696 (d) If the manager or member named in a foreign limited liability

697 company's most current annual report pursuant to subsection (c) of  
698 this section is replaced for such purpose by another manager or  
699 member after the foreign limited liability company has filed such  
700 annual report, but not later than thirty days preceding the month  
701 during which the foreign limited liability company's next annual  
702 report becomes due, the foreign limited liability company shall file  
703 with the Secretary of the State an interim notice of change of manager  
704 or member that sets forth: (1) The name of the foreign limited liability  
705 company; and (2) the name, title and respective business and residence  
706 addresses of the new manager or member and the name and title of the  
707 former manager or member, except that if good cause is shown, the  
708 Secretary of the State may accept a business address in lieu of the  
709 business and residence addresses of the new manager or member. Any  
710 such change of manager or member that occurs within the thirty-day  
711 period preceding the month during which the foreign limited liability  
712 company's next annual report becomes due shall be reflected in such  
713 next annual report.

714 (e) Each annual report shall be executed in accordance with section  
715 34-109 and be accompanied by the filing fee established in section 34-  
716 112. The Secretary of the State shall [mail] deliver to each foreign  
717 limited liability company at its principal office or electronic mail  
718 address, as shown on his records, [a form prescribed by him for the  
719 annual report] notice that the annual report is due, but failure to  
720 receive such [form] notice shall not relieve a foreign limited liability  
721 company of the requirement of filing the report as provided in this  
722 section.

723 Sec. 513. Section 34-301 of the general statutes is repealed and the  
724 following is substituted in lieu thereof (*Effective January 1, 2011*):

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

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

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

729 An order for relief under Title 11 of the United States Code or a  
730 comparable order under a successor statute of general application; or  
731 (B) a comparable order under federal, state or foreign law governing  
732 insolvency.

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

736 ~~[(3)]~~ (4) "Distribution" means a transfer of money or other property  
737 from a partnership to a partner in the partner's capacity as a partner or  
738 to the partner's transferee.

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

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

746 ~~[(4)]~~ (7) "Foreign registered limited liability partnership" includes a  
747 partnership formed pursuant to an agreement governed by the laws of  
748 any state other than this state and registered or denominated as a  
749 registered limited liability partnership or limited liability partnership  
750 under the laws of such other state.

751 ~~[(5)]~~ (8) "Interests" means the proprietary interests in an other entity.

752 ~~[(6)]~~ (9) "Merger" means a business combination pursuant to section  
753 34-388.

754 ~~[(7)]~~ (10) "Organizational documents" means the basic document or  
755 documents that create, or determine the internal governance of, an  
756 other entity.

757 ~~[(8)]~~ (11) "Other entity" means any association or legal entity, other

758 than a domestic or foreign partnership, organized to conduct business,  
759 including, but not limited to, a corporation, limited partnership,  
760 limited liability partnership, limited liability company, joint venture,  
761 joint stock company, business trust, statutory trust and real estate  
762 investment trust.

763 [(9)] (12) "Partnership" means an association of two or more persons  
764 to carry on as co-owners a business for profit formed under section 34-  
765 314, predecessor law or comparable law of another jurisdiction, and  
766 includes for all purposes of the laws of this state a registered limited  
767 liability partnership.

768 [(10)] (13) "Partnership agreement" means the agreement, whether  
769 written, oral or implied, among the partners concerning the  
770 partnership, including amendments to the partnership agreement.

771 [(11)] (14) "Partnership at will" means a partnership in which the  
772 partners have not agreed to remain partners until the expiration of a  
773 definite term or the completion of a particular undertaking.

774 [(12)] (15) "Partnership interest" or "partner's interest in the  
775 partnership" means all of a partner's interests in the partnership,  
776 including the partner's transferable interest and all management and  
777 other rights.

778 [(13)] (16) "Party to a merger" means any domestic or foreign  
779 partnership or other entity that will merge under a plan of merger.

780 [(14)] (17) "Person" means an individual, corporation, limited  
781 liability company, business trust, estate, trust, partnership, association,  
782 joint venture, government, governmental subdivision, agency or  
783 instrumentality, or any other legal or commercial entity.

784 [(15)] (18) "Plan of merger" means a plan entered into pursuant to  
785 section 34-388.

786 [(16)] (19) "Property" means all property, real, personal or mixed,  
787 tangible or intangible, or any interest therein.

788 [(17)] (20) "Registered limited liability partnership" includes a  
789 partnership formed pursuant to an agreement governed by the laws of  
790 this state, registered under section 34-419, and complying with sections  
791 34-406 and 34-420, as amended by this act.

792 (21) "Sign" or "signature" includes any manual, facsimile, conformed  
793 or electronic signature.

794 [(18)] (22) "State" means a state of the United States, the District of  
795 Columbia, the Commonwealth of Puerto Rico or any territory or  
796 insular possession subject to the jurisdiction of the United States.

797 [(19)] (23) "Statement" means a statement of partnership authority  
798 under section 34-324, a statement of denial under section 34-325, a  
799 statement of dissociation under section 34-365, a statement of  
800 dissolution under section 34-376, a statement of merger under section  
801 34-390, or an amendment or cancellation of any of the foregoing.

802 [(20)] (24) "Survivor" in a merger means the partnership or other  
803 entity into which one or more other partnerships or other entities are  
804 merged or consolidated. A survivor of a merger may preexist the  
805 merger or be created by the merger.

806 [(21)] (25) "Transfer" includes an assignment, conveyance, lease,  
807 mortgage, deed and encumbrance.

808 Sec. 514. Section 34-411 of the general statutes is repealed and the  
809 following is substituted in lieu thereof (*Effective January 1, 2011*):

810 (a) The original signed copy of a certificate of limited liability  
811 partnership of a registered limited liability partnership or the  
812 certificate of authority of a foreign registered limited liability  
813 partnership or of any other document required to be filed pursuant to  
814 sections 34-300 to 34-434, inclusive, as amended by this act, shall be  
815 delivered to the Secretary of the State. Unless the Secretary of the State  
816 determines that the documents do not conform to the filing provisions  
817 of said sections, he shall, when all required filing fees have been paid:

818 (1) Endorse on each signed original "filed" and the date and time of its  
819 acceptance for filing; and (2) retain the signed original in his files.

820 (b) When any document is required or permitted to be filed or  
821 recorded as provided in sections 34-300 to 34-434, inclusive, as  
822 amended by this act, the Secretary of the State may, in the Secretary of  
823 the State's discretion, for good cause, permit a photostatic or other  
824 photographic copy of such document to be filed or recorded in lieu of  
825 the original instrument. Such filing or recording shall have the same  
826 force and effect as if the original instrument had been so filed or  
827 recorded.

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

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

839 Sec. 515. Section 34-420 of the general statutes is repealed and the  
840 following is substituted in lieu thereof (*Effective January 1, 2011*):

841 (a) Each registered limited liability partnership shall file an annual  
842 report with the Secretary of the State, which report shall be due upon  
843 the anniversary of the filing of a certificate of limited liability  
844 partnership pursuant to section 34-419. On and after January 1, 2011,  
845 each registered limited liability partnership shall file an annual report  
846 by electronic transmission on or after January first and prior to May  
847 first. Upon request of a registered limited liability partnership, the  
848 Secretary of the State may grant an exemption from the requirement to  
849 file an annual report by electronic transmission if the registered limited

850 liability partnership does not have the capability to file by electronic  
851 transmission or make payment in an authorized manner by electronic  
852 means or if other good cause is shown.

853 (b) Such reporting requirement shall commence on or after January  
854 1, 1997, and continue annually thereafter.

855 (c) Each annual report shall set forth: (1) The name of the registered  
856 limited liability partnership; [, and] (2) the registered limited liability  
857 partnership's current principal office address; and (3) the electronic  
858 mail address, if any, of the registered limited liability partnership.

859 (d) Each annual report shall be executed in accordance with section  
860 34-410 and be accompanied by the filing fee established in section 34-  
861 413. The Secretary of the State shall [mail] deliver to each registered  
862 limited liability partnership at its principal office or electronic mail  
863 address, as shown on his records, [a form prescribed by him for the  
864 annual report] notice that the annual report is due, but failure to  
865 receive such [form] notice shall not relieve a registered limited liability  
866 partnership of the requirement of filing the report as provided in this  
867 section.

868 Sec. 516. Section 34-431 of the general statutes is repealed and the  
869 following is substituted in lieu thereof (*Effective January 1, 2011*):

870 (a) A foreign registered limited liability partnership authorized to  
871 transact business in this state shall file an annual report in the office of  
872 the Secretary of the State which report shall be due upon the  
873 anniversary of such foreign registered limited liability partnership's  
874 certificate of authority pursuant to section 34-429. On and after January  
875 1, 2011, each foreign registered limited liability partnership shall file an  
876 annual report by electronic transmission on or after January first and  
877 prior to May first. Upon request of a foreign registered limited liability  
878 partnership, the Secretary of the State may grant an exemption from  
879 the requirement to file an annual report by electronic transmission if  
880 the foreign registered limited liability partnership does not have the  
881 capability to file by electronic transmission or make payment in an

882 authorized manner by electronic means or if other good cause is  
883 shown.

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

886 (c) Each annual report shall set forth: (1) The name of the foreign  
887 registered limited liability partnership and, if different, the name  
888 under which such foreign registered limited liability partnership  
889 transacts business in this state; [and] (2) the address of the office  
890 required to be maintained in the state or other jurisdiction of the  
891 foreign registered limited liability partnership's organization by the  
892 laws of that state or jurisdiction or, if not so required, the address of its  
893 principal office; and (3) the electronic mail address, if any, of the  
894 foreign registered limited liability partnership.

895 (d) Each annual report shall be executed in accordance with section  
896 34-410, and be accompanied by the filing fee established in section 34-  
897 413. The Secretary of the State shall [mail] deliver to each foreign  
898 registered limited liability partnership at its principal office or  
899 electronic mail address, as shown on his records, [a form prescribed by  
900 him for the annual report] notice that the annual report is due, but  
901 failure to receive such [form] notice shall not relieve a foreign  
902 registered limited liability partnership of the requirement of filing the  
903 report as provided in this section.

904 Sec. 517. Section 34-501 of the general statutes is repealed and the  
905 following is substituted in lieu thereof (*Effective January 1, 2011*):

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

908 (1) "Beneficial owner" means any owner of a beneficial interest in a  
909 statutory trust. Beneficial ownership shall be determined and  
910 evidenced, whether by means of registration, the issuance of  
911 certificates or otherwise, in accordance with the applicable provisions  
912 of the governing instrument of the statutory trust.

913 (2) "Statutory trust" or "domestic statutory trust" means an  
914 unincorporated association which (A) is created by a trust instrument  
915 under which property is or will be held, managed, administered,  
916 controlled, invested, reinvested or operated, or business or  
917 professional activities are carried on or will be carried on, by a trustee  
918 or trustees for the benefit of such person or persons as are or may  
919 become entitled to a beneficial interest in the trust property, including  
920 but not limited to a trust of the type known at common law as a  
921 "business trust" or "Massachusetts trust" or "grantor trust", or a trust  
922 qualifying as a real estate investment trust under Section 856 et seq., of  
923 the United States Internal Revenue Code of 1986, or any subsequent  
924 corresponding internal revenue code of the United States, as from time  
925 to time amended, or a trust qualifying as a real estate mortgage  
926 investment conduit under Section 860D of the United States Internal  
927 Revenue Code of 1986, or any subsequent corresponding internal  
928 revenue code of the United States, as from time to time amended, and  
929 (B) files a certificate of trust pursuant to section 34-503. Any such  
930 association organized before or after October 1, 1997, shall be a  
931 statutory trust and a separate legal entity.

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

935 ~~[(3)]~~ (4) "Foreign statutory trust" means any business trust,  
936 association or similar entity which is not organized under the laws of  
937 this state.

938 ~~[(4)]~~ (5) "Governing instrument" means a trust instrument which  
939 creates a statutory trust and provides for the governance of the affairs  
940 of the statutory trust and the conduct of its business. A governing  
941 instrument: (A) May provide that a person shall become a beneficial  
942 owner and shall become bound by the governing instrument if such  
943 person, or a representative authorized by such person orally, in  
944 writing or by other action such as payment for a beneficial interest,  
945 complies with the conditions for becoming a beneficial owner set forth

946 in the governing instrument or any other writing and acquires a  
947 beneficial interest; and (B) may consist of one or more agreements,  
948 instruments or other writings and may refer to or incorporate bylaws  
949 containing provisions relating to the business of the statutory trust, the  
950 conduct of its affairs and its rights or powers or the rights or powers of  
951 its trustees, beneficial owners, agents or employees.

952 [(5)] (6) "Other business entity" means a corporation, a limited  
953 liability company, a general or limited partnership, a limited liability  
954 partnership, a common law trust or any other unincorporated  
955 business.

956 [(6)] (7) "Person" means a natural person, partnership, limited  
957 partnership, limited liability partnership, limited liability company,  
958 trust, estate, association, corporation, custodian, nominee or any other  
959 individual or entity in its own or any representative capacity.

960 (8) "Sign" or "signature" includes any manual, facsimile, conformed  
961 or electronic signature.

962 [(7)] (9) "Trustee" means the person or persons appointed as a  
963 trustee in accordance with the governing instrument of a statutory  
964 trust and may include one or more of the beneficial owners of the  
965 statutory trust.

966 Sec. 518. Section 34-503 of the general statutes is repealed and the  
967 following is substituted in lieu thereof (*Effective January 1, 2011*):

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

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

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

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

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

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

980 (b) (1) A certificate of trust may be amended by filing a certificate of  
981 amendment thereto with the office of the Secretary of the State. The  
982 certificate of amendment shall set forth: (A) The name of the statutory  
983 trust; (B) the date of filing of the [original] initial certificate of trust; (C)  
984 the amendment to the certificate; and (D) the future effective date,  
985 which shall be a date certain, of effectiveness of the certificate if it is  
986 not to be effective upon the filing of the certificate.

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

991 (c) (1) A certificate of trust may be restated by integrating into a  
992 single instrument all of the provisions of the certificate of trust which  
993 are then in effect and operative as a result of there having been  
994 theretofore filed one or more certificates of amendment pursuant to  
995 subsection (b) of this section, and the certificate of trust may be  
996 amended or further amended by the filing of a restated certificate of  
997 trust. The restated certificate of trust shall be specifically designated as  
998 such in its heading and shall set forth: (A) The present name of the  
999 statutory trust and, if it has been changed, the name under which the  
1000 statutory trust was originally formed; (B) the date of filing of the  
1001 [original] initial certificate of trust; (C) the information required to be  
1002 included pursuant to subsection (a) of this section; (D) the future  
1003 effective date, which shall be a date certain, of effectiveness of the  
1004 restated certificate of trust if it is not to be effective upon the filing of  
1005 the restated certificate of trust; and (E) any other information the  
1006 trustees determine to include therein.

1007 (2) A certificate of trust may be restated at any time for any purpose  
1008 as the trustees may determine.

1009 (d) A certificate of trust shall be cancelled upon the completion of  
1010 winding up of the statutory trust and its termination. A certificate of  
1011 cancellation shall be filed in the office of the Secretary of the State and  
1012 set forth: (1) The name of the statutory trust; (2) the date of filing of the  
1013 [original] initial certificate of trust; (3) the reason for filing the  
1014 certificate of cancellation; (4) the future effective date, which shall be a  
1015 date certain, of cancellation if it is not to be effective upon the filing of  
1016 the certificate; and (5) any other information the trustees determine to  
1017 include therein.

1018 (e) When any document is required or permitted to be filed or  
1019 recorded as provided in sections 34-500 to 34-547, inclusive, as  
1020 amended by this act, the Secretary of the State may, in the Secretary of  
1021 the State's discretion, for good cause, permit a photostatic or other  
1022 photographic copy of such document to be filed or recorded in lieu of  
1023 the original instrument. Such filing or recording shall have the same  
1024 force and effect as if the original instrument had been so filed or  
1025 recorded.

1026 [(e)] (f) Unless the office of the Secretary of the State determines that  
1027 a document filed with it pursuant to this section does not conform to  
1028 law, it shall, when all required filing fees have been paid, endorse on  
1029 each signed [original of such] document the word "Filed" and the date  
1030 and time of its acceptance for filing and retain the [original] signed  
1031 document in its files.

1032 Sec. 519. Section 34-429 of the general statutes is repealed and the  
1033 following is substituted in lieu thereof (*Effective January 1, 2011*):

1034 Before transacting business in this state, a foreign registered limited  
1035 liability partnership shall file a certificate of authority with the  
1036 Secretary of the State executed by a person with authority to do so  
1037 under the laws of the state or other jurisdiction where it is registered as  
1038 a registered limited liability partnership. The certificate of authority

1039 shall set forth: (1) The name of the partnership and, if different, the  
1040 name under which it proposes to transact business in this state, either  
1041 of which shall conform to the requirements of section 34-406; (2) the  
1042 state or other jurisdiction where it is registered as a registered limited  
1043 liability partnership and the date of its registration; (3) the name and  
1044 address of the agent in this state for service of process required to be  
1045 maintained by section 34-408 and an acceptance of such appointment  
1046 signed by the agent appointed; (4) the address of the office required to  
1047 be maintained in the state or other jurisdiction of its organization by  
1048 the laws of that state or jurisdiction or, if not so required, of the  
1049 principal office of the partnership; (5) a representation that the  
1050 partnership is a "foreign registered limited liability partnership" as  
1051 defined in [subdivision (4) of] section 34-301, as amended by this act;  
1052 (6) a brief statement of the business in which the partnership engages;  
1053 and (7) any other matters the partnership may determine to include.

1054 Sec. 520. Section 34-531 of the general statutes is repealed and the  
1055 following is substituted in lieu thereof (*Effective January 1, 2011*):

1056 Before transacting business in this state, a foreign statutory trust  
1057 shall register with the Secretary of the State. In order to register, a  
1058 foreign statutory trust shall submit to the Secretary of the State an  
1059 original signed copy of an application for registration as a foreign  
1060 statutory trust executed by a person with authority to do so under the  
1061 laws of the state or other jurisdiction of its formation. The application  
1062 shall set forth: (1) The name of the foreign statutory trust and, if  
1063 different, the name under which it proposes to transact business in this  
1064 state; (2) the state or other jurisdiction where formed, and date of its  
1065 organization; (3) the name and address of the agent in this state for  
1066 service of process on the foreign statutory trust required to be  
1067 maintained by section 34-532 and an acceptance of such appointment  
1068 signed by the agent appointed if other than the Secretary of the State;  
1069 (4) the address of the office required to be maintained in the state or  
1070 other jurisdiction of its organization by the laws of that state or  
1071 jurisdiction or, if not so required, of the principal office of the foreign  
1072 statutory trust; (5) a representation that the foreign statutory trust is a

1073 "foreign statutory trust" as defined in [subdivision (3) of] section 34-  
1074 501, as amended by this act; and (6) the character of the business which  
1075 the statutory trust intends to transact in this state."