



General Assembly

January Session, 2011

Substitute Bill No. 6565

* HB06565APP 051111 *

AN ACT CONCERNING BUSINESS ENTITY FILINGS.

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

1 Section 1. Section 33-608 of the general statutes is repealed and the
2 following is substituted in lieu thereof (*Effective January 1, 2012*):

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

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

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

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

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

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

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

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

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

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

47 (k) When any document is required or permitted to be filed or
48 recorded as provided in sections 33-600 to 33-998, inclusive, as
49 amended by this act, the Secretary of the State may, in the Secretary of
50 the State's discretion, for good cause, permit a photostatic or other
51 photographic copy of such document to be filed or recorded in lieu of

52 the original instrument. Such filing or recording shall have the same
53 force and effect as if the original instrument had been so filed or
54 recorded.

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

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

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

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

84 given; and

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

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

103 Sec. 2. Section 33-953 of the general statutes is repealed and the
104 following is substituted in lieu thereof (*Effective January 1, 2012*):

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

111 (b) The first annual report of a domestic corporation shall be filed
112 within thirty days after its organization meeting. Subsequent annual
113 reports of such domestic corporation and annual reports of each
114 foreign corporation authorized to transact business in this state shall
115 be filed by electronic transmission at such times as may be provided by

116 regulations adopted by the Secretary of the State in accordance with
117 chapter 54, provided the Secretary of the State may require any
118 corporation to file an annual report according to reporting schedules
119 established by the secretary so as to effect staggered filing of all such
120 reports. Upon request of a corporation, the Secretary of the State may
121 grant an exemption from the requirement to file an annual report by
122 electronic transmission if the corporation does not have the capability
123 to file by electronic transmission or make payment in an authorized
124 manner by electronic means or if other good cause is shown.

125 (c) Each annual report shall set forth as of a date which complies
126 with subsection (d) of this section and which is specified in such
127 report: (1) The name of the corporation; (2) the principal office of the
128 corporation or, in the case of a foreign corporation (A) the address of
129 the principal office of the foreign corporation in the state under the
130 laws of which it is incorporated, (B) the address of the executive offices
131 of the foreign corporation, and (C) the address of the principal office of
132 the foreign corporation in this state, if any; [and] (3) the electronic mail
133 address, if any, of the corporation; and (4) the names and respective
134 business and residence addresses of the directors and officers of the
135 corporation, except that if good cause is shown, the Secretary of the
136 State may accept business addresses in lieu of business and residence
137 addresses of the directors and officers of the corporation. For the
138 purposes of this subsection, a showing of good cause shall include, but
139 not be limited to, a showing that public disclosure of the residence
140 addresses of the corporation's directors and officers may expose the
141 personal security of such directors and officers to significant risk.

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

147 (e) Each annual report shall be accompanied by the required filing
148 fee. The report shall be executed as set forth in section 33-608, as

149 amended by this act. The Secretary of the State shall [mail] deliver to
150 each domestic corporation at its principal office or electronic mail
151 address, as shown by his records, and to each foreign corporation
152 authorized to transact business in this state at its executive offices or
153 electronic mail address, as last shown by his records, [a form
154 prescribed by him for the annual report] notice that the annual report
155 is due, but failure to receive such [form] notice shall not relieve a
156 corporation of the requirement of filing the report as provided in this
157 section.

158 Sec. 3. Section 33-1004 of the general statutes is repealed and the
159 following is substituted in lieu thereof (*Effective January 1, 2012*):

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

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

166 (c) The document shall contain the information required by sections
167 33-1000 to 33-1290, inclusive, as amended by this act. It may contain
168 other information as well.

169 (d) The document shall be typewritten or printed or, if electronically
170 transmitted, in a format that can be retrieved or reproduced in
171 typewritten or printed form.

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

177 (f) The document shall be executed: (1) By the chairman of the board
178 of directors of a domestic or foreign corporation, by its president or by

179 another of its officers; (2) if directors have not been selected or the
180 corporation has not been formed, by an incorporator; or (3) if the
181 corporation is in the hands of a receiver, trustee or other court-
182 appointed fiduciary, by that fiduciary.

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

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

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

198 (j) When the document is delivered to the office of the Secretary of
199 the State for filing, the correct filing fee, and any franchise tax, license
200 fee or penalty required to be paid therewith by sections 33-1000 to 33-
201 1290, inclusive, as amended by this act, or other law, must be paid or
202 provision for payment made in a manner permitted by the Secretary of
203 the State.

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

211 recorded.

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

217 Sec. 4. Section 33-1243 of the general statutes is repealed and the
218 following is substituted in lieu thereof (*Effective January 1, 2012*):

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

228 (b) The first annual report of a domestic corporation shall be filed
229 within thirty days after its organization meeting. Subsequent annual
230 reports of such domestic corporation and annual reports of each
231 foreign corporation authorized to conduct affairs in this state shall be
232 filed by electronic transmission at such times as may be provided by
233 regulations adopted by the Secretary of the State in accordance with
234 chapter 54, provided the Secretary of the State may require any
235 corporation to file an annual report according to reporting schedules
236 established by the secretary so as to effect staggered filing of all such
237 reports. Upon request of a corporation, the Secretary of the State may
238 grant an exemption from the requirement to file an annual report by
239 electronic transmission if the corporation does not have the capability
240 to file by electronic transmission or make payment in an authorized
241 manner by electronic means or if other good cause is shown.

242 (c) Each annual report shall set forth as of a date which complies

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

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

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

277 Sec. 5. Section 34-9 of the general statutes is repealed and the
278 following is substituted in lieu thereof (*Effective January 1, 2012*):

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

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

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

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

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

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

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

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

301 [(5)] (8) "Event of withdrawal of a general partner" means an event
302 that causes a person to cease to be a general partner as provided in
303 section 34-28.

304 [(6)] (9) "Foreign limited partnership" means a partnership formed

305 under the laws of any state other than this state and having as partners
306 one or more general partners and one or more limited partners.

307 [(7)] (10) "General partner" means a person who has been admitted
308 to a limited partnership as a general partner in accordance with the
309 partnership agreement and named in the certificate of limited
310 partnership as a general partner.

311 [(8)] (11) "Interests" means the proprietary interests in an other
312 entity.

313 [(9)] (12) "Limited partner" means a person who has been admitted
314 to a limited partnership as a limited partner in accordance with the
315 partnership agreement.

316 [(10)] (13) "Limited partnership" and "domestic limited partnership"
317 means a partnership formed by two or more persons under the
318 provisions of this chapter and having one or more general partners
319 and one or more limited partners.

320 [(11)] (14) "Merger" means a business combination pursuant to
321 section 34-33a.

322 [(12)] (15) "Organizational documents" means the basic document or
323 documents that create, or determine the internal governance of, an
324 other entity.

325 [(13)] (16) "Other entity" means any association or legal entity, other
326 than a domestic or foreign limited partnership, organized to conduct
327 business, including, but not limited to, a corporation, general
328 partnership, limited liability partnership, limited liability company,
329 joint venture, joint stock company, business trust, statutory trust and
330 real estate investment trust.

331 [(14)] (17) "Partner" means a limited or general partner.

332 [(15)] (18) "Partnership agreement" means any valid agreement,
333 written or oral, of the partners as to the affairs of a limited partnership

334 and the conduct of its business.

335 [(16)] (19) "Partnership interest" means a partner's share of the
336 profits and losses of a limited partnership and the right to receive
337 distributions of partnership assets.

338 [(17)] (20) "Party to a consolidation" means any domestic or foreign
339 limited partnership or other entity that will consolidate under a plan of
340 consolidation.

341 [(18)] (21) "Party to a merger" means any domestic or foreign limited
342 partnership or other entity that will merge under a plan of merger.

343 [(19)] (22) "Person" means a natural person, partnership, limited
344 partnership, foreign limited partnership, trust, estate, association,
345 limited liability company or corporation.

346 [(20)] (23) "Plan of merger" means a plan entered into pursuant to
347 section 34-33a.

348 [(21)] (24) "Plan of consolidation" means a plan entered into
349 pursuant to section 34-33b.

350 (25) "Sign" or "signature" includes any manual, facsimile, conformed
351 or electronic signature.

352 [(22)] (26) "State" means a state, territory, or possession of the United
353 States, the District of Columbia or the Commonwealth of Puerto Rico.

354 [(23)] (27) "Survivor" means, in a merger or consolidation, the
355 limited partnership or other entity into which one or more other
356 limited partnerships or other entities are merged or consolidated.

357 Sec. 6. Section 34-10b of the general statutes is repealed and the
358 following is substituted in lieu thereof (*Effective January 1, 2012*):

359 (a) A signed copy of the certificate of limited partnership and of any
360 certificates of amendment or cancellation or of any judicial decree of
361 amendment or cancellation or of any certificate of merger or

362 consolidation, or notice or any other document permitted or required
363 to be filed pursuant to this chapter for a limited partnership, shall be
364 delivered to the Secretary of the State. A person who executes a
365 certificate as an agent or fiduciary need not exhibit evidence of his
366 authority as a prerequisite to filing. Unless the Secretary of the State
367 finds that any certificate does not conform to law, upon receipt of all
368 filing fees required by law he shall:

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

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

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

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

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

391 Sec. 7. Section 34-13e of the general statutes is repealed and the
392 following is substituted in lieu thereof (*Effective January 1, 2012*):

393 (a) [On and after January 1, 1996, each] Each limited partnership
394 shall file an annual report by electronic transmission with the Secretary
395 of the State that shall be due upon the anniversary of the formation of
396 the limited partnership. Upon request of a limited partnership, the
397 Secretary of the State may grant an exemption from the requirement to
398 file an annual report by electronic transmission if the limited
399 partnership does not have the capability to file by electronic
400 transmission or make payment in an authorized manner by electronic
401 means or if other good cause is shown.

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

406 (c) Each annual report shall be executed in accordance with section
407 34-10a and be accompanied by the filing fee established in section 34-
408 38n. The Secretary of the State shall [mail] deliver to each limited
409 partnership at [its] the address of the office required to be maintained
410 by section 34-13b or its electronic mail address, as shown by his
411 records, [a form prescribed by him for the annual report] notice that
412 the annual report is due, but failure to receive such [form] notice shall
413 not relieve a limited partnership of the requirement of filing the report
414 as provided in this section.

415 Sec. 8. Section 34-38s of the general statutes is repealed and the
416 following is substituted in lieu thereof (*Effective January 1, 2012*):

417 (a) [On and after January 1, 1996, each] Each foreign limited
418 partnership registered to transact business in this state shall file an
419 annual report by electronic transmission with the Secretary of the State
420 that shall be due upon the anniversary of the registration of such
421 foreign limited partnership pursuant to section 34-38g. Upon request
422 of a foreign limited partnership, the Secretary of the State may grant an
423 exemption from the requirement to file an annual report by electronic
424 transmission if the foreign limited partnership does not have the

425 capability to file by electronic transmission or make payment in an
426 authorized manner by electronic means or if other good cause is
427 shown.

428 (b) Each annual report shall set forth: (1) The name of the foreign
429 limited partnership and, if different, the name under which such
430 foreign limited partnership transacts business in this state; [, and] (2)
431 the address of the office required to be maintained in the state or other
432 jurisdiction of the foreign limited partnership's organization by the
433 laws of that state or jurisdiction or, if not so required, the address of its
434 principal office; and (3) the electronic mail address, if any, of the
435 foreign limited partnership.

436 (c) Each annual report shall be executed in accordance with section
437 34-10a and be accompanied by the filing fee established in section 34-
438 38n. The Secretary of the State shall [mail] deliver to each foreign
439 limited partnership at its principal office or its electronic mail address,
440 as last shown by his records, [a form prescribed by him for the annual
441 report] notice that the annual report is due, but failure to receive such
442 [form] notice shall not relieve a foreign limited partnership of the
443 requirement of filing the report as provided in this section.

444 Sec. 9. Section 34-101 of the general statutes is repealed and the
445 following is substituted in lieu thereof (*Effective January 1, 2012*):

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

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

451 (2) "Articles of organization" means articles filed under section 34-
452 121, and those articles as amended or restated.

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

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

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

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

462 [(5)] (7) "Electronic transmission" or "electronically transmitted"
463 means any process of communication not directly involving the
464 physical transfer of paper that is suitable for the retention, retrieval
465 and reproduction of information by the recipient. [and which does not
466 directly involve the physical transfer of paper.]

467 [(6)] (8) "Event of dissociation" means an event that causes a person
468 to cease to be a member, as provided in section 34-180.

469 [(7)] (9) "Foreign corporation" means a corporation formed under
470 the laws of any state other than this state or under the laws of any
471 foreign country.

472 [(8)] (10) "Foreign limited liability company" means an entity that is:
473 (A) Organized under the laws of a state other than the laws of this state
474 or under the laws of any foreign country; (B) organized under a statute
475 pursuant to which an entity denominated as a limited liability
476 company may be formed that affords to each of its members limited
477 liability with respect to the liabilities of the entity; and (C) is not
478 required to be registered or organized under any statute of this state
479 other than sections 34-100 to 34-242, inclusive, as amended by this act.

480 [(9)] (11) "Foreign limited partnership" means a limited partnership
481 formed under the laws of any state other than this state or under the
482 laws of any foreign country.

483 [(10)] (12) "Limited liability company" or "domestic limited liability
484 company" means an organization having one or more members that is

485 formed under sections 34-100 to 34-242, inclusive, as amended by this
486 act.

487 [(11)] (13) "Limited liability company membership interest" or
488 "interest" or "interest in the limited liability company" means a
489 member's share of the profits and losses of the limited liability
490 company and a member's right to receive distributions of the limited
491 liability company's assets, unless otherwise provided in the operating
492 agreement.

493 [(12)] (14) "Limited partnership" means a limited partnership
494 formed under the laws of this state or a foreign limited partnership.

495 [(13)] (15) "Manager" or "managers" means, with respect to a limited
496 liability company that has set forth in its articles of organization that it
497 is to be managed by managers, the person or persons designated in
498 accordance with section 34-140.

499 [(14)] (16) "Member" or "members" means a person or persons who
500 have been admitted to membership in a limited liability company as
501 provided in section 34-179 and who have not disassociated from the
502 limited liability company as provided in section 34-180.

503 [(15)] (17) "Operating agreement" means any agreement, written or
504 oral, as to the conduct of the business and affairs of a limited liability
505 company, which is binding upon all of the members.

506 [(16)] (18) "Organizational documents" means the basic document or
507 documents that create, or determine the internal governance of, an
508 other entity.

509 [(17)] (19) "Organizer" or "organizers" means any member or
510 members or any other person or persons who files or file the articles of
511 organization as provided in section 34-120.

512 [(18)] (20) "Other entity" means any association or legal entity, other
513 than a domestic or foreign limited liability company, organized to
514 conduct business, including, but not limited to, a corporation, general

515 partnership, limited liability partnership, limited partnership, joint
516 venture, joint stock company, business trust, statutory trust and real
517 estate investment trust.

518 [(19)] (21) "Party to a consolidation" means any domestic or foreign
519 limited liability company or other entity that will consolidate under a
520 plan of consolidation.

521 [(20)] (22) "Party to a merger" means any domestic or foreign limited
522 liability company or other entity that will merge under a plan of
523 merger.

524 [(21)] (23) "Person" means an individual, a general partnership, a
525 limited partnership, a domestic or foreign limited liability company, a
526 trust, an estate, an association, a corporation or any other legal or
527 commercial entity.

528 [(22)] (24) "Plan of merger" or "plan of consolidation" means a plan
529 entered into pursuant to section 34-195.

530 [(23)] (25) "Professional service" means any type of service to the
531 public that requires that members of a profession rendering such
532 service obtain a license or other legal authorization as a condition
533 precedent to the rendition thereof, limited to the professional services
534 rendered by dentists, natureopaths, chiropractors, physicians and
535 surgeons, doctors of dentistry, physical therapists, occupational
536 therapists, podiatrists, optometrists, nurses, nurse-midwives,
537 veterinarians, pharmacists, architects, professional engineers, or jointly
538 by architects and professional engineers, landscape architects, real
539 estate brokers, insurance producers, certified public accountants and
540 public accountants, land surveyors, psychologists, attorneys-at-law,
541 licensed marital and family therapists, licensed professional
542 counselors, licensed or certified alcohol and drug counselors and
543 licensed clinical social workers.

544 [(24)] (26) "Sign" or "signature" includes any manual, facsimile, [or]
545 conformed or electronic signature.

546 [(25)] (27) "State" means a state, territory or possession of the United
547 States, the District of Columbia or the Commonwealth of Puerto Rico.

548 [(26)] (28) "Survivor" means, in a merger or consolidation, the
549 limited liability company or other entity into which one or more other
550 limited liability companies or other entities are merged or
551 consolidated.

552 Sec. 10. Section 34-106 of the general statutes is repealed and the
553 following is substituted in lieu thereof (*Effective January 1, 2012*):

554 (a) Each limited liability company shall file an annual report by
555 electronic transmission with the Secretary of the State which report
556 shall be due upon the anniversary of the filing of a limited liability
557 company's articles of organization pursuant to section 34-120. Upon
558 request of a limited liability company, the Secretary of the State may
559 grant an exemption from the requirement to file an annual report by
560 electronic transmission if the limited liability company does not have
561 the capability to file by electronic transmission or make payment in an
562 authorized manner by electronic means or if other good cause is
563 shown.

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

566 (c) Each annual report shall set forth: (1) The name of the limited
567 liability company; (2) the limited liability company's current principal
568 office address; [and] (3) the electronic mail address, if any, of the
569 limited liability company; and (4) the name and respective business
570 and residence addresses of a manager or a member of the limited
571 liability company, except that if good cause is shown, the Secretary of
572 the State may accept a business address in lieu of the business and
573 residence addresses of such manager or member. For the purposes of
574 this subsection and subsection (d) of this section, a showing of good
575 cause shall include, but not be limited to, a showing that public
576 disclosure of the residence address of the manager or member of the
577 limited liability company may expose the personal security of such

578 manager or member to significant risk.

579 (d) If the manager or member named in a limited liability
580 company's most current annual report pursuant to subsection (c) of
581 this section is replaced for such purpose by another manager or
582 member after the limited liability company has filed such annual
583 report, but not later than thirty days preceding the month during
584 which the limited liability company's next annual report becomes due,
585 the limited liability company shall file with the Secretary of the State
586 an interim notice of change of manager or member that sets forth: (1)
587 The name of the limited liability company; and (2) the name, title and
588 respective business and residence addresses of the new manager or
589 member and the name and title of the former manager or member,
590 except that if good cause is shown, the Secretary of the State may
591 accept a business address in lieu of the business and residence
592 addresses of the new manager or member. Any such change of
593 manager or member that occurs within the thirty-day period preceding
594 the month during which the limited liability company's next annual
595 report becomes due shall be reflected in such next annual report.

596 (e) Each annual report shall be executed in accordance with section
597 34-109 and be accompanied by the filing fee established in section 34-
598 112. The Secretary of the State shall [mail] deliver to each limited
599 liability company at its principal office or electronic mail address, as
600 shown on his records, [a form prescribed by him for the annual report]
601 notice that the annual report is due, but failure to receive such [form]
602 notice shall not relieve a limited liability company of the requirement
603 of filing the report as provided in this section.

604 Sec. 11. Section 34-110 of the general statutes is repealed and the
605 following is substituted in lieu thereof (*Effective January 1, 2012*):

606 (a) The original signed copy of the articles of organization or any
607 other document required to be filed pursuant to sections 34-100 to 34-
608 242, inclusive, as amended by this act, shall be delivered to the
609 Secretary of the State. The articles of organization or any other

610 document required to be filed shall be typewritten or printed or, if
611 [authorized by the Secretary of the State,] electronically transmitted, in
612 a format that can be retrieved or reproduced in typewritten or printed
613 form. Unless the Secretary of the State determines that the document
614 does not conform to the filing provisions of said sections, the Secretary
615 of the State shall, when all required filing fees have been paid: (1)
616 Endorse on each signed document "filed" and the date and time of its
617 acceptance for filing; and (2) retain the signed document in the
618 Secretary of the State's files.

619 (b) When any document is required or permitted to be filed or
620 recorded as provided in sections 34-100 to 34-242, inclusive, as
621 amended by this act, the Secretary of the State may, in the Secretary of
622 the State's discretion, for good cause, permit a photostatic or other
623 photographic copy of such document to be filed or recorded in lieu of
624 the original instrument. Such filing or recording shall have the same
625 force and effect as if the original instrument had been so filed or
626 recorded.

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

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

638 Sec. 12. Section 34-229 of the general statutes is repealed and the
639 following is substituted in lieu thereof (*Effective January 1, 2012*):

640 (a) A foreign limited liability company registered to transact
641 business in this state shall file an annual report [in] by electronic

642 transmission with the office of the Secretary of the State which report
643 shall be due upon the anniversary of such foreign limited liability
644 company's registration pursuant to section 34-223. Upon request of a
645 foreign limited liability company, the Secretary of the State may grant
646 an exemption from the requirement to file an annual report by
647 electronic transmission if the foreign limited liability company does
648 not have the capability to file by electronic transmission or make
649 payment in an authorized manner by electronic means or if other good
650 cause is shown.

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

653 (c) Each annual report shall set forth: (1) The name of the foreign
654 limited liability company and, if different, the name under which such
655 foreign limited liability company transacts business in this state; (2) the
656 address of the office required to be maintained in the state or other
657 jurisdiction of the foreign limited liability company's organization by
658 the laws of that state or jurisdiction or, if not so required, the address
659 of its principal office; [and] (3) the electronic mail address, if any, of the
660 foreign limited liability company; and (4) the name and respective
661 business and residence addresses of a manager or a member of the
662 foreign limited liability company, except that if good cause is shown,
663 the Secretary of the State may accept a business address in lieu of the
664 business and residence addresses of such manager or member. For the
665 purposes of this subsection and subsection (d) of this section, a
666 showing of good cause shall include, but not be limited to, a showing
667 that public disclosure of the residence address of the manager or
668 member of the foreign limited liability company may expose the
669 personal security of such manager or member to significant risk.

670 (d) If the manager or member named in a foreign limited liability
671 company's most current annual report pursuant to subsection (c) of
672 this section is replaced for such purpose by another manager or
673 member after the foreign limited liability company has filed such
674 annual report, but not later than thirty days preceding the month

675 during which the foreign limited liability company's next annual
676 report becomes due, the foreign limited liability company shall file
677 with the Secretary of the State an interim notice of change of manager
678 or member that sets forth: (1) The name of the foreign limited liability
679 company; and (2) the name, title and respective business and residence
680 addresses of the new manager or member and the name and title of the
681 former manager or member, except that if good cause is shown, the
682 Secretary of the State may accept a business address in lieu of the
683 business and residence addresses of the new manager or member. Any
684 such change of manager or member that occurs within the thirty-day
685 period preceding the month during which the foreign limited liability
686 company's next annual report becomes due shall be reflected in such
687 next annual report.

688 (e) Each annual report shall be executed in accordance with section
689 34-109 and be accompanied by the filing fee established in section 34-
690 112. The Secretary of the State shall [mail] deliver to each foreign
691 limited liability company at its principal office or electronic mail
692 address, as shown on his records, [a form prescribed by him for the
693 annual report] notice that the annual report is due, but failure to
694 receive such [form] notice shall not relieve a foreign limited liability
695 company of the requirement of filing the report as provided in this
696 section.

697 Sec. 13. Section 34-301 of the general statutes is repealed and the
698 following is substituted in lieu thereof (*Effective January 1, 2012*):

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

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

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

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

710 [(3)] (4) "Distribution" means a transfer of money or other property
711 from a partnership to a partner in the partner's capacity as a partner or
712 to the partner's transferee.

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

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

720 [(4)] (7) "Foreign registered limited liability partnership" includes a
721 partnership formed pursuant to an agreement governed by the laws of
722 any state other than this state and registered or denominated as a
723 registered limited liability partnership or limited liability partnership
724 under the laws of such other state.

725 [(5)] (8) "Interests" means the proprietary interests in an other entity.

726 [(6)] (9) "Merger" means a business combination pursuant to section
727 34-388.

728 [(7)] (10) "Organizational documents" means the basic document or
729 documents that create, or determine the internal governance of, an
730 other entity.

731 [(8)] (11) "Other entity" means any association or legal entity, other
732 than a domestic or foreign partnership, organized to conduct business,
733 including, but not limited to, a corporation, limited partnership,
734 limited liability partnership, limited liability company, joint venture,
735 joint stock company, business trust, statutory trust and real estate
736 investment trust.

737 [(9)] (12) "Partnership" means an association of two or more persons
738 to carry on as co-owners a business for profit formed under section 34-
739 314, predecessor law or comparable law of another jurisdiction, and
740 includes for all purposes of the laws of this state a registered limited
741 liability partnership.

742 [(10)] (13) "Partnership agreement" means the agreement, whether
743 written, oral or implied, among the partners concerning the
744 partnership, including amendments to the partnership agreement.

745 [(11)] (14) "Partnership at will" means a partnership in which the
746 partners have not agreed to remain partners until the expiration of a
747 definite term or the completion of a particular undertaking.

748 [(12)] (15) "Partnership interest" or "partner's interest in the
749 partnership" means all of a partner's interests in the partnership,
750 including the partner's transferable interest and all management and
751 other rights.

752 [(13)] (16) "Party to a merger" means any domestic or foreign
753 partnership or other entity that will merge under a plan of merger.

754 [(14)] (17) "Person" means an individual, corporation, limited
755 liability company, business trust, estate, trust, partnership, association,
756 joint venture, government, governmental subdivision, agency or
757 instrumentality, or any other legal or commercial entity.

758 [(15)] (18) "Plan of merger" means a plan entered into pursuant to
759 section 34-388.

760 [(16)] (19) "Property" means all property, real, personal or mixed,
761 tangible or intangible, or any interest therein.

762 [(17)] (20) "Registered limited liability partnership" includes a
763 partnership formed pursuant to an agreement governed by the laws of
764 this state, registered under section 34-419, and complying with sections
765 34-406 and 34-420, as amended by this act.

766 (21) "Sign" or "signature" includes any manual, facsimile, conformed
767 or electronic signature.

768 [(18)] (22) "State" means a state of the United States, the District of
769 Columbia, the Commonwealth of Puerto Rico or any territory or
770 insular possession subject to the jurisdiction of the United States.

771 [(19)] (23) "Statement" means a statement of partnership authority
772 under section 34-324, a statement of denial under section 34-325, a
773 statement of dissociation under section 34-365, a statement of
774 dissolution under section 34-376, a statement of merger under section
775 34-390, or an amendment or cancellation of any of the foregoing.

776 [(20)] (24) "Survivor" in a merger means the partnership or other
777 entity into which one or more other partnerships or other entities are
778 merged or consolidated. A survivor of a merger may preexist the
779 merger or be created by the merger.

780 [(21)] (25) "Transfer" includes an assignment, conveyance, lease,
781 mortgage, deed and encumbrance.

782 Sec. 14. Section 34-411 of the general statutes is repealed and the
783 following is substituted in lieu thereof (*Effective January 1, 2012*):

784 (a) The original signed copy of a certificate of limited liability
785 partnership of a registered limited liability partnership or the
786 certificate of authority of a foreign registered limited liability
787 partnership or of any other document required to be filed pursuant to
788 sections 34-300 to 34-434, inclusive, as amended by this act, shall be
789 delivered to the Secretary of the State. Unless the Secretary of the State
790 determines that the documents do not conform to the filing provisions
791 of said sections, he shall, when all required filing fees have been paid:
792 (1) Endorse on each signed original "filed" and the date and time of its
793 acceptance for filing; and (2) retain the signed original in his files.

794 (b) When any document is required or permitted to be filed or
795 recorded as provided in sections 34-300 to 34-434, inclusive, as

796 amended by this act, the Secretary of the State may, in the Secretary of
797 the State's discretion, for good cause, permit a photostatic or other
798 photographic copy of such document to be filed or recorded in lieu of
799 the original instrument. Such filing or recording shall have the same
800 force and effect as if the original instrument had been so filed or
801 recorded.

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

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

813 Sec. 15. Section 34-420 of the general statutes is repealed and the
814 following is substituted in lieu thereof (*Effective January 1, 2012*):

815 (a) Each registered limited liability partnership shall file an annual
816 report by electronic transmission with the Secretary of the State, which
817 report shall be due upon the anniversary of the filing of a certificate of
818 limited liability partnership pursuant to section 34-419. Upon request
819 of a registered limited liability partnership, the Secretary of the State
820 may grant an exemption from the requirement to file an annual report
821 by electronic transmission if the registered limited liability partnership
822 does not have the capability to file by electronic transmission or make
823 payment in an authorized manner by electronic means or if other good
824 cause is shown.

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

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

831 (d) Each annual report shall be executed in accordance with section
832 34-410 and be accompanied by the filing fee established in section 34-
833 413. The Secretary of the State shall [mail] deliver to each registered
834 limited liability partnership at its principal office or electronic mail
835 address, as shown on his records, [a form prescribed by him for the
836 annual report] notice that the annual report is due, but failure to
837 receive such [form] notice shall not relieve a registered limited liability
838 partnership of the requirement of filing the report as provided in this
839 section.

840 Sec. 16. Section 34-431 of the general statutes is repealed and the
841 following is substituted in lieu thereof (*Effective January 1, 2012*):

842 (a) A foreign registered limited liability partnership authorized to
843 transact business in this state shall file an annual report [in] by
844 electronic transmission with the office of the Secretary of the State
845 which report shall be due upon the anniversary of such foreign
846 registered limited liability partnership's certificate of authority
847 pursuant to section 34-429, as amended by this act. Upon request of a
848 foreign registered limited liability partnership, the Secretary of the
849 State may grant an exemption from the requirement to file an annual
850 report by electronic transmission if the foreign registered limited
851 liability partnership does not have the capability to file by electronic
852 transmission or make payment in an authorized manner by electronic
853 means or if other good cause is shown.

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

856 (c) Each annual report shall set forth: (1) The name of the foreign
857 registered limited liability partnership and, if different, the name
858 under which such foreign registered limited liability partnership

859 transacts business in this state; [and] (2) the address of the office
860 required to be maintained in the state or other jurisdiction of the
861 foreign registered limited liability partnership's organization by the
862 laws of that state or jurisdiction or, if not so required, the address of its
863 principal office; and (3) the electronic mail address, if any, of the
864 foreign registered limited liability partnership.

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

874 Sec. 17. Section 34-501 of the general statutes is repealed and the
875 following is substituted in lieu thereof (*Effective January 1, 2012*):

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

878 (1) "Beneficial owner" means any owner of a beneficial interest in a
879 statutory trust. Beneficial ownership shall be determined and
880 evidenced, whether by means of registration, the issuance of
881 certificates or otherwise, in accordance with the applicable provisions
882 of the governing instrument of the statutory trust.

883 (2) "Statutory trust" or "domestic statutory trust" means an
884 unincorporated association which (A) is created by a trust instrument
885 under which property is or will be held, managed, administered,
886 controlled, invested, reinvested or operated, or business or
887 professional activities are carried on or will be carried on, by a trustee
888 or trustees for the benefit of such person or persons as are or may
889 become entitled to a beneficial interest in the trust property, including
890 but not limited to a trust of the type known at common law as a

891 "business trust" or "Massachusetts trust" or "grantor trust", or a trust
892 qualifying as a real estate investment trust under Section 856 et seq., of
893 the United States Internal Revenue Code of 1986, or any subsequent
894 corresponding internal revenue code of the United States, as from time
895 to time amended, or a trust qualifying as a real estate mortgage
896 investment conduit under Section 860D of the United States Internal
897 Revenue Code of 1986, or any subsequent corresponding internal
898 revenue code of the United States, as from time to time amended, and
899 (B) files a certificate of trust pursuant to section 34-503, as amended by
900 this act. Any such association organized before or after October 1, 1997,
901 shall be a statutory trust and a separate legal entity.

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

905 ~~[(3)]~~ (4) "Foreign statutory trust" means any business trust,
906 association or similar entity which is not organized under the laws of
907 this state.

908 ~~[(4)]~~ (5) "Governing instrument" means a trust instrument which
909 creates a statutory trust and provides for the governance of the affairs
910 of the statutory trust and the conduct of its business. A governing
911 instrument: (A) May provide that a person shall become a beneficial
912 owner and shall become bound by the governing instrument if such
913 person, or a representative authorized by such person orally, in
914 writing or by other action such as payment for a beneficial interest,
915 complies with the conditions for becoming a beneficial owner set forth
916 in the governing instrument or any other writing and acquires a
917 beneficial interest; and (B) may consist of one or more agreements,
918 instruments or other writings and may refer to or incorporate bylaws
919 containing provisions relating to the business of the statutory trust, the
920 conduct of its affairs and its rights or powers or the rights or powers of
921 its trustees, beneficial owners, agents or employees.

922 ~~[(5)]~~ (6) "Other business entity" means a corporation, a limited

923 liability company, a general or limited partnership, a limited liability
924 partnership, a common law trust or any other unincorporated
925 business.

926 [(6)] (7) "Person" means a natural person, partnership, limited
927 partnership, limited liability partnership, limited liability company,
928 trust, estate, association, corporation, custodian, nominee or any other
929 individual or entity in its own or any representative capacity.

930 (8) "Sign" or "signature" includes any manual, facsimile, conformed
931 or electronic signature.

932 [(7)] (9) "Trustee" means the person or persons appointed as a
933 trustee in accordance with the governing instrument of a statutory
934 trust and may include one or more of the beneficial owners of the
935 statutory trust.

936 Sec. 18. Section 34-503 of the general statutes is repealed and the
937 following is substituted in lieu thereof (*Effective January 1, 2012*):

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

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

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

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

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

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

950 (b) (1) A certificate of trust may be amended by filing a certificate of

951 amendment thereto with the office of the Secretary of the State. The
952 certificate of amendment shall set forth: (A) The name of the statutory
953 trust; (B) the date of filing of the [original] initial certificate of trust; (C)
954 the amendment to the certificate; and (D) the future effective date,
955 which shall be a date certain, of effectiveness of the certificate if it is
956 not to be effective upon the filing of the certificate.

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

961 (c) (1) A certificate of trust may be restated by integrating into a
962 single instrument all of the provisions of the certificate of trust which
963 are then in effect and operative as a result of there having been
964 theretofore filed one or more certificates of amendment pursuant to
965 subsection (b) of this section, and the certificate of trust may be
966 amended or further amended by the filing of a restated certificate of
967 trust. The restated certificate of trust shall be specifically designated as
968 such in its heading and shall set forth: (A) The present name of the
969 statutory trust and, if it has been changed, the name under which the
970 statutory trust was originally formed; (B) the date of filing of the
971 [original] initial certificate of trust; (C) the information required to be
972 included pursuant to subsection (a) of this section; (D) the future
973 effective date, which shall be a date certain, of effectiveness of the
974 restated certificate of trust if it is not to be effective upon the filing of
975 the restated certificate of trust; and (E) any other information the
976 trustees determine to include therein.

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

979 (d) A certificate of trust shall be cancelled upon the completion of
980 winding up of the statutory trust and its termination. A certificate of
981 cancellation shall be filed in the office of the Secretary of the State and
982 set forth: (1) The name of the statutory trust; (2) the date of filing of the

983 [original] initial certificate of trust; (3) the reason for filing the
984 certificate of cancellation; (4) the future effective date, which shall be a
985 date certain, of cancellation if it is not to be effective upon the filing of
986 the certificate; and (5) any other information the trustees determine to
987 include therein.

988 (e) When any document is required or permitted to be filed or
989 recorded as provided in sections 34-500 to 34-547, inclusive, as
990 amended by this act, the Secretary of the State may, in the Secretary of
991 the State's discretion, for good cause, permit a photostatic or other
992 photographic copy of such document to be filed or recorded in lieu of
993 the original instrument. Such filing or recording shall have the same
994 force and effect as if the original instrument had been so filed or
995 recorded.

996 [(e)] (f) Unless the office of the Secretary of the State determines that
997 a document filed with it pursuant to this section does not conform to
998 law, it shall, when all required filing fees have been paid, endorse on
999 each signed [original of such] document the word "Filed" and the date
1000 and time of its acceptance for filing and retain the [original] signed
1001 document in its files.

1002 Sec. 19. Section 34-408 of the general statutes is repealed and the
1003 following is substituted in lieu thereof (*Effective January 1, 2012*):

1004 (a) Each registered limited liability partnership which does not have
1005 its principal office in this state and each foreign registered limited
1006 liability partnership shall have and maintain a statutory agent for
1007 service in this state as provided in this section. A statutory agent for
1008 service shall be: (1) A natural person who is a resident of this state; (2)
1009 a domestic corporation; (3) a corporation not organized under the laws
1010 of this state and which has procured a certificate of authority to
1011 transact business or conduct its affairs in this state; (4) a domestic
1012 limited liability company; (5) a limited liability company not organized
1013 under the laws of this state and which has procured a certificate of
1014 registration to transact business or conduct its affairs in this state; (6) a

1015 domestic registered limited liability partnership; (7) a foreign
1016 registered limited liability partnership which has procured a certificate
1017 of authority to transact business or conduct its affairs in this state; (8) a
1018 domestic statutory trust; or (9) a statutory trust not organized under
1019 the laws of this state and which has procured a certificate of
1020 registration to transact business or conduct its affairs in this state.

1021 (b) A registered limited liability partnership which does not have its
1022 principal office in this state or a foreign registered limited liability
1023 partnership shall appoint a statutory agent for service by filing with
1024 the Secretary of the State a written appointment in such form as the
1025 Secretary of the State shall prescribe setting forth: (1) The name of the
1026 registered limited liability partnership or the foreign registered limited
1027 liability partnership; (2) the name of the statutory agent for service;
1028 and (3) if the statutory agent is a natural person, the business and
1029 residence addresses thereof; if the statutory agent is an entity
1030 organized under the laws of this state, the address of the principal
1031 office thereof; if the statutory agent is an entity not organized under
1032 the laws of this state, the address of the principal office thereof in this
1033 state, if any. In each case, the address shall include the street and
1034 number or other particular designation. Each written appointment
1035 shall also be signed by the statutory agent for service therein
1036 appointed.

1037 (c) If a statutory agent for service dies, dissolves, removes from the
1038 state or resigns, the registered limited liability partnership shall
1039 forthwith appoint another statutory agent for service. If the statutory
1040 agent for service changes his or its address within the state from that
1041 appearing upon the record in the office of the Secretary of the State, the
1042 registered limited liability partnership shall forthwith file with the
1043 Secretary of the State notice of the new address. A statutory agent for
1044 service may resign by filing with the Secretary of the State a signed
1045 statement in duplicate to that effect. The Secretary of the State shall
1046 forthwith file one copy and mail the other copy of such statement to
1047 the registered limited liability partnership at its principal office. Upon
1048 the expiration of thirty days after such filing, the resignation shall be

1049 effective and the authority of such statutory agent for service shall
1050 terminate. A registered limited liability partnership may revoke the
1051 appointment of a statutory agent for service by making a new
1052 appointment as provided in this section and any new appointment so
1053 made shall revoke all appointments theretofore made.

1054 Sec. 20. Section 34-429 of the general statutes is repealed and the
1055 following is substituted in lieu thereof (*Effective January 1, 2012*):

1056 Before transacting business in this state, a foreign registered limited
1057 liability partnership shall file a certificate of authority with the
1058 Secretary of the State executed by a person with authority to do so
1059 under the laws of the state or other jurisdiction where it is registered as
1060 a registered limited liability partnership. The certificate of authority
1061 shall set forth: (1) The name of the partnership and, if different, the
1062 name under which it proposes to transact business in this state, either
1063 of which shall conform to the requirements of section 34-406; (2) the
1064 state or other jurisdiction where it is registered as a registered limited
1065 liability partnership and the date of its registration; (3) the name and
1066 address of the agent in this state for service of process required to be
1067 maintained by section 34-408, as amended by this act, and an
1068 acceptance of such appointment signed by the agent appointed; (4) the
1069 address of the office required to be maintained in the state or other
1070 jurisdiction of its organization by the laws of that state or jurisdiction
1071 or, if not so required, of the principal office of the partnership; (5) a
1072 representation that the partnership is a "foreign registered limited
1073 liability partnership" as defined in [subdivision (4) of] section 34-301,
1074 as amended by this act; (6) a brief statement of the business in which
1075 the partnership engages; and (7) any other matters the partnership
1076 may determine to include.

1077 Sec. 21. Section 34-531 of the general statutes is repealed and the
1078 following is substituted in lieu thereof (*Effective January 1, 2012*):

1079 Before transacting business in this state, a foreign statutory trust
1080 shall register with the Secretary of the State. In order to register, a

1081 foreign statutory trust shall submit to the Secretary of the State [an
 1082 original] a signed copy of an application for registration as a foreign
 1083 statutory trust executed by a person with authority to do so under the
 1084 laws of the state or other jurisdiction of its formation. The application
 1085 shall set forth: (1) The name of the foreign statutory trust and, if
 1086 different, the name under which it proposes to transact business in this
 1087 state; (2) the state or other jurisdiction where formed, and date of its
 1088 organization; (3) the name and address of the agent in this state for
 1089 service of process on the foreign statutory trust required to be
 1090 maintained by section 34-532 and an acceptance of such appointment
 1091 signed by the agent appointed if other than the Secretary of the State;
 1092 (4) the address of the office required to be maintained in the state or
 1093 other jurisdiction of its organization by the laws of that state or
 1094 jurisdiction or, if not so required, of the principal office of the foreign
 1095 statutory trust; (5) a representation that the foreign statutory trust is a
 1096 "foreign statutory trust" as defined in [subdivision (3) of] section 34-
 1097 501, as amended by this act; and (6) the character of the business which
 1098 the statutory trust intends to transact in this state.

This act shall take effect as follows and shall amend the following sections:		
Section 1	January 1, 2012	33-608
Sec. 2	January 1, 2012	33-953
Sec. 3	January 1, 2012	33-1004
Sec. 4	January 1, 2012	33-1243
Sec. 5	January 1, 2012	34-9
Sec. 6	January 1, 2012	34-10b
Sec. 7	January 1, 2012	34-13e
Sec. 8	January 1, 2012	34-38s
Sec. 9	January 1, 2012	34-101
Sec. 10	January 1, 2012	34-106
Sec. 11	January 1, 2012	34-110
Sec. 12	January 1, 2012	34-229
Sec. 13	January 1, 2012	34-301
Sec. 14	January 1, 2012	34-411
Sec. 15	January 1, 2012	34-420
Sec. 16	January 1, 2012	34-431

Sec. 17	<i>January 1, 2012</i>	34-501
Sec. 18	<i>January 1, 2012</i>	34-503
Sec. 19	<i>January 1, 2012</i>	34-408
Sec. 20	<i>January 1, 2012</i>	34-429
Sec. 21	<i>January 1, 2012</i>	34-531

JUD *Joint Favorable Subst.-LCO*

APP *Joint Favorable*