



Substitute House Bill No. 5489

Public Act No. 14-154

**AN ACT CONCERNING THE INTEGRITY OF THE BUSINESS
REGISTRY.**

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

Section 1. Subsection (a) of section 33-617 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2015*):

(a) The Secretary of the State shall charge and collect the following fees for filing documents and issuing certificates and remit them to the Treasurer for the use of the state: (1) Filing application to reserve, register, renew or cancel registration of corporate name, sixty dollars; (2) filing transfer of reserved corporate name, sixty dollars; (3) filing certificate of incorporation, including appointment of registered agent, one hundred dollars; (4) filing change of address of registered agent or change of registered agent, fifty dollars; (5) filing notice of resignation of registered agent, fifty dollars; (6) filing amendment to certificate of incorporation, one hundred dollars; (7) filing restated certificate of incorporation, one hundred dollars; (8) filing certificate of merger or share exchange, sixty dollars; (9) filing certificate of correction, one hundred dollars; (10) filing certificate of surrender of special charter and adoption of general certificate of incorporation, one hundred dollars; [(11) filing certificate of dissolution, fifty dollars; (12)] (11)

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filing certificate of revocation of dissolution, fifty dollars; [(13)] (12) filing annual report, one hundred fifty dollars except as otherwise provided in sections 33-953 and 33-954; [(14)] (13) filing application of foreign corporation for certificate of authority to transact business in this state and issuing certificate of authority, one hundred dollars; [(15)] (14) filing application of foreign corporation for amended certificate of authority to transact business in this state and issuing amended certificate of authority, one hundred dollars; [(16) filing application for withdrawal of foreign corporation and issuing certificate of withdrawal, one hundred dollars; (17)] (15) filing application for reinstatement, one hundred fifty dollars; [(18)] (16) filing a corrected annual report, one hundred dollars; and [(19)] (17) filing an interim notice of change of director or officer, twenty dollars.

Sec. 2. Section 33-890 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) The Secretary of the State may effect the administrative dissolution of a corporation as provided in this section.

(b) Whenever any corporation is more than one year in default of filing its annual report as required by section 33-953, the Secretary of the State may notify such corporation by registered or certified mail addressed to such corporation at its principal office as last shown on his records that under the provisions of this section the corporation is to be administratively dissolved. Unless the corporation, within three months of the mailing of such notice, files such annual report, the Secretary of the State shall prepare and file in his office a certificate of administrative dissolution stating that the delinquent corporation has been administratively dissolved by reason of its default.

[(b)] (c) Whenever it comes to the attention of the Secretary of the State that a corporation has failed to maintain a registered agent or that such registered agent cannot, with reasonable diligence, be found at

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the address shown in the records of his office, the Secretary of the State may notify such corporation by registered or certified mail addressed to such corporation at its principal office as last shown on his records that under the provisions of this section the corporation is to be administratively dissolved. Unless the corporation within three months of the mailing of such notice files an appointment of registered agent, the Secretary of the State shall prepare and file in his office a certificate of administrative dissolution stating that the delinquent corporation has been administratively dissolved by reason of its default.

[(c)] (d) Dissolution shall be effective upon the filing by the Secretary of the State in his office of such certificate of administrative dissolution.

[(d)] (e) After filing the certificate of administrative dissolution, the Secretary of the State shall: (1) [Send] Mail a copy thereof to the delinquent corporation, [by registered or certified mail,] addressed to such corporation at its principal office as last shown on his records; and (2) cause notice of the filing of such certificate of administrative dissolution to be [published in two successive issues of the Connecticut Law Journal] posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of administrative dissolution.

Sec. 3. Section 33-922 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the Secretary of the State for filing. The application shall set forth: (1) The name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of section

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33-925; (2) the name of the state or country under whose law it is incorporated; (3) its date of incorporation and period of duration; (4) the street address of its principal office; (5) the address of its registered office in this state and the name of its registered agent at that office; [and] (6) the electronic mail address, if any, of the corporation; and (7) the names and respective business and residence addresses of the directors and officers of the foreign corporation, except that if good cause is shown, the Secretary of the State may accept business addresses in lieu of business and residence addresses of the directors and officers of the corporation. For purposes of this section, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence addresses of the corporation's directors and officers may expose the personal security of such directors and officers to significant risk.

(b) The foreign corporation shall deliver with the completed application a certificate of existence, or a document of similar import, duly authenticated by the secretary of the state or other official having custody of corporate records in the state or country under whose law it is incorporated.

Sec. 4. Section 33-935 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

The Secretary of the State may commence a proceeding under section 33-936, as amended by this act, to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if: (1) The foreign corporation has failed to file its annual report with the Secretary of the State; (2) the foreign corporation does not pay within sixty days after they are due any license fees, franchise taxes or penalties imposed by sections 33-600 to 33-998, inclusive, as amended by this act, or other law; [(2)] (3) the foreign corporation is without a registered agent or registered office in this state for sixty days or more; [(3)] (4) the foreign corporation does not inform the

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Secretary of the State under section 33-927 or 33-928 that its registered agent or registered office has changed, that its registered agent has resigned or that its registered office has been discontinued within sixty days of the change, resignation or discontinuance; ~~[(4)]~~ (5) an incorporator, director, officer or agent of the foreign corporation signed a document he knew was false in any material respect with intent that the document be delivered to the Secretary of the State for filing; ~~[(5)]~~ or (6) the Secretary of the State receives a duly authenticated certificate from the Secretary of the State or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger.

Sec. 5. Section 33-936 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) If the Secretary of the State determines that one or more grounds exist under section 33-935, as amended by this act, for revocation of a certificate of authority, he shall [serve the foreign corporation with written notice of his determination under section 33-929] notify the foreign corporation by registered or certified mail addressed to such foreign corporation at its principal office as last shown on his records that under the provisions of this section the foreign corporation's certificate of authority is to be revoked.

(b) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the Secretary of the State that each ground determined by the Secretary of the State does not exist, within [sixty] ninety days after [service] mailing of the notice, [is effective under section 33-929,] the Secretary of the State may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The Secretary of the State shall file the original of the certificate and [serve a copy on the

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foreign corporation under section 33-929] shall: (1) Mail a copy thereof to the delinquent corporation, addressed to such corporation at its principal office as last shown on his records; and (2) cause notice of the filing to be posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of revocation.

(c) The authority of a foreign corporation to transact business in this state ceases on the date shown on the certificate revoking its certificate of authority.

(d) The Secretary of the State's revocation of a foreign corporation's certificate of authority appoints the Secretary of the State the foreign corporation's agent for service of process in any proceeding based on a cause of action which arose during the time the foreign corporation was authorized to transact business in this state. Service of process on the Secretary of the State as provided in section 33-929 is service on the foreign corporation.

(e) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.

Sec. 6. Subsection (a) of section 33-1013 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2015*):

(a) The Secretary of the State shall charge and collect the following fees for filing documents and issuing certificates and remit them to the Treasurer for the use of the state: (1) Filing application to reserve, register, renew or cancel registration of corporate name, sixty dollars; (2) filing transfer of reserved corporate name, sixty dollars; (3) filing a certificate of incorporation, including appointment of registered agent, twenty dollars; (4) filing change of address of registered agent or change of registered agent, twenty dollars; (5) filing notice of

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resignation of registered agent in duplicate, twenty dollars; (6) filing certificate of amendment to certificate of incorporation, twenty dollars; (7) filing restated certificate of incorporation, twenty dollars; (8) filing certificate of merger, twenty dollars; (9) filing certificate of correction, twenty dollars; (10) filing certificate of surrender of special charter and adoption of certificate of incorporation, twenty dollars; [(11) filing certificate of dissolution, twenty dollars; (12)] (11) filing certificate of revocation of dissolution, twenty dollars; [(13)] (12) filing annual report, fifty dollars; [(14)] (13) filing application of foreign corporation for certificate of authority to conduct affairs in this state and issuing certificate of authority, forty dollars; [(15)] (14) filing application of foreign corporation for amended certificate of authority to conduct affairs in this state and issuing amended certificate of authority, forty dollars; [(16) filing application for withdrawal of foreign corporation and issuing certificate of withdrawal, forty dollars; (17)] (15) filing certificate of reinstatement, including appointment of registered agent, one hundred ten dollars; [(18)] (16) filing a corrected annual report, fifty dollars; and [(19)] (17) filing an interim notice of change of director or officer, twenty dollars.

Sec. 7. Section 33-1181 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) The Secretary of the State may effect the administrative dissolution of a corporation as provided in this section.

(b) Whenever any corporation is more than two years in default of filing its annual report as required by section 33-1243, the Secretary of the State may notify such corporation by registered or certified mail addressed to such corporation at its principal office as last shown on his records that under the provisions of this section the corporation is to be administratively dissolved. Unless the corporation, within three months of the mailing of such notice, files such annual report, the Secretary of the State shall prepare and file in his office a certificate of

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administrative dissolution stating that the delinquent corporation has been administratively dissolved by reason of its default.

[(b)] (c) Whenever it comes to the attention of the Secretary of the State that a corporation has failed to maintain a registered agent or that such registered agent cannot, with reasonable diligence, be found at the address shown in the records of his office, the Secretary of the State may notify such corporation by registered or certified mail addressed to such corporation at its principal office as last shown on his records that under the provisions of this section the corporation is to be administratively dissolved. Unless the corporation within three months of the mailing of such notice files an appointment of registered agent, the Secretary of the State shall prepare and file in his office a certificate of administrative dissolution stating that the delinquent corporation has been administratively dissolved by reason of its default.

[(c)] (d) Dissolution shall be effective upon the filing by the Secretary of the State in his office of such certificate of administrative dissolution.

[(d)] (e) After filing the certificate of administrative dissolution, the Secretary of the State shall: (1) [Send] Mail a copy thereof to the delinquent corporation, [by registered or certified mail,] addressed to such corporation at its principal office as last shown on his records, and (2) cause notice of the filing of such certificate of administrative dissolution [to be published in two successive issues of the Connecticut Law Journal] to be posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of administrative dissolution.

Sec. 8. Section 33-1212 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

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(a) A foreign corporation may apply for a certificate of authority to conduct affairs in this state by delivering an application to the Secretary of the State for filing. The application shall set forth: (1) The name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of section 33-1215; (2) the name of the state or country under whose law it is incorporated; (3) its date of incorporation and period of duration; (4) the street address of its principal office; (5) the address of its registered office in this state and the name of its registered agent at that office; [and] (6) the electronic mail address, if any, of the corporation; and (7) the names and respective business and residence addresses of the directors and officers of the foreign corporation, except that if good cause is shown, the Secretary of the State may accept business addresses in lieu of business and residence addresses of the directors and officers of the corporation. For purposes of this section, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence addresses of the corporation's directors and officers may expose the personal security of such directors and officers to significant risk.

(b) The foreign corporation shall deliver with the completed application a certificate of existence, or a document of similar import, duly authenticated by the secretary of the state or other official having custody of corporate records in the state or country under whose law it is incorporated.

Sec. 9. Section 33-1225 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

The Secretary of the State may commence a proceeding under section 33-1226, as amended by this act, to revoke the certificate of authority of a foreign corporation authorized to conduct affairs in this state if: (1) The foreign corporation [does not deliver] has failed to file its annual report [to] with the Secretary of the State; [within sixty days

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after it is due;] (2) the foreign corporation does not pay within sixty days after they are due any license fees, franchise taxes or penalties imposed by sections 33-1000 to 33-1290, inclusive, as amended by this act, or other law; (3) the foreign corporation is without a registered agent or registered office in this state for sixty days or more; (4) the foreign corporation does not inform the Secretary of the State under section 33-1217 or 33-1218 that its registered agent or registered office has changed, that its registered agent has resigned or that its registered office has been discontinued within sixty days of the change, resignation or discontinuance; (5) an incorporator, director, officer or agent of the foreign corporation signed a document he knew was false in any material respect with intent that the document be delivered to the Secretary of the State for filing; or (6) the Secretary of the State receives a duly authenticated certificate from the Secretary of the State or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger.

Sec. 10. Section 33-1226 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) If the Secretary of the State determines that one or more grounds exist under section 33-1225, as amended by this act, for revocation of a certificate of authority, he shall [serve the foreign corporation with written notice of his determination under section 33-1219] notify such foreign corporation by registered or certified mail addressed to such foreign corporation at its principal office as last shown on his records that under the provisions of this section the foreign corporation's certificate of authority is to be revoked.

(b) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the Secretary of the State that each ground determined by the Secretary of

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the State does not exist, within [sixty] ninety days after [service] mailing of the notice, [is effective under section 33-1219,] the Secretary of the State may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The Secretary of the State shall file the original of the certificate and [serve a copy on the foreign corporation under section 33-1219] shall: (1) Mail a copy thereof to the delinquent foreign corporation, addressed to such foreign corporation at its principal office as last shown on his records; and (2) cause notice of the filing to be posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of revocation.

(c) The authority of a foreign corporation to conduct affairs in this state ceases on the date shown on the certificate revoking its certificate of authority.

(d) The Secretary of the State's revocation of a foreign corporation's certificate of authority appoints the Secretary of the State the foreign corporation's agent for service of process in any proceeding based on a cause of action which arose during the time the foreign corporation was authorized to conduct affairs in this state. Service of process on the Secretary of the State as provided in section 33-1219 is service on the foreign corporation.

(e) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.

Sec. 11. Section 34-10 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) In order to form a limited partnership a certificate of limited partnership must be executed as provided in section 34-10a and the

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certificate shall set forth:

(1) The name of the limited partnership and the address of the office required to be maintained by section 34-13b;

(2) The name and address of the agent for service of process required to be maintained by section 34-13b;

(3) The name and business address of each general partner;

(4) The latest date upon which the limited partnership is to dissolve;
[and]

(5) Any other matters the partners determine to include therein; and

(6) The electronic mail address, if any, of the limited partnership.

(b) A limited partnership is formed at the time of the filing of the certificate of limited partnership in the office of the Secretary of the State or at any later time specified in the certificate of limited partnership if, in either case, there has been substantial compliance with the requirements of this section.

Sec. 12. Section 34-32b of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) The Secretary of the State may effect the cancellation of a limited partnership by forfeiture as provided in this section.

(b) Whenever any limited partnership is more than one year in default of filing its annual report as required by section 34-13e, the Secretary of the State may notify such limited partnership by registered or certified mail addressed to such limited partnership at its address as last shown on his records that under the provisions of this section the limited partnership's rights and powers are prima facie forfeited. Unless the limited partnership within three months of the

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mailing of such notice files such annual report, the Secretary of the State shall prepare and file in his office a certificate of cancellation by forfeiture stating that the delinquent limited partnership's certificate has been cancelled by forfeiture by reason of its default.

[(b)] (c) Whenever it comes to the attention of the Secretary of the State that a limited partnership has failed to maintain a statutory agent for service, the Secretary of the State may notify such limited partnership by registered or certified mail [or mail evidenced by a certificate of mailing] addressed to such limited partnership at its address as last shown on his records that under the provisions of this section the limited partnership's rights and powers are prima facie forfeited. Unless the limited partnership within three months of the mailing of such notice files an appointment of statutory agent for service, the Secretary of the State shall prepare and file in his office a certificate of cancellation by forfeiture stating that the delinquent limited partnership's certificate has been cancelled by forfeiture by reason of its default.

[(c)] (d) Cancellation shall be effective upon the filing by the Secretary of the State in his office of such certificate of cancellation by forfeiture.

[(d)] (e) After filing the certificate of cancellation by forfeiture, the Secretary of the State shall: (1) [Send] Mail a certified copy thereof to the delinquent limited partnership [, by registered or certified mail or mail evidenced by a certificate of mailing,] at its address as last shown on his records; and (2) cause notice of the filing of such certificate of cancellation by forfeiture [to be published in two successive issues of the Connecticut Law Journal] to be posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of cancellation by forfeiture.

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Sec. 13. Section 34-38g of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

Before transacting business in this state, a foreign limited partnership shall register with the Secretary of the State. In order to register, a foreign limited partnership shall submit to the Secretary of the State a signed copy of the application for registration as a foreign limited partnership, signed and sworn to by a general partner and setting forth: (1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in the state; (2) the state and date of its formation; (3) the general character of the business it proposes to transact in this state; (4) the name and address of the agent in this state for service of process on the foreign limited partnership required to be maintained by section 34-38p and an acceptance of such appointment signed by the agent appointed if other than the Secretary of the State; (5) the address of the office required to be maintained in the state of its organization by the laws of that state, or, if not so required, of the principal office of the foreign limited partnership; (6) the name and business address of each general partner; (7) the address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership registration in this state is cancelled or withdrawn; [and] (8) the date the foreign limited partnership commenced transacting business in this state; and (9) the electronic mail address, if any, of the foreign limited partnership.

Sec. 14. Subsection (a) of section 34-38n of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2015*):

(a) The Secretary of the State shall receive, for filing any document or certificate required to be filed under sections 34-10, as amended by

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this act, 34-13a, 34-13e, 34-32, 34-32a, 34-32c, 34-38g, as amended by this act, and 34-38s, the following fees: (1) For reservation or cancellation of reservation of name, sixty dollars; (2) for a certificate of limited partnership and appointment of statutory agent, one hundred twenty dollars; (3) for a certificate of amendment, one hundred twenty dollars; (4) for a certificate of merger or consolidation, sixty dollars; [(5) for a certificate of cancellation, sixty dollars; (6)] (5) for a certificate of registration, one hundred twenty dollars; [(7)] (6) for a change of agent or change of address of agent, twenty dollars; [(8)] (7) for a certificate of reinstatement, one hundred twenty dollars; and [(9)] (8) for an annual report, twenty dollars.

Sec. 15. Section 34-38u of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) The certificate of registration of a foreign limited partnership to transact business in this state may be revoked by the Secretary of the State upon the conditions provided in this section when: (1) [Any] The foreign limited partnership has failed to file its annual report with the Secretary of the State; (2) any wilful misrepresentation has been made of any material matter in any application, report, affidavit or other document, submitted by such foreign limited partnership pursuant to this chapter; [(2)] (3) the foreign limited partnership is exceeding the authority conferred upon it by this chapter; or [(3)] (4) the foreign limited partnership is without an agent upon whom process may be served in this state for sixty days or more.

(b) On the happening of the events set out in subdivision (1), (2), [or] (3) or (4) of subsection (a) of this section, the Secretary of the State shall give not less than twenty days' written notice to the foreign limited partnership that he intends to revoke the certificate of registration of such foreign limited partnership for one of said causes, specifying the same. Such notice shall be given by registered or certified mail [or mail evidenced by a certificate of mailing] addressed

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to the foreign limited partnership at its address as last shown on the records of the Secretary of the State. If, before expiration of the time set forth in such notice, the foreign limited partnership establishes to the satisfaction of the Secretary of the State that the stated cause for the revocation of its certificate of registration did not exist at the time the notice was mailed or, if it did exist at said time, has been cured, the Secretary of the State shall take no further action. Otherwise, on the expiration of the time stated in the notice, he shall revoke the certificate of registration of such foreign limited partnership to transact business in this state.

(c) Upon revoking the certificate of registration of any foreign limited partnership, the Secretary of the State shall file a certificate of revocation in his office and [mail] shall: (1) Mail a copy thereof to such foreign limited partnership at its address as last shown on his records; and (2) cause notice of the filing of such certificate of revocation to be posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of revocation. The filing of such certificate of revocation shall cause the authority of a foreign limited partnership to transact business in this state to cease. Notwithstanding the filing of the certificate of revocation, the appointment by a foreign limited partnership of an attorney upon whom process may be served shall continue in force as long as any liability remains outstanding against the foreign limited partnership in this state.

Sec. 16. Subsection (a) of section 34-112 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2015*):

(a) Fees for filing documents and issuing certificates: (1) Filing application to reserve a limited liability company name or to cancel a reserved limited liability company name, sixty dollars; (2) filing transfer of reserved limited liability company name, sixty dollars; (3)

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filing articles of organization, including appointment of statutory agent, one hundred twenty dollars; (4) filing change of address of statutory agent or change of statutory agent, fifty dollars; (5) filing notice of resignation of statutory agent in duplicate, fifty dollars; (6) filing amendment to articles of organization, one hundred twenty dollars; (7) filing restated articles of organization, one hundred twenty dollars; (8) filing articles of merger or consolidation, sixty dollars; [(9) filing articles of dissolution by resolution, fifty dollars; (10) filing articles of dissolution by expiration, fifty dollars; (11) filing judicial decree of dissolution, fifty dollars; (12)] (9) filing certificate of reinstatement, one hundred twenty dollars; [(13)] (10) filing application by a foreign limited liability company for certificate of registration to transact business in this state and issuing certificate of registration, one hundred twenty dollars; [(14)] (11) filing application of foreign limited liability company for amended certificate of registration to transact business in this state and issuing amended certificate of registration, one hundred twenty dollars; [(15) filing application for withdrawal of foreign limited liability company and issuing certificate of withdrawal, one hundred twenty dollars; (16)] (12) filing an annual report, twenty dollars; and [(17)] (13) filing an interim notice of change of manager or member, twenty dollars.

Sec. 17. Section 34-121 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

The articles of organization of a limited liability company formed under sections 34-100 to 34-242, inclusive, as amended by this act, shall set forth: (1) A name for the limited liability company that satisfies the requirements of section 34-102; (2) if management of the limited liability company is vested in a manager or managers, a statement to that effect; (3) the nature of the business to be transacted or the purposes to be promoted or carried out, except that it shall be sufficient to state, either alone or with other business or purposes, that

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the purpose of the limited liability company is to engage in any lawful act or activity for which limited liability companies may be formed under sections 34-100 to 34-242, inclusive, as amended by this act, and by such statement all lawful acts and activities shall be within the purposes of the limited liability company, except for express limitations, if any; (4) the principal office address of the limited liability company; (5) an appointment of a statutory agent for service of process as required by section 34-104; [and] (6) the electronic mail address, if any, of the limited liability company; and (7) any other matter the organizer or organizers determine to include.

Sec. 18. Section 34-215 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) The Secretary of the State may effect the dissolution of a limited liability company by forfeiture as provided in this section.

(b) Whenever it comes to the attention of the Secretary of the State that a limited liability company is more than one year in default of filing its annual report as required by section 34-106, the Secretary of the State may notify such limited liability company by registered or certified mail addressed to such limited liability company at its principal office as last shown on his records that under the provisions of this section the limited liability company's rights and powers are prima facie forfeited. Unless the limited liability company within three months of the mailing of such notice files such annual report, the Secretary of the State shall prepare and file in his office a certificate of dissolution by forfeiture stating that the delinquent limited liability company has been dissolved by forfeiture by reason of its default.

[(b)] (c) Whenever it comes to the attention of the Secretary of the State that a limited liability company has failed to maintain a statutory agent for service, the Secretary of the State may notify such limited liability company by registered or certified mail [or mail evidenced by

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a certificate of mailing] addressed to such limited liability company at its principal office as last shown on his records that under the provisions of this section the limited liability company's rights and powers are prima facie forfeited. Unless the limited liability company within three months of the mailing of such notice files an appointment of statutory agent for service, the Secretary of the State shall prepare and file in his office a certificate of dissolution by forfeiture stating that the delinquent limited liability company has been dissolved by forfeiture by reason of its default.

[(c)] (d) Dissolution shall be effective upon the filing by the Secretary of the State in his office of such certificate of dissolution by forfeiture.

[(d)] (e) After filing the certificate of dissolution by forfeiture, the Secretary of the State shall: (1) [Send] Mail a certified copy thereof to the delinquent limited liability company [, by registered or certified mail or mail evidenced by a certificate of mailing] addressed to such limited liability company at its principal office as last shown on his records; and (2) cause notice of the filing of such certificate of dissolution by forfeiture [to be published in two successive issues of the Connecticut Law Journal] to be posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of dissolution by forfeiture.

Sec. 19. Section 34-223 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

Before transacting business in this state, a foreign limited liability company shall register with the Secretary of the State. In order to register, a foreign limited liability company shall submit to the Secretary of the State an original signed copy of an application for registration as a foreign limited liability company executed by a person

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with authority to do so under the laws of the state or other jurisdiction of its formation. The application shall set forth: (1) The name of the foreign limited liability company and, if different, the name under which it proposes to transact business in this state; (2) the state or other jurisdiction where formed, and date of its organization; (3) the name and address of the agent in this state for service of process on the foreign limited liability company required to be maintained by section 34-224 and an acceptance of such appointment signed by the agent appointed if other than the Secretary of the State; (4) the address of the office required to be maintained in the state or other jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the foreign limited liability company; (5) a representation that the foreign limited liability company is a "foreign limited liability company", as defined in section 34-101; (6) the character of the business which the foreign limited liability company intends to transact in this state; [and] (7) the name and respective business and residence addresses of a manager or a member of the foreign limited liability company, except that, if good cause is shown, the Secretary of the State may accept a business address in lieu of business and residence addresses of such manager or member. For purposes of [subdivision (7) of this section] this subdivision, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence address of the manager or member of the foreign limited liability company may expose the personal security of such manager or member to significant risk; and (8) the electronic mail address, if any, of the foreign limited liability company.

Sec. 20. Section 34-232 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) The certificate of registration of a foreign limited liability company to transact business in this state may be revoked by the

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Secretary of the State upon the conditions provided in this section when: (1) [A] The foreign limited liability company has failed to file its annual report with the Secretary of the State; (2) a wilful misrepresentation has been made of any material matter in any application, report, affidavit or other document, submitted by such foreign limited liability company pursuant to sections 34-100 to 34-242, inclusive, as amended by this act; [(2)] (3) the foreign limited liability company is exceeding the authority conferred upon it by said sections; or [(3)] (4) the foreign limited liability company is without an agent upon whom process may be served in this state for sixty days or more.

(b) On the happening of the events set out in subdivision (1), (2), [or] (3) or (4) of subsection (a) of this section, the Secretary of the State shall give not less than twenty days written notice to the foreign limited liability company that said secretary intends to revoke the certificate of registration of such foreign limited liability company for one of said causes, specifying the same. Such notice shall be given by registered or certified mail [or mail evidenced by a certificate of mailing] addressed to the foreign limited liability company at its address as last shown on the records of the Secretary of the State. If, before expiration of the time set forth in the notice, the foreign limited liability company establishes to the satisfaction of the Secretary of the State that the stated cause for the revocation of its certificate of registration did not exist at the time the notice was mailed or, if it did exist at said time, has been cured, the Secretary of the State shall take no further action. Otherwise, on the expiration of the time stated in the notice, said [secretary] Secretary shall revoke the certificate of registration of such foreign limited liability company to transact business in this state.

(c) Upon revoking the certificate of registration of any foreign limited liability company, the Secretary of the State shall file a certificate of revocation in his office and [mail] shall: (1) Mail a copy

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thereof to such foreign limited liability company at its address as last shown on said [secretary's] Secretary's records; and (2) cause notice of the filing of such certificate of revocation to be posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of revocation. The filing of such certificate of revocation shall cause the authority of a foreign limited liability company to transact business in this state to cease. Notwithstanding the filing of the certificate of revocation, the appointment by a foreign limited liability company of an attorney upon whom process may be served shall continue in force as long as any liability remains outstanding against the foreign limited liability company in this state.

Sec. 21. Section 34-413 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2015*):

The Secretary of the State shall charge and collect the following fees and remit them to the Treasurer for the use of the state:

(a) Fees for filing documents and processing certificates: (1) Filing application to reserve a registered limited liability partnership name or to cancel a reserved limited liability partnership name, sixty dollars; (2) filing transfer of reserved registered limited liability partnership name, sixty dollars; (3) filing change of address of statutory agent or change of statutory agent, fifty dollars; (4) filing certificate of limited liability partnership, one hundred twenty dollars; (5) filing amendment to certificate of limited liability partnership, one hundred twenty dollars; [(6) filing renunciation of status report, fifty dollars; (7)] (6) filing certificate of authority to transact business in this state, including appointment of statutory agent, one hundred twenty dollars; [(8)] (7) filing amendment to certificate of authority to transact business in this state, one hundred twenty dollars; [(9) filing withdrawal of certificate of authority, one hundred twenty dollars; (10)] (8) filing an annual report, twenty dollars; [and (11)] (9) filing statement of merger, sixty

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dollars; and (10) filing certificate of reinstatement, one hundred twenty dollars.

(b) Miscellaneous charges: (1) For preparing and furnishing a copy of any document, instrument or paper filed or recorded relating to a registered limited liability partnership or foreign registered limited liability partnership: For each copy of each such document thereof regardless of the number of pages, forty dollars; for affixing his certification thereto, fifteen dollars; (2) for the issuance of a certification of legal existence of a registered limited liability partnership, forty dollars; (3) for the issuance of a certificate of legal existence which certificate may reflect any and all changes of registered limited liability partnership names and the dates of filing thereof, eighty dollars; (4) for the issuance of a certificate of legal existence reflecting amendments and the date or dates of filing thereof, one hundred twenty dollars; and (5) for other services for which fees are not provided by the general statutes, the Secretary of the State may charge such fees as will in his judgment cover the cost of the services provided.

Sec. 22. Section 34-419 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) To become a registered limited liability partnership, a partnership shall file a certificate of limited liability partnership with the Secretary of the State, stating the name of the partnership, which shall conform to the requirements of section 34-406; the address of its principal office; if the partnership's principal office is not located in this state, the address of a registered office and the name and address of a registered agent for service of process in this state, which the partnership will be required to maintain under section 34-408; a brief statement of the business in which the partnership engages; the electronic mail address, if any, of the registered limited liability partnership; any other matters the partnership may determine to include; and that the partnership thereby applies for status as a

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registered limited liability partnership.

(b) The status of a partnership as a registered limited liability partnership, and the liability of the partners for debts, obligations and liabilities of or chargeable to the partnership, shall not be affected by errors or subsequent changes in the information stated in a certificate of limited liability partnership filed under this section or a report filed under section 34-420.

Sec. 23. Section 34-422 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) The Secretary of the State may effect the revocation of a registered limited liability partnership's certificate of registered limited liability partnership as provided in this section.

(b) Whenever any registered limited liability partnership is more than [three months] one year in default of filing its annual report, the Secretary of the State [shall] may notify such registered limited liability partnership by registered or certified mail [or mail evidenced by a certificate of mailing] addressed to such registered limited liability partnership at its principal office as last shown in the records of said [secretary] Secretary that under the provisions of this section the registered limited liability partnership's status as a registered limited liability partnership is [in default and will be subject to revocation after three months from the date of mailing] to be revoked by reason of its default. Unless within three months after the mailing of such notice the registered limited liability partnership files a report made out and verified in all respects as the annual report of such registered limited liability partnership, the Secretary of the State shall prepare and file in the office of said [secretary] Secretary a certificate of revocation by forfeiture stating that the status of the registered limited liability partnership as a registered limited liability partnership has been revoked by reason of its default. The status of a registered limited

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liability partnership, including the liability of partners for debts, obligations and liabilities of or chargeable to the partnership, is retained until expressly revoked by the Secretary of the State. Revocation of the status of a registered limited liability partnership shall not affect the status of said partnership or the liability of the partners thereof with regard to events, acts or omissions occurring prior to the date of revocation.

(c) Whenever it comes to the attention of the Secretary of the State that a registered limited liability partnership has failed to maintain a statutory agent for service, the Secretary of the State may notify such registered limited liability partnership by registered or certified mail [or mail evidenced by a certificate of mailing] addressed to such registered limited liability partnership at its principal office as last shown on his records that under the provisions of this section the registered limited liability partnership's rights and powers are in default. Unless the registered limited liability partnership within three months of the mailing of such notice files an appointment of statutory agent for service, the Secretary of the State shall prepare and file in his office a certificate of revocation by forfeiture stating that the status of the registered limited liability partnership as a registered limited liability partnership has been revoked by reason of its default. The status of a registered limited liability partnership, including the liability of partners for debts, obligations and liabilities of or chargeable to the partnership, is retained until expressly revoked by the Secretary of the State. Revocation of the status of a registered limited liability partnership shall not affect the status of said partnership or the liabilities of the partners thereof with regard to events, acts or omissions occurring prior to the date of revocation.

(d) Revocation shall be effective upon the filing by the Secretary of the State in his office of such certificate of revocation.

(e) After filing the certificate of revocation, the Secretary of the State

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shall: (1) [Send] Mail a certified copy thereof to the delinquent registered limited liability partnership [, by registered or certified mail or mail evidenced by a certificate of mailing] addressed to such registered limited liability partnership at its principal office as last shown on his records; and (2) cause notice of the filing of such certificate of revocation to be [published in two successive issues of the Connecticut Law Journal] posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of revocation.

Sec. 24. Section 34-429 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

Before transacting business in this state, a foreign registered limited liability partnership shall file a certificate of authority with the Secretary of the State executed by a person with authority to do so under the laws of the state or other jurisdiction where it is registered as a registered limited liability partnership. The certificate of authority shall set forth: (1) The name of the partnership and, if different, the name under which it proposes to transact business in this state, either of which shall conform to the requirements of section 34-406; (2) the state or other jurisdiction where it is registered as a registered limited liability partnership and the date of its registration; (3) the name and address of the agent in this state for service of process required to be maintained by section 34-408 and an acceptance of such appointment signed by the agent appointed; (4) the address of the office required to be maintained in the state or other jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the partnership; (5) a representation that the partnership is a "foreign registered limited liability partnership" as defined in section 34-301; (6) a brief statement of the business in which the partnership engages; [and] (7) the electronic mail address, if any, of the foreign registered limited liability partnership; and (8) any other

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matters the partnership may determine to include.

Sec. 25. Section 34-433 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2015*):

(a) The certificate of authority of a foreign registered limited liability partnership to transact business in this state may be revoked by the Secretary of the State upon the conditions provided in this section when: (1) The foreign registered limited liability partnership has failed to file its annual report with the Secretary of the State; or (2) a wilful misrepresentation has been made of any material matter in any application, report, affidavit or other document, submitted by such foreign registered limited liability partnership pursuant to sections 34-300 to 34-434, inclusive, as amended by this act.

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

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expiration of the time stated in the notice, said [secretary] Secretary shall revoke the certificate of authority of such foreign registered limited liability partnership to transact business in this state.

(c) Upon revoking the certificate of authority of any foreign registered limited liability partnership, the Secretary of the State shall file a certificate of revocation in his office and [mail] shall: (1) Mail a copy thereof to such foreign registered limited liability partnership at its address as last shown on said [secretary's] Secretary's records; and (2) cause notice of the filing of such certificate of revocation to be posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of revocation. The filing of such certificate shall cause the authority of a foreign registered limited liability partnership to transact business in this state to cease. Notwithstanding the filing of the certificate of revocation, the appointment by a foreign registered limited liability partnership of an attorney upon whom process may be served shall continue in force as long as any liability remains outstanding against the partnership in this state.

(d) The authority to transact business in this state is retained until expressly revoked by the Secretary of the State. Revocation of the authority of a foreign registered limited liability partnership to transact business in this state shall not affect the status of said partnership in this state under subsection (4) of section 34-400, or the validity of the acts of said partnership occurring prior to the effective date of revocation.

Sec. 26. Section 34-509 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2015*):

(a) The Secretary of the State shall charge and collect the following fees and remit them to the Treasurer for the use of the state: (1) For filing of an application for reservation of name, and application for

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renewal of reservation, or notice of transfer or cancellation of reservation pursuant to section 34-506, sixty dollars; (2) for filing of a certificate of trust, a certificate of amendment [,] or a restated certificate of trust, [or a certificate of cancellation,] one hundred twenty dollars; (3) for preparing and furnishing a copy of any certificate filed relating to a statutory trust: For each copy of each such document thereof regardless of the number of pages, forty dollars; for affixing his certification thereto, fifteen dollars; (4) for preparing and furnishing a certificate of existence or authorization, forty dollars; (5) for preparing and furnishing a certificate of existence or authorization reflecting any and all changes of name and the date or dates of filing thereof, eighty dollars; (6) for filing of a certificate of merger or consolidation, sixty dollars; and (7) for other services for which fees are not provided by the general statutes, the Secretary of the State may charge such fees as will in his judgment cover the cost of the services provided.

(b) The tax imposed under chapter 219 shall not be imposed upon any transaction for which a fee is charged under sections 34-500 to 34-547, inclusive, as amended by this act.

Sec. 27. (NEW) (*Effective January 1, 2015*) (a) At any time after revocation of registered limited liability partnership status pursuant to section 34-422 of the general statutes, as amended by this act, such status may be reinstated as provided in this section.

(b) If the name of the registered limited liability partnership is no longer available, such name shall, simultaneously with reinstatement, be changed to an available name by amendment of the certificate of limited liability partnership.

(c) A certificate of reinstatement conforming, with adaptations that are appropriate, to the content requirements of a certificate of limited liability partnership shall be executed and filed with the office of the Secretary of the State pursuant to sections 34-410 and 34-411 of the

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general statutes.

(d) A certificate of reinstatement shall be accompanied by: (1) Payment of all penalties and forfeitures incurred by the limited liability partnership and a reinstatement fee as provided in section 34-413 of the general statutes, as amended by this act; (2) an annual report for the current year; and (3) an appointment of statutory agent for service, if required by section 34-408 of the general statutes.

(e) Upon the filing of the certificate of reinstatement with the Secretary of the State, reinstatement shall be effective, the status of the partnership as a limited liability partnership shall commence and such limited liability partnership shall be revested with its rights and powers under sections 34-300 to 34-434, inclusive, of the general statutes, as amended by this act.

Approved June 11, 2014