



**Senate Bill No. 1083**

**Public Act No. 19-40**

***AN ACT IMPROVING THE INTEGRITY OF THE CONNECTICUT BUSINESS REGISTRY.***

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

Section 1. Section 33-953 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

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

(b) The first annual report of a domestic corporation formed prior to January 1, 2020, shall be filed not later than two years after the date on which the corporation filed its certificate of incorporation. The first annual report of a corporation formed on or after January 1, 2020, shall be filed [within thirty days after its organization meeting] not later than ninety days after the date on which such corporation filed its certificate of incorporation. Subsequent annual reports of [such] a domestic corporation and annual reports of each foreign corporation authorized to transact business in this state shall be filed by electronic

**Senate Bill No. 1083**

transmission [at such times as may be provided by regulations adopted by the Secretary of the State in accordance with chapter 54, provided the Secretary of the State may require any corporation to file an annual report according to reporting schedules established by the Secretary so as to effect staggered filing of all such reports] on the anniversary date of the filing of the first annual report. Upon request of a corporation, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the corporation does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(c) Each annual report shall set forth: [as of a date which complies with subsection (d) of this section and which is specified in such report:] (1) The name of the corporation; (2) the principal office of the corporation or, in the case of a foreign corporation (A) the address of the principal office of the foreign corporation in the state under the laws of which it is incorporated, (B) the address of the executive offices of the foreign corporation, and (C) the address of the principal office of the foreign corporation in this state, if any; (3) the electronic mail address, if any, of the corporation; [and] (4) the name and address of the registered agent; (5) the names and respective business and residence addresses of the directors and officers of the 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; and (6) such additional information, including the North American Industry Classification System Code, that the Secretary deems pertinent for determining the principal purpose of the corporation. For the purposes of this subsection, 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.

**Senate Bill No. 1083**

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

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

Sec. 2. Section 33-1243 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

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

(b) The first annual report of a domestic corporation formed prior to January 1, 2020, shall be filed not later than two years after the date on which the corporation filed its certificate of incorporation. The first annual report of a corporation formed on or after January 1, 2020, shall

**Senate Bill No. 1083**

be filed [within thirty days after its organization meeting] not later than ninety days after the date on which such corporation filed its certificate of incorporation. Subsequent annual reports of [such] a domestic corporation and annual reports of each foreign corporation authorized to conduct affairs in this state shall be filed by electronic transmission [at such times as may be provided by regulations adopted by the Secretary of the State in accordance with chapter 54, provided the Secretary of the State may require any corporation to file an annual report according to reporting schedules established by the Secretary so as to effect staggered filing of all such reports] on the anniversary date of the filing of the first annual report. Upon request of a corporation, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the corporation does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(c) Each annual report shall set forth: [as of a date which complies with subsection (d) of this section and which is specified in such report:] (1) The name of the corporation and, in the case of a foreign corporation, the state under the laws of which it is incorporated; (2) the principal office of the corporation or, in the case of a foreign corporation (A) the address of the principal office of the foreign corporation in the state under the laws of which it is incorporated, (B) the address of the executive offices of the foreign corporation, and (C) the address of the principal office of the foreign corporation in this state, if any; (3) the electronic mail address, if any, of the corporation; [and] (4) the name and address of the registered agent; (5) the names and respective business and residence addresses of the directors and officers of the 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; and (6) such additional information, including the North

**Senate Bill No. 1083**

American Industry Classification System Code, that the Secretary deems pertinent for determining the principal purpose of the corporation. For the purposes of this subsection, 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.

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

[(e)] (d) Each annual report shall be accompanied by the required filing fee. The report shall be executed as set forth in section 33-1004. The Secretary of the State shall deliver to each domestic corporation at its principal office or electronic mail address, as shown by [his] the Secretary's records, and to each foreign corporation authorized to conduct affairs in this state at its executive offices or electronic mail address, as last shown by [his] the Secretary's records, notice that the annual report is due, but failure to receive such notice shall not relieve a corporation of the requirement of filing the report as provided in this section.

Sec. 3. Subsection (a) of section 34-247k of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

(a) A limited liability company or a registered foreign limited liability company shall deliver to the Secretary of the State by electronic transmission an annual report that states:

(1) The name of the company;

**Senate Bill No. 1083**

(2) The street address and mailing address of its principal office;

(3) The name, business address and residence address of at least one member or manager, 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 this [section] 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 limited liability company may expose the personal security of such manager or member to significant risk;

(4) The name and address of the registered agent;

[(4)] (5) An electronic mail address where the Secretary of the State can communicate with the company or its filing agent, if the company or its filing agent maintains an electronic mail address; [and]

[(5)] (6) In the case of a foreign limited liability company, any alternate name adopted under section 34-275e, its governing jurisdiction and if the law of the governing jurisdiction requires the company to maintain an office in that jurisdiction, the street and mailing addresses of the required office; [.] and

(7) Such additional information, including the North American Industry Classification System Code, that the Secretary deems pertinent for determining the principal purpose of the limited liability company.

Sec. 4. Subsection (b) of section 34-13e of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

(b) Each annual report shall set forth: (1) The name of the limited partnership; (2) the address of the office of the limited partnership required to be maintained by section 34-13b; [and] (3) the electronic

**Senate Bill No. 1083**

mail address, if any, of the limited partnership; (4) if applicable, the name and address of the statutory agent; and (5) such additional information, including the North American Industry Classification System Code, that the Secretary deems pertinent for determining the principal purpose of the limited partnership.

Sec. 5. Section 34-420 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

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

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

[(c)] (b) Each annual report shall set forth: (1) The name of the registered limited liability partnership; (2) the registered limited liability partnership's current principal office address; [and] (3) the electronic mail address, if any, of the registered limited liability partnership; (4) the name and address of the registered agent; and (5) such additional information, including the North American Industry Classification System Code, that the Secretary deems pertinent for determining the principal purpose of the limited liability partnership.

[(d)] (c) Each annual report shall be executed in accordance with section 34-410 and be accompanied by the filing fee established in

**Senate Bill No. 1083**

section 34-413. The Secretary of the State shall deliver to each registered limited liability partnership at its principal office or electronic mail address, as shown on [his] the Secretary's records, notice that the annual report is due, but failure to receive such notice shall not relieve a registered limited liability partnership of the requirement of filing the report as provided in this section.

Sec. 6. Section 34-431 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

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

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

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



**Senate Bill No. 1083**

limited liability partnership; (4) the name and address of the statutory agent; and (5) such additional information, including the North American Industry Classification System Code, that the Secretary deems pertinent for determining the principal purpose of the foreign registered limited liability partnership.

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

Sec. 7. Subsection (b) of section 34-267g of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

(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 34-247k, as amended by this act, the Secretary of the State may notify such limited liability company by [registered or certified] first class mail addressed to such limited liability company at its principal office as last shown on [his] the Secretary's 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] the Secretary's office a certificate of dissolution by forfeiture stating that the delinquent limited liability company has been dissolved by forfeiture by reason of its default.

Sec. 8. Subsection (b) of section 33-890 of the general statutes is

**Senate Bill No. 1083**

repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

(b) Whenever any corporation is more than one year in default of filing its annual report as required by section 33-953, as amended by this act, the Secretary of the State may notify such corporation by [registered or certified] first class mail addressed to such corporation at its principal office as last shown on [his] the Secretary's 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] the Secretary's office a certificate of administrative dissolution stating that the delinquent corporation has been administratively dissolved by reason of its default.

Sec. 9. Subsection (b) of section 33-1181 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

(b) Whenever any corporation is more than two years in default of filing its annual report as required by section 33-1243, as amended by this act, the Secretary of the State may notify such corporation by [registered or certified] first class mail addressed to such corporation at its principal office as last shown on [his] the Secretary's 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] the Secretary's office a certificate of administrative dissolution stating that the delinquent corporation has been administratively dissolved by reason of its default.

Sec. 10. Subsection (b) of section 34-32b of the general statutes is

**Senate Bill No. 1083**

repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

(b) Whenever any limited partnership is more than one year in default of filing its annual report as required by section 34-13e, as amended by this act, the Secretary of the State may notify such limited partnership by [registered or certified] first class mail addressed to such limited partnership at its address as last shown on [his] the Secretary's 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 such annual report, the Secretary of the State shall prepare and file in [his] the Secretary's 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.

Sec. 11. Subsection (b) of section 34-422 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

(b) Whenever any registered limited liability partnership is more than one year in default of filing its annual report, the Secretary of the State may notify such registered limited liability partnership by [registered or certified] first class mail addressed to such registered limited liability partnership at its principal office as last shown in the records of said Secretary that under the provisions of this section the registered limited liability partnership's status as a registered limited liability partnership is 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 a certificate of revocation by forfeiture stating that the status of the registered limited liability partnership as a

**Senate Bill No. 1083**

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] such partnership or the liability of the partners thereof with regard to events, acts or omissions occurring prior to the date of revocation.

Sec. 12. Subsection (b) of section 34-433 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

(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 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] first class mail 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] such time, has been cured, the Secretary of the State shall take no further action. Otherwise, on the expiration of the time stated in the notice, said Secretary shall revoke the certificate of authority of such

**Senate Bill No. 1083**

foreign registered limited liability partnership to transact business in this state.

Sec. 13. Subsection (a) of section 35-1 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2019*):

(a) No person, except as provided in this subsection, shall conduct or transact business in this state, under any assumed name, or under any designation, name or style, corporate or otherwise, other than the real name or names of the person or persons conducting or transacting such business, unless there has been filed, in the office of the town clerk in the town in which such business is or is to be conducted or transacted, a certificate stating the name under which such business is or is to be conducted or transacted and the full name and post-office address of each person conducting or transacting such business or, in the case of a corporation or limited liability company using such an assumed name, its [full name and principal post-office address] business name, business identification number and principal office address as reflected on the records of the Secretary of the State. Such certificate shall be executed by all of such persons or, in the case of a corporation or limited liability company, by an authorized officer thereof, and acknowledged before an authority qualified to administer oaths. Each town clerk shall keep an alphabetical index of the names of all persons filing such certificates and of all names or styles assumed as provided in this subsection and, for the indexing and filing of each such certificate, shall receive the statutory filing fee for documents established in section 7-34a, to be paid by the person filing such certificate. The Secretary of the State shall create an electronic system to collect from each town clerk the trade name index information required by this section. A town clerk shall be deemed to have complied with the index information requirement set forth in this subsection, if the Secretary determines that the index information

**Senate Bill No. 1083**

provided by such town clerk contains all active trade name records on file with such clerk. A copy of any such certificate, certified by the town clerk in whose office the same has been filed, shall be presumptive evidence, in all courts in this state, of the facts contained in such certificate. The provisions of this subsection shall not prevent the lawful use of a partnership name or designation if such partnership name or designation includes the true surname of at least one of the persons composing such partnership. This subsection shall not apply to: (1) Any limited partnership, as defined in section 34-9, provided such limited partnership (A) has (i) filed a certificate as provided for in section 34-10, or (ii) registered with the Secretary of the State as provided in section 34-38g, and (B) conducts or transacts business under the name stated in the certificate or registered with the Secretary of the State, or (2) any limited liability company, as defined in section 34-243a, provided such limited liability company (A) has (i) filed articles or a certificate of organization as provided for in sections 34-243i and 34-247, or (ii) registered with the Secretary of the State as provided in sections 34-243m, 34-275a and 34-275b, and (B) conducts or transacts business under the name stated in the articles of organization or registered with the Secretary of the State. Any person conducting or transacting business in violation of the provisions of this subsection shall be fined not more than five hundred dollars or imprisoned not more than one year. Failure to comply with the provisions of this subsection shall be deemed to be an unfair or deceptive trade practice under subsection (a) of section 42-110b.

Sec. 14. Subsection (e) of section 52-57 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2019*):

(e) In actions against a voluntary association, service of process may be made upon the presiding officer, secretary or treasurer. If all of such officers are not residents of the state and the voluntary association is

**Senate Bill No. 1083**

doing business, acting or carrying out its operations or its functions within the state, the voluntary association shall be deemed to have appointed the Secretary of the State as its attorney and to have agreed that any process in any civil action brought against it may be served upon the Secretary of the State and that the process shall have the same validity as if served personally upon the presiding officer, secretary or treasurer of the voluntary association. The process shall be served by any officer to whom the process is directed upon the Secretary of the State by leaving with, or at the office of, the Secretary of the State, at least twelve days before the return day of the process, a true and attested copy thereof, and by sending to the defendant at its last-known address by registered or certified mail, postage prepaid, a like true and attested copy with an endorsement thereon of the service upon the Secretary of the State. The officer serving the process upon the Secretary of the State shall leave with the Secretary of the State, at the time of service, a fee of [twenty-five] fifty dollars, which fee shall be taxed in favor of the plaintiff in [his] the plaintiff's costs if [he] the plaintiff prevails in the action. The Secretary of the State shall keep a record of each such process and the day and hour of service.

Sec. 15. Subsection (c) of section 52-59b of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2019*):

(c) Any nonresident individual, foreign partnership or foreign voluntary association, or the executor or administrator of such nonresident individual, foreign partnership or foreign voluntary association, over whom a court may exercise personal jurisdiction, as provided in subsection (a) of this section, shall be deemed to have appointed the Secretary of the State as its attorney and to have agreed that any process in any civil action brought against the nonresident individual, foreign partnership or foreign voluntary association, or the executor or administrator of such nonresident individual, foreign

**Senate Bill No. 1083**

partnership or foreign voluntary association, may be served upon the Secretary of the State and shall have the same validity as if served upon the nonresident individual, foreign partnership or foreign voluntary association personally. The process shall be served by the officer to whom the same is directed upon the Secretary of the State by leaving with or at the office of the Secretary of the State, at least twelve days before the return day of such process, a true and attested copy thereof, and by sending to the defendant at the defendant's last-known address, by registered or certified mail, postage prepaid, return receipt requested, a like true and attested copy with an endorsement thereon of the service upon the Secretary of the State. The officer serving such process upon the Secretary of the State shall leave with the Secretary of the State, at the time of service, a fee of [twenty-five] fifty dollars, which fee shall be taxed in favor of the plaintiff in the plaintiff's costs if the plaintiff prevails in any such action. The Secretary of the State shall keep a record of each such process and the day and hour of service.

Sec. 16. Section 33-911 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):

Formation of a specially chartered corporation shall, following enactment of its special charter act, be completed in all respects in the same manner as formation of a corporation organized under sections 33-600 to 33-998, inclusive, except that: (1) The incorporators shall be such as are named in such act, if any; (2) no certificate of incorporation shall be filed but in lieu thereof a copy of the special act shall be filed as provided in the case of a certificate of incorporation; and (3) the [thirty-day] ninety-day period referred to in subsection (b) of section 33-953, as amended by this act, as dating from the filing of the certificate of incorporation shall commence with the date of enactment of the special act.

Sec. 17. Section 33-1201 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2020*):



**Senate Bill No. 1083**

Formation of a specially chartered corporation shall, following enactment of its special charter act, be completed in all respects in the same manner as formation of a corporation organized under sections 33-1000 to 33-1290, inclusive, except that: (1) The incorporators shall be such as are named in such act, if any; (2) no certificate of incorporation shall be filed but in lieu thereof a copy of the special act shall be filed as provided in the case of a certificate of incorporation; and (3) the [thirty-day] ninety-day period referred to in subsection (b) of section 33-1243, as amended by this act, as dating from the filing of the certificate of incorporation shall commence with the date of enactment of the special act.

Approved June 21, 2019