



House of Representatives

General Assembly

File No. 478

January Session, 2021

Substitute House Bill No. 6605

House of Representatives, April 15, 2021

The Committee on Judiciary reported through REP. STAFSTROM of the 129th Dist., Chairperson of the Committee on the part of the House, that the substitute bill ought to pass.

AN ACT CONCERNING BUSINESS REGISTRATIONS, TRADE NAMES, THE COMMERCIAL RECORDING DIVISION WITHIN THE OFFICE OF THE SECRETARY OF THE STATE AND COMMERCIAL REGISTERED AGENTS.

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

1 Section 1. Subsection (a) of section 33-636 of the general statutes is
2 repealed and the following is substituted in lieu thereof (*Effective October*
3 *1, 2021*):

4 (a) The certificate of incorporation shall set forth: (1) A corporate
5 name for the corporation that satisfies the requirements of section 33-
6 655; (2) the number of shares the corporation is authorized to issue; (3)
7 the street and mailing address of the corporation's initial registered
8 office and the name of its initial registered agent at that office; [and] (4)
9 the name and address of each incorporator; (5) the electronic mail
10 address of the corporation; and (6) the corporation's North American
11 Industry Classification System Code.

12 Sec. 2. Subsection (a) of section 33-922 of the general statutes is

13 repealed and the following is substituted in lieu thereof (*Effective October*
14 *1, 2021*):

15 (a) A foreign corporation may apply for a certificate of authority to
16 transact business in this state by delivering an application to the
17 Secretary of the State for filing. The application shall set forth: (1) The
18 name of the foreign corporation or, if its name is unavailable for use in
19 this state, a corporate name that satisfies the requirements of section 33-
20 925; (2) the name of the state or country under whose law it is
21 incorporated; (3) its date of incorporation and period of duration; (4) the
22 street address of its principal office; (5) the address of its registered office
23 in this state and the name of its registered agent at that office; (6) the
24 electronic mail address [, if any,] of the corporation; [and] (7) the names
25 and respective business and residence addresses of the directors and
26 officers of the foreign corporation, except that if good cause is shown,
27 the Secretary of the State may accept business addresses in lieu of
28 business and residence addresses of the directors and officers of the
29 corporation; and (8) the foreign corporation's North American Industry
30 Classification System Code. For purposes of this section, a showing of
31 good cause shall include, but not be limited to, a showing that public
32 disclosure of the residence addresses of the corporation's directors and
33 officers may expose the personal security of such directors and officers
34 to significant risk.

35 Sec. 3. Subsection (a) of section 33-1026 of the general statutes is
36 repealed and the following is substituted in lieu thereof (*Effective October*
37 *1, 2021*):

38 (a) The certificate of incorporation shall set forth: (1) A corporate
39 name for the corporation that satisfies the requirements of section 33-
40 1045; (2) a statement that the corporation is nonprofit and that the
41 corporation shall not have or issue shares of stock or make distributions;
42 (3) whether the corporation is to have members and, if it is to have
43 members, the provisions which under section 33-1055 are required to be
44 set forth in the certificate of incorporation; (4) the street address of the
45 corporation's initial registered office and the name of its initial

46 registered agent at that office; (5) the name and address of each
47 incorporator; [and] (6) the nature of the activities to be conducted or the
48 purposes to be promoted or carried out, except that it shall be sufficient
49 to state, either alone or with other activities or purposes, that the
50 purpose of the corporation is to engage in any lawful act or activity for
51 which corporations may be formed under sections 33-1000 to 33-1290,
52 inclusive, and by such statement all lawful acts and activities shall be
53 within the purposes of the corporation, except for express limitations, if
54 any; (7) the electronic mail address of the corporation; and (8) the
55 corporation's North American Industry Classification System Code.

56 Sec. 4. Section 33-1212 of the general statutes is repealed and the
57 following is substituted in lieu thereof (*Effective October 1, 2021*):

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

78 (b) The foreign corporation shall deliver with the completed

79 application a certificate of existence, or a document of similar import,
80 duly authenticated by the secretary of the state or other official having
81 custody of corporate records in the state or country under whose law it
82 is incorporated.

83 Sec. 5. Subsection (a) of section 34-10 of the general statutes is
84 repealed and the following is substituted in lieu thereof (*Effective October*
85 *1, 2021*):

86 (a) In order to form a limited partnership a certificate of limited
87 partnership must be executed as provided in section 34-10a and the
88 certificate shall set forth:

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

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

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

94 (4) The latest date upon which the limited partnership is to dissolve;

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

96 (6) The electronic mail address [, if any,] of the limited partnership;
97 [.] and

98 (7) The limited partnership's North American Industry Classification
99 System Code.

100 Sec. 6. Section 34-13e of the general statutes is repealed and the
101 following is substituted in lieu thereof (*Effective October 1, 2021*):

102 (a) Each limited partnership shall file an annual report by electronic
103 transmission with the Secretary of the State that shall be due upon the
104 anniversary of the formation of the limited partnership. Upon request
105 of a limited partnership, the Secretary of the State may grant an
106 exemption from the requirement to file an annual report by electronic

107 transmission if the limited partnership does not have the capability to
108 file by electronic transmission or make payment in an authorized
109 manner by electronic means or if other good cause is shown.

110 (b) Each annual report shall set forth: (1) The name of the limited
111 partnership; (2) the address of the office of the limited partnership
112 required to be maintained by section 34-13b; (3) the electronic mail
113 address [if any,] of the limited partnership; (4) if applicable, the name
114 and address of the statutory agent; and (5) [such additional information,
115 including the] the limited partnership's North American Industry
116 Classification System Code, [that the Secretary deems pertinent for
117 determining the principal purpose of the limited partnership.]

118 (c) Each annual report shall be executed in accordance with section
119 34-10a and be accompanied by the filing fee established in section 34-
120 38n. The Secretary of the State shall deliver to each limited partnership
121 at the address of the office required to be maintained by section 34-13b
122 or its electronic mail address, as shown by his records, notice that the
123 annual report is due, but failure to receive such notice shall not relieve
124 a limited partnership of the requirement of filing the report as provided
125 in this section.

126 (d) A limited partnership may file online a supplemental report
127 updating the information required by subsection (b) of this section,
128 provided such limited partnership has satisfied the requirements to
129 submit annual reports pursuant to this section. The filing fee for a
130 supplemental report shall be twenty dollars.

131 Sec. 7. Section 34-38g of the general statutes is repealed and the
132 following is substituted in lieu thereof (*Effective October 1, 2021*):

133 Before transacting business in this state, a foreign limited partnership
134 shall register with the Secretary of the State. In order to register, a
135 foreign limited partnership shall submit to the Secretary of the State [a
136 signed copy of the] an application for registration as a foreign limited
137 partnership, signed [and sworn to] by a general partner and setting
138 forth: (1) The name of the foreign limited partnership and, if different,

139 the name under which it proposes to register and transact business in
140 the state; (2) the state and date of its formation; (3) the general character
141 of the business it proposes to transact in this state; (4) the name and
142 address of the agent in this state for service of process on the foreign
143 limited partnership required to be maintained by section 34-38p and an
144 acceptance of such appointment signed by the agent appointed if other
145 than the Secretary of the State; (5) the address of the office required to
146 be maintained in the state of its organization by the laws of that state,
147 or, if not so required, of the principal office of the foreign limited
148 partnership; (6) the name and business address of each general partner;
149 (7) the address of the office at which is kept a list of the names and
150 addresses of the limited partners and their capital contributions,
151 together with an undertaking by the foreign limited partnership to keep
152 those records until the foreign limited partnership registration in this
153 state is cancelled or withdrawn; (8) the date the foreign limited
154 partnership commenced transacting business in this state; [and] (9) the
155 electronic mail address [, if any,] of the foreign limited partnership; and
156 (10) the foreign limited partnership's North American Industry
157 Classification System Code.

158 Sec. 8. Section 34-38j of the general statutes is repealed and the
159 following is substituted in lieu thereof (*Effective October 1, 2021*):

160 If any statement in the application for registration of a foreign limited
161 partnership was false when made or any arrangements or other facts
162 described have changed, making the application inaccurate in any
163 respect, the foreign limited partnership shall promptly file in the office
164 of the Secretary of the State a [signed copy of a] certificate, signed [and
165 sworn to] by a general partner, correcting such statement.

166 Sec. 9. Section 34-38k of the general statutes is repealed and the
167 following is substituted in lieu thereof (*Effective October 1, 2021*):

168 A foreign limited partnership may cancel its registration by filing
169 with the Secretary of the State [a signed copy of] a certificate of
170 cancellation signed [and sworn to] by a general partner. A cancellation
171 does not terminate the authority of the Secretary of the State to accept

172 service of process on the foreign limited partnership with respect to
173 causes of action arising out of the transactions of business in this state.

174 Sec. 10. Section 34-38s of the general statutes is repealed and the
175 following is substituted in lieu thereof (*Effective October 1, 2021*):

176 (a) Each foreign limited partnership registered to transact business in
177 this state shall file an annual report by electronic transmission with the
178 Secretary of the State that shall be due upon the anniversary of the
179 registration of such foreign limited partnership pursuant to section 34-
180 38g, as amended by this act. Upon request of a foreign limited
181 partnership, the Secretary of the State may grant an exemption from the
182 requirement to file an annual report by electronic transmission if the
183 foreign limited partnership does not have the capability to file by
184 electronic transmission or make payment in an authorized manner by
185 electronic means or if other good cause is shown.

186 (b) Each annual report shall set forth: (1) The name of the foreign
187 limited partnership and, if different, the name under which such foreign
188 limited partnership transacts business in this state; (2) the address of the
189 office required to be maintained in the state or other jurisdiction of the
190 foreign limited partnership's organization by the laws of that state or
191 jurisdiction or, if not so required, the address of its principal office; [and]
192 (3) the electronic mail address [, if any,] of the foreign limited
193 partnership; and (4) the foreign limited partnership's North American
194 Industry Classification System Code.

195 (c) Each annual report shall be executed in accordance with section
196 34-10a and be accompanied by the filing fee established in section 34-
197 38n. The Secretary of the State shall deliver to each foreign limited
198 partnership at its principal office or its electronic mail address, as last
199 shown by his records, notice that the annual report is due, but failure to
200 receive such notice shall not relieve a foreign limited partnership of the
201 requirement of filing the report as provided in this section.

202 (d) A foreign limited partnership may file online a supplemental
203 report updating the information required by subsection (b) of this

204 section, provided such foreign limited partnership has satisfied the
205 requirements to submit annual reports pursuant to this section. The
206 filing fee for a supplemental report shall be twenty dollars.

207 Sec. 11. Section 34-247 of the general statutes is repealed and the
208 following is substituted in lieu thereof (*Effective October 1, 2021*):

209 (a) One or more persons may act as organizers to form a limited
210 liability company by delivering to the Secretary of the State for filing a
211 certificate of organization.

212 (b) A certificate of organization shall state: (1) The name of the limited
213 liability company, which shall comply with section 34-243k; (2) the
214 street address and mailing address of the company's principal office; (3)
215 the name of a registered agent appointed in compliance with section 34-
216 243n, along with the street address and mailing address in this state of
217 the company's registered agent; (4) the name, business address and
218 residence address of at least one manager or member of the limited
219 liability company, except that if good cause is shown, the Secretary of
220 the State may accept a business address in lieu of the business and
221 residence addresses of such manager or member, provided, for
222 purposes of this subsection, a showing of good cause shall include, but
223 not be limited to, a showing that public disclosure of the residence
224 address of the manager or member of the limited liability company may
225 expose the personal security of such manager or member to significant
226 risk; [and] (5) the electronic mail address [, if any,] of the limited liability
227 company; and (6) the limited liability company's North American
228 Industry Classification System Code.

229 (c) A certificate of organization may contain statements as to matters
230 other than those required by subsection (b) of this section, but may not
231 vary or otherwise affect the provisions specified in subsection (c) of
232 section 34-243d in a manner inconsistent with said section.

233 (d) A limited liability company is formed on the date and at the time
234 of its filing by the Secretary of the State, as provided in section 34-247e.

235 Sec. 12. Section 34-275b of the general statutes is repealed and the
236 following is substituted in lieu thereof (*Effective October 1, 2021*):

237 To register to do business in this state, a foreign limited liability
238 company must deliver a foreign registration certificate to the Secretary
239 of the State for filing. The certificate shall set forth:

240 (1) The name of the company and, if the name does not comply with
241 section 34-243k, an alternate name adopted pursuant to subsection (a)
242 of section 34-275e;

243 (2) That the company is a foreign limited liability company;

244 (3) The name of the company's governing jurisdiction;

245 (4) The street and mailing addresses of the company's principal office
246 and, if the law of the governing jurisdiction requires the company to
247 maintain an office in that jurisdiction, the street and mailing addresses
248 of the required office;

249 (5) The name and address of the agent in this state for service of
250 process on the foreign limited liability company required to be
251 maintained by section 34-243n and an acceptance of such appointment
252 signed by the agent appointed if other than the Secretary of the State;

253 (6) The name and respective business and residence addresses of a
254 manager or a member of the foreign limited liability company, except
255 that, if good cause is shown, the Secretary of the State may accept a
256 business address in lieu of business and residence addresses of such
257 manager or member. For the purposes of this subdivision, a showing of
258 good cause shall include, but need not be limited to, a showing that
259 public disclosure of the residence address of the manager or member of
260 the foreign limited liability company may expose the personal security
261 of such manager or member to significant risk; [and]

262 (7) The electronic mail address [, if any,] of the foreign limited liability
263 company; [,] and

264 (8) The foreign limited liability company's North American Industry
265 Classification System Code.

266 Sec. 13. Subsection (a) of section 34-419 of the general statutes is
267 repealed and the following is substituted in lieu thereof (*Effective October*
268 *1, 2021*):

269 (a) To become a registered limited liability partnership, a partnership
270 shall file a certificate of limited liability partnership with the Secretary
271 of the State, stating the name of the partnership, which shall conform to
272 the requirements of section 34-406; the address of its principal office; if
273 the partnership's principal office is not located in this state, the address
274 of a registered office and the name and address of a registered agent for
275 service of process in this state, which the partnership will be required to
276 maintain under section 34-408; a brief statement of the business in which
277 the partnership engages; the electronic mail address [, if any,] of the
278 registered limited liability partnership; the registered limited liability
279 partnership's North American Industry Classification System Code; any
280 other matters the partnership may determine to include; and that the
281 partnership thereby applies for status as a registered limited liability
282 partnership.

283 Sec. 14. Section 34-429 of the general statutes is repealed and the
284 following is substituted in lieu thereof (*Effective October 1, 2021*):

285 Before transacting business in this state, a foreign registered limited
286 liability partnership shall file a certificate of authority with the Secretary
287 of the State executed by a person with authority to do so under the laws
288 of the state or other jurisdiction where it is registered as a registered
289 limited liability partnership. The certificate of authority shall set forth:
290 (1) The name of the partnership and, if different, the name under which
291 it proposes to transact business in this state, either of which shall
292 conform to the requirements of section 34-406; (2) the state or other
293 jurisdiction where it is registered as a registered limited liability
294 partnership and the date of its registration; (3) the name and address of
295 the agent in this state for service of process required to be maintained
296 by section 34-408 and an acceptance of such appointment signed by the

297 agent appointed; (4) the address of the office required to be maintained
298 in the state or other jurisdiction of its organization by the laws of that
299 state or jurisdiction or, if not so required, of the principal office of the
300 partnership; (5) a representation that the partnership is a "foreign
301 registered limited liability partnership" as defined in section 34-301; (6)
302 a brief statement of the business in which the partnership engages; (7)
303 the electronic mail address [, if any,] of the foreign registered limited
304 liability partnership; (8) the foreign registered limited liability
305 partnership's North American Industry Classification System Code; and
306 ~~[(8)]~~ (9) any other matters the partnership may determine to include.

307 Sec. 15. Subsection (a) of section 34-503 of the general statutes is
308 repealed and the following is substituted in lieu thereof (*Effective October*
309 *1, 2021*):

310 (a) Every statutory trust shall file a signed copy of its certificate of
311 trust with the office of the Secretary of the State. The certificate of trust
312 shall set forth:

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

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

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

319 (4) The appointment of a statutory agent for service of process, as
320 required by section 34-507; [and]

321 (5) The electronic mail address of the statutory trust;

322 (6) The statutory trust's North American Industry Classification
323 System Code; and

324 ~~[(5)]~~ (7) Any other information the trustees determine to include
325 therein.

326 Sec. 16. Section 34-531 of the general statutes is repealed and the
327 following is substituted in lieu thereof (*Effective October 1, 2021*):

328 Before transacting business in this state, a foreign statutory trust shall
329 register with the Secretary of the State. In order to register, a foreign
330 statutory trust shall submit to the Secretary of the State a signed copy of
331 an application for registration as a foreign statutory trust executed by a
332 person with authority to do so under the laws of the state or other
333 jurisdiction of its formation. The application shall set forth: (1) The name
334 of the foreign statutory trust and, if different, the name under which it
335 proposes to transact business in this state; (2) the state or other
336 jurisdiction where formed, and date of its organization; (3) the name and
337 address of the agent in this state for service of process on the foreign
338 statutory trust required to be maintained by section 34-532 and an
339 acceptance of such appointment signed by the agent appointed if other
340 than the Secretary of the State; (4) the address of the office required to
341 be maintained in the state or other jurisdiction of its organization by the
342 laws of that state or jurisdiction or, if not so required, of the principal
343 office of the foreign statutory trust; (5) a representation that the foreign
344 statutory trust is a "foreign statutory trust" as defined in section 34-501;
345 [and] (6) the character of the business which the statutory trust intends
346 to transact in this state; (7) the electronic mail address of the foreign
347 statutory trust; and (8) the foreign statutory trust's North American
348 Industry Classification System Code.

349 Sec. 17. Section 33-953 of the general statutes is repealed and the
350 following is substituted in lieu thereof (*Effective October 1, 2021*):

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

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

359 annual report of a corporation formed on or after January 1, 2020, shall
360 be filed not later than ninety days after the date on which such
361 corporation filed its certificate of incorporation. Subsequent annual
362 reports of a domestic corporation and annual reports of each foreign
363 corporation authorized to transact business in this state shall be filed by
364 electronic transmission on the anniversary date of the filing of the first
365 annual report. Upon request of a corporation, the Secretary of the State
366 may grant an exemption from the requirement to file an annual report
367 by electronic transmission if the corporation does not have the capability
368 to file by electronic transmission or make payment in an authorized
369 manner by electronic means or if other good cause is shown.

370 (c) Each annual report shall set forth: (1) The name of the corporation;
371 (2) the principal office of the corporation or, in the case of a foreign
372 corporation (A) the address of the principal office of the foreign
373 corporation in the state under the laws of which it is incorporated, (B)
374 the address of the executive offices of the foreign corporation, and (C)
375 the address of the principal office of the foreign corporation in this state,
376 if any; (3) the electronic mail address [, if any,] of the corporation; (4) the
377 name and address of the registered agent; (5) the names and respective
378 business and residence addresses of the directors and officers of the
379 corporation, except that if good cause is shown, the Secretary of the State
380 may accept business addresses in lieu of business and residence
381 addresses of the directors and officers of the corporation; and (6) [such
382 additional information, including the] the corporation's or foreign
383 corporation's North American Industry Classification System Code, [,
384 that the Secretary deems pertinent for determining the principal
385 purpose of the corporation.] For the purposes of this subsection, a
386 showing of good cause shall include, but not be limited to, a showing
387 that public disclosure of the residence addresses of the corporation's
388 directors and officers may expose the personal security of such directors
389 and officers to significant risk.

390 (d) Each annual report shall be accompanied by the required filing
391 fee. The report shall be executed as set forth in section 33-608. The
392 Secretary of the State shall deliver to each domestic corporation at its

393 principal office or electronic mail address, as shown by the Secretary's
394 records, and to each foreign corporation authorized to transact business
395 in this state at its executive offices or electronic mail address, as last
396 shown by the Secretary's records, notice that the annual report is due,
397 but failure to receive such notice shall not relieve a corporation of the
398 requirement of filing the report as provided in this section.

399 (e) A corporation may file online a supplemental report updating the
400 information required by subsection (c) of this section, provided such
401 corporation has satisfied the requirements to submit annual reports
402 pursuant to this section. The filing fee for a supplemental report shall be
403 twenty dollars.

404 Sec. 18. Section 33-1243 of the general statutes is repealed and the
405 following is substituted in lieu thereof (*Effective October 1, 2021*):

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

415 (b) The first annual report of a domestic corporation formed prior to
416 January 1, 2020, shall be filed not later than two years after the date on
417 which the corporation filed its certificate of incorporation. The first
418 annual report of a corporation formed on or after January 1, 2020, shall
419 be filed not later than ninety days after the date on which such
420 corporation filed its certificate of incorporation. Subsequent annual
421 reports of a domestic corporation and annual reports of each foreign
422 corporation authorized to conduct affairs in this state shall be filed by
423 electronic transmission on the anniversary date of the filing of the first
424 annual report. Upon request of a corporation, the Secretary of the State
425 may grant an exemption from the requirement to file an annual report

426 by electronic transmission if the corporation does not have the capability
427 to file by electronic transmission or make payment in an authorized
428 manner by electronic means or if other good cause is shown.

429 (c) Each annual report shall set forth: (1) The name of the corporation
430 and, in the case of a foreign corporation, the state under the laws of
431 which it is incorporated; (2) the principal office of the corporation or, in
432 the case of a foreign corporation (A) the address of the principal office
433 of the foreign corporation in the state under the laws of which it is
434 incorporated, (B) the address of the executive offices of the foreign
435 corporation, and (C) the address of the principal office of the foreign
436 corporation in this state, if any; (3) the electronic mail address [, if any,]
437 of the corporation; (4) the name and address of the registered agent; (5)
438 the names and respective business and residence addresses of the
439 directors and officers of the corporation, except that if good cause is
440 shown, the Secretary of the State may accept business addresses in lieu
441 of business and residence addresses of the directors and officers of the
442 corporation; and (6) [such additional information, including the] the
443 corporation's or foreign corporation's North American Industry
444 Classification System Code, [, that the Secretary deems pertinent for
445 determining the principal purpose of the corporation.] For the purposes
446 of this subsection, a showing of good cause shall include, but not be
447 limited to, a showing that public disclosure of the residence addresses
448 of the corporation's directors and officers may expose the personal
449 security of such directors and officers to significant risk.

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

459 (e) A corporation may file online a supplemental report updating the
460 information required by subsection (c) of this section, provided such
461 corporation has satisfied the requirements to submit annual reports
462 pursuant to this section. The filing fee for a supplemental report shall be
463 twenty dollars.

464 Sec. 19. Section 34-247k of the general statutes is repealed and the
465 following is substituted in lieu thereof (*Effective October 1, 2021*):

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

469 (1) The name of the company;

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

471 (3) The name, business address and residence address of at least one
472 member or manager, except that, if good cause is shown, the Secretary
473 of the State may accept a business address in lieu of business and
474 residence addresses of such manager or member. For purposes of this
475 subdivision, a showing of good cause shall include, but not be limited
476 to, a showing that public disclosure of the residence address of the
477 manager or member of the limited liability company may expose the
478 personal security of such manager or member to significant risk;

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

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

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

488 (7) [Such additional information, including the] The limited liability
489 company's or registered foreign limited liability company's North
490 American Industry Classification System Code. [, that the Secretary
491 deems pertinent for determining the principal purpose of the limited
492 liability company.]

493 (b) Information in the annual report must be current as of the date the
494 report is signed by the limited liability company or registered foreign
495 limited liability company.

496 (c) The first annual report must be filed with the Secretary of the State
497 after January first and before April first of the year following the
498 calendar year in which the limited liability company was formed or the
499 registered foreign limited liability company registered to do business in
500 this state. Subsequent annual reports must be filed with the Secretary of
501 the State after January first and before April first of each calendar year
502 thereafter.

503 (d) If an annual report does not contain the information required by
504 this section, the Secretary of the State promptly shall notify the reporting
505 limited liability company or registered foreign limited liability company
506 and return the report for correction.

507 (e) Upon the request of a limited liability company or a registered
508 foreign limited liability company, the Secretary of the State may grant
509 an exemption from the requirement to file an annual report by electronic
510 transmission if the limited liability company or the registered foreign
511 limited liability company does not have the capability to file by
512 electronic transmission or make payment in an authorized manner by
513 electronic means or if other good cause is shown. For purposes of this
514 section, electronic transmission shall be limited to online filing utilizing
515 the Internet or any newer mode of computer-aided, automated filing
516 designated by the Secretary of the State for annual report filing.

517 (f) If the manager or member named in a limited liability company's
518 or a registered foreign limited liability company's most current annual
519 report pursuant to subsection (c) of this section is replaced for such

520 purpose by another manager or member after the limited liability
521 company has filed such annual report, but not later than thirty days
522 preceding the month during which the limited liability company's next
523 annual report becomes due, the limited liability company shall file with
524 the Secretary of the State an interim notice of change of manager or
525 member that sets forth: (1) The name of the limited liability company;
526 and (2) the name, title, business address and residence address of the
527 new manager or member and the name and title of the former manager
528 or member, except that if good cause is shown, the Secretary of the State
529 may accept a business address in lieu of the business and residence
530 addresses of the new manager or member. Any such change of manager
531 or member that occurs within the thirty-day period preceding the
532 month during which the limited liability company's next annual report
533 becomes due shall be reflected in such next annual report.

534 (g) A limited liability company may file online a supplemental report
535 updating the information required by subsection (a) of this section,
536 provided such limited liability company has satisfied the requirements
537 to submit annual reports pursuant to this section. The filing fee for a
538 supplemental report shall be twenty dollars.

539 Sec. 20. Section 34-420 of the general statutes is repealed and the
540 following is substituted in lieu thereof (*Effective October 1, 2021*):

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

551 (b) Each annual report shall set forth: (1) The name of the registered
552 limited liability partnership; (2) the registered limited liability

553 partnership's current principal office address; (3) the electronic mail
554 address [, if any,] of the registered limited liability partnership; (4) the
555 name and address of the registered agent; and (5) [such additional
556 information, including the] the registered limited liability partnership's
557 North American Industry Classification System Code, [, that the
558 Secretary deems pertinent for determining the principal purpose of the
559 limited liability partnership.]

560 (c) Each annual report shall be executed in accordance with section
561 34-410 and be accompanied by the filing fee established in section 34-
562 413. The Secretary of the State shall deliver to each registered limited
563 liability partnership at its principal office or electronic mail address, as
564 shown on the Secretary's records, notice that the annual report is due,
565 but failure to receive such notice shall not relieve a registered limited
566 liability partnership of the requirement of filing the report as provided
567 in this section.

568 (d) A registered limited liability partnership may file online a
569 supplemental report updating the information required by subsection
570 (b) of this section, provided such registered limited liability partnership
571 has satisfied the requirements to submit annual reports pursuant to this
572 section. The filing fee for a supplemental report shall be twenty dollars.

573 Sec. 21. Section 34-431 of the general statutes is repealed and the
574 following is substituted in lieu thereof (*Effective October 1, 2021*):

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

586 (b) Each annual report shall set forth: (1) The name of the foreign
587 registered limited liability partnership and, if different, the name under
588 which such foreign registered limited liability partnership transacts
589 business in this state; (2) the address of the office required to be
590 maintained in the state or other jurisdiction of the foreign registered
591 limited liability partnership's organization by the laws of that state or
592 jurisdiction or, if not so required, the address of its principal office; (3)
593 the electronic mail address [, if any,] of the foreign registered limited
594 liability partnership; (4) the name and address of the statutory agent;
595 and (5) [such additional information, including the] the foreign
596 registered limited liability partnership's North American Industry
597 Classification System Code, [, that the Secretary deems pertinent for
598 determining the principal purpose of the foreign registered limited
599 liability partnership.]

600 (c) Each annual report shall be executed in accordance with section
601 34-410, and be accompanied by the filing fee established in section 34-
602 413. The Secretary of the State shall deliver to each foreign registered
603 limited liability partnership at its principal office or electronic mail
604 address, as shown on the Secretary's records, notice that the annual
605 report is due, but failure to receive such notice shall not relieve a foreign
606 registered limited liability partnership of the requirement of filing the
607 report as provided in this section.

608 (d) A foreign registered limited liability partnership may file online a
609 supplemental report updating the information required by subsection
610 (b) of this section, provided such foreign registered limited liability
611 partnership has satisfied the requirements to submit annual reports
612 pursuant to this section. The filing fee for a supplemental report shall be
613 twenty dollars.

614 Sec. 22. (NEW) (*Effective October 1, 2021*) (a) No person shall transact
615 business in this state under any assumed name, or under any
616 designation, name or style, corporate or otherwise, other than the real
617 name or names of the person or persons transacting such business,
618 unless a trade name certificate has been issued in accordance with this

619 section or section 23 of this act.

620 (b) An application for a trade name certificate shall be filed on a form
621 prescribed by the Secretary of the State in the office of the town clerk in
622 the town in which such business is, or will be, principally transacted.

623 (1) An application filed by a natural person shall provide: (A) The
624 name under which such business is, or will be, transacted, (B) the
625 physical address of the business located in the town of filing, (C) the
626 electronic mail address of the business, and (D) the full name, physical
627 address and electronic mail address of each person transacting such
628 business.

629 (2) An application filed by a corporation or limited liability company
630 shall provide: (A) The name under which such business is, or will be,
631 transacted, (B) the business identification number for the corporation or
632 limited liability company provided by the Secretary of the State, (C) the
633 name of the corporation or limited liability company on file with the
634 Secretary of the State, (D) the principal business address of the
635 corporation or limited liability company on file with the Secretary of the
636 State, and (E) the electronic mail address of the corporation or limited
637 liability company.

638 (c) An application for a trade name certificate shall be executed by
639 each natural person filing such application or, in the case of a
640 corporation or limited liability company, by an authorized officer of
641 such corporation or limited liability company, and acknowledged
642 before an authority qualified to administer oaths. The filing fee for the
643 trade name application shall be in accordance with section 7-34a of the
644 general statutes, as amended by this act.

645 (d) A town clerk shall issue a trade name certificate upon acceptance
646 of a trade name application filed in accordance with this section or
647 section 23 of this act. Such certificate shall be valid for a period of five
648 years from the date of issuance.

649 (e) All trade name certificates issued prior to October 1, 2021, shall

650 expire five years from the effective date of the issuance of such
651 certificate, unless renewed in accordance with section 23 of this act. A
652 trade name in existence prior to October 1, 2021, may be renewed at any
653 time during such five-year period and the renewed trade name shall be
654 valid for five years from the date such renewal is accepted by the town
655 clerk.

656 Sec. 23. (NEW) (*Effective October 1, 2021*) (a) A trade name certificate
657 may be renewed not earlier than six months prior to the expiration date
658 of such certificate and not later than the expiration date of such
659 certificate. An application for renewal shall be on a form prescribed by
660 the Secretary of the State and provide the information required by
661 subsection (b) of section 22 of this act. Upon acceptance of an application
662 for renewal, the town clerk shall issue a new trade name certificate,
663 which shall be valid for five years from the expiration date of the
664 previous certificate. The filing fee for a trade name renewal shall be in
665 accordance with section 7-34a of the general statutes, as amended by this
666 act.

667 (b) Any information contained on an original application for a trade
668 name certificate or a renewal application may be amended by the filer
669 at any time prior to the expiration of the trade name certificate and the
670 fee for such amendment shall be in accordance with section 7-34a of the
671 general statutes, as amended by this act.

672 (c) A trade name certificate may be cancelled by the filer prior to the
673 expiration date of the trade name certificate upon filing a cancellation of
674 the trade name certificate with the town clerk of the town where the
675 original application was filed, and the fee for such cancellation shall be
676 in accordance with section 7-34a of the general statutes, as amended by
677 this act.

678 Sec. 24. (NEW) (*Effective October 1, 2021*) (a) Each town clerk shall
679 keep an alphabetical index of the trade name certificates issued by such
680 town clerk and the natural persons, corporations or limited liability
681 companies filing such trade name applications.

682 (b) The Secretary of the State may create an electronic system for town
683 clerks to process applications for trade name certificates. Such system
684 shall provide for state-wide public searching of trade name certificate
685 information. Any town clerk utilizing such system shall be deemed to
686 have complied with the indexing requirements in subsection (a) of this
687 section.

688 Sec. 25. (NEW) (*Effective October 1, 2021*) (a) A copy of any trade name
689 certificate, certified by the town clerk from whose office the same has
690 been issued, shall be presumptive evidence, in all courts in this state, of
691 the facts contained in such certificate. The provisions of sections 22 to
692 26, inclusive, of this act shall not prevent the lawful use of a partnership
693 name or designation, if such partnership name or designation includes
694 the true surname of at least one of the individuals composing such
695 partnership.

696 (b) A trade name certificate shall not be required for any domestic or
697 foreign limited partnership, limited liability partnership, limited
698 liability company, corporation or statutory trust registered with the
699 Secretary of the State pursuant to title 33 or 34 of the general statutes, as
700 applicable, provided such entity transacts business under the name
701 stated in its formation or registration document, as applicable, filed with
702 the Secretary of the State.

703 (c) Nothing in sections 22 to 26, inclusive, of this act shall require any
704 town clerk to determine that the trade name that is the subject of a trade
705 name certificate issued pursuant to section 22 or 23 of this act is not
706 already in use in the town of filing or in any other town in the state.

707 (d) Any person transacting business in violation of the provisions of
708 sections 22 to 26, inclusive, of this act shall be fined not more than five
709 hundred dollars, imprisoned not more than one year, or both. Failure to
710 comply with the provisions of sections 22 to 26, inclusive, of this act shall
711 be deemed to be an unfair or deceptive trade practice under subsection
712 (a) of section 42-110b of the general statutes.

713 Sec. 26. (NEW) (*Effective October 1, 2021*) (a) No person shall use, in

714 any printed advertisement, an assumed or fictitious name for the
715 conduct of such person's business that includes the name of any
716 municipality in this state in such a manner as to suggest that such
717 person's business is located in such municipality unless: (1) Such
718 person's business is, in fact, located in such municipality; or (2) such
719 person includes in any such printed advertisement the complete street
720 address of the location from which such person's business is actually
721 conducted, including the city or town and, if located outside of
722 Connecticut, the state in which such person's business is located. A
723 violation of the provisions of this section by a person conducting
724 business under an assumed or fictitious name that includes the name of
725 a municipality in this state shall be deemed an unfair or deceptive trade
726 practice under subsection (a) of section 42-110b of the general statutes.

727 (b) The provisions of this section shall not apply to the use of (1) any
728 trademark or service mark registered under the laws of this state or
729 under federal law, (2) any name that, when applied to the goods or
730 services of such person's business, is merely descriptive of them, or (3)
731 any name that is merely a surname.

732 (c) Nothing in this section shall be construed to impose any liability
733 on any publisher that relies on the written assurances of a person
734 placing such printed advertisement that such person has authority to
735 use any such assumed or fictitious name.

736 Sec. 27. Subdivision (1) of subsection (a) of section 7-34a of the general
737 statutes is repealed and the following is substituted in lieu thereof
738 (*Effective October 1, 2021*):

739 (a) (1) Town clerks shall receive, for recording any document, ten
740 dollars for the first page and five dollars for each subsequent page or
741 fractional part thereof, a page being not more than eight and one-half by
742 fourteen inches. Town clerks shall receive, for recording the information
743 contained in a certificate of registration for the practice of any of the
744 healing arts, five dollars. Town clerks shall receive, for recording
745 documents conforming to, or substantially similar to, section 47-36c,
746 which are clearly entitled "statutory form" in the heading of such

747 documents, as follows: For the first page of a warranty deed, a quitclaim
748 deed, a mortgage deed, or an assignment of mortgage, ten dollars; for
749 each additional page of such documents, five dollars; and for each
750 assignment of mortgage, subsequent to the first two assignments, two
751 dollars. Town clerks shall receive, for recording any document with
752 respect to which certain data must be submitted by each town clerk to
753 the Secretary of the Office of Policy and Management in accordance with
754 section 10-261b, two dollars in addition to the regular recording fee. Any
755 person who offers any written document for recording in the office of
756 any town clerk, which document fails to have legibly typed, printed or
757 stamped directly beneath the signatures the names of the persons who
758 executed such document, the names of any witnesses thereto and the
759 name of the officer before whom the same was acknowledged, shall pay
760 one dollar in addition to the regular recording fee. Town clerks shall
761 receive, for recording any deed, except a mortgage deed, conveying title
762 to real estate, which deed does not contain the current mailing address
763 of the grantee, five dollars in addition to the regular recording fee. Town
764 clerks shall receive, for filing any document, ten dollars; for receiving
765 and keeping a survey or map, legally filed in the town clerk's office, ten
766 dollars; and for indexing such survey or map, in accordance with section
767 7-32, ten dollars, except with respect to indexing any such survey or map
768 pertaining to a subdivision of land as defined in section 8-18, in which
769 event town clerks shall receive twenty dollars for each such indexing.
770 Town clerks shall receive, for a copy, in any format, of any document
771 either recorded or filed in their offices, one dollar for each page or
772 fractional part thereof, as the case may be; for certifying any copy of the
773 same, two dollars; for making a copy of any survey or map, the actual
774 cost thereof; and for certifying such copy of a survey or map, two
775 dollars. Town clerks shall receive, for recording the commission and
776 oath of a notary public and for a trade name application, renewal,
777 amendment, cancellation or other filing, twenty dollars; and for
778 certifying under seal to the official character of a notary, five dollars.

779 Sec. 28. Subdivision (2) of subsection (f) of section 14-12 of the general
780 statutes is repealed and the following is substituted in lieu thereof
781 (*Effective October 1, 2021*):

782 (2) The commissioner shall not register a motor vehicle if he knows
783 that the motor vehicle's equipment fails to comply with the provisions
784 of this chapter, provided nothing contained in this section shall preclude
785 the commissioner from issuing one or more temporary registrations for
786 a motor vehicle not previously registered in this state or from issuing a
787 temporary registration for a motor vehicle under a trade name without
788 a certified copy of the [notice] certificate required by section [35-1] 22 or
789 23 of this act.

790 Sec. 29. Subsection (c) of section 16a-22k of the general statutes is
791 repealed and the following is substituted in lieu thereof (*Effective October*
792 *1, 2021*):

793 (c) Each heating fuel dealer who sells under a trade name heating fuel
794 or who provides service for heating fuel burners shall disclose to any
795 consumer or potential consumer on any communication and invoice
796 and in any advertising, the name of the person or entity which has filed
797 a certificate to use such a trade name, as required by and pursuant to
798 section [35-1] 22 or 23 of this act.

799 Sec. 30. Section 3-99a of the general statutes is repealed and the
800 following is substituted in lieu thereof (*Effective October 1, 2021*):

801 (a) Except as provided in subsection (b) of this section, the Secretary
802 of the State shall receive, for filing or recording any document,
803 instrument or paper required to be filed or recorded regardless of the
804 number of pages, when fees are not otherwise specially provided for,
805 fifty dollars. The Secretary shall receive, for preparing and furnishing a
806 copy of any document, instrument or paper filed or recorded: For each
807 copy of each such document, regardless of the number of pages, forty
808 dollars, for affixing the Secretary's certificate and the state seal thereto,
809 fifteen dollars; for the Secretary's certificate with the state seal imprinted
810 or affixed, fifty dollars; for a certificate, with the seal of the state
811 imprinted or affixed thereon, of any fact or record for which no special
812 provision is made, fifty dollars; for certifying the incumbency of a judge
813 of probate, notary public or other official, forty dollars, except that for
814 certifying the incumbency of an official in connection with an adoption

815 of a child, such fee shall be fifteen dollars.

816 (b) No fee shall be charged for filing any document required to be
817 filed pursuant to the provisions of titles 4, 7 and 9, and the fee for
818 furnishing copies of such documents shall be such as will, in the
819 judgment of said Secretary, cover the costs of such copies, except that
820 the fee for furnishing copies of documents filed pursuant to title 9 shall
821 not exceed twenty-five cents per page. No fee shall be charged for filing
822 resolutions relating to payment from the Treasury and statements of
823 receipts and expenditures of judges of probate.

824 (c) No fee shall be charged for any copy required by any state officer,
825 department, board or commission, the fee for which would be payable
826 from the State Treasury. For other services for which fees are not
827 provided by the general statutes, the Secretary may charge such fees as
828 will in his judgment cover the cost of the services provided. The tax
829 imposed under chapter 219 shall not be imposed upon any transaction
830 for which a fee may be charged under the provisions of this section.
831 Overpayments made to the Records and Legislative Services Division
832 or to the [Commercial Recording] Business Services Division of the
833 office of the Secretary of the State, whether for documents or for fees, in
834 an amount not to exceed five dollars shall not be refunded but shall be
835 placed in the General Fund. No overpayment claim or claim for credit
836 toward future filing fees shall be presented under this section but within
837 one year after it accrues and the Secretary of the State may adjust the
838 Secretary's records accordingly to reflect that the overpaid fees are no
839 longer available for refund or credit.

840 (d) In the performance of their functions, the [Commercial Recording]
841 Business Services Division and the Records and Legislative Services
842 Division of the office of the Secretary of the State may, in the discretion
843 of the Secretary, provide expedited services. The Secretary shall provide
844 for the establishment and administration of a system of payment for
845 such expedited services and may include in such system prepaid
846 deposit accounts. The Secretary shall charge, in addition to the filing fees
847 provided for by law, the sum of fifty dollars for each expedited service

848 provided. The filing fee and the expediting fee shall be paid by the
849 person requesting the information and documents, in such manner as
850 required by the Secretary. The Secretary may promulgate rules and
851 regulations necessary to establish guidelines for the use of expedited
852 services and shall establish fees, in addition to the expediting fee, for
853 expedited electronic data processing services which cover the cost of
854 such services.

855 (e) The Secretary of the State may accept the filing of documents [by
856 telecopier or other electronic media] and data over the Internet and
857 employ new technology, as it is developed, to aid in the performance of
858 all duties required by the law. The Secretary of the State may establish
859 rules, fee schedules and regulations, not inconsistent with the law, for
860 filing documents [by telecopier or other electronic media] and data over
861 the Internet, for the adoption, employment and use of new technology
862 in the performance of the duties of the office and for providing
863 electronic access and other related products or services that result from
864 the employment of such new technology.

865 (f) The Secretary of the State may require that a unique identification
866 number be provided on documents or requests processed by the office.

867 (g) The Secretary of the State may allow remittances to be in the form
868 of a credit account number and an authorization to draw upon a
869 specified credit account, at such time and under such conditions as the
870 Secretary may prescribe. Remittances in the form of an authorization to
871 draw upon a specified credit account shall include an amount for
872 purposes of paying the discount rate associated with drawing upon the
873 credit account, unless the remittances are drawn on an account with a
874 financial institution that agrees to add the number to the credit card
875 holder's billing, in which event the remittances drawn shall not include
876 an amount for purposes of paying the discount rate associated with the
877 drawing upon the credit account.

878 Sec. 31. Section 3-99d of the general statutes is repealed and the
879 following is substituted in lieu thereof (*Effective October 1, 2021*):

880 (a) The [Commercial Recording] Business Services Division of the
881 office of the Secretary of the State shall establish an electronic business
882 portal as a single point of entry for business entities for purposes of
883 business registration pursuant to title 33 or 34. Such portal shall provide
884 explanatory information and electronic links provided by state agencies
885 and quasi-public agencies, including, but not limited to, the Labor
886 Department, the Workers' Compensation Commission, the
887 Departments of Economic and Community Development,
888 Administrative Services, Consumer Protection, Energy and
889 Environmental Protection and Revenue Services, Connecticut
890 Innovations, Incorporated, Connecticut Licensing Info Center, The
891 United States Small Business Administration, the Connecticut Small
892 Business Development Center, the Connecticut Economic Resource
893 Center and the Connecticut Center for Advanced Technology, for the
894 purposes of assisting such business entities in determining permitting
895 and licensure requirements, identifying state revenue responsibilities
896 and benefits, and finding available state financial incentives and
897 programs related to such entities' businesses. The information provided
898 for purposes of business registration with the office of the Secretary of
899 the State may be made available to state agencies and quasi-public
900 agencies for economic development, state revenue collection and
901 statistical purposes as provided by law.

902 (b) The Department of Economic and Community Development,
903 within available appropriations and in collaboration with the office of
904 the Secretary of the State, shall (1) promote such electronic business
905 portal in order to encourage entrepreneurship in the state, and (2)
906 identify modifications to such electronic business portal to allow
907 businesses to complete the business registration process in an expedient
908 manner.

909 Sec. 32. (NEW) (*Effective October 1, 2021*) (a) For purposes of this
910 section and sections 33 and 34 of this act, "registered agent" means a
911 registered agent of a corporation under section 33-660 or 33-1050 of the
912 general statutes, a statutory agent for service of process of a limited
913 partnership under section 34-13b of the general statutes, a registered

914 agent of a limited liability company under section 34-243n of the general
915 statutes, a statutory agent for service of process of a limited liability
916 partnership under section 34-408 of the general statutes or a statutory
917 agent for service of process of a statutory trust under section 34-507 of
918 the general statutes.

919 (b) (1) A registered agent may deliver to the Secretary of the State for
920 filing a commercial registered agent listing statement signed by the
921 registered agent which states: (A) The name of the individual or entity
922 that acts as a registered agent and, if an entity, the entity's type and
923 jurisdiction of formation; (B) that the registered agent is in the business
924 of serving as a registered agent in this state; and (C) the address of a
925 place of business of the registered agent in this state to which service of
926 process, notices and demands being served on or sent to entities
927 represented by the person may be delivered.

928 (2) A commercial registered agent listing statement may include
929 information on the methods that the registered agent will accept service
930 of process, notices and demands, other than in a written record.

931 (c) If the name of a registered agent delivering to the Secretary of the
932 State for filing a commercial registered agent listing statement is not
933 distinguishable on the records of the Secretary of the State from the
934 name of another commercial registered agent listed under this section,
935 such person shall adopt a fictitious name that is distinguishable and use
936 that name in such registered agent's statement and when it does
937 business in this state as a registered agent.

938 (d) A commercial registered agent listing statement takes effect on
939 filing.

940 (e) The Secretary of the State shall note the filing of a commercial
941 registered agent listing statement in the index of the Secretary of the
942 State's records for each entity represented by the registered agent at the
943 time of the filing. The statement has the effect of amending the
944 registered agent filing for each of those entities to: (1) Designate the
945 registered agent filing the commercial registered agent listing statement

946 as the commercial registered agent of each of those entities; and (2)
947 delete the name and address of the former agent from the registered
948 agent filing of each of those entities.

949 Sec. 33. (NEW) (*Effective October 1, 2021*) (a) A registered agent may
950 terminate such agent's listing as a commercial registered agent by
951 delivering to the Secretary of the State for filing a commercial registered
952 agent termination statement signed by the agent which states: (1) The
953 name of the agent as listed under section 32 of this act; and (2) that the
954 agent is no longer in the business of serving as a commercial registered
955 agent in this state.

956 (b) A commercial registered agent termination statement takes effect
957 at 12:01 a.m. on the thirty-first day after the day on which it is filed by
958 the Secretary of the State.

959 (c) The registered agent shall promptly furnish each entity
960 represented by the agent with a notice in a record of the filing of the
961 commercial registered agent termination statement.

962 (d) When a commercial registered agent termination statement takes
963 effect, the commercial registered agent ceases to be the registered agent
964 for each entity formerly represented by it. Termination of the listing of
965 a commercial registered agent under this section does not affect any
966 contractual rights a represented entity has against the agent or that the
967 agent has against the represented entity.

968 Sec. 34. (NEW) (*Effective October 1, 2021*) (a) If a commercial registered
969 agent changes its name or, if an entity, type of entity or jurisdiction of
970 formation of the entity, as stated in its commercial registered agent
971 listing pursuant to section 32 of this act, the agent shall deliver to the
972 Secretary of the State for filing a statement of change signed by the agent
973 which states:

974 (1) The name of the agent as listed under section 32 of this act;

975 (2) If the name of the agent has changed, the new name;

- 976 (3) If the address of the agent has changed, the new address; and
- 977 (4) If the agent is an entity: (A) If the type of entity of the agent has
 978 changed, the new type of entity; and (B) if the jurisdiction of formation
 979 of the agent has changed, the new jurisdiction of formation.
- 980 (b) The filing by the Secretary of the State of a statement of change
 981 under subsection (a) is effective to change the information regarding the
 982 agent with respect to each entity represented by the agent.
- 983 (c) A statement of change filed under this section takes effect on filing.
- 984 (d) A commercial registered agent promptly shall furnish to each
 985 entity represented by the agent a notice in a record of the filing by the
 986 Secretary of the State of a statement of change relating to the name or
 987 address of the agent and the changes made in the statement.
- 988 Sec. 35. Section 35-1 of the general statutes is repealed. (*Effective*
 989 *October 1, 2021*)

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>October 1, 2021</i>	33-636(a)
Sec. 2	<i>October 1, 2021</i>	33-922(a)
Sec. 3	<i>October 1, 2021</i>	33-1026(a)
Sec. 4	<i>October 1, 2021</i>	33-1212
Sec. 5	<i>October 1, 2021</i>	34-10(a)
Sec. 6	<i>October 1, 2021</i>	34-13e
Sec. 7	<i>October 1, 2021</i>	34-38g
Sec. 8	<i>October 1, 2021</i>	34-38j
Sec. 9	<i>October 1, 2021</i>	34-38k
Sec. 10	<i>October 1, 2021</i>	34-38s
Sec. 11	<i>October 1, 2021</i>	34-247
Sec. 12	<i>October 1, 2021</i>	34-275b
Sec. 13	<i>October 1, 2021</i>	34-419(a)
Sec. 14	<i>October 1, 2021</i>	34-429
Sec. 15	<i>October 1, 2021</i>	34-503(a)
Sec. 16	<i>October 1, 2021</i>	34-531
Sec. 17	<i>October 1, 2021</i>	33-953

Sec. 18	<i>October 1, 2021</i>	33-1243
Sec. 19	<i>October 1, 2021</i>	34-247k
Sec. 20	<i>October 1, 2021</i>	34-420
Sec. 21	<i>October 1, 2021</i>	34-431
Sec. 22	<i>October 1, 2021</i>	New section
Sec. 23	<i>October 1, 2021</i>	New section
Sec. 24	<i>October 1, 2021</i>	New section
Sec. 25	<i>October 1, 2021</i>	New section
Sec. 26	<i>October 1, 2021</i>	New section
Sec. 27	<i>October 1, 2021</i>	7-34a(a)(1)
Sec. 28	<i>October 1, 2021</i>	14-12(f)(2)
Sec. 29	<i>October 1, 2021</i>	16a-22k(c)
Sec. 30	<i>October 1, 2021</i>	3-99a
Sec. 31	<i>October 1, 2021</i>	3-99d
Sec. 32	<i>October 1, 2021</i>	New section
Sec. 33	<i>October 1, 2021</i>	New section
Sec. 34	<i>October 1, 2021</i>	New section
Sec. 35	<i>October 1, 2021</i>	Repealer section

JUD *Joint Favorable Subst.*

The following Fiscal Impact Statement and Bill Analysis are prepared for the benefit of the members of the General Assembly, solely for purposes of information, summarization and explanation and do not represent the intent of the General Assembly or either chamber thereof for any purpose. In general, fiscal impacts are based upon a variety of informational sources, including the analyst's professional knowledge. Whenever applicable, agency data is consulted as part of the analysis, however final products do not necessarily reflect an assessment from any specific department.

OFA Fiscal Note

State Impact: None

Municipal Impact: None

Explanation

This bill makes numerous changes to laws that govern certain business entities. It renames the Secretary of the State's (SOTS) Commercial Recording Division as the Business Services Division and allows SOTS to accept the filing of documents and data over the Internet. This bill has no fiscal impact on the state or municipalities.

The Out Years

State Impact: None

Municipal Impact: None

OLR Bill Analysis**sHB 6605*****AN ACT CONCERNING BUSINESS REGISTRATIONS, TRADE NAMES, THE COMMERCIAL RECORDING DIVISION WITHIN THE OFFICE OF THE SECRETARY OF THE STATE AND COMMERCIAL REGISTERED AGENTS.*****SUMMARY**

This bill makes various changes in laws that govern certain business entities operating in the state. Primarily, it does the following:

1. expands the trade name law to, among other things, standardize the application form, limit a name's validity for five years at a time, and set a fee-charging schedule for towns (§§ 22-29 & 35);
2. sets out a process for commercial registered agent listing statements, which may include information on the methods the agent will accept for service of process, notices, and demands, other than in a written record (§§ 32-34);
3. renames the secretary of the state's (SOTS) Commercial Recording Division as the Business Services Division, and allows SOTS to accept the filing of documents and data over the Internet (§§ 30-31);
4. allows certain business entities to file online a supplemental report updating the annual report information (§§ 6, 10 & 17-21);
5. expands the information certain business entities must include in their filings with SOTS, including e-mail addresses and their North American Industry Classification System Code (§§ 1-21); and
6. eliminates the requirement that certain business documents be

sworn to by a general partner (§§ 7-9).

The bill also makes technical and conforming changes.

EFFECTIVE DATE: October 1, 2021

§§ 1-21 — NORTH AMERICAN INDUSTRY CLASSIFICATION SYSTEM CODE AND E-MAIL REQUIREMENT

The bill expands the information certain business entities must provide to SOTS to include an e-mail address and North American Industry Classification System Code (i.e., a six-digit, hierarchical coding system to classify all economic activity into 20 industry sectors). In certain circumstances, current law allows these entities to provide the information, but the bill requires it. These requirements apply to the following:

1. corporation and nonstock corporation incorporation certificates (CGS §§ 33-636 & -1026);
2. foreign corporation and nonstock foreign corporation applications for certificates of authority (CGS §§ 33-922 & -1212);
3. limited partnership's certificates and annual reports (CGS §§ 34-10 & -13e);
4. foreign limited partnership registrations and annual reports (CGS §§ 34-38g & -38s);
5. limited liability company (LLC) certificates of organization (CGS § 34-247);
6. foreign LLC registration certificates (CGS § 34-275b);
7. registered limited liability partnership (LLP) certificates (CGS § 34-419);
8. foreign registered LLP certificates of authority (CGS § 34-429);
9. statutory trust certificates (CGS § 34-503);

10. foreign statutory trust registrations (CGS § 34-531); and
11. domestic corporation, foreign corporation, nonstock domestic corporation, LLC, registered foreign LLC, registered LLP, and foreign registered LLP annual reports (CGS §§ 33-953 & -1243 and 34-247k, -420 & -431).

§§ 6, 10 & 17-21 – ONLINE SUPPLEMENTAL ANNUAL REPORT SUBMISSION

The bill allows a limited partnership, foreign limited partnership, domestic corporation, foreign corporation, nonstock domestic corporation, LLC, registered LLP, and foreign registered LLP to file online a supplemental report updating the annual report information, if the business entity has satisfied the report submission requirements. The supplemental report filing fee is \$20.

§§ 7-9 – ELIMINATION OF SWORN DOCUMENTS

The bill eliminates the requirement that a foreign limited partnership application, an amendment to it, or cancellation certificate be sworn to by the general partner. By law, a foreign limited partnership must register with SOTS before transacting business in the state. Current law requires the partnership to submit a signed copy of these documents that is signed and sworn to by a general partner. The bill requires the documents, and not copies, to be filed.

§§ 22-29 & 35 – TRADE NAMES

In Connecticut, a “trade name” is the term generally given to an individual doing business under an assumed name, sometimes called “doing business as” or “D/B/A” or sole proprietorship. The bill expands the trade name law to, among other things:

1. standardize the application form,
2. limit a name’s validity for five years at a time,
3. set a fee schedule for towns to charge,
4. establish a renewal and cancellation process,

5. allow SOTS to create an electronic system to process trade name certificate applications, and
6. expand the trade name exemption to additional business entities that transact business under the name stated in its formation or registration document.

As under current law, the bill generally prohibits anyone from transacting business in the 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 individuals transacting the business unless a trade name certificate has been issued.

Application (§§ 22 & 27)

The bill standardizes the trade name application by requiring it to be filed on a SOTS-prescribed form. As under current law, the application must be made to the town clerk's office in the town where the business is, or will be, principally transacted. The bill also makes separate applications for a natural person and business entity and requires additional information.

Natural Person. The application a natural person files must provide (1) the name under which the business is, or will be, transacted; (2) the business' physical address in the town of filing; (3) the business' e-mail address; and (4) the full name and physical and email address of each person transacting the business.

Entity. The application filed by a corporation or LLC must provide (1) the name under which the business is, or will be, transacted; (2) the SOTS-provided business identification number for the corporation or LLC; (3) the business name and address on file with SOTS; and (4) the business e-mail address.

As under current law, the bill requires a trade name certificate application to be executed by each natural person filing the application or, in the case of a corporation or LLC, by an authorized officer. Applications must be acknowledged before an authority qualified to

administer oaths. Under the bill, the trade name application fees are \$20 each.

Validity (§ 22)

The bill requires town clerks to issue a trade name certificate upon accepting the application filed in accordance with this provision. The certificate is valid for five years from the issuance date.

All trade name certificates issued before October 1, 2021, expire five years from the effective date of their issuance unless renewed under the bill's provisions (see below). These trade names may be renewed at any time during the five-year period, and the renewed trade name is valid for five years from the date the town clerk accepted the renewal.

Renewal, Amendment, and Cancellation (§§ 23 & 27)

The bill allows trade name certificates to be renewed between six months before the certificate expires and the expiration date. A renewal application must be on a SOTS-prescribed form and provide the information required in the application form (see above). Upon accepting the renewal application, the town clerk must issue a new certificate, which is valid for five years from the previous certificate's expiration date.

The filer may (1) amend any information in an original application for a certificate or renewal at any time before the certificate expires and (2) cancel a certificate before the certificate expires upon filing a cancellation of the certificate with the town clerk where the original application was filed.

Under the bill, the trade name renewal, amendment, and cancellation fees are \$20 each, payable to the town clerk.

Alphabetical Index and SOTS Electronic System (§ 24)

As under current law, the bill requires each town clerk to keep an alphabetical index of the trade names. But the bill specifies that the town clerks index the certificates that they issued, as well as the trade name applications filed by natural individuals, corporations, or LLCs.

Current law requires SOTS to create an electronic system to collect from each town clerk the trade name information required by law. The bill instead allows SOTS to create an electronic system to process applications for trade name certificates. It requires the system to provide for statewide public searching of trade name certificate information.

Under the bill, town clerks using the system are deemed compliant with the index requirement.

Presumptive Evidence (§ 25)

Under current law and the bill, a copy of any trade name certificate that the issuing town clerk certifies is presumptive evidence in all state courts of the facts the certificate contains. The bill's trade name provisions do not prevent the lawful use of a partnership name or designation if the name or designation includes the true surname of at least one of the individuals in the partnership.

Exemptions (§ 25)

The bill expands the business entities that are exempt from the trade name law. It does so by exempting SOTS-registered LLPs, corporations, and statutory trusts. As under current law, domestic or foreign limited partnerships and LLCs are also exempt. The entity must transact business under the name stated in its formation or registration document, as applicable, filed with SOTS.

Trade Name Determination (§ 25)

The bill specifies that it does not require a town clerk to determine that the trade name that is the subject of a trade name certificate issued under the bill is not already used in the town of filing or any other Connecticut town.

Penalty (§ 25)

As under current law and the bill, anyone transacting business in violation of the trade name provisions may be fined up to \$500, imprisoned up to one year, or both. Failing to comply is also deemed a Connecticut Unfair Trade Practices violation (CUTPA, see

BACKGROUND).

Assumed or Fictitious Name in Advertisement (§ 26)

As under current law, the bill prohibits individuals from using an assumed or fictitious name in any printed advertisement in order to conduct the person's business that includes the name of any municipality in a manner suggesting the person's business is in the municipality unless (1) the business is, in fact, located in the municipality or (2) the person includes in the advertisement the complete street address of the location where the business is actually conducted (including city or town and, if out-of-state, the state).

Anyone violating the advertising provision is deemed to have committed a CUTPA violation. But the provision does not apply to the use of (1) any trademark or service mark registered under federal or state laws; (2) any name that, when applied to goods or services of the person's business, is merely descriptive of them; or (3) any name that is merely a surname.

The bill specifies that it does not impose liability on any publisher that relies on the written assurances of a person placing the advertisement that he or she has the authority to use any assumed or fictitious name.

§§ 30 & 31 – SOTS BUSINESS SERVICES DIVISION

The bill renames SOTS' Commercial Recording Division as the Business Services Division.

Under current law, SOTS may accept documents filed by telecopier or other electronic media and employ new technology as it is developed. The bill specifies that SOTS may accept documents and data filed over the Internet, while eliminating the option to submit documents by telecopier or other electronic media. As under current law, it allows the secretary to establish rules, fee schedules, and regulations for the filings.

Additionally, the bill requires a claim for credit toward future filing fees to be presented within one year after it accrues. It also allows SOTS

to adjust the secretary's records to reflect that overpaid fees are no longer available for refund or credit.

§§ 32-34 – COMMERCIAL REGISTERED AGENTS

Commercial Registered Agent Listing Statements (§ 32)

The bill sets out a process for commercial registered agent listing statements, which may include information on the methods the agent will accept for service of process, notices, and demands other than in a written record. Under the bill, a "registered agent" means a registered agent of a corporation or LLC, or a statutory agent for service of process of a limited partnership, LLP, or statutory trust.

The bill allows a registered agent to deliver to SOTS for filing a commercial registered agent listing statement the agent signed. The statement takes effect upon filing and must state:

1. the individual or entity name that acts as a registered agent and, if an entity, the entity type and jurisdiction of formation;
2. that the registered agent is in the business of serving as a registered agent in Connecticut; and
3. the registered agent's business address in Connecticut to which service of process, notices, and demands may be delivered.

Under the bill, if the name of a registered agent filing a commercial registered agent listing statement is indistinguishable on SOTS records from the name of another listed commercial registered agent, the person must adopt a fictitious name that is distinguishable and use that name in the registered agent's statement and when it does business in Connecticut as a registered agent.

The bill requires SOTS to note the filing of a commercial registered agent listing statement in its records index for each entity the registered agent represents at filing. The statement effectively amends the registered agent filing for each of those entities to (1) designate the registered agent filing the commercial registered agent listing statement

as the commercial registered agent of each of those entities and (2) delete the name and address of the former agent from the registered agent filing of each of those entities.

Termination (§ 33)

The bill allows a registered agent to terminate his or her listing as a commercial registered agent by delivering a signed commercial registered agent termination statement to SOTS. The statement must have the agent's name as listed with SOTS under the bill and state that the agent is no longer in the business of serving as a commercial registered agent in Connecticut. A termination statement takes effect at 12:01 a.m. on the 31st day after the day the statement is filed with SOTS.

Under the bill, the agent must promptly furnish each entity the agent represents with a notice in a record of the termination statement filing. When the termination statement takes effect, the agent ceases being the agent for each entity he or she represented before. Terminating the listing does not affect any contractual rights a represented entity has against the agent or the agent has against the entity.

Statement of Change (§ 34)

Under the bill, if a commercial registered agent changes his or her name or if an entity changes its entity type or jurisdiction of formation, as stated in its commercial registered agent listing, the agent must deliver to SOTS for filing a statement of change the agent signed. The statement must include:

1. the agent's name under the listing;
2. if the name of the agent has changed, the new name; and
3. if the agent's address has changed, the new address.

If the agent is an entity, the statement must include (1) if the agent's entity type has changed, the new entity type; and (2) if the agent's jurisdiction of formation has changed, the new jurisdiction of formation.

Under the bill, the SOTS statement of change filing is effective to

change the information about the agent with respect to each entity the agent represents. A statement of change filed with SOTS takes effect upon filing.

The bill requires a commercial registered agent to promptly furnish the following to each entity the agent represented: (1) a notice in a record of the SOTS statement of change filing relating to the agent's name or address and (2) the changes made in the statement.

BACKGROUND

Connecticut Unfair Trade Practices Act (CUTPA)

The law prohibits businesses from engaging in unfair and deceptive acts or practices. CUTPA allows the consumer protection commissioner to issue regulations defining what constitutes an unfair trade practice, investigate complaints, issue cease and desist orders, order restitution in cases involving less than \$10,000, enter into consent agreements, ask the attorney general to seek injunctive relief, and accept voluntary statements of compliance. It also allows individuals to sue. Courts may issue restraining orders; award actual and punitive damages, costs, and reasonable attorney's fees; and impose civil penalties of up to \$5,000 for willful violations and \$25,000 for violation of a restraining order.

COMMITTEE ACTION

Judiciary Committee

Joint Favorable Substitute

Yea 36 Nay 0 (03/29/2021)