



Senate

General Assembly

File No. 513

January Session, 2023

Substitute Senate Bill No. 1119

Senate, April 12, 2023

The Committee on Judiciary reported through SEN. WINFIELD of the 10th Dist., Chairperson of the Committee on the part of the Senate, that the substitute bill ought to pass.

AN ACT CONCERNING BUSINESS REGISTRATIONS WITH THE OFFICE OF THE SECRETARY OF THE STATE.

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2 repealed and the following is substituted in lieu thereof (*Effective January*
3 *1, 2024*):

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13 repealed and the following is substituted in lieu thereof (*Effective January*

14 1, 2024):

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 January*
37 *1, 2024*):

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. Subsection (a) of section 33-1212 of the general statutes is
57 repealed and the following is substituted in lieu thereof (*Effective January*
58 *1, 2024*):

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

79 Sec. 5. Subsection (a) of section 34-10 of the general statutes is

80 repealed and the following is substituted in lieu thereof (*Effective January*
81 *1, 2024*):

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

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

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

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

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

91 [(5)] (4) Any other matters the partners determine to include therein;
92 [and]

93 [(6)] (5) The electronic mail address [, if any,] of the limited
94 partnership; and

95 (6) The limited partnership's North American Industry Classification
96 System Code.

97 Sec. 6. Subsection (b) of section 34-13e of the general statutes is
98 repealed and the following is substituted in lieu thereof (*Effective January*
99 *1, 2024*):

100 (b) Each annual report shall set forth: (1) The name of the limited
101 partnership; (2) the address of the office of the limited partnership
102 required to be maintained by section 34-13b; (3) the electronic mail
103 address [, if any,] of the limited partnership; (4) if applicable, the name
104 and address of the statutory agent; [and (5) such additional information,
105 including the] (5) the name and business address of the general partner;
106 and (6) the limited partnership's North American Industry
107 Classification System Code. [, that the Secretary deems pertinent for
108 determining the principal purpose of the limited partnership.]

109 Sec. 7. Section 34-38g of the general statutes is repealed and the
110 following is substituted in lieu thereof (*Effective January 1, 2024*):

111 Before transacting business in this state, a foreign limited partnership
112 shall register with the Secretary of the State. In order to register, a
113 foreign limited partnership shall submit to the Secretary of the State [a
114 signed copy of the] an application for registration as a foreign limited
115 partnership, signed [and sworn to] by a general partner and setting
116 forth: (1) The name of the foreign limited partnership and, if different,
117 the name under which it proposes to register and transact business in
118 the state; (2) the state and date of its formation; (3) the general character
119 of the business it proposes to transact in this state; (4) the name and
120 address of the agent in this state for service of process on the foreign
121 limited partnership required to be maintained by section 34-38p and an
122 acceptance of such appointment signed by the agent appointed if other
123 than the Secretary of the State; (5) the address of the office required to
124 be maintained in the state of its organization by the laws of that state,
125 or, if not so required, of the principal office of the foreign limited
126 partnership; (6) the name and business address of each general partner;
127 (7) the address of the office at which is kept a list of the names and
128 addresses of the limited partners and their capital contributions,
129 together with an undertaking by the foreign limited partnership to keep
130 those records until the foreign limited partnership registration in this
131 state is cancelled or withdrawn; (8) the date the foreign limited
132 partnership commenced transacting business in this state; [and] (9) the
133 electronic mail address [, if any,] of the foreign limited partnership; and
134 (10) the foreign limited partnership's North American Industry
135 Classification System Code.

136 Sec. 8. Section 34-38j of the general statutes is repealed and the
137 following is substituted in lieu thereof (*Effective January 1, 2024*):

138 If any statement in the application for registration of a foreign limited
139 partnership was false when made or any arrangements or other facts
140 described have changed, making the application inaccurate in any
141 respect, the foreign limited partnership shall promptly file in the office

142 of the Secretary of the State a [signed copy of a] certificate, signed [and
143 sworn to] by a general partner, correcting such statement.

144 Sec. 9. Section 34-38k of the general statutes is repealed and the
145 following is substituted in lieu thereof (*Effective January 1, 2024*):

146 A foreign limited partnership may cancel its registration by filing
147 with the Secretary of the State [a signed copy of] a certificate of
148 cancellation signed [and sworn to] by a general partner. A cancellation
149 does not terminate the authority of the Secretary of the State to accept
150 service of process on the foreign limited partnership with respect to
151 causes of action arising out of the transactions of business in this state.

152 Sec. 10. Subsection (b) of section 34-38s of the general statutes is
153 repealed and the following is substituted in lieu thereof (*Effective January*
154 *1, 2024*):

155 (b) Each annual report shall set forth: (1) The name of the foreign
156 limited partnership and, if different, the name under which such foreign
157 limited partnership transacts business in this state; (2) the address of the
158 office required to be maintained in the state or other jurisdiction of the
159 foreign limited partnership's organization by the laws of that state or
160 jurisdiction or, if not so required, the address of its principal office; [and]
161 (3) the electronic mail address [, if any,] of the foreign limited
162 partnership; and (4) the foreign limited partnership's North American
163 Industry Classification System Code.

164 Sec. 11. Subsection (b) of section 34-247 of the general statutes is
165 repealed and the following is substituted in lieu thereof (*Effective January*
166 *1, 2024*):

167 (b) A certificate of organization shall state: (1) The name of the limited
168 liability company, which shall comply with section 34-243k; (2) the
169 street address and mailing address of the company's principal office; (3)
170 the name of a registered agent appointed in compliance with section 34-
171 243n, along with the street address and mailing address in this state of
172 the company's registered agent; (4) the name, business address and

173 residence address of at least one manager or member of the limited
174 liability company, except that if good cause is shown, the Secretary of
175 the State may accept a business address in lieu of the business and
176 residence addresses of such manager or member, provided, for
177 purposes of this subsection, a showing of good cause shall include, but
178 not be limited to, a showing that public disclosure of the residence
179 address of the manager or member of the limited liability company may
180 expose the personal security of such manager or member to significant
181 risk; [and] (5) the electronic mail address [, if any,] of the limited liability
182 company; and (6) the limited liability company's North American
183 Industry Classification System Code.

184 Sec. 12. Section 34-275b of the general statutes is repealed and the
185 following is substituted in lieu thereof (*Effective January 1, 2024*):

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

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

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

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

194 (4) The street and mailing addresses of the company's principal office
195 and, if the law of the governing jurisdiction requires the company to
196 maintain an office in that jurisdiction, the street and mailing addresses
197 of the required office;

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

202 (6) The name and respective business and residence addresses of a

203 manager or a member of the foreign limited liability company, except
204 that, if good cause is shown, the Secretary of the State may accept a
205 business address in lieu of business and residence addresses of such
206 manager or member. For the purposes of this subdivision, a showing of
207 good cause shall include, but need not be limited to, a showing that
208 public disclosure of the residence address of the manager or member of
209 the foreign limited liability company may expose the personal security
210 of such manager or member to significant risk; [and]

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

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

215 Sec. 13. Subsection (a) of section 34-419 of the general statutes is
216 repealed and the following is substituted in lieu thereof (*Effective January*
217 *1, 2024*):

218 (a) To become a registered limited liability partnership, a partnership
219 shall file a certificate of limited liability partnership with the Secretary
220 of the State, stating the name of the partnership, which shall conform to
221 the requirements of section 34-406; the address of its principal office; if
222 the partnership's principal office is not located in this state, the address
223 of a registered office and the name and address of a registered agent for
224 service of process in this state, which the partnership will be required to
225 maintain under section 34-408; a brief statement of the business in which
226 the partnership engages; the electronic mail address [, if any,] of the
227 registered limited liability partnership; the registered limited liability
228 partnership's North American Industry Classification System Code; any
229 other matters the partnership may determine to include; and that the
230 partnership thereby applies for status as a registered limited liability
231 partnership.

232 Sec. 14. Section 34-429 of the general statutes is repealed and the
233 following is substituted in lieu thereof (*Effective January 1, 2024*):

234 Before transacting business in this state, a foreign registered limited
235 liability partnership shall file a certificate of authority with the Secretary
236 of the State executed by a person with authority to do so under the laws
237 of the state or other jurisdiction where it is registered as a registered
238 limited liability partnership. The certificate of authority shall set forth:
239 (1) The name of the partnership and, if different, the name under which
240 it proposes to transact business in this state, either of which shall
241 conform to the requirements of section 34-406; (2) the state or other
242 jurisdiction where it is registered as a registered limited liability
243 partnership and the date of its registration; (3) the name and address of
244 the agent in this state for service of process required to be maintained
245 by section 34-408 and an acceptance of such appointment signed by the
246 agent appointed; (4) the address of the office required to be maintained
247 in the state or other jurisdiction of its organization by the laws of that
248 state or jurisdiction or, if not so required, of the principal office of the
249 partnership; (5) a representation that the partnership is a "foreign
250 registered limited liability partnership" as defined in section 34-301; (6)
251 a brief statement of the business in which the partnership engages; (7)
252 the electronic mail address [, if any,] of the foreign registered limited
253 liability partnership; (8) the foreign registered limited liability
254 partnership's North American Industry Classification System Code; and
255 [(8)] (9) any other matters the partnership may determine to include.

256 Sec. 15. Subsection (a) of section 34-503 of the general statutes is
257 repealed and the following is substituted in lieu thereof (*Effective January*
258 *1, 2024*):

259 (a) Every statutory trust shall file a signed copy of its certificate of
260 trust with the office of the Secretary of the State. The certificate of trust
261 shall set forth:

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

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

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

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

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

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

273 ~~[(5)]~~ (7) Any other information the trustees determine to include
274 therein.

275 Sec. 16. Section 34-531 of the general statutes is repealed and the
276 following is substituted in lieu thereof (*Effective January 1, 2024*):

277 Before transacting business in this state, a foreign statutory trust shall
278 register with the Secretary of the State. In order to register, a foreign
279 statutory trust shall submit to the Secretary of the State a signed copy of
280 an application for registration as a foreign statutory trust executed by a
281 person with authority to do so under the laws of the state or other
282 jurisdiction of its formation. The application shall set forth: (1) The name
283 of the foreign statutory trust and, if different, the name under which it
284 proposes to transact business in this state; (2) the state or other
285 jurisdiction where formed, and date of its organization; (3) the name and
286 address of the agent in this state for service of process on the foreign
287 statutory trust required to be maintained by section 34-532 and an
288 acceptance of such appointment signed by the agent appointed if other
289 than the Secretary of the State; (4) the address of the office required to
290 be maintained in the state or other jurisdiction of its organization by the
291 laws of that state or jurisdiction or, if not so required, of the principal
292 office of the foreign statutory trust; (5) a representation that the foreign
293 statutory trust is a "foreign statutory trust" as defined in section 34-501;
294 [and] (6) the character of the business which the statutory trust intends
295 to transact in this state; (7) the electronic mail address of the foreign
296 statutory trust; and (8) the foreign statutory trust's North American
297 Industry Classification System Code.

298 Sec. 17. Subsection (c) of section 33-953 of the general statutes is
299 repealed and the following is substituted in lieu thereof (*Effective January*
300 *1, 2024*):

301 (c) Each annual report shall set forth: (1) The name of the corporation;
302 (2) the principal office of the corporation or, in the case of a foreign
303 corporation (A) the address of the principal office of the foreign
304 corporation in the state under the laws of which it is incorporated, (B)
305 the address of the executive offices of the foreign corporation, and (C)
306 the address of the principal office of the foreign corporation in this state,
307 if any; (3) the electronic mail address [, if any,] of the corporation; (4) the
308 name and address of the registered agent; (5) the names and respective
309 business and residence addresses of the directors and officers of the
310 corporation, except that if good cause is shown, the Secretary of the State
311 may accept business addresses in lieu of business and residence
312 addresses of the directors and officers of the corporation; and (6) [such
313 additional information, including] the corporation's North American
314 Industry Classification System Code. [, that the Secretary deems
315 pertinent for determining the principal purpose of the corporation.] For
316 the purposes of this subsection, a showing of good cause shall include,
317 but not be limited to, a showing that public disclosure of the residence
318 addresses of the corporation's directors and officers may expose the
319 personal security of such directors and officers to significant risk.

320 Sec. 18. Subsection (c) of section 33-1243 of the general statutes is
321 repealed and the following is substituted in lieu thereof (*Effective January*
322 *1, 2024*):

323 (c) Each annual report shall set forth: (1) The name of the corporation
324 and, in the case of a foreign corporation, the state under the laws of
325 which it is incorporated; (2) the principal office of the corporation or, in
326 the case of a foreign corporation (A) the address of the principal office
327 of the foreign corporation in the state under the laws of which it is
328 incorporated, (B) the address of the executive offices of the foreign
329 corporation, and (C) the address of the principal office of the foreign
330 corporation in this state, if any; (3) the electronic mail address [, if any,]

331 of the corporation; (4) the name and address of the registered agent; (5)
332 the names and respective business and residence addresses of the
333 directors and officers of the corporation, except that if good cause is
334 shown, the Secretary of the State may accept business addresses in lieu
335 of business and residence addresses of the directors and officers of the
336 corporation; and (6) [such additional information, including] the
337 corporation's or foreign corporation's North American Industry
338 Classification System Code, [that the Secretary deems pertinent for
339 determining the principal purpose of the corporation.] For the purposes
340 of this subsection, a showing of good cause shall include, but not be
341 limited to, a showing that public disclosure of the residence addresses
342 of the corporation's directors and officers may expose the personal
343 security of such directors and officers to significant risk.

344 Sec. 19. Subsection (a) of section 34-247k of the general statutes is
345 repealed and the following is substituted in lieu thereof (*Effective January*
346 *1, 2024*):

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

350 (1) The name of the company;

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

352 (3) The name, business address and residence address of at least one
353 member or manager, except that, if good cause is shown, the Secretary
354 of the State may accept a business address in lieu of business and
355 residence addresses of such manager or member. For purposes of this
356 subdivision, a showing of good cause shall include, but not be limited
357 to, a showing that public disclosure of the residence address of the
358 manager or member of the limited liability company may expose the
359 personal security of such manager or member to significant risk;

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

361 (5) An electronic mail address where the Secretary of the State can

362 communicate with the company or its filing agent; [, if the company or
363 its filing agent maintains an electronic mail address;]

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

369 (7) [Such additional information, including the] The limited liability
370 company's or registered foreign limited liability company's North
371 American Industry Classification System Code_ [, that the Secretary
372 deems pertinent for determining the principal purpose of the limited
373 liability company.]

374 Sec. 20. Subsection (b) of section 34-420 of the general statutes is
375 repealed and the following is substituted in lieu thereof (*Effective January*
376 *1, 2024*):

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

386 Sec. 21. Subsection (b) of section 34-431 of the general statutes is
387 repealed and the following is substituted in lieu thereof (*Effective January*
388 *1, 2024*):

389 (b) Each annual report shall set forth: (1) The name of the foreign
390 registered limited liability partnership and, if different, the name under
391 which such foreign registered limited liability partnership transacts
392 business in this state; (2) the address of the office required to be

393 maintained in the state or other jurisdiction of the foreign registered
394 limited liability partnership's organization by the laws of that state or
395 jurisdiction or, if not so required, the address of its principal office; (3)
396 the electronic mail address [, if any,] of the foreign registered limited
397 liability partnership; (4) the name and address of the statutory agent;
398 and (5) [such additional information, including] the foreign registered
399 limited liability partnership's North American Industry Classification
400 System Code_ [, that the Secretary deems pertinent for determining the
401 principal purpose of the foreign registered limited liability partnership.]

402 Sec. 22. Section 3-99a of the general statutes is repealed and the
403 following is substituted in lieu thereof (*Effective January 1, 2024*):

404 (a) Except as provided in subsection (b) of this section, the Secretary
405 of the State shall receive, for filing or recording any document,
406 instrument or paper required to be filed or recorded regardless of the
407 number of pages, when fees are not otherwise specially provided for,
408 fifty dollars. The Secretary shall receive, for preparing and furnishing a
409 copy of any document, instrument or paper filed or recorded: For each
410 copy of each such document, regardless of the number of pages, forty
411 dollars, for affixing the Secretary's certificate and the state seal thereto,
412 fifteen dollars; for the Secretary's certificate with the state seal imprinted
413 or affixed, fifty dollars; for a certificate, with the seal of the state
414 imprinted or affixed thereon, of any fact or record for which no special
415 provision is made, fifty dollars; for [certifying the incumbency of a judge
416 of probate, notary public or other official, forty dollars, except that for
417 certifying the incumbency of an official in connection with an adoption
418 of a child, such fee shall be fifteen dollars] issuing a document
419 authentication or apostille, twenty dollars; and for expediting such
420 authentication or apostille, twenty dollars.

421 (b) No fee shall be charged for filing any document required to be
422 filed pursuant to the provisions of titles 4, 7 and 9, and the fee for
423 furnishing copies of such documents shall be such as will, in the
424 judgment of said Secretary, cover the costs of such copies, except that
425 the fee for furnishing copies of documents filed pursuant to title 9 shall

426 not exceed twenty-five cents per page. No fee shall be charged for filing
427 resolutions relating to payment from the Treasury and statements of
428 receipts and expenditures of judges of probate.

429 (c) No fee shall be charged for any copy required by any state officer,
430 department, board or commission, the fee for which would be payable
431 from the State Treasury. For other services for which fees are not
432 provided by the general statutes, the Secretary may charge such fees as
433 will in his judgment cover the cost of the services provided. The tax
434 imposed under chapter 219 shall not be imposed upon any transaction
435 for which a fee may be charged under the provisions of this section.
436 Overpayments made to the Records and Legislative Services Division
437 or to the [Commercial Recording] Business Services Division of the
438 office of the Secretary of the State, whether for documents or for fees, in
439 an amount not to exceed five dollars shall not be refunded but shall be
440 placed in the General Fund. No overpayment claim or claim for credit
441 toward future filing fees shall be presented under this section but within
442 one year after it accrues and the Secretary of the State may adjust the
443 Secretary's records accordingly to reflect that the overpaid fees are no
444 longer available for refund or credit.

445 (d) In the performance of their functions, the [Commercial Recording]
446 Business Services Division and the Records and Legislative Services
447 Division of the office of the Secretary of the State may, in the discretion
448 of the Secretary, provide expedited services. The Secretary shall provide
449 for the establishment and administration of a system of payment for
450 such expedited services and may include in such system prepaid
451 deposit accounts. The Secretary shall charge, in addition to the filing fees
452 provided for by law, the sum of fifty dollars for each expedited service
453 provided. The filing fee and the expediting fee shall be paid by the
454 person requesting the information and documents, in such manner as
455 required by the Secretary. The Secretary may promulgate rules and
456 regulations necessary to establish guidelines for the use of expedited
457 services and shall establish fees, in addition to the expediting fee, for
458 expedited electronic data processing services which cover the cost of
459 such services.

460 (e) (1) The Secretary of the State may accept the filing of documents
461 [by telecopier or other electronic media] and data over the Internet and
462 employ new technology, as it is developed, to aid in the performance of
463 all duties required by the law. The Secretary of the State may establish
464 rules, fee schedules and regulations, not inconsistent with the law, for
465 filing documents [by telecopier or other electronic media, for the
466 adoption, employment and use of new technology in the performance
467 of the duties of the office and for providing electronic access and other
468 related products or services that result from the employment of such
469 new technology] with the Business Services Division.

470 (2) The Secretary may require the Internet submission of any filing to
471 the Business Services Division under titles 33, 34 and 42a, provided the
472 Secretary may permit paper filing of such documents and data if the
473 Secretary determines that Internet submission is impracticable.

474 (3) The Secretary may create a unified business maintenance filing
475 that allows a business entity to update business information on file with
476 the Secretary, provided the business entity is active and in good
477 standing with the Secretary.

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

480 (g) The Secretary of the State may allow remittances to be in the form
481 of a credit card account number and an authorization to draw upon a
482 specified credit card account, at such time and under such conditions as
483 the Secretary may prescribe. Remittances in the form of an authorization
484 to draw upon a specified credit card account shall include an amount
485 for purposes of paying the discount rate associated with drawing upon
486 the credit card account, unless the remittances are drawn on an account
487 with a financial institution that agrees to add the number to the credit
488 card holder's billing, in which event the remittances drawn shall not
489 include an amount for purposes of paying the discount rate associated
490 with the drawing upon the credit card account.

491 Sec. 23. Subsection (a) of section 3-99d of the general statutes is

492 repealed and the following is substituted in lieu thereof (*Effective January*
493 *1, 2024*):

494 (a) The [Commercial Recording] Business Services Division of the
495 office of the Secretary of the State shall establish an electronic business
496 portal as a single point of entry for business entities for purposes of
497 business registration pursuant to title 33 or 34. Such portal shall provide
498 explanatory information and electronic links provided by state agencies
499 and quasi-public agencies, including, but not limited to, the Labor
500 Department, the Workers' Compensation Commission, the
501 Departments of Economic and Community Development,
502 Administrative Services, Consumer Protection, Energy and
503 Environmental Protection and Revenue Services, Connecticut
504 Innovations, Incorporated, Connecticut Licensing Info Center, The
505 United States Small Business Administration, the Connecticut Small
506 Business Development Center, the Connecticut Economic Resource
507 Center and the Connecticut Center for Advanced Technology, for the
508 purposes of assisting such business entities in determining permitting
509 and licensure requirements, identifying state revenue responsibilities
510 and benefits, and finding available state financial incentives and
511 programs related to such entities' businesses. The information provided
512 for purposes of business registration with the office of the Secretary of
513 the State may be made available to state agencies and quasi-public
514 agencies for economic development, state revenue collection and
515 statistical purposes as provided by law.

516 Sec. 24. (NEW) (*Effective January 1, 2024*) (a) (1) As used in this section
517 and sections 25 and 26 of this act, "registered agent" means a registered
518 agent of a corporation under section 33-660 or 33-1050 of the general
519 statutes, a statutory agent for service of process of a limited partnership
520 under section 34-13b of the general statutes, a registered agent of a
521 limited liability company under section 34-243n of the general statutes,
522 a statutory agent for service of process of a limited liability partnership
523 under section 34-408 of the general statutes or a statutory agent for
524 service of process of a statutory trust under section 34-507 of the general
525 statutes.

526 (2) The Secretary of the State may establish a commercial registered
527 agent process at such time as the Secretary determines is feasible as
528 described in this section and sections 25 and 26 of this act.

529 (b) (1) No individual, business organization or unincorporated
530 association shall be permitted to register as a commercial registered
531 agent except as provided in this section. To register as a commercial
532 registered agent, a business entity shall be active and in good standing
533 with the Secretary of the State and shall be: (A) A domestic stock
534 corporation having a certificate of incorporation on file with the
535 Secretary under section 33-636 of the general statutes, as amended by
536 this act; (B) a foreign stock corporation having an application for
537 certificate of authority on file with the Secretary under section 33-922 of
538 the general statutes, as amended by this act; (C) a domestic limited
539 liability company having a certificate of organization on file with the
540 Secretary under section 34-247 of the general statutes; or (D) a foreign
541 limited liability company with a foreign registration statement on file
542 with the Secretary under section 34-275a of the general statutes.

543 (2) A registered agent may deliver to the Secretary of the State for
544 filing a commercial registered agent listing statement signed by the
545 registered agent that states: (A) The name of the individual or entity that
546 acts as a registered agent and, the entity's type and jurisdiction of
547 formation; (B) that the registered agent is in the business of serving as a
548 registered agent in this state; and (C) the address of a place of business
549 of the registered agent in this state to which service of process, notices
550 and demands being served on or sent to entities represented by the
551 person may be delivered. The Secretary may require such other
552 information on the listing statement as the Secretary deems necessary to
553 carry out the Secretary's duties under this section and sections 25 and 26
554 of this act.

555 (3) A commercial registered agent listing statement may include
556 information on the methods that the registered agent will accept service
557 of process, notices and demands, other than in a written record. The
558 listing statement may also include the commercial registered agent's

559 telephone number, electronic mail address and Internet web site
560 address. All information collected on the listing statement shall be
561 public and may be made available on the Internet web site of the
562 Secretary.

563 (c) A commercial registered agent listing statement takes effect on
564 filing.

565 (d) The Secretary of the State shall note the filing of a commercial
566 registered agent listing statement in the index of the Secretary of the
567 State's records for each entity represented by the registered agent at the
568 time of the filing. The listing statement has the effect of amending the
569 registered agent filing for each of those entities to: (1) Designate the
570 registered agent filing the commercial registered agent listing statement
571 as the commercial registered agent of each of those entities; and (2)
572 delete the name and address of the former agent from the registered
573 agent filing of each of those entities.

574 Sec. 25. (NEW) (*Effective January 1, 2024*) (a) A registered agent may
575 terminate such agent's listing as a commercial registered agent by
576 delivering to the Secretary of the State for filing a commercial registered
577 agent termination statement signed by the agent that states: (1) The
578 name of the agent as listed under section 24 of this act; and (2) that the
579 agent is no longer in the business of serving as a commercial registered
580 agent in this state.

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

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

587 (d) When a commercial registered agent termination statement takes
588 effect, the commercial registered agent ceases to be the registered agent
589 for each entity formerly represented by such agent. Termination of the

590 listing of a commercial registered agent under this section does not
591 affect any contractual rights a represented entity has against the agent
592 or that the agent has against the represented entity.

593 Sec. 26. (NEW) (*Effective January 1, 2024*) (a) A commercial registered
594 agent shall file an amended commercial registered agent listing
595 statement that sets forth the information required under section 24 of
596 this act if the commercial registered agent changes its name, entity type,
597 jurisdiction of formation or its address in this state. An amended
598 commercial registered agent listing statement may be filed by the
599 commercial registered agent to update any other information provided
600 on the original listing statement or previous amendment thereto.

601 (b) The filing by the Secretary of the State of a listing statement under
602 subsection (a) of this section is effective to change the information
603 regarding the agent with respect to each entity represented by the agent.

604 (c) An amended listing statement filed under this section takes effect
605 on filing.

606 (d) A commercial registered agent shall promptly notify each entity
607 represented by the agent in the event the agent files an amended listing
608 statement under this section.

609 Sec. 27. Subsection (a) of section 33-617 of the general statutes is
610 repealed and the following is substituted in lieu thereof (*Effective January*
611 *1, 2024*):

612 (a) The Secretary of the State shall charge and collect the following
613 fees for filing documents and issuing certificates and remit them to the
614 Treasurer for the use of the state: (1) Filing application to reserve,
615 register, renew or cancel registration of corporate name, sixty dollars;
616 (2) filing transfer of reserved corporate name, sixty dollars; (3) filing
617 certificate of incorporation, including appointment of registered agent,
618 one hundred dollars; (4) filing change of address of registered agent or
619 change of registered agent, fifty dollars; (5) filing notice of resignation
620 of registered agent, fifty dollars; (6) filing amendment to certificate of

621 incorporation, one hundred dollars; (7) filing restated certificate of
622 incorporation, one hundred dollars; (8) filing certificate of merger or
623 share exchange, sixty dollars; (9) filing certificate of correction, one
624 hundred dollars; (10) filing certificate of surrender of special charter and
625 adoption of general certificate of incorporation, one hundred dollars;
626 (11) filing certificate of revocation of dissolution, fifty dollars; (12) filing
627 annual report, one hundred fifty dollars except as otherwise provided
628 in sections 33-953, as amended by this act, and 33-954; (13) filing
629 application of foreign corporation for certificate of authority to transact
630 business in this state and issuing certificate of authority, one hundred
631 dollars; (14) filing application of foreign corporation for amended
632 certificate of authority to transact business in this state and issuing
633 amended certificate of authority, one hundred dollars; (15) filing
634 application for reinstatement, [one hundred fifty dollars] five hundred
635 dollars, inclusive of annual report fees; (16) filing a corrected annual
636 report, one hundred dollars; and (17) filing an interim notice of change
637 of director or officer, twenty dollars.

638 Sec. 28. Subsection (a) of section 34-38n of the general statutes is
639 repealed and the following is substituted in lieu thereof (*Effective January*
640 *1, 2024*):

641 (a) The Secretary of the State shall receive, for filing any document or
642 certificate required to be filed under sections 34-10, as amended by this
643 act, 34-13a, 34-13e, as amended by this act, 34-32, 34-32a, 34-32c, 34-38g,
644 as amended by this act, and 34-38s, as amended by this act, the following
645 fees: (1) For reservation or cancellation of reservation of name, sixty
646 dollars; (2) for a certificate of limited partnership and appointment of
647 statutory agent, one hundred twenty dollars; (3) for a certificate of
648 amendment, one hundred twenty dollars; (4) for a certificate of merger
649 or consolidation, sixty dollars; (5) for a certificate of registration, one
650 hundred twenty dollars; (6) for a change of agent or change of address
651 of agent, twenty dollars; (7) for a certificate of reinstatement, [one
652 hundred twenty dollars] two hundred fifty dollars; and (8) for an annual
653 report, (A) prior to July 1, 2020, twenty dollars, and (B) on or after July
654 1, 2020, eighty dollars.

655 Sec. 29. Subsection (a) of section 34-243u of the general statutes is
656 repealed and the following is substituted in lieu thereof (*Effective January*
657 *1, 2024*):

658 (a) Fees for filing documents and issuing certificates: (1) Filing an
659 application to reserve a limited liability company name or to cancel a
660 reserved limited liability company name, sixty dollars; (2) filing a
661 transfer of reserved limited liability company name, sixty dollars; (3)
662 filing a certificate of organization, including appointment of registered
663 agent, one hundred twenty dollars; (4) filing a change of address of
664 agent certificate or change of agent certificate, fifty dollars; (5) filing a
665 notice of resignation of registered agent, fifty dollars; (6) filing an
666 amendment to certificate of organization, one hundred twenty dollars;
667 (7) filing a restated certificate of organization, one hundred twenty
668 dollars; (8) filing a certificate of merger, sixty dollars; (9) filing a
669 certificate of interest exchange, sixty dollars; (10) filing a certificate of
670 abandonment, fifty dollars; (11) filing a certificate of reinstatement, [one
671 hundred twenty dollars] two hundred fifty dollars; (12) filing a foreign
672 registration certificate by a foreign limited liability company to transact
673 business in this state, one hundred twenty dollars; (13) filing an
674 application of foreign limited liability company for amended foreign
675 registration certificate, one hundred twenty dollars; (14) [filing a
676 certificate of withdrawal of registration under section 34-275h, one
677 hundred twenty dollars; (15)] filing an annual report, (A) concerning
678 any year prior to July 1, 2020, twenty dollars, and (B) concerning any
679 year on or after July 1, 2020, eighty dollars; [(16)] (15) filing an interim
680 notice of change of manager or member, twenty dollars; [(17)] (16) filing
681 a registration of name or a renewal of registration of name, sixty dollars;
682 [(18)] (17) filing a statement of correction, one hundred dollars; and
683 [(19)] (18) filing a transfer of registration, sixty dollars plus the
684 qualification fee.

685 Sec. 30. Subsection (a) of section 34-413 of the general statutes is
686 repealed and the following is substituted in lieu thereof (*Effective January*
687 *1, 2024*):

688 (a) Fees for filing documents and processing certificates: (1) Filing
 689 application to reserve a registered limited liability partnership name or
 690 to cancel a reserved limited liability partnership name, sixty dollars; (2)
 691 filing transfer of reserved registered limited liability partnership name,
 692 sixty dollars; (3) filing change of address of statutory agent or change of
 693 statutory agent, fifty dollars; (4) filing certificate of limited liability
 694 partnership, one hundred twenty dollars; (5) filing amendment to
 695 certificate of limited liability partnership, one hundred twenty dollars;
 696 (6) filing certificate of authority to transact business in this state,
 697 including appointment of statutory agent, one hundred twenty dollars;
 698 (7) filing amendment to certificate of authority to transact business in
 699 this state, one hundred twenty dollars; (8) filing an annual report, (A)
 700 prior to July 1, 2020, twenty dollars, and (B) on or after July 1, 2020,
 701 eighty dollars; (9) filing statement of merger, sixty dollars; and (10) filing
 702 certificate of reinstatement, [one hundred twenty dollars] two hundred
 703 fifty dollars.

This act shall take effect as follows and shall amend the following sections:		
Section 1	January 1, 2024	33-636(a)
Sec. 2	January 1, 2024	33-922(a)
Sec. 3	January 1, 2024	33-1026(a)
Sec. 4	January 1, 2024	33-1212(a)
Sec. 5	January 1, 2024	34-10(a)
Sec. 6	January 1, 2024	34-13e(b)
Sec. 7	January 1, 2024	34-38g
Sec. 8	January 1, 2024	34-38j
Sec. 9	January 1, 2024	34-38k
Sec. 10	January 1, 2024	34-38s(b)
Sec. 11	January 1, 2024	34-247(b)
Sec. 12	January 1, 2024	34-275b
Sec. 13	January 1, 2024	34-419(a)
Sec. 14	January 1, 2024	34-429
Sec. 15	January 1, 2024	34-503(a)
Sec. 16	January 1, 2024	34-531
Sec. 17	January 1, 2024	33-953(c)
Sec. 18	January 1, 2024	33-1243(c)
Sec. 19	January 1, 2024	34-247k(a)

Sec. 20	January 1, 2024	34-420(b)
Sec. 21	January 1, 2024	34-431(b)
Sec. 22	January 1, 2024	3-99a
Sec. 23	January 1, 2024	3-99d(a)
Sec. 24	January 1, 2024	New section
Sec. 25	January 1, 2024	New section
Sec. 26	January 1, 2024	New section
Sec. 27	January 1, 2024	33-617(a)
Sec. 28	January 1, 2024	34-38n(a)
Sec. 29	January 1, 2024	34-243u(a)
Sec. 30	January 1, 2024	34-413(a)

Statement of Legislative Commissioners:

In Section 17(c)(6), "corporation's" was inserted for clarity; in Section 24(b)(1)(C), "34-347" was changed to "34-247" for accuracy; and in Section 24(b)(3), "information statement" was changed to "listing statement" for internal consistency.

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:

Agency Affected	Fund-Effect	FY 24 \$	FY 25 \$
Secretary of the State	GF - Revenue Loss	150,000	150,000

Note: GF=General Fund

Municipal Impact: None

Explanation

This bill results in a net revenue loss of roughly \$150,000 annually for the Office of the Secretary of State. The bill has two primary components impacting revenue by altering the fees for (1) business reinstatement and (2) apostille and document authentication fees.

This bill increases business reinstatement fees are increasing from \$120 for an LLC to \$250; and \$150-\$500 for a corporation reinstatement. This leads to an increase in revenue of roughly \$350,000 annually. The bill also reduces apostille fees from \$40-\$20. With the Secretary of State's Office processing 25,000 last year this will reduce revenue by roughly \$500,000 annually.

The bill makes other various changes in laws that govern certain business entities operating in the state that do not result in a fiscal impact.

The Out Years

The annualized ongoing fiscal impact identified above would continue into the future subject to the number of fees collected annually impacted by the bill

OLR Bill Analysis**sSB 1119*****AN ACT CONCERNING BUSINESS REGISTRATIONS WITH THE OFFICE OF THE SECRETARY OF THE STATE.*****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 information certain business entities must include in their filings with the secretary of the state (SOTS) to include e-mail addresses and their North American Industry Classification System (NAICS) code (§§ 1-7 & 10-21);
2. eliminates the requirement that a limited partnership (LP) include in its LP certificate the latest date it is to be dissolved (§ 5);
3. requires each LP annual report include the general partner's name and business address (§ 6);
4. eliminates the requirement that certain business documents be sworn to by a general partner (§§ 7-9);
5. generally decreases the fees for document authentication or apostille from \$40 to \$20 and the expedited fee from \$50 to \$20 (§ 22);
6. requires a claim for credit toward future filing fees to be presented within one year after it accrues and authorizes SOTS to adjust its records to reflect that overpaid fees are no longer available for refund or credit (§ 22);
7. renames SOTS's Commercial Recording Division as the Business

Services Division, and allows SOTS to require the filing of documents and data over the Internet (§§ 22-23);

8. sets a framework for allowing a business's registered agents to register and file specified information with SOTS to allow certain information changes without additional filings, and authorizes SOTS to establish this commercial registered agent process when she determines it is feasible (§§ 24-26); and
9. increases the fees for reinstating a business (§§ 27-30).

The bill also makes technical and conforming changes.

EFFECTIVE DATE: January 1, 2024

§§ 1-7 & 10-21 — NAICS CODE AND E-MAIL REQUIREMENT

The bill requires business entities filing the documents listed in the following table to include an e-mail address and NAICS code (i.e., a six-digit, hierarchical coding system that classifies economic activity into 20 industry sectors). As the table indicates, current law already requires the annual report filings to include a NAICS code and most other documents to include an email address, if the entity has one. The bill instead requires all of the documents to include both.

Table: Current Requirements to Include Email Addresses and NAICS Codes in Specified Business Filings

<i>Business Filings Covered Under the Bill</i>	<i>Current Law</i>	
	<i>Email Address</i>	<i>NAICS Code</i>
Corporation and nonstock corporation incorporation certificates	Not required	Not required
Foreign corporation and nonstock foreign corporation applications for certificates of authority	Required, if any	Not required
LP certificates	Required, if any	Not required
Foreign LP registration applications and annual reports	Required, if any	Not required
Limited liability company (LLC) certificates of organization	Required, if any	Not required
Foreign LLC registration certificates	Required, if any	Not required
Registered limited liability partnership (LLP) certificates	Required, if any	Not required

<i>Business Filings Covered Under the Bill</i>	<i>Current Law</i>	
	<i>Email Address</i>	<i>NAICS Code</i>
Foreign registered LLP certificates of authority	Required, if any	Not required
Statutory trust certificates	Not required	Not required
Foreign statutory trust registrations	Not required	Not required
Annual reports for LPs, domestic corporations, foreign corporations, nonstock domestic corporations, LLCs, registered foreign LLCs, registered LLPs, and foreign registered LLPs	Required, if any	Required

The bill also makes minor and conforming changes.

§§ 7-9 — ELIMINATION OF SWORN DOCUMENTS

The bill eliminates the requirement that specified LP business filings be sworn to by a general partner. It applies to foreign LP registration applications, amendments, and cancellations. By law, a foreign LP 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 — AUTHENTICATION OR APOSTILLE FEES

Under current law, the fee for document authentication or apostille is generally \$40 or \$15 if the document is related to an adoption. The bill instead sets both of these fees at \$20. It also decreases the expedited fee for this service from \$50 to \$20 and makes technical changes.

An apostille is a special type of authentication used under the Hague Convention that simplifies the authentication process by exempting documents certified by the government. SOTS is responsible for issuing apostille certifications for Connecticut.

§§ 22-23 — ONLINE SUBMISSIONS OF BUSINESS FILINGS

The bill explicitly authorizes SOTS to accept document filings over the internet, rather than by telecopier or other electronic media. By law, unchanged by the bill, the secretary may establish rules, fee schedules, and regulations for document filings. The bill specifies that these rules, fee schedule, and regulations are for filings with SOTS's Business

Services Division.

The bill also authorizes SOTS to (1) require any Business Services Division filing to be submitted online and (2) allow paper filings of documents and data if she determines online submission is impractical. She may also create a unified business maintenance filing that allows businesses to update their information on file if the business is active and in good standing with SOTS.

§§ 24-26 — COMMERCIAL REGISTERED AGENTS

Commercial Registered Agent Listing Statements (§ 24)

The bill authorizes SOTS to establish a commercial registered agent process, as described under the bill, when she determines it is feasible.

Under current law, each business must appoint an agent and may choose to appoint commercial agents (e.g., businesses that specialize in being agents). If the commercial agent's information changes, a change must be recorded on each business that appointed the agent. The bill (1) provides a process allowing business' "registered agents" to register with SOTS and file a listing statement that has specified identifying information about the agents and the methods they will accept for service of process, notices, and demands and (2) allows changes to a registered agent's information through the listing without additional filings. 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 LP, LLP, or statutory trust.

The bill prohibits any individual, business organization, or unincorporated association from registering as a commercial registered agent except as the bill provides. To register as an agent, a business entity must be active and in good standing with SOTS with the applicable certificate or registration on file and be an incorporated domestic or foreign stock corporation or LLC.

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 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, the statement may include (1) information on the methods the registered agent will accept for service of process, notices, and demands (other than in a written record) and (2) the commercial registered agent's telephone number, e-mail, and website. The secretary may require other information on the statement as needed to carry out her duties under the bill's registered agent provisions. All information collected on these statements is public and may be made available on SOTS's website.

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. The statement takes effect upon filing.

Termination (§ 25)

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 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 give each entity the agent

represents with a notice in a record of the termination statement filing. When the termination statement takes effect, the agent stops being the agent for each entity he or she previously represented. 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 (§ 26)

Under the bill, a commercial registered agent must file an amended commercial registered agent listing statement if the agent changes its name, entity type, jurisdiction of formation, or address in the state. The amended statement may be filed by the agent to update any other information provided on the original or a previous amendment.

SOTS's filing of the listing statement 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 notify each entity the agent represents of an amended listing.

§§ 27-30 — BUSINESS REINSTATEMENT FILING FEES

The bill increases the following filing fees associated with reinstating a business:

1. \$150 to \$500, including annual report fees, for filing a business corporation reinstatement application (currently an annual report filing is \$150); and
2. \$120 to \$250 for filing a LP, LLC, or LLP reinstatement certificate.

The bill also lowers the fee for filing a withdrawal certificate for registered foreign LLCs, from \$120 to \$50. It does so by eliminating the fee for this specific filing, and applying the \$50 fee that generally applies to document filings.

COMMITTEE ACTION

Judiciary Committee

Joint Favorable Substitute

Yea 36 Nay 1 (03/27/2023)