



General Assembly

January Session, 2023

**Raised Bill No. 1119**

LCO No. 4823



Referred to Committee on JUDICIARY

Introduced by:  
(JUD)

***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2 repealed and the following is substituted in lieu thereof (*Effective January*  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13 repealed and the following is substituted in lieu thereof (*Effective January*  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 North American Industry  
314 Classification System Code, [, that the Secretary deems pertinent for  
315 determining the principal purpose of the corporation.] For the purposes  
316 of this subsection, a showing of good cause shall include, but not be  
317 limited to, a showing that public disclosure of the residence addresses  
318 of the corporation's directors and officers may expose the personal  
319 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 that  
472 the 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 natural person, business organization or  
530 unincorporated association shall be permitted to register as a  
531 commercial registered agent except as provided in this section. To  
532 register as a commercial registered agent, a business entity shall be  
533 active and in good standing with the Secretary of the State and shall be:  
534 (A) A domestic stock corporation having a certificate of incorporation  
535 on file with the Secretary under section 33-636 of the general statutes, as  
536 amended by this act; (B) a foreign stock corporation having an  
537 application for certificate of authority on file with the Secretary under  
538 section 33-922 of the general statutes, as amended by this act; (C) a  
539 domestic limited liability company having a certificate of organization  
540 on file with the Secretary under section 34-347 of the general statutes; or  
541 (D) a foreign limited liability company with a foreign registration  
542 statement on file with the Secretary under section 34-275a of the general  
543 statutes.

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

556 (3) A commercial registered agent listing statement may include

557 information on the methods that the registered agent will accept service  
558 of process, notices and demands, other than in a written record. The  
559 information statement may also include the commercial registered  
560 agent's telephone number, electronic mail address and Internet web site  
561 address. All information collected on the listing statement shall be  
562 public and may be made available on the Internet web site of the  
563 Secretary.

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

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

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

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

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

588 (d) When a commercial registered agent termination statement takes  
589 effect, the commercial registered agent ceases to be the registered agent  
590 for each entity formerly represented by such agent. Termination of the  
591 listing of a commercial registered agent under this section does not  
592 affect any contractual rights a represented entity has against the agent  
593 or that the agent has against the represented entity.

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

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

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

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

610 Sec. 27. Subsection (a) of section 33-617 of the general statutes is  
611 repealed and the following is substituted in lieu thereof (*Effective January*  
612 *1, 2024*):

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

619 one hundred dollars; (4) filing change of address of registered agent or  
 620 change of registered agent, fifty dollars; (5) filing notice of resignation  
 621 of registered agent, fifty dollars; (6) filing amendment to certificate of  
 622 incorporation, one hundred dollars; (7) filing restated certificate of  
 623 incorporation, one hundred dollars; (8) filing certificate of merger or  
 624 share exchange, sixty dollars; (9) filing certificate of correction, one  
 625 hundred dollars; (10) filing certificate of surrender of special charter and  
 626 adoption of general certificate of incorporation, one hundred dollars;  
 627 (11) filing certificate of revocation of dissolution, fifty dollars; (12) filing  
 628 annual report, one hundred fifty dollars except as otherwise provided  
 629 in sections 33-953, as amended by this act, and 33-954; (13) filing  
 630 application of foreign corporation for certificate of authority to transact  
 631 business in this state and issuing certificate of authority, one hundred  
 632 dollars; (14) filing application of foreign corporation for amended  
 633 certificate of authority to transact business in this state and issuing  
 634 amended certificate of authority, one hundred dollars; (15) filing  
 635 application for reinstatement, [one hundred fifty dollars] five hundred  
 636 dollars, inclusive of annual report fees; (16) filing a corrected annual  
 637 report, one hundred dollars; and (17) filing an interim notice of change  
 638 of director or officer, twenty dollars.

639       Sec. 28. Subsection (a) of section 34-38n of the general statutes is  
 640 repealed and the following is substituted in lieu thereof (*Effective January*  
 641 *1, 2024*):

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

653 hundred twenty dollars] two hundred fifty dollars; and (8) for an annual  
654 report, (A) prior to July 1, 2020, twenty dollars, and (B) on or after July  
655 1, 2020, eighty dollars.

656 Sec. 29. Subsection (a) of section 34-243u of the general statutes is  
657 repealed and the following is substituted in lieu thereof (*Effective January*  
658 *1, 2024*):

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

686        Sec. 30. Subsection (a) of section 34-413 of the general statutes is  
 687 repealed and the following is substituted in lieu thereof (*Effective January*  
 688 *1, 2024*):

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

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>January 1, 2024</i>	33-636(a)
Sec. 2	<i>January 1, 2024</i>	33-922(a)
Sec. 3	<i>January 1, 2024</i>	33-1026(a)
Sec. 4	<i>January 1, 2024</i>	33-1212(a)
Sec. 5	<i>January 1, 2024</i>	34-10(a)
Sec. 6	<i>January 1, 2024</i>	34-13e(b)
Sec. 7	<i>January 1, 2024</i>	34-38g
Sec. 8	<i>January 1, 2024</i>	34-38j
Sec. 9	<i>January 1, 2024</i>	34-38k
Sec. 10	<i>January 1, 2024</i>	34-38s(b)
Sec. 11	<i>January 1, 2024</i>	34-247(b)
Sec. 12	<i>January 1, 2024</i>	34-275b
Sec. 13	<i>January 1, 2024</i>	34-419(a)
Sec. 14	<i>January 1, 2024</i>	34-429

Sec. 15	<i>January 1, 2024</i>	34-503(a)
Sec. 16	<i>January 1, 2024</i>	34-531
Sec. 17	<i>January 1, 2024</i>	33-953(c)
Sec. 18	<i>January 1, 2024</i>	33-1243(c)
Sec. 19	<i>January 1, 2024</i>	34-247k(a)
Sec. 20	<i>January 1, 2024</i>	34-420(b)
Sec. 21	<i>January 1, 2024</i>	34-431(b)
Sec. 22	<i>January 1, 2024</i>	3-99a
Sec. 23	<i>January 1, 2024</i>	3-99d(a)
Sec. 24	<i>January 1, 2024</i>	New section
Sec. 25	<i>January 1, 2024</i>	New section
Sec. 26	<i>January 1, 2024</i>	New section
Sec. 27	<i>January 1, 2024</i>	33-617(a)
Sec. 28	<i>January 1, 2024</i>	34-38n(a)
Sec. 29	<i>January 1, 2024</i>	34-243u(a)
Sec. 30	<i>January 1, 2024</i>	34-413(a)

**Statement of Purpose:**

To: (1) Revise various provisions involving the registration of business entities in the state, (2) rename the Commercial Recording Division within the office of the Secretary of the State as the Business Services Division, and (3) create a listing of commercial registered agents.

*[Proposed deletions are enclosed in brackets. Proposed additions are indicated by underline, except that when the entire text of a bill or resolution or a section of a bill or resolution is new, it is not underlined.]*