



**Substitute Senate Bill No. 428**

**Public Act No. 24-111**

**AN ACT CONCERNING BUSINESS REGISTRATIONS FILED WITH  
THE SECRETARY OF THE STATE.**

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

Section 1. Subsection (a) of section 33-636 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

Sec. 2. Subsection (a) of section 33-922 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

(a) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the Secretary of the State for filing. The application shall set forth: (1) The

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name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of section 33-925; (2) the name of the state or country under whose law it is incorporated; (3) its date of incorporation and period of duration; (4) the street address of its principal office; (5) the address of its registered office in this state and the name of its registered agent at that office; (6) the valid electronic mail address [, if any,] of the corporation; [and] (7) the names and respective business and residence addresses of the directors and officers of the foreign corporation, except that if good cause is shown, the Secretary of the State may accept business addresses in lieu of business and residence addresses of the directors and officers of the corporation; and (8) the foreign corporation's North American Industry Classification System Code. For purposes of this section, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence addresses of the corporation's directors and officers may expose the personal security of such directors and officers to significant risk.

Sec. 3. Subsection (a) of section 33-1026 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

(a) The certificate of incorporation shall set forth: (1) A corporate name for the corporation that satisfies the requirements of section 33-1045; (2) a statement that the corporation is nonprofit and that the corporation shall not have or issue shares of stock or make distributions; (3) whether the corporation is to have members and, if it is to have members, the provisions which under section 33-1055 are required to be set forth in the certificate of incorporation; (4) the street address of the corporation's initial registered office and the name of its initial registered agent at that office; (5) the name and address of each incorporator; [and] (6) the nature of the activities to be conducted or the purposes to be promoted or carried out, except that it shall be sufficient

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to state, either alone or with other activities or purposes, that the purpose of the corporation is to engage in any lawful act or activity for which corporations may be formed under sections 33-1000 to 33-1290, inclusive, and by such statement all lawful acts and activities shall be within the purposes of the corporation, except for express limitations, if any; (7) the valid electronic mail address of the corporation; and (8) the foreign corporation's North American Industry Classification System Code.

Sec. 4. Subsection (a) of section 33-1212 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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Sec. 5. Subsection (a) of section 34-10 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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

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

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

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

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

[(6) The] (4) The valid electronic mail address [, if any,] of the limited partnership;

(5) The limited partnership's North American Industry Classification System Code; and

(6) Any other matters the partners determine to include in the certificate.

Sec. 6. Subsection (b) of section 34-13e of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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address [, if any,] of the limited partnership; (4) if applicable, the name and address of the statutory agent; [and (5) such additional information, including the North American Industry Classification System Code, that the Secretary deems pertinent for determining the principal purpose of the limited partnership] (5) the name and business address of the general partner; and (6) the limited partnership's North American Industry Classification System Code.

Sec. 7. Section 34-38g of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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valid electronic mail address [, if any,] of the foreign limited partnership; and (10) the foreign limited partnership's North American Industry Classification System Code.

Sec. 8. Section 34-38j of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

Sec. 9. Section 34-38k of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

Sec. 10. Subsection (b) of section 34-38s of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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partnership; and (4) the foreign limited partnership's North American Industry Classification System Code.

Sec. 11. Subsection (b) of section 34-247 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

Sec. 12. Section 34-275b of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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

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of section 34-275e;

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

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

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

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

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

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

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

(b) When delivering to the Secretary of the State a foreign registration certificate that is completed in accordance with the provisions of subsection (a) of this section, the foreign limited liability company shall



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also deliver a certificate of existence, or a document of similar import, duly authenticated by the Secretary of the State or other official having custody of corporate records in the state or country under whose law it is formed.

Sec. 13. Subsection (a) of section 34-419 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

Sec. 14. Section 34-429 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

Before transacting business in this state, a foreign registered limited liability partnership shall file a certificate of authority with the Secretary of the State executed by a person with authority to do so under the laws of the state or other jurisdiction where it is registered as a registered limited liability partnership. The certificate of authority shall set forth: (1) The name of the partnership and, if different, the name under which it proposes to transact business in this state, either of which shall

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conform to the requirements of section 34-406; (2) the state or other jurisdiction where it is registered as a registered limited liability partnership and the date of its registration; (3) the name and address of the agent in this state for service of process required to be maintained by section 34-408 and an acceptance of such appointment signed by the agent appointed; (4) the address of the office required to be maintained in the state or other jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the partnership; (5) a representation that the partnership is a "foreign registered limited liability partnership" as defined in section 34-301; (6) a brief statement of the business in which the partnership engages; (7) the valid electronic mail address [ , if any,] of the foreign registered limited liability partnership; (8) the foreign registered limited liability partnership's North American Industry Classification System Code; and [(8)] (9) any other matters the partnership may determine to include.

Sec. 15. Subsection (a) of section 34-503 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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

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

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

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

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

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

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

Sec. 16. Section 34-531 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

Sec. 17. Section 33-953 of the general statutes is repealed and the

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following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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

(c) Each annual report shall set forth: (1) The name of the corporation; (2) the principal office of the corporation or, in the case of a foreign corporation (A) the address of the principal office of the foreign corporation in the state under the laws of which it is incorporated, (B) the address of the executive offices of the foreign corporation, and (C) the address of the principal office of the foreign corporation in this state, if any; (3) the valid electronic mail address [, if any,] of the corporation; (4) the name and address of the registered agent; (5) the names and respective business and residence addresses of the directors and officers of the corporation, except that if good cause is shown, the Secretary of the State may accept business addresses in lieu of business and

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residence addresses of the directors and officers of the corporation; and (6) [such additional information, including the North American Industry Classification System Code, that the Secretary deems pertinent for determining the principal purpose of the corporation] the corporation's or foreign corporation's North American Industry Classification System Code. For the purposes of this subsection, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence addresses of the corporation's directors and officers may expose the personal security of such directors and officers to significant risk.

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

(e) If any information required in the annual report, except for the corporation's name, changes after the corporation has filed its most current annual report and not later than thirty days preceding the month during which the corporation's next annual report becomes due, the corporation shall file with the Secretary of the State an amended annual report, which shall meet the requirements set forth in subsection (c) of this section. The filing fee for an amended annual report is twenty-five dollars.

Sec. 18. Section 33-1243 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

(a) Each domestic corporation, except banks, trust companies,

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

(b) The first annual report of a domestic corporation formed prior to January 1, 2020, shall be filed not later than two years after the date on which the corporation filed its certificate of incorporation. The first annual report of a corporation formed on or after January 1, 2020, shall be filed not later than ninety days after the date on which such corporation filed its certificate of incorporation. Subsequent annual reports of a domestic corporation and annual reports of each foreign corporation authorized to conduct affairs in this state shall be filed by electronic transmission on the anniversary date of the filing of the first annual report. Upon request of a corporation, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the corporation does not have the capability to file by electronic transmission or make payment in an authorized manner by electronic means or if other good cause is shown.

(c) Each annual report shall set forth: (1) The name of the corporation and, in the case of a foreign corporation, the state under the laws of which it is incorporated; (2) the principal office of the corporation or, in the case of a foreign corporation (A) the address of the principal office of the foreign corporation in the state under the laws of which it is incorporated, (B) the address of the executive offices of the foreign corporation, and (C) the address of the principal office of the foreign corporation in this state, if any; (3) the valid electronic mail address [, if any,] of the corporation; (4) the name and address of the registered

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

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

(e) If any information required in the annual report, except for the corporation's name, changes after the corporation has filed its most current annual report and not later than thirty days preceding the month during which the corporation's next annual report becomes due, the corporation shall file with the Secretary of the State an amended annual report, which shall meet the requirements set forth in subsection (c) of this section. The filing fee for an amended annual report is twenty-five dollars.

Sec. 19. Section 34-247k of the general statutes is repealed and the

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following is substituted in lieu thereof (*Effective January 1, 2025*):

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

(1) The name of the company;

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

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

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

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

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

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



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liability company.]

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

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

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

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

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

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

(g) If any information required in the annual report, except for the limited liability company's name, changes after the limited liability company has filed its most current annual report and not later than thirty days preceding the month during which the limited liability company's next annual report becomes due, the limited liability company shall file with the Secretary of the State an amended annual report, which shall meet the requirements set forth in subsection (a) of this section. The filing fee for an amended annual report is twenty-five dollars.

Sec. 20. Section 34-420 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

(a) Each registered limited liability partnership shall file an annual report by electronic transmission with the Secretary of the State, which report shall be due upon the anniversary of the filing of a certificate of limited liability partnership pursuant to section 34-419, as amended by this act. Upon request of a registered limited liability partnership, the Secretary of the State may grant an exemption from the requirement to file an annual report by electronic transmission if the registered limited

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

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

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

(d) If any information required in the annual report, except for the registered limited liability partnership's name, changes after the registered limited liability partnership has filed its most current annual report and not later than thirty days preceding the month during which the registered limited liability partnership's next annual report becomes due, the registered limited liability partnership shall file with the Secretary of the State an amended annual report, which shall meet the requirements set forth in subsection (b) of this section. The filing fee for an amended annual report is twenty-five dollars.

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Sec. 21. Section 34-431 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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

(c) Each annual report shall be executed in accordance with section 34-410, and be accompanied by the filing fee established in section 34-413. The Secretary of the State shall deliver to each foreign registered

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

(d) If any information required in the annual report, except for the foreign registered limited liability partnership's name, changes after the foreign registered limited liability partnership has filed its most current annual report and not later than thirty days preceding the month during which the limited liability partnership's next annual report becomes due, the foreign registered limited liability partnership shall file with the Secretary of the State an amended annual report, which shall meet the requirements set forth in subsection (b) of this section. The filing fee for an amended annual report is twenty-five dollars.

Sec. 22. Subsections (d) and (e) of section 3-99a of the general statutes are repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

(d) In the performance of their functions, the [Commercial Recording] Business Services Division and the [Records and Legislative Services] Legislation and Elections Administration Division of the office of the Secretary of the State may, in the discretion of the Secretary, provide expedited services. The Secretary shall provide for the establishment and administration of a system of payment for such expedited services and may include in such system prepaid deposit accounts. The Secretary shall charge, in addition to the filing fees provided for by law, the sum of fifty dollars for each expedited service provided. The filing fee and the expediting fee shall be paid by the person requesting the information and documents, in such manner as required by the Secretary. The Secretary may promulgate rules and regulations necessary to establish guidelines for the use of expedited services and shall establish fees, in addition to the expediting fee, for expedited electronic data processing

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services which cover the cost of such services.

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

(2) The Secretary may require the Internet submission of any filing to the Business Services Division under titles 33, 34 and 42a, except the Secretary may permit the paper filing of such documents and data if the filer establishes to the satisfaction of the Secretary that Internet submission is impracticable.

Sec. 23. Subsection (a) of section 3-99d of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

(a) The [Commercial Recording] Business Services Division of the office of the Secretary of the State shall establish an electronic business portal as a single point of entry for business entities for purposes of business registration pursuant to title 33 or 34. Such portal shall provide explanatory information and electronic links provided by state agencies and quasi-public agencies, including, but not limited to, the Labor Department, the Workers' Compensation Commission, the Departments of Economic and Community Development, Administrative Services, Consumer Protection, Energy and Environmental Protection and Revenue Services, Connecticut Innovations, Incorporated, Connecticut Licensing Info Center, The

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United States Small Business Administration, the Connecticut Small Business Development Center, the Connecticut Economic Resource Center and the Connecticut Center for Advanced Technology, for the purposes of assisting such business entities in determining permitting and licensure requirements, identifying state revenue responsibilities and benefits, and finding available state financial incentives and programs related to such entities' businesses. The information provided for purposes of business registration with the office of the Secretary of the State may be made available to state agencies and quasi-public agencies for economic development, state revenue collection and statistical purposes as provided by law.

Sec. 24. Section 33-890 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

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

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

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

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

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

Sec. 25. Section 33-1181 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

(b) Whenever any corporation is more than two years in default of filing its annual report as required by section 33-1243, as amended by this act, the Secretary of the State may notify such corporation by [first



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class] electronic mail addressed to such corporation [at its principal office] and sent to the corporation's electronic mail address as last shown on the Secretary's records that under the provisions of this section the corporation is to be administratively dissolved. Unless the corporation, within three months of the [mailing] sending of such notice, files such annual report, the Secretary of the State shall prepare and file in the Secretary's office a certificate of administrative dissolution stating that the delinquent corporation has been administratively dissolved by reason of its default.

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

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

(e) After filing the certificate of administrative dissolution, the Secretary of the State shall: (1) [Mail] Send a copy thereof to the delinquent corporation, addressed to such corporation at its [principal office] electronic mail address as last shown on [his] the Secretary's records, and (2) cause notice of the filing of such certificate of administrative dissolution to be posted on the office of the Secretary of

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the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of administrative dissolution.

Sec. 26. Section 34-32b of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

(b) Whenever any limited partnership is more than one year in default of filing its annual report as required by section 34-13e, as amended by this act, the Secretary of the State may notify such limited partnership by [first class] electronic mail addressed and sent to such limited partnership at its electronic mail address as last shown on the Secretary's records that under the provisions of this section the limited partnership's rights and powers are prima facie forfeited. Unless the limited partnership, within three months of the [mailing] sending of such notice, files such annual report, the Secretary of the State shall prepare and file in the Secretary's office a certificate of cancellation by forfeiture stating that the delinquent limited partnership's certificate has been cancelled by forfeiture by reason of its default.

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

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partnership's certificate has been cancelled by forfeiture by reason of its default.

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

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

Sec. 27. Section 34-267g of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

(b) Whenever it comes to the attention of the Secretary of the State that a limited liability company is more than one year in default of filing its annual report as required by section 34-247k, as amended by this act, the Secretary of the State may notify such limited liability company by [first class] electronic mail addressed to such limited liability company [at its principal office] and sent to the limited liability company's electronic mail address as last shown on the Secretary's records that, under the provisions of this section, the limited liability company's rights and powers are prima facie forfeited. Unless the limited liability company, within three months of the [mailing] sending of such notice, files such annual report, the Secretary of the State shall prepare and file in the Secretary's office a certificate of dissolution by forfeiture stating that the delinquent limited liability company has been dissolved by

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forfeiture by reason of its default.

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

(d) Dissolution shall be effective upon the filing by the Secretary of the State of such certificate of dissolution by forfeiture.

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

(f) A limited liability company that is dissolved by forfeiture continues in existence as an entity but may not carry on any activities except as necessary to wind up its activities and affairs and liquidate its assets under sections 34-267a, 34-267c, 34-267d, 34-267e and 34-267f, or

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to apply for reinstatement under section 34-267b.

(g) The dissolution of a limited liability company by forfeiture does not terminate the authority of its registered agent.

Sec. 28. Section 34-422 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

(b) Whenever any registered limited liability partnership is more than one year in default of filing its annual report, the Secretary of the State may notify such registered limited liability partnership by [first class] electronic mail addressed to such registered limited liability partnership [at its principal office] and sent to the limited liability partnership's electronic mail address as last shown in the records of said Secretary that under the provisions of this section the registered limited liability partnership's status as a registered limited liability partnership is to be revoked by reason of its default. Unless, within three months after the [mailing] sending of such notice, the registered limited liability partnership files a report made out and verified in all respects as the annual report of such registered limited liability partnership, the Secretary of the State shall prepare and file in the office of said Secretary a certificate of revocation by forfeiture stating that the status of the registered limited liability partnership as a registered limited liability partnership has been revoked by reason of its default. The status of a registered limited liability partnership, including the liability of partners for debts, obligations and liabilities of or chargeable to the partnership, is retained until expressly revoked by the Secretary of the State. Revocation of the status of a registered limited liability partnership shall not affect the status of such partnership or the liability of the partners thereof with regard to events, acts or omissions occurring

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prior to the date of revocation.

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

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

(e) After filing the certificate of revocation, the Secretary of the State shall: (1) [Mail] Send a certified copy thereof to the delinquent registered limited liability partnership addressed to such registered limited liability partnership at its [principal office] electronic mail address as last shown on [his] the Secretary's records; and (2) cause notice of the filing of such certificate of revocation to be posted on the office of the

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Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of revocation.

Sec. 29. Section 33-936 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

(b) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the Secretary of the State that each ground determined by the Secretary of the State does not exist, within ninety days after mailing of the notice, the Secretary of the State may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The Secretary of the State shall file the original of the certificate and shall: (1) [Mail] Send a copy thereof to the delinquent corporation, addressed to such [corporation at its principal office] corporation's electronic mail address as last shown on [his] the Secretary's records; and (2) cause notice of the filing to be posted on the office of the Secretary of the State's Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of revocation.

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

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

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

Sec. 30. Section 33-1226 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

(b) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the Secretary of the State that each ground determined by the Secretary of the State does not exist, within ninety days after [mailing] sending of the notice, the Secretary of the State may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The Secretary of the State shall file the original of the certificate and shall: (1) [Mail] Send a copy thereof to the delinquent foreign corporation, addressed to such foreign corporation at [its principal office] such corporation's electronic mail address as last shown on [his] the Secretary's records; and (2) cause notice of the filing to be posted on the office of the Secretary of the State's



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Internet web site for a period of sixty days following the date on which the Secretary of the State files the certificate of revocation.

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

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

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

Sec. 31. Section 34-38u of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

(b) On the happening of the events set out in subdivision (1), (2), (3) or (4) of subsection (a) of this section, the Secretary of the State shall give

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not less than twenty days' written notice to the foreign limited partnership that he intends to revoke the certificate of registration of such foreign limited partnership for one of said causes, specifying the same. Such notice shall be given by [registered or certified] electronic mail addressed and sent to the foreign limited partnership at its electronic mail address as last shown on the records of the Secretary of the State. If, before expiration of the time set forth in such notice, the foreign limited partnership establishes to the satisfaction of the Secretary of the State that the stated cause for the revocation of its certificate of registration did not exist at the time the notice was mailed or, if it did exist at said time, has been cured, the Secretary of the State shall take no further action. Otherwise, on the expiration of the time stated in the notice, [he] the Secretary shall revoke the certificate of registration of such foreign limited partnership to transact business in this state.

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

Sec. 32. Section 34-275g of the general statutes is repealed and the

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following is substituted in lieu thereof (*Effective January 1, 2025*):

(a) The foreign registration certificate of a foreign limited liability company to transact business in this state may be revoked by the Secretary of the State upon the conditions provided in this section when: (1) The foreign limited liability company has failed to file its annual report with the Secretary of the State; (2) a wilful misrepresentation has been made of any material matter in any application, report, affidavit or other document, submitted by such foreign limited liability company pursuant to sections 34-275 to 34-275i, inclusive; (3) the foreign limited liability company is exceeding the authority conferred upon it by said sections; or (4) the foreign limited liability company is without an agent upon whom process may be served in this state for sixty days or more.

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

(c) Upon revoking the foreign registration certificate of any foreign limited liability company, the Secretary of the State shall file a certificate

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

Sec. 33. Section 34-433 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

(b) (1) Upon the happening of the events set out in subdivision (1) of subsection (a) of this section, the Secretary of the State may revoke the certificate of authority of such foreign registered limited liability partnership to transact business in this state. (2) Upon determining to revoke the certificate of authority of a foreign registered limited liability partnership the Secretary of the State shall give not less than thirty days' written notice to the foreign registered limited liability partnership that

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said Secretary intends to revoke the certificate of authority of such foreign registered limited liability partnership for one of said causes, specifying the same. Such notice shall be given by [first class] electronic mail addressed to the foreign registered limited liability partnership at its electronic mail address as last shown on the records of the Secretary of the State. If, before expiration of the time set forth in the notice, the foreign registered limited liability partnership establishes to the satisfaction of the Secretary of the State that the stated cause for the revocation of its certificate of authority did not exist at the time the notice was mailed or, if it did exist at such time, has been cured, the Secretary of the State shall take no further action. Otherwise, on the expiration of the time stated in the notice, said Secretary shall revoke the certificate of authority of such foreign registered limited liability partnership to transact business in this state.

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

(d) The authority to transact business in this state is retained until expressly revoked by the Secretary of the State. Revocation of the

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authority of a foreign registered limited liability partnership to transact business in this state shall not affect the status of said partnership in this state under subsection (4) of section 34-400, or the validity of the acts of said partnership occurring prior to the effective date of revocation.

Sec. 34. (NEW) (*Effective January 1, 2025*) (a) No person shall transact business in this state under any assumed or fictitious name, or under any designation, name or style, corporate or otherwise, other than the real name or names of the person or persons transacting such business, unless a trade name certificate has been issued in accordance with this section or section 35 of this act.

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

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

(2) For the purposes of this section, "business organization" means any corporation, limited partnership, limited liability partnership or limited liability company on record with the Secretary of the State. An application filed by a business organization shall provide: (A) The name under which such business is, or will be, transacted, (B) the business identification number for the business organization provided by the Secretary of the State, (C) the name of the corporation, limited partnership, limited liability partnership or limited liability company on file with the Secretary of the State, (D) the principal business address of the business organization on file with the Secretary of the State, and (E) the electronic mail address of the business organization.

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(c) An application for a trade name certificate shall be executed by each natural person filing such application or, in the case of a business organization, by an authorized officer of such business organization and acknowledged before an authority qualified to administer oaths. The filing fee for the trade name application shall be in accordance with section 7-34a of the general statutes, as amended by this act.

(d) A town clerk shall issue a trade name certificate upon acceptance of a trade name application filed in accordance with this section or section 35 of this act. Such certificate shall be valid for a period of five years from the date of issuance.

(e) All trade name certificates issued prior to January 1, 2025, shall expire on December 31, 2029, unless renewed in accordance with this act. A trade name in existence prior to January 1, 2025, may be renewed at any time during such five-year period and the renewed trade name shall be valid for five years from the date such renewal is accepted by the town clerk.

Sec. 35. (NEW) (*Effective January 1, 2025*) (a) A trade name certificate may be renewed not earlier than six months prior to the expiration date of such certificate and not later than the expiration date of such certificate. An application for renewal shall be on a form prescribed by the Secretary of the State and provide the information required by section 34 of this act. Upon acceptance of an application for renewal, the town clerk shall issue a new trade name certificate, which shall be valid for five years from the expiration date of the previous certificate. The filing fee for a trade name renewal shall be in accordance with section 7-34a of the general statutes, as amended by this act.

(b) Any information contained on an original application for a trade name certificate or a renewal application may be amended by the filer at any time prior to the expiration of the trade name certificate and the fee for such amendment shall be in accordance with section 7-34a of the

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general statutes, as amended by this act.

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

Sec. 36. (NEW) (*Effective January 1, 2025*) (a) Each town clerk shall keep an alphabetical index of the trade name certificates issued by such town clerk and the natural persons, corporations, limited partnerships, limited liability partnerships or limited liability companies filing such trade name applications.

(b) The Secretary of the State shall create an electronic system for town clerks to process applications for trade name certificates. Such system shall provide for state-wide public searching of trade name certificate information. Any town clerk utilizing such system shall be deemed to have complied with the indexing requirements in subsection (a) of this section. On and after January 1, 2026, the Secretary may require town clerks to utilize the electronic system described in this section.

Sec. 37. (NEW) (*Effective January 1, 2025*) (a) A copy of any trade name certificate, certified by the town clerk from whose office the same has been issued, shall be presumptive evidence, in all courts in this state, of the facts contained in such certificate. The provisions of sections 34 to 36, inclusive, of this act shall not prevent the lawful use of a partnership name or designation, if such partnership name or designation includes the true surname of at least one of the individuals composing such partnership.

(b) A trade name certificate shall not be required for any domestic or



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foreign limited partnership, limited liability partnership, limited liability company, corporation or statutory trust registered with the Secretary of the State pursuant to title 33 or 34 of the general statutes, as applicable, provided such entity transacts business under the name stated in its formation or registration document, as applicable, filed with the Secretary of the State.

(c) Nothing in sections 34 to 38, inclusive, of this act shall require any town clerk to determine that the trade name that is the subject of a trade name certificate issued pursuant to section 34 or 35 of this act is unique in the town of filing or in any other town in the state.

(d) Any person transacting business in violation of the provisions of sections 34 to 38, inclusive, of this act shall be fined not more than five hundred dollars, imprisoned not more than one year, or both. Failure to comply with the provisions of sections 34 to 38, inclusive, of this act shall be deemed to be an unfair or deceptive trade practice under subsection (a) of section 42-110b of the general statutes.

Sec. 38. (NEW) (*Effective January 1, 2025*) (a) No person shall use, in any printed advertisement, an assumed or fictitious name for the conduct of such person's business that includes the name of any municipality in this state in such a manner as to suggest that such person's business is located in such municipality unless: (1) Such person's business is, in fact, located in such municipality; or (2) such person includes in any such printed advertisement the complete street address of the location from which such person's business is actually conducted, including the municipality and, if located outside of Connecticut, the state in which such person's business is located. A violation of any provision of this section by a person conducting business under an assumed or fictitious name that includes the name of a municipality in this state shall be deemed an unfair or deceptive trade practice under subsection (a) of section 42-110b of the general statutes.

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

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

Sec. 39. Subdivision (1) of subsection (a) of section 7-34a of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

(a) (1) Town clerks shall receive, for recording any document, ten dollars for the first page and five dollars for each subsequent page or fractional part thereof, a page being not more than eight and one-half by fourteen inches. Town clerks shall receive, for recording the information contained in a certificate of registration for the practice of any of the healing arts, five dollars. Town clerks shall receive, for recording documents conforming to, or substantially similar to, section 47-36c, which are clearly entitled "statutory form" in the heading of such documents, as follows: For the first page of a warranty deed, a quitclaim deed, a mortgage deed, or an assignment of mortgage, ten dollars; for each additional page of such documents, five dollars; and for each assignment of mortgage, subsequent to the first two assignments, two dollars. Town clerks shall receive, for recording any document with respect to which certain data must be submitted by each town clerk to the Secretary of the Office of Policy and Management in accordance with section 10-261b, two dollars in addition to the regular recording fee. Any person who offers any written document for recording in the office of any town clerk, which document fails to have legibly typed, printed or stamped directly beneath the signatures the names of the persons who

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executed such document, the names of any witnesses thereto and the name of the officer before whom the same was acknowledged, shall pay one dollar in addition to the regular recording fee. Town clerks shall receive, for recording any deed, except a mortgage deed, conveying title to real estate, which deed does not contain the current mailing address of the grantee, five dollars in addition to the regular recording fee. Town clerks shall receive, for filing any document, ten dollars; for receiving and keeping a survey or map, legally filed in the town clerk's office, ten dollars; and for indexing such survey or map, in accordance with section 7-32, ten dollars, except with respect to indexing any such survey or map pertaining to a subdivision of land as defined in section 8-18, in which event town clerks shall receive twenty dollars for each such indexing. Town clerks shall receive, for a copy, in any format, of any document either recorded or filed in their offices, one dollar for each page or fractional part thereof, as the case may be; for certifying any copy of the same, two dollars; for making a copy of any survey or map, the actual cost thereof; and for certifying such copy of a survey or map, two dollars. Town clerks shall receive, for recording the commission and oath of a notary public and for a trade name application, renewal, amendment, cancellation or other filing, twenty dollars; and for certifying under seal to the official character of a notary, five dollars.

Sec. 40. Subsection (d) of section 33-921 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(d) A foreign corporation is liable to this state, for the years or parts thereof during which it transacted business in this state without a certificate of authority, in an amount equal to (1) all fees and taxes which would have been imposed by law upon such corporation had it duly applied for and received such certificate of authority to transact business in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign corporation is further liable to this

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state, for each month or part thereof during which it transacted business without a certificate of authority, in an amount equal to three hundred dollars, except that a foreign corporation which has obtained a certificate of authority not later than ninety days after it has commenced transacting business in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State. The Attorney General shall bring such action as he may deem necessary to recover any amounts due the state under the provisions of this subsection including an action to restrain a foreign corporation against which fees and penalties have been imposed pursuant to this subsection from transacting business in this state until such time as such fees and penalties have been paid. Any action to enforce liability under this section shall be brought by the Attorney General not later than three years after the date of the levy assessed by the Secretary of the State.

Sec. 41. Subsection (d) of section 33-1211 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(d) A foreign corporation is liable to this state, for the years or parts thereof during which it conducted affairs in this state without a certificate of authority, in an amount equal to (1) all fees and taxes which would have been imposed by law upon such corporation had it duly applied for and received such certificate of authority to conduct affairs in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign corporation is further liable to this state, for each month or part thereof during which it conducted affairs in this state without a certificate of authority, in an amount equal to three hundred dollars, except that a foreign corporation which has obtained a certificate of authority not later than ninety days after it has commenced conducting affairs in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State. The Attorney General shall bring such action as he may

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deem necessary to recover any amounts due the state under the provisions of this subsection including an action to restrain a foreign corporation against which fees and penalties have been imposed pursuant to this subsection from conducting affairs in this state until such time as such fees and penalties have been paid. Any action to enforce liability under this section shall be brought by the Attorney General not later than three years after the date of the levy assessed by the Secretary of the State.

Sec. 42. Subsection (g) of section 34-275a of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(g) A foreign limited liability company which transacts business in this state without a valid foreign registration certificate shall be liable to this state, for each year or part thereof during which it transacted business in this state without such certificate, in an amount equal to: (1) All fees and taxes which would have been imposed by law upon such limited liability company had it duly applied for and received such registration to transact business in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign limited liability company is further liable to this state, for each month or part thereof during which it transacted business in this state without a valid foreign registration certificate, in an amount equal to three hundred dollars, except that a foreign limited liability company which has registered with the Secretary of the State not later than ninety days after it has commenced transacting business in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State. The Attorney General may bring proceedings to recover all amounts due this state under the provisions of this subsection not later than three years after the date of the levy assessed by the Secretary of the State.

Sec. 43. (NEW) (*Effective from passage*) The Secretary of the State has

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the power reasonably necessary to perform the duties required of the Secretary by sections 34-243 to 34-299, inclusive, of the general statutes.

Sec. 44. (NEW) (*Effective from passage*) (a) The Secretary of the State may propound to any limited liability company subject to the provisions of sections 34-243 to 34-299, inclusive, of the general statutes, domestic or foreign, and to any member or manager thereof, interrogatories as may be reasonably necessary and proper to enable the Secretary to ascertain whether such limited liability company has complied with the provisions of said sections applicable to such limited liability company. Such interrogatories shall be answered within thirty days after the mailing thereof, or within such additional time as shall be fixed by the Secretary of the State, and the answers thereto shall be full and complete and shall be made in writing and under oath. If such interrogatories are directed to an individual, they shall be answered by such individual, and, if directed to a limited liability company, they shall be answered by any member or manager thereof.

(b) Each limited liability company, domestic or foreign, and each member or manager of a limited liability company, domestic or foreign, failing or refusing within the time prescribed by this section to answer truthfully and fully interrogatories duly propounded to such company, member or manager by the Secretary of the State as provided in subsection (a) of this section shall be fined not more than five hundred dollars.

(c) Interrogatories propounded by the Secretary of the State and the answers thereto shall not be open to public inspection nor shall the Secretary of the State disclose any facts or information obtained therefrom except insofar as the Secretary's official duty may require the same to be made public or if such interrogatories or the answers thereto are required for evidence in any criminal proceedings or in any other action by this state.

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Sec. 45. Subsection (c) of section 34-430 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(c) A foreign registered limited liability partnership which transacts business in this state without filing a certificate of authority under section 34-429, as amended by this act, shall be liable to this state, for each year or part thereof during which it transacted business in this state without such certificate, in an amount equal to: (1) All fees and taxes which would have been imposed by law upon such registered limited liability partnership had it duly applied for and received such authority to transact business in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign registered limited liability partnership is further liable to this state, for each month or part thereof during which it transacted business in this state without filing a certificate of authority under section 34-429, as amended by this act, in an amount equal to three hundred dollars, except that a foreign registered limited liability partnership which has filed a certificate of authority with the Secretary of the State not later than ninety days after it has commenced transacting business in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State. The Attorney General may bring proceedings to recover all amounts due this state under the provisions of this subsection not later than three years after the date of the levy assessed by the Secretary of the State.

Sec. 46. (NEW) (*Effective from passage*) The Secretary of the State has the power reasonably necessary to perform the duties required of the Secretary by sections 34-300 to 34-499, inclusive, of the general statutes.

Sec. 47. Subsection (d) of section 34-539 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

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(d) A foreign statutory trust which transacts business in this state without a valid certificate of registration shall be liable to this state, for each year or part thereof during which it transacted business in this state without such certificate, in an amount equal to: (1) All fees and taxes which would have been imposed by law upon such statutory trust had it duly applied for and received such registration to transact business in this state, and (2) all interest and penalties imposed by law for failure to pay such fees and taxes. A foreign statutory trust is further liable to this state, for each month or part thereof during which it transacted business without a valid certificate of registration, in an amount equal to three hundred dollars, except that a foreign statutory trust which has registered with the Secretary of the State not later than ninety days after it has commenced transacting business in this state shall not be liable for such monthly penalty. Such fees and penalties may be levied by the Secretary of the State. The Attorney General may bring proceedings to recover all amounts due this state under the provisions of this subsection not later than three years after the date of the levy assessed by the Secretary of the State.

Sec. 48. (NEW) (*Effective from passage*) The Secretary of the State has the power reasonably necessary to perform the duties required of the Secretary by sections 34-500 to 34-599, inclusive, of the general statutes.

Sec. 49. (NEW) (*Effective from passage*) (a) The Secretary of the State may propound to any statutory trust subject to the provisions of sections 34-500 to 34-599, inclusive, of the general statutes, domestic or foreign, and to any trustee thereof, interrogatories as may be reasonably necessary and proper to enable the Secretary to ascertain whether such statutory trust has complied with the provisions of said sections applicable to such statutory trust. Such interrogatories shall be answered within thirty days after the mailing thereof, or within such additional time as shall be fixed by the Secretary of the State, and the answers thereto shall be full and complete and shall be made in writing



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and under oath. If such interrogatories are directed to an individual, they shall be answered by such individual, and, if directed to a statutory trust, they shall be answered by any trustee thereof.

(b) Each statutory trust, domestic or foreign, and each trustee of a statutory trust, domestic or foreign, failing or refusing within the time prescribed by this section to answer truthfully and fully interrogatories duly propounded to such trust or such trustee by the Secretary of the State as provided in subsection (a) of this section shall be fined not more than five hundred dollars.

(c) Interrogatories propounded by the Secretary of the State and the answers thereto shall not be opened to public inspection nor shall the Secretary of the State disclose any facts or information obtained therefrom except insofar as the Secretary's official duty may require the same to be made public or if such interrogatories or the answers thereto are required for evidence in any criminal proceedings or in any other action by this state.

Sec. 50. (NEW) (*Effective from passage*) (a) As used in this section:

(1) "Connecticut Business Registry" means the data and filing history of all businesses that form or register with the Secretary of the State under titles 33 and 34 of the general statutes and made available to the public on the state's centralized business Internet web site.

(2) "Verify" means to confirm the veracity of data submitted and accepted by the Secretary.

(3) "Registered business entity" means any corporation, limited liability company, limited liability partnership, limited partnership, statutory trust or any other business entity on the Connecticut Business Registry.

(b) The Secretary may verify the data submitted to the Connecticut

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Business Registry and confirm that such information has been transmitted with the authorization of the registered business entity for which it is filed. When verifying such data, the Secretary may prevent the submission of data that cannot be authenticated and reject the filing of data that cannot be authenticated. If the Secretary finds that any data submitted cannot be verified, the Secretary may administratively dissolve, forfeit, revoke or cancel the registered business entity in accordance with the applicable provisions of titles 33 and 34 of the general statutes.

(c) The Secretary may take the following measures to prevent the fraudulent submission of data to the Connecticut Business Registry:

(1) Authenticate the identity of the person submitting a filing to the Secretary;

(2) Authenticate any and all electronic mail addresses and cellular telephone numbers provided in connection with a filing on the Connecticut Business Registry, including the electronic mail address and cellular telephone number used by the person submitting the filing and the electronic mail address of record for the business;

(3) Require proof that the registered business entity has authorization to use the address provided to the Secretary as the principal business address. Such proof may include evidence that the registered business entity or one of its principals owns or leases the property or that the owner or lessor of the property consents to the use of the property as the registered business entity's principal place of business;

(4) Require that all addresses submitted to the Secretary be valid according to the United States Postal Service; and

(5) Take such other measures as the Secretary deems necessary that further the purposes of this section and are consistent with the law of this state.

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Sec. 51. (NEW) (*Effective January 1, 2025*) The following requirements apply to any registered agent required to be appointed by law for any corporation, limited liability company, limited liability partnership, limited partnership or any other business entity that forms or is required to register with the Secretary of the State:

(1) If the agent is a natural person, the person shall be eighteen years of age or older and be a resident of Connecticut during all such times as the person is named as agent. The Secretary may require proof that (A) the name of the agent provided is the legal name of the person appointed agent, (B) the residential address provided is the agent's primary residence, and (C) the business address is the usual place of business of the agent.

(2) If the agent is another registered business entity, such entity shall be in good standing with the Secretary of the State. For the purposes of this subparagraph, "good standing" means that the registered business entity is active on the Secretary's records and compliant with its legal obligation to file annual reports and maintain a registered agent.

(3) The business address provided for a registered business entity appointed to serve as registered agent for another registered business entity shall be the usual place of business for such agent. For the purposes of this subdivision, "usual place of business" means a place in this state that is customarily open during normal business hours where a person who is authorized to perform the services of a registered agent, including acceptance of service of process and other notifications for the entity for which the registered agent is serving as registered agent, is commonly present. "Usual place of business" does not include a United States post office box or a commercial post office box.

Sec. 52. (NEW) (*Effective October 1, 2024*) (a) The following actions are prohibited with respect to any data, document or record submitted to the Secretary of the State on behalf of a business entity under title 33 or

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34 of the general statutes:

(1) Including the name of a person on a document filed with the Secretary under title 33 or 34 of the general statutes without the named person's written consent if the person is included in the filing as:

(A) The registered agent;

(B) The person causing the document to be delivered to the Secretary for filing;

(C) The person incorporating, forming or organizing an entity;

(D) The person named as officer, director, member, manager, partner or other principal of the entity; or

(E) Any other person required under title 33 or 34 of the general statutes to be identified in a document filed with the Secretary.

(2) Including an address in a document filed with the Secretary under title 33 or 34 of the general statutes without the consent of the owner or occupant of the included address; and

(3) Delivering a document regarding an entity to the Secretary if the person who makes the delivery lacks the necessary written consent or authority to do so.

(b) An intentional violation of this section in connection with a filing with the Secretary of the State shall constitute perjury under section 53a-156 of the general statutes and shall be a class D felony.

Sec. 53. Section 34-275c of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

(a) A registered foreign limited liability company shall deliver to the Secretary of the State for filing an amendment to its foreign registration

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certificate if there is a change in: (1) The name of the company; or (2) the company's governing jurisdiction.

(b) The requirements of section 34-275b, as amended by this act, for registering a foreign limited liability company apply to obtaining an amended registration under this section.

Sec. 54. Subdivision (2) of subsection (f) of section 14-12 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

Sec. 55. Subsection (c) of section 16a-22k of the general statutes is repealed and the following is substituted in lieu thereof (*Effective January 1, 2025*):

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

Sec. 56. Section 35-1 of the general statutes is repealed. (*Effective January 1, 2025*)

Approved June 4, 2024