



Substitute Senate Bill No. 294

Public Act No. 26-81

AN ACT CONCERNING TRADE NAMES, FRAUDULENT FILINGS, IMPERMISSIBLE BUSINESS SOLICITATIONS, DISSOLUTION OF CORPORATIONS, THE ISSUANCE OF AN APOSTILLE AND FEES CHARGED BY A NOTARY.

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

Section 1. Section 35-1a of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2026*):

(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 is recorded and a certificate evidencing such trade name has been issued in accordance with this section or section 35-1b, as amended by this act.

(b) [An application for a trade name certificate] A trade name shall be recorded by submitting a trade name application. A trade name application 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

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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. No business organization may file an application for a trade name under this section unless such business is active and has filed all required annual reports with the Secretary. Upon the dissolution, withdrawal, forfeiture or revocation of a business organization, all trade names issued to such organization shall be deemed cancelled. As used in this section, "business organization" means any corporation, limited partnership, limited liability partnership, limited liability company or any other business entity, foreign or domestic, that is on record with the Secretary of the State.

(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] a person authorized by such business organization and acknowledged before an authority qualified to [administer oaths] take acknowledgments under chapter 6. The filing fee for the trade name application shall be in accordance with section 7-34a.

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(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 35-1b. Such] Upon acceptance of a trade name application by a town clerk, a trade name certificate evidencing such trade name shall issue from the Connecticut Trade Name Registry established pursuant to section 35-1c, as amended by this act. The trade name reflected on such certificate shall be valid for a period of five years from the date of issuance.

(e) All trade [name certificates issued] names recorded 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, in accordance with the provisions of subsection (a) of section 35-1b, as amended by this act, and the renewed trade name shall be valid for five years from the date such renewal is accepted by the town clerk.

Sec. 2. Section 35-1b of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2026*):

(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] by filing a trade name application in accordance with section 35-1a, as amended by this act. An application for renewal shall be on a form prescribed by the Secretary of the State and provide the information required by section 35-1a, as amended by 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] a trade name certificate shall issue in accordance with section 35-1a, as amended by this act, and such trade name shall be valid for five years from acceptance of the application for renewal. Upon acceptance of an application for renewal, the previous trade name shall be deemed cancelled. The filing fee for a trade name renewal shall be in accordance

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with section 7-34a.

(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] Any person may file a new trade name application at any time prior to the expiration of an existing trade name. Upon the filing of a new trade name application for the same trade name, the town clerk shall cancel any prior trade name identified by the filer as superseded by the new filing.

(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] trade name to be cancelled was filed, and the fee for such cancellation shall be in accordance with section 7-34a.

Sec. 3. Section 35-1c of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2026*):

(a) [Each] For trade name records recorded on or before December 31, 2024, each town clerk shall keep an alphabetical index of [the trade name certificates issued] trade names recorded by such town clerk and the [natural] persons [, corporations, limited partnerships, limited liability partnerships or limited liability companies] or business organizations filing such trade name applications.

(b) The Secretary of the State shall create the Connecticut Trade Name Registry, which is an electronic system for town clerks to process [applications for trade name certificates] trade names. 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

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section.] On and after January 1, 2026, the Secretary may require town clerks to utilize the [electronic system described in this section] Connecticut Trade Name Registry.

Sec. 4. Section 35-1d of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2026*):

(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 35a-1a to 35a-1c, inclusive, 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. All trade name records received and created, regardless of the date, shall be retained by town clerks according to the retention periods set by the Public Records Administrator. For any trade name record received on or before December 31, 2024, a certified copy of the record issued by the town clerk from whom the trade name record was filed shall be presumptive evidence in all courts in this state of the facts contained in such trade name record.

(b) For trade name records filed on or after January 1, 2025, a copy of the record, as reflected on the Connecticut Trade Name Registry and bearing a facsimile of the Secretary's signature, shall be presumptive evidence in all courts in this state of the facts contained in such trade name record.

[(b)] (c) A trade name certificate shall not be required for any domestic or 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, as applicable, provided such entity transacts business under the name stated in its formation or registration document, as applicable, filed with the

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Secretary of the State. As used in this subsection, "the name stated in its formation or registration document" does not include any business designator required by section 33-182h, 33-655, 33-1045, 34-13, 34-243h, 34-406 or 34-506 or any other state law requiring a business organization to use specific phrases, words or abbreviations in the name of a business organization registered with the Secretary.

~~[(c)]~~ (d) Nothing in sections 35-1a to 35-1e, inclusive, as amended by 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 35-1a, as amended by this act, or 35-1b, as amended by this act, is unique in the town of filing or in any other town in the state.

~~[(d)]~~ (e) Any person transacting business in violation of the provisions of sections 35-1a to 35-1e, inclusive, as amended by 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 35-1a to 35-1e, inclusive, as amended by this act, shall be deemed to be an unfair or deceptive trade practice under subsection (a) of section 42-110b.

Sec. 5. (NEW) (*Effective October 1, 2026*) (a) No trade name filed on and after October 1, 2026, pursuant to the provisions of chapter 620 of the general statutes shall contain the words:

(1) "Professional corporation", "incorporated", "corporation", "Societa per Azioni" or any abbreviations thereof;

(2) "Limited partnership";

(3) "Limited liability company", "LLC", "L.L.C.", "professional limited liability company", "PLLC" or "P.L.L.C.";

(4) "Registered limited liability partnership", "limited liability partnership", "LLP" or "L.L.P."; or

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(5) "Statutory trust", "limited liability trust", "limited", "LLT", "L.L.T." or "Ltd.".

(b) Any trade name accepted by a town clerk and entered on the Connecticut Trade Name Registry containing a prohibited term under this section shall be void by operation of law and the Secretary may void such record.

(c) No person shall use in any printed advertisement an assumed or fictitious name for the conduct of such person's business that includes the term "company" in such a manner as to suggest that such person's business is a corporation or limited liability company unless such person's business is in fact a corporation or limited liability company.

Sec. 6. Section 3-99e of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2026*):

(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 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 Business Registry and confirm that such information has been transmitted with the authorization of the registered business entity for

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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. The Secretary may also redact each address and name that cannot be verified from any relevant finding.

(c) If the Secretary finds that data cannot be verified in a filing that was made for a legitimate entity, the Secretary may mark each unauthorized filing for the entity to notify the public that the filing is unauthorized and restore the data that was on the registry prior to the unauthorized filing.

[(c)] (d) 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

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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.

Sec. 7. (NEW) (*Effective January 1, 2027*) (a) As used in this section:

(1) "Solicit" or "solicitation" means to directly advertise to a person. "Solicit" or "solicitation" does not include the following:

(A) Communication initiated by a consumer; or

(B) Advertising or marketing to a person with whom the solicitor has a current or former commercial relationship; and

(2) "Person" has the same meaning as provided in subsection (k) of section 1-1 of the general statutes.

(b) Any person, other than the federal government, the state, a state agency or a local government, that solicits a fee for filing a document with or retrieving a copy or certified copy of a certificate or public record from the Secretary of the State, shall:

(1) (A) Include a statement in the solicitation, in the same language as the solicitation, that is identical or substantially similar to the following:

"This is an advertisement. This offer is not being made by, or on behalf of, any government agency. You are not required to make any payment or take any other action in response to this offer."

(B) If the solicitation is in writing, the statement shall be in at least twenty-four-point type and located at the top of the physical document or the beginning of the electronic communication.

(2) Include, in the case of mailed solicitation, the words "THIS IS NOT

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A GOVERNMENT DOCUMENT" in twenty-four-point type and all capital letters on the envelope, outside cover or wrapper in which the solicitation is mailed; and

(3) Include the following in the solicitation:

(A) Information on where the person can file a document directly with the Secretary of the State or retrieve a copy or certified copy of a certificate or public record; and

(B) The name of the person making the solicitation and the person's physical address, which address may not be a post office box.

(c) A solicitation described in subsection (b) of this section shall not be in a form, or use deadline dates or other language, that makes the document appear to be issued by the federal government, the state, a state agency or a local government, or that appears to impose a legal duty on the person being solicited.

(d) A violation of this section constitutes a deceptive act or practice as provided under chapter 735a of the general statutes.

Sec. 8. Section 33-890 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(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, the Secretary of the State may notify such corporation by electronic mail addressed to such corporation 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. In the case of a domestic corporation that has not yet filed an annual report or does

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not have an electronic mail address on record, notice may be sent to any one of the incorporators listed on the certificate of incorporation by first class mail. Unless the corporation, within three months of the 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 electronic mail addressed and sent to such corporation at its 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 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) Send a copy thereof to the delinquent corporation, addressed to such corporation at its electronic mail address as last shown on 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. 9. Section 33-1181 of the general statutes is repealed and the

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following is substituted in lieu thereof (*Effective from passage*):

(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, the Secretary of the State may notify such corporation by electronic mail addressed to such corporation 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. In the case of a domestic corporation that has not yet filed an annual report or does not have an electronic mail address on record, notice may be sent to any one of the incorporators listed on the certificate of incorporation by first class mail. Unless the corporation, within three months of the 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 electronic mail addressed to such corporation sent to such corporation at its 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 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.

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(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) Send a copy thereof to the delinquent corporation, addressed to such corporation at its electronic mail address as last shown on 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. 10. Subsection (a) of section 3-99a of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) Except as provided in subsection (b) of this section, the Secretary of the State shall receive, for filing or recording any document, instrument or paper required to be filed or recorded regardless of the number of pages, when fees are not otherwise specially provided for, fifty dollars. The Secretary shall receive, for preparing and furnishing a copy of any document, instrument or paper filed or recorded: For each copy of each such document, regardless of the number of pages, forty dollars, for affixing the Secretary's certificate and the state seal thereto, fifteen dollars; for the Secretary's certificate with the state seal imprinted or affixed, fifty dollars; for a certificate, with the seal of the state imprinted or affixed thereon, of any fact or record for which no special provision is made, fifty dollars; for [certifying] issuing an apostille as specified by the Hague Convention of 5 October 1961 Abolishing the Requirement of Legalisation for Foreign Public Documents or otherwise authenticating the incumbency of a judge of probate, notary public or other official, forty dollars per document, except that [for certifying the incumbency of an official] when such apostille or authentication is in connection with an adoption of a child, such fee shall be fifteen dollars.

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Sec. 11. (NEW) (*Effective from passage*) (a) As used in this section:

(1) "Apostille" means a certificate that authenticates the signature, official position and seal of an attesting officer under the laws of this state, as specified by the Hague Convention of 5 October 1961 Abolishing the Requirement of Legalisation for Foreign Public Documents when a record is to be sent to a country that is a signatory to the Hague Convention.

(2) "Authentication" means a certificate that authenticates the signature, official position and seal of an attesting officer under the laws of this state when a record is to be sent to a country that is not a signatory to the Hague Convention.

(3) "Hague Convention" means the Hague Convention of 5 October 1961 Abolishing the Requirement of Legalisation for Foreign Public Documents to which the United States of America is a contracting authority and the Connecticut Secretary of the State is a designated competent authority.

(b) Unless otherwise prohibited by the Hague Convention or federal law, the Secretary may issue an apostille or authentication, as applicable, in paper or electronic format.

(c) An apostille or authentication issued by the Secretary in an electronic format shall have the same force and effect as an apostille or authentication issued on paper. The fee for issuing an apostille or authentication as specified by section 3-99a of the general statutes, as amended by this act, shall be the same whether the apostille or authentication is issued in paper or electronic format.

(d) The Secretary may adopt regulations, in accordance with chapter 54 of the general statutes, specifying the processes and procedures applicable to apostilles and authentications in accordance with the Secretary's authority under this section and as a competent authority

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under the Hague Convention.

Sec. 12. Section 3-94m of the general statutes is repealed and the following is substituted in lieu thereof (*Effective from passage*):

(a) The Secretary may deliver a written, official warning and reprimand to a notary, or may revoke or suspend a notary's appointment, as a result of such notary's official misconduct or on any ground for which an application for appointment as a notary may be denied, or for a violation of any provision of the general statutes.

(b) The termination or lapse of an appointment as a notary, regardless of reason, shall not stop or preclude any investigation into such notary's conduct by the Secretary, who may pursue any such investigation to a conclusion and issue any finding.

(c) Within thirty days after the resignation, revocation or suspension of a notary's certificate of appointment, the Secretary shall notify all town clerks within the state, in such manner as the Secretary shall determine, of such resignation, revocation or suspension. The town clerk of any municipality in which such notary's certificate of appointment or replacement certificate of appointment has been recorded shall note the resignation, revocation or suspension, and the effective date thereof, on the original record of such certificate or replacement certificate.

(d) The Secretary may adopt regulations in accordance with the provisions of chapter 54 specifying the processes and procedures used in the Secretary's determination to warn, reprimand, suspend or revoke a notary's commission.

Sec. 13. Section 3-95 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2026*):

The fee for any act performed by a notary public in accordance with

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the provisions of the general statutes shall not exceed [five] ten dollars plus an additional [thirty-five cents] rate for each mile of travel not exceeding the business standard mileage rate determined by the Internal Revenue Service.