



Senate

General Assembly

File No. 615

February Session, 2026

Substitute Senate Bill No. 294

Senate, April 14, 2026

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

AN ACT CONCERNING 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:

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 Section 35-1a of the general statutes is repealed and the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

3 (a) No person shall transact business in this state under any assumed
4 or fictitious name, or under any designation, name or style, corporate or
5 otherwise, other than the real name or names of the person or persons
6 transacting such business, unless a trade name is recorded and a
7 certificate evidencing such trade name has been issued in accordance
8 with this section or section 35-1b, as amended by this act.

9 (b) [An application for a trade name certificate] A trade name shall be
10 recorded by submitting a trade name application. A trade name
11 application shall be filed on a form prescribed by the Secretary of the
12 State in the office of the town clerk in the town in which such business

13 is, or will be, principally transacted.

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

20 (2) [For the purposes of this section, "business organization" means
21 any corporation, limited partnership, limited liability partnership or
22 limited liability company on record with the Secretary of the State.] An
23 application filed by a business organization shall provide: (A) The name
24 under which such business is, or will be, transacted, (B) the business
25 identification number for the business organization provided by the
26 Secretary of the State, (C) the name of the corporation, limited
27 partnership, limited liability partnership or limited liability company on
28 file with the Secretary of the State, (D) the principal business address of
29 the business organization on file with the Secretary of the State, and (E)
30 the electronic mail address of the business organization. No business
31 organization may file an application for a trade name under this section
32 unless such business is active and has filed all required annual reports
33 with the Secretary. Upon the dissolution, withdrawal, forfeiture or
34 revocation of a business organization, all trade names issued to such
35 organization shall be deemed cancelled. As used in this section,
36 "business organization" means any corporation, limited partnership,
37 limited liability partnership, limited liability company or any other
38 business entity, foreign or domestic, that is on record with the Secretary
39 of the State.

40 (c) An application for a trade name [certificate] shall be executed by
41 each [natural] person filing such application or, in the case of a business
42 organization, by [an authorized officer of] a person authorized by such
43 business organization and acknowledged before an authority qualified
44 to [administer oaths] take acknowledgments under chapter 6. The filing
45 fee for the trade name application shall be in accordance with section 7-

46 34a.

47 (d) [A town clerk shall issue a trade name certificate upon acceptance
48 of a trade name application filed in accordance with this section or
49 section 35-1b. Such] Upon acceptance of a trade name application by a
50 town clerk, a trade name certificate evidencing such trade name shall
51 issue from the Connecticut Trade Name Registry established pursuant
52 to section 35-1c, as amended by this act. The trade name reflected on
53 such certificate shall be valid for a period of five years from the date of
54 issuance.

55 (e) All trade [name certificates issued] names recorded prior to
56 January 1, 2025, shall expire on December 31, 2029. [, unless renewed in
57 accordance with this act.] A trade name in existence prior to January 1,
58 2025, may be renewed at any time during such five-year period, in
59 accordance with the provisions of subsection (a) of section 35-1b, as
60 amended by this act, and the renewed trade name shall be valid for five
61 years from the date such renewal is accepted by the town clerk.

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

64 (a) A trade name [certificate] may be renewed [not earlier than six
65 months prior to the expiration date of such certificate and not later than
66 the expiration date of such certificate] by filing a trade name application
67 in accordance with section 35-1a, as amended by this act. An application
68 for renewal shall be on a form prescribed by the Secretary of the State
69 and provide the information required by section 35-1a, as amended by
70 this act. Upon acceptance of an application for renewal, [the town clerk
71 shall issue a new trade name certificate, which shall be valid for five
72 years from the expiration date of the previous certificate] a trade name
73 certificate shall issue in accordance with section 35-1a, as amended by
74 this act, and such trade name shall be valid for five years from
75 acceptance of the application for renewal. Upon acceptance of an
76 application for renewal, the previous trade name shall be deemed
77 cancelled. The filing fee for a trade name renewal shall be in accordance
78 with section 7-34a.

79 (b) [Any information contained on an original application for a trade
80 name certificate or a renewal application may be amended by the filer
81 at any time prior to the expiration of the trade name certificate and the
82 fee for such amendment shall be in accordance with section 7-34a] Any
83 person may file a new trade name application at any time prior to the
84 expiration of an existing trade name. Upon the filing of a new trade
85 name application for the same trade name, the town clerk shall cancel
86 any prior trade name identified by the filer as superseded by the new
87 filing.

88 (c) A trade name [certificate] may be cancelled by the filer prior to the
89 expiration date of the trade name [certificate] upon filing a cancellation
90 of the trade name [certificate] with the town clerk of the town where the
91 [original application] trade name to be cancelled was filed, and the fee
92 for such cancellation shall be in accordance with section 7-34a.

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

95 (a) [Each] For trade name records recorded on or before December 31,
96 2024, each town clerk shall keep an alphabetical index of [the trade name
97 certificates issued] trade names recorded by such town clerk and the
98 [natural] persons [, corporations, limited partnerships, limited liability
99 partnerships or limited liability companies] or business organizations
100 filing such trade name applications.

101 (b) The Secretary of the State shall create the Connecticut Trade Name
102 Registry, which is an electronic system for town clerks to process
103 [applications for trade name certificates] trade names. Such system shall
104 provide for state-wide public searching of trade name [certificate]
105 information. [Any town clerk utilizing such system shall be deemed to
106 have complied with the indexing requirements in subsection (a) of this
107 section.] On and after January 1, 2026, the Secretary may require town
108 clerks to utilize the [electronic system described in this section]
109 Connecticut Trade Name Registry.

110 Sec. 4. Section 35-1d of the general statutes is repealed and the

111 following is substituted in lieu thereof (*Effective October 1, 2026*):

112 (a) [A copy of any trade name certificate, certified by the town clerk
113 from whose office the same has been issued, shall be presumptive
114 evidence, in all courts in this state, of the facts contained in such
115 certificate.] The provisions of sections 35a-1a to 35a-1c, inclusive, shall
116 not prevent the lawful use of a partnership name or designation, if such
117 partnership name or designation includes the true surname of at least
118 one of the individuals composing such partnership. All trade name
119 records received and created, regardless of the date, shall be retained by
120 town clerks according to the retention periods set by the Public Records
121 Administrator. For any trade name record received on or before
122 December 31, 2024, a certified copy of the record issued by the town
123 clerk from whom the trade name record was filed shall be presumptive
124 evidence in all courts in this state of the facts contained in such trade
125 name record.

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

131 [(b)] (c) A trade name certificate shall not be required for any
132 domestic or foreign limited partnership, limited liability partnership,
133 limited liability company, corporation or statutory trust registered with
134 the Secretary of the State pursuant to title 33 or 34, as applicable,
135 provided such entity transacts business under the name stated in its
136 formation or registration document, as applicable, filed with the
137 Secretary of the State. As used in this subsection, "the name stated in its
138 formation or registration document" does not include any business
139 designator required by section 33-182h, 33-655, 33-1045, 34-13, 34-243h,
140 34-406 or 34-506 or any other state law requiring a business organization
141 to use specific phrases, words or abbreviations in the name of a business
142 organization registered with the Secretary.

143 [(c)] (d) Nothing in sections 35-1a to 35-1e, inclusive, as amended by

144 this act, shall require any town clerk to determine that the trade name
145 that is the subject of a trade name certificate issued pursuant to section
146 35-1a, as amended by this act, or 35-1b, as amended by this act, is unique
147 in the town of filing or in any other town in the state.

148 ~~[(d)]~~ (e) Any person transacting business in violation of the
149 provisions of sections 35-1a to 35-1e, inclusive, as amended by this act,
150 shall be fined not more than five hundred dollars, imprisoned not more
151 than one year, or both. Failure to comply with the provisions of sections
152 35-1a to 35-1e, inclusive, as amended by this act, shall be deemed to be
153 an unfair or deceptive trade practice under subsection (a) of section 42-
154 110b.

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

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

160 (2) "Limited partnership";

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

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

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

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

171 (c) No person shall use in any printed advertisement an assumed or
172 fictitious name for the conduct of such person's business that includes

173 the term "company" in such a manner as to suggest that such person's
174 business is a corporation or limited liability company unless such
175 person's business is in fact a corporation or limited liability company.

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

178 (a) As used in this section:

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

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

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

189 (b) The Secretary may verify the data submitted to the Connecticut
190 Business Registry and confirm that such information has been
191 transmitted with the authorization of the registered business entity for
192 which it is filed. When verifying such data, the Secretary may prevent
193 the submission of data that cannot be authenticated and reject the filing
194 of data that cannot be authenticated. If the Secretary finds that any data
195 submitted cannot be verified, the Secretary may administratively
196 dissolve, forfeit, revoke or cancel the registered business entity in
197 accordance with the applicable provisions of titles 33 and 34. The
198 Secretary may also redact each address and name that cannot be verified
199 from any relevant finding.

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

204 unauthorized filing.

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

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

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

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

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

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

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

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

228 (A) Communication initiated by a consumer; or

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

231 (2) "Person" has the same meaning as provided in subsection (k) of

232 section 1-1 of the general statutes.

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

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

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

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

245 (2) Include, in the case of mailed solicitation, the words "THIS IS NOT
246 A GOVERNMENT DOCUMENT" in twenty-four-point type and all
247 capital letters on the envelope, outside cover or wrapper in which the
248 solicitation is mailed; and

249 (3) Include the following in the solicitation:

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

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

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

260 (d) A violation of this section constitutes a deceptive act or practice

261 as provided under chapter 735a of the general statutes.

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

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

266 (b) Whenever any corporation is more than one year in default of
267 filing its annual report as required by section 33-953, the Secretary of the
268 State may notify such corporation by electronic mail addressed to such
269 corporation and sent to the corporation's electronic mail address as last
270 shown on the Secretary's records that under the provisions of this
271 section the corporation is to be administratively dissolved. In the case of
272 a domestic corporation that has not yet filed an annual report or does
273 not have an electronic mail address on record, notice may be sent to any
274 one of the incorporators listed on the certificate of incorporation by first
275 class mail. Unless the corporation, within three months of the sending
276 of such notice, files such annual report, the Secretary of the State shall
277 prepare and file in the Secretary's office a certificate of administrative
278 dissolution stating that the delinquent corporation has been
279 administratively dissolved by reason of its default.

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

292 (d) Dissolution shall be effective upon the filing by the Secretary of

293 the State in his office of such certificate of administrative dissolution.

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

302 Sec. 9. Section 33-1181 of the general statutes is repealed and the
303 following is substituted in lieu thereof (*Effective from passage*):

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

306 (b) Whenever any corporation is more than two years in default of
307 filing its annual report as required by section 33-1243, the Secretary of
308 the State may notify such corporation by electronic mail addressed to
309 such corporation and sent to the corporation's electronic mail address as
310 last shown on the Secretary's records that under the provisions of this
311 section the corporation is to be administratively dissolved. In the case of
312 a domestic corporation that has not yet filed an annual report or does
313 not have an electronic mail address on record, notice may be sent to any
314 one of the incorporators listed on the certificate of incorporation by first
315 class mail. Unless the corporation, within three months of the sending
316 of such notice, files such annual report, the Secretary of the State shall
317 prepare and file in the Secretary's office a certificate of administrative
318 dissolution stating that the delinquent corporation has been
319 administratively dissolved by reason of its default.

320 (c) Whenever it comes to the attention of the Secretary of the State
321 that a corporation has failed to maintain a registered agent or that such
322 registered agent cannot, with reasonable diligence, be found at the
323 address shown in the records of his office, the Secretary of the State may
324 notify such corporation by electronic mail addressed to such

325 corporation sent to such corporation at its electronic mail address as last
326 shown on the Secretary's records that under the provisions of this
327 section the corporation is to be administratively dissolved. Unless the
328 corporation within three months of the mailing of such notice files an
329 appointment of registered agent, the Secretary of the State shall prepare
330 and file in his office a certificate of administrative dissolution stating
331 that the delinquent corporation has been administratively dissolved by
332 reason of its default.

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

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

343 Sec. 10. Subsection (a) of section 3-99a of the general statutes is
344 repealed and the following is substituted in lieu thereof (*Effective from*
345 *passage*):

346 (a) Except as provided in subsection (b) of this section, the Secretary
347 of the State shall receive, for filing or recording any document,
348 instrument or paper required to be filed or recorded regardless of the
349 number of pages, when fees are not otherwise specially provided for,
350 fifty dollars. The Secretary shall receive, for preparing and furnishing a
351 copy of any document, instrument or paper filed or recorded: For each
352 copy of each such document, regardless of the number of pages, forty
353 dollars, for affixing the Secretary's certificate and the state seal thereto,
354 fifteen dollars; for the Secretary's certificate with the state seal imprinted
355 or affixed, fifty dollars; for a certificate, with the seal of the state
356 imprinted or affixed thereon, of any fact or record for which no special
357 provision is made, fifty dollars; for [certifying] issuing an apostille as

358 specified by the Hague Convention of 5 October 1961 Abolishing the
359 Requirement of Legalisation for Foreign Public Documents or otherwise
360 authenticating the incumbency of a judge of probate, notary public or
361 other official, forty dollars per document, except that [for certifying the
362 incumbency of an official] when such apostille or authentication is in
363 connection with an adoption of a child, such fee shall be fifteen dollars.

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

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

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

375 (3) "Hague Convention" means the Hague Convention of 5 October
376 1961 Abolishing the Requirement of Legalisation for Foreign Public
377 Documents to which the United States of America is a contracting
378 authority and the Connecticut Secretary of the State is a designated
379 competent authority.

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

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

389 (d) The Secretary may adopt regulations, in accordance with chapter
390 54 of the general statutes, specifying the processes and procedures
391 applicable to apostilles and authentications in accordance with the
392 Secretary's authority under this section and as a competent authority
393 under the Hague Convention.

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

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

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

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

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

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

420 The fee for any act performed by a notary public in accordance with
 421 the provisions of the general statutes shall not exceed [five] ten dollars
 422 plus an additional [thirty-five cents] rate for each mile of travel not
 423 exceeding the business standard mileage rate determined by the
 424 Internal Revenue Service.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>October 1, 2026</i>	35-1a
Sec. 2	<i>October 1, 2026</i>	35-1b
Sec. 3	<i>October 1, 2026</i>	35-1c
Sec. 4	<i>October 1, 2026</i>	35-1d
Sec. 5	<i>October 1, 2026</i>	New section
Sec. 6	<i>October 1, 2026</i>	3-99e
Sec. 7	<i>January 1, 2027</i>	New section
Sec. 8	<i>from passage</i>	33-890
Sec. 9	<i>from passage</i>	33-1181
Sec. 10	<i>from passage</i>	3-99a(a)
Sec. 11	<i>from passage</i>	New section
Sec. 12	<i>from passage</i>	3-94m
Sec. 13	<i>July 1, 2026</i>	3-95

Statement of Legislative Commissioners:

In Section 5(a), "this chapter" was changed to "chapter 620 of the general statutes" for accuracy; and in Section 5(a)(1), "or limited" was deleted to avoid repetition with Section 5(a)(5).

JUD *Joint Favorable Subst.*

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

OFA Fiscal Note

State Impact: None

Municipal Impact:

Municipalities	Effect	FY 27 \$	FY 28 \$
Various Municipalities	Potential Revenue Gain	See Below	See Below

Explanation

The bill increases fees for notary services, resulting in a potential revenue gain for various municipalities beginning in FY 27. The bill additionally makes other changes that have no fiscal impact to the state or municipalities.

Sections 4 and 7 add to an existing unfair trade practice violation and create a new unfair trade practice violation, resulting in no fiscal impact to the state. The Department of Consumer Protection investigates these violations and has the resources and expertise to meet the requirements of the bill.

Section 13 adjusts current notary fees, including increasing the maximum fee a notary public can charge by \$5 (from \$5 to \$10) and raising allowable mileage charges, resulting in a potential revenue gain to various municipalities beginning in FY 27. The exact revenue gain will depend on whether municipal notaries increase their existing fees (including any who previously did not charge but will due to the bill's increase) and the total number of such notarizations performed.

The Out Years

The annualized ongoing fiscal impact identified above would continue into the future, subject to the number of documents notarized by municipalities and the fees charged.

OLR Bill Analysis**sSB 294*****AN ACT CONCERNING TRADE NAMES, FRAUDULENT FILINGS, IMPERMISSIBLE BUSINESS SOLICITATIONS, DISSOLUTION OF CORPORATIONS, THE ISSUANCE OF AN APOSTILLE AND FEES CHARGED BY A NOTARY.*****SUMMARY**

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

1. expands the trade name law to, among other things, (a) require town clerks to record them and have trade name certificates issued from the Connecticut Trade Name Registry; (b) prohibit the use of specific words in trade names; (c) modify trade name renewal, amendment, and cancellation procedures; (d) set record retention requirements for town clerks; and (e) specify when a trade name record is considered presumptive evidence (§§ 1-5);
2. expands the options available to the secretary when she is unable to verify a business entity's data in the Connecticut Business Register (§ 6);
3. sets the requirements for most individuals or entities that solicit a fee for filing a document with, or retrieving a copy of one from, the secretary of the state (SOTS), and makes a violation a deceptive act or practice (§ 7);
4. creates an exception for certain domestic corporations regarding electronic communication from SOTS on administrative dissolutions (§§ 8 & 9);
5. sets procedures for SOTS to issue an apostille or authentication (§§ 10 & 11);

6. increases the maximum fee a notary public may charge for performing notarial acts (§ 13); and
7. authorizes the secretary to adopt regulations to specify processes and procedures (a) applicable to apostilles and authentications and (b) to determine whether to take corrective action on a notary's commission (§§ 11 & 12).

It also makes technical and conforming changes.

EFFECTIVE DATE: Upon passage, except the provisions on (1) the notary fee increases are effective July 1, 2026; (2) trade names and the Connecticut business register are effective October 1, 2026; and (3) solicitations are effective January 1, 2027.

§§ 1–5 — TRADE NAMES

Trade Name Application and Recording (§ 1)

Current law prohibits anyone, including business entities, from transacting business in Connecticut under a name or designation other than the person's real name, unless a trade name certificate has been issued by the town clerk in the town that is the business's principal location. The bill instead allows it if the trade name has been recorded and a certificate evidencing the trade name was issued, through a substantially similar process to current law.

Under the bill, a trade name must be recorded by submitting a trade name application, using a SOTS-prescribed form, to the town clerk's office in the town where the business is, or will be, principally transacted, as is the case for applications for trade name certificates under current law.

Current law requires an executed application for a trade name certificate to be acknowledged before an authority qualified to administer oaths. The bill instead requires a trade name application to be acknowledged before an authority qualified to take acknowledgments under the Uniform Acknowledgment Act, which provides for acknowledgements made in Connecticut, other states, or a

U.S. territory or possession, or other countries.

Business Organizations. Under the law, there are separate applications for natural persons and business organizations. Under current law, a “business organization” is any corporation, limited partnership (LP), limited liability partnership (LLP), or limited liability company (LLC) on record with SOTS. The bill specifies that this includes all business entities, whether foreign or domestic, on record with SOTS.

The bill prohibits business organizations from filing a trade name application unless the business is active and has filed all required annual reports with SOTS. Under the bill, all trade names issued to the organization are deemed canceled upon the business organization’s dissolution, withdrawal, forfeiture, or revocation.

Restricted Words in Trade Names (§ 5)

Starting October 1, 2026, the bill prohibits any trade name from containing the words in the table below.

Table: Prohibited Words in Trade Names Under the Bill

Professional Corporation*	Limited Liability Company	Limited Partnership	Statutory Trust
Incorporated*	LLC or L.L.C.	Registered Limited Liability Partnership	Limited Liability Trust
Corporation*	Professional Limited Liability Company	Limited Liability Partnership	Limited or Ltd.
Societa Per Azioni*	PLLC or P.L.L.C.	LLP or L.L.P.	LLT or L.L.T.

*Or any abbreviation

The bill makes any trade name accepted by a town clerk and entered on the Connecticut Trade Name Registry void by operation of law if it contains a prohibited word and authorizes the secretary to void the record.

It also prohibits anyone from using, in printed advertising, an assumed or fictitious name to do the person’s business that includes the

term “company” to suggest that the business is a corporation or LLC unless the business is in fact a corporation or LLC.

Trade Name Certificates (§ 1)

The bill specifies that when a town clerk accepts a trade name application, a trade name certificate evidencing the trade name must be issued from the Connecticut Trade Name Registry (see § 3 below). As under current law, the trade name on the certificate is valid for five years from the date it was issued. Under the bill, trade names recorded before January 1, 2025, expire on December 31, 2029, as is the case under current law for certificates issued before that date. Under existing law and the bill, a trade name in existence before January 1, 2025, may be renewed for another five years from the date the town clerk accepts the renewal.

Renewals, Amendments, and Cancellations (§ 2)

Current law allows trade name certificates to be renewed between six months before the certificate expires and the expiration date. The bill removes this limitation. As under current law for trade name certificates, a trade name renewal application must be on a SOTS-prescribed form and provide the information required in the initial application.

Upon accepting the renewal application, current law requires the town clerk to issue a new certificate, which is valid for five years from the previous certificate’s expiration date. The bill (1) requires that a renewal certificate be issued by the Connecticut Trade Name Registry and (2) makes the trade name valid for five years from when the renewal application was accepted. The bill further specifies that when SOTS accepts the renewal application, the previous trade name is deemed canceled.

The bill allows any person to apply for a new trade name at any time before the existing trade name expires. However, the town clerk must cancel any prior trade name the filer identifies as superseded by the new filing. Also, as under current law for certificates, the filer may cancel the

trade name before its expiration by filing the cancellation with the town clerk where the trade name was filed. Correspondingly, the bill eliminates the filer's ability to amend any information in an original or renewal application for a certificate before its expiration.

Alphabetical Index and Connecticut Trade Name Registry (§ 3)

Current law requires each town clerk to keep an alphabetical index of trade name certificates issued for individuals and business organizations. The bill limits this to trade names filed on or before December 31, 2024, and instead creates new retention requirements (see below).

Current law requires SOTS to create an electronic system for town clerks to process trade name certificate applications and allows the secretary to require that town clerks use it. The bill instead applies these provisions to processing trade names in the Connecticut Trade Name Registry. Relatedly, the bill eliminates a provision deeming town clerks using the electronic system compliant with the index requirement.

Record Retention and Presumptive Evidence (§ 4)

The bill requires town clerks to keep all trade name records received and created, regardless of the date, in keeping with the record retention periods set by the Public Records Administrator.

Under current law, a copy of any trade name certificate that the issuing town clerk certifies is presumptive evidence in all courts in the state of the facts the certificate contains.

Under the bill, for any trade name record received on or:

1. before December 31, 2024, current law applies, and
2. 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, is presumptive evidence in all courts in Connecticut of the facts in the trade name record.

Exemptions (§ 4)

Existing law exempts from the trade name laws, SOTS-registered LLPs, corporations, and statutory trusts, domestic or foreign limited partnerships and LLCs, if they transact business under the name stated in their formation or registration document, as applicable, filed with SOTS.

The bill specifies that “the name stated in its formation or registration document” does not include any business designator required by law for professional services corporations, business corporations, or non-stock corporations; or under the Uniform LLC Act, the Uniform Partnership Act, Uniform Limited Partnership Act, or the Connecticut Statutory Trust Act; or any other state law requiring a business organization to use specific phrases, words, or abbreviations in its name registered with SOTS.

§ 6 — CONNECTICUT BUSINESS REGISTER

The Connecticut Business Registry is the data and filing history of all businesses that form or register with SOTS as a corporation, LP, LLP, professional association, LLC, or Statutory Trust and made available to the public on the state’s centralized business website.

The law allows the secretary to verify data that is submitted to the Connecticut Business Registry and confirm whether it was authorized by the registered business entity for which it is filed. Existing law allows the secretary to administratively dissolve, forfeit, revoke or cancel any registered business entity whose data she cannot verify. The bill allows the secretary to also redact any address and name that cannot be verified from any relevant finding.

If a filing was made for a legitimate entity, and the Secretary cannot verify the data, the bill allows her to 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 before the unauthorized filing.

§ 7 — SOLICITATIONS

The bill sets the requirements for any person (individuals, communities, companies, corporations, public or private, LLCs,

societies, and associations) that solicits (directly advertises to a person) a fee for filing a document with, or retrieving a copy or certified copy of a certificate or public record from, SOTS and makes a violation a deceptive act or practice under the Connecticut Unfair Trade Practices Act (CUTPA) (see BACKGROUND).

These requirements do not apply to the federal government, the state, a state agency, or a local government. They also do not apply to (1) communication initiated by a consumer or (2) advertising or marketing to a person with whom the solicitor has a current or former commercial relationship.

It also prohibits any person from using a format, 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.

Solicitation Requirements

Any person who solicits under the bill must do the following:

1. 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”*;
2. if the solicitation is in writing, the above statement must be in at least 24-point type and located at the top of the physical document or the beginning of the electronic communication;
3. include, in the case of mailed solicitation, the words “THIS IS NOT A GOVERNMENT DOCUMENT” in 24-point type and all capital letters on the envelope, outside cover, or wrapper in which it is mailed; and
4. include in the solicitation (a) information on where the person can file a document directly with SOTS or retrieve a copy or certified copy of a certificate or public record and (b) the name of

the person making the solicitation and their physical address, which may not be a post office box.

§§ 8 & 9 — ADMINISTRATIVE DISSOLUTION OF CORPORATIONS

The law allows the secretary to administratively dissolve a corporation under certain circumstances, such as when the corporation defaults on filing its required annual report.

Under existing law, when a business corporation or non-stock corporation is more than one year in default of filing its annual report, the secretary may notify the corporation of the pending dissolution by sending an email to the email address last shown on the secretary's records. The bill makes an exception for domestic corporations that have not yet filed an annual report or do not have an email address on record, in which case the notice may be sent by first class mail to any one of the incorporators listed on the certificate of incorporation.

§§ 10 & 11 — APOSTILLES AND AUTHENTICATIONS

Issuance of Apostilles and Authentications (§ 11)

The bill allows SOTS to issue an apostille or authentication, as applicable, in paper or electronic format, unless otherwise prohibited by the Hague Convention or federal law.

Under the bill, an "apostille" is a certificate that authenticates the signature, official position, and seal of an attesting officer under Connecticut laws, 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.

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

"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 SOTS is a designated competent authority.

Electronic Format. Under the bill, an apostille or authentication issued by the secretary in an electronic format has the same force and effect as an apostille or authentication issued on paper. Correspondingly, the fee for the electronic format is the same as in paper (see below).

Regulations. The bill authorizes the secretary to adopt regulations, specifying the processes and procedures applicable to apostilles and authentications in keeping with her authority under the bill and as a competent authority under the Hague Convention.

SOTS Fees (§ 10)

The law specifies the fees that SOTS must receive for filing, recording, or furnishing copies of certain documenters.

Under current law, the secretary must receive \$40 for certifying the incumbency of a probate court judge, notary public, or other official. Under the bill, \$40 is the per document fee for authenticating the incumbency of these officials or issuing an apostille as specified by the Hague Convention. When the apostille or authentication is in connection with an adoption of a child, the bill requires the fee to be \$15, as is the case under current law when certifying an official's incumbency in connection to an adoption.

§§ 12 & 13 — NOTARIES

Regulations for Actions SOTS May Take on a Notary's Commission (§ 12)

The law authorizes the Secretary to deliver a written, official warning and reprimand to a notary, or revoke or suspend a notary's appointment, because of (1) the notary's official misconduct, (2) any ground for which an application for appointment as a notary may be denied, or (3) a violation of the law by the notary.

The bill authorizes the secretary to adopt regulations specifying the

processes and procedures the Secretary uses to determine whether to warn, reprimand, suspend, or revoke a notary’s commission.

Maximum Fees (§ 13)

The bill increases, from \$5 to \$10, the maximum fee a notary public may charge for performing notarial acts. It also ties the additional amount that notaries may charge for mileage to the IRS business standard mileage rate (72.5 cents for 2026), instead of the current 35 cents per mile rate.

BACKGROUND

Connecticut Unfair Trade Practices Act (CUTPA)

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

Related Bill

sSB 461 (File 568), reported favorably by the Government Administration and Elections Committee, provides for dissolving a corporation or revoking its authority to do business in this state if it makes campaign finance expenditures outside of a political committee it established.

COMMITTEE ACTION

Judiciary Committee

Joint Favorable Substitute
Yea 41 Nay 0 (03/30/2026)