



General Assembly

February Session, 2026

***Raised Bill No. 294***

LCO No. 2054



Referred to Committee on JUDICIARY

Introduced by:  
(JUD)

***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 Section 35-1a of the general statutes is repealed and the  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 certificate has been  
7 issued in accordance with this section or section 35-1b, as amended by  
8 this act.

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

12 (1) An application filed by a natural person or a group of natural

13 persons shall provide: (A) The name under which such business is, or  
14 will be, transacted, (B) the physical address of the business located in  
15 the town of filing, (C) the valid electronic mail address of the business,  
16 and (D) the full name, physical address and valid electronic mail  
17 address of each person transacting such business.

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

37 (c) An application for a trade name certificate shall be executed by  
38 each natural person filing such application or, in the case of a business  
39 organization, by an authorized officer of such business organization and  
40 acknowledged before an authority qualified to [administer oaths] take  
41 acknowledgments under chapter 6. The filing fee for the trade name  
42 application shall be in accordance with section 7-34a.

43 (d) [A town clerk shall issue a trade name certificate upon acceptance  
44 of a trade name application filed in accordance with this section or

45 section 35-1b.] Upon acceptance of a trade name application by a town  
46 clerk, the town clerk shall generate and electronically transmit the trade  
47 name certificate to the filer. Such certificate shall be valid for a period of  
48 five years from the date of issuance.

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

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

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

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

76 amend information on a trade name application, the original filer shall  
77 file a trade name application with the town clerk in the town where the  
78 original trade name was filed, indicating the trade name certificate to be  
79 amended. Upon such amendment, a new trade name certificate shall be  
80 issued and shall have the effect of cancelling the previous trade name  
81 certificate.

82 (c) A trade name certificate may be cancelled by the filer prior to the  
83 expiration date of the trade name certificate upon filing a cancellation of  
84 the trade name certificate with the town clerk of the town where the  
85 original application was filed, and the fee for such cancellation shall be  
86 in accordance with section 7-34a.

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

89 (a) [Each] For all trade name records received on or before December  
90 31, 2024, each town clerk shall keep an alphabetical index of the trade  
91 name certificates issued by such town clerk and the natural persons,  
92 corporations, limited partnerships, limited liability partnerships or  
93 limited liability companies filing such trade name applications.

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

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

105 (a) [A] For all trade name records received on or before December 31,

106 2024, a copy of any trade name certificate, certified by the town clerk  
107 from whose office the same has been issued, shall be presumptive  
108 evidence, in all courts in this state, of the facts contained in such  
109 certificate. The provisions of sections 35a-1a to 35a-1c, inclusive, shall  
110 not prevent the lawful use of a partnership name or designation, if such  
111 partnership name or designation includes the true surname of at least  
112 one of the individuals composing such partnership.

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

117 [(b)] (c) A trade name certificate shall not be required for any  
118 domestic or foreign limited partnership, limited liability partnership,  
119 limited liability company, corporation or statutory trust registered with  
120 the Secretary of the State pursuant to title 33 or 34, as applicable,  
121 provided such entity transacts business under the name stated in its  
122 formation or registration document, as applicable, filed with the  
123 Secretary of the State. As used in this subsection, "the name stated in its  
124 formation or registration document" does not include any business  
125 designator required by section 33-182h, 33-655, 33-1045, 34-13, 34-243h,  
126 34-406 or 34-506 or any other state law requiring a business organization  
127 to use specific phrases, words or abbreviations in the name of a business  
128 organization registered with the Secretary.

129 [(c)] (d) Nothing in sections 35-1a to 35-1e, inclusive, as amended by  
130 this act, shall require any town clerk to determine that the trade name  
131 that is the subject of a trade name certificate issued pursuant to section  
132 35-1a, as amended by this act, or 35-1b, as amended by this act, is unique  
133 in the town of filing or in any other town in the state.

134 [(d)] (e) Any person transacting business in violation of the  
135 provisions of sections 35-1a to 35-1e, inclusive, as amended by this act,  
136 shall be fined not more than five hundred dollars, imprisoned not more

137 than one year, or both. Failure to comply with the provisions of sections  
138 35-1a to 35-1e, inclusive, as amended by this act, shall be deemed to be  
139 an unfair or deceptive trade practice under subsection (a) of section 42-  
140 110b.

141 Sec. 5. (NEW) (*Effective October 1, 2026*) (a) A trade name filed  
142 pursuant to this chapter shall not contain the words:

143 (1) "Professional corporation", "corporation", "incorporated",  
144 "company", "Societa per Azioni" or "limited" or any abbreviations  
145 thereof;

146 (2) "Limited partnership";

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

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

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

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

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

159 (a) As used in this section:

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

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

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

170 (b) The Secretary may verify the data submitted to the Connecticut  
171 Business Registry and confirm that such information has been  
172 transmitted with the authorization of the registered business entity for  
173 which it is filed. When verifying such data, the Secretary may prevent  
174 the submission of data that cannot be authenticated and reject the filing  
175 of data that cannot be authenticated. If the Secretary finds that any data  
176 submitted cannot be verified, the Secretary may administratively  
177 dissolve, forfeit, revoke or cancel the registered business entity in  
178 accordance with the applicable provisions of titles 33 and 34. The  
179 Secretary may also redact each address and name that cannot be verified  
180 from any relevant finding.

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

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

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

190 (2) Authenticate any and all electronic mail addresses and cellular  
191 telephone numbers provided in connection with a filing on the  
192 Connecticut Business Registry, including the electronic mail address  
193 and cellular telephone number used by the person submitting the filing

194 and the electronic mail address of record for the business;

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

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

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

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

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

209 (A) Communication initiated by a consumer; or

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

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

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

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

220 "This is an advertisement. This offer is not being made by, or on

221 behalf of, any government agency. You are not required to make any  
222 payment or take any other action in response to this offer."

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

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

230 (3) Include the following in the solicitation:

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

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

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

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

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

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

247 (b) Whenever any corporation is more than one year in default of

248 filing its annual report as required by section 33-953, the Secretary of the  
249 State may notify such corporation by electronic mail addressed to such  
250 corporation and sent to the corporation's electronic mail address as last  
251 shown on the Secretary's records that under the provisions of this  
252 section the corporation is to be administratively dissolved. In the case of  
253 a domestic corporation that has not yet filed an annual report or does  
254 not have an electronic mail address on record, notice may be sent to any  
255 one of the incorporators listed on the certificate of incorporation by first  
256 class mail. Unless the corporation, within three months of the sending  
257 of such notice, files such annual report, the Secretary of the State shall  
258 prepare and file in the Secretary's office a certificate of administrative  
259 dissolution stating that the delinquent corporation has been  
260 administratively dissolved by reason of its default.

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

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

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

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

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

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

287 (b) Whenever any corporation is more than two years in default of  
288 filing its annual report as required by section 33-1243, the Secretary of  
289 the State may notify such corporation by electronic mail addressed to  
290 such corporation and sent to the corporation's electronic mail address as  
291 last shown on the Secretary's records that under the provisions of this  
292 section the corporation is to be administratively dissolved. In the case of  
293 a domestic corporation that has not yet filed an annual report or does  
294 not have an electronic mail address on record, notice may be sent to any  
295 one of the incorporators listed on the certificate of incorporation by first  
296 class mail. Unless the corporation, within three months of the sending  
297 of such notice, files such annual report, the Secretary of the State shall  
298 prepare and file in the Secretary's office a certificate of administrative  
299 dissolution stating that the delinquent corporation has been  
300 administratively dissolved by reason of its default.

301 (c) Whenever it comes to the attention of the Secretary of the State  
302 that a corporation has failed to maintain a registered agent or that such  
303 registered agent cannot, with reasonable diligence, be found at the  
304 address shown in the records of his office, the Secretary of the State may  
305 notify such corporation by electronic mail addressed to such  
306 corporation sent to such corporation at its electronic mail address as last  
307 shown on the Secretary's records that under the provisions of this  
308 section the corporation is to be administratively dissolved. Unless the  
309 corporation within three months of the mailing of such notice files an  
310 appointment of registered agent, the Secretary of the State shall prepare

311 and file in his office a certificate of administrative dissolution stating  
312 that the delinquent corporation has been administratively dissolved by  
313 reason of its default.

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

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

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

327 (a) Except as provided in subsection (b) of this section, the Secretary  
328 of the State shall receive, for filing or recording any document,  
329 instrument or paper required to be filed or recorded regardless of the  
330 number of pages, when fees are not otherwise specially provided for,  
331 fifty dollars. The Secretary shall receive, for preparing and furnishing a  
332 copy of any document, instrument or paper filed or recorded: For each  
333 copy of each such document, regardless of the number of pages, forty  
334 dollars, for affixing the Secretary's certificate and the state seal thereto,  
335 fifteen dollars; for the Secretary's certificate with the state seal imprinted  
336 or affixed, fifty dollars; for a certificate, with the seal of the state  
337 imprinted or affixed thereon, of any fact or record for which no special  
338 provision is made, fifty dollars; for [certifying] issuing an apostille as  
339 specified by the Hague Convention of 5 October 1961 Abolishing the  
340 Requirement of Legalisation for Foreign Public Documents or otherwise  
341 authenticating the incumbency of a judge of probate, notary public or

342 other official, forty dollars per document, except that [for certifying the  
343 incumbency of an official] when such apostille or authentication is in  
344 connection with an adoption of a child, such fee shall be fifteen dollars.

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

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

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

356 (3) "Hague Convention" means the Hague Convention of 5 October  
357 1961 Abolishing the Requirement of Legalisation for Foreign Public  
358 Documents to which the United States of America is a contracting  
359 authority and the Connecticut Secretary of the State is a designated  
360 competent authority.

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

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

370 (d) The Secretary may adopt regulations, in accordance with chapter

371 54 of the general statutes, specifying the processes and procedures  
372 applicable to apostilles and authentications in accordance with the  
373 Secretary's authority under this section and as a competent authority  
374 under the Hague Convention.

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

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

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

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

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

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

401 The fee for any act performed by a notary public in accordance with  
 402 the provisions of the general statutes shall not exceed [five] ten dollars  
 403 plus an additional [thirty-five cents] rate for each mile of travel not  
 404 exceeding the business standard mileage rate determined by the  
 405 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 Purpose:**

To: (1) Revise processes related to applications for, and issuance of, trade name certificates, (2) provide the Secretary of the State with additional authority to take actions with respect to fraudulent filings, deceptive business solicitations and the dissolution of corporations that fail to comply with state law, (3) revise provisions relating to the issuance of an apostille, and (4) increase permissible fees that may be charged by a notary.

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