

No. 10. An act relating to the regulation of business organizations.

(H.243)

It is hereby enacted by the General Assembly of the State of Vermont:

* * * Updates to Title 3 language * * *

Sec. 1. 3 V.S.A. § 102a is amended to read:

§ 102a. FACSIMILE SIGNATURE OF SECRETARY OF STATE

A facsimile of the signature of the Secretary of State imprinted by or at ~~his~~
~~or her~~ the Secretary's direction upon any certification issued ~~under Title 11 or~~
~~11A~~ pursuant to law, upon any attestation required of the Secretary by law, or
upon any certification of official documents or records of which the Secretary
is custodian, shall have the same validity as the Secretary of State's written
signature.

Sec. 2. 3 V.S.A. § 133 is amended to read:

§ 133. BUSINESS REGISTRATION

When professional services are required by law to be performed in or by a
business entity registered with the Office, the business entity shall:

(1) register with the ~~Corporations~~ Business Services Division of the
Office of the Secretary of State, if required by law; and

* * *

* * * Updates to Title 11 language * * *

Sec. 3. 11 V.S.A. chapter 7 is amended to read:

CHAPTER 7. ~~COOPERATIVES~~ GENERAL COOPERATIVE
CORPORATIONS AND COOPERATIVE ASSOCIATIONS

Subchapter 1. ~~Provisions Relating to Cooperatives Formed Under General~~
~~Corporation Law~~ General Cooperative Corporations

§ 981. GENERAL COOPERATIVE CORPORATION; USE OF
“COOPERATIVE”

A corporation formed under Title 11A shall not have the word
“cooperative” or any abbreviation thereof as part of its name, unless the
corporation is a worker cooperative corporation organized under chapter 8 of
this title, a cooperative housing corporation organized under chapter 14 of this
title, or ~~the~~ a general cooperative corporation that includes in its articles of
incorporation ~~contain all of~~ the following provisions:

* * *

Subchapter 2. The Cooperative Marketing Act; Cooperative Associations

§ 991. DEFINITIONS

~~In~~ As used in this subchapter, unless the context or subject matter otherwise
requires:

(1) “Agricultural products” includes horticultural, viticultural, forestry,
dairy, livestock, poultry, bee, and any farm products.

(2) “Association” means any ~~corporation~~ nonprofit cooperative
association organized under this chapter.

(3) “Associations” organized hereunder means nonprofit cooperative associations.

(4) “Consumers’ cooperative” means ~~a corporation~~ an association organized under this chapter for the acquisition and distribution for the benefit of ultimate consumers of property, goods, commodities, or services.

(5) “Handcraft product” means any product fashioned primarily by hand with the final form and its characteristics shaped by hand and produced in the home or a small craft center by the artisan or craftsman in a skilled or artistic process rather than in an assembly line technique.

(6) “Marketing cooperative” means ~~a corporation~~ an association organized under this chapter for the marketing of agricultural or handcraft products.

(7) “Member” includes actual members of associations without capital stock and holders of common stock in associations organized with capital stock.

(8) “Person” includes individuals, firms, partnerships, corporations and associations.

(9) “Railroad cooperative” means any ~~corporation~~ association organized under this chapter for the organization, acquisition, and operation of a general transportation business by railroad, including truck, bus, air, and water transportation subsidiaries of the railroad.

* * *

§ 994. POWERS

Each association incorporated under this subchapter shall have the following powers:

(1) In the case of a marketing cooperative, the power to engage in any activity in connection with the purchasing, marketing, selling, preserving, harvesting, drying, processing, manufacturing, canning, packing, grading, storing, handling, or utilization of any agricultural or handcraft products or the manufacturing or marketing of the ~~by products~~ byproducts thereof, any activity in connection with the purchase, hiring, or use by its members of supplies, machinery or equipment, and in financing any of the aforementioned activities. However, a marketing association shall not handle agricultural or handcraft products of nonmembers to an extent greater in value than the products of its own members ~~which~~ that it handles. In the case of a consumers' cooperative, the power to engage in any one or more lawful mode or modes of acquiring, producing, building, operating, manufacturing, furnishing, exchanging, or distributing any type of property, commodities, goods, or services for the primary and mutual benefit of the patrons of the association, or their patrons, if any, as ultimate consumers. In the case of a railroad cooperative, to engage in any activity in connection with the organization, acquisition, and operation of a subsidiary transportation business, whether by means of railroad, truck, water carrier, air, or other. ~~Such a corporation formed under this subchapter shall have any other rights, powers, and privileges granted by the laws of this State~~

~~to corporations in a like business organized under the general laws of this State.~~

* * *

§ 995. ARTICLES

Each association formed under this subchapter shall prepare and file articles of incorporation setting forth:

- (1) The name of the association.
- (2) The purpose for which it is formed.
- (3) ~~The place where its principal business will be transacted~~ address of its principal office in this State, and the name, email, and address information of an agent for service of process pursuant to section 1655 of this title.
- (4) The names and business addresses of the directors thereof who are to serve until the election and qualification of their successors.
- (5) The name and ~~residence~~ business address of the clerk, and of any other principal the association provides.
- (6) When organized without capital stock, whether the property rights and interest of the members are equal, and, if unequal, the general rules applicable to all members by which the property rights and interest, respectively, of each member shall be determined and fixed, and provision for the admission of new members who shall be entitled to share in the property of the association in accordance with such general rules. This provision or paragraph of the ~~certificate of organization~~ articles of incorporation shall not

be altered, amended, or replaced except by the written consent or vote representing three-fourths of the members.

(7) When organized with capital stock, the amount of such stock, the number of shares into which it is divided, and the par value thereof.

(8) The capital stock may be divided into preferred and one or more classes of common stock. When so divided, the ~~certificate of organization~~ articles of incorporation shall contain a statement of the number of shares of stock to which preference is granted, the number of shares of stock to which no preference is granted, and the nature and definite extent of the preference and privileges granted to each.

(9) The articles of incorporation of any association organized under this subchapter may provide that the members or stockholders thereof shall have the right to vote in person or through another method of communication, including through a telecommunications or electronic medium, but a member or stockholder may not vote by proxy. This provision or paragraph of the articles of incorporation shall not be altered and shall not be subject to amendment.

(10) In addition to the foregoing, the articles of incorporation of any association incorporated hereunder may contain any provision consistent with law with respect to management, regulation, government, financing, indebtedness, membership, the establishment of voting districts and the election of delegates for representative purposes, the issuance, retirement, and

transfer of its stock, if formed with capital stock, or any provisions relative to the way or manner in which it shall operate or with respect to its members, officers, or directors and any other provisions relating to its affairs.

(11) The ~~certificate~~ articles of incorporation shall be subscribed by the incorporators and shall be sworn to by one or more of them; and shall be filed with the Secretary of State. A certified copy shall also be filed with the Secretary of Agriculture, Food and Markets.

(12) When so filed, the ~~certificate of organization~~ articles of incorporation or a certified copy thereof shall be received in the courts of this State as prima facie evidence of the facts contained therein and of the due incorporation of such association.

§ 996. AMENDMENT OF ~~CERTIFICATE~~ ARTICLES; STATEMENT OF CHANGE

(a) The ~~certificate of organization~~ articles of incorporation may be altered or amended except as otherwise provided in this subchapter at any regular meeting or any special meeting called for that purpose. An amendment must first be approved by two-thirds of the directors and adopted by a vote of two-thirds of the members or delegates present and voting at such meeting. Amendments to the ~~certificate of organization~~ articles of incorporation, when so adopted, shall be filed in accordance with the provisions of section 995 of this title.

(b) Notwithstanding subsection (a) of this section, an association shall amend the name, email, or address information of its agent for service of process by submitting to the Secretary of State for filing a statement of change pursuant to section 1655 of this title.

§ 997. FEE

For filing ~~a certificate of organization~~ articles of incorporation, an association shall pay \$20.00 to the Secretary of State, and for filing an amendment thereto, \$10.00.

* * *

§ 1001. CONTENTS OF BYLAWS

Each association may provide in its bylaws for any or all of the following matters:

* * *

(10) In the case of a ~~consumer's~~ consumers' or railroad cooperative, the method of distributing among members or stockholders and patrons, both members and nonmembers, the net savings derived from the excess of total income over operating expenses. Provision may be made for the accumulation of reserve funds out of net savings.

* * *

§ 1013. OFFICERS

The directors shall elect from their number a president and one or more vice presidents. They shall also elect a secretary, who shall be the clerk of the

~~corporation~~ association, and a treasurer, who need not be directors or members of the association. The directors may combine the two latter offices and designate the combined office as that of secretary-treasurer, or unite both functions and titles in one person. The treasurer may be a bank or any depository, and as such, shall not be considered as an officer, but as a function of the board of directors, and in such case, the secretary shall perform the usual accounting duties of the treasurer, except that the funds shall be deposited only as and where authorized by the board of directors.

* * *

§ 1023. OWNERSHIP OR CONTROL OF OTHER ~~CORPORATIONS~~

BUSINESS ORGANIZATIONS

An association may organize, form, operate, own, control, have an interest in, own stock of, or be a member of, any other ~~corporation or corporations,~~ business organization engaged in preserving, drying, processing, canning, packing, storing, handling, shipping, utilizing, manufacturing, marketing, or selling the agricultural products handled by the association or byproducts thereof.

§ 1024. WAREHOUSE RECEIPTS

~~When such corporations are warehousing corporations, they~~ An association engaged in warehousing may issue negotiable or nonnegotiable warehouse receipts of the association against the commodities delivered, and such warehouse receipts shall be considered as adequate collateral to the extent of

the usual and current value of the commodity represented thereby. In case such warehouse is licensed, or licensed and bonded, under the laws of this or any other state of the United States, its warehouse receipt delivered to the association on commodities of the association or its members, or delivered by the association or by its members, shall not be challenged or discriminated against because of ownership or control, wholly or in part, by the association.

* * *

Subchapter 3. Consolidation of Cooperative Associations

§ 1061. PROCEDURE

Two or more cooperative associations organized under, or which have adopted the provisions of subchapter ~~4~~ 2 of this chapter, or similar laws of other states, whether having or not having capital stock, may merge or consolidate into one cooperative association which may be a new cooperative association or one of the constituent cooperatives by complying with the following requirements:

* * *

(3) If the articles of merger or consolidation are adopted by the affirmative vote of not less than two-thirds of the members attending and voting of each consolidating cooperative voting thereon at the meeting called to consider the same, or by not less than by a two-thirds vote of its delegates if qualified as provided in subdivision (4) of this section, articles of merger or consolidation in the form adopted shall be executed under its seal and

acknowledged on behalf of each consolidating cooperative by its president or vice-president. Such articles of merger or consolidation shall recite that they are executed pursuant to this subchapter and shall state:

(A) the name of each consolidating cooperative and the address of its principal office;

(B) the name of the new cooperative and the address of its principal office in this State, or if none, the name, email, and address of an agent for service of process pursuant to section 1655 of this title;

(C) a statement that each consolidating cooperative agrees to the merger or consolidation;

(D) the names and business addresses of the directors of the new cooperative, and of any other principal the association provides; and

(E) the terms and conditions of the merger or consolidation and the mode of carrying the same into effect, including the manner in which the members of the consolidating cooperative may or shall become members of the new cooperative; and may contain provisions, not inconsistent with law or this subchapter, which are deemed necessary or advisable for the conduct of the business of the new cooperative.

(4) The president or vice president and the clerk or secretary of each consolidating cooperative executing such articles of merger or consolidation shall make and annex thereto an affidavit stating that the provisions of this

section in respect to such articles were duly complied with by such cooperative.

(4)(5) In the case of any consolidating cooperative having a district election of delegates and a delegate system of voting as permitted by subdivision 995(10) of this title, in which, under its articles of incorporation or bylaws, such delegates have complete voting power on behalf of the membership for every purpose, except that of their own election and the election of district directors, the vote adopting the merger or consolidation required by subdivision (3) of this section shall be that of not less than two-thirds of the delegates attending and voting at such meeting.

* * *

Sec. 4. 11 V.S.A. chapter 15 is amended to read:

CHAPTER 15. ~~REGISTRATION OF BUSINESS ENTITIES~~ ASSUMED
BUSINESS NAMES, PARTNERSHIPS, AND UNINCORPORATED
NONPROFIT ASSOCIATIONS; ADMINISTRATIVE AUTHORITY;
ADMINISTRATIVE PROVISIONS

Subchapter 1. Assumed Business Names, Partnerships, and Unincorporated
Nonprofit Associations

§ 1621. ~~REGISTRATION OF BUSINESS NAME BY PERSONS~~
NAMES, PARTNERSHIPS, AND UNINCORPORATED
NONPROFIT ASSOCIATIONS

(a) ~~A person doing business in this State under any name other than his or her own, and every copartnership~~ An individual doing business under an assumed business name, or a partnership or unincorporated nonprofit or association of individuals, except corporations and limited liability companies, doing business in this State, resident or nonresident, shall ~~cause to be recorded with~~ submit to the Secretary of State for filing a return setting forth a registration that provides:

(1) the name under which such business is carried on, the name of the business;

(2) the name of the town wherein such place of business is located, the address of its principal office;

(3) a brief description of the kind of business to be transacted under such name, and its business purpose;

(4) the individual names and residences of all persons, general partners, or members so doing business thereunder the name and business address of the individual doing business under the assumed name, as a partner of the partnership, or as a member of the association, and of any other principal the registrant provides; and

(5) for each individual, partner, or member who is not a resident of this State, or for whom the registrant does not provide an address in this State for service of process, the name, email, and address information of an agent for service of process pursuant to section 1655 of this title.

(b) ~~Such returns~~ A registration shall be subscribed and sworn to by ~~one or more of the persons so doing business, and shall be~~ a person with authority to act on behalf of the registrant and filed with the Secretary of State ~~within~~ not later than 10 days after commencement of business.

(c) The Secretary of State shall decline to register any business name unless the name is distinguishable in the records of the Secretary of State from any other business name of any name registered or reserved under this chapter, or the name of any other entity, whether domestic or foreign, that is reserved, registered, or granted by or with the Secretary of State, or any name that would lead a reasonable person to conclude that the business is a type of entity that it is not.

(d) The Secretary of State shall establish rules ~~and regulations~~ for the administration of this section.

(e) Prior to registering its business name under this section, a person intending to operate a postsecondary school, as defined in 16 V.S.A. §§ 176 and 176a, shall apply to the State Board of Education for a certificate of approval pursuant to those sections.

§ 1621a. ~~RESERVED NAME~~

~~(a) The exclusive right to the use of a business name may be reserved by any person, copartnership, or association intending to register its name under this section.~~

~~(b) The reservation shall be made by filing with the Secretary of State an application to reserve a specified business name, executed by the applicant, its agent, or attorney. If the Secretary of State finds that the name is available for use, he or she shall reserve the same for the exclusive use of the applicant for a period of 120 days.~~

~~(c) The right to the exclusive use of a specified business name so reserved may be transferred to any other person, copartnership, or association by filing in the office of the Secretary of State a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee. [Repealed.]~~

* * *

§ 1623. ~~REGISTRATION BY BUSINESS ORGANIZATIONS~~

~~(a) A business organization doing business in this State under any name other than that of the business organization shall be subject to all the provisions of this chapter; and shall file returns sworn to by some officer or director of the corporation or mutual benefit enterprise, or by some director or manager of the limited liability company, or by some partner of the partnership or limited partnership, setting forth:~~

~~(1) the name and location of the principal office of the business organization;~~

~~(2) the name under which the organization will conduct business;~~

~~(3) the town or towns where the organization conducts business under the name; and~~

~~(4) a brief description of the kind of business the organization conducts under the name.~~

~~(b) The Secretary of State shall decline to register any business name unless the name is distinguishable in the records of the Secretary of State from any other business name of any name registered or reserved under this chapter or the name of any other entity, whether domestic or foreign, that is reserved, registered, or granted by or with the Secretary of State, or any name that would lead a reasonable person to conclude that the business is a type of entity that it is not. [Repealed.]~~

§ 1624. FORMS

~~The Secretary of State shall formulate forms for the returns and shall, on request, furnish such forms by mail or otherwise to persons, copartnerships, associations, or corporations subject to the provisions of this chapter.~~

[Repealed.]

§ 1625. FEES

~~(a) A person, copartnership, association, limited liability company, or corporation required by the provisions of this chapter subchapter to file a~~

return shall, at the time of filing as provided, pay a registration fee of \$70.00 to the Secretary of State.

(b) A person, ~~copartnership, association, limited liability company, or corporation~~ required by the provisions of this ~~chapter~~ subchapter to file an amendment, a certificate of cessation of business, ~~or change of business status~~ or an application to reserve a business name shall, at the time of filing, pay a fee of \$35.00 to the Secretary of State.

(c) Statement of change of designated agent or designated office, or both, for a person registered under this subchapter: \$25.00, not to exceed \$1,000.00 per filer per calendar year.

(d) The Secretary shall collect \$25.00 each time process is served on the Secretary on behalf of a person registered under this ~~chapter~~ subchapter. The party to a proceeding causing service of process is entitled to recover this fee as costs if he or she prevails in the proceeding.

§ 1626. FAILURE TO REGISTER; ENFORCING COMPLIANCE

(a) A person transacting business in this State who is not registered with the Secretary of State as required under this ~~chapter~~ subchapter and any successor to the person or assignee of a cause of action arising out of the business of the person, may not maintain an action or proceeding or raise a counterclaim, crossclaim, or affirmative defense in this State until the person, successor, or assignee registers with the Secretary.

(b) The failure of a person to register as required under this ~~chapter~~ subchapter does not impair the validity of a contract or act of the person or preclude it from defending an action or proceeding in this State.

(c) An individual does not waive a limitation on his or her personal liability afforded by other law solely by transacting business in this State without registering with the Secretary of State as required under this ~~chapter~~ subchapter.

(d) If a person transacts business in this State without registering with the Secretary of State as required under this ~~chapter~~ subchapter, the Secretary is its agent for service of process with respect to a right of action arising out of the transaction of business in this State.

(e) A person that transacts business in this State without registering with the Secretary of State as required under this ~~chapter~~ subchapter shall be liable to the State for:

(1) a civil penalty of \$50.00 for each day, not to exceed a total of \$10,000.00 for each year, it transacts business in this State without a registration;

(2) an amount equal to the fees due under this ~~chapter~~ subchapter during the period it transacted business in this State without a registration; and

(3) other penalties imposed by law.

(f) The Attorney General may maintain an action in the Civil Division of the Superior Court to collect the penalties imposed in subsection (e) of this

section and to restrain a person from transacting business in this State in violation of this ~~chapter~~ subchapter.

§ 1627. ~~SERVICE OF PROCESS~~

~~Service of such complaint and process thereunder may be made by delivering within this State a true and attested copy thereof to any person so doing business or any servant or agent of such person, copartnership, association, limited liability company, or corporation, or in any manner otherwise provided by law. A name so registered shall not thereafter be used by a person, copartnership, association, limited liability company, or corporation, unless it is lawfully entitled thereto at the date of such registration.~~
[Repealed.]

§ 1628. CERTIFICATE OF CESSATION OF BUSINESS ~~OR CHANGE OF BUSINESS STATUS; AMENDMENT~~

(a) ~~When a person, copartnership, association, limited liability company, or corporation subject to the provisions of this chapter shall cease to do business in this State, a certificate setting forth such fact and the date whereon it so ceased shall be filed with the Secretary of State within 10 days after the date such business ceases. Such certificate may be sworn to and filed by a surviving partner, member of such association, officer of such corporation, member or manager of such limited liability company, or person so doing business, or his or her executor or administrator~~ A registrant that ceases to do business in this

State shall submit to the Secretary of State for filing a certificate of cessation of business not later than 10 days after the date of cessation.

(b) ~~Whenever any general partner of such partnership, or member of such association withdraws from the business, a remaining general partner or member shall within 30 days file a certificate with the Secretary of State signed and sworn by a remaining general partner or member, setting forth the fact of such withdrawal, together with the date of that withdrawal. Filing of this certificate shall avoid any interruption in the period of registration remaining before the need for renewal, as if no partner or member of the association had withdrawn~~ A registrant that adds or removes an individual, partner, or member named in its registration shall submit to the Secretary of State for filing an amendment to reflect the change not later than 30 days after the date of the change.

(c) A registrant may amend its agent information by filing a statement of change pursuant to section 1655 of this title and may amend any other information in its registration by submitting an amendment to the Secretary of State for filing.

§ 1629. ~~PENALTIES~~

~~Failure to file such certificate at the time so required by section 1628 of this title shall work a forfeiture of \$10.00 to be recovered by the Secretary of State in a civil action on this statute, in his or her name, against any surviving partner, any member of such association, any officer of such corporation, or~~

~~any person so doing business, or his executor or administrator, and the same shall be paid into the Treasury of the State. [Repealed.]~~

§ 1630. ~~PROCESS AGENT~~

~~Each nonresident doing business in this State in his or her individual capacity, or as copartner or member of a copartnership or association required by sections 1621 and 1623 of this title to file the returns therein specified, or under any name other than his or her own, except as otherwise provided, shall appoint in writing a person having an office or place of business and residing in the town wherein the principal office of such nonresident, copartnership, or association is located, upon whom process against such nonresident may be served in an action founded upon a liability incurred in this State. Such appointment shall continue in force until revoked by a like instrument appointing another person therein residing, and having therein an office or place of business. Such instrument shall be recorded with the Secretary of State. In the event a nonresident has not appointed a process agent, and has not filed such appointment, as set forth in this section, the Secretary of State shall be such process agent. [Repealed.]~~

§ 1631. ~~VACANCY~~

~~When an appointee dies or removes from the State, another person residing in such town and having therein an office or place of business, within 10 days from the date of such death or removal, shall be appointed in the manner hereinbefore specified, upon whom service of process may be made as~~

~~provided in section 1630 of this title. In case of such death or removal, or if a person is not appointed as aforesaid, process against such nonresident person may be served by delivering to the Secretary of State duplicate copies thereof, one of which shall be filed with the Secretary of State and the other shall be forwarded by mail prepaid by the clerk to the last known residence of such person.~~ [Repealed.]

§ 1632. EXCEPTIONS

~~The provisions of sections 1630 and 1631 of this title shall not apply to foreign investment companies, foreign building and loan associations, or foreign creamery companies.~~ [Repealed.]

§ 1633. ~~SECRETARY OF STATE AS PROCESS AGENT~~

~~A foreign insurance, express, shipping car, telegraph, or telephone company, or a foreign company under any other name engaged in like business, shall not do business in this State as an unincorporated association or partnership, until it has filed with the Secretary of State a written stipulation containing the association or firm name, and the names and residences of the associates or partners, and appointing the Secretary of State as its process agent. Such stipulation shall be in form and substance like that specified in subdivision 692(3) of this title, and shall have the same legal effect. The provisions of 12 V.S.A. §§ 851-853, shall apply to service of process on such company and to acts done by persons or agents in its behalf.~~ [Repealed.]

§ 1634. EFFECT OF FAILURE AND NEGLECT

~~A person, copartnership, limited liability company, or corporation subject to this chapter shall not institute any proceedings in this State for the enforcement of any right or obligation unless it shall, prior to the issuance of the original return or complaint therein, have filed the returns and paid the registration fee required by this chapter; nor shall a license or certificate be granted to a nonresident individual, copartnership, or unincorporated association to transact a business specified in Titles 5 and 23 or in 6 V.S.A. chapter 29 until such individual, copartnership, or association has complied with the provisions of section 1630 of this title. [Repealed.]~~

§ 1635. REREGISTRATION

(a) ~~One or more persons doing business under a registered business name~~ A registrant shall reregister ~~the name~~ every five years by filing a reregistration ~~return~~ with the Secretary of State with a fee of \$65.00 ~~within~~ not sooner than 60 days ~~following the date five years after the date~~ prior to the expiration of the original registration or of the last reregistration. The Secretary of State shall prepare and supply the necessary forms.

(b) When reregistration is not accomplished as provided in subsection (a) of this section, a business name may be registered by the first applicant making application to the Secretary of State for an original registration as provided by this ~~chapter~~ subchapter.

Subchapter 2. Administrative Authority

§ 1636. TERMINATION OF BUSINESS NAME; HEARING

(a) If the Secretary of State declines to register a business ~~in accordance with the provisions of subsection 1621(e) of this title~~ because it is not distinguishable in the records of the Secretary from another business name, the applicant may request that the Secretary determine whether the person to whom the business name is registered is doing business or taking steps to do business in this State.

* * *

§ 1637. AUTHORITY TO TERMINATE AND AMEND REGISTRATION

(a) The Secretary of State shall have the authority to:

(1) terminate the registration of a person who, pursuant to an administrative order, a final court order, or an assurance of discontinuance, is not authorized to conduct business in this State; and

(2) amend ~~his or her~~ the person's records to reflect the termination of a registration pursuant to subdivision (1) of this subsection.

(b)(1) If the Secretary of State terminates the registration of a person pursuant to this section, the person appoints the Secretary as ~~his or her~~ the person's agent for service of process in any proceeding based on a cause of action that arose during the time the person was authorized to transact, or was transacting without authorization, business in this State.

(2) Upon receipt of process, the Secretary of State shall deliver by registered mail a copy of the process to ~~the secretary of~~ the terminated person at its principal office shown in its most recent annual report or in any

subsequent communication received from the person stating the current mailing address of its principal office, or, if none is on file, in its application for registration.

(c)(1) If a court or other person with sufficient legal authority reinstates the ability of a terminated person to conduct business in this State, the terminated person may file with the Secretary of State evidence of the reinstated authority and pay to the Secretary a fee of \$25.00 for each year the person is delinquent.

(2) Upon receipt of a filing and payment pursuant to subdivision (1) of this subsection, the Secretary shall cancel the termination and prepare a certificate of reinstatement, file the original of the certificate, and serve a copy on the person.

§ 1638. AUTHORITY TO REJECT, AMEND, OR TERMINATE

(a) The Secretary of State shall have the authority to:

(1) reject a record submitted for filing that the Secretary reasonably determines contains false, fraudulent, or clearly erroneous information; and

(2) amend a record or terminate the registration of a person who the Secretary determines, after notice and opportunity for hearing pursuant to 3 V.S.A. chapter 25, has submitted false or fraudulent information in a record, or has attempted or submitted a record for filing in bad faith, without lawful authority, or to commit fraud or cause injury.

(b)(1) If the Secretary terminates the registration of a person pursuant to this section, or the Secretary's rejection or amendment of a record results in the

person's failure to designate or maintain an agent for service of process, then the person appoints the Secretary as the person's agent for service of process.

(2) Upon receipt of process, the Secretary of State shall deliver by registered mail a copy of the process to the person's last known address.

(c) A person aggrieved by a final decision of the Secretary under this section may appeal to the Superior Court of Washington County, which shall consider the matter de novo.

§ 1639. FORMS; PROCEDURES; RULES

The Secretary of State may adopt forms, procedures, and rules to implement the processes and provisions of governing business registration in this State.

Subchapter 3. Administrative Provisions for Business Organizations

§ 1652. RESERVED NAME

(a) A person may reserve the exclusive use of a business name by delivering an application to the Secretary of State for filing. The application shall state the name and address of the applicant and the name to be reserved. If the Secretary finds that the entity name is available, the Secretary shall reserve the name for the applicant's exclusive use for 120 days.

(b) The owner of a reserved name may transfer the reservation to another person by submitting to the Secretary of State for filing a notice of the transfer, which states the name and address of the transferee.

§ 1653. ASSUMED BUSINESS NAME OF BUSINESS ORGANIZATION

A business organization that is authorized to do business in this State may conduct business under an assumed name by submitting to the Secretary of State for filing a registration that identifies the authorized business and the assumed name.

§ 1654. [Reserved]

§ 1655. DESIGNATION OF AGENT FOR SERVICE OF PROCESS;

CHANGE; RESIGNATION

(a) Duty to designate agent for service of process. A person doing business in this State that is required to designate and maintain an agent for service of process shall provide the name, email, and address information of an individual resident of this State or of a business organization that has a place of business in, and is authorized to conduct business in, this State.

(b) Attestation. A person who designates an agent for service of process attests that the agent consents to the appointment.

(c) Duty to maintain current agent information; statement of change. Except as provided in subsection (d) of this section, a person registered with the Secretary of State may change its agent for service of process, or the agent's email or address information, solely by submitting to the Secretary of State for filing a statement of change that provides its current agent information and specifies any changes to the agent information.

(d) Bulk statement of change by agent.

(1) If an agent for service of process changes its name, email, or address information in the records of the Secretary of State, the agent may submit to the Secretary for filing a bulk statement of change that:

(A) identifies the businesses for which the agent serves as the agent for service of process and whose records the Secretary shall update to reflect the change to the agent's information; and

(B) attests that the agent has or will promptly provide notice to each business whose record is updated pursuant to the bulk statement of change.

(2) For a bulk statement of change, the Secretary of State shall collect from the agent a separate filing fee for each business whose record is amended, subject to subsection 1625(c) of this title.

(e) Agent resignation; termination.

(1) An agent for service of process may resign as agent by submitting to the Secretary of State for filing a statement of resignation and delivering a copy of the statement to the affected business.

(2) An agency for service of process terminates on the earlier of:

(A) 30 days after the Secretary files a statement of resignation; or

(B) the date on which a statement of change designating a new agent takes effect.

(3) The Secretary shall waive the filing fee for a statement of resignation if the agent on record attests that it did not consent to serve as agent for service of process.

§ 1656. SERVICE OF PROCESS; SECRETARY OF STATE AS AGENT

(a) An agent for service of process appointed by a person registered with the Secretary of State is an agent for service of any process, notice, or demand required or permitted by law to be served upon the person.

(b) If a person registered with the Secretary of State fails to appoint or maintain an agent for service of process in this State as required by law, or the agent for service of process cannot with reasonable diligence be found at the agent's address, the Secretary of State is an agent of the person upon whom process, notice, or demand may be served.

(c)(1) Service of any process, notice, or demand on the Secretary of State may be made by delivering to and leaving with the Secretary of State duplicate copies of the process, notice, or demand.

(2) If the process, notice, or demand is served on the Secretary of State, the Secretary of State shall forward one of the copies by registered or certified mail, return receipt requested, to the company at its principal office or last known address.

(d) Service is effective on the earliest of:

(1) the date the person receives the process, notice, or demand;

(2) the date shown on the return receipt, if signed on behalf of the person; or

(3) five days after the process, notice, or demand is deposited by the Secretary of State for delivery by the U.S. Postal Service, if postage is prepaid

to the address of the principal office or last known address reflected in the records of the Secretary of State.

(e) The Secretary of State shall keep a record of all processes, notices, and demands served pursuant to this section and record the time of and the action taken regarding the service.

(f) This section shall not affect the right to serve process, notice, or demand upon a person in any manner otherwise provided by law.

Sec. 4a. 11 V.S.A. chapter 15, subchapter 2 is amended to read:

Subchapter 2. Administrative Authority

* * *

§ 1657. CERTIFICATE OF GOOD STANDING

Upon request of any person and payment of the applicable fee, the Secretary of State shall issue a certificate of good standing for a business organization that is authorized to do business in this State, and that is currently active and in good standing as of the date the certificate is issued, as reflected in the records of the Secretary.

Sec. 5. 11 V.S.A. chapter 22 is amended to read:

CHAPTER 22. PARTNERSHIPS

* * *

§ 3205. EXECUTION, FILING, AND RECORDING OF STATEMENTS

* * *

(f) The Secretary of State shall collect a fee for filing or providing a certified copy of a statement as set forth in section 3310 of this title.

* * *

§ 3291. STATEMENT OF QUALIFICATION

* * *

(c) After the approval required by subsection (b) of this section, a partnership may only become a limited liability partnership by filing a statement of qualification. The statement must contain:

- (1) the name of the partnership;
- (2) the location of the principal place of business in this State;
- (3) if the partnership does not have a principal place of business in this State, the name, email, and ~~street~~ address information of the partnership's agent for service of process pursuant to section 1655 of this title;
- (4) a statement that the partnership elects to be a limited liability partnership; and
- (5) a deferred effective date, if any.

(d) ~~The agent of a limited liability partnership for service of process must be an individual who is a resident of this State or other person authorized to do business in this State. [Repealed.]~~

(e) The status of a partnership as a limited liability partnership is effective on the later of the filing of the statement or a date specified in the statement. The status remains effective, regardless of changes in the partnership, until it is

canceled pursuant to subsection 3205(d) of this title or revoked pursuant to section 3293 of this title.

* * *

§ 3293. ANNUAL REPORT

(a) A limited liability partnership, and a foreign limited liability partnership authorized to transact business in this State, shall file an annual report in the Office of the Secretary of State ~~which~~ that contains:

(1) the name of the limited liability partnership and the state or other jurisdiction under whose laws the foreign limited liability partnership is formed;

(2) the ~~street~~ address of the partnership's principal office and, if different, the ~~street~~ address of an office in this State, if any; and

(3) if the partnership does not have an office in this State, the name, email, and ~~street~~ address of the partnership's designated agent for service of process.

* * *

(f) A reinstatement under subsection (e) of this section relates back to and takes effect as of the effective date of the revocation, and the partnership's status as a limited liability partnership continues as if the revocation had never occurred.

(g) The Secretary of State shall amend its records to reflect a change, if specified in the report, to the business's purpose, email, address, or principal information.

* * *

§ 3302. STATEMENT OF FOREIGN QUALIFICATION

(a) Before transacting business in this State, a foreign limited liability partnership must file a statement of foreign qualification. The statement must contain:

* * *

(3) If there is no office of the partnership in this State, the name, email, and ~~street~~ address information of the partnership's agent for service of process pursuant to section 1655 of this title.

(4) A deferred effective date, if any.

~~(b) The agent of a foreign limited liability partnership for service of process must be an individual who is a resident of this State or other person authorized to do business in this State. [Repealed.]~~

(c) The status of a partnership as a foreign limited liability partnership is effective on the later of the filing of the statement of foreign qualification or a date specified in the statement. The status remains effective, regardless of changes in the partnership, until it is canceled pursuant to subsection 3205(d) or revoked pursuant to section 3293 of this title.

(d) An amendment or cancellation of a statement of foreign qualification is effective when it is filed or on a deferred effective date specified in the amendment or cancellation.

§ 3303. EFFECT OF FAILURE TO QUALIFY

(a)(1) A foreign limited liability partnership transacting business in this State may not maintain an action or proceeding or raise a counterclaim, crossclaim, or affirmative defense in this State unless it has in effect a statement of foreign qualification.

(2) The successor to a foreign limited liability partnership that transacted business in this State without a ~~certificate of authority~~ statement of foreign qualification in effect and the assignee of a cause of action arising out of that business may not maintain a proceeding or raise a counterclaim, crossclaim, or affirmative defense based on that cause of action in any court in this State until the foreign limited liability partnership or its successor or assignee ~~obtains~~ files a ~~certificate of authority~~ statement of foreign qualification.

* * *

Sec. 6. 11 V.S.A. chapter 23 is amended to read:

CHAPTER 23. LIMITED PARTNERSHIPS

* * *

§ 3403. RESERVATION OF NAME

(a) ~~The exclusive right to the use of a name may be reserved by:~~

~~(1) any person intending to organize a limited partnership under this chapter and to adopt that name;~~

~~(2) any domestic limited partnership or any foreign limited partnership registered in this State which, in either case, intends to adopt that name;~~

~~(3) any foreign limited partnership intending to register in this State and adopt that name; and~~

~~(4) any person intending to organize a foreign limited partnership and intending to have it registered in this State and to adopt that name.~~

~~(b) The reservation shall be made by filing with the Secretary of State an application, executed by the applicant, to reserve a specified name. If the Secretary of State finds that the name is available for use by a domestic or foreign limited partnership, he or she shall reserve the name for the exclusive use of the applicant for a period of 120 days. The owner of a name reserved under this section may renew the reservation for two successive periods of 120 days each. The right to the exclusive use of a reserved name may be transferred to any other person by filing in the Office of the Secretary of State a notice of the transfer, executed by the applicant for whom the name was reserved and specifying the name and address of the transferee. A person may reserve the exclusive use of a business name by delivering an application to the Secretary of State for filing pursuant to section 1652 of this title.~~

§ 3404. SPECIFIED OFFICE AND AGENT

Each limited partnership shall continuously maintain in this State:

(1) an office, which may but need not be a place of its business in this State, at which shall be kept the records required by section 3405 of this title to be maintained; and

(2) an agent for service of process on the limited partnership, ~~which agent must be an individual resident of this State, a domestic corporation, partnership, limited liability company, or a foreign corporation, partnership, or limited liability company authorized to do business in this State pursuant to~~ section 1655 of this title.

* * *

§ 3411. CERTIFICATE OF LIMITED PARTNERSHIP

(a) In order to form a limited partnership, a certificate of limited partnership must be executed and filed in the Office of the Secretary of State.

The certificate shall set forth:

- (1) the name of the limited partnership;
- (2) the address of the office and the name, email, and address information of the agent for service of process required to be maintained by section 3404 of this title;
- (3) the name and the business address of each general partner, and of any other principal the limited partnership provides;
- (4) the name and ~~place of residence~~ the business address of each limited partner and the amount of cash and a description of and the agreed value of other property contributed by each limited partner;

* * *

§ 3482. REGISTRATION

Before transacting business in this State, a foreign limited partnership shall register with the Secretary of State. In order to register, a foreign limited partnership shall submit to the Secretary of State, ~~in duplicate~~, an application for registration as a foreign limited partnership, signed and sworn to by a general partner and setting forth:

- (1) the name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this State;
- (2) the state and date of its formation;
- (3) the name, email, and address information of any agent for service of process on the foreign limited partnership ~~whom the foreign limited partnership elects to appoint; the agent must be an individual resident of this State, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this State pursuant to section 1655 of this title;~~
- (4) a statement that the Secretary of State is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under subdivision (3) of this section or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence;

(5) the address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership;

(6) the name and business address of each general partner, and of any other principal the foreign limited partnership provides; and

(7) the address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this State is canceled or withdrawn.

* * *

§ 3487. TRANSACTION OF BUSINESS WITHOUT REGISTRATION

(a)(1) A foreign limited partnership transacting business in this State may not maintain an action or proceeding or raise a counterclaim, crossclaim, or affirmative defense in this State until it has registered in this State.

(2) The successor to a foreign limited partnership that transacted business in this State without a ~~certificate of authority~~ registration and the assignee of a cause of action arising out of that business may not maintain a proceeding or raise a counterclaim, crossclaim, or affirmative defense based on that cause of action in any court in this State until the foreign limited partnership or its successor or assignee ~~obtains a certificate of authority~~ has registered.

* * *

Sec. 7. 11 V.S.A. chapter 25 is amended to read:

CHAPTER 25. LIMITED LIABILITY COMPANIES

* * *

§ 4006. RESERVED NAME

~~(a)(1) A person may reserve the exclusive use of the name of a limited liability company, including a fictitious or assumed name for a foreign limited liability company whose name is not available, by delivering an application to the Secretary of State for filing.~~

~~(2) The application shall state the name and address of the applicant and the name proposed to be reserved.~~

~~(3) If the Secretary of State finds that the name applied for is available, the Secretary shall reserve that name for the applicant's exclusive use for a 120-day period.~~

~~(b) The owner of a reserved limited liability company name may renew the reservation for successive periods of 120 days each by delivering a renewal application to the Secretary of State during the 45-day period preceding the date of expiration of the reservation.~~

~~(c) The owner of a name reserved for a limited liability company may assign the reservation to another person by delivering to the Secretary of State for filing a signed notice of the assignment that states the name and address of the assignee.~~

~~(d) The owner of a reserved limited liability company name may terminate the name reservation by delivering to the Secretary of State for filing a signed notice of withdrawal of name reservation.~~ A person may reserve the exclusive use of a business name by delivering an application to the Secretary of State for filing pursuant to section 1652 of this title.

§ 4007. DESIGNATED OFFICE AND AGENT

~~(a)~~ A limited liability company and a foreign limited liability company authorized to do business in this State shall designate and continuously maintain:

(1) a designated office for notification purposes, which may but need not be a place of its business, and may but need not be located in this State; and

(2) an agent ~~and street address of the agent~~ for service of process ~~on the limited liability company in this State~~ pursuant to section 1655 of this title.

~~(b) An agent for service of process shall be an individual resident of this State, a domestic corporation, another limited liability company, or a foreign corporation or foreign limited liability company authorized to do business in this State.~~

§ 4008. CHANGE OF DESIGNATED OFFICE OR AGENT FOR SERVICE
OF PROCESS

(a) A limited liability company or foreign limited liability company may change its designated office ~~or agent for service of process~~ by delivering to the

Secretary of State for filing a statement of change that sets forth: its current designated office information and any change to the information.

~~(1) the name of the company;~~

~~(2) the street address, and the mailing address if different from the street address, of its current designated office;~~

~~(3) if the current designated office is to be changed, the street address, and the mailing address if different from the street address, of the new designated office;~~

~~(4) the name and address of its current agent for service of process; and~~

~~(5) if the current agent for service of process is to be changed, the name of the new agent for service of process and the new agent's written consent, either on the statement or attached to it, to the appointment.~~

~~(b) If an agent for service of process changes the street address of the agent's business office, the agent may change the street address of the designated office of any limited liability company or foreign limited liability company for which the agent is the agent for service of process by notifying the company in writing of the change and signing, either manually or in facsimile, and filing with the Secretary of State a statement that complies with the requirements of subsection (a) of this section and recites that the company has been notified of the change A limited liability company or foreign limited liability company shall change its agent for service of process, or the agent's~~

email or address information, by delivering to the Secretary for filing a statement of change pursuant to section 1655 of this title.

§ 4009. RESIGNATION OF AGENT FOR SERVICE OF PROCESS

~~(a) To resign as an agent for service of process of a limited liability company or foreign limited liability company, the agent shall deliver to the Secretary of State for filing a statement of resignation containing the company name and stating that the agent is resigning pursuant to section 1655 of this title.~~

~~(b) The Secretary of State shall file a statement of resignation delivered under subsection (a) of this section and mail or otherwise deliver a copy to the designated office of the limited liability company.~~

~~(c) An agency for service of process terminates on the earlier of:~~
~~(1) the 41st day after the Secretary of State files the statement of resignation; or~~

~~(2) when a record designating a new agent for service of process is delivered to the Secretary of State for filing on behalf of the limited liability company and becomes effective.~~

§ 4010. SERVICE OF PROCESS

~~(a) An agent for service of process appointed by a limited liability company or a foreign limited liability company is an agent of the company for service of any process, notice, or demand required or permitted by law to be served upon the company.~~

~~(b) If a limited liability company or foreign limited liability company fails to appoint or maintain an agent for service of process in this State or the agent for service of process cannot with reasonable diligence be found at the agent's address, the Secretary of State is an agent of the company upon whom process, notice, or demand may be served.~~

~~(c) Service of any process, notice, or demand on the Secretary of State may be made by delivering to and leaving with the Secretary of State duplicate copies of the process, notice, or demand. If the process, notice, or demand is served on the Secretary of State, the Secretary of State shall forward one of the copies by registered or certified mail, return receipt requested, to the company at its registered office. Service on the Secretary of State shall be returnable in not less than 30 days.~~

~~(d) The Secretary of State shall keep a record of all processes, notices, and demands served pursuant to this section and record the time of and the action taken regarding the service.~~

~~(e) This section shall not affect the right to serve process, notice, or demand upon a limited liability company or foreign limited liability company in any manner otherwise provided by law~~ A limited liability company or foreign limited liability company is subject to the service of process provisions in section 1656 of this title.

* * *

§ 4023. ARTICLES OF ORGANIZATION

* * *

(b) Articles of organization of a limited liability company may set forth:

(1) provisions permitted to be set forth in an operating agreement; ~~and~~

(2) name, email, and address information for one or more owners,

officers, or other principals of the company; and

(3) other matters not inconsistent with law.

* * *

§ 4033. ANNUAL REPORT FOR SECRETARY OF STATE

(a) Each domestic limited liability company and each foreign limited liability company authorized to transact business in this State shall file an annual report with the Secretary of State. The annual report shall set forth the following information:

(1) the name of the company and the state or country under whose law it is organized; ~~and~~

(2) the address of its designated office; and

(3) the name, email, and address of its designated agent for service of process at that office in this State.

(b) Information in the annual report shall be current as of the date the annual report is signed on behalf of the company.

(c) The annual report shall be delivered to the Secretary of State within three months after the expiration of the company's fiscal year.

(d) The Secretary of State shall amend its records to reflect a change, if specified in the report, to the business's purpose, email, address, or principal information.

* * *

§ 4112. APPLICATION FOR CERTIFICATE OF AUTHORITY

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

(1) the name of the foreign company and, if its name is unavailable for use in this State, an alternate name that satisfies the requirements of section 4116 of this title;

(2) the name of the state or country under whose law it is organized;

(3) the address of its initial designated office; and

(4) the name, email, and address information ~~and street address, and the mailing address if different from the street address,~~ of its designated agent for service of process in this State pursuant to section 1655 of this title.

(b) An application may set forth:

(1) provisions permitted to be included in an operating agreement;

(2) the name, email, and address information for one or more owners, officers, or other principals of the company; and

(3) other matters not inconsistent with law.

(c) A foreign limited liability company shall deliver with the completed application a certificate of existence or a document of similar import, authenticated by the Secretary of State or other official having custody of company records in the state or country under whose law it is organized, dated ~~no~~ not earlier than 90 days prior to filing of the application.

* * *

Sec. 7a. 11 V.S.A. § 4028 is amended to read:

§ 4028. ~~CERTIFICATE OF EXISTENCE OR AUTHORIZATION~~

CERTIFICATE OF GOOD STANDING

~~(a) A person may request the Secretary of State to furnish a certificate of existence for a limited liability company or a certificate of authorization for a foreign limited liability company.~~

~~(b) A certificate of existence for a limited liability company shall set forth:~~

~~(1) the company's name;~~

~~(2) that it is duly organized under the laws of this State and the date of organization; and~~

~~(3) that articles of termination have not been filed.~~

~~(c) A certificate of authorization for a foreign limited liability company shall set forth:~~

~~(1) the company's name used in this State;~~

~~(2) that it is authorized to transact business in this State; and~~

~~(3) that a certificate of cancellation has not been filed.~~

~~(d) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the Secretary of State may be relied upon as conclusive evidence that the domestic or foreign limited liability company is in existence or is authorized to transact business in this State~~ A person may request the Secretary of State to issue a certificate of good standing for a domestic or foreign limited liability company pursuant to section 1657 of this title.

* * * Updates to Title 11A language * * *

Sec. 8. 11A V.S.A. chapter 1 is amended to read:

CHAPTER 1. GENERAL PROVISIONS

* * *

§ 1.20. FILING REQUIREMENTS

* * *

(j)(1) Any of the terms of a plan or filed documents may be made dependent on facts ascertainable outside the plan or filed documents as follows:

(A) The manner in which the facts operate on the terms of the plan or filed document must be clearly and expressly set forth in the plan or filed document.

(B) The facts may include without limitation actions or events within the control of, or determinations made by, a ~~part~~ party to the plan or filing the

filed document or a representative of a party to the plan or filing the filed document.

(2) As used in this section:

(A) “Filed document” means a document filed with the ~~secretary of state~~ Secretary of State under any provision of this title, except chapter 15 or section 16.22 of this title.

(B) “Plan” means a plan of merger or share exchange.

* * *

§ 1.40. DEFINITIONS

As used in this title:

* * *

(8) “Entity” includes corporation and foreign corporation; ~~not-for-profit~~ nonprofit corporation; profit and not-for-profit nonprofit unincorporated association; business trust, estate, partnership, trust, and two or more persons having a joint or common economic interest; and state, United States, and foreign government.

* * *

Sec. 8a. 11A V.S.A. § 1.28 is amended to read:

§ 1.28. CERTIFICATE OF GOOD STANDING

~~(a) Anyone may apply to the Secretary of State to furnish a certificate of good standing for a domestic corporation or a certificate of authorization for a foreign corporation.~~

~~(b) A certificate of good standing or authorization sets forth:~~

~~(1) the domestic corporation's corporate name or the foreign corporation's corporate name used in this State;~~

~~(2) that:~~

~~(A) the domestic corporation is duly incorporated under the law of this state, the date of its incorporation, and the period of its duration if less than perpetual; or~~

~~(B) the foreign corporation is authorized to transact business in this State;~~

~~(3) that all fees and penalties owed to this state under section 1.22 of this title have been paid if:~~

~~(A) payment is reflected in the records of the Secretary of State; and~~

~~(B) nonpayment affects the existence or authorization of the domestic or foreign corporations;~~

~~(4) that its most recent annual report required by section 16.22 of this title has been delivered to the Secretary of State;~~

~~(5) that articles of dissolution have not been filed; and~~

~~(6) other facts of records in the office of the Secretary of State that may be requested by the applicant.~~

~~(c) Subject to any qualification stated in the certificate, a certificate of good standing or authorization issued by the Secretary of State may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence~~

~~or is authorized to transact business in this State~~ A person may request the Secretary of State to issue a certificate of good standing for a domestic or foreign corporation pursuant to 11 V.S.A. § 1657.

Sec. 9. 11A V.S.A. § 2.02 is amended to read:

§ 2.02. ARTICLES OF INCORPORATION

(a) The articles of incorporation shall set forth:

(1) a corporate name for the corporation that satisfies the requirements of section 4.01 of this title;

(2) the classes of shares, if any, and the number of shares in each class that the corporation is authorized to issue;

(3) the number of shares the corporation is authorized to issue;

(4) the street address of the corporation's initial registered office and the name and email of its initial registered agent for service of process at that office pursuant to 11 V.S.A. § 1655;

(5) the name and address of each incorporator;

(6) one or more classes of shares that together have unlimited voting rights; and

(7) one or more classes of shares, ~~(which may be the same class or classes as those with voting rights),~~ that together are entitled to receive the net assets of the corporation upon dissolution.

(b) The articles of incorporation may set forth:

(1) the names and addresses of the individuals who are to serve as the initial board of directors, and of any other principals the corporation provides;

(2) provisions not inconsistent with law regarding:

* * *

Sec. 10. 11A V.S.A. chapter 4 is amended to read:

CHAPTER 4. NAME

§ 4.01. CORPORATE ~~HEAD~~ NAME

(a) A corporate name:

(1) shall contain the word “corporation,” “incorporated,” “company,” or “limited,” or the abbreviation “corp.,” “inc.,” “co.,” or “ltd.,” or words or abbreviations of like import in another language;

(2) may not contain language stating or implying that the corporation is organized for a purpose other than that permitted by section 3.01 of this title and its articles of incorporation;

(3) shall not have the word “cooperative” or any abbreviation thereof as part of its name unless the corporation is a worker cooperative corporation organized under 11 V.S.A. chapter 8, a housing cooperative corporation organized under 11 V.S.A. chapter 14, or the articles of incorporation contain all of the provisions required of a ~~corporation organized as a cooperative association~~ general cooperative corporation in 11 V.S.A. § 981; and

(4) shall not include any word not otherwise authorized by law.

* * *

§ 4.02. RESERVED NAME

~~(a) A person may reserve the exclusive use of a corporate name, including a fictitious name for a foreign corporation whose corporate name is not available, by delivering an application to the Secretary of State for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the Secretary of State finds that the corporate name applied for is available, he or she shall reserve the name for the applicant's exclusive use for a 120-day period. Such 120-day period may be renewed no more than twice.~~

~~(b) The owner of a reserved corporate name may transfer the reservation to another person by delivering to the Secretary of State a signed notice of the transfer that states the name and address of the transferee~~ A person may reserve the exclusive use of a business name by delivering an application to the Secretary of State for filing pursuant to 11 V.S.A. § 1652.

§ 4.03. REGISTERED NAME

(a) A foreign corporation may register its corporate name, or its alternate name or corporate name with any addition required by section 15.06 of this title, if the name is distinguishable in the records of the Secretary of State from the corporate or business names that are not available under section 4.01(b)(3) of this title.

(b) A foreign corporation registers its corporate name, or its alternate name or corporate name with any addition required by section 15.06 of this title, by delivering to the Secretary of State for filing an application:

(1) setting forth its corporate name, or its alternate name or corporate name with any addition required by section 15.06 of this title, the state or country and date of its incorporation, and a brief description of the nature of the business in which it is engaged; and

(2) accompanied by a certificate of good standing or a document of similar import from the state or country of incorporation.

* * *

Sec. 11. 11A V.S.A. chapter 5 is amended to read:

CHAPTER 5. OFFICE AND AGENT

§ 5.01. REGISTERED OFFICE AND REGISTERED AGENT FOR SERVICE OF PROCESS

Each corporation must continuously maintain in this State:

(1) a registered office that may be the same as any of its places of business; and

(2) a registered agent for service of process pursuant to 11 V.S.A.

§ 1655, ~~who may be:~~

~~(A) an individual who resides in this State and whose business office is identical with the registered office;~~

~~(B) a domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office; or~~

~~(C) a foreign corporation or nonprofit foreign corporation authorized to transact business in this State whose business office is identical with the registered office.~~

§ 5.02. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
FOR SERVICE OF PROCESS

~~(a) A corporation may change its registered office or registered agent for service of process information by delivering to the Secretary of State for filing a statement of change pursuant to 11 V.S.A. § 1655, that sets forth:~~

~~(1) the name of the corporation;~~

~~(2) the street address of its current registered office;~~

~~(3) if the current registered office is to be changed, the street address of the new registered office;~~

~~(4) the name of its current registered agent;~~

~~(5) if the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment; and~~

~~(6) that after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical~~

~~(b) If a registered agent changes the street address of the agent's business office, the agent may change the street address of the registered office of any~~

~~corporation for which he or she is the registered agent by notifying the corporation in writing of the change and signing (either manually or in facsimile) and delivering to the Secretary of State for filing a statement that complies with the requirements of subsection (a) of this section and recites that the corporation has been notified of the change.~~

§ 5.03. RESIGNATION OF REGISTERED AGENT

~~(a) A registered agent may resign his or her agency appointment by signing and delivering to the Secretary of State for filing, and the corporation at its registered office, the signed original and two exact copies of a statement of resignation. The statement may include a statement that the registered office is also discontinued.~~

~~(b) After filing the statement, the Secretary of State shall mail one copy to the registered office (if not discontinued) and the other copy to the corporation at its principal office.~~

~~(c) The agency appointment is terminated, and the registered office discontinued if so provided, on the 31st day after the date on which the statement is filed~~ A registered agent for service of process may resign as agent by filing a statement of resignation pursuant to 11 V.S.A. § 1655.

§ 5.04. SERVICE ON CORPORATION

~~(a) The corporation's registered agent shall be an agent of such corporation upon whom any process, notice, or demand required or permitted by law to be served upon the corporation may be served.~~

~~(b) Whenever a corporation shall fail to appoint or maintain a registered agent in this State, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the Secretary of State shall be an agent of such corporation upon whom any such process, notice or demand may be served. Service on the Secretary of State of any such process, notice, or demand shall be made by delivering to and leaving with him or her, or with any clerk having charge of the corporation department of his or her office, duplicate copies of such process, notice, or demand. In the event any such process, notice, or demand is served on the Secretary of State, he or she shall immediately cause one of the copies thereof to be forwarded by registered or certified mail, return receipt requested, addressed to the corporation at its registered office.~~

~~(c) The Secretary of State shall keep a record of all processes, notices, and demands served upon the Secretary under this section, and shall record therein the time of such service and the Secretary's action with reference thereto.~~

~~(d) Nothing herein contained shall limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law, or by rule~~
A corporation is subject to the service of process provisions in 11 V.S.A. 1656.

Sec. 12. 11A V.S.A. chapter 14 is amended to read:

CHAPTER 14. DISSOLUTION

* * *

§ 14.05. EFFECT OF DISSOLUTION

* * *

(b) Dissolution of a corporation does not:

- (1) transfer title to the corporation's property;
- (2) prevent transfer of its shares or securities, although the authorization to dissolve may provide for closing the corporation's share transfer records;
- (3) subject its directors or officers to standards of conduct different from those prescribed in chapter 8 of this title;
- (4) change quorum or voting requirements for its board of directors or shareholders; change provisions for selection, resignation, or removal of its directors or officers or both; or change provisions for amending its bylaws;
- (5) prevent commencement of a proceeding by or against the corporation in its corporate name;
- (6) abate or suspend a proceeding pending by or against the corporation on the effective date of dissolution; or
- (7) terminate the authority of the registered agent for service of process of the corporation.

* * *

§ 14.20. INVOLUNTARY TERMINATION

* * *

(d) Involuntary termination of a corporation does not:

- (1) prevent commencement of a proceeding against the corporation in its corporate name;
- (2) abate or suspend a proceeding pending by or against the corporation on the effective date of involuntary termination; or
- (3) terminate the authority of the registered agent for service of process of the corporation.

* * *

Sec. 13. 11A V.S.A. chapter 15 is amended to read:

CHAPTER 15. FOREIGN CORPORATIONS

* * *

§ 15.03. APPLICATION FOR CERTIFICATE OF AUTHORITY

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

- (1) the name of the foreign corporation or, if its name is unavailable for use in this State, a corporate name that satisfies the requirements of section 15.06 of this title;
- (2) the name of the state or country under whose law it is incorporated;
- (3) its date of incorporation and period of duration;
- (4) the street address of its principal office;

(5) the address of its registered office in this State and the name of its registered agent for service of process at that office, pursuant to 11 V.S.A. § 1655; and

(6) the names and usual business addresses of its current directors and officers, and of any other principals the corporation provides.

(b) The foreign corporation shall deliver with the completed application a certificate of good standing (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated.

* * *

§ 15.06. CORPORATE NAME OF FOREIGN CORPORATION

(a) If the corporate name of a foreign corporation does not satisfy the requirements of section 4.01 of this title, the foreign corporation to obtain or maintain a certificate of authority to transact business in this State:

(1) may add the word “corporation,” “incorporated,” “company,” or “limited,” or the abbreviation “corp.,” “inc.,” “co.,” or “ltd.,” to its corporate name for use in this State; or

(2) may ~~use an available trade~~ adopt an alternate name to transact business in this State if its corporate name is unavailable and it delivers to the Secretary of State for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the ~~trade~~ alternate name.

(b) Except as authorized by subsections (c) and (d) of this section, the corporate name, including ~~a trade~~ an alternate name, of a foreign corporation shall be distinguishable in the records of the Secretary of State from any name granted, registered, or reserved under this chapter, or the name of any other entity, whether domestic or foreign, that is reserved, registered, or granted by or with the Secretary of State.

(c) A foreign corporation may apply to the Secretary of State for authorization to use in this State the name of another corporation incorporated or authorized to transact business in this State that is not distinguishable in the records from one or more of the names described in subsection (b) of this section, by submitting to the Secretary of State a satisfactory written form indicating the other corporation's consent and change of name.

(d) A foreign corporation may use in this State the name, including the ~~trade~~ alternate name, of another domestic or foreign corporation that is used in this State if the other corporation is incorporated or authorized to transact business in this State and the foreign corporation:

- (1) has merged with the other corporation;
- (2) has been formed by reorganization of the other corporation; or
- (3) has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

* * *

§ 15.07. REGISTERED OFFICE AND REGISTERED AGENT FOR

SERVICE OF PROCESS OF FOREIGN CORPORATION

Each foreign corporation authorized to transact business in this State must continuously maintain in this State:

(1) a registered office that may be the same as any of its places of business; and

(2) a registered agent for service of process, pursuant to 11 V.S.A. § 1655, ~~who may be:~~

~~(A) an individual who resides in this State and whose business office is identical with the registered office;~~

~~(B) a domestic corporation or domestic not for profit corporation whose business office is identical with the registered office; or~~

~~(C) a foreign corporation or foreign not for profit corporation authorized to transact business in this State whose business office is identical with the registered office.~~

§ 15.08. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT

FOR SERVICE OF PROCESS OF FOREIGN CORPORATION

~~(a)~~ A foreign corporation authorized to transact business in this State may change its registered office or registered agent for service of process by delivering to the Secretary of State for filing a statement of change ~~that sets forth:~~

~~(1) its name;~~

~~(2) the street address of its current registered office;~~

~~(3) if the current registered office is to be changed, the street address of its new registered office;~~

~~(4) the name of its current registered agent;~~

~~(5) if the current registered agent is to be changed, the name of its new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment; and~~

~~(6) that after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.~~

~~(b) If a registered agent changes the street address of his or her business office, he or she may change the street address of the registered office of any foreign corporation for which he or she is the registered agent by notifying the corporation in writing of the change and signing (either manually or in facsimile) and delivering to the Secretary of State for filing a statement of change that complies with the requirements of subsection (a) of this section and recites that the corporation has been notified of the change pursuant to 11 V.S.A. § 1655.~~

§ 15.09. RESIGNATION OF REGISTERED AGENT FOR SERVICE OF
PROCESS OF FOREIGN CORPORATION

~~(a) The registered agent of a foreign corporation may resign his or her agency as agent by filing a statement of resignation pursuant to 11 V.S.A. § 1655 appointment by signing and delivering to the Secretary of State for filing the original and two exact or conformed copies of a statement of~~

~~resignation. The statement of resignation may include a statement that the registered office is also discontinued.~~

~~(b) After filing the statement, the Secretary of State shall attach the filing receipt to one copy and mail the copy and receipt to the registered office if not discontinued. The Secretary of State shall mail the other copy to the foreign corporation at its principal office address shown in its most recent annual report.~~

~~(c) The agency appointment is terminated, and the registered office discontinued if so provided, on the 31st day after the date on which the statement was filed.~~

§ 15.10. SERVICE OF PROCESS ON FOREIGN CORPORATION

~~Service of process on a foreign corporation is governed by 12 V.S.A. subchapter 6, chapter 25 and by the Vermont Rules of Civil Procedure. A foreign corporation is subject to the service of process provisions in 11 V.S.A. § 1656.~~

* * *

§ 15.30. INVOLUNTARY TERMINATION

(a) The Secretary of State shall terminate the certificate of authority of a foreign corporation if:

(1) the foreign corporation fails to deliver its annual report to the Secretary of State as required by section 16.22 of this title;

(2) the foreign corporation does not pay any franchise taxes or penalties imposed by this title or other law;

(3) the foreign corporation is without a registered agent for service of process or registered office in this State;

(4) the foreign corporation fails to inform the Secretary of State under section 15.08 or 15.09 of this title that its registered agent for service of process or registered office has changed;

(5) a material misrepresentation is knowingly made in a signed document delivered to the Secretary of State for filing;

(6) the Secretary of State receives a duly authenticated certificate from the Secretary of State or other official having custody of corporation records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or terminated or disappeared as the result of a merger;

(7) the foreign corporation has failed to comply with subdivision 11.07(a)(3) of this title requiring it to file articles of merger where it is the survivor of a merger with a domestic corporation; or

(8) the Commissioner of Taxes notifies the Secretary of State that a foreign corporation has failed to make a return, to pay a tax, to file a bond, or to do any other act required to be done under the provisions of 32 V.S.A. chapter 211.

(b) The Secretary of State shall serve the foreign corporation with written notice of termination of its certificate of authority under section 15.10 of this title, setting out each deficiency.

(c) The authority of a foreign corporation to transact business in this State ceases on the date shown on the notice terminating its certificate of authority. Termination of a foreign corporation's certificate of authority does not terminate the authority of the registered agent for service of process of the corporation.

(d) The Secretary of State's termination of a foreign corporation's certificate of authority appoints the Secretary of State the foreign corporation's agent for service of process in any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to transact or was transacting without authorization business in this State. Service of process on the Secretary of State under this subsection is service on the foreign corporation. Upon receipt of process, the Secretary of State shall mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its most recent annual report or in any subsequent communication received from the corporation stating the current mailing address of its principal office, or, if none is on file, in its application for a certificate of authority, or otherwise perfect service under section 15.10 of this title.

(e) If the foreign corporation corrects each ground for termination and demonstrates to the reasonable satisfaction of the Secretary of State that each

ground cited in the notice of termination does not exist, and pays to the Secretary of State a reinstatement fee of \$25.00 for each year it is delinquent, the secretary may cancel the termination and prepare a certificate of reinstatement, file the original of the certificate, and serve a copy on the corporation under section 15.10 of this title.

* * *

Sec. 14. 11A V.S.A. chapter 16 is amended to read:

CHAPTER 16. RECORDS AND REPORTS

* * *

§ 16.22. ANNUAL REPORT FOR SECRETARY OF STATE

(a) Each domestic corporation, and each foreign corporation authorized to transact business in this State, shall deliver to the Secretary of State for filing an annual report that sets forth:

(1) the name of the corporation and the state or country under whose law it is incorporated;

(2) the address of its registered office and the name and email of its registered agent for service of process at that office in this State;

* * *

(e) ~~Listing the name of the registered agent and the address of the registered office does not effectuate a change in such agent or office unless the report also contains the requirements of section 5.02 of this title~~ The Secretary of

State shall amend its records to reflect a change, if specified in the report, to the business's purpose, email, address, or principal information.

* * * Updates to Title 11B language * * *

Sec. 15. 11B V.S.A. chapter 1 is amended to read:

CHAPTER 1. GENERAL PROVISIONS

* * *

§ 1.21. FORMS

(a) The Secretary of State may prescribe the form or electronic format of and furnish on request, forms or specifications for formats for:

(1) an application for a certificate of ~~existence~~ good standing;

(2) a foreign corporation's application for a certificate of authority to transact business in this State;

(3) a foreign corporation's application for a certificate of withdrawal; and

(4) the biennial report.

(b) The Secretary of State may prescribe and furnish on request forms for other documents required or permitted to be filed by this title but their use is not mandatory.

* * *

Sec. 15a. 11B V.S.A. § 1.28 is amended to read:

§ 1.28. CERTIFICATE OF GOOD STANDING

~~(a) Any person may apply to the Secretary of State to furnish a certificate of good standing for a domestic or foreign corporation.~~

~~(b) The certificate of good standing sets forth:~~

~~(1) the domestic corporation's corporate name or the foreign corporation's corporate name used in this State;~~

~~(2) that:~~

~~(A) the domestic corporation is duly incorporated under the law of this State, the date of its incorporation, and the period of its duration if less than perpetual; or~~

~~(B) the foreign corporation is authorized to transact business in this State;~~

~~(3) that all fees and penalties owed to this State under section 1.22 of this title have been paid if:~~

~~(A) payment is reflected in the records of the Secretary of State; and~~

~~(B) nonpayment affects the good standing of the domestic or foreign corporation;~~

~~(4) that its most recent biennial report required by section 16.22 of this title has been delivered to the Secretary of State; and~~

~~(5) that articles of dissolution have not been filed.~~

~~(c) Subject to any qualification stated in the certificate, a certificate of good standing issued by the Secretary of State may be relied upon as conclusive~~

~~evidence that the domestic or foreign corporation is in existence or is authorized to transact business in this State.~~

~~(d) Subject to any qualification stated in the certificate, a certificate of good standing issued by the Secretary of State may be taken as prima facie evidence of the facts stated therein.~~ A person may request the Secretary of State to issue a certificate of good standing for a domestic or foreign corporation pursuant to 11 V.S.A. § 1657.

Sec. 16. 11B V.S.A. chapter 2 is amended to read:

CHAPTER 2. INCORPORATION

* * *

§ 2.02. ARTICLES OF INCORPORATION

(a) The articles of incorporation must set forth:

(1) ~~a~~ A corporate name for the corporation that satisfies the requirements of section 4.01 of this title;

(2) ~~one~~ One of the following statements:

(A) This corporation is a public benefit corporation.

(B) This corporation is a mutual benefit corporation.

(3) ~~the~~ The street address of the corporation's initial registered office and the name and email of its initial registered agent for service of process at that office, pursuant to 11 V.S.A. § 1655;

(4) ~~the~~ The name and address of each incorporator;

(5) ~~whether~~ Whether or not the corporation will have members; ~~and~~.

(6) ~~provisions~~ Provisions not inconsistent with law regarding the distribution of assets on dissolution.

(b) The articles of incorporation may set forth:

(1) the purpose or purposes for which the corporation is organized, which may be, either alone or in combination with other purposes, the transaction of any lawful activity;

(2) the names and addresses of the individuals who are to serve as the initial directors, and of any other principals the corporation provides;

(3) provisions not inconsistent with law regarding:

(A) managing and regulating the affairs of the corporation;

(B) defining, limiting, and regulating the powers of the corporation, its board of directors, and members (or any class of members);

(C) the characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members; and

(4) any provision that under this title is required or permitted to be set forth in the bylaws.

* * *

Sec. 17. 11B V.S.A. chapter 4 is amended to read:

CHAPTER 4. NAME

* * *

§ 4.02. RESERVED NAME

~~(a) A person may reserve the exclusive use of a corporate name, including a fictitious name for a foreign corporation whose corporate name is not available, by delivering an application to the Secretary of State for filing. Upon finding that the corporate name applied for is available, the Secretary of State shall reserve the name for the applicant's exclusive use for a 120-day period. Such 120-day period may be renewed no more than twice.~~

~~(b) The owner of a reserved corporate name may transfer the reservation to another person by delivering to the Secretary of State a signed notice of the transfer that states the name and address of the transferee~~ A person may reserve the exclusive use of a business name by delivering an application to the Secretary of State for filing pursuant to 11 V.S.A. § 1652.

§ 4.03. REGISTERED NAME

(a) A foreign corporation may register its corporate name, or its alternate name or corporate name with any addition required by section 15.06 of this title, if the name is distinguishable upon the records of the Secretary of State from:

(1) the corporate name of a nonprofit or business corporation incorporated or authorized to do business in this State; and

(2) a corporate name reserved under section 4.02 of this title or 11A V.S.A. § 4.02 or registered under this section.

(b) A foreign corporation registers its corporate name, or its alternate name corporate name with any addition required by section 15.06 of this title, by delivering to the Secretary of State an application:

(1) setting forth its corporate name, or its alternate name or corporate name with any addition required by section 15.06 of this title, the state or country and date of its incorporation, and a brief description of the nature of the activities in which it is engaged; and

(2) accompanied by a certificate of existence (or a document of similar import) from the state or country of incorporation.

* * *

Sec. 18. 11B V.S.A. chapter 5 is amended to read:

CHAPTER 5. OFFICE AND AGENT

§ 5.01. REGISTERED OFFICE AND REGISTERED AGENT FOR SERVICE OF PROCESS

Each corporation must continuously maintain in this State:

(1) a registered office that may be the same as any of its places of business; and

(2) a registered agent for service of process, pursuant to 11 V.S.A. § 1655, whose business office is identical with the registered office.

§ 5.02. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT FOR SERVICE OF PROCESS

(a) A corporation may change its registered office or registered agent for

service of process by delivering to the Secretary of State for filing a statement of change pursuant to 11 V.S.A. § 1655 that sets forth:

- ~~(1) the name of the corporation;~~
 - ~~(2) the street address of its current registered office;~~
 - ~~(3) if the current registered office is to be changed, the street address of the new registered office;~~
 - ~~(4) the name of its current registered agent;~~
 - ~~(5) if the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment; and~~
 - ~~(6) that after the change or changes are made, the street addresses of its registered office and the office of its registered agent will be identical~~
- ~~(b) If the street address of a registered agent's office is changed, the registered agent may change the street address of the registered office of any corporation for which the registered agent is the registered agent by notifying the corporation in writing of the change and by signing (either manually or in facsimile) and delivering to the Secretary of State for filing a statement that complies with the requirements of subsection (a) of this section and recites that the corporation has been notified of the change.~~

§ 5.03. RESIGNATION OF REGISTERED AGENT FOR SERVICE OF PROCESS

(a) A registered agent may resign as registered agent by ~~signing and~~ delivering to the Secretary of State a statement of resignation pursuant to 11 V.S.A. § 1655 ~~the original and two exact or conformed copies of a statement of resignation. The statement may include a statement that the registered office is also discontinued.~~

(b) ~~After filing the statement, the Secretary of State shall mail one copy to the registered office (if not discontinued) and the other copy to the corporation at its principal office as shown in the most recent biennial report filed pursuant to section 16.22 of this title.~~

(c) ~~The agency appointment is terminated, and the registered office discontinued if so provided, on the 31st day after the date on which the statement is filed.~~

§ 5.04. SERVICE ON CORPORATION

(a) ~~The corporation's registered agent shall be an agent of such corporation upon whom any process, notice, or demand required or permitted by law to be served upon the corporation may be served~~

(b) ~~Whenever a corporation shall fail to appoint or maintain a registered agent in this State, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the Secretary of State shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the Secretary of State of any such process, notice, or demand shall be made by delivering to and leaving with him or her, or with~~

~~any clerk having charge of the corporation department of his or her office, duplicate copies of such process, notice, or demand. In the event any such process, notice, or demand is served on the Secretary of State, he or she shall immediately cause one of the copies thereof to be forwarded by registered or certified mail, return receipt requested, addressed to the corporation at its registered office.~~

~~(c) The Secretary of State shall keep a record of all processes, notices, and demands served upon the Secretary under this section, and shall record therein the time of such service and the Secretary's action with reference thereto.~~

~~(d) Nothing herein contained shall limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law, or by rule~~

~~A corporation is subject to the service of process provisions in 11 V.S.A.~~

~~§ 1656.~~

Sec. 19. 11B V.S.A. chapter 14 is amended to read:

CHAPTER 14. DISSOLUTION

* * *

§ 14.05. EFFECT OF DISSOLUTION

* * *

(b) Dissolution of a corporation does not:

(1) transfer title to the corporation's property;

(2) subject its directors or officers to standards of conduct different from those prescribed in chapter 8 of this title;

(3) change quorum or voting requirements for its board or members; change provisions for selection, resignation, or removal of its directors or officers or both; or change provisions for amending its bylaws;

(4) prevent commencement of a proceeding by or against the corporation in its corporate name;

(5) abate or suspend a proceeding pending by or against the corporation on the effective date of dissolution; or

(6) terminate the authority of the registered agent for service of process.

* * *

§ 14.20. INVOLUNTARY TERMINATION

The Secretary of State may commence a proceeding under section 14.21 of this title to administratively dissolve a corporation if:

(1) the corporation does not pay within 60 days after they are due fees imposed by this title;

(2) the corporation does not deliver its biennial report to the Secretary of State within 60 days after it is due;

(3) the corporation is without a registered agent for service of process or registered office in this State for 60 days or more; or

(4) the corporation does not notify the Secretary of State within 120 days that its registered agent for service of process or registered office has been

changed, that its registered agent for service of process has resigned, or that its registered office has been discontinued.

§ 14.21. PROCEDURE FOR AND EFFECT OF INVOLUNTARY
TERMINATION

* * *

(d) The ~~involuntarily~~ involuntary dissolution of a corporation does not terminate the authority of its registered agent for service of process.

§ 14.22. REINSTATEMENT FOLLOWING INVOLUNTARY
DISSOLUTION

(a) A corporation involuntarily dissolved that has not distributed its assets under section 14.21 of this title may apply to the Secretary of State for reinstatement upon payment of \$25.00 for each year the corporation is delinquent. The application must:

(1) recite the name of the corporation and the effective date of its involuntary dissolution;

(2) state that the ground or grounds for dissolution either did not exist or have been eliminated; and

(3) state that the corporation's name satisfies the requirements of section 4.01 of this title.

* * *

Sec. 20. 11B V.S.A. chapter 15 is amended to read:

CHAPTER 15. FOREIGN CORPORATIONS

* * *

§ 15.03. APPLICATION FOR CERTIFICATE OF AUTHORITY

(a) A foreign corporation may apply for a certificate of authority to transact business in this State by delivering an application to the Secretary of State.

The application must set forth:

(1) the name of the foreign corporation or, if its name is unavailable for use in this State, a corporate name that satisfies the requirements of section 15.06 of this title;

(2) the name of the state or country under whose law it is incorporated;

(3) the date of incorporation and period of duration;

(4) the street address of its principal office;

(5) the address of its registered office in this State and the name and email of its registered agent for service of process at that office;

(6) the names and usual business or home addresses of its current directors and officers and of any other principals the corporation provides;

(7) whether the foreign corporation has members; and

(8) whether the corporation, if it had been incorporated in this State, would be a public benefit or mutual benefit corporation.

(b) The foreign corporation shall deliver with the completed application a certificate of existence, ~~(or a document of similar import)~~, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated.

* * *

§ 15.06. CORPORATE NAME OF FOREIGN CORPORATION

(a) If the corporate name of a foreign corporation does not satisfy the requirements of section 4.01 of this title, the foreign corporation to obtain or maintain a certificate of authority to transact business in this State:

(1) may add the word “corporation,” “incorporated,” “company,” or “limited,” or the abbreviation “corp.,” “inc.,” “co.,” or “ltd.,” to its corporate name for use in this State; or

(2) may ~~use an available trade~~ adopt an alternate name to transact business in this State if its corporate name is unavailable and it delivers to the Secretary of State for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the ~~trade~~ alternate name.

(b) Except as authorized by subsections (c) and (d) of this section, the corporate name, ~~(including a trade~~ an alternate name,) of a foreign corporation must be distinguishable upon the records of the Secretary of State from reserved or registered trade names or corporate names.

(c) A foreign corporation may apply to the Secretary of State for authorization to use in this State the name of another corporation incorporated or authorized to transact business in this State that is not distinguishable upon the records from the name applied for by submitting to the Secretary of State a satisfactory written form indicating the other corporation’s consent and change of name.

(d) A foreign corporation may use in this State the name, ~~(including the~~
~~trade~~ alternate name,) of another domestic or foreign corporation that is used in
this State if the other corporation is incorporated or authorized to transact
business in this State and the foreign corporation:

* * *

§ 15.07. REGISTERED OFFICE AND REGISTERED AGENT FOR
SERVICE OF PROCESS OF FOREIGN CORPORATION

Each foreign corporation authorized to transact business in this State must
continuously maintain in this State:

(1) a registered office with the same address as that of its registered
agent for service of process; and

(2) a registered agent for service of process, ~~who may be:~~

~~(A) an individual who resides in this State and whose office is
identical with the registered office;~~

~~(B) a domestic business or nonprofit corporation whose office is
identical with the registered office; or~~

~~(C) a foreign business or nonprofit corporation authorized to trans—act
business in this State whose office is identical with the registered office
pursuant to 11 V.S.A. § 1655.~~

§ 15.08. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
FOR SERVICE OF PROCESS OF FOREIGN CORPORATION

~~(a)~~ A foreign corporation authorized to transact business in this State may change its registered office or registered agent for service of process by delivering to the Secretary of State for filing a statement of change ~~that sets forth:~~

~~(1) its name;~~

~~(2) the street address of its current registered office;~~

~~(3) if the current registered office is to be changed, the street address of its new registered office;~~

~~(4) the name of its current registered agent;~~

~~(5) if the current registered agent is to be changed, the name of its new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment; and~~

~~(6) that after the change or changes are made, the street addresses of its registered office and the office of its registered agent will be identical.~~

~~(b) If a registered agent changes the street address of its business office, the agent may change the address of the registered office of any foreign corporation for which the agent is the registered agent by notifying the corporation in writing of the change and signing (either manually or in facsimile) and delivering to the Secretary of State for filing a statement of change that complies with the requirements of subsection (a) of this section and recites that the corporation has been notified of the change pursuant to 11 V.S.A. § 1655.~~

§ 15.09. RESIGNATION OF REGISTERED AGENT OF FOREIGN
CORPORATION

(a) The registered agent of a foreign corporation may resign as agent by signing and-delivering to the Secretary of State for filing a statement of resignation pursuant to 11 V.S.A. § 1655 ~~the original and two exact or conformed copies of a statement of resignation. The statement of resignation may include a statement that the registered office is also discontinued.~~

(b) ~~After filing the statement, the Secretary of State shall attach the filing receipt to one copy and mail the copy and receipt to the registered office if not discontinued. The Secretary of State shall mail the other copy to the foreign corporation at its principal office address shown in its most recent biennial report.~~

(c) ~~The agency is terminated, and the registered office discontinued if so provided, on the 31st day after the date on which the statement was filed.~~

§ 15.10. SERVICE ON FOREIGN CORPORATION

(a) ~~The registered agent of a foreign corporation authorized to transact business in this State is the corporation's agent for service of process, notice, or demand required or permitted by law to be served on the foreign corporation.~~

(b) ~~A foreign corporation may be served by registered or certified mail, return receipt requested, addressed to the secretary of the foreign corporation at its principal office shown in its application for a certificate of authority or in its~~

~~most recent biennial report filed under section 16.22 of this title if the foreign corporation:~~

~~(1) has no registered agent or its registered agent cannot with reasonable diligence be served;~~

~~(2) has withdrawn from transacting business in this State under section 15.20 of this title; or~~

~~(3) has had its certificate of authority revoked under section 15.31 of this title.~~

~~(c) Service is perfected under subsection (b) of this section at the earliest of:~~

~~(1) the date the foreign corporation receives the mail;~~

~~(2) the date shown on the return receipt, if signed on behalf of the foreign corporation; or~~

~~(3) five days after its deposit in the U.S. mail, as evidenced by the postmark if mailed postpaid and correctly addressed.~~

~~(d) This section does not prescribe the only means, or necessarily the required means, of serving a foreign corporation~~ A foreign corporation is subject to the service of process provisions in 11 V.S.A. § 1656.

§ 15.20. WITHDRAWAL OF FOREIGN CORPORATION

* * *

(b) A foreign corporation authorized to transact business in this State may apply for a certificate of withdrawal by delivering an application to the Secretary of State for filing. The application must set forth:

(1) the name of the foreign corporation and the name of the state or country under whose law it is incorporated;

(2) that it is not transacting business in this State and that it surrenders its authority to transact business in this State;

(3) that it revokes the authority of its registered agent for service of process to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to do business in this State;

(4) a mailing address to which the Secretary of State may mail a copy of any process served on him or her under subdivision (3) of this subsection; and

(5) a commitment to notify the Secretary of State in the future of any change in the mailing address.

* * *

§ 15.30. INVOLUNTARY TERMINATION

(a) The Secretary of State shall terminate the certificate of authority of a foreign corporation if:

(1) the foreign corporation fails to deliver its biennial report to the Secretary of State as required by section 16.22 of this title;

(2) the foreign corporation does not pay any penalties imposed by this title or other law;

(3) the foreign corporation is without a registered agent for service of process or registered office in this State;

(4) the foreign corporation fails to inform the Secretary of State under section 15.08 or 15.09 of this title that its registered agent for service of process or registered office has changed;

(5) a material misrepresentation is knowingly made in a signed document delivered to the Secretary of State for filing;

(6) the Secretary of State receives a duly authenticated certificate from the secretary of state or other official having custody of corporation records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or terminated or disappeared as the result of a merger; or

(7) the foreign corporation has failed to comply with subdivision 11.07(a) of this title requiring it to file articles of merger where it is the survivor of a merger with a domestic corporation.

(b) The Secretary of State shall serve the foreign corporation with written notice of termination of its certificate of authority under section 15.10 of this title, setting out each deficiency.

(c) The authority of a foreign corporation to transact business in this State ceases on the date shown on the notice terminating its certificate of authority. Termination of a foreign corporation's certificate of authority does not terminate the authority of the registered agent for service of process of the corporation.

(d) The Secretary of State's termination of a foreign corporation's certificate of authority appoints the Secretary of State the foreign corporation's agent for service of process in any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to transact or was transacting without authorization business in this State. Service of process on the Secretary of State under this subsection is service on the foreign corporation. Upon receipt of process, the Secretary of State shall mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its most recent biennial report or in any subsequent communication received from the corporation stating the current mailing address of its principal office, or, if none is on file, in its application for a certificate of authority, or otherwise perfect service under section 15.10 of this title.

(e) If the foreign corporation corrects each ground for termination and demonstrates to the reasonable satisfaction of the Secretary of State that each ground cited in the notice of termination does not exist, and pays to the Secretary of State a fee of \$25.00 for each year it is delinquent, the Secretary may cancel the termination and prepare a certificate of reinstatement, file the original of the certificate, and serve a copy on the corporation under section 15.10 of this title.

* * *

Sec. 21. 11B V.S.A. chapter 16 is amended to read:

CHAPTER 16. RECORDS AND REPORTS

* * *

§ 16.22. BIENNIAL REPORT FOR SECRETARY OF STATE

(a) Each domestic corporation, and each foreign corporation authorized to transact business in this State, shall deliver to the Secretary of State a biennial report on a form prescribed and furnished by the Secretary of State that sets forth:

(1) the name of the corporation and the state or country under whose law it is incorporated;

(2) the address of its registered office and the name and email of its registered agent for service of process at the office in this State;

(3) the address of its principal office;

(4) the names and business or residence addresses of its directors and principal officers; and

(5) a brief description of the nature of its activities.

(b) The information in the biennial report must be current on the date the biennial report is executed on behalf of the corporation.

(c) The first biennial report must be delivered to the Secretary of State between January 1 and April 1 of the year following the calendar year in which a domestic corporation was incorporated or a foreign corporation was authorized to transact business. Subsequent biennial reports must be delivered to the Secretary of State between January 1 and April 1 following each succeeding two calendar years.

(d) If a biennial report does not contain the information required by this section, the Secretary of State shall promptly notify the reporting domestic or foreign corporation in writing and return the report to it for correction. If the report is corrected to contain the information required by this section and delivered to the Secretary of State within 30 days after the effective date of notice, it is deemed to be timely filed.

(e) The Secretary of State shall amend its records to reflect a change, if specified in the report, to the business's purpose, email, address, or principal information.

* * * Updates to Title 11C language * * *

Sec. 22. 11C V.S.A. article 1 is amended to read:

ARTICLE 1. GENERAL PROVISIONS

* * *

§ 112. RESERVATION OF NAME

~~(a) A person may reserve the exclusive use of the name of a mutual benefit enterprise, including a fictitious name for a foreign enterprise whose name is not available under section 111 of this title, by delivering an application to the Secretary of State for filing. The application shall set forth the name and address of the applicant and the name proposed to be reserved. If the Secretary of State finds that the name applied for is available under section 111 of this title, the Secretary of State shall reserve the name for the applicant's exclusive use for a nonrenewable period of 120 days.~~

~~(b) A person who has reserved a name for a mutual benefit enterprise may transfer the reservation to another person by delivering to the Secretary of State a signed notice of the transfer which states the name, street address, and, if different, the mailing address of the transferee. If the person is an organizer of the enterprise and the name of the enterprise is the same as the reserved name, the delivery of articles of organization for filing by the Secretary of State is a transfer by the person to the enterprise~~ A person may reserve the exclusive use of a business name by delivering an application to the Secretary of State for filing pursuant to 11 V.S.A. § 1652.

* * *

§ 117. DESIGNATED OFFICE AND AGENT FOR SERVICE OF
PROCESS

~~(a)~~ A mutual benefit enterprise or a foreign enterprise that has a certificate of authority under section 1404 of this title shall designate and continuously maintain in this State:

(1) an office, as its designated office, which need not be a place of the enterprise's or foreign enterprise's activity in this State; and

(2) an agent for service of process, pursuant to 11 V.S.A. § 1655, at the designated office.

~~(b) An agent for service of process of a mutual benefit enterprise or foreign enterprise shall be an individual who is a resident of this State or an entity that is authorized to do business in this State.~~

§ 118. CHANGE OF DESIGNATED OFFICE OR AGENT FOR SERVICE
OF PROCESS

~~(a) Except as otherwise provided in subsection 207(e) of this title, to change its designated office, its agent for service of process, or the street address or, if different, mailing address of its principal office, a mutual benefit enterprise shall deliver to the Secretary of State for filing a statement of change containing:~~

~~(1) the name of the mutual benefit enterprise;~~

~~(2) the street address and, if different, mailing address of its designated office;~~

~~(3) if the designated office is to be changed, the street address and, if different, mailing address of the new designated office;~~

~~(4) the name of its agent for service of process; and~~

~~(5) if the agent for service of process is to be changed, the name of the new agent.~~

~~(b) Except as otherwise provided in subsection 207(e) of this title, to change its agent for service of process, the address of its designated office, or the street address or, if different, mailing address of its principal office, a foreign enterprise shall deliver to the Secretary of State for filing a statement of change containing:~~

~~(1) the name of the foreign enterprise;~~

~~(2) the name, street address, and, if different, mailing address of its designated office;~~

~~(3) if the current agent for service of process or an address of the designated office is to be changed, the new information;~~

~~(4) the street address and, if different, the mailing address of its principal office; and~~

~~(5) if the street address or, if different, the mailing address of its principal office is to be changed, the street address and, if different, the mailing address of the new principal office.~~

~~(c) Except as otherwise provided in section 204 of this title, a statement of change is effective when filed by the Secretary of State A mutual benefit enterprise or foreign enterprise shall change its designated office or agent for service of process information by submitting to the Secretary of State for filing a statement of change pursuant to 11 V.S.A. § 1655.~~

§ 119. RESIGNATION OF AGENT FOR SERVICE OF PROCESS

~~(a) To resign as an agent for service of process of a mutual benefit enterprise or foreign enterprise, the agent shall deliver to the Secretary of State for filing a statement of resignation containing the name of the agent and the name of the enterprise or foreign enterprise.~~

~~(b) After receiving a statement of resignation under subsection (a) of this section, the Secretary of State shall file it and mail or otherwise provide or~~

~~deliver a copy to the mutual benefit enterprise or foreign enterprise at its principal office.~~

~~(c) An agency for service of process of a mutual benefit enterprise or foreign enterprise terminates on the earlier of:~~

~~(1) the 31st day after the Secretary of State files a statement of resignation under subsection (b) of this section; or~~

~~(2) when a record designating a new agent for service of process is delivered to the Secretary of State for filing on behalf of the enterprise or foreign enterprise and becomes effective~~ An agent for service of process may resign as agent by submitting to the Secretary of State for filing a statement of resignation pursuant to 11 V.S.A. § 1655.

§ 120. SERVICE OF PROCESS

~~(a) An agent for service of process appointed by a mutual benefit enterprise or foreign enterprise is an agent of the enterprise or foreign enterprise for service of process, notice, or a demand required or permitted by law to be served upon the enterprise or foreign enterprise.~~

~~(b) If a mutual benefit enterprise or foreign enterprise does not appoint or maintain an agent for service of process in this State or the agent for service of process cannot with reasonable diligence be found at the address of the designated office on file with the Secretary of State, the Secretary of State is an agent of the enterprise or foreign enterprise upon which process, notice, or a demand may be served.~~

~~(e) Service of process, notice, or a demand on the Secretary of State as agent of a mutual benefit enterprise or foreign enterprise may be made by delivering to the Secretary of State two copies of the process, notice, or demand. The Secretary of State shall forward one copy by registered or certified mail, return receipt requested, to the enterprise or foreign enterprise at its principal office.~~

~~(d) Service is effected under subsection (c) of this section on the earliest of:~~

~~(1) the date the mutual benefit enterprise or foreign enterprise receives the process, notice, or demand;~~

~~(2) the date shown on the return receipt, if signed on behalf of the enterprise or foreign enterprise; or~~

~~(3) five days after the process, notice, or demand is deposited by the Secretary of State for delivery by the U.S. Postal Service, if postage is prepaid to the address of the principal office on file with the Secretary of State.~~

~~(e) The Secretary of State shall keep a record of each process, notice, and demand served pursuant to this section and record the time of and the action taken regarding the service.~~

~~(f) This section does not affect the right to serve process, notice, or a demand in any other manner provided by law~~ A mutual benefit enterprise or foreign enterprise is subject to the service of process provisions in 11 V.S.A. § 1656.

Sec. 23. 11C V.S.A. article 2 is amended to read:

ARTICLE 2. FILING AND ANNUAL REPORTS

* * *

§ 202. SIGNING AND FILING OF RECORDS PURSUANT TO JUDICIAL ORDER

(a) If a person required by this title to sign or deliver a record to the Secretary of State for filing does not do so, the Superior Court of the county of the mutual benefit enterprise's principal office or the foreign enterprise's ~~registered~~ designated office, upon petition of an aggrieved person, may order:

(1) the person to sign the record and deliver it to the Secretary of State for filing; or

(2) delivery of the unsigned record to the Secretary of State for filing.

* * *

§ 206. CERTIFICATE OF GOOD STANDING ~~OR AUTHORIZATION~~

~~(a) The Secretary of State, upon request and payment of the required fee, shall furnish any person that requests it a certificate of good standing for a mutual benefit enterprise if the records filed in the Office of the Secretary of State show that the Secretary of State has filed the enterprise's articles of organization, that the enterprise is in good standing, and that the Secretary of State has not filed a statement of termination.~~

~~(b) The Secretary of State, upon request and payment of the required fee, shall furnish to any person that requests it a certificate of authority for a foreign enterprise if the records filed in the Office of the Secretary of State~~

~~show that the Secretary of State has filed the foreign enterprise's certificate of authority, has not revoked nor has reason to revoke the certificate of authority, and has not filed a notice of cancellation.~~

~~(c) Subject to any exceptions stated in the certificate, a certificate of good standing or authority issued by the Secretary of State establishes conclusively that the mutual benefit enterprise or foreign enterprise is in good standing or is authorized to transact business in this State~~ A person may request the Secretary of State to issue a certificate of good standing for a domestic or foreign enterprise pursuant to 11 V.S.A. § 1657.

§ 207. ANNUAL REPORT FOR SECRETARY OF STATE

(a) A mutual benefit enterprise or foreign enterprise authorized to transact business in this State shall deliver to the Secretary of State for filing an annual report that states:

- (1) the name of the enterprise or foreign enterprise;
- (2) ~~the street address and, if different, mailing~~ address of the enterprise's or foreign enterprise's designated office and the name of its agent for service of process at the designated office;
- (3) ~~the street address and, if different, mailing~~ address of the enterprise's or foreign enterprise's principal office;
- (4) the name and business address of any director or officer; and

(5) in the case of a foreign enterprise, the state or other jurisdiction under whose law the foreign enterprise is formed and any alternative name adopted under section 1405 of this title.

(b) Information in an annual report shall be current as of the date the report is delivered to the Secretary of State.

(c) A mutual benefit enterprise or foreign enterprise authorized to transact business in this State shall deliver its annual report to the Secretary for filing between January 1 and April 1 of each year, beginning in the year following the calendar year in which the mutual benefit enterprise is formed or the foreign enterprise is authorized to transact business in this State.

(d) If an annual report does not contain the information required by subsection (a) of this section, the Secretary of State shall promptly notify the reporting mutual benefit enterprise or foreign enterprise and return the report for correction. If the report is corrected to contain the information required by subsection (a) of this section and delivered to the Secretary of State not later than 30 days after the date of the notice from the Secretary of State, it is timely delivered.

(e) ~~If a filed annual report contains an address of the designated office, the name or business address of a director or officer, or address of the principal office which differs from the information shown in the records of the Secretary of State immediately before the filing, the differing information in the annual report is considered a statement of change~~ The Secretary of State shall amend

its records to reflect a change, if specified in the report, to the business's purpose, email, address, or principal information.

* * *

Sec. 24. 11C V.S.A. article 14 is amended to read:

ARTICLE 14. FOREIGN ENTERPRISES

* * *

§ 1402. APPLICATION FOR CERTIFICATE OF AUTHORITY

(a) A foreign enterprise may apply for a certificate of authority by delivering an application to the Secretary of State for filing. The application shall state:

(1) the name of the foreign enterprise and, if the name does not comply with section 111 of this title, an alternative name adopted pursuant to section 1405 of this title;

(2) the name of the state or other jurisdiction under whose law the foreign enterprise is organized;

(3) the street address and, if different, mailing address of the principal office and, if the law of the jurisdiction under which the foreign enterprise is organized requires the foreign enterprise to maintain another office in that jurisdiction, the street address and, if different, mailing address of the required office;

(4) the street address and, if different, mailing address of the foreign enterprise's designated office in this State, and the name of the foreign enterprise's agent for service of process at the designated office; and

(5) the name, street address and, if different, mailing address of each of the foreign enterprise's current directors and officers, and of any other principal the enterprise provides.

* * *

* * * Updates to Title 12 language * * *

Sec. 25. 12 V.S.A. chapter 25, subchapter 6 is amended to read:

Subchapter 6. ~~Foreign Corporations~~ Business Organizations

§ 851. SERVICE ON SECRETARY OF STATE

~~When a foreign corporation has appointed the Secretary of State as its process agent pursuant to the statutes relating to such corporations, service of process made upon the Secretary by delivering to him or her duplicate copies thereof, shall be sufficient. A copy of the stipulation, filed under the provisions of 11 V.S.A. § 3011, 11A V.S.A. § 15.10, and 11B V.S.A. § 15.10, certified by the Secretary, with his or her certificate that process has been served on him or her, shall be sufficient evidence thereof~~ A business organization is subject to the service of process provisions in 11 V.S.A. § 1656.

§ 852. FEES; MAILING OF COPY TO ~~CORPORATION~~ BUSINESS ORGANIZATION

When process is served on the Secretary of State under the provisions of ~~section 851 of this title~~ 11 V.S.A. § 1656, there shall be paid to the Secretary by the officer at the time of such service the sum of \$35.00. ~~The Secretary shall forthwith forward by mail prepaid one of the duplicate copies to the corporation at its home office or to a person whom it designates.~~

§ 853. DOING BUSINESS BY PARTICULAR COMPANIES WITHOUT
DESIGNATING PROCESS AGENT; PENALTY

A person or agent for a foreign insurance, express, shipping car, telephone or telegraph company, or other foreign company doing like business, which has not designated the Secretary of State as its process agent, ~~as required by 11 V.S.A. § 692~~ who solicits or receives a risk or application for insurance, or receives money or value for such insurance by such company, or receives money or value for the transportation of a package or property by such express or shipping car company, or for the transmission of a message or dispatch by such telegraph company, or receives money, rent, royalty, or income for such telephone company for the use of its instruments or lines or for the sending of any message, shall be fined not more than \$500.00 nor less than \$100.00.

* * *

§ 855. DOING BUSINESS AS APPOINTMENT OF PROCESS AGENT

If the contact with the State or the activity in the state of a foreign ~~corporation~~ business organization, or the contact or activity imputable to it, is sufficient to support a Vermont personal judgment against it, the contact or

activity shall be deemed to be doing business in Vermont by that foreign ~~corporation~~ organization and shall be equivalent to the appointment by it of the Secretary of the State of Vermont and ~~his or her~~ the Secretary's successors to be its true and lawful attorney upon whom may be served all lawful process in any action or proceedings against it arising or growing out of that contact or activity, and also shall be deemed to be its agreement that any process against it ~~which~~ that is so served upon the Secretary of State shall be of the same legal force and effect as if served on the foreign corporation at its principal place of business in the state or country where it is incorporated according to the law of that state or country.

§ 856. SERVICE OF PROCESS

Service of process by virtue of section 855 of this title shall be made pursuant to 11 V.S.A. § 1656 by delivering to the Secretary of State duplicate copies of the process, ~~with the officer's return of service thereon~~, and a fee of \$25.00, to be taxed in the plaintiff's costs if he or she prevails. ~~The Secretary shall forthwith forward one of the duplicate copies by registered mail prepaid to the corporation at its principal place of business in the state or country where it is incorporated, which principal place of business shall be stated in the process. The service shall be sufficient if a copy of the process, with the officer's return thereon showing the service upon the Secretary of State, is sent by the plaintiff to the foreign corporation by registered mail, and if the plaintiff's affidavit of compliance herewith is filed with the process in court.~~

~~The Secretary shall file one of the copies and endorse upon each copy the day and hour of service.~~

§ 857. ~~CONTINUANCE; COSTS~~

~~The court in which the action is pending may order such continuances as may be necessary to afford the defendant reasonable opportunity to appear and defend. The fee provided in section 856 of this title shall be taxed in the plaintiff's costs if he or she prevails. [Repealed.]~~

§ 858. ~~ALTERNATIVE MEANS OF SERVICE~~

~~As an alternative to service of process under this subchapter or when a stipulation appointing the Secretary of State as process agent is not filed with the Commissioner of Foreign Corporations, process may be served upon a foreign corporation in accordance with sections 912 and 913 of this title or by any method that the Supreme Court shall by rule provide for service upon a domestic corporation. [Repealed.]~~

* * * Updates to Title 30 language * * *

Sec. 26. 30 V.S.A. chapter 81 is amended to read:

CHAPTER 81. ~~ELECTRIC~~ UTILITY COOPERATIVES

* * *

§ 3001a. PURPOSE

~~Cooperatives~~ A cooperative may be organized under this chapter for the purpose of creating or supplying energy, cable television, telecommunications, interactive media, and internet access and facilitating and extending the use

thereof, and in addition, any other lawful business not inconsistent with this chapter that utilizes the electric distribution facilities of the cooperative.

§ 3002. POWERS

A cooperative shall have power:

- (1) To sue and be sued in its corporate name.
- (2) To have perpetual existence.
- (3) To adopt a corporate seal and alter the same.

(4) To generate, manufacture, purchase, acquire, accumulate, and transmit electric energy; and to distribute, sell, supply, and dispose of energy, cable television, telecommunications, interactive media, and internet access to its members, to governmental agencies, and to political subdivisions; provided, however, that in the generation of electric energy by water power, a cooperative shall comply with the provisions of 10 V.S.A. §§ 1081–1099, relating to the construction and maintenance of dams and, provided further, that a cooperative doing any activity governed by this title shall be regulated for that activity.

* * *

§ 3003. NAME

The name of a cooperative governed by this chapter shall include the words “utility” or “energy” or a word designating any specific form of energy such as “electric,” “propane,” or “natural gas” and “cooperative” and the abbreviation “inc.” unless, in an affidavit made by its president or vice president and filed

with the Secretary of State, or in an affidavit made by a person signing articles of incorporation, consolidation, merger, or conversion, which relate to the cooperative and filed, together with the articles, with the Secretary of State, it shall appear that the cooperative desires to do business in another state and is or would be precluded by reason of the inclusion of the words in its name. The name of a cooperative shall be distinct from the name of any other cooperative or corporation organized under the laws of, or authorized to do business in, this State.

* * *

§ 3037. FOREIGN COMPANIES; SERVICE OF PROCESS

A foreign nonprofit or cooperative corporation supplying or authorized to supply electric energy and owning or operating electric transmission or distribution lines in an adjacent state, prior to March 26, 1943, may construct or acquire extensions of lines in this State within an area no point of which is more than 25 miles from the boundary line of this State and may operate those extensions without qualifying as a foreign corporation to do business in this State. Before constructing or operating such extensions, by an instrument executed and acknowledged on its behalf by its president or vice president, under its seal attested by its clerk or secretary, and filed with the Secretary of State, a corporation shall designate the Secretary of State its agent to accept service of process on its behalf. Thereafter, the corporation shall have all the rights, powers, privileges, and immunities of a cooperative. Service of process

shall be made upon the Secretary of State in accordance with the provisions of ~~12 V.S.A. §§ 851 and 852 and shall forward one copy of the same by registered mail to such corporation at the address of its principal office~~ 11 V.S.A. § 1656.

* * *

* * * Business Organizations Study * * *

Sec. 27. BUSINESS SERVICES AND BUSINESS ORGANIZATIONS;

STUDY

(a) Task. The Secretary of State shall conduct a public engagement process with interested partners to study, consider, and address the following issues:

(1) technical, procedural, and substantive issues concerning the online business filing system;

(2) statutory revisions to:

(A) adopt provisions of the Uniform Business Organizations Code or other provisions to further harmonize the laws governing business organizations in this State, including provisions governing commercial registered agents and updates to the Titles of the Vermont Statutes Annotated related to business organizations;

(B) the laws governing trademarks and possible expansion to include service marks;

(C) the dual framework governing partnerships in 11 V.S.A. chapters 15 and 22 and the mandatory registration of assumed business names and unincorporated nonprofit associations; and

(D) the fees collected for various business organization filings;

(3) assessment of the need for any updates to current model laws or the addition of new model legislation; and

(4) assessment of the administrative oversight authority and substantive provisions governing data brokers, telemarketers, utility cooperatives, and amusement ride operators.

(b) Reporting. The Secretary of State shall, based on the task set forth in subsection (a) of this section, submit to the House Committee on Commerce and Economic Development, the House Committee on Ways and Means, the Senate Committee on Economic Development, Housing and General Affairs, and the Senate Committee on Finance an interim report on or before November 15, 2025 and a final report on or before December 1, 2026 including its findings and any proposed legislation for the General Assembly's consideration. The interim report shall provide the General Assembly with any recommended actions to pursue in the 2026 legislative session.

* * * Effective Date * * *

Sec. 28. EFFECTIVE DATE

This act shall take effect on July 1, 2025.

Date Governor signed bill: May 1, 2025