

1 H.243

2 An act relating to the regulation of business organizations

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

4 \* \* \* Updates to Title 3 language \* \* \*

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

6 § 102a. FACSIMILE SIGNATURE OF SECRETARY OF STATE

7 A facsimile of the signature of the Secretary of State imprinted by or at ~~his~~  
8 ~~or her~~ the Secretary's direction upon any certification issued ~~under Title 11 or~~  
9 ~~11A pursuant to law~~, upon any attestation required of the Secretary by law, or  
10 upon any certification of official documents or records of which the Secretary  
11 is custodian, shall have the same validity as the Secretary of State's written  
12 signature.

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

14 § 133. BUSINESS REGISTRATION

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

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

19 \* \* \*

20 \* \* \* Updates to Title 11 language \* \* \*

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



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

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

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

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

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

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

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

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§ 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

1 carrier, air, or other. ~~Such a corporation formed under this subchapter shall~~  
2 ~~have any other rights, powers, and privileges granted by the laws of this State~~  
3 ~~to corporations in a like business organized under the general laws of this~~  
4 ~~State.~~

5 \* \* \*

6 § 995. ARTICLES

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

9 (1) The name of the association.

10 (2) The purpose for which it is formed.

11 (3) ~~The place where its principal business will be transacted~~ address of  
12 its principal office in this State, and the name, email, and address information  
13 of an agent for service of process pursuant to section 1655 of this title.

14 (4) The names and business addresses of the directors thereof who are to  
15 serve until the election and qualification of their successors.

16 (5) The name and ~~residence~~ business address of the clerk, and of any  
17 other principal the association provides.

18 (6) When organized without capital stock, whether the property rights  
19 and interest of the members are equal, and, if unequal, the general rules  
20 applicable to all members by which the property rights and interest,  
21 respectively, of each member shall be determined and fixed, and provision for

1 the admission of new members who shall be entitled to share in the property of  
2 the association in accordance with such general rules. This provision or  
3 paragraph of the ~~certificate of organization~~ articles of incorporation shall not  
4 be altered, amended, or replaced except by the written consent or vote  
5 representing three-fourths of the members.

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

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

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

1           (10) In addition to the foregoing, the articles of incorporation of any  
2 association incorporated hereunder may contain any provision consistent with  
3 law with respect to management, regulation, government, financing,  
4 indebtedness, membership, the establishment of voting districts and the  
5 election of delegates for representative purposes, the issuance, retirement, and  
6 transfer of its stock, if formed with capital stock, or any provisions relative to  
7 the way or manner in which it shall operate or with respect to its members,  
8 officers, or directors and any other provisions relating to its affairs.

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

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

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

19           (a) The ~~certificate of organization~~ articles of incorporation may be altered  
20 or amended except as otherwise provided in this subchapter at any regular  
21 meeting or any special meeting called for that purpose. An amendment must

1 first be approved by two-thirds of the directors and adopted by a vote of two-  
2 thirds of the members or delegates present and voting at such meeting.

3 Amendments to the ~~certificate of organization~~ articles of incorporation, when  
4 so adopted, shall be filed in accordance with the provisions of section 995 of  
5 this title.

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

10 § 997. FEE

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

14 \* \* \*

15 § 1001. CONTENTS OF BYLAWS

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

18 \* \* \*

19 (10) In the case of a ~~consumer's~~ consumers' or railroad cooperative, the  
20 method of distributing among members or stockholders and patrons, both  
21 members and nonmembers, the net savings derived from the excess of total

1 income over operating expenses. Provision may be made for the accumulation  
2 of reserve funds out of net savings.

3 \* \* \*

4 § 1013. OFFICERS

5 The directors shall elect from their number a president and one or more vice  
6 presidents. They shall also elect a secretary, who shall be the clerk of the  
7 ~~corporation~~ association, and a treasurer, who need not be directors or members  
8 of the association. The directors may combine the two latter offices and  
9 designate the combined office as that of secretary-treasurer, or unite both  
10 functions and titles in one person. The treasurer may be a bank or any  
11 depository, and as such, shall not be considered as an officer, but as a function  
12 of the board of directors, and in such case, the secretary shall perform the usual  
13 accounting duties of the treasurer, except that the funds shall be deposited only  
14 as and where authorized by the board of directors.

15 \* \* \*

16 § 1023. OWNERSHIP OR CONTROL OF OTHER ~~CORPORATIONS~~

17 BUSINESS ORGANIZATIONS

18 An association may organize, form, operate, own, control, have an interest  
19 in, own stock of, or be a member of, any other ~~corporation or corporations,~~  
20 ~~with or without capital stock,~~ and business organization engaged in preserving,  
21 drying, processing, canning, packing, storing, handling, shipping, utilizing,

1 manufacturing, marketing, or selling the agricultural products handled by the  
2 association or byproducts thereof.

3 § 1024. WAREHOUSE RECEIPTS

4 ~~When such corporations are warehousing corporations, they~~ An association  
5 engaged in warehousing may issue negotiable or nonnegotiable warehouse  
6 receipts of the association against the commodities delivered, and such  
7 warehouse receipts shall be considered as adequate collateral to the extent of  
8 the usual and current value of the commodity represented thereby. In case  
9 such warehouse is licensed, or licensed and bonded, under the laws of this or  
10 any other state of the United States, its warehouse receipt delivered to the  
11 association on commodities of the association or its members, or delivered by  
12 the association or by its members, shall not be challenged or discriminated  
13 against because of ownership or control, wholly or in part, by the association.

14 \* \* \*

15 Subchapter 3. Consolidation of Cooperative Associations

16 § 1061. PROCEDURE

17 Two or more cooperative associations organized under, or which have  
18 adopted the provisions of subchapter ~~4~~ 2 of this chapter, or similar laws of  
19 other states, whether having or not having capital stock, may merge or  
20 consolidate into one cooperative association which may be a new cooperative

1 association or one of the constituent cooperatives by complying with the  
2 following requirements:

3 \* \* \*

4 (3) If the articles of merger or consolidation are adopted by the  
5 affirmative vote of not less than two-thirds of the members attending and  
6 voting of each consolidating cooperative voting thereon at the meeting called  
7 to consider the same, or by not less than by a two-thirds vote of its delegates if  
8 qualified as provided in subdivision (4) of this section, articles of merger or  
9 consolidation in the form adopted shall be executed under its seal and  
10 acknowledged on behalf of each consolidating cooperative by its president or  
11 vice-president. Such articles of merger or consolidation shall recite that they  
12 are executed pursuant to this subchapter and shall state:

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

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

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

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



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

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

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

8 § 1621. ~~REGISTRATION OF ASSUMED BUSINESS NAME BY PERSONS~~  
9 NAMES, PARTNERSHIPS, AND UNINCORPORATED  
10 NONPROFIT ASSOCIATIONS

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

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

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

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

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

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

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

16           (c) The Secretary of State shall decline to register any business name unless  
17 the name is distinguishable in the records of the Secretary of State from any  
18 other business name of any name registered or reserved under this chapter, or  
19 the name of any other entity, whether domestic or foreign, that is reserved,  
20 registered, or granted by or with the Secretary of State, or any name that would

1 lead a reasonable person to conclude that the business is a type of entity that it  
2 is not.

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

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

9 § 1621a. ~~RESERVED NAME~~

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

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

18 (c) ~~The right to the exclusive use of a specified business name so reserved~~  
19 ~~may be transferred to any other person, copartnership, or association by filing~~  
20 ~~in the office of the Secretary of State a notice of such transfer, executed by the~~

1 applicant for whom the name was reserved, and specifying the name and  
2 address of the transferee. [Repealed.]

3 \* \* \*

4 § 1623. ~~REGISTRATION BY BUSINESS ORGANIZATIONS~~

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

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

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

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

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

18 (b) ~~The Secretary of State shall decline to register any business name unless~~  
19 ~~the name is distinguishable in the records of the Secretary of State from any~~  
20 ~~other business name of any name registered or reserved under this chapter or~~  
21 ~~the name of any other entity, whether domestic or foreign, that is reserved,~~

1 ~~registered, or granted by or with the Secretary of State, or any name that would~~  
2 ~~lead a reasonable person to conclude that the business is a type of entity that it~~  
3 ~~is not.~~ [Repealed.]

4 § 1624. ~~FORMS~~

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

8 [Repealed.]

9 § 1625. FEES

10 (a) ~~A person, copartnership, association, limited liability company, or~~  
11 ~~corporation~~ required by the provisions of this ~~chapter~~ subchapter to file a  
12 return shall, at the time of filing as provided, pay a registration fee of \$70.00 to  
13 the Secretary of State.

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

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

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

5 § 1626. FAILURE TO REGISTER; ENFORCING COMPLIANCE

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

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

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

19 (d) If a person transacts business in this State without registering with the  
20 Secretary of State as required under this ~~chapter~~ subchapter, the Secretary is its

1 agent for service of process with respect to a right of action arising out of the  
2 transaction of business in this State.

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

6 (1) a civil penalty of \$50.00 for each day, not to exceed a total of  
7 \$10,000.00 for each year, it transacts business in this State without a  
8 registration;

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

11 (3) other penalties imposed by law.

12 (f) The Attorney General may maintain an action in the Civil Division of  
13 the Superior Court to collect the penalties imposed in subsection (e) of this  
14 section and to restrain a person from transacting business in this State in  
15 violation of this ~~chapter~~ subchapter.

16 § 1627. ~~SERVICE OF PROCESS~~

17 ~~Service of such complaint and process thereunder may be made by~~  
18 ~~delivering within this State a true and attested copy thereof to any person so~~  
19 ~~doing business or any servant or agent of such person, copartnership,~~  
20 ~~association, limited liability company, or corporation, or in any manner~~  
21 ~~otherwise provided by law. A name so registered shall not thereafter be used~~

1 by a person, copartnership, association, limited liability company, or  
2 corporation, unless it is lawfully entitled thereto at the date of such registration.

3 [Repealed.]

4 § 1628. CERTIFICATE OF CESSATION OF BUSINESS ~~OR CHANGE OF~~  
5 BUSINESS STATUS; AMENDMENT

6 (a) ~~When a person, copartnership, association, limited liability company, or~~  
7 ~~corporation subject to the provisions of this chapter shall cease to do business~~  
8 ~~in this State, a certificate setting forth such fact and the date whereon it so~~  
9 ~~ceased shall be filed with the Secretary of State within 10 days after the date~~  
10 ~~such business ceases. Such certificate may be sworn to and filed by a surviving~~  
11 ~~partner, member of such association, officer of such corporation, member or~~  
12 ~~manager of such limited liability company, or person so doing business, or his~~  
13 ~~or her executor or administrator~~ A registrant that ceases to do business in this  
14 State shall submit to the Secretary of State for filing a certificate of cessation  
15 of business not later than 10 days after the date of cessation.

16 (b) ~~Whenever any general partner of such partnership, or member of such~~  
17 ~~association withdraws from the business, a remaining general partner or~~  
18 ~~member shall within 30 days file a certificate with the Secretary of State signed~~  
19 ~~and sworn by a remaining general partner or member, setting forth the fact of~~  
20 ~~such withdrawal, together with the date of that withdrawal. Filing of this~~  
21 ~~certificate shall avoid any interruption in the period of registration remaining~~

1 ~~before the need for renewal, as if no partner or member of the association had~~  
2 ~~withdrawn~~ A registrant that adds or removes an individual, partner, or member  
3 named in its registration shall submit to the Secretary of State for filing an  
4 amendment to reflect the change not later than 30 days after the date of the  
5 change.

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

10 § 1629. ~~PENALTIES~~

11 ~~Failure to file such certificate at the time so required by section 1628 of this~~  
12 ~~title shall work a forfeiture of \$10.00 to be recovered by the Secretary of State~~  
13 ~~in a civil action on this statute, in his or her name, against any surviving~~  
14 ~~partner, any member of such association, any officer of such corporation, or~~  
15 ~~any person so doing business, or his executor or administrator, and the same~~  
16 ~~shall be paid into the Treasury of the State. [Repealed.]~~

17 § 1630. ~~PROCESS AGENT~~

18 ~~Each nonresident doing business in this State in his or her individual~~  
19 ~~capacity, or as copartner or member of a copartnership or association required~~  
20 ~~by sections 1621 and 1623 of this title to file the returns therein specified, or~~  
21 ~~under any name other than his or her own, except as otherwise provided, shall~~

1 ~~appoint in writing a person having an office or place of business and residing~~  
2 ~~in the town wherein the principal office of such nonresident, copartnership, or~~  
3 ~~association is located, upon whom process against such nonresident may be~~  
4 ~~served in an action founded upon a liability incurred in this State. Such~~  
5 ~~appointment shall continue in force until revoked by a like instrument~~  
6 ~~appointing another person therein residing, and having therein an office or~~  
7 ~~place of business. Such instrument shall be recorded with the Secretary of~~  
8 ~~State. In the event a nonresident has not appointed a process agent, and has not~~  
9 ~~filed such appointment, as set forth in this section, the Secretary of State shall~~  
10 ~~be such process agent. [Repealed.]~~

11 § 1631. ~~VACANCY~~

12 ~~When an appointee dies or removes from the State, another person residing~~  
13 ~~in such town and having therein an office or place of business, within 10 days~~  
14 ~~from the date of such death or removal, shall be appointed in the manner~~  
15 ~~hereinbefore specified, upon whom service of process may be made as~~  
16 ~~provided in section 1630 of this title. In case of such death or removal, or if a~~  
17 ~~person is not appointed as aforesaid, process against such nonresident person~~  
18 ~~may be served by delivering to the Secretary of State duplicate copies thereof,~~  
19 ~~one of which shall be filed with the Secretary of State and the other shall be~~  
20 ~~forwarded by mail prepaid by the clerk to the last known residence of such~~  
21 ~~person. [Repealed.]~~

1       § 1632. ~~EXCEPTIONS~~

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

5       § 1633. ~~SECRETARY OF STATE AS PROCESS AGENT~~

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

16       § 1634. ~~EFFECT OF FAILURE AND NEGLECT~~

17           ~~A person, copartnership, limited liability company, or corporation subject to~~  
18       ~~this chapter shall not institute any proceedings in this State for the enforcement~~  
19       ~~of any right or obligation unless it shall, prior to the issuance of the original~~  
20       ~~return or complaint therein, have filed the returns and paid the registration fee~~  
21       ~~required by this chapter; nor shall a license or certificate be granted to a~~

1 ~~nonresident individual, copartnership, or unincorporated association to transact~~  
2 ~~a business specified in Titles 5 and 23 or in 6 V.S.A. chapter 29 until such~~  
3 ~~individual, copartnership, or association has complied with the provisions of~~  
4 ~~section 1630 of this title. [Repealed.]~~

5 § 1635. REREGISTRATION

6 (a) ~~One or more persons doing business under a registered business name~~ A  
7 registrant shall reregister ~~the name~~ every five years by filing a reregistration  
8 ~~return~~ with the Secretary of State with a fee of \$65.00 ~~within~~ not sooner than  
9 60 days following the date five years after the date prior to the expiration of the  
10 original registration or of the last reregistration. The Secretary of State shall  
11 prepare and supply the necessary forms.

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

16 Subchapter 2. Administrative Authority

17 § 1636. TERMINATION OF BUSINESS NAME; HEARING

18 (a) If the Secretary of State declines to register a business ~~in accordance~~  
19 ~~with the provisions of subsection 1621(c) of this title~~ because it is not  
20 distinguishable in the records of the Secretary from another business name, the  
21 applicant may request that the Secretary determine whether the person to

1 whom the business name is registered is doing business or taking steps to do  
2 business in this State.

3 \* \* \*

4 § 1637. AUTHORITY TO TERMINATE AND AMEND REGISTRATION

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

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

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

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

16 (2) Upon receipt of process, the Secretary of State shall deliver by  
17 registered mail a copy of the process to ~~the secretary of~~ the terminated person  
18 at its principal office shown in its most recent annual report or in any  
19 subsequent communication received from the person stating the current  
20 mailing address of its principal office, or, if none is on file, in its application  
21 for registration.

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

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

9 § 1638. AUTHORITY TO REJECT, AMEND, OR TERMINATE

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

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

13 (2) amend a record or terminate the registration of a person who the  
14 Secretary determines, after notice and opportunity for hearing pursuant to  
15 3 V.S.A. chapter 25, has submitted false or fraudulent information in a record,  
16 or has attempted or submitted a record for filing in bad faith, without lawful  
17 authority, or to commit fraud or cause injury.

18 (b)(1) If the Secretary terminates the registration of a person pursuant to  
19 this section, or the Secretary's rejection or amendment of a record results in the  
20 person's failure to designate or maintain an agent for service of process, then  
21 the person appoints the Secretary as the person's agent for service of process.

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

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

6           § 1639. FORMS; PROCEDURES; RULES

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

9           Subchapter 3. Administrative Provisions for Business Organizations

10          § 1652. RESERVED NAME

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

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

19          § 1653. ASSUMED BUSINESS NAME OF BUSINESS ORGANIZATION

20          A business organization that is authorized to do business in this State may  
21          conduct business under an assumed name by submitting to the Secretary of

1 State for filing a registration that identifies the authorized business and the  
2 assumed name.

3 § 1654. [Reserved]

4 § 1655. DESIGNATION OF AGENT FOR SERVICE OF PROCESS;

5 CHANGE; RESIGNATION

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

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

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

19 (d) Bulk statement of change by agent.

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

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

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

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

12          (e) Agent resignation; termination.

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

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

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

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

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

4           § 1656. SERVICE OF PROCESS; SECRETARY OF STATE AS AGENT

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

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

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

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

20           (d) Service is effective on the earliest of:

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



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

2 CHAPTER 22. PARTNERSHIPS

3 \* \* \*

4 § 3205. EXECUTION, FILING, AND RECORDING OF STATEMENTS

5 \* \* \*

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

8 \* \* \*

9 § 3291. STATEMENT OF QUALIFICATION

10 \* \* \*

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

14 (1) the name of the partnership;

15 (2) the location of the principal place of business in this State;

16 (3) if the partnership does not have a principal place of business in this  
17 State, the name, email, and ~~street~~ address information of the partnership's  
18 agent for service of process pursuant to section 1655 of this title;

19 (4) a statement that the partnership elects to be a limited liability  
20 partnership; and

21 (5) a deferred effective date, if any.



1 \* \* \*

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

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

9 \* \* \*

10 § 3302. STATEMENT OF FOREIGN QUALIFICATION

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

14 \* \* \*

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

18 (4) A deferred effective date, if any.

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

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

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

9 § 3303. EFFECT OF FAILURE TO QUALIFY

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

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

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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~~

1 ~~to any other person by filing in the Office of the Secretary of State a notice of~~  
2 ~~the transfer, executed by the applicant for whom the name was reserved and~~  
3 ~~specifying the name and address of the transferee~~ A person may reserve the  
4 exclusive use of a business name by delivering an application to the Secretary  
5 of State for filing pursuant to section 1652 of this title.

6 § 3404. SPECIFIED OFFICE AND AGENT

7 Each limited partnership shall continuously maintain in this State:

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

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

16 \* \* \*

17 § 3411. CERTIFICATE OF LIMITED PARTNERSHIP

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

20 The certificate shall set forth:

21 (1) the name of the limited partnership;



1 ~~State, a domestic corporation, or a foreign corporation having a place of~~  
2 ~~business in, and authorized to do business in, this State~~ pursuant to section  
3 1655 of this title;

4 (4) a statement that the Secretary of State is appointed the agent of the  
5 foreign limited partnership for service of process if no agent has been  
6 appointed under subdivision (3) of this section or, if appointed, the agent's  
7 authority has been revoked or if the agent cannot be found or served with the  
8 exercise of reasonable diligence;

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

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

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

19 \* \* \*

20 § 3487. TRANSACTION OF BUSINESS WITHOUT REGISTRATION

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

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

11 \* \* \*

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

13 CHAPTER 25. LIMITED LIABILITY COMPANIES

14 \* \* \*

15 § 4006. RESERVED NAME

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

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

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

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

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

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

17          § 4007. DESIGNATED OFFICE AND AGENT

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



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

5           (b) ~~If an agent for service of process changes the street address of the~~  
6           ~~agent's business office, the agent may change the street address of the~~  
7           ~~designated office of any limited liability company or foreign limited liability~~  
8           ~~company for which the agent is the agent for service of process by notifying~~  
9           ~~the company in writing of the change and signing, either manually or in~~  
10           ~~facsimile, and filing with the Secretary of State a statement that complies with~~  
11           ~~the requirements of subsection (a) of this section and recites that the company~~  
12           ~~has been notified of the change A limited liability company or foreign limited~~  
13           ~~liability company shall change its agent for service of process, or the agent's~~  
14           ~~email or address information, by delivering to the Secretary for filing a~~  
15           ~~statement of change pursuant to section 1655 of this title.~~

16           § 4009. RESIGNATION OF AGENT FOR SERVICE OF PROCESS

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

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

4       ~~(c) An agency for service of process terminates on the earlier of:~~

5             ~~(1) the 41st day after the Secretary of State files the statement of~~  
6       ~~resignation; or~~

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

10       § 4010. SERVICE OF PROCESS

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

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

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

1 ~~copies of the process, notice, or demand. If the process, notice, or demand is~~  
2 ~~served on the Secretary of State, the Secretary of State shall forward one of the~~  
3 ~~copies by registered or certified mail, return receipt requested, to the company~~  
4 ~~at its registered office. Service on the Secretary of State shall be returnable in~~  
5 ~~not less than 30 days.~~

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

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

14 \* \* \*

15 § 4023. ARTICLES OF ORGANIZATION

16 \* \* \*

17 (b) Articles of organization of a limited liability company may set forth:  
18 (1) provisions permitted to be set forth in an operating agreement; ~~and~~  
19 (2) name, email, and address information for one or more owners,  
20 officers, or other principals of the company; and  
21 (3) other matters not inconsistent with law.

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§ 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.

\* \* \*

1 § 4112. APPLICATION FOR CERTIFICATE OF AUTHORITY

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

5 (1) the name of the foreign company and, if its name is unavailable for  
6 use in this State, an alternate name that satisfies the requirements of section  
7 4116 of this title;

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

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

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

13 (b) An application may set forth:

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

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

17 (3) other matters not inconsistent with law.

18 (c) A foreign limited liability company shall deliver with the completed  
19 application a certificate of existence or a document of similar import,  
20 authenticated by the Secretary of State or other official having custody of

1 company records in the state or country under whose law it is organized, dated  
2 ~~no~~ not earlier than 90 days prior to filing of the application.

3 \* \* \*

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

5 § 4028. ~~CERTIFICATE OF EXISTENCE OR AUTHORIZATION~~

6 CERTIFICATE OF GOOD STANDING

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

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

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

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

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

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

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

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

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

20 ~~(d) Subject to any qualification stated in the certificate, a certificate of~~  
21 ~~existence or authorization issued by the Secretary of State may be relied upon~~

1 ~~as conclusive evidence that the domestic or foreign limited liability company is~~  
2 ~~in existence or is authorized to transact business in this State~~ A person may  
3 request the Secretary of State to issue a certificate of good standing for a  
4 domestic or foreign limited liability company pursuant to section 1657 of this  
5 title.

6 \* \* \* Updates to Title 11A language \* \* \*

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

8 CHAPTER 1. GENERAL PROVISIONS

9 \* \* \*

10 § 1.20. FILING REQUIREMENTS

11 \* \* \*

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

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

18 (B) The facts may include without limitation actions or events within  
19 the control of, or determinations made by, a ~~part~~ party to the plan or filing the  
20 filed document or a representative of a party to the plan or filing the filed  
21 document.

1 (2) As used in this section:

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

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

6 \* \* \*

7 § 1.40. DEFINITIONS

8 As used in this title:

9 \* \* \*

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

15 \* \* \*

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

17 § 1.28. CERTIFICATE OF GOOD STANDING

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

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

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

3           ~~(2) that:~~

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

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

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

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

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

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

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

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

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

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

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

5 § 2.02. ARTICLES OF INCORPORATION

6 (a) The articles of incorporation shall set forth:

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

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

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

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

15 (5) the name and address of each incorporator;

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

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

21 (b) The articles of incorporation may set forth:

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

3 (2) provisions not inconsistent with law regarding:

4 \* \* \*

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

6 CHAPTER 4. NAME

7 § 4.01. CORPORATE ~~HEAD~~ NAME

8 (a) A corporate name:

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

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

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

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

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§ 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.

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

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

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

10 \* \* \*

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

12 CHAPTER 5. OFFICE AND AGENT

13 § 5.01. REGISTERED OFFICE AND REGISTERED AGENT FOR  
14 SERVICE OF PROCESS

15 Each corporation must continuously maintain in this State:

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

18 (2) a registered agent for service of process pursuant to 11 V.S.A.  
19 § 1655, who may be:

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

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

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

6       § 5.02. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
7           FOR SERVICE OF PROCESS

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

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

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

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

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

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

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

1       ~~(b) If a registered agent changes the street address of the agent's business~~  
2       ~~office, the agent may change the street address of the registered office of any~~  
3       ~~corporation for which he or she is the registered agent by notifying the~~  
4       ~~corporation in writing of the change and signing (either manually or in~~  
5       ~~facsimile) and delivering to the Secretary of State for filing a statement that~~  
6       ~~complies with the requirements of subsection (a) of this section and recites that~~  
7       ~~the corporation has been notified of the change.~~

8       § 5.03. RESIGNATION OF REGISTERED AGENT

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

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

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

1 § 5.04. SERVICE ON CORPORATION

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

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

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

20 ~~(d) Nothing herein contained shall limit or affect the right to serve any~~  
21 ~~process, notice, or demand required or permitted by law to be served upon a~~

1 ~~corporation in any other manner now or hereafter permitted by law, or by rule~~

2 A corporation is subject to the service of process provisions in 11 V.S.A. 1656.

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

4 CHAPTER 14. DISSOLUTION

5 \* \* \*

6 § 14.05. EFFECT OF DISSOLUTION

7 \* \* \*

8 (b) Dissolution of a corporation does not:

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

10 (2) prevent transfer of its shares or securities, although the authorization  
11 to dissolve may provide for closing the corporation's share transfer records;

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

14 (4) change quorum or voting requirements for its board of directors or  
15 shareholders; change provisions for selection, resignation, or removal of its  
16 directors or officers or both; or change provisions for amending its bylaws;

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

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





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

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

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

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

20          (d) A foreign corporation may use in this State the name, including the  
21          ~~trade~~ alternate name, of another domestic or foreign corporation that is used in

1 this State if the other corporation is incorporated or authorized to transact  
2 business in this State and the foreign corporation:

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

7 \* \* \*

8 § 15.07. REGISTERED OFFICE AND REGISTERED AGENT FOR  
9 SERVICE OF PROCESS OF FOREIGN CORPORATION

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

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

14 (2) a registered agent for service of process, pursuant to 11 V.S.A.  
15 § 1655, who may be:

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

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

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

4           § 15.08. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
5           FOR SERVICE OF PROCESS OF FOREIGN CORPORATION

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

10           ~~(1) its name;~~

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

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

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

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

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

20           (b) ~~If a registered agent changes the street address of his or her business~~  
21           ~~office, he or she may change the street address of the registered office of any~~

1 ~~foreign corporation for which he or she is the registered agent by notifying the~~  
2 ~~corporation in writing of the change and signing (either manually or in~~  
3 ~~facsimile) and delivering to the Secretary of State for filing a statement of~~  
4 ~~change that complies with the requirements of subsection (a) of this section~~  
5 ~~and recites that the corporation has been notified of the change pursuant to~~  
6 ~~11 V.S.A. § 1655.~~

7 § 15.09. RESIGNATION OF REGISTERED AGENT FOR SERVICE OF  
8 PROCESS OF FOREIGN CORPORATION

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

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



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

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

8           (7) the foreign corporation has failed to comply with subdivision  
9 11.07(a)(3) of this title requiring it to file articles of merger where it is the  
10 survivor of a merger with a domestic corporation; or

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

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

18           (c) The authority of a foreign corporation to transact business in this State  
19 ceases on the date shown on the notice terminating its certificate of authority.

20 Termination of a foreign corporation's certificate of authority does not

1 terminate the authority of the registered agent for service of process of the  
2 corporation.

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

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

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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

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§ 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;~~

1           ~~(2) that:~~

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

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

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

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

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

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

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

15           ~~(e) Subject to any qualification stated in the certificate, a certificate of good~~  
16           ~~standing issued by the Secretary of State may be relied upon as conclusive~~  
17           ~~evidence that the domestic or foreign corporation is in existence or is~~  
18           ~~authorized to transact business in this State.~~

19           ~~(d) Subject to any qualification stated in the certificate, a certificate of good~~  
20           ~~standing issued by the Secretary of State may be taken as prima facie evidence~~  
21           ~~of the facts stated therein. A person may request the Secretary of State to issue~~

1 a certificate of good standing for a domestic or foreign corporation pursuant to  
2 11 V.S.A. § 1657.

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

4 CHAPTER 2. INCORPORATION

5 \* \* \*

6 § 2.02. ARTICLES OF INCORPORATION

7 (a) The articles of incorporation must set forth:

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

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

11 (A) This corporation is a public benefit corporation.

12 (B) This corporation is a mutual benefit corporation.

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

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

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

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

20 (b) The articles of incorporation may set forth:



1 ~~finding that the corporate name applied for is available, the Secretary of State~~  
2 ~~shall reserve the name for the applicant's exclusive use for a 120-day period.~~  
3 ~~Such 120-day period may be renewed no more than twice.~~

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

9 § 4.03. REGISTERED NAME

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

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

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

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

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

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

7 \* \* \*

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

9 CHAPTER 5. OFFICE AND AGENT

10 § 5.01. REGISTERED OFFICE AND REGISTERED AGENT FOR  
11 SERVICE OF PROCESS

12 Each corporation must continuously maintain in this State:

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

15 (2) a registered agent for service of process, pursuant to 11 V.S.A.  
16 § 1655, whose business office is identical with the registered office.

17 § 5.02. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
18 FOR SERVICE OF PROCESS

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

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

18       § 5.03. RESIGNATION OF REGISTERED AGENT FOR SERVICE OF  
19           PROCESS

- 20           ~~(a)~~ A registered agent may resign as registered agent by ~~signing and~~  
21 delivering to the Secretary of State a statement of resignation pursuant to

1 ~~11 V.S.A. § 1655 the original and two exact or conformed copies of a~~  
2 ~~statement of resignation. The statement may include a statement that the~~  
3 ~~registered office is also discontinued.~~

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

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

11 § 5.04. SERVICE ON CORPORATION

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

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

1 ~~duplicate copies of such process, notice, or demand. In the event any such~~  
2 ~~process, notice, or demand is served on the Secretary of State, he or she shall~~  
3 ~~immediately cause one of the copies thereof to be forwarded by registered or~~  
4 ~~certified mail, return receipt requested, addressed to the corporation at its~~  
5 ~~registered office.~~

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

9 (d) ~~Nothing herein contained shall limit or affect the right to serve any~~  
10 ~~process, notice, or demand required or permitted by law to be served upon a~~  
11 ~~corporation in any other manner now or hereafter permitted by law, or by rule~~  
12 A corporation is subject to the service of process provisions in 11 V.S.A.  
13 § 1656.

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

15 CHAPTER 14. DISSOLUTION

16 \* \* \*

17 § 14.05. EFFECT OF DISSOLUTION

18 \* \* \*

19 (b) Dissolution of a corporation does not:

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





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\* \* \*

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.

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

5 \* \* \*

6 § 15.06. CORPORATE NAME OF FOREIGN CORPORATION

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

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

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

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

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

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

11 \* \* \*

12 § 15.07. REGISTERED OFFICE AND REGISTERED AGENT FOR  
13 SERVICE OF PROCESS OF FOREIGN CORPORATION

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

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

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

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

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

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

6           § 15.08. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
7           FOR SERVICE OF PROCESS OF FOREIGN CORPORATION

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

12           ~~(1) its name;~~

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

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

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

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

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

1       ~~(b) If a registered agent changes the street address of its business office, the~~  
2       ~~agent may change the address of the registered office of any foreign~~  
3       ~~corporation for which the agent is the registered agent by notifying the~~  
4       ~~corporation in writing of the change and signing (either manually or in~~  
5       ~~facsimile) and delivering to the Secretary of State for filing a statement of~~  
6       ~~change that complies with the requirements of subsection (a) of this section~~  
7       ~~and recites that the corporation has been notified of the change pursuant to~~  
8       ~~11 V.S.A. § 1655.~~

9       § 15.09. RESIGNATION OF REGISTERED AGENT OF FOREIGN

10               CORPORATION

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

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

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

3       § 15.10. SERVICE ON FOREIGN CORPORATION

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

8       ~~(b) A foreign corporation may be served by registered or certified mail,~~  
9       ~~return receipt requested, addressed to the secretary of the foreign corporation at~~  
10      ~~its principal office shown in its application for a certificate of authority or in its~~  
11      ~~most recent biennial report filed under section 16.22 of this title if the foreign~~  
12      ~~corporation:~~

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

15           ~~(2) has withdrawn from transacting business in this State under section~~  
16           ~~15.20 of this title; or~~

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

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

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





1 the state or country under whose law the foreign corporation is incorporated  
2 stating that it has been dissolved or terminated or disappeared as the result of a  
3 merger; or

4 (7) the foreign corporation has failed to comply with subdivision  
5 11.07(a) of this title requiring it to file articles of merger where it is the  
6 survivor of a merger with a domestic corporation.

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

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

15 (d) The Secretary of State's termination of a foreign corporation's  
16 certificate of authority appoints the Secretary of State the foreign corporation's  
17 agent for service of process in any proceeding based on a cause of action that  
18 arose during the time the foreign corporation was authorized to transact or was  
19 transacting without authorization business in this State. Service of process on  
20 the Secretary of State under this subsection is service on the foreign  
21 corporation. Upon receipt of process, the Secretary of State shall mail a copy

1 of the process to the secretary of the foreign corporation at its principal office  
2 shown in its most recent biennial report or in any subsequent communication  
3 received from the corporation stating the current mailing address of its  
4 principal office, or, if none is on file, in its application for a certificate of  
5 authority, or otherwise perfect service under section 15.10 of this title.

6 (e) If the foreign corporation corrects each ground for termination and  
7 demonstrates to the reasonable satisfaction of the Secretary of State that each  
8 ground cited in the notice of termination does not exist, and pays to the  
9 Secretary of State a fee of \$25.00 for each year it is delinquent, the Secretary  
10 may cancel the termination and prepare a certificate of reinstatement, file the  
11 original of the certificate, and serve a copy on the corporation under section  
12 15.10 of this title.

13 \* \* \*

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

15 CHAPTER 16. RECORDS AND REPORTS

16 \* \* \*

17 § 16.22. BIENNIAL REPORT FOR SECRETARY OF STATE

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

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

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

5           (3) the address of its principal office;

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

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

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

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

17           (d) If a biennial report does not contain the information required by this  
18 section, the Secretary of State shall promptly notify the reporting domestic or  
19 foreign corporation in writing and return the report to it for correction. If the  
20 report is corrected to contain the information required by this section and

1 delivered to the Secretary of State within 30 days after the effective date of  
2 notice, it is deemed to be timely filed.

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

6 \* \* \* Updates to Title 11C language \* \* \*

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

8 ARTICLE 1. GENERAL PROVISIONS

9 \* \* \*

10 § 112. RESERVATION OF NAME

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

19 ~~(b) A person who has reserved a name for a mutual benefit enterprise may~~  
20 ~~transfer the reservation to another person by delivering to the Secretary of~~  
21 ~~State a signed notice of the transfer which states the name, street address, and,~~

1 ~~if different, the mailing address of the transferee. If the person is an organizer~~  
2 ~~of the enterprise and the name of the enterprise is the same as the reserved~~  
3 ~~name, the delivery of articles of organization for filing by the Secretary of~~  
4 ~~State is a transfer by the person to the enterprise~~ A person may reserve the  
5 exclusive use of a business name by delivering an application to the Secretary  
6 of State for filing pursuant to 11 V.S.A. § 1652.

7 \* \* \*

8 § 117. DESIGNATED OFFICE AND AGENT FOR SERVICE OF  
9 PROCESS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

13           § 119. RESIGNATION OF AGENT FOR SERVICE OF PROCESS

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

18           ~~(b) After receiving a statement of resignation under subsection (a) of this~~  
19           ~~section, the Secretary of State shall file it and mail or otherwise provide or~~  
20           ~~deliver a copy to the mutual benefit enterprise or foreign enterprise at its~~  
21           ~~principal office.~~

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

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

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

10       § 120. SERVICE OF PROCESS

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

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

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

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

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

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

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

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

18       ~~(f) This section does not affect the right to serve process, notice, or a~~  
19       ~~demand in any other manner provided by law A mutual benefit enterprise or~~  
20       ~~foreign enterprise is subject to the service of process provisions in 11 V.S.A.~~  
21       ~~§ 1656.~~

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

2 ARTICLE 2. FILING AND ANNUAL REPORTS

3 \* \* \*

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

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

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

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

13 \* \* \*

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

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

1       ~~(b) The Secretary of State, upon request and payment of the required fee,~~  
2       ~~shall furnish to any person that requests it a certificate of authority for a~~  
3       ~~foreign enterprise if the records filed in the Office of the Secretary of State~~  
4       ~~show that the Secretary of State has filed the foreign enterprise's certificate of~~  
5       ~~authority, has not revoked nor has reason to revoke the certificate of authority,~~  
6       ~~and has not filed a notice of cancellation.~~

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

13       § 207. ANNUAL REPORT FOR SECRETARY OF STATE

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

17               (1) the name of the enterprise or foreign enterprise;

18               (2) the ~~street address and, if different, mailing~~ address of the enterprise's  
19       or foreign enterprise's designated office and the name of its agent for service  
20       of process at the designated office;

1           (3) the ~~street address and, if different, mailing~~ address of the enterprise's  
2 or foreign enterprise's principal office;

3           (4) the name and business address of any director or officer; and

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

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

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

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





1 ~~the Secretary, with his or her certificate that process has been served on him or~~  
2 ~~her, shall be sufficient evidence thereof~~ A business organization is subject to  
3 the service of process provisions in 11 V.S.A. § 1656.

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

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

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

13 A person or agent for a foreign insurance, express, shipping car, telephone  
14 or telegraph company, or other foreign company doing like business, which  
15 has not designated the Secretary of State as its process agent, ~~as required by 11~~  
16 ~~V.S.A. § 692~~ who solicits or receives a risk or application for insurance, or  
17 receives money or value for such insurance by such company, or receives  
18 money or value for the transportation of a package or property by such express  
19 or shipping car company, or for the transmission of a message or dispatch by  
20 such telegraph company, or receives money, rent, royalty, or income for such  
21 telephone company for the use of its instruments or lines or for the sending of

1 any message, shall be fined not more than \$500.00 nor less than \$100.00.

2 \* \* \*

3 § 855. DOING BUSINESS AS APPOINTMENT OF PROCESS AGENT

4 If the contact with the State or the activity in the state of a foreign  
5 ~~corporation~~ business organization, or the contact or activity imputable to it, is  
6 sufficient to support a Vermont personal judgment against it, the contact or  
7 activity shall be deemed to be doing business in Vermont by that foreign  
8 ~~corporation~~ organization and shall be equivalent to the appointment by it of the  
9 Secretary of the State of Vermont and ~~his or her~~ the Secretary's successors to  
10 be its true and lawful attorney upon whom may be served all lawful process in  
11 any action or proceedings against it arising or growing out of that contact or  
12 activity, and also shall be deemed to be its agreement that any process against  
13 it ~~which~~ that is so served upon the Secretary of State shall be of the same legal  
14 force and effect as if served on the foreign corporation at its principal place of  
15 business in the state or country where it is incorporated according to the law of  
16 that state or country.

17 § 856. SERVICE OF PROCESS

18 Service of process by virtue of section 855 of this title shall be made  
19 pursuant to 11 V.S.A. § 1656 by delivering to the Secretary of State duplicate  
20 copies of the process, ~~with the officer's return of service thereon~~, and a fee of  
21 \$25.00, to be taxed in the plaintiff's costs if he or she prevails. ~~The Secretary~~

1 ~~shall forthwith forward one of the duplicate copies by registered mail prepaid~~  
2 ~~to the corporation at its principal place of business in the state or country~~  
3 ~~where it is incorporated, which principal place of business shall be stated in the~~  
4 ~~process. The service shall be sufficient if a copy of the process, with the~~  
5 ~~officer's return thereon showing the service upon the Secretary of State, is sent~~  
6 ~~by the plaintiff to the foreign corporation by registered mail, and if the~~  
7 ~~plaintiff's affidavit of compliance herewith is filed with the process in court.~~  
8 ~~The Secretary shall file one of the copies and endorse upon each copy the day~~  
9 ~~and hour of service.~~

10 § 857. ~~CONTINUANCE; COSTS~~

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

15 § 858. ~~ALTERNATIVE MEANS OF SERVICE~~

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



1 relating to the construction and maintenance of dams and, provided further,  
2 that a cooperative doing any activity governed by this title shall be regulated  
3 for that activity.

4 \* \* \*

5 § 3003. NAME

6 The name of a cooperative governed by this chapter shall include the words  
7 “utility” or “energy” or a word designating any specific form of energy such as  
8 “electric,” “propane,” or “natural gas” and “cooperative” and the abbreviation  
9 “inc.” unless, in an affidavit made by its president or vice president and filed  
10 with the Secretary of State, or in an affidavit made by a person signing articles  
11 of incorporation, consolidation, merger, or conversion, which relate to the  
12 cooperative and filed, together with the articles, with the Secretary of State, it  
13 shall appear that the cooperative desires to do business in another state and is  
14 or would be precluded by reason of the inclusion of the words in its name. The  
15 name of a cooperative shall be distinct from the name of any other cooperative  
16 or corporation organized under the laws of, or authorized to do business in, this  
17 State.

18 \* \* \*

19 § 3037. FOREIGN COMPANIES; SERVICE OF PROCESS

20 A foreign nonprofit or cooperative corporation supplying or authorized to  
21 supply electric energy and owning or operating electric transmission or

1 distribution lines in an adjacent state, prior to March 26, 1943, may construct  
2 or acquire extensions of lines in this State within an area no point of which is  
3 more than 25 miles from the boundary line of this State and may operate those  
4 extensions without qualifying as a foreign corporation to do business in this  
5 State. Before constructing or operating such extensions, by an instrument  
6 executed and acknowledged on its behalf by its president or vice president,  
7 under its seal attested by its clerk or secretary, and filed with the Secretary of  
8 State, a corporation shall designate the Secretary of State its agent to accept  
9 service of process on its behalf. Thereafter, the corporation shall have all the  
10 rights, powers, privileges, and immunities of a cooperative. Service of process  
11 shall be made upon the Secretary of State in accordance with the provisions of  
12 ~~12 V.S.A. §§ 851 and 852 and shall forward one copy of the same by~~  
13 ~~registered mail to such corporation at the address of its principal office~~ 11  
14 V.S.A. § 1656.

15 \* \* \*

16 \* \* \* Business Organizations Study \* \* \*

17 Sec. 27. BUSINESS SERVICES AND BUSINESS ORGANIZATIONS;

18 STUDY

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

21 (1) technical, procedural, and substantive issues concerning the online

1 business filing system;

2 (2) statutory revisions to:

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

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

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

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

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

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

19 (b) Reporting. The Secretary of State shall, based on the task set forth in  
20 subsection (a) of this section, submit to the House Committee on Commerce  
21 and Economic Development, the House Committee on Ways and Means, the

1 Senate Committee on Economic Development, Housing and General Affairs,  
2 and the Senate Committee on Finance an interim report on or before November  
3 15, 2025 and a final report on or before December 1, 2026 including its  
4 findings and any proposed legislation for the General Assembly's  
5 consideration. The interim report shall provide the General Assembly with any  
6 recommended actions to pursue in the 2026 legislative session.

7 \* \* \* Effective Date \* \* \*

8 Sec. 28. EFFECTIVE DATE

9 This act shall take effect on July 1, 2025.