

# Journal of the House

Wednesday, April 23, 2025

At one o'clock in the afternoon, the Speaker called the House to order.

## Devotional Exercises

Devotional exercises were conducted by Rep. Tom Stevens of Waterbury.

## Senate Bill Referred

**S. 124**

Senate bill, entitled

An act relating to miscellaneous agricultural subjects

Was read the first time and referred to the Committee on Agriculture, Food Resiliency, and Forestry.

## Joint Senate Resolution Adopted in Concurrence

**J.R.S. 23**

By Senator Baruth,

**J.R.S. 23.** Joint resolution relating to weekend adjournment.

### *Resolved by the Senate and House of Representatives:*

That when the two Houses adjourn on Friday, April 25, 2025, it be to meet again no later than Tuesday, April 29, 2025.

Was taken up, read, and adopted in concurrence.

## Senate Proposal of Amendment Concurred in

**H. 10**

The Senate proposed to the House to amend House bill, entitled

An act relating to approval of amendments to the charter of the City of Barre

An act relating to approval of amendments to the charter of the City of Barre

The Senate proposed to the House to amend the bill in Sec. 2, 24 App. V.S.A. chapter 1, in section 110 (fiscal year), following the words "shall begin on the first day of July", by striking out the words "and end on the last day of June" and inserting in lieu thereof "~~and end on the last day of June~~"

Which proposal of amendment was considered and concurred in.

**Senate Proposal of Amendment Concurred in**

**H. 243**

The Senate proposed to the House to amend House bill, entitled  
An act relating to the regulation of business organizations

The Senate proposed to the House to amend the bill as follows:

First: In Sec. 4, 11 V.S.A. chapter 15, in section 1656, by striking out the section heading in its entirety and inserting in lieu thereof a new section heading to read as follows:

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

Second: By adding a new section to be Sec. 4a to read as follows:

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

Subchapter 2. Administrative Authority

\* \* \*

§ 1657. CERTIFICATE OF GOOD STANDING

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

Third: By adding a new section to be Sec. 7a to read as follows:

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

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

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

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

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

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

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

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

- ~~(1) the company's name used in this State;~~
- ~~(2) that it is authorized to transact business in this State; and~~
- ~~(3) that a certificate of cancellation has not been filed.~~

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

Fourth: By adding a new section to be Sec. 8a to read as follows:

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

#### § 1.28. CERTIFICATE OF GOOD STANDING

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

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

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

~~(2) that:~~

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

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

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

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

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

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

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

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

~~(e) Subject to any qualification stated in the certificate, a certificate of good standing or authorization issued by the Secretary of State may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in this State. A person may request the Secretary of State to issue a certificate of good standing for a domestic or foreign corporation pursuant to 11 V.S.A. § 1657.~~

Fifth: By adding a new section to be Sec. 15a to read as follows:

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

§ 1.28. CERTIFICATE OF GOOD STANDING

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

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

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

~~(2) that:~~

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

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

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

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

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

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

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

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

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

Sixth: In Sec. 23, 11C V.S.A. chapter 2, by striking out section 206 in its entirety and inserting in lieu thereof a new section 206 to read as follows:

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

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

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

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

Seventh: In Sec. 27, business services and business organizations; study, by striking out subsection (b) in its entirety and inserting in lieu thereof a new subsection (b) to read as follows:

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

Which proposal of amendment was considered and concurred in.

**Message from the Senate No. 45**

A message was received from the Senate by Ms. Gradel, its Assistant Secretary, as follows:

Madam Speaker:

I am directed to inform the House that:

The Senate has considered a bill originating in the House of the following title:

**H. 398.** An act relating to the Vermont Economic Development Authority.

And has passed the same in concurrence with proposal of amendment in the adoption of which the concurrence of the House is requested.

**Message from the Governor**

A message was received from His Excellency, the Governor, by Ms. Jaye Pershing Johnson, Secretary of Civil and Military Affairs, as follows:

Madam Speaker:

I am directed by the Governor to inform the House of Representatives that on the 23rd day of April, 2025, he signed a bill originating in the House of the following title:

**H. 80** An act relating to the Office of the Health Care Advocate

**Adjournment**

At one o'clock and twenty-four minutes in the afternoon, on motion of **Rep. McCoy of Poultney**, the House adjourned until tomorrow at one o'clock in the afternoon.