

1 TO THE HOUSE OF REPRESENTATIVES:

2 The Committee on Commerce and Economic Development to which was
3 referred House Bill No. 243 entitled “An act relating to the regulation of
4 business organizations” respectfully reports that it has considered the same and
5 recommends that the bill be amended by striking out all after the enacting
6 clause and inserting in lieu thereof the following:

7 * * * Updates to Title 3 language * * *

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

9 § 102a. FACSIMILE SIGNATURE OF SECRETARY OF STATE

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

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

17 § 133. BUSINESS REGISTRATION

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

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

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* * * Title Redesignation * * *

Sec. 3. Title 11 of the V.S.A. is redesignated to read:

11. ~~CORPORATIONS, PARTNERSHIPS AND ASSOCIATIONS~~
BUSINESS ORGANIZATIONS

* * * Updates to Title 11 language * * *

Sec. 4. 11 V.S.A. chapter 7 is amended to read:

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

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

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

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

* * *

1 Subchapter 2. The Cooperative Marketing Act; Cooperative Associations

2 § 991. DEFINITIONS

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

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

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

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

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

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

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

1 products of nonmembers to an extent greater in value than the products of its
2 own members ~~which~~ that it handles. In the case of a consumers' cooperative,
3 the power to engage in any one or more lawful mode or modes of acquiring,
4 producing, building, operating, manufacturing, furnishing, exchanging, or
5 distributing any type of property, commodities, goods, or services for the
6 primary and mutual benefit of the patrons of the association, or their patrons, if
7 any, as ultimate consumers. In the case of a railroad cooperative, to engage in
8 any activity in connection with the organization, acquisition, and operation of a
9 subsidiary transportation business, whether by means of railroad, truck, water
10 carrier, air, or other. ~~Such a corporation formed under this subchapter shall~~
11 ~~have any other rights, powers, and privileges granted by the laws of this State~~
12 ~~to corporations in a like business organized under the general laws of this~~
13 ~~State.~~

14 * * *

15 § 995. ARTICLES

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

- 18 (1) The name of the association.
- 19 (2) The purpose for which it is formed.

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

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

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

8 (6) When organized without capital stock, whether the property rights
9 and interest of the members are equal, and, if unequal, the general rules
10 applicable to all members by which the property rights and interest,
11 respectively, of each member shall be determined and fixed, and provision for
12 the admission of new members who shall be entitled to share in the property of
13 the association in accordance with such general rules. This provision or
14 paragraph of the ~~certificate of organization~~ articles of incorporation shall not
15 be altered, amended, or replaced except by the written consent or vote
16 representing three-fourths of the members.

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

19 (8) The capital stock may be divided into preferred and one or more
20 classes of common stock. When so divided, the ~~certificate of organization~~
21 articles of incorporation shall contain a statement of the number of shares of

1 stock to which preference is granted, the number of shares of stock to which no
2 preference is granted, and the nature and definite extent of the preference and
3 privileges granted to each.

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

11 (10) In addition to the foregoing, the articles of incorporation of any
12 association incorporated hereunder may contain any provision consistent with
13 law with respect to management, regulation, government, financing,
14 indebtedness, membership, the establishment of voting districts and the
15 election of delegates for representative purposes, the issuance, retirement, and
16 transfer of its stock, if formed with capital stock, or any provisions relative to
17 the way or manner in which it shall operate or with respect to its members,
18 officers, or directors and any other provisions relating to its affairs.

19 (11) The ~~certificate~~ articles of incorporation shall be subscribed by the
20 incorporators and shall be sworn to by one or more of them; and shall be filed

1 with the Secretary of State. A certified copy shall also be filed with the
2 Secretary of Agriculture, Food and Markets.

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

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

9 (a) The ~~certificate of organization~~ articles of incorporation may be altered
10 or amended except as otherwise provided in this subchapter at any regular
11 meeting or any special meeting called for that purpose. An amendment must
12 first be approved by two-thirds of the directors and adopted by a vote of two-
13 thirds of the members or delegates present and voting at such meeting.

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

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

1 § 997. FEE

2 ~~For filing a certificate of organization, an association shall pay \$20.00 to the~~
3 ~~Secretary of State, and for filing an amendment thereto, \$10.00~~ A person who
4 submits a document for filing pursuant to this chapter shall pay to the Secretary
5 of State the amount specified in section 1651 of this title.

6 * * *

7 § 1001. CONTENTS OF BYLAWS

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

10 * * *

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

16 * * *

17 § 1013. OFFICERS

18 The directors shall elect from their number a president and one or more vice
19 presidents. They shall also elect a secretary, who shall be the clerk of the
20 ~~corporation~~ association, and a treasurer, who need not be directors or members
21 of the association. The directors may combine the two latter offices and

1 designate the combined office as that of secretary-treasurer, or unite both
2 functions and titles in one person. The treasurer may be a bank or any
3 depository, and as such, shall not be considered as an officer, but as a function
4 of the board of directors, and in such case, the secretary shall perform the usual
5 accounting duties of the treasurer, except that the funds shall be deposited only
6 as and where authorized by the board of directors.

7 * * *

8 § 1023. OWNERSHIP OR CONTROL OF OTHER ~~CORPORATIONS~~

9 BUSINESS ORGANIZATIONS

10 An association may organize, form, operate, own, control, have an interest
11 in, own stock of, or be a member of, any other ~~corporation or corporations,~~
12 ~~with or without capital stock, and~~ business organization engaged in preserving,
13 drying, processing, canning, packing, storing, handling, shipping, utilizing,
14 manufacturing, marketing, or selling the agricultural products handled by the
15 association or byproducts thereof.

16 § 1024. WAREHOUSE RECEIPTS

17 ~~When such corporations are warehousing corporations, they~~ An association
18 engaged in warehousing may issue negotiable or nonnegotiable warehouse
19 receipts of the association against the commodities delivered, and such
20 warehouse receipts shall be considered as adequate collateral to the extent of
21 the usual and current value of the commodity represented thereby. In case

1 such warehouse is licensed, or licensed and bonded, under the laws of this or
2 any other state of the United States, its warehouse receipt delivered to the
3 association on commodities of the association or its members, or delivered by
4 the association or by its members, shall not be challenged or discriminated
5 against because of ownership or control, wholly or in part, by the association.

6 * * *

7 Subchapter 3. Consolidation of Cooperative Associations

8 § 1061. PROCEDURE

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

15 * * *

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

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

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

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

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

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

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

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

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

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

11 * * *

12 § 1063. ~~FEE~~

13 ~~For filing articles of merger or consolidation the new cooperative shall pay~~
14 ~~\$20.00 to the Secretary of State; and for filing an amendment thereof \$10.00.~~

15 [Repealed.]

16 * * *

17 Sec. 5. 11 V.S.A. chapter 15 is amended to read:

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

1 partnership, or as a member of the association, and of any other principal the
2 registrant provides; and

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

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

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

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

20 (e) Prior to registering its business name under this section, a person
21 intending to operate a postsecondary school, as defined in 16 V.S.A. §§ 176

1 and 176a, shall apply to the State Board of Education for a certificate of
2 approval pursuant to those sections.

3 § 1621a. ~~RESERVED NAME~~

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

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

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

17 * * *

18 § 1623. ~~REGISTRATION BY BUSINESS ORGANIZATIONS~~

19 ~~(a) A business organization doing business in this State under any name~~
20 ~~other than that of the business organization shall be subject to all the provisions~~
21 ~~of this chapter; and shall file returns sworn to by some officer or director of the~~

1 ~~corporation or mutual benefit enterprise, or by some director or manager of the~~
2 ~~limited liability company, or by some partner of the partnership or limited~~
3 ~~partnership, setting forth:~~

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

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

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

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

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

18 § 1624. FORMS

19 ~~The Secretary of State shall formulate forms for the returns and shall, on~~
20 ~~request, furnish such forms by mail or otherwise to persons, copartnerships,~~

1 ~~associations, or corporations subject to the provisions of this chapter.~~

2 [Repealed.]

3 § 1625. FEES

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

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

12 (c) ~~Statement of change of designated agent or designated office, or both:~~
13 ~~\$25.00, not to exceed \$1,000.00 per filer per calendar year.~~

14 (d) ~~The Secretary shall collect \$25.00 each time process is served on the~~
15 ~~Secretary under this chapter. The party to a proceeding causing service of~~
16 ~~process is entitled to recover this fee as costs if he or she prevails in the~~
17 ~~proceeding. A person who submits a document for filing pursuant to this~~
18 ~~subchapter shall pay to the Secretary of State the amount specified in section~~
19 ~~1651 of this title.~~

1 § 1626. FAILURE TO REGISTER; ENFORCING COMPLIANCE

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

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

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

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

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

1 (1) a civil penalty of \$50.00 for each day, not to exceed a total of
2 \$10,000.00 for each year, it transacts business in this State without a
3 registration;

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

6 (3) other penalties imposed by law.

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

11 § 1627. ~~SERVICE OF PROCESS~~

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

19 [Repealed.]

20 § 1628. CERTIFICATE OF CESSATION OF BUSINESS OR CHANGE OF
21 BUSINESS STATUS; AMENDMENT

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

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

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

5 § 1629. ~~PENALTIES~~

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

12 § 1630. ~~PROCESS AGENT~~

13 ~~Each nonresident doing business in this State in his or her individual~~
14 ~~capacity, or as copartner or member of a copartnership or association required~~
15 ~~by sections 1621 and 1623 of this title to file the returns therein specified, or~~
16 ~~under any name other than his or her own, except as otherwise provided, shall~~
17 ~~appoint in writing a person having an office or place of business and residing~~
18 ~~in the town wherein the principal office of such nonresident, copartnership, or~~
19 ~~association is located, upon whom process against such nonresident may be~~
20 ~~served in an action founded upon a liability incurred in this State. Such~~
21 ~~appointment shall continue in force until revoked by a like instrument~~

1 ~~appointing another person therein residing, and having therein an office or~~
2 ~~place of business. Such instrument shall be recorded with the Secretary of~~
3 ~~State. In the event a nonresident has not appointed a process agent, and has not~~
4 ~~filed such appointment, as set forth in this section, the Secretary of State shall~~
5 ~~be such process agent. [Repealed.]~~

6 § 1631. ~~VACANCY~~

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

17 § 1632. ~~EXCEPTIONS~~

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

1 § 1633. ~~SECRETARY OF STATE AS PROCESS AGENT~~

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

12 § 1634. ~~EFFECT OF FAILURE AND NEGLECT~~

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

1 § 1635. REREGISTRATION

2 (a) ~~One or more persons doing business under a registered business name~~ A
3 registrant shall reregister ~~the name~~ every five years by filing a reregistration
4 ~~return~~ with the Secretary of State ~~with a fee of \$65.00 within~~ not sooner than
5 60 days following the date five years after the date prior to the expiration of the
6 original registration or of the last reregistration. The Secretary of State shall
7 prepare and supply the necessary forms.

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

12 Subchapter 2. Administrative Authority

13 § 1636. TERMINATION OF BUSINESS NAME; HEARING

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

20 * * *

1 § 1637. AUTHORITY TO TERMINATE AND AMEND REGISTRATION

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

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

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

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

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

19 (c)(1) If a court or other person with sufficient legal authority reinstates the
20 ability of a terminated person to conduct business in this State, the terminated
21 person may file with the Secretary of State evidence of the reinstated authority

1 and ~~pay to the Secretary a fee of \$25.00 for each year the person is delinquent~~
2 submit any filing necessary to update its registration.

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

7 § 1638. AUTHORITY TO REJECT, AMEND, OR TERMINATE

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

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

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

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

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

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

4 § 1639. FORMS; PROCEDURES; RULES

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

7 Subchapter 3. Administrative Provisions for Business Organizations

8 § 1651. FEES

9 The Secretary of State shall collect the following fees for services and for
10 documents submitted for filing pursuant to the provisions of Titles 11–11C and
11 30 V.S.A. chapter 81:

12 (1) \$150.00 for the initial filing of a domestic business organization,
13 including:

14 (A) articles of incorporation for a nonprofit cooperative association
15 pursuant to 11 V.S.A. chapter 7;

16 (B) a statement of qualification for a limited liability partnership
17 pursuant to 11 V.S.A. chapter 22;

18 (C) a certificate of limited partnership for a limited partnership
19 pursuant to 11 V.S.A. chapter 23;

20 (D) articles of organization for a limited liability company pursuant
21 to 11 V.S.A. chapter 25;

- 1 (E) articles of incorporation for a business corporation pursuant to
2 Title 11A;
- 3 (F) articles of incorporation for a nonprofit corporation pursuant to
4 Title 11B;
- 5 (G) articles of organization for a mutual benefit enterprise pursuant to
6 Title 11C; and
- 7 (H) articles of incorporation for a utility cooperative pursuant to
8 30 V.S.A. chapter 81;
- 9 (2) \$175.00 for the initial filing of a foreign business organization,
10 including:
- 11 (A) a statement of foreign qualification for a limited liability
12 partnership pursuant to 11 V.S.A. chapter 22;
- 13 (B) an application for registration for a limited partnership pursuant
14 to 11 V.S.A. chapter 23;
- 15 (C) an application for a certificate of authority for a limited liability
16 company pursuant to 11 V.S.A. chapter 25;
- 17 (D) an application for a certificate of authority for a business
18 corporation pursuant to Title 11A;
- 19 (E) an application for a certificate of authority for a nonprofit
20 corporation pursuant to Title 11B; and

1 (F) an application for a certificate of authority of a foreign enterprise
2 pursuant to Title 11C;

3 (3) \$75.00 for a registration or reregistration of an assumed business
4 name, partnership, or unincorporated nonprofit association pursuant to 11
5 V.S.A. chapter 15;

6 (4) \$50.00 for the annual report of a domestic business organization;

7 (5) \$175.00 for the annual report of a foreign business organization;

8 (6) \$35.00 for the biennial report of a nonprofit corporation, except that
9 the Secretary shall waive the fee for the biennial report of a nonprofit
10 corporation that in the prior calendar year did not pay compensation to any
11 officer, director, or employee; and

12 (7) \$35.00 for recording any other document submitted for filing and for
13 any related fees, including fees for a certified copy, for a returned check or
14 charge back, for each year a reinstatement fee is due, and for service of process
15 on the Secretary.

16 § 1652. RESERVED NAME

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

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

4 § 1653. ASSUMED BUSINESS NAME OF BUSINESS ORGANIZATION

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

9 § 1654. [Reserved]

10 § 1655. DESIGNATION OF AGENT FOR SERVICE OF PROCESS;

11 CHANGE; RESIGNATION

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

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

19 (c) Duty to maintain current agent information; statement of change.
20 Except as provided in subsection (d) of this section, a person registered with
21 the Secretary of State may change its agent for service of process, or the

1 agent's email or address information, solely by submitting to the Secretary of
2 State for filing a statement of change that provides its current agent
3 information and specifies any changes to the agent information.

4 (d) Bulk statement of change by agent.

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

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

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

13 (2) For a bulk statement of change, the Secretary of State shall collect
14 from the agent a separate filing fee for each business whose record is amended.

15 (e) Agent resignation; termination.

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

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

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

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

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

6 § 1655. SECRETARY OF STATE AS AGENT FOR SERVICE OF
7 PROCESS

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

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

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

19 (2) If the process, notice, or demand is served on the Secretary of State,
20 the Secretary of State shall forward one of the copies by registered or certified

1 mail, return receipt requested, to the company at its principal office or last
2 known address.

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

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

8 **§ 1656. SECRETARY OF STATE AS AGENT FOR SERVICE OF**
9 **PROCESS**

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

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

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

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

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

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

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

9 (3) five days after the process, notice, or demand is deposited by the
10 Secretary of State for delivery by the U.S. Postal Service, if postage is prepaid
11 to the address of the principal office or last known address reflected in the
12 records of the Secretary of State.

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

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

18 Sec. 6. 11 V.S.A. chapter 22 is amended to read:

19 CHAPTER 22. PARTNERSHIPS

20 * * *

1 § 3205. EXECUTION, FILING, AND RECORDING OF STATEMENTS

2 * * *

3 (f) The Secretary of State shall collect a fee for filing or providing a
4 certified copy of a statement as set forth in section ~~3340~~ 1651 of this title.

5 * * *

6 § 3291. STATEMENT OF QUALIFICATION

7 * * *

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

11 (1) the name of the partnership;

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

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

16 (4) a statement that the partnership elects to be a limited liability
17 partnership; and

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

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

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

6 * * *

7 § 3293. ANNUAL REPORT

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

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

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

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

19 * * *

20 (f) A reinstatement under subsection (e) of this section relates back to and
21 takes effect as of the effective date of the revocation, and the partnership's

1 status as a limited liability partnership continues as if the revocation had never
2 occurred.

3 (g) 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 * * *

7 § 3302. STATEMENT OF FOREIGN QUALIFICATION

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

11 * * *

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

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

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

19 (c) The status of a partnership as a foreign limited liability partnership is
20 effective on the later of the filing of the statement of foreign qualification or a
21 date specified in the statement. The status remains effective, regardless of

1 changes in the partnership, until it is canceled pursuant to subsection 3205(d)
2 or revoked pursuant to section 3293 of this title.

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

6 § 3303. EFFECT OF FAILURE TO QUALIFY

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

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

19 * * *

1 § 3310. FEES

2 ~~(a) The Secretary of State shall collect the following fees when a document~~
3 ~~described in this section is delivered to the Office of the Secretary of State for~~
4 ~~filing:~~

5	(1) Statement of authority	\$155.00
6	(2) Statement of denial	\$25.00
7	(3) Statement of dissociation	\$20.00
8	(4) Statement of dissolution	\$20.00
9	(5) Statement of merger	\$85.00
10	(6) Statement of qualification	\$130.00
11	(7) Statement of foreign qualification	\$170.00
12	(8) Amendment	\$45.00
13	(9) Cancellation	\$10.00
14	(10) Annual report of domestic limited	
15	liability partnership	\$30.00
16	(11) Annual report of foreign limited	
17	liability partnership	\$170.00
18	(12) Reinstatement	\$45.00
19	(13) Statement of change of designated	
20	agent or designated office, or both	\$35.00
21		not to

1 exceed
 2 \$1,000.00
 3 per
 4 filer
 5 per
 6 calendar
 7 year

8 ~~(14) Application for certificate of good standing \$45.00~~

9 ~~(15) Any other document permitted or required to~~
 10 ~~be filed by this chapter \$20.00~~

11 ~~(16) Amendment—Foreign \$35.00~~

12 ~~(b) The Secretary of State shall collect the following fees:~~

13 ~~(1) \$ 25.00 each time process is served on the Secretary under this~~
 14 ~~chapter. The party to a proceeding causing service of process is entitled to~~
 15 ~~recover this fee as costs if he or she prevails in the proceeding.~~

16 ~~(2) \$ 25.00 for the certificate certifying the copy of any filed document related~~
 17 ~~to a partnership, limited liability partnership, or a foreign limited liability~~
 18 ~~partnership A person who submits a document for filing pursuant to this~~
 19 ~~chapter shall pay to the Secretary of State the amount specified in section 1651~~
 20 ~~of this title.~~

21 * * *

1 Sec. 7. 11 V.S.A. chapter 23 is amended to read:

2 CHAPTER 23. LIMITED PARTNERSHIPS

3 * * *

4 § 3403. RESERVATION OF NAME

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

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

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

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

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

14 ~~(b) The reservation shall be made by filing with the Secretary of State an~~
15 ~~application, executed by the applicant, to reserve a specified name. If the~~
16 ~~Secretary of State finds that the name is available for use by a domestic or~~
17 ~~foreign limited partnership, he or she shall reserve the name for the exclusive~~
18 ~~use of the applicant for a period of 120 days. The owner of a name reserved~~
19 ~~under this section may renew the reservation for two successive periods of 120~~
20 ~~days each. The right to the exclusive use of a reserved name may be transferred~~
21 ~~to any other person by filing in the Office of the Secretary of State a notice of~~

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

5 § 3404. SPECIFIED OFFICE AND AGENT

6 Each limited partnership shall continuously maintain in this State:

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

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

15 * * *

16 § 3411. CERTIFICATE OF LIMITED PARTNERSHIP

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

19 The certificate shall set forth:

20 (1) the name of the limited partnership;

1 (2) the address of the office and the name, email, and address
2 information of the agent for service of process required to be maintained by
3 section 3404 of this title;

4 (3) the name and the business address of each general partner, and of
5 any other principal the limited partnership provides;

6 (4) the name and ~~place of residence~~ the business address of each limited
7 partner and the amount of cash and a description of and the agreed value of
8 other property contributed by each limited partner;

9 * * *

10 § 3420. FEES

11 ~~(a) The Secretary of State shall collect the following fees when a document~~
12 ~~described in this section is delivered to the Office of the Secretary of State for~~
13 ~~filing:~~

14	(1) Certificate of Limited Partnership	\$130.00
15	(2) Registration of Foreign Limited Partnership	\$155.00
16	(3) Amendment— Domestic	\$35.00
17	(4) Cancellation	\$25.00
18	(5) Merger	\$65.00
19	(6) Statement of change	
20	of designated agent	
21	or designated office, or both	\$35.00

1		not to
2		exceed
3		\$1,000.00
4		per
5		filer
6		per
7		calendar year
8	(7) Application for certificate of good standing	\$35.00
9	(8) Any other document permitted or required to	
10	be filed by this chapter	\$20.00
11	(9) Amendment—Foreign	\$35.00.
12	(10) Name reservation, application	\$20.00.
13	(11) Name reservation, transfer	\$20.00.
14	(12) Restated certificate of limited partnership	\$20.00.
15	(b) The Secretary of State shall collect the following fees:	
16	(1) \$25.00 each time process is served on the Secretary under this	
17	chapter. The party to a proceeding causing service of process is entitled to	
18	recover this fee as costs if he or she prevails in the proceeding.	
19	(2) \$25.00 for the certificate certifying the copy of any filed document	
20	related to a partnership, limited liability partnership, or a foreign limited	
21	liability partnership <u>A person who submits a document for filing pursuant to</u>	

1 this chapter shall pay to the Secretary of State the amount specified in section
2 1651 of this title.

3 * * *

4 § 3482. REGISTRATION

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

10 (1) the name of the foreign limited partnership and, if different, the
11 name under which it proposes to register and transact business in this State;

12 (2) the state and date of its formation;

13 (3) the name, email, and address information of any agent for service of
14 process on the foreign limited partnership ~~whom the foreign limited~~
15 ~~partnership elects to appoint; the agent must be an individual resident of this~~
16 ~~State, a domestic corporation, or a foreign corporation having a place of~~
17 ~~business in, and authorized to do business in, this State pursuant to section~~
18 1655 of this title;

19 (4) a statement that the Secretary of State is appointed the agent of the
20 foreign limited partnership for service of process if no agent has been
21 appointed under subdivision (3) of this section or, if appointed, the agent's

1 authority has been revoked or if the agent cannot be found or served with the
2 exercise of reasonable diligence;

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

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

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

13 * * *

14 § 3487. TRANSACTION OF BUSINESS WITHOUT REGISTRATION

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

18 (2) The successor to a foreign limited partnership that transacted
19 business in this State without a ~~certificate of authority~~ registration and the
20 assignee of a cause of action arising out of that business may not maintain a
21 proceeding or raise a counterclaim, crossclaim, or affirmative defense based on

1 that cause of action in any court in this State until the foreign limited
2 partnership or its successor or assignee ~~obtains a certificate of authority~~ has
3 registered.

4 * * *

5 Sec. 8. 11 V.S.A. chapter 25 is amended to read:

6 CHAPTER 25. LIMITED LIABILITY COMPANIES

7 * * *

8 § 4006. RESERVED NAME

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

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

15 ~~(3) If the Secretary of State finds that the name applied for is available,~~
16 ~~the Secretary shall reserve that name for the applicant's exclusive use for a~~
17 ~~120-day period.~~

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

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

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

10 § 4007. DESIGNATED OFFICE AND AGENT

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

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

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

19 ~~(b) An agent for service of process shall be an individual resident of this~~
20 ~~State, a domestic corporation, another limited liability company, or a foreign~~

1 ~~corporation or foreign limited liability company authorized to do business in~~
2 ~~this State.~~

3 § 4008. CHANGE OF DESIGNATED OFFICE OR AGENT FOR SERVICE
4 OF PROCESS

5 (a) A limited liability company or foreign limited liability company may
6 change its designated office ~~or agent for service of process~~ by delivering to the
7 Secretary of State for filing a statement of change that sets forth: its current
8 designated office information and any change to the information.

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

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

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

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

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

19 (b) ~~If an agent for service of process changes the street address of the~~
20 ~~agent's business office, the agent may change the street address of the~~
21 ~~designated office of any limited liability company or foreign limited liability~~

1 ~~company for which the agent is the agent for service of process by notifying~~
2 ~~the company in writing of the change and signing, either manually or in~~
3 ~~facsimile, and filing with the Secretary of State a statement that complies with~~
4 ~~the requirements of subsection (a) of this section and recites that the company~~
5 ~~has been notified of the change A limited liability company or foreign limited~~
6 ~~liability company shall change its agent for service of process, or the agent's~~
7 ~~email or address information, by delivering to the Secretary for filing a~~
8 ~~statement of change pursuant to section 1655 of this title.~~

9 § 4009. RESIGNATION OF AGENT FOR SERVICE OF PROCESS

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

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

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

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

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

4 § 4010. SERVICE OF PROCESS

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

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

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

- 1 ~~(9) Statement of change of designated agent or designated office, or both~~
2 ~~\$35.00 and not to exceed \$1,000.00 per filer per calendar year~~
- 3 ~~(10) Agent’s statement of resignation~~ ~~no fee~~
- 4 ~~(11) Restatement of articles of organization~~ ~~\$25.00~~
- 5 ~~(12) Articles of correction~~ ~~\$35.00~~
- 6 ~~(13) Application for certificate of existence or authorization~~ ~~\$35.00~~
- 7 ~~(14) Articles of merger~~ ~~\$55.00~~
- 8 ~~(15) Annual report of a domestic limited liability company~~ ~~\$45.00~~
- 9 ~~(16) Annual report of a foreign limited liability company~~ ~~\$170.00~~
- 10 ~~(17) Reinstatement~~ ~~\$35.00~~
- 11 ~~(18) Any other document required or permitted to be filed by this~~
12 ~~chapter~~ ~~\$20.00~~
- 13 ~~(19) Articles of domestication~~ ~~\$20.00~~
- 14 ~~(20) Articles of termination~~ ~~\$20.00~~
- 15 ~~(21) Notice of withdrawal of reserved name~~ ~~\$20.00~~
- 16 ~~(22) Statement of conversion~~ ~~\$20.00~~
- 17 ~~(b) The Secretary of State shall collect the following fees:~~
- 18 ~~(1) \$35.00 each time process is served on the Secretary under this~~
19 ~~chapter. The party to a proceeding causing service of process is entitled to~~
20 ~~recover this fee as costs if the party prevails in the proceeding.~~

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

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

7 (B) The facts may include without limitation actions or events within
8 the control of, or determinations made by, a ~~part~~ party to the plan or filing the
9 filed document or a representative of a party to the plan or filing the filed
10 document.

11 (2) As used in this section:

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

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

16 * * *

17 § 1.22. ~~FILING; SERVICE AND COPYING FEES~~

18 ~~(a) The Secretary of State shall collect the following fees when the~~
19 ~~documents described in this section are delivered to the Office of the Secretary~~
20 ~~of State for filing:~~

21 ~~(1) Articles of incorporation~~ ~~\$155.00~~

1	(2) Application for reserved name	\$40.00
2	(3) Notice of transfer of reserved name	\$20.00
3	(4) Application for registered name of a foreign corporation	\$50.00
4	(5) Application for renewal of registered name of a foreign corporation	
5		\$50.00
6	(6) Statement of change of registered agents or registered office, or both	
7	\$25.00 and not to exceed \$1,000.00 per filer per calendar year.	
8	(7) Agent's statement of resignation	No fee
9	(8) Amendment of articles of incorporation	\$50.00
10	(9) Restatement of articles of incorporation	\$50.00
11	(10) Articles of merger or share exchange	\$95.00
12	(11) Articles of dissolution	\$35.00
13	(12) Articles of revocation of dissolution	\$35.00
14	(13) Application for certificate of authority	\$155.00
15	(14) Application for amended certificate of authority	\$50.00
16	(15) Application for certificate of withdrawal	\$25.00
17	(16) Annual report of a foreign corporation	\$250.00
18	(17) Annual report of a domestic corporation	\$60.00
19	(18) Application for certificate of good standing	\$25.00
20	(19) Any other document required or permitted to be filed by this title	
21		\$35.00

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

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

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

7 (2) provisions not inconsistent with law regarding:

8 * * *

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

10 CHAPTER 4. NAME

11 § 4.01. CORPORATE HEAD NAME

12 (a) A corporate name:

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

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

19 (3) shall not have the word “cooperative” or any abbreviation thereof as
20 part of its name unless the corporation is a worker cooperative corporation
21 organized under 11 V.S.A. chapter 8, a housing cooperative corporation

1 organized under 11 V.S.A. chapter 14, or the articles of incorporation contain
2 all of the provisions required of a ~~corporation organized as a cooperative~~
3 ~~association~~ general cooperative corporation in 11 V.S.A. § 981; and

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

5 * * *

6 § 4.02. RESERVED NAME

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

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

1 § 4.03. REGISTERED NAME

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

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

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

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

16 * * *

17 Sec. 12. 11A V.S.A. chapter 5 is amended to read:

18 CHAPTER 5. OFFICE AND AGENT

19 § 5.01. REGISTERED OFFICE AND REGISTERED AGENT FOR
20 SERVICE OF PROCESS

21 Each corporation must continuously maintain in this State:

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

3 (2) a registered agent for service of process pursuant to 11 V.S.A.
4 § 1655, who may be:

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

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

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

12 § 5.02. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
13 **FOR SERVICE OF PROCESS**

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

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

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

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

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

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

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

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

13 § 5.03. RESIGNATION OF REGISTERED AGENT

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

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

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

5 § 5.04. SERVICE ON CORPORATION

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

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

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

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

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

7 * * *

8 § 14.20. INVOLUNTARY TERMINATION

9 * * *

10 (d) Involuntary termination of a corporation does not:

11 (1) prevent commencement of a proceeding against the corporation in its
12 corporate name;

13 (2) abate or suspend a proceeding pending by or against the corporation
14 on the effective date of involuntary termination; or

15 (3) terminate the authority of the registered agent for service of process
16 of the corporation.

17 * * *

18 Sec. 14. 11A V.S.A. chapter 15 is amended to read:

19 CHAPTER 15. FOREIGN CORPORATIONS

20 * * *

1 § 15.03. APPLICATION FOR CERTIFICATE OF AUTHORITY

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

5 (1) the name of the foreign corporation or, if its name is unavailable for
6 use in this State, a corporate name that satisfies the requirements of section
7 15.06 of this title;

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

9 (3) its date of incorporation and period of duration;

10 (4) the street address of its principal office;

11 (5) the address of its registered office in this State and the name of its
12 registered agent for service of process at that office, pursuant to 11 V.S.A.
13 § 1655; and

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

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

20 * * *

1 § 15.06. CORPORATE NAME OF FOREIGN CORPORATION

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

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

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

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

18 (c) A foreign corporation may apply to the Secretary of State for
19 authorization to use in this State the name of another corporation incorporated
20 or authorized to transact business in this State that is not distinguishable in the
21 records from one or more of the names described in subsection (b) of this

1 section, by submitting to the Secretary of State a satisfactory written form
2 indicating the other corporation's consent and change of name.

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

7 (1) has merged with the other corporation;

8 (2) has been formed by reorganization of the other corporation; or

9 (3) has acquired all or substantially all of the assets, including the
10 corporate name, of the other 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 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 domestic not for profit corporation~~
2 ~~whose business office is identical with the registered office; or~~

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

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 business office of its registered agent will be identical.~~

1 ~~(b) If a registered agent changes the street address of his or her business~~
2 ~~office, he or she may change the street address of the registered office of any~~
3 ~~foreign 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 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 FOR SERVICE OF
10 PROCESS OF FOREIGN CORPORATION

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

17 ~~(b) After filing the statement, the Secretary of State shall attach the filing~~
18 ~~receipt to one copy and mail the copy and receipt to the registered office if not~~
19 ~~discontinued. The Secretary of State shall mail the other copy to the foreign~~
20 ~~corporation at its principal office address shown in its most recent annual~~
21 ~~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. 15. 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. 16. 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.

§ 1.22. ~~FILING; SERVICE AND COPYING FEES~~

~~The Secretary of State shall collect the following fees when the documents described in this section are delivered to the Office of the Secretary of State for filing:~~

(1) Articles of incorporation	\$155.00
(2) Application for reserved name	\$35.00
(3) Transfer of reserved name	\$35.00
(4) Application for registered name	\$45.00

1	(5) Renewal of registered name	\$45.00
2	(6) Statement of change of registered agents or registered office, or both	
3	\$35.00 and not to exceed \$1,000.00 per filer per calendar year.	
4	(7) Agent's statement of resignation	No fee
5	(8) Amendment of articles of association	\$45.00
6	(9) Restatement of articles of association	\$45.00
7	(10) Articles of merger	\$90.00
8	(11) Articles of dissolution	No fee
9	(12) Articles of revocation of dissolution	\$10.00
10	(13) Application for reinstatement following administrative dissolution	
11		\$45.00
12	(14) Application for certificate of authority for a foreign corporation	
13		\$175.00
14	(15) Application for amended certificate of authority	\$45.00
15	(16) Application for certificate of withdrawal	\$10.00
16	(17) Biennial report	\$35.00 except that
17	a corporation which certifies to the Secretary of State, on a form approved by	
18	the Secretary, that it did not compensate its officers, directors, or employees	
19	during the prior calendar year shall be exempt from the fee required by this	
20	subdivision.	
21	(18) Articles of correction	\$30.00

- 1 ~~(19) Application for certificate of good standing~~ \$35.00
- 2 ~~(20) Certified copy of any filed document~~ \$25.00
- 3 ~~(21) Restatement of articles of organization~~ \$30.00 A person

4 who submits a document for filing pursuant to this title shall pay to the
 5 Secretary of State the amount specified in 11 V.S.A. § 1651.

6 * * *

7 Sec. 17. 11B V.S.A. chapter 2 is amended to read:

8 CHAPTER 2. INCORPORATION

9 * * *

10 § 2.02. ARTICLES OF INCORPORATION

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

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

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

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

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

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

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

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

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

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

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

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

9 (3) provisions not inconsistent with law regarding:

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

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

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

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

17 * * *

18 Sec. 18. 11B V.S.A. chapter 4 is amended to read:

19 CHAPTER 4. NAME

20 * * *

1 § 4.02. RESERVED NAME

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

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

13 § 4.03. REGISTERED NAME

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

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

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

1 (b) A foreign corporation registers its corporate name, or its alternate name
2 corporate name with any addition required by section 15.06 of this title, by
3 delivering to the Secretary of State 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 activities in which it is engaged; and

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

10 * * *

11 Sec. 19. 11B 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, whose business office is identical with the registered office.

1 § 5.02. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
2 FOR SERVICE OF PROCESS

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

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

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

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

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

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

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

16 (b) If the street address of a registered agent's office is changed, the
17 registered agent may change the street address of the registered office of any
18 corporation for which the registered agent is the registered agent by notifying
19 the corporation in writing of the change and by signing (either manually or in
20 facsimile) and delivering to the Secretary of State for filing a statement that

1 ~~complies with the requirements of subsection (a) of this section and recites that~~
2 ~~the corporation has been notified of the change.~~

3 § 5.03. RESIGNATION OF REGISTERED AGENT FOR SERVICE OF
4 PROCESS

5 (a) A registered agent may resign as registered agent by ~~signing and~~
6 delivering to the Secretary of State a statement of resignation pursuant to
7 11 V.S.A. § 1655 ~~the original and two exact or conformed copies of a~~
8 ~~statement of resignation. The statement may include a statement that the~~
9 ~~registered office is also discontinued.~~

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

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

17 § 5.04. SERVICE ON CORPORATION

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

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

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

16 ~~(d) Nothing herein contained shall limit or affect the right to serve any~~
17 ~~process, notice, or demand required or permitted by law to be served upon a~~
18 ~~corporation in any other manner now or hereafter permitted by law, or by rule~~
19 A corporation is subject to the service of process provisions in 11 V.S.A.
20 § 1656.

1 Sec. 20. 11B V.S.A. chapter 14 is amended to read:

2 CHAPTER 14. DISSOLUTION

3 * * *

4 § 14.05. EFFECT OF DISSOLUTION

5 * * *

6 (b) Dissolution of a corporation does not:

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

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

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

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

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

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

18 * * *

19 § 14.20. INVOLUNTARY TERMINATION

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

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

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

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

7 (4) the corporation does not notify the Secretary of State within 120
8 days that its registered agent for service of process or registered office has been
9 changed, that its registered agent for service of process has resigned, or that its
10 registered office has been discontinued.

11 § 14.21. PROCEDURE FOR AND EFFECT OF INVOLUNTARY

12 TERMINATION

13 * * *

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

16 § 14.22. REINSTATEMENT FOLLOWING INVOLUNTARY

17 DISSOLUTION

18 (a) A corporation involuntarily dissolved that has not distributed its assets
19 under section 14.21 of this title may apply to the Secretary of State for
20 reinstatement upon payment of ~~\$25.00~~ the fee specified in 11 V.S.A. § 1651
21 for each year the corporation is delinquent. The application must:

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

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

5 (3) state that the corporation’s name satisfies the requirements of section
6 4.01 of this title.

7 * * *

8 Sec. 21. 11B V.S.A. chapter 15 is amended to read:

9 CHAPTER 15. FOREIGN CORPORATIONS

10 * * *

11 § 15.03. APPLICATION FOR CERTIFICATE OF AUTHORITY

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

14 The application must set forth:

15 (1) the name of the foreign corporation or, if its name is unavailable for
16 use in this State, a corporate name that satisfies the requirements of section
17 15.06 of this title;

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

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

20 (4) the street address of its principal office;

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

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

5 (7) whether the foreign corporation has members; and

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

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

12 * * *

13 § 15.06. CORPORATE NAME OF FOREIGN CORPORATION

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

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

20 (2) may ~~use an available trade~~ adopt an alternate name to transact
21 business in this State if its corporate name is unavailable and it delivers to the

1 Secretary of State for filing a copy of the resolution of its board of directors,
2 certified by its secretary, adopting the ~~trade~~ alternate name.

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

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

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

17 * * *

18 § 15.07. REGISTERED OFFICE AND REGISTERED AGENT FOR
19 SERVICE OF PROCESS OF FOREIGN CORPORATION

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

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

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

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

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

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

11 § 15.08. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
12 FOR SERVICE OF PROCESS OF FOREIGN CORPORATION

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

17 ~~(1) its name;~~

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

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

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

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

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

6 ~~(b) If a registered agent changes the street address of its business office, the~~
7 ~~agent may change the address of the registered office of any foreign~~
8 ~~corporation for which the agent is the registered agent by notifying the~~
9 ~~corporation in writing of the change and signing (either manually or in~~
10 ~~facsimile) and delivering to the Secretary of State for filing a statement of~~
11 ~~change that complies with the requirements of subsection (a) of this section~~
12 ~~and recites that the corporation has been notified of the change pursuant to~~
13 ~~11 V.S.A. § 1655.~~

14 § 15.09. RESIGNATION OF REGISTERED AGENT OF FOREIGN
15 CORPORATION

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

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

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

8 § 15.10. SERVICE ON FOREIGN CORPORATION

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

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

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

20 ~~(2) has withdrawn from transacting business in this State under section~~
21 ~~15.20 of this title; or~~

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; or

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

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

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

19 (d) The Secretary of State's termination of a foreign corporation's
20 certificate of authority appoints the Secretary of State the foreign corporation's
21 agent for service of process in any proceeding based on a cause of action that

1 arose during the time the foreign corporation was authorized to transact or was
2 transacting without authorization business in this State. Service of process on
3 the Secretary of State under this subsection is service on the foreign
4 corporation. Upon receipt of process, the Secretary of State shall mail a copy
5 of the process to the secretary of the foreign corporation at its principal office
6 shown in its most recent biennial report or in any subsequent communication
7 received from the corporation stating the current mailing address of its
8 principal office, or, if none is on file, in its application for a certificate of
9 authority, or otherwise perfect service under section 15.10 of this title.

10 (e) If the foreign corporation corrects each ground for termination and
11 demonstrates to the reasonable satisfaction of the Secretary of State that each
12 ground cited in the notice of termination does not exist, and pays to the
13 Secretary of State ~~a fee of \$25.00~~ the fee specified in 11 V.S.A. § 1651 for
14 each year it is delinquent, the Secretary may cancel the termination and prepare
15 a certificate of reinstatement, file the original of the certificate, and serve a
16 copy on the corporation under section 15.10 of this title.

17 * * *

18 Sec. 22. 11B V.S.A. chapter 16 is amended to read:

19 CHAPTER 16. RECORDS AND REPORTS

20 * * *

1 § 16.22. BIENNIAL REPORT FOR SECRETARY OF STATE

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

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

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

10 (3) the address of its principal office;

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

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

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

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

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

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

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

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

12 CHAPTER 1. GENERAL PROVISIONS

13 * * *

14 § 112. RESERVATION OF NAME

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

1 ~~title, the Secretary of State shall reserve the name for the applicant's exclusive~~
2 ~~use for a nonrenewable period of 120 days.~~

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

12 * * *

13 § 117. DESIGNATED OFFICE AND AGENT FOR SERVICE OF
14 PROCESS

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

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

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

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

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

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

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

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

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

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

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

19 ~~(b) Except as otherwise provided in subsection 207(e) of this title, to change~~
20 ~~its agent for service of process, the address of its designated office, or the street~~
21 ~~address or, if different, mailing address of its principal office, a foreign~~

1 ~~enterprise shall deliver to the Secretary of State for filing a statement of change~~
2 ~~containing:~~

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

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

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

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

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

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

18 § 119. RESIGNATION OF AGENT FOR SERVICE OF PROCESS

19 ~~(a) To resign as an agent for service of process of a mutual benefit~~
20 ~~enterprise or foreign enterprise, the agent shall deliver to the Secretary of State~~

1 ~~for filing a statement of resignation containing the name of the agent and the~~
2 ~~name of the enterprise or foreign enterprise.~~

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

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

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

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

16 § 120. SERVICE OF PROCESS

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

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

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

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

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

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

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

1 § 206. CERTIFICATE OF GOOD STANDING OR AUTHORIZATION

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

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

14 (c) Subject to any exceptions stated in the certificate, a certificate of good
15 standing or ~~authority~~ authorization issued by the Secretary of State establishes
16 conclusively that the mutual benefit enterprise or foreign enterprise is in good
17 standing or is authorized to transact business in this State.

18 § 207. ANNUAL REPORT FOR SECRETARY OF STATE

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

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

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

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

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

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

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

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

18 (d) If an annual report does not contain the information required by
19 subsection (a) of this section, the Secretary of State shall promptly notify the
20 reporting mutual benefit enterprise or foreign enterprise and return the report
21 for correction. If the report is corrected to contain the information required by

1 subsection (a) of this section and delivered to the Secretary of State not later
2 than 30 days after the date of the notice from the Secretary of State, it is timely
3 delivered.

4 (e) ~~If a filed annual report contains an address of the designated office, the~~
5 ~~name or business address of a director or officer, or address of the principal~~
6 ~~office which differs from the information shown in the records of the Secretary~~
7 ~~of State immediately before the filing, the differing information in the annual~~
8 ~~report is considered a statement of change~~ The Secretary of State shall amend
9 its records to reflect a change, if specified in the report, to the business's
10 purpose, email, address, or principal information.

11 * * *

12 § 208. ~~FILING FEES~~

13 ~~The filing fees for records filed under this article by the Secretary of State~~
14 ~~are the same as those set forth for a limited liability company under 11 V.S.A.~~
15 ~~§ 3013~~ A person who submits a document for filing pursuant to this title shall
16 pay to the Secretary of State the amount specified in 11 V.S.A. § 1651.

17 Sec. 25. 11C V.S.A. chapter 14 is amended to read:

18 CHAPTER 14. FOREIGN ENTERPRISES

19 * * *

1 § 1402. APPLICATION FOR CERTIFICATE OF AUTHORITY

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

5 (1) the name of the foreign enterprise and, if the name does not comply
6 with section 111 of this title, an alternative name adopted pursuant to section
7 1405 of this title;

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

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

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

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

21 * * *

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

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

13 * * *

14 § 855. DOING BUSINESS AS APPOINTMENT OF PROCESS AGENT

15 If the contact with the State or the activity in the state of a foreign
16 ~~corporation~~ business organization, or the contact or activity imputable to it, is
17 sufficient to support a Vermont personal judgment against it, the contact or
18 activity shall be deemed to be doing business in Vermont by that foreign
19 ~~corporation~~ organization and shall be equivalent to the appointment by it of the
20 Secretary of the State of Vermont and his or her the Secretary's successors to
21 be its true and lawful attorney upon whom may be served all lawful process in

1 any action or proceedings against it arising or growing out of that contact or
2 activity, and also shall be deemed to be its agreement that any process against
3 it ~~which~~ that is so served upon the Secretary of State shall be of the same legal
4 force and effect as if served on the foreign corporation at its principal place of
5 business in the state or country where it is incorporated according to the law of
6 that state or country.

7 § 856. SERVICE OF PROCESS

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

1 § 857. ~~CONTINUANCE; COSTS~~

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

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

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

13 * * * Updates to Title 30 language * * *

14 Sec. 27. 30 V.S.A. chapter 81 is amended to read:

15 CHAPTER 81. ~~ELECTRIC~~ UTILITY COOPERATIVES

16 * * *

17 § 3001a. PURPOSE

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

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

3 § 3002. POWERS

4 A cooperative shall have power:

- 5 (1) To sue and be sued in its corporate name.
- 6 (2) To have perpetual existence.
- 7 (3) To adopt a corporate seal and alter the same.
- 8 (4) To generate, manufacture, purchase, acquire, accumulate, and
9 transmit electric energy; and to distribute, sell, supply, and dispose of energy,
10 cable television, telecommunications, interactive media, and internet access to
11 its members, to governmental agencies, and to political subdivisions; provided,
12 however, that in the generation of electric energy by water power, a
13 cooperative shall comply with the provisions of 10 V.S.A. §§ 1081–1099,
14 relating to the construction and maintenance of dams and, provided further,
15 that a cooperative doing any activity governed by this title shall be regulated
16 for that activity.

17 * * *

18 § 3003. NAME

19 The name of a cooperative governed by this chapter shall include the words
20 “utility” or “energy” or a word designating any specific form of energy such as
21 “electric,” “propane,” or “natural gas” and “cooperative” and the abbreviation

1 “inc.” unless, in an affidavit made by its president or vice president and filed
2 with the Secretary of State, or in an affidavit made by a person signing articles
3 of incorporation, consolidation, merger, or conversion, which relate to the
4 cooperative and filed, together with the articles, with the Secretary of State, it
5 shall appear that the cooperative desires to do business in another state and is
6 or would be precluded by reason of the inclusion of the words in its name. The
7 name of a cooperative shall be distinct from the name of any other cooperative
8 or corporation organized under the laws of, or authorized to do business in, this
9 State.

10 * * *

11 § 3037. FOREIGN COMPANIES; SERVICE OF PROCESS

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

1 service of process on its behalf. Thereafter, the corporation shall have all the
2 rights, powers, privileges, and immunities of a cooperative. Service of process
3 shall be made upon the Secretary of State in accordance with the provisions of
4 ~~12 V.S.A. §§ 851 and 852 and shall forward one copy of the same by~~
5 ~~registered mail to such corporation at the address of its principal office~~ 11
6 V.S.A. § 1656.

7 § 3038. FEES

8 ~~(a) There shall be paid to the Secretary of State fees for filing as follows:~~

9 ~~(1) Articles of incorporation, \$15.00;~~

10 ~~(2) Articles of amendment, \$10.00;~~

11 ~~(3) Articles of consolidation or merger, \$15.00;~~

12 ~~(4) Articles of conversion, \$10.00;~~

13 ~~(5) Certificate of election to dissolve, \$5.00;~~

14 ~~(6) Articles of dissolution, \$5.00; and~~

15 ~~(7) Certificate of change of principal office, \$5.00.~~

16 ~~(b) Such fees shall include two certified copies of the respective instruments~~

17 A person who submits a document for filing pursuant to this chapter shall pay
18 to the Secretary of State the amount specified in 11 V.S.A. § 1651.

19 * * * Business Organizations Study * * *

20 Sec. 28. BUSINESS SERVICES AND BUSINESS ORGANIZATIONS;

21 STUDY

1 On or before January 15, 2026, the Secretary of State shall conduct a public
2 engagement process with interested partners to consider and, if appropriate,
3 submit proposed legislation to the General Assembly addressing the following
4 issues:

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

7 (2) statutory revisions to adopt provisions of the Uniform Business
8 Organizations Code or other provisions to further harmonize the laws
9 governing business organizations in this State, including provisions governing
10 commercial registered agents;

11 (3) statutory revisions to the laws governing trademarks and possible
12 expansion to include service marks;

13 (4) statutory revisions to the dual framework governing partnerships in
14 11 V.S.A. chapters 15 and 22 and the mandatory registration of assumed
15 business names and unincorporated nonprofit associations;

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

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

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* * * Effective Date * * *

Sec. 29. EFFECTIVE DATE

This act shall take effect on July 1, 2025.

(Committee vote: _____)

_____ Representative _____ FOR THE
COMMITTEE