

Overview

Business Services Division, Vermont Secretary of State

- Who we are
 - o Director + 5-member team of subject matter experts
 - o Team member experience of 8-18 years

- What we do:
 - o Business organization registration
 - o Uniform Commercial Code filings (Title 9A)
 - o Data Broker registration (9 V.S.A. chapter 62, subchapter 5)
 - o Telemarketer registration (9 V.S.A. chapter 63, subchapter 1)
 - o Trademark registration (9 V.S.A. chapter 71)
 - o Energy/Utility Cooperative registration (30 V.S.A. chapter 81)
 - o Amusement Ride Operator registration (30 V.S.A. chapter 16)

Business Organizations – Entity Types and Governing Framework

- Common law business entities (11 V.S.A. chapter 15)
 - o Assumed business name
 - o Partnership (11 V.S.A. chapters 15 and 22)
 - o Unincorporate nonprofit association

- Statutory business entities
 - o Cooperative association (11 V.S.A. chapter 7)
 - Marketing cooperative
 - Consumers' cooperative
 - Railroad cooperative
 - o Limited liability partnership (11 V.S.A. chapters 15 and 22)
 - o Limited partnership (11 V.S.A. chapter 23)
 - o Limited liability company (11 V.S.A. chapter 25)
 - Foreign law LLC
 - L3C
 - Blockchain-based LLC
 - Professional LLC
 - o Business corporation (Title 11A)
 - Professional corporation
 - General cooperative corporation
 - Worker cooperative corporation
 - Housing cooperative corporation
 - Close corporation
 - Benefit corporation
 - o Nonprofit corporation (Title 11B)
 - Public benefit corporation
 - Mutual benefit corporation
 - o Mutual benefit enterprise/Foreign Enterprise (Title 11C)

Legislative Proposal – Table Key

Overview

The Secretary of State's 2025 legislative proposal has four primary components:

1. Technical corrections
2. Harmonization of provisions governing:
 - a. Agent for service of process and service of process
 - b. Principal information and contact information in initial filings and periodic reports
 - c. Reserved names, assumed names, and foreign names
3. Administrative authority relating to:
 - a. Forms, procedures, and rules
 - b. Amendment and cessation for assumed business names, partnerships, and unincorporated nonprofit associations
 - c. False, fraudulent, or clearly erroneous filings
4. Study and report on broader issues

Categories and Proposals

Technical Corrections

Sections highlighted in blue reflect technical corrections, which are non-substantive changes to correct obvious errors, suggest amended headings (title, chapter, subchapter, or section names), use correct or consistent terminology, etc.

Harmonize Agent for Service of Process Provisions

Sections highlighted in pink reflect changes to harmonize agent for service of process provisions. Currently, these provisions vary slightly across entities.

The proposal adds a new 11 V.S.A. § 1655, and amends existing agent for service of process provisions, to create a standard framework that:

- (a) imposes a common duty to designate an agent for service of process;
- (b) provides that designation of an agent is an attestation that the agent consents to the appointment;
- (c) specifies that the mechanism for changing an agent for service of process is to file a statement of change;
- (d) creates a process for a bulk statement of change; and
- (e) specifies the process for agent resignation and uniform timing for termination of an agency.

Harmonize Initial Filing and Annual/Biennial Report Provisions re: Principal Information and Contact Information

Sections highlighted in green reflect changes to harmonize provisions in initial filings and in annual/biennial reports concerning principals and contact information, as follows:

- Specifies that a business can identify and provide contact information for optional principals in its initial filing, which conforms to current practice but is only implicit in law.
- Clarifies that for entities that file an annual report (LLP, corporation, LLC, MBE) or biennial report (nonprofit) – they may update in that filing the business’s purpose, email, address, or principal information.
- Note – a business cannot use an AR/BR to update its name, entity type, or other provisions (amendment) or its agent for service of process information (statement of change).
- Note – this proposal does not add, delete, or modify annual/biennial report requirements, but those should be addressed in a study or in subsequent legislative work.

Harmonize amendments, closure filings, and agent for service of process provisions for assumed business names, partnerships, and unincorporated nonprofit associations.

- Currently an assumed business name registrant, partnership, or unincorporated nonprofit association is not allowed to amend its registration, except in the case of an individual, partner, or member leaving the organization.
- The proposal updates 11 V.S.A. § 1621, § 1628, and other provisions of 11 V.S.A. chapter 15 to allow for amendments, statements of change, and simpler closure filings, and to generally harmonize the requirements for these three filing types with other business entities.
- Note – this proposal does not address the dual frameworks for partnerships in 11 V.S.A. chapters 15 and 22, which are a subject for the study and report.

Harmonize Name Provisions

Sections highlighted in dark yellow reflect changes to certain aspects of the name requirements governing registered business entities, as follows:

Reserved name.

- Currently the majority, but not all, of the governing statutory provisions for various entities authorize a person to reserve a name for a period of 120 days.
- These provisions are not consistent, e.g., some allow for renewal but some do not; some limit the number of renewals but others do not; some provide a renewal window but others do not.
- The proposal adds one standard reserved name provision in 11 V.S.A. § 1652, based on current 11 V.S.A. § 1621a and the Uniform Business Organizations Code:

Assumed Business Name for Business Organizations.

- Currently, both 11 V.S.A. § 1621 and 1623 technically apply to business organizations that are doing business under an assumed name, and although section 1623 is intended to

apply to all entity types, the current language suggests it is limited to 11 V.S.A. chapter 15.

- The proposal adds one standard assumed business name provision for business organizations in 11 V.S.A. § 1653.

Name of Foreign Corporation; Registered Name

- Currently foreign business corporations and foreign nonprofit corporations that are doing business in this State are required to register under a name that meets the name requirements in Vermont law. If the foreign corporation is not doing business in this State, it can register its name for one-year periods.
- If the foreign name does not meet the requirements for business name registration in this State, the foreign corporation may need to add a corporate identifier or adopt a different name under which it will conduct business.
- The current statute is misleading, in that it requires a foreign corporation to adopt a “trade name” if its actual name is non-compliant – the use of the term “trade name” suggests the corporation must adopt an assumed business name under 11 V.S.A. chapter 15. This is not the intent.
- The proposal amends “trade name” to instead use the term “alternate name” to make clear that the foreign corporation doesn’t need to register an assumed business name under 11 V.S.A. chapter 15 – it can simply do business, or register a name, under an alternate name it identifies in its certificate of authority or registration.

Harmonize Service of Process Provisions

Sections highlighted in gray reflect changes to harmonize the multiple service of process provisions governing various entity types, which vary slightly and even have different fees for the same function, depending upon the entity.

If a business entity fails to designate or maintain an agent for service of process, or cannot with reasonable diligence be found, and in some cases by default (e.g., certain insurance providers), then the Secretary of State is the entity’s agent for service of process in this State. This means that a party to a lawsuit, or anyone with other legal notice or demand, may deliver a notice filing to the Secretary, which has the duty to forward the service to the business entity’s last known address.

The proposal adds a standard provision for service of process in 11 V.S.A. § 1655 based on the current LLC act provisions and adopts conforming changes across statutes to harmonize the Secretary of State’s duty and procedures for service of process.

Administrative Procedure and Authority

Sections highlighted in yellow reflect additions or amendments to law relating to the Secretary of State’s administrative authority, as follows:

Forms, procedures and rules.

- Currently some, but not all, governing statutes authorize the Secretary to adopt forms, procedures, and rules to implement the various titles assigned to the Secretary's duties.
- The proposal adds a standard section in 11 V.S.A. § 1639 to specifically authorize the Secretary to adopt forms, procedures, and rules to implement the processes and provisions governing business registration in this State.

Authority to reject, amend, and terminate records.

- Currently the Secretary of State does not have clear, express authority to address cases involving false, fraudulent, or clearly erroneous information.
- Recent examples include: amendments submitted without legal authority; fraudulent use of valid physical or mailing address; and initial filings with erroneous information, e.g., an address in a town that does not exist in Vermont.
- The proposal adds a new section in 11 V.S.A. § 1638 – which adds administrative authority of two kinds that are not currently available to the Secretary of State: (1) to reject a record that contains false, fraudulent, or clearly erroneous information; and (2) to amend a record or terminate registration, after notice and opportunity for hearing under the Vermont Administrative Procedure Act, if a person has submitted false or fraudulent information in a record, or submitted a record for filing in bad faith, without lawful authority, or to commit fraud or cause injury. A person aggrieved by the Secretary's decision under this section may appeal de novo to the civil division of the Washington superior court.

Study Provision

The proposal recommends certain topics for further study. The Secretary welcomes the opportunity to discuss which issues should be considered, and the best format for this process.

Specific Section-by-Section Explanation of Changes

Technical Corrections

See legislative proposal table for specific changes and explanations.

Harmonize Agent for Service of Process Provisions

- 11 V.S.A. § 995 – Adds agent for service of process requirement to general cooperative association statute. Currently an agent for service of process is not required for these entities.
- 11 V.S.A. § 996 – Specifies that a statement of change is the filing to change the agent for service of process.
- 11 V.S.A. § 1061 – Adds agent for service of process requirement for consolidated cooperative associations.
- 11 V.S.A. § 1621 – Harmonizes agent for service of process requirements for assumed business name, partnership, and unincorporated nonprofit associations. Currently applies to nonresident registrants, which is unchanged.
- 11 V.S.A. § 1628 - Specifies that a statement of change is the filing to change the agent for service of process.
- 11 V.S.A. §§ 1630-1634 - Repeals current agent for service of process provisions for assumed business name, partnerships, and unincorporated nonprofit associations in favor of standard provisions.
- 11 V.S.A. § 1655 – Creates standard provision for agent of service of process requirements across entity types.
- 11 V.S.A. § 3291 – Harmonizes agent for service of process requirements for domestic limited liability partnerships.
- 11 V.S.A. § 3302 - Harmonizes agent for service of process requirements for foreign limited liability partnerships.
- 11 V.S.A. § 3404 - Harmonizes agent for service of process requirements for domestic limited partnerships.
- 11 V.S.A. § 3482 - Harmonizes agent for service of process requirements for foreign limited partnerships.
- 11 V.S.A. § 4007 - Harmonizes agent for service of process requirements for domestic and foreign limited liability companies.
- 11 V.S.A. § 4008 - Specifies that a statement of change is the filing to change the agent for service of process for a limited liability company.
- 11 V.S.A. § 4009 – Harmonizes agent resignation process for limited liability companies. Current standard of 41 days for effective date of resignation is in error.
- 11 V.S.A. § 4012 – Harmonizes agent for service of process requirements for foreign limited liability companies.
- 11A V.S.A. § 2.02 – Harmonizes agent for service of process requirements in articles of incorporation for business corporations. Note: blends current term “registered agent” with standard term “agent for service of process.”
- 11A V.S.A. § 5.01 – Harmonizes agent for service of process requirements for business corporations. Note: blends current term “registered agent” with standard term “agent for service of process.”
- 11A V.S.A. § 5.02 - Specifies that a statement of change is the filing to change the agent for service of process for business corporations.
- 11A V.S.A. § 5.03 – Harmonizes agent resignation process for business corporations.

- 11A V.S.A. § 15.03 – Harmonizes agent for service of process requirements in application for certificate of authority for foreign business corporations. Note: blends current term “registered agent” with standard term “agent for service of process.”
- 11A V.S.A. § 15.07 – Harmonizes agent for service of process requirements for foreign business corporations. Note: blends current term “registered agent” with standard term “agent for service of process.”
- 11A V.S.A. § 15.08 - Specifies that a statement of change is the filing to change the agent for service of process for foreign business corporations.
- 11A V.S.A. § 15.09 – Harmonizes agent resignation process for foreign business corporations.
- 11B V.S.A. § 2.02 – Harmonizes agent for service of process requirements in articles of incorporation for domestic nonprofit corporations. Note: blends current term “registered agent” with standard term “agent for service of process.”
- 11B V.S.A. § 5.01 – Adds a new provision to require an agent for service of process for domestic nonprofit corporations, consistent with standard. This requirement doesn’t appear in Title 11B, even though the Secretary of State has also interpreted this requirement to apply because other agent provisions do exist in statute, e.g., change of agent provisions, resignation provisions, and the requirement that a nonprofit must report agent information in its biennial report. This addition makes the requirement explicit in statute, identical to the business corporation provision.
- 11B V.S.A. § 5.02 - Specifies that a statement of change is the filing to change the agent for service of process for domestic nonprofit corporations.
- 11B V.S.A. § 5.03 – Harmonizes agent resignation process for domestic nonprofit corporations.
- 11B V.S.A. § 15.03 – Harmonizes agent for service of process requirements in application for certificate of authority for foreign nonprofit corporations. Note: blends current term “registered agent” with standard term “agent for service of process.”
- 11B V.S.A. § 15.07 – Harmonizes agent for service of process requirements for foreign nonprofit corporations.
- 11B V.S.A. § 15.08 - Specifies that a statement of change is the filing to change the agent for service of process for foreign nonprofit corporations.
- 11B V.S.A. § 15.09 – Harmonizes agent resignation process for foreign nonprofit corporations
- 11C V.S.A. § 117 – Harmonizes agent for service of process requirements for mutual benefit enterprises and foreign enterprises.
- 11C V.S.A. § 118 - Specifies that a statement of change is the filing to change the agent for service of process for a mutual benefit enterprise or foreign enterprise.
- 11C V.S.A. § 119 – Harmonizes agent resignation process for mutual benefit enterprise and foreign enterprise.

Harmonize Initial Filing and Annual/Biennial Report Provisions re: Principal Information and Contact Information

- 11 V.S.A. § 995 – Harmonize initial filing of general cooperative association to require “principal office” address, agent information, and business addresses for required principals. Make explicit that initial filing of general cooperative association may include optional principal information.
- 11 V.S.A. § 1061 – Make explicit that merger or consolidation filing of general cooperative association provides business addresses of directors and may include optional principal information.
- 11 V.S.A. § 1621 – Harmonize initial registration filing for assumed business name, partnership, and unincorporated nonprofit association to provide: address of principal office, business purpose, business address of individuals, and agent information for nonresident or individual with no Vermont address. Provide that a person with authority may sign the registration. Make explicit that registration may include optional principal information.
- 11 V.S.A. § 3293 – Harmonize annual report filing and specify that a limited liability partnership may update business purpose, email, address, and principal information in its annual report.
- 11 V.S.A. § 3411 - Harmonize initial filing of domestic limited partnership to require agent email information and business addresses for required principals. Make explicit that initial filing may include optional principal information.
- 11 V.S.A. § 3482 - Harmonize initial filing of foreign limited partnership to require agent email information. Make explicit that initial filing may include optional principal information.
- 11 V.S.A. § 4023 – Harmonize initial filing of domestic limited liability company to make explicit that articles of organization may include optional principal information.
- 11 V.S.A. § 4033 – Harmonize annual report of domestic limited liability company to require agent email information and specify that a limited liability company may update business purpose, email, address, and principal information in its annual report.
- 11 V.S.A. § 4112 – Harmonize initial filing of foreign limited liability company to make explicit that articles of organization may include optional principal information and other matters not inconsistent with law.
- 11A V.S.A. § 2.02 – Harmonize initial filing of domestic business corporation to include email address of agent and make explicit that articles of incorporation may include optional principal information.
- 11A V.S.A. § 15.03 – Harmonize initial filing of foreign business corporation to include email address of agent and make explicit that filing may include optional principal information.
- 11A V.S.A. § 16.22 – Harmonize annual report of domestic and foreign business corporation to require agent email information and specify that a corporation may update business purpose, email, address, and principal information in its annual report.
- 11B V.S.A. § 2.02 – Harmonize initial filing of domestic nonprofit corporation to include email address of agent and make explicit that articles of incorporation may include optional principal information.

- 11B V.S.A. § 15.03 – Harmonize initial filing of foreign nonprofit corporation to include email address of agent and make explicit that certificate of authority may include optional principal information.
- 11B V.S.A. § 16.22 – Harmonize biennial report of domestic and foreign nonprofit corporation to require agent email information and specify that a nonprofit corporation may update business purpose, email, address, and principal information in its biennial report.
- 11C V.S.A. § 207 – Harmonize annual report of mutual benefit enterprise and foreign enterprise to only use term “address” (system requires street and allows mailing for all addresses) and make explicit that an enterprise may update business purpose, email, address, and principal information in its annual report.
- 11C V.S.A. § 117 – Harmonize initial filing for foreign enterprise to make explicit that application for certificate of authority may include optional principal information.

Harmonize Name Provisions

- 11 V.S.A. § 1621a – Harmonize reserved name provisions across entities. Current section 1621a is the basic standard for reserved names proposed in 11 V.S.A. § 1652, which allows reservation for 120 days, without a specific renewal period or renewal limit. A reserved name may be transferred. Current § 1621a is ambiguous, both in its placement in chapter 15 (immediately following the registration provisions in § 1621 that only apply to assumed business names, partnerships, and UNAs) and in that it technically applies universally (because it uses the term “person”) but also specifies “copartnership” and “association.” The proposal repeals this provision and adds in its place a standard provision governing reserved business names in 11 V.S.A. § 1652.
- 11 V.S.A. § 1623 – Harmonize assumed business name provisions for business organizations. Currently, both § 1621 and § 1623 apply to any assumed business name (because section 1621 uses the term “person:), which is confusing, redundant, and inconsistent. Section 1623 is intended to apply to business organizations (not individuals), but is underinclusive (e.g., does not reference cooperative associations or foreign enterprises). It also purports to apply all provision of 11 V.S.A. chapter 15 to an assumed name registrant, even though chapter 15 is only applicable to assumed name, partnership, and UNA registrants. The proposal repeals this provision and adds in its place a standard provision governing assumed business name registrations for business organizations in 11 V.S.A. § 1653. Note – the proposal does not change the 5-year registration/reregistration cycle for assumed business names, nor significantly change the associated fees.
- 11 V.S.A. § 3403 – Harmonize reserved name provisions for limited partnerships. The LP reserved name provisions imposes a limit of two successive renewal periods of 120 days each. The name may be transferred.
- 11 V.S.A. § 4006 – Harmonize reserved name provisions for limited liability companies. The LLC reserved name provisions allow successive renewals, without limit, for 120-day periods, which must be filed in the 45 days preceding expiration. A reserved name under the LLC act may be “assigned” by a notice of assignment, instead of “transferred.” The LLC act allows the name holder to terminate the name reservation by filing a notice of withdrawal of name reservation.

- 11A V.S.A. § 4.02 – Harmonize reserved name provisions for business corporations. For corporations, a name may be reserved for 120 days, with a maximum of two renewals. The name may be transferred.
- 11A V.S.A. § 4.03 – Clarify that a foreign corporation may register an alternate name in this State, in the case its foreign name is not available for use in this State.
- 11A V.S.A. § 15.06 – Clarify that a foreign corporation may adopt an “alternate name” and does not have to register an assumed business name under 11 V.S.A. chapter 15 if its foreign name is not available for use in this State.
- 11B V.S.A. § 4.02 – Harmonize reserved name provisions for nonprofit corporations. For nonprofit corporations, a name may be reserved for 120 days, with a maximum of two renewals. The name may be transferred.
- 11B V.S.A. § 4.03 – Clarify that a foreign nonprofit corporation may register an alternate name in this State, in the case its foreign name is not available for use in this State.
- 11B V.S.A. § 15.06 – Clarify that a foreign nonprofit corporation may adopt an “alternate name” and does not have to register an assumed business name under 11 V.S.A. chapter 15 if its foreign name is not available for use in this State.
- 11C V.S.A. § 112 – Harmonize reserved name provisions for mutual benefit enterprise and foreign enterprise. An MBE may reserve a name for 120 days, and the reservation is non-renewable. A name may be transferred.

Harmonize Service of Process Provisions

- 11 V.S.A. § 1627 – Harmonize service of process provisions for assumed name registrants, partnerships, and unincorporated nonprofit associations. See proposed 11 V.S.A. § 1656.
- 11 V.S.A. § 1656 – Proposal adds a standard provision for service of process on the Secretary of State, the substance of which is a composite of elements of other SoP provisions.
- 11 V.S.A. § 4010 – Harmonize service of process provisions for limited liability companies. See proposed 11 V.S.A. § 1656.
- 11A V.S.A. § 5.04 – Harmonize service of process provisions for business corporations. See proposed 11 V.S.A. § 1656.
- 11A V.S.A. § 15.10 – Harmonize service of process provisions for foreign business corporations. See proposed 11 V.S.A. § 1656.
- 11B V.S.A. § 5.04 – Harmonize service of process provisions for nonprofit corporations. See proposed 11 V.S.A. § 1656.
- 11B V.S.A. § 15.10 – Harmonize service of process provisions for foreign nonprofit corporations. See proposed 11 V.S.A. § 1656.
- 11C V.S.A. § 120 – Harmonize service of process provisions for mutual benefit enterprises and foreign enterprises. See proposed 11 V.S.A. § 1656.
- 12 V.S.A. §§ 851-858. Harmonize service of process provisions for all entity types. These provisions in title 12 apply to foreign businesses operating in Vermont and are largely archaic. The revisions harmonize substantive SoP provisions and fees with current practice and proposed 11 V.S.A. § 1656.

- 30 V.S.A. § 3037 – Harmonize service of process provisions for energy/utility cooperatives. See proposed 11 V.S.A. § 1656.

Administrative Procedure and Authority

- 11 V.S.A. § 1624 – Harmonize authority to adopt forms, procedures, and rules. See proposed 11 V.S.A. § 1639.
- 11 V.S.A. § 1628 – Harmonize filings available to assumed business names, partnerships, and unincorporated nonprofit associations. Currently these registrants are unable to file amendments to their registrations, except in the case an individual, partner, or member leaves the organization. Otherwise, they must terminate their registration and file a new registration with updated information. The proposal specifically authorizes amendments, statements of change, and closure filings, which are available for other business entity types.
- 11 V.S.A. § 1638 – Adds administrative authority of two kinds, which are not currently available to the Secretary of State: (1) to reject a record that contains false, fraudulent, or clearly erroneous information; and (2) to amend a record or terminate registration, after notice and opportunity for hearing under the Vermont Administrative Procedure Act, if a person has submitted false or fraudulent information in a record, or submitted a record for filing in bad faith, without lawful authority, or to commit fraud or cause injury. An appeal de novo is available.
- 11 V.S.A. § 1639 – Adds a standard provision granting authority to the Secretary of State to adopt forms, procedures, and rules to implement the processes and provisions governing business registrations in this State. Currently this authority is provided in governing statutes for some business entity types, but not others.

Study Provision

See table.