
OLR Bill Analysis

sSB 294

AN ACT CONCERNING TRADE NAMES, FRAUDULENT FILINGS, IMPERMISSIBLE BUSINESS SOLICITATIONS, DISSOLUTION OF CORPORATIONS, THE ISSUANCE OF AN APOSTILLE AND FEES CHARGED BY A NOTARY.

SUMMARY

This bill makes various changes in laws that govern certain business entities operating in the state. Primarily, it does the following:

1. expands the trade name law to, among other things, (a) require town clerks to record them and have trade name certificates issued from the Connecticut Trade Name Registry; (b) prohibit the use of specific words in trade names; (c) modify trade name renewal, amendment, and cancellation procedures; (d) set record retention requirements for town clerks; and (e) specify when a trade name record is considered presumptive evidence (§§ 1-5);
2. expands the options available to the secretary when she is unable to verify a business entity's data in the Connecticut Business Register (§ 6);
3. sets the requirements for most individuals or entities that solicit a fee for filing a document with, or retrieving a copy of one from, the secretary of the state (SOTS), and makes a violation a deceptive act or practice (§ 7);
4. creates an exception for certain domestic corporations regarding electronic communication from SOTS on administrative dissolutions (§§ 8 & 9);
5. sets procedures for SOTS to issue an apostille or authentication (§§ 10 & 11);
6. increases the maximum fee a notary public may charge for

performing notarial acts (§ 13); and

7. authorizes the secretary to adopt regulations to specify processes and procedures (a) applicable to apostilles and authentications and (b) to determine whether to take corrective action on a notary's commission (§§ 11 & 12).

It also makes technical and conforming changes.

EFFECTIVE DATE: Upon passage, except the provisions on (1) the notary fee increases are effective July 1, 2026; (2) trade names and the Connecticut business register are effective October 1, 2026; and (3) solicitations are effective January 1, 2027.

§§ 1-5 — TRADE NAMES

Trade Name Application and Recording (§ 1)

Current law prohibits anyone, including business entities, from transacting business in Connecticut under a name or designation other than the person's real name, unless a trade name certificate has been issued by the town clerk in the town that is the business's principal location. The bill instead allows it if the trade name has been recorded and a certificate evidencing the trade name was issued, through a substantially similar process to current law.

Under the bill, a trade name must be recorded by submitting a trade name application, using a SOTS-prescribed form, to the town clerk's office in the town where the business is, or will be, principally transacted, as is the case for applications for trade name certificates under current law.

Current law requires an executed application for a trade name certificate to be acknowledged before an authority qualified to administer oaths. The bill instead requires a trade name application to be acknowledged before an authority qualified to take acknowledgments under the Uniform Acknowledgment Act, which provides for acknowledgements made in Connecticut, other states, or a U.S. territory or possession, or other countries.

Business Organizations. Under the law, there are separate applications for natural persons and business organizations. Under current law, a “business organization” is any corporation, limited partnership (LP), limited liability partnership (LLP), or limited liability company (LLC) on record with SOTS. The bill specifies that this includes all business entities, whether foreign or domestic, on record with SOTS.

The bill prohibits business organizations from filing a trade name application unless the business is active and has filed all required annual reports with SOTS. Under the bill, all trade names issued to the organization are deemed canceled upon the business organization’s dissolution, withdrawal, forfeiture, or revocation.

Restricted Words in Trade Names (§ 5)

Starting October 1, 2026, the bill prohibits any trade name from containing the words in the table below.

Table: Prohibited Words in Trade Names Under the Bill

Professional Corporation*	Limited Liability Company	Limited Partnership	Statutory Trust
Incorporated*	LLC or L.L.C.	Registered Limited Liability Partnership	Limited Liability Trust
Corporation*	Professional Limited Liability Company	Limited Liability Partnership	Limited or Ltd.
Societa Per Azioni*	PLLC or P.L.L.C.	LLP or L.L.P.	LLT or L.L.T.

*Or any abbreviation

The bill makes any trade name accepted by a town clerk and entered on the Connecticut Trade Name Registry void by operation of law if it contains a prohibited word and authorizes the secretary to void the record.

It also prohibits anyone from using, in printed advertising, an assumed or fictitious name to do the person’s business that includes the term “company” to suggest that the business is a corporation or LLC unless the business is in fact a corporation or LLC.

Trade Name Certificates (§ 1)

The bill specifies that when a town clerk accepts a trade name application, a trade name certificate evidencing the trade name must be issued from the Connecticut Trade Name Registry (see § 3 below). As under current law, the trade name on the certificate is valid for five years from the date it was issued. Under the bill, trade names recorded before January 1, 2025, expire on December 31, 2029, as is the case under current law for certificates issued before that date. Under existing law and the bill, a trade name in existence before January 1, 2025, may be renewed for another five years from the date the town clerk accepts the renewal.

Renewals, Amendments, and Cancellations (§ 2)

Current law allows trade name certificates to be renewed between six months before the certificate expires and the expiration date. The bill removes this limitation. As under current law for trade name certificates, a trade name renewal application must be on a SOTS-prescribed form and provide the information required in the initial application.

Upon accepting the renewal application, current law requires the town clerk to issue a new certificate, which is valid for five years from the previous certificate's expiration date. The bill (1) requires that a renewal certificate be issued by the Connecticut Trade Name Registry and (2) makes the trade name valid for five years from when the renewal application was accepted. The bill further specifies that when SOTS accepts the renewal application, the previous trade name is deemed canceled.

The bill allows any person to apply for a new trade name at any time before the existing trade name expires. However, the town clerk must cancel any prior trade name the filer identifies as superseded by the new filing. Also, as under current law for certificates, the filer may cancel the trade name before its expiration by filing the cancellation with the town clerk where the trade name was filed. Correspondingly, the bill eliminates the filer's ability to amend any information in an original or renewal application for a certificate before its expiration.

Alphabetical Index and Connecticut Trade Name Registry (§ 3)

Current law requires each town clerk to keep an alphabetical index of trade name certificates issued for individuals and business organizations. The bill limits this to trade names filed on or before December 31, 2024, and instead creates new retention requirements (see below).

Current law requires SOTS to create an electronic system for town clerks to process trade name certificate applications and allows the secretary to require that town clerks use it. The bill instead applies these provisions to processing trade names in the Connecticut Trade Name Registry. Relatedly, the bill eliminates a provision deeming town clerks using the electronic system compliant with the index requirement.

Record Retention and Presumptive Evidence (§ 4)

The bill requires town clerks to keep all trade name records received and created, regardless of the date, in keeping with the record retention periods set by the Public Records Administrator.

Under current law, a copy of any trade name certificate that the issuing town clerk certifies is presumptive evidence in all courts in the state of the facts the certificate contains.

Under the bill, for any trade name record received on or:

1. before December 31, 2024, current law applies, and
2. after January 1, 2025, a copy of the record, as reflected on the Connecticut Trade Name Registry and bearing a facsimile of the secretary's signature, is presumptive evidence in all courts in Connecticut of the facts in the trade name record.

Exemptions (§ 4)

Existing law exempts from the trade name laws, SOTS-registered LLPs, corporations, and statutory trusts, domestic or foreign limited partnerships and LLCs, if they transact business under the name stated in their formation or registration document, as applicable, filed with SOTS.

The bill specifies that “the name stated in its formation or registration document” does not include any business designator required by law for professional services corporations, business corporations, or non-stock corporations; or under the Uniform LLC Act, the Uniform Partnership Act, Uniform Limited Partnership Act, or the Connecticut Statutory Trust Act; or any other state law requiring a business organization to use specific phrases, words, or abbreviations in its name registered with SOTS.

§ 6 — CONNECTICUT BUSINESS REGISTER

The Connecticut Business Registry is the data and filing history of all businesses that form or register with SOTS as a corporation, LP, LLP, professional association, LLC, or Statutory Trust and made available to the public on the state’s centralized business website.

The law allows the secretary to verify data that is submitted to the Connecticut Business Registry and confirm whether it was authorized by the registered business entity for which it is filed. Existing law allows the secretary to administratively dissolve, forfeit, revoke or cancel any registered business entity whose data she cannot verify. The bill allows the secretary to also redact any address and name that cannot be verified from any relevant finding.

If a filing was made for a legitimate entity, and the Secretary cannot verify the data, the bill allows her to mark each unauthorized filing for the entity to notify the public that the filing is unauthorized and restore the data that was on the registry before the unauthorized filing.

§ 7 — SOLICITATIONS

The bill sets the requirements for any person (individuals, communities, companies, corporations, public or private, LLCs, societies, and associations) that solicits (directly advertises to a person) a fee for filing a document with, or retrieving a copy or certified copy of a certificate or public record from, SOTS and makes a violation a deceptive act or practice under the Connecticut Unfair Trade Practices Act (CUTPA) (see BACKGROUND).

These requirements do not apply to the federal government, the state, a state agency, or a local government. They also do not apply to (1) communication initiated by a consumer or (2) advertising or marketing to a person with whom the solicitor has a current or former commercial relationship.

It also prohibits any person from using a format, deadline dates, or other language that makes the document appear to be issued by the federal government, the state, a state agency, or a local government, or that appears to impose a legal duty on the person being solicited.

Solicitation Requirements

Any person who solicits under the bill must do the following:

1. include a statement in the solicitation, in the same language as the solicitation, that is identical or substantially similar to the following: *“This is an advertisement. This offer is not being made by, or on behalf of, any government agency. You are not required to make any payment or take any other action in response to this offer”*;
2. if the solicitation is in writing, the above statement must be in at least 24-point type and located at the top of the physical document or the beginning of the electronic communication;
3. include, in the case of mailed solicitation, the words “THIS IS NOT A GOVERNMENT DOCUMENT” in 24-point type and all capital letters on the envelope, outside cover, or wrapper in which it is mailed; and
4. include in the solicitation (a) information on where the person can file a document directly with SOTS or retrieve a copy or certified copy of a certificate or public record and (b) the name of the person making the solicitation and their physical address, which may not be a post office box.

§§ 8 & 9 — ADMINISTRATIVE DISSOLUTION OF CORPORATIONS

The law allows the secretary to administratively dissolve a corporation under certain circumstances, such as when the corporation

defaults on filing its required annual report.

Under existing law, when a business corporation or non-stock corporation is more than one year in default of filing its annual report, the secretary may notify the corporation of the pending dissolution by sending an email to the email address last shown on the secretary's records. The bill makes an exception for domestic corporations that have not yet filed an annual report or do not have an email address on record, in which case the notice may be sent by first class mail to any one of the incorporators listed on the certificate of incorporation.

§§ 10 & 11 — APOSTILLES AND AUTHENTICATIONS

Issuance of Apostilles and Authentications (§ 11)

The bill allows SOTS to issue an apostille or authentication, as applicable, in paper or electronic format, unless otherwise prohibited by the Hague Convention or federal law.

Under the bill, an “apostille” is a certificate that authenticates the signature, official position, and seal of an attesting officer under Connecticut laws, as specified by the Hague Convention of 5 October 1961 Abolishing the Requirement of Legalisation for Foreign Public Documents when a record is to be sent to a country that is a signatory to the Hague Convention.

“Authentication” is a certificate that authenticates the signature, official position, and seal of an attesting officer under Connecticut laws when a record is to be sent to a country that is not a signatory to the Hague Convention.

“Hague Convention” means the Hague Convention of 5 October 1961 Abolishing the Requirement of Legalisation for Foreign Public Documents to which the United States of America is a contracting authority, and SOTS is a designated competent authority.

Electronic Format. Under the bill, an apostille or authentication issued by the secretary in an electronic format has the same force and effect as an apostille or authentication issued on paper. Correspondingly, the fee for the electronic format is the same as in paper

(see below).

Regulations. The bill authorizes the secretary to adopt regulations, specifying the processes and procedures applicable to apostilles and authentications in keeping with her authority under the bill and as a competent authority under the Hague Convention.

SOTS Fees (§ 10)

The law specifies the fees that SOTS must receive for filing, recording, or furnishing copies of certain documenters.

Under current law, the secretary must receive \$40 for certifying the incumbency of a probate court judge, notary public, or other official. Under the bill, \$40 is the per document fee for authenticating the incumbency of these officials or issuing an apostille as specified by the Hague Convention. When the apostille or authentication is in connection with an adoption of a child, the bill requires the fee to be \$15, as is the case under current law when certifying an official's incumbency in connection to an adoption.

§§ 12 & 13 — NOTARIES

Regulations for Actions SOTS May Take on a Notary's Commission (§ 12)

The law authorizes the Secretary to deliver a written, official warning and reprimand to a notary, or revoke or suspend a notary's appointment, because of (1) the notary's official misconduct, (2) any ground for which an application for appointment as a notary may be denied, or (3) a violation of the law by the notary.

The bill authorizes the secretary to adopt regulations specifying the processes and procedures the Secretary uses to determine whether to warn, reprimand, suspend, or revoke a notary's commission.

Maximum Fees (§ 13)

The bill increases, from \$5 to \$10, the maximum fee a notary public may charge for performing notarial acts. It also ties the additional amount that notaries may charge for mileage to the IRS business standard mileage rate (72.5 cents for 2026), instead of the current 35

cents per mile rate.

BACKGROUND

Connecticut Unfair Trade Practices Act (CUTPA)

The law prohibits businesses from engaging in unfair and deceptive acts or practices. CUTPA allows the consumer protection commissioner to issue regulations defining what constitutes an unfair trade practice, investigate complaints, issue cease and desist orders, order restitution in cases involving less than \$10,000, enter into consent agreements, ask the attorney general to seek injunctive relief, and accept voluntary statements of compliance. It also allows individuals to sue. Courts may issue restraining orders; award actual and punitive damages, costs, and reasonable attorney's fees; and impose civil penalties of up to \$5,000 for willful violations and \$25,000 for violation of a restraining order.

Related Bill

sSB 461 (File 568), reported favorably by the Government Administration and Elections Committee, provides for dissolving a corporation or revoking its authority to do business in this state if it makes campaign finance expenditures outside of a political committee it established.

COMMITTEE ACTION

Judiciary Committee

Joint Favorable Substitute

Yea 41 Nay 0 (03/30/2026)