

HB 406-FN - AS AMENDED BY THE HOUSE

26Mar2025... 0960h

2025 SESSION

25-0850

07/05

HOUSE BILL **406-FN**

AN ACT relative to the formation of fraudulent businesses.

SPONSORS: Rep. Bay, Straf. 21; Rep. Grill, Hills. 18; Rep. Hunt, Ches. 14; Rep. Burroughs, Carr. 2; Sen. Fenton, Dist 10

COMMITTEE: Commerce and Consumer Affairs

ANALYSIS

This bill:

- I. Establishes a registry of registered agents for New Hampshire businesses.
- II. Allows corporations to restate their articles of incorporation.
- III. Enables the secretary of state to verify and prevent fraudulent business formations.
- IV. Creates penalties for individuals who fraudulently formulate businesses.

The bill is a request of the secretary of state.

Explanation: Matter added to current law appears in ***bold italics***.
Matter removed from current law appears [~~in brackets and struckthrough.~~]
Matter which is either (a) all new or (b) repealed and reenacted appears in regular type.

STATE OF NEW HAMPSHIRE

In the Year of Our Lord Two Thousand Twenty Five

AN ACT relative to the formation of fraudulent businesses.

Be it Enacted by the Senate and House of Representatives in General Court convened:

1 1 New Section; Registered Agents Listed in New Hampshire Business Registry. Amend RSA 5
2 by inserting after section 15-c the following new section:

3 5:15-d Registered Agents Listed in New Hampshire Business Registry.

4 I. The following requirements apply to any registered agent required to be appointed by law
5 for any corporation, limited liability company, limited liability partnership, limited partnership, or
6 any other business formation or entity required to be registered with the secretary of state:

7 (a) If the agent is a natural person, the person shall be 18 years of age or older and be a
8 resident of New Hampshire during all such times as the person is named as agent.

9 II. If the agent is another registered business entity, such entity shall be in good standing
10 with the secretary of state. For the purposes of this section, "good standing" means the registered
11 business entity is active on the secretary's records and compliant with its legal obligation to file
12 annual reports and/or pay annual fees as applicable, and maintain a registered agent and registered
13 office.

14 III. No corporation, limited liability company, partnership, or other business entity required
15 to maintain a registered office in this state shall designate the address of a commercial postal box
16 provider, virtual office, mail forwarding service, or any similar service as its registered office
17 address. For the purposes of this section, "commercial postal box provider" means any business or
18 entity primarily engaged in providing mail-receiving, forwarding, or virtual office services, including,
19 but not limited to, those operating under private mailbox agreements or offering mail-handling
20 services without providing a dedicated physical office space for the business entity.

21 2 Corporations, Associations, and Proprietors of Common Lands; Voluntary Corporations and
22 Associations; Change of Name; Amending Articles. Amend RSA 292:7 to read as follows:

23 292:7 Change of Name; Amending Articles. Any corporation now or hereafter organized or
24 registered in accordance with the provisions of this chapter, and any existing corporation which may
25 have been so organized or registered, may change its name, increase or decrease its capital stock or
26 membership certificates, merge with or acquire any other corporation formed pursuant to this
27 chapter, **restate**, or amend its articles of agreement, by a majority vote of such corporation's board of
28 directors or trustees, at a meeting duly called for that purpose, and by recording a certified copy of
29 such vote in the office of the secretary of state and in the office of the clerk of the town or city in this
30 state which is its principal place of business. In the case of a foreign nonprofit corporation registered
31 in New Hampshire, a copy of the amendment or plan of merger, certified by the proper officer of the

1 state of incorporation, shall be filed with the secretary of state, together with the fee provided in
2 RSA 292:5. The surviving corporation in a merger shall continue to have all the authority and
3 powers vested in the merging corporations, including any powers previously conferred upon them by
4 the legislature.

5 3 Corporations, Associations, and Proprietors of Common Lands; New Hampshire Business
6 Corporation Act; Secretary of State; Powers. Amend RSA 293-A:1.30 to read as follows:

7 293-A:1.30 Powers.

8 (a) The secretary of state has the power reasonably necessary to perform the duties
9 required of the secretary [~~of state~~] by this chapter.

10 (b) *The secretary of state may take the following necessary measures to prevent*
11 *the fraudulent submission of data to cancel filings found to be unauthorized or fraudulent*
12 *from the New Hampshire business registry:*

13 (1) *An individual or business may submit a sworn statement in a format*
14 *prescribed by the secretary of state to report if they know or suspect that their identity or*
15 *business information has been used to form a business entity without their knowledge or*
16 *consent.*

17 (2) *An individual or business may submit a sworn statement in a format*
18 *prescribed by the secretary of state to report if an unauthorized party has submitted*
19 *changes to their business information, including officer, director, manager and/or member*
20 *information without their knowledge or consent.*

21 4 New Section; Actions Prohibited. Amend RSA 293-A by inserting after section 1.38 the
22 following new section:

23 293-A:1.39 Actions Prohibited.

24 I. The following actions are prohibited with respect to any data, document or record
25 submitted to the secretary of state on behalf of a business entity under RSA 292, 293-A, 293-B, 301,
26 301-A, 301-B, 304-B, 304-C, 305-A, 349, or 564-F:

27 (a) Including the name of a person on a document filed with the secretary of state under
28 RSA 292, 293-A, 293-B, 301, 301-A, 301-B, 304-B, 304-C, 305-A, 349, or 564-F without the named
29 person's knowledge or consent, if the person is included in the filing as:

30 (1) The registered agent;

31 (2) The person causing the document to be delivered to the secretary for filing;

32 (3) The person incorporating, forming or organizing an entity;

33 (4) The person named as officer, director, member, manager, partner or other
34 principal of the entity; or

35 (5) Any other person required under RSA 292, 293-A, 293-B, 301, 301-A, 301-B, 304-
36 B, 304-C, 305-A, 349, or 564-F to be identified in a document filed with the secretary.

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1 (b) Including a business, mailing, or registered office address in a document filed with
2 the secretary of state under RSA 292, 293-A, 293-B, 301, 301-A, 301-B, 304-B, 304-C, 305-A, 349, or
3 564-F without the consent of the owner or occupant of the included address.

4 (c) Delivering a document regarding an entity to the secretary of state if the person who
5 makes the delivery lacks the authority to do so.

6 II. An intentional violation of this section in connection with a filing with the secretary of
7 state shall be subject to a penalty as provided in RSA 293-A:1.29.

8 5 New Paragraph; Corporations, Associations, and Proprietors of Common Lands; New
9 Hampshire Business Corporation Act; Definitions. Amend RSA 293-A:1.40 by inserting after
10 paragraph (14A) the following new paragraph:

11 (14B) "New Hampshire business registry" means the data and filing history of all
12 businesses that form or register with the secretary of state under RSA 292, 293-A, 293-B, 301, 301-A,
13 301-B, 304-B, 304-C, 305-A, 349, and 564-F and made available to the public on the state's
14 centralized business Internet web site.

15 6 New Paragraph; Corporations, Associations, and Proprietors of Common Lands; New
16 Hampshire Business Corporation Act; Definitions. Amend RSA 293-A:1.40 by inserting after
17 paragraph (19) the following new paragraph:

18 (19A) "Registered business entity" means any corporation, limited liability company,
19 limited liability partnership, limited partnership, statutory trust or any other business entity on the
20 New Hampshire business registry.

21 7 Effective Date. This act shall take effect January 1, 2026.

LBA
25-0850
3/31/25

**HB 406-FN- FISCAL NOTE
AS AMENDED BY THE HOUSE (AMENDMENT #2025-0960h)**

AN ACT relative to the formation of fraudulent businesses.

FISCAL IMPACT:

The Legislative Budget Assistant has determined that this legislation has a total fiscal impact of less than \$10,000 in each of the fiscal years 2025 through 2028.

AGENCIES CONTACTED:

Department of State