

CHAPTER 185
HB 406-FN - FINAL VERSION

26Mar2025... 0960h
26Jun2025... 2872EBA

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 struck through.]~~
Matter which is either (a) all new or (b) repealed and reenacted appears in regular type.

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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:

1 185:1 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 requirement shall apply to any registered agent required to be appointed by law
5 for any corporation, limited liability company, limited liability partnership, limited partnership, or any other
6 business formation or entity required to be registered with the secretary of state: if the agent is a natural
7 person, the person shall be 18 years of age or older and be a resident of New Hampshire during all such
8 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 with the
10 secretary of state. For the purposes of this section, "good standing" means the registered business entity
11 is active on the secretary's records and compliant with its legal obligation to file annual reports and/or pay
12 annual fees as applicable, and maintain a registered agent and registered office.

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

20 185:2 Corporations, Associations, and Proprietors of Common Lands; Voluntary Corporations and
21 Associations; Change of Name; Amending Articles. Amend RSA 292:7 to read as follows:

22 292:7 Change of Name; Amending Articles. Any corporation now or hereafter organized or
23 registered in accordance with the provisions of this chapter, and any existing corporation which may have
24 been so organized or registered, may change its name, increase or decrease its capital stock or
25 membership certificates, merge with or acquire any other corporation formed pursuant to this chapter,
26 **restate**, or amend its articles of agreement, by a majority vote of such corporation's board of directors or
27 trustees, at a meeting duly called for that purpose, and by recording a certified copy of such vote in the
28 office of the secretary of state and in the office of the clerk of the town or city in this state which is its
29 principal place of business. In the case of a foreign nonprofit corporation registered in New Hampshire, a
30 copy of the amendment or plan of merger, certified by the proper officer of the state of incorporation, shall
31 be filed with the secretary of state, together with the fee provided in RSA 292:5. The surviving corporation

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1 in a merger shall continue to have all the authority and powers vested in the merging corporations,
2 including any powers previously conferred upon them by the legislature.

3 185:3 Corporations, Associations, and Proprietors of Common Lands; New Hampshire Business
4 Corporation Act; Secretary of State; Powers. Amend RSA 293-A:1.30 to read as follows:

5 293-A:1.30 Powers.

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

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

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

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

17 185:4 New Section; Actions Prohibited. Amend RSA 293-A by inserting after section 1.38 the
18 following new section:

19 293-A:1.39 Actions Prohibited.

20 I. The following actions are prohibited with respect to any data, document or record submitted to
21 the secretary of state on behalf of a business entity under RSA 292, 293-A, 293-B, 301, 301-A, 301-B,
22 304-B, 304-C, 305-A, 349, or 564-F:

23 (a) Including the name of a person on a document filed with the secretary of state under RSA
24 292, 293-A, 293-B, 301, 301-A, 301-B, 304-B, 304-C, 305-A, 349, or 564-F without the named person's
25 knowledge or consent, if the person is included in the filing as:

26 (1) The registered agent;

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

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

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

31 (5) Any other person required under RSA 292, 293-A, 293-B, 301, 301-A, 301-B, 304-B,
32 304-C, 305-A, 349, or 564-F to be identified in a document filed with the secretary.

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

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

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

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1 185:5 New Paragraph; Corporations, Associations, and Proprietors of Common Lands; New
2 Hampshire Business Corporation Act; Definitions. Amend RSA 293-A:1.40 by inserting after paragraph
3 (14A) the following new paragraph:

4 (14B) "New Hampshire business registry" means the data and filing history of all
5 businesses that form or register with the secretary of state under RSA 292, 293-A, 293-B, 301, 301-A,
6 301-B, 304-B, 304-C, 305-A, 349, and 564-F and made available to the public on the state's centralized
7 business Internet web site.

8 185:6 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 paragraph
10 (19) the following new paragraph:

11 (19A) "Registered business entity" means any corporation, limited liability company,
12 limited liability partnership, limited partnership, statutory trust or any other business entity on the New
13 Hampshire business registry.

14 185:7 Effective Date. This act shall take effect January 1, 2026.

Approved: July 15, 2025
Effective Date: January 01, 2026

