§301-A. Corporate name

1. Prohibition. A corporate name may not contain language stating or implying that the corporation is organized for a purpose other than that permitted by section 201 and the corporation's articles of incorporation.
[PL 2003, c. 344, Pt. B, §9 (NEW).]

2. Distinguishable name. Except as authorized by subsections 3 and 4, a corporate name must be distinguishable on the records of the Secretary of State from:

A. The name of a corporation, limited liability company, limited liability partnership or limited partnership that is incorporated, organized or authorized to transact business or carry on activities in this State; [PL 2003, c. 344, Pt. B, §9 (NEW).]

B. Assumed, fictitious, reserved and registered name filings for all entities; and [PL 2003, c. 344, Pt. B, §9 (NEW).]

C. Marks registered under Title 10, chapter 301-A unless the registered owner or holder of the mark is the same person or entity as the corporation seeking to use a name that is not distinguishable on the records of the Secretary of State and files proof of ownership with the Secretary of State. [PL 2003, c. 344, Pt. B, §9 (NEW).]
[PL 2003, c. 344, Pt. B, §9 (NEW).]

3. Refuse to file name. The Secretary of State, in the Secretary of State's discretion, may refuse to file a name that:

A. Consists of or comprises language that is obscene; [PL 2003, c. 344, Pt. B, §9 (NEW).]

B. Inappropriately promotes abusive or unlawful activity; [PL 2003, c. 344, Pt. B, §9 (NEW).]

C. Falsely suggests an association with public institutions; or [PL 2003, c. 344, Pt. B, §9 (NEW).]

D. Violates any other provision of the law of this State with respect to names. [PL 2003, c. 344, Pt. B, §9 (NEW).]
[PL 2003, c. 344, Pt. B, §9 (NEW).]

4. Authorization to use name. A corporation may apply to the Secretary of State for authorization to use a name that is not distinguishable on the records of the Secretary of State from one or more of the names described in subsection 2. The Secretary of State shall authorize use of the name applied for if:

A. The entity in possession of the name consents to the use in writing and submits an undertaking in a form satisfactory to the Secretary of State as provided in sections 104 and 106 or as provided in the applicable law for that entity to change its name to a name that is distinguishable on the records of the Secretary of State from the name of the applicant; or [PL 2003, c. 344, Pt. B, §9 (NEW).]

B. The applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this State. [PL 2003, c. 344, Pt. B, §9 (NEW).]
[PL 2003, c. 344, Pt. B, §9 (NEW).]

5. Use of another corporation's name. A corporation may use the name, including the assumed or fictitious name, of another domestic or foreign corporation that is used in this State if the other corporation is incorporated or authorized to transact business in this State and the corporation proposing to use the name:

A. Has merged with the other corporation; [PL 2003, c. 344, Pt. B, §9 (NEW).]

B. Has been formed by reorganization of the other corporation; or [PL 2003, c. 344, Pt. B, §9 (NEW).]

C. Has acquired all or substantially all of the assets, including the corporate name, of the other corporation. [PL 2003, c. 344, Pt. B, §9 (NEW).]

[PL 2003, c. 344, Pt. B, §9 (NEW).]

6. Determining distinguishability. In determining whether names are distinguishable on the records, the Secretary of State shall disregard the following:

A. The words or abbreviations of words that describe the nature of the entity, including "professional association," "corporation," "company," "incorporated," "chartered," "limited," "limited partnership," "limited liability company," "professional limited liability company," "limited liability partnership," "registered limited liability partnership," "limited liability limited partnership," "service corporation" and "professional corporation"; [PL 2005, c. 543, Pt. D, §10 (AMD); PL 2005, c. 543, Pt. D, §18 (AFF).]

B. The presence or absence of the words or symbols of the words "and" and "the"; and [PL 2003, c. 344, Pt. B, §9 (NEW).]

C. The differences in the use of punctuation, capitalization or special characters. [PL 2003, c. 344, Pt. B, §9 (NEW).]

[PL 2005, c. 543, Pt. D, §10 (AMD); PL 2005, c. 543, Pt. D, §18 (AFF).]

7. Change of corporate name by foreign corporation. If a foreign corporation authorized to carry on activities in this State changes its corporate name to one that does not satisfy the requirements of this section, the foreign corporation may not carry on activities in this State under the proposed new name until it adopts a name satisfying the requirements of this section and files an amended application for authority under section 1207 that is accompanied by a statement of use of a fictitious name under section 308-A.

[PL 2003, c. 344, Pt. B, §9 (NEW).]

8. Violations of this section. If a corporation has in other respects complied with this Title and its articles of incorporation have been filed, or if a foreign corporation has in other respects satisfied this Title and has been authorized to carry on activities in this State, subsequent discovery of a violation of the foregoing provisions of this section does not invalidate its corporate existence or authority, but the courts of this State may, upon application of the State or of any interested or affected person, enjoin such violation and grant any other appropriate relief.

[PL 2003, c. 344, Pt. B, §9 (NEW).]

SECTION HISTORY

PL 2003, c. 344, §B9 (NEW). PL 2005, c. 543, §D10 (AMD). PL 2005, c. 543, §D18 (AFF).

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