

2 **SB 5065** - H COMM AMD

3 By Committee on Government Administration

4

5 Strike everything after the enacting clause and insert the  
6 following:

7 "**Sec. 1.** RCW 23B.04.010 and 1994 c 211 s 1304 are each amended to  
8 read as follows:

9 (1) A corporate name:

10 (a) Must contain the word "corporation," "incorporated," "company,"  
11 or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.;"

12 (b) Must not contain language stating or implying that the  
13 corporation is organized for a purpose other than those permitted by  
14 RCW 23B.03.010 and its articles of incorporation;

15 (c) Must not contain any of the following words or phrases:

16 "Bank," "banking," "banker," "trust," "cooperative," or any  
17 combination of the words "industrial" and "loan," or any combination of  
18 any two or more of the words "building," "savings," "loan," "home,"  
19 "association," and "society," or any other words or phrases prohibited  
20 by any statute of this state; and

21 (d) Except as authorized by subsections (2) and (3) of this  
22 section, must be distinguishable upon the records of the secretary of  
23 state from:

24 (i) The corporate name of a corporation incorporated or authorized  
25 to transact business in this state;

26 (ii) A corporate name reserved or registered under (~~RCW 23B.04.020~~  
27 ~~or 23B.04.030~~) chapter 23B.04 RCW;

28 (iii) The fictitious name adopted (~~pursuant to~~) under RCW  
29 23B.15.060 by a foreign corporation authorized to transact business in  
30 this state because its real name is unavailable;

31 (iv) The corporate name or reserved name of a not-for-profit  
32 corporation incorporated or authorized to conduct affairs in this state  
33 under chapter 24.03 RCW;

34 (v) The name or reserved name of a mutual corporation or  
35 miscellaneous corporation incorporated or authorized to do business  
36 under chapter 24.06 RCW;

1        (vi) The name or reserved name of a foreign or domestic limited  
2 partnership formed or registered under chapter ~~((25.08-0r))~~ 25.10 RCW;  
3 ~~((and~~

4        ~~(vi))~~ (vii) The name or reserved name of ~~((any))~~ a limited  
5 liability company organized or registered under chapter 25.15 RCW; and

6        (viii) The name or reserved name of a limited liability partnership  
7 registered under chapter 25.04 RCW.

8        (2) A corporation may apply to the secretary of state for  
9 authorization to use a name that is not distinguishable upon the  
10 records from one or more of the names described in subsection (1) of  
11 this section. The secretary of state shall authorize use of the name  
12 applied for if:

13        (a) The other corporation, company, holder, limited liability  
14 partnership, or limited partnership consents to the use in writing and  
15 files with the secretary of state documents necessary to change its  
16 name or the name reserved or registered to a name that is  
17 distinguishable upon the records of the secretary of state from the  
18 name of the applying corporation; or

19        (b) The applicant delivers to the secretary of state a certified  
20 copy of the final judgment of a court of competent jurisdiction  
21 establishing the applicant's right to use the name applied for in this  
22 state.

23        (3) A corporation may use the name, including the fictitious name,  
24 of another domestic or foreign corporation, ~~((or of another domestic or~~  
25 ~~foreign))~~ limited liability company, ~~((or of a domestic or foreign))~~  
26 limited partnership, or limited liability partnership, that is used in  
27 this state if the other ~~((corporation is incorporated or authorized to~~  
28 ~~transact business in this state, or if the limited liability company is~~  
29 ~~organized or authorized to transact business in this state, or if the~~  
30 ~~limited partnership))~~ entity is formed or authorized to transact  
31 business in this state, and the proposed user corporation:

32        (a) Has merged with the other corporation, limited liability  
33 company, or limited partnership; or

34        (b) Has been formed by reorganization of the other corporation.

35        (4) This title does not control the use of assumed business names  
36 or "trade names."

37        (5) A name shall not be considered distinguishable upon the records  
38 of the secretary of state by virtue of:

1 (a) A variation in (~~the designation, under subsection (1)(a) of~~  
2 ~~this section, used for the same name~~) any of the following  
3 designations for the same name: "Corporation," "incorporated,"  
4 "company," "limited," "partnership," "limited partnership," "limited  
5 liability company," or "limited liability partnership," or the  
6 abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP,"  
7 "L.L.P.," "LLC," or "L.L.C.";

8 (b) The addition or deletion of an article or conjunction such as  
9 "the" or "and" from the same name;

10 (c) Punctuation, capitalization, or special characters or symbols  
11 in the same name; or

12 (d) Use of abbreviation or the plural form of a word in the same  
13 name.

14 **Sec. 2.** RCW 23B.15.060 and 1989 c 165 s 174 are each amended to  
15 read as follows:

16 (1) No certificate of authority shall be issued to a foreign  
17 corporation unless the corporate name of such corporation:

18 (a) Contains the word "corporation," "incorporated," "company," or  
19 "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.";

20 (b) Does not contain language stating or implying that the  
21 corporation is organized for a purpose other than that permitted by RCW  
22 23B.03.010 and its articles of incorporation;

23 (c) Does not contain any of the following words or phrases: "Bank,"  
24 "banking," "banker," "trust," "cooperative," or any combination of the  
25 words "industrial" and "loan," or any combination of any two or more  
26 words "building," "savings," "loan," "home," "association," and  
27 "society," or any other words or phrases prohibited by any statute of  
28 this state; and

29 (d) Except as authorized by subsections (~~(+3)~~) (4) and (~~(+4)~~) (5)  
30 of this section, is distinguishable upon the records of the secretary  
31 of state from:

32 (i) The corporate name of a corporation incorporated or authorized  
33 to transact business in this state;

34 (ii) A corporate name reserved or registered under (~~RCW 23B.04.020~~  
35 ~~or 23B.04.030~~) chapter 23B.04 RCW;

36 (iii) The fictitious name adopted pursuant to subsection (~~(+2)~~)  
37 (3) of this section by a foreign corporation authorized to transact  
38 business in this state because its real name is unavailable;

1 (iv) The corporate name or reserved name of a not-for-profit  
2 corporation incorporated or authorized to conduct affairs in this state  
3 under chapter 24.03 RCW; ((and))

4 (v) The name or reserved name of a mutual corporation or  
5 miscellaneous corporation incorporated or authorized to do business  
6 under chapter 24.06 RCW;

7 (vi) The name or reserved name of a foreign or domestic limited  
8 partnership formed or registered under chapter 25.10 RCW;

9 (vii) The name or reserved name of any limited liability company  
10 organized or registered under chapter 25.15 RCW; and

11 (viii) The name or reserved name of any limited liability  
12 partnership registered under chapter 25.04 RCW.

13 (2) A name shall not be considered distinguishable under the same  
14 grounds as provided under RCW 23B.04.010.

15 (3) If the corporate name of a foreign corporation does not satisfy  
16 the requirements of subsection (1) of this section, the foreign  
17 corporation to obtain or maintain a certificate of authority to  
18 transact business in this state:

19 (a) May add the word "corporation," "incorporated," "company," or  
20 "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," to  
21 its corporate name for use in this state; or

22 (b) May use a fictitious name to transact business in this state if  
23 its real name is unavailable and it delivers to the secretary of state  
24 for filing a copy of the resolution of its board of directors,  
25 certified by its secretary, adopting the fictitious name.

26 ~~((+3))~~ (4) A foreign corporation may apply to the secretary of  
27 state for authorization to use a name that is not distinguishable upon  
28 the records from one or more of the names described in subsection  
29 (1)(d) of this section. The secretary of state shall authorize use of  
30 the name applied for if:

31 (a) The other corporation, company, holder, limited liability  
32 partnership, or limited partnership consents to the use in writing and  
33 files with the secretary of state documents necessary to change its  
34 name or the name reserved or registered to a name that is  
35 distinguishable upon the records of the secretary of state from the  
36 name of the applying corporation; or

37 (b) The applicant delivers to the secretary of state a certified  
38 copy of the final judgment of a court of competent jurisdiction

1 establishing the applicant's right to use the name applied for in this  
2 state.

3 ~~((4))~~ (5) A foreign corporation may use in this state the name,  
4 including the fictitious name, of another domestic or foreign  
5 corporation that is used in this state if the other corporation is  
6 incorporated or authorized to transact business in this state and the  
7 foreign corporation:

8 (a) Has merged with the other corporation; or

9 (b) Has been formed by reorganization of the other corporation.

10 ~~((5))~~ (6) If a foreign corporation authorized to transact  
11 business in this state changes its corporate name to one that does not  
12 satisfy the requirements of subsection (1) of this section, it may not  
13 transact business in this state under the changed name until it adopts  
14 a name satisfying such requirements and obtains an amended certificate  
15 of authority under RCW 23B.15.040.

16 **Sec. 3.** RCW 24.03.045 and 1994 c 211 s 1305 are each amended to  
17 read as follows:

18 The corporate name:

19 (1) Shall not contain any word or phrase which indicates or implies  
20 that it is organized for any purpose other than one or more of the  
21 purposes contained in its articles of incorporation.

22 (2) ~~((Shall not be the same as, or deceptively similar to, the name  
23 of any corporation, whether for profit or not for profit, existing  
24 under any act of this state, or any foreign corporation, whether for  
25 profit or not for profit, authorized to transact business or conduct  
26 affairs in this state, any foreign or domestic limited liability  
27 company on file with the secretary of state, any domestic or foreign  
28 limited partnership on file with the secretary, or a limited  
29 partnership existing under chapter 25.10 RCW, or a corporate name  
30 reserved or registered as permitted by the laws of this state. This  
31 subsection shall not apply if the applicant files with the secretary of  
32 state either of the following: (a) The written consent of the other  
33 corporation, limited liability company, limited partnership, or holder  
34 of a reserved name to use the same or deceptively similar name and one  
35 or more words are added or deleted to make the name distinguishable  
36 from the other name as determined by the secretary of state, or (b) a  
37 certified copy of a final decree of a court of competent jurisdiction  
38 establishing the prior right of the applicant to the use of the name in~~

1 ~~this state.~~) (a) Except as provided in (b) and (c) of this subsection,  
2 must be distinguishable upon the records of the secretary of state  
3 from:

4 (i) The corporate name or reserved name of a corporation or  
5 domestic corporation organized or authorized to transact business under  
6 this chapter;

7 (ii) A corporate name reserved or registered under chapter 23B.04  
8 RCW;

9 (iii) The fictitious name adopted under RCW 23B.15.060 by a foreign  
10 corporation authorized to transact business in this state because its  
11 real name is unavailable;

12 (iv) The name or reserved name of a mutual corporation or  
13 miscellaneous corporation incorporated or authorized to do business  
14 under chapter 24.06 RCW;

15 (v) The name or reserved name of a foreign or domestic limited  
16 partnership formed or registered under chapter 25.10 RCW;

17 (vi) The name or reserved name of a limited liability company  
18 organized or registered under chapter 25.15 RCW; and

19 (vii) The name or reserved name of a limited liability partnership  
20 registered under chapter 25.04 RCW.

21 (b) A corporation may apply to the secretary of state for  
22 authorization to use a name that is not distinguishable upon the  
23 records from one or more of the names described in (a) of this  
24 subsection. The secretary of state shall authorize use of the name  
25 applied for if:

26 (i) The other corporation, company, holder, limited liability  
27 partnership, or limited partnership consents to the use in writing and  
28 files with the secretary of state documents necessary to change its  
29 name or the name reserved or registered to a name that is  
30 distinguishable upon the records of the secretary of state from the  
31 name of the applying corporation; or

32 (ii) The applicant delivers to the secretary of state a certified  
33 copy of the final judgment of a court of competent jurisdiction  
34 establishing the applicant's right to use the name applied for in this  
35 state.

36 (c) A corporation may use the name, including the fictitious name,  
37 of another domestic or foreign corporation, limited liability company,  
38 limited partnership, or limited liability partnership, that is used in

1 this state if the other entity is formed or authorized to transact  
2 business in this state, and the proposed user corporation:

3 (i) Has merged with the other corporation, limited liability  
4 company, or limited partnership; or

5 (ii) Has been formed by reorganization of the other corporation.

6 (3) Shall be transliterated into letters of the English alphabet,  
7 if it is not in English.

8 (4) Shall not include or end with "incorporated," "company,"  
9 "corporation," "partnership," "limited partnership," or "Ltd.," or any  
10 abbreviation thereof, but may use "club," "league," "association,"  
11 "services," "committee," "fund," "society," "foundation," ". . . . .",  
12 a nonprofit corporation," or any name of like import.

13 (5) May only include the term "public benefit" or names of like  
14 import if the corporation has been designated as a public benefit  
15 nonprofit corporation by the secretary in accordance with this chapter.

16 (6) A name shall not be considered distinguishable upon the records  
17 of the secretary of state by virtue of:

18 (a) A variation in any of the following designations for the same  
19 name: "Corporation," "incorporated," "company," "limited,"  
20 "partnership," "limited partnership," "limited liability company," or  
21 "limited liability partnership," or the abbreviations "corp.," "inc.,"  
22 "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

23 (b) The addition or deletion of an article or conjunction such as  
24 "the" or "and" from the same name;

25 (c) Punctuation, capitalization, or special characters or symbols  
26 in the same name; or

27 (d) Use of abbreviation or the plural form of a word in the same  
28 name.

29 (7) This title does not control the use of assumed business names  
30 or "trade names."

31 **Sec. 4.** RCW 24.06.045 and 1995 c 337 s 22 are each amended to read  
32 as follows:

33 The corporate name:

34 (1) Shall not contain any word or phrase which indicates or implies  
35 that it is organized for any purpose other than one or more of the  
36 purposes contained in its articles of incorporation.

37 ~~(2) ((Shall not be the same as, or deceptively similar to, the name~~  
38 ~~of any corporation existing under any act of this state, or any foreign~~

1 corporation authorized to transact business or conduct affairs in this  
2 state under any act of this state, or the name of any limited liability  
3 company organized or authorized to transact business under any act of  
4 this state, the name of a domestic or foreign limited partnership on  
5 file with the secretary, or a corporate name reserved or registered as  
6 permitted by the laws of this state. This subsection shall not apply  
7 if the applicant files with the secretary of state either of the  
8 following: (a) The written consent of the other corporation, limited  
9 liability company, limited partnership, or holder of a reserved name to  
10 use the same or deceptively similar name and one or more words are  
11 added or deleted to make the name distinguishable from the other name  
12 as determined by the secretary of state, or (b) a certified copy of a  
13 final decree of a court of competent jurisdiction establishing the  
14 prior right of the applicant to the use of the name in this state.)  
15 (a) Except as provided in (b) and (c) of this subsection, must be  
16 distinguishable upon the records of the secretary of state from:  
17 (i) The corporate name of a corporation organized or authorized to  
18 transact business in this state;  
19 (ii) A corporate name reserved or registered under chapter 23B.04  
20 RCW;  
21 (iii) The name or reserved name of a mutual corporation or  
22 miscellaneous corporation incorporated or authorized to do business  
23 under this chapter;  
24 (iv) The fictitious name adopted under RCW 23B.15.060 by a foreign  
25 corporation authorized to transact business in this state because its  
26 real name is unavailable;  
27 (v) The corporate name or reserved name of a not-for-profit  
28 corporation incorporated or authorized to conduct affairs in this state  
29 under chapter 24.03 RCW;  
30 (vi) The name or reserved name of a foreign or domestic limited  
31 partnership formed or registered under chapter 25.10 RCW;  
32 (vii) The name or reserved name of a limited liability company  
33 organized or registered under chapter 25.15 RCW; and  
34 (viii) The name or reserved name of a limited liability partnership  
35 registered under chapter 25.04 RCW.  
36 (b) A corporation may apply to the secretary of state for  
37 authorization to use a name that is not distinguishable upon the  
38 records from one or more of the names described in (a) of this



1 subsection. The secretary of state shall authorize use of the name  
2 applied for if:

3 (i) The other corporation, company, holder, limited liability  
4 partnership, or limited partnership consents to the use in writing and  
5 files with the secretary of state documents necessary to change its  
6 name or the name reserved or registered to a name that is  
7 distinguishable upon the records of the secretary of state from the  
8 name of the applying corporation; or

9 (ii) The applicant delivers to the secretary of state a certified  
10 copy of the final judgment of a court of competent jurisdiction  
11 establishing the applicant's right to use the name applied for in this  
12 state.

13 (c) A corporation may use the name, including the fictitious name,  
14 of another domestic or foreign corporation, limited liability company,  
15 limited partnership, or limited liability partnership, that is used in  
16 this state if the other entity is incorporated, organized, formed, or  
17 authorized to transact business in this state, and the proposed user  
18 corporation:

19 (i) Has merged with the other corporation, limited liability  
20 company, or limited partnership; or

21 (ii) Has been formed by reorganization of the other corporation.

22 (3) Shall be transliterated into letters of the English alphabet if  
23 it is not in English.

24 (4) The name of any corporation formed under this section shall not  
25 include nor end with "incorporated", "company", or "corporation" or any  
26 abbreviation thereof, but may use "club", "league", "association",  
27 "services", "committee", "fund", "society", "foundation", ". . . . .",  
28 a nonprofit mutual corporation", or any name of like import.

29 (5) A name shall not be considered distinguishable upon the records  
30 of the secretary of state by virtue of:

31 (a) A variation in any of the following designations for the same  
32 name: "Corporation," "incorporated," "company," "limited,"  
33 "partnership," "limited partnership," "limited liability company," or  
34 "limited liability partnership," or the abbreviations "corp.," "inc.,"  
35 "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

36 (b) The addition or deletion of an article or conjunction such as  
37 "the" or "and" from the same name;

38 (c) Punctuation, capitalization, or special characters or symbols  
39 in the same name; or

1        (d) Use of abbreviation or the plural form of a word in the same  
2 name.

3        (6) This title does not control the use of assumed business names  
4 or "trade names."

5        **Sec. 5.** RCW 25.04.710 and 1995 c 337 s 3 are each amended to read  
6 as follows:

7        (1) To become and to continue as a limited liability partnership,  
8 a partnership shall file with the secretary of state an application  
9 stating the name of the partnership; the address of its principal  
10 office; if the partnership's principal office is not located in this  
11 state, the address of a registered office and the name and address of  
12 a registered agent for service of process in this state which the  
13 partnership will be required to maintain; the number of partners; a  
14 brief statement of the business in which the partnership engages; any  
15 other matters that the partnership determines to include; and that the  
16 partnership thereby applies for status as a limited liability  
17 partnership.

18        (2) The application shall be executed by a majority in interest of  
19 the partners or by one or more partners authorized to execute an  
20 application.

21        (3) The application shall be accompanied by a fee of one hundred  
22 seventy-five dollars for each partnership.

23        (4) The secretary of state shall register as a limited liability  
24 partnership any partnership that submits a completed application with  
25 the required fee and the name of which complies with RCW 25.04.715.

26        (5) A partnership registered under this section shall pay an annual  
27 fee, in each year following the year in which its application is filed,  
28 on a date and in an amount specified by the secretary of state. The  
29 fee must be accompanied by a notice, on a form provided by the  
30 secretary of state, of the number of partners currently in the  
31 partnership and of any material changes in the information contained in  
32 the partnership's application for registration.

33        (6) Registration is effective immediately after the date an  
34 application is filed, and remains effective until: (a) It is  
35 voluntarily withdrawn by filing with the secretary of state a written  
36 withdrawal notice executed by a majority in interest of the partners or  
37 by one or more partners authorized to execute a withdrawal notice; or  
38 (b) thirty days after receipt by the partnership of a notice from the

1 secretary of state, which notice shall be sent by certified mail,  
2 return receipt requested, that the partnership has failed to make  
3 timely payment of the annual fee specified in subsection (5) of this  
4 section, unless the fee is paid within such a thirty-day period.

5 (7) The status of a partnership as a limited liability partnership,  
6 and the liability of the partners thereof, shall not be affected by:

7 (a) Errors in the information stated in an application under subsection  
8 (1) of this section or a notice under subsection (5) of this section;  
9 or (b) changes after the filing of such an application or notice in the  
10 information stated in the application or notice.

11 (8) The secretary of state may provide forms for the application  
12 under subsection (1) of this section or a notice under subsection (5)  
13 of this section.

14 **Sec. 6.** RCW 25.04.715 and 1995 c 337 s 4 are each amended to read  
15 as follows:

16 (1) The name of a limited liability partnership shall contain the  
17 words "limited liability partnership" or the abbreviation "L.L.P." or  
18 "LLP" as the last words or letters of its name.

19 (2) Except as provided in subsections (3) and (4) of this section,  
20 the name must be distinguishable upon the records of the secretary of  
21 state from:

22 (a) The corporate name of a corporation organized or authorized to  
23 transact business in this state;

24 (b) A corporate name reserved or registered under chapter 23B.04  
25 RCW;

26 (c) The name or reserved name of a mutual corporation or  
27 miscellaneous corporation incorporated or authorized to do business  
28 under chapter 24.06 RCW;

29 (d) The fictitious name adopted under RCW 23B.15.060 by a foreign  
30 corporation authorized to transact business in this state because its  
31 real name is unavailable;

32 (e) The corporate name or reserved name of a not-for-profit  
33 corporation incorporated or authorized to conduct affairs in this state  
34 under chapter 24.03 RCW;

35 (f) The name or reserved name of a foreign or domestic limited  
36 partnership formed or registered under chapter 25.10 RCW;

37 (g) The name or reserved name of a limited liability company  
38 organized or registered under chapter 25.15 RCW; and

1       (h) The name of a limited liability partnership registered under  
2 chapter 25.04 RCW.

3       (3) A limited liability partnership may apply to the secretary of  
4 state for authorization to use a name that is not distinguishable upon  
5 the records from one or more of the names described in subsection (2)  
6 of this section. The secretary of state shall authorize use of the  
7 name applied for if:

8       (a) The other holder consents to the use in writing and files with  
9 the secretary of state documents necessary to change its name or the  
10 name reserved or registered to a name that is distinguishable upon the  
11 records of the secretary of state from the name of the applying  
12 corporation; or

13       (b) The applicant delivers to the secretary of state a certified  
14 copy of the final judgment of a court of competent jurisdiction  
15 establishing the applicant's right to use the name applied for in this  
16 state.

17       (4) A limited liability partnership may use the name, including the  
18 fictitious name, of another domestic or foreign corporation, or of  
19 another domestic or foreign limited liability company or of a domestic  
20 or foreign limited partnership or domestic or foreign limited liability  
21 partnership, that is used in this state if the other corporation is  
22 incorporated or authorized to transact business in this state, or if  
23 the limited liability company is organized or authorized to transact  
24 business in this state, or if the limited partnership is incorporated,  
25 organized, formed, or authorized to transact business in this state,  
26 and the proposed user corporation:

27       (a) Has merged with the other corporation, limited liability  
28 company, or limited partnership; or

29       (b) Has been formed by reorganization of the other corporation.

30       (5) A name shall not be considered distinguishable upon the records  
31 of the secretary of state by virtue of:

32       (a) A variation in any of the following designations for the same  
33 name: "Corporation," "incorporated," "company," "limited,"  
34 "partnership," "limited partnership," "limited liability company," or  
35 "limited liability partnership," or the abbreviations "corp.," "inc.,"  
36 "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

37       (b) The addition or deletion of an article or conjunction such as  
38 "the" or "and" from the same name;

1       (c) Punctuation, capitalization, or special characters or symbols  
2 in the same name; or

3       (d) Use of abbreviation or the plural form of a word in the same  
4 name.

5       (6) This chapter does not control the use of assumed business names  
6 or "trade names."

7       **NEW SECTION. Sec. 7.** A new section is added to chapter 25.04 RCW,  
8 to be codified to follow RCW 25.04.715 immediately, to read as follows:

9       (1) The exclusive right to the use of a name may be reserved by:

10       (a) A person intending to organize a limited liability partnership  
11 under this chapter and to adopt that name;

12       (b) A domestic or foreign limited liability partnership registered  
13 in this state which intends to adopt that name;

14       (c) A foreign limited liability partnership intending to register  
15 in this state and to adopt that name; and

16       (d) A person intending to organize a foreign limited liability  
17 partnership and intending to have it registered in this state and adopt  
18 that name.

19       (2) The reservation shall be made by filing with the secretary of  
20 state an application, executed by the applicant, to reserve a specified  
21 name, accompanied by a fee established by the secretary of state by  
22 rule. If the secretary of state finds that the name is available for  
23 use by a domestic or foreign limited liability partnership, the  
24 secretary of state shall reserve the name for the exclusive use of the  
25 applicant for a period of one hundred eighty days. The reservation is  
26 limited to one filing and is nonrenewable.

27       A person or partnership may transfer the right to the exclusive use  
28 of a reserved name to any other person by filing in the office of the  
29 secretary of state a notice of the transfer, executed by the applicant  
30 for whom the name was reserved and specifying the name and address of  
31 the transferee.

32       **Sec. 8.** RCW 25.10.020 and 1996 c 76 s 1 are each amended to read  
33 as follows:

34       (1) The name of each limited partnership formed pursuant to this  
35 chapter as set forth in its certificate of limited partnership:

36       (a) Shall contain the words "limited partnership" or the  
37 abbreviation "LP" or "L.P.";

1 (b) May not contain the name of a limited partner unless (i) it is  
2 also the name of a general partner, or the corporate name of a  
3 corporate general partner, or (ii) the business of the limited  
4 partnership had been carried on under that name before the admission of  
5 that limited partner;

6 (c) May not contain any of the following words or phrases: "Bank",  
7 "banking", "banker", "trust", "cooperative"; or any combination of the  
8 words "industrial" and "loan"; or any combination of any two or more of  
9 the words "building", "savings", "loan", "home", "association" and  
10 "society"; or any other words or phrases prohibited by any statute of  
11 this state;

12 (d) Except as authorized by subsections (2) and (3) of this  
13 section, must be distinguishable upon the records of the secretary of  
14 state from:

15 (i) The name or reserved name of a foreign or domestic limited  
16 partnership;

17 (ii) The name of (~~any~~) a limited liability company reserved,  
18 registered, or formed under the laws of this state or qualified to do  
19 business as a foreign limited liability company in this state under  
20 chapter 25.15 RCW;

21 (iii) The corporate name of a corporation incorporated or  
22 authorized to transact business in this state;

23 (iv) A corporate name reserved or registered under (~~RCW 23B.04.020~~  
24 ~~or 23B.04.030~~) chapter 23B.04 RCW;

25 (v) The corporate name or reserved name of a not-for-profit  
26 corporation incorporated or authorized to conduct affairs in this state  
27 under chapter 24.03 RCW;

28 (vi) The name or reserved name of a mutual corporation or  
29 miscellaneous corporation incorporated or authorized to do business  
30 under chapter 24.06 RCW;

31 (vii) The fictitious name adopted (~~pursuant to~~) under RCW  
32 23B.15.060 by a foreign corporation authorized to transact business in  
33 this state because its real name is unavailable; and

34 (~~(vi) The corporate name of a not for profit corporation~~  
35 ~~incorporated or authorized to conduct affairs in this state.~~) (viii)  
36 The name or reserved name of a limited liability partnership registered  
37 under chapter 25.04 RCW.

38 (2) A limited partnership may apply to the secretary of state for  
39 authorization to use a name that is not distinguishable upon the

1 records from one or more of the names described in subsection (1) of  
2 this section. The secretary of state shall authorize use of the name  
3 applied for if:

4 (a) The other limited partnership, company, corporation, limited  
5 liability partnership, or holder consents to the use in writing and  
6 files with the secretary of state documents necessary to change its  
7 name or the name reserved or registered to a name that is  
8 distinguishable upon the records of the secretary of state from the  
9 name of the applying limited partnership; or

10 (b) The applicant delivers to the secretary of state a certified  
11 copy of the final judgment of a court of competent jurisdiction  
12 establishing the applicant's right to use the name applied for in this  
13 state.

14 (3) A limited partnership may use the name, including the  
15 fictitious name, of another domestic or foreign limited partnership,  
16 limited liability company, limited liability partnership, or  
17 corporation that is used in this state if the other (~~limited~~  
18 ~~partnership, limited liability company, or corporation~~) entity is  
19 organized, incorporated, formed, or authorized to transact business in  
20 this state and the proposed user limited partnership:

21 (a) Has merged with the other limited partnership, limited  
22 liability company, limited liability partnership, or corporation; or

23 (b) Results from reorganization with the other limited partnership,  
24 limited liability company, or corporation.

25 (4) A name shall not be considered distinguishable upon the records  
26 of the secretary of state by virtue of:

27 (a) A variation in (~~the designation, under subsection (1)(a) of~~  
28 ~~this section, used for the same name~~) any of the following  
29 designations for the same name: "Corporation," "incorporated,"  
30 "company," "limited," "partnership," "limited partnership," "limited  
31 liability company," or "limited liability partnership," or the  
32 abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP,"  
33 "L.L.P.," "LLC," or "L.L.C.";

34 (b) The addition or deletion of an article or conjunction such as  
35 "the" or "and" from the same name;

36 (c) Punctuation, capitalization, or special characters or symbols  
37 in the same name; or

38 (d) Use of abbreviation or the plural form of a word in the same  
39 name.

1 (5) This ((title)) chapter does not control the use of assumed  
2 business names or "trade names."

3 **Sec. 9.** RCW 25.15.010 and 1996 c 231 s 5 are each amended to read  
4 as follows:

5 (1) The name of each limited liability company as set forth in its  
6 certificate of formation:

7 (a) Must contain the words "Limited Liability Company," the words  
8 "Limited Liability" and abbreviation "Co.," or the abbreviation  
9 "L.L.C." or "LLC";

10 (b) Except as provided in subsection (1)(d) of this section, may  
11 contain the name of a member or manager;

12 (c) Must not contain language stating or implying that the limited  
13 liability company is organized for a purpose other than those permitted  
14 by RCW 25.15.030;

15 (d) Must not contain any of the words or phrases: "Bank,"  
16 "banking," "banker," "trust," "cooperative," "partnership,"  
17 "corporation," "incorporated," or the abbreviations "corp.," "ltd.," or  
18 "inc.," or "LP," "L.P.," "LLP," "L.L.P.," or any combination of the  
19 words "industrial" and "loan," or any combination of any two or more of  
20 the words "building," "savings," "loan," "home," "association," and  
21 "society," or any other words or phrases prohibited by any statute of  
22 this state; and

23 (e) Must be distinguishable upon the records of the secretary of  
24 state from the names described in RCW 23B.04.010(1)(d) and  
25 25.10.020(1)(d), and the names of any limited liability company  
26 reserved, registered, or formed under the laws of this state or  
27 qualified to do business as a foreign limited liability company in this  
28 state.

29 (2) A limited liability company may apply to the secretary of state  
30 for authorization to use any name which is not distinguishable upon the  
31 records of the secretary of state from one or more of the names  
32 described in subsection (1)(e) of this section. The secretary of state  
33 shall authorize use of the name applied for if the other corporation,  
34 limited partnership, limited liability partnership, or limited  
35 liability company consents in writing to the use and files with the  
36 secretary of state documents necessary to change its name or the name  
37 reserved or registered to a name that is distinguishable upon the



1 records of the secretary of state from the name of the applying limited  
2 liability company.

3 (3) A name shall not be considered distinguishable upon the records  
4 of the secretary of state by virtue of:

5 (a) A variation in (~~the designation, under subsection (1)(a) of~~  
6 ~~this section, used for the same name~~) any of the following  
7 designations for the same name: "Corporation," "incorporated,"  
8 "company," "limited," "partnership," "limited partnership," "limited  
9 liability company," or "limited liability partnership," or the  
10 abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP,"  
11 "L.L.P.," "LLC," or "L.L.C.";

12 (b) The addition or deletion of an article or conjunction such as  
13 "the" or "and" from the same name;

14 (c) Punctuation, capitalization, or special characters or symbols  
15 in the same name; or

16 (d) Use of abbreviation or the plural form of a word in the same  
17 name.

18 (4) This chapter does not control the use of assumed business names  
19 or "trade names."

20 **Sec. 10.** RCW 25.15.325 and 1996 c 231 s 10 are each amended to  
21 read as follows:

22 (1) A foreign limited liability company may register with the  
23 secretary of state under any name (whether or not it is the name under  
24 which it is registered in the jurisdiction of its formation) that  
25 includes the words "Limited Liability Company," the words "Limited  
26 Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or  
27 "LLC" and that could be registered by a domestic limited liability  
28 company. A foreign limited liability company may apply to the  
29 secretary of state for authorization to use a name which is not  
30 distinguishable upon the records of the office of the secretary of  
31 state from the names described in RCW 23B.04.010(~~((1)(d))~~) and  
32 25.10.020, and the names of any domestic or foreign limited liability  
33 company reserved, registered, or formed under the laws of this state.  
34 The secretary of state shall authorize use of the name applied for if  
35 the other corporation, limited liability company, limited liability  
36 partnership, or limited partnership consents in writing to the use and  
37 files with the secretary of state documents necessary to change its  
38 name, or the name reserved or registered to a name that is

1 distinguishable upon the records of the secretary of state from the  
2 name of the applying foreign limited liability company.

3 (2) Each foreign limited liability company shall continuously  
4 maintain in this state:

5 (a) A registered office, which may but need not be a place of its  
6 business in this state. The registered office shall be at a specific  
7 geographic location in this state, and be identified by number, if any,  
8 and street, or building address or rural route, or, if a commonly known  
9 street or rural route address does not exist, by legal description. A  
10 registered office may not be identified by post office box number or  
11 other nongeographic address. For purposes of communicating by mail,  
12 the secretary of state may permit the use of a post office address in  
13 the same city as the registered office in conjunction with the  
14 registered office address if the foreign limited liability company also  
15 maintains on file the specific geographic address of the registered  
16 office where personal service of process may be made;

17 (b) A registered agent for service of process on the foreign  
18 limited liability company, which agent may be either an individual  
19 resident of this state whose business office is identical with the  
20 foreign limited liability company's registered office, or a domestic  
21 corporation, a limited partnership or limited liability company, or a  
22 foreign corporation authorized to do business in this state having a  
23 business office identical with such registered office; and

24 (c) A registered agent who shall not be appointed without having  
25 given prior written consent to the appointment. The written consent  
26 shall be filed with the secretary of state in such form as the  
27 secretary may prescribe. The written consent shall be filled with or  
28 as a part of the document first appointing a registered agent. In the  
29 event any individual, limited liability company, limited partnership,  
30 or corporation has been appointed agent without consent, that person or  
31 corporation may file a notarized statement attesting to that fact, and  
32 the name shall forthwith be removed from the records of the secretary  
33 of state.

34 (3) A foreign limited liability company may change its registered  
35 office or registered agent by delivering to the secretary of state for  
36 filing a statement of change that sets forth:

37 (a) The name of the foreign limited liability company;

1 (b) If the current registered office is to be changed, the street  
2 address of the new registered office in accord with subsection (2)(a)  
3 of this section;

4 (c) If the current registered agent is to be changed, the name of  
5 the new registered agent and the new agent's written consent, either on  
6 the statement or attached to it, to the appointment; and

7 (d) That after the change or changes are made, the street addresses  
8 of its registered office and the business office of its registered  
9 agent will be identical.

10 (4) If a registered agent changes the street address of the agent's  
11 business office, the registered agent may change the street address of  
12 the registered office of any foreign limited liability company for  
13 which the agent is the registered agent by notifying the foreign  
14 limited liability company in writing of the change and signing, either  
15 manually or in facsimile, and delivering to the secretary of state for  
16 filing a statement that complies with the requirements of subsection  
17 (3) of this section and recites that the foreign limited liability  
18 company has been notified of the change.

19 (5) A registered agent of any foreign limited liability company may  
20 resign as agent by signing and delivering to the secretary of state for  
21 filing a statement that the registered office is also discontinued.  
22 After filing the statement the secretary of state shall mail a copy of  
23 the statement to the foreign limited liability company at its principal  
24 (~~office address shown in its most recent annual report, or the address~~  
25 ~~of its principal~~) place of business shown in its application for  
26 certificate of registration if no annual report has been filed. The  
27 agency appointment is terminated, and the registered office  
28 discontinued if so provided, on the thirty-first day after the date on  
29 which the statement was filed.

30 **Sec. 11.** RCW 25.15.015 and 1994 c 211 s 103 are each amended to  
31 read as follows:

32 (1) Reserved Name.

33 (a) A person may reserve the exclusive use of a limited liability  
34 company name by delivering an application to the secretary of state for  
35 filing. The application must set forth the name and address of the  
36 applicant and the name proposed to be reserved. If the secretary of  
37 state finds that the limited liability company name applied for is  
38 available, the secretary of state shall reserve the name for the

1 applicant's exclusive use for a nonrenewable one hundred eighty-day  
2 period.

3 (b) The owner of a reserved limited liability company name may  
4 transfer the reservation to another person by delivering to the  
5 secretary of state a signed notice of the transfer that states the name  
6 and address of the transferee.

7 (2) Registered Name.

8 (a) A foreign limited liability company may register its name if  
9 the name is distinguishable upon the records of the secretary of state  
10 from the names specified in RCW 25.15.010(~~(1)~~(e)).

11 (b) A foreign limited liability company registers its name by  
12 delivering to the secretary of state for filing an application that:

13 (i) Sets forth its name and the state or country and date of its  
14 organization; and

15 (ii) Is accompanied by a certificate of existence, or a document of  
16 similar import, from the state or country of organization.

17 (c) The name is registered for the applicant's exclusive use upon  
18 the effective date of the application and until the close of the  
19 calendar year in which the application for registration is filed.

20 (d) A foreign limited liability company whose registration is  
21 effective may renew it for successive years by delivering to the  
22 secretary of state for filing a renewal application, which complies  
23 with the requirements of (b) of this subsection, between October 1st  
24 and December 31st of the preceding year. The renewal application when  
25 filed renews the registration for the following calendar year.

26 (e) A foreign limited liability company whose registration is  
27 effective may thereafter qualify as a foreign limited liability company  
28 under the registered name, or consent in writing to the use of that  
29 name by a limited liability company thereafter organized under this  
30 chapter, by a corporation thereafter formed under Title 23B RCW, by a  
31 limited partnership thereafter formed under chapter 25.10 RCW, or by  
32 another foreign limited liability company, foreign corporation, or  
33 foreign limited partnership thereafter authorized to transact business  
34 in this state. The registration terminates when the domestic limited  
35 liability company is organized, the domestic corporation is  
36 incorporated, or the domestic limited partnership is formed, or the  
37 foreign limited liability company qualifies or consents to the  
38 qualification of another foreign limited liability company,  
39 corporation, or limited partnership under the registered name."

1 **SB 5065** - H COMM AMD  
2 By Committee on Government Administration

3  
4 On page 1, line 1 of the title, after "organizations;" strike the  
5 remainder of the title and insert "amending RCW 23B.04.010, 23B.15.060,  
6 24.03.045, 24.06.045, 25.04.710, 25.04.715, 25.10.020, 25.15.010,  
7 25.15.325, and 25.15.015; and adding a new section to chapter 25.04  
8 RCW."

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