

2 SB 5065 - S AMD - 567
3 By Senator Stevens

4 ADOPTED 1/28/98

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** - S AMD - 567
2 By Senator Stevens

ADOPTED 1/28/98

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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