

CERTIFICATION OF ENROLLMENT

SUBSTITUTE HOUSE BILL 1253

55th Legislature
1998 Regular Session

Passed by the House January 16, 1998
Yeas 94 Nays 0

**Speaker of the
House of Representatives**

Passed by the Senate March 4, 1998
Yeas 43 Nays 0

President of the Senate

Approved

Governor of the State of Washington

CERTIFICATE

I, Timothy A. Martin, Chief Clerk of the House of Representatives of the State of Washington, do hereby certify that the attached is **SUBSTITUTE HOUSE BILL 1253** as passed by the House of Representatives and the Senate on the dates hereon set forth.

Chief Clerk

FILED

**Secretary of State
State of Washington**

SUBSTITUTE HOUSE BILL 1253

Passed Legislature - 1998 Regular Session

State of Washington

55th Legislature

1997 Regular Session

By House Committee on Government Administration (originally sponsored by Representatives Parlette, Costa, Sheahan, Sterk, Lantz, Skinner, Sherstad, Lambert, Gardner, D. Schmidt, Kenney and Wensman; by request of Secretary of State)

Read first time 01/31/97.

1 AN ACT Relating to business organizations; amending RCW 23B.04.010,
2 23B.15.060, 24.03.045, 24.06.045, 25.04.710, 25.04.715, 25.10.020,
3 25.15.010, 25.15.325, and 25.15.015; and adding a new section to
4 chapter 25.04 RCW.

5 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF WASHINGTON:

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

8 (1) A corporate name:

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

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

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

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

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

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

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

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

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

14 (v) The name or reserved name of a mutual corporation or
15 miscellaneous corporation incorporated or authorized to do business
16 under chapter 24.06 RCW;

17 (vi) The name or reserved name of a foreign or domestic limited
18 partnership formed or registered under chapter (~~25.08 or~~) 25.10 RCW;
19 (~~and~~

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

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

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

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

35 (b) The applicant delivers to the secretary of state a certified
36 copy of the final judgment of a court of competent jurisdiction
37 establishing the applicant's right to use the name applied for in this
38 state.

1 (3) A corporation may use the name, including the fictitious name,
2 of another domestic or foreign corporation, (~~or of another domestic or~~
3 ~~foreign~~) limited liability company, (~~or of a domestic or foreign~~)
4 limited partnership, or limited liability partnership, that is used in
5 this state if the other (~~corporation is incorporated or authorized to~~
6 ~~transact business in this state, or if the limited liability company is~~
7 ~~organized or authorized to transact business in this state, or if the~~
8 ~~limited partnership~~) entity is formed or authorized to transact
9 business in this state, and the proposed user corporation:

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

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

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

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

17 (a) A variation in (~~the designation, under subsection (1)(a) of~~
18 ~~this section, used for the same name~~) any of the following
19 designations for the same name: "Corporation," "incorporated,"
20 "company," "limited," "partnership," "limited partnership," "limited
21 liability company," or "limited liability partnership," or the
22 abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP,"
23 "L.L.P.," "LLC," or "L.L.C.";

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

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

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

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

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

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

36 (b) Does not contain language stating or implying that the
37 corporation is organized for a purpose other than that permitted by RCW
38 23B.03.010 and its articles of incorporation;

1 (c) Does not contain any of the following words or phrases: "Bank,"
2 "banking," "banker," "trust," "cooperative," or any combination of the
3 words "industrial" and "loan," or any combination of any two or more
4 words "building," "savings," "loan," "home," "association," and
5 "society," or any other words or phrases prohibited by any statute of
6 this state; and

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

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

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

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

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

20 (v) The name or reserved name of a mutual corporation or
21 miscellaneous corporation incorporated or authorized to do business
22 under chapter 24.06 RCW;

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

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

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

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

31 (3) If the corporate name of a foreign corporation does not satisfy
32 the requirements of subsection (1) of this section, the foreign
33 corporation to obtain or maintain a certificate of authority to
34 transact business in this state:

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

38 (b) May use a fictitious name to transact business in this state if
39 its real name is unavailable and it delivers to the secretary of state

1 for filing a copy of the resolution of its board of directors,
2 certified by its secretary, adopting the fictitious name.

3 ~~((+3))~~ (4) A foreign corporation 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
6 (1)(d) of this section. The secretary of state shall authorize use of
7 the name applied for if:

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

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

18 ~~((+4))~~ (5) A foreign corporation may use in this state the name,
19 including the fictitious name, of another domestic or foreign
20 corporation that is used in this state if the other corporation is
21 incorporated or authorized to transact business in this state and the
22 foreign corporation:

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

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

25 ~~((+5))~~ (6) If a foreign corporation authorized to transact
26 business in this state changes its corporate name to one that does not
27 satisfy the requirements of subsection (1) of this section, it may not
28 transact business in this state under the changed name until it adopts
29 a name satisfying such requirements and obtains an amended certificate
30 of authority under RCW 23B.15.040.

31 **Sec. 3.** RCW 24.03.045 and 1994 c 211 s 1305 are each amended to
32 read 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, whether for profit or not for profit, existing~~

1 under any act of this state, or any foreign corporation, whether for
2 profit or not for profit, authorized to transact business or conduct
3 affairs in this state, any foreign or domestic limited liability
4 company on file with the secretary of state, any domestic or foreign
5 limited partnership on file with the secretary, or a limited
6 partnership existing under chapter 25.10 RCW, or a corporate name
7 reserved or registered as permitted by the laws of this state. This
8 subsection shall not apply if the applicant files with the secretary of
9 state either of the following: (a) The written consent of the other
10 corporation, limited liability company, limited partnership, or holder
11 of a reserved name to use the same or deceptively similar name and one
12 or more words are added or deleted to make the name distinguishable
13 from the other name as determined by the secretary of state, or (b) a
14 certified copy of a final decree of a court of competent jurisdiction
15 establishing the prior right of the applicant to the use of the name in
16 this state.) (a) Except as provided in (b) and (c) of this subsection,
17 must be distinguishable upon the records of the secretary of state
18 from:

19 (i) The corporate name or reserved name of a corporation or
20 domestic corporation organized or authorized to transact business under
21 this chapter;

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

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

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

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

34 (vii) 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 formed or authorized to transact
17 business in this state, and the proposed user corporation:

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

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

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

23 (4) Shall not include or end with "incorporated," "company,"
24 "corporation," "partnership," "limited partnership," or "Ltd.," or any
25 abbreviation thereof, but may use "club," "league," "association,"
26 "services," "committee," "fund," "society," "foundation," ". ,
27 a nonprofit corporation," or any name of like import.

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

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

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

38 (b) The addition or deletion of an article or conjunction such as
39 "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 (7) This title does not control the use of assumed business names
6 or "trade names."

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

9 The corporate name:

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

13 ~~(2) ((Shall not be the same as, or deceptively similar to, the name~~
14 ~~of any corporation existing under any act of this state, or any foreign~~
15 ~~corporation authorized to transact business or conduct affairs in this~~
16 ~~state under any act of this state, or the name of any limited liability~~
17 ~~company organized or authorized to transact business under any act of~~
18 ~~this state, the name of a domestic or foreign limited partnership on~~
19 ~~file with the secretary, or a corporate name reserved or registered as~~
20 ~~permitted by the laws of this state. This subsection shall not apply~~
21 ~~if the applicant files with the secretary of state either of the~~
22 ~~following: (a) The written consent of the other corporation, limited~~
23 ~~liability company, limited partnership, or holder of a reserved name to~~
24 ~~use the same or deceptively similar name and one or more words are~~
25 ~~added or deleted to make the name distinguishable from the other name~~
26 ~~as determined by the secretary of state, or (b) a certified copy of a~~
27 ~~final decree of a court of competent jurisdiction establishing the~~
28 ~~prior right of the applicant to the use of the name in this state.))~~

29 (a) Except as provided in (b) and (c) of this subsection, must be
30 distinguishable upon the records of the secretary of state from:

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

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

35 (iii) The name or reserved name of a mutual corporation or
36 miscellaneous corporation incorporated or authorized to do business
37 under this chapter;

1 (iv) The fictitious name adopted under RCW 23B.15.060 by a foreign
2 corporation authorized to transact business in this state because its
3 real name is unavailable;

4 (v) The corporate name or reserved name of a not-for-profit
5 corporation incorporated or authorized to conduct affairs in this state
6 under chapter 24.03 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 a limited liability company
10 organized or registered under chapter 25.15 RCW; and

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

13 (b) A corporation may apply to the secretary of state for
14 authorization to use a name that is not distinguishable upon the
15 records from one or more of the names described in (a) of this
16 subsection. The secretary of state shall authorize use of the name
17 applied for if:

18 (i) The other corporation, company, holder, limited liability
19 partnership, or limited partnership consents to the use in writing and
20 files with the secretary of state documents necessary to change its
21 name or the name reserved or registered to a name that is
22 distinguishable upon the records of the secretary of state from the
23 name of the applying corporation; or

24 (ii) The applicant delivers to the secretary of state a certified
25 copy of the final judgment of a court of competent jurisdiction
26 establishing the applicant's right to use the name applied for in this
27 state.

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

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

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

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

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

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

8 (a) A variation in any of the following designations for the same
9 name: "Corporation," "incorporated," "company," "limited,"
10 "partnership," "limited partnership," "limited liability company," or
11 "limited liability partnership," or the abbreviations "corp.," "inc.,"
12 "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

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

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

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

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

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

23 (1) To become and to continue as a limited liability partnership,
24 a partnership shall file with the secretary of state an application
25 stating the name of the partnership; the address of its principal
26 office; if the partnership's principal office is not located in this
27 state, the address of a registered office and the name and address of
28 a registered agent for service of process in this state which the
29 partnership will be required to maintain; the number of partners; a
30 brief statement of the business in which the partnership engages; any
31 other matters that the partnership determines to include; and that the
32 partnership thereby applies for status as a limited liability
33 partnership.

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

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

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

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

11 (6) Registration is effective immediately after the date an
12 application is filed, and remains effective until: (a) It is
13 voluntarily withdrawn by filing with the secretary of state a written
14 withdrawal notice executed by a majority in interest of the partners or
15 by one or more partners authorized to execute a withdrawal notice; or
16 (b) thirty days after receipt by the partnership of a notice from the
17 secretary of state, which notice shall be sent by certified mail,
18 return receipt requested, that the partnership has failed to make
19 timely payment of the annual fee specified in subsection (5) of this
20 section, unless the fee is paid within such a thirty-day period.

21 (7) The status of a partnership as a limited liability partnership,
22 and the liability of the partners thereof, shall not be affected by:
23 (a) Errors in the information stated in an application under subsection
24 (1) of this section or a notice under subsection (5) of this section;
25 or (b) changes after the filing of such an application or notice in the
26 information stated in the application or notice.

27 (8) The secretary of state may provide forms for the application
28 under subsection (1) of this section or a notice under subsection (5)
29 of this section.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

34 (4) A limited liability partnership may use the name, including the
35 fictitious name, of another domestic or foreign corporation, or of
36 another domestic or foreign limited liability company or of a domestic
37 or foreign limited partnership or domestic or foreign limited liability
38 partnership, that is used in this state if the other corporation is
39 incorporated or authorized to transact business in this state, or if

1 the limited liability company is organized or authorized to transact
2 business in this state, or if the limited partnership is incorporated,
3 organized, formed, or authorized to transact business in this state,
4 and the proposed user corporation:

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

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

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

10 (a) A variation in any of the following designations for the same
11 name: "Corporation," "incorporated," "company," "limited,"
12 "partnership," "limited partnership," "limited liability company," or
13 "limited liability partnership," or the abbreviations "corp.," "inc.,"
14 "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

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

17 (c) Punctuation, capitalization, or special characters or symbols
18 in the same name; or

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

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

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

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

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

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

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

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

35 (2) The reservation shall be made by filing with the secretary of
36 state an application, executed by the applicant, to reserve a specified
37 name, accompanied by a fee established by the secretary of state by
38 rule. If the secretary of state finds that the name is available for

1 use by a domestic or foreign limited liability partnership, the
2 secretary of state shall reserve the name for the exclusive use of the
3 applicant for a period of one hundred eighty days. The reservation is
4 limited to one filing and is nonrenewable.

5 A person or partnership may transfer the right to the exclusive use
6 of a reserved name to any other person by filing in the office of the
7 secretary of state a notice of the transfer, executed by the applicant
8 for whom the name was reserved and specifying the name and address of
9 the transferee.

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

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

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

16 (b) May not contain the name of a limited partner unless (i) it is
17 also the name of a general partner, or the corporate name of a
18 corporate general partner, or (ii) the business of the limited
19 partnership had been carried on under that name before the admission of
20 that limited partner;

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

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

30 (i) The name or reserved name of a foreign or domestic limited
31 partnership;

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

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

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

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

6 (vi) The name or reserved name of a mutual corporation or
7 miscellaneous corporation incorporated or authorized to do business
8 under chapter 24.06 RCW;

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

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

16 (2) A limited partnership may apply to the secretary of state for
17 authorization to use a name that is not distinguishable upon the
18 records from one or more of the names described in subsection (1) of
19 this section. The secretary of state shall authorize use of the name
20 applied for if:

21 (a) The other limited partnership, company, corporation, limited
22 liability partnership, or holder consents to the use in writing and
23 files with the secretary of state documents necessary to change its
24 name or the name reserved or registered to a name that is
25 distinguishable upon the records of the secretary of state from the
26 name of the applying limited partnership; or

27 (b) The applicant delivers to the secretary of state a certified
28 copy of the final judgment of a court of competent jurisdiction
29 establishing the applicant's right to use the name applied for in this
30 state.

31 (3) A limited partnership may use the name, including the
32 fictitious name, of another domestic or foreign limited partnership,
33 limited liability company, limited liability partnership, or
34 corporation that is used in this state if the other (~~(limited~~
35 ~~partnership, limited liability company, or corporation)) entity is
36 organized, incorporated, formed, or authorized to transact business in
37 this state and the proposed user limited partnership:~~

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

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

3 (4) 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 (5) This (~~title~~) chapter does not control the use of assumed
19 business names or "trade names."

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

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

24 (a) Must contain the words "Limited Liability Company," the words
25 "Limited Liability" and abbreviation "Co.," or the abbreviation
26 "L.L.C." or "LLC";

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

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

32 (d) Must not contain any of the words or phrases: "Bank,"
33 "banking," "banker," "trust," "cooperative," "partnership,"
34 "corporation," "incorporated," or the abbreviations "corp.," "ltd.," or
35 "inc.," or "LP," "L.P.," "LLP," "L.L.P.," or any combination of the
36 words "industrial" and "loan," or any combination of any two or more of
37 the words "building," "savings," "loan," "home," "association," and

1 "society," or any other words or phrases prohibited by any statute of
2 this state; and

3 (e) Must be distinguishable upon the records of the secretary of
4 state from the names described in RCW 23B.04.010(1)(d) and
5 25.10.020(1)(d), and the names of any limited liability company
6 reserved, registered, or formed under the laws of this state or
7 qualified to do business as a foreign limited liability company in this
8 state.

9 (2) A limited liability company may apply to the secretary of state
10 for authorization to use any name which is not distinguishable upon the
11 records of the secretary of state from one or more of the names
12 described in subsection (1)(e) of this section. The secretary of state
13 shall authorize use of the name applied for if the other corporation,
14 limited partnership, limited liability partnership, or limited
15 liability company consents in writing to the use and files with the
16 secretary of state documents necessary to change its name or the name
17 reserved or registered to a name that is distinguishable upon the
18 records of the secretary of state from the name of the applying limited
19 liability company.

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

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

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

31 (c) Punctuation, capitalization, or special characters or symbols
32 in the same name; or

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

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

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

1 (1) A foreign limited liability company may register with the
2 secretary of state under any name (whether or not it is the name under
3 which it is registered in the jurisdiction of its formation) that
4 includes the words "Limited Liability Company," the words "Limited
5 Liability" and the abbreviation "Co.," or the abbreviation "L.L.C." or
6 "LLC" and that could be registered by a domestic limited liability
7 company. A foreign limited liability company may apply to the
8 secretary of state for authorization to use a name which is not
9 distinguishable upon the records of the office of the secretary of
10 state from the names described in RCW 23B.04.010(~~(+1)~~(d)) and
11 25.10.020, and the names of any domestic or foreign limited liability
12 company reserved, registered, or formed under the laws of this state.
13 The secretary of state shall authorize use of the name applied for if
14 the other corporation, limited liability company, limited liability
15 partnership, or limited partnership consents in writing to the use and
16 files with the secretary of state documents necessary to change its
17 name, or the name reserved or registered to a name that is
18 distinguishable upon the records of the secretary of state from the
19 name of the applying foreign limited liability company.

20 (2) Each foreign limited liability company shall continuously
21 maintain in this state:

22 (a) A registered office, which may but need not be a place of its
23 business in this state. The registered office shall be at a specific
24 geographic location in this state, and be identified by number, if any,
25 and street, or building address or rural route, or, if a commonly known
26 street or rural route address does not exist, by legal description. A
27 registered office may not be identified by post office box number or
28 other nongeographic address. For purposes of communicating by mail,
29 the secretary of state may permit the use of a post office address in
30 the same city as the registered office in conjunction with the
31 registered office address if the foreign limited liability company also
32 maintains on file the specific geographic address of the registered
33 office where personal service of process may be made;

34 (b) A registered agent for service of process on the foreign
35 limited liability company, which agent may be either an individual
36 resident of this state whose business office is identical with the
37 foreign limited liability company's registered office, or a domestic
38 corporation, a limited partnership or limited liability company, or a

1 foreign corporation authorized to do business in this state having a
2 business office identical with such registered office; and

3 (c) A registered agent who shall not be appointed without having
4 given prior written consent to the appointment. The written consent
5 shall be filed with the secretary of state in such form as the
6 secretary may prescribe. The written consent shall be filled with or
7 as a part of the document first appointing a registered agent. In the
8 event any individual, limited liability company, limited partnership,
9 or corporation has been appointed agent without consent, that person or
10 corporation may file a notarized statement attesting to that fact, and
11 the name shall forthwith be removed from the records of the secretary
12 of state.

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

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

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

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

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

26 (4) If a registered agent changes the street address of the agent's
27 business office, the registered agent may change the street address of
28 the registered office of any foreign limited liability company for
29 which the agent is the registered agent by notifying the foreign
30 limited liability company in writing of the change and signing, either
31 manually or in facsimile, and delivering to the secretary of state for
32 filing a statement that complies with the requirements of subsection
33 (3) of this section and recites that the foreign limited liability
34 company has been notified of the change.

35 (5) A registered agent of any foreign limited liability company may
36 resign as agent by signing and delivering to the secretary of state for
37 filing a statement that the registered office is also discontinued.
38 After filing the statement the secretary of state shall mail a copy of
39 the statement to the foreign limited liability company at its principal

1 ((office address shown in its most recent annual report, or the address
2 of its principal)) place of business shown in its application for
3 certificate of registration if no annual report has been filed. The
4 agency appointment is terminated, and the registered office
5 discontinued if so provided, on the thirty-first day after the date on
6 which the statement was filed.

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

9 (1) Reserved Name.

10 (a) A person may reserve the exclusive use of a limited liability
11 company name by delivering an application to the secretary of state for
12 filing. The application must set forth the name and address of the
13 applicant and the name proposed to be reserved. If the secretary of
14 state finds that the limited liability company name applied for is
15 available, the secretary of state shall reserve the name for the
16 applicant's exclusive use for a nonrenewable one hundred eighty-day
17 period.

18 (b) The owner of a reserved limited liability company name may
19 transfer the reservation to another person by delivering to the
20 secretary of state a signed notice of the transfer that states the name
21 and address of the transferee.

22 (2) Registered Name.

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

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

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

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

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

35 (d) A foreign limited liability company whose registration is
36 effective may renew it for successive years by delivering to the
37 secretary of state for filing a renewal application, which complies
38 with the requirements of (b) of this subsection, between October 1st

1 and December 31st of the preceding year. The renewal application when
2 filed renews the registration for the following calendar year.

3 (e) A foreign limited liability company whose registration is
4 effective may thereafter qualify as a foreign limited liability company
5 under the registered name, or consent in writing to the use of that
6 name by a limited liability company thereafter organized under this
7 chapter, by a corporation thereafter formed under Title 23B RCW, by a
8 limited partnership thereafter formed under chapter 25.10 RCW, or by
9 another foreign limited liability company, foreign corporation, or
10 foreign limited partnership thereafter authorized to transact business
11 in this state. The registration terminates when the domestic limited
12 liability company is organized, the domestic corporation is
13 incorporated, or the domestic limited partnership is formed, or the
14 foreign limited liability company qualifies or consents to the
15 qualification of another foreign limited liability company,
16 corporation, or limited partnership under the registered name.

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