
SENATE BILL 5065

State of Washington

55th Legislature

1997 Regular Session

By Senators Roach, Haugen, Johnson and Winsley; by request of Secretary of State

Read first time 01/13/97. Referred to Committee on Law & Justice.

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, and 25.15.325; and adding a new section to chapter 25.04
4 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, 24.03.047, or 24.06.047;

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 of a not-for-profit corporation
12 incorporated or authorized to conduct affairs in this state;

13 (v) The name or reserved name of a foreign or domestic limited
14 partnership formed or registered under chapter ~~((25.08 or))~~ 25.10 RCW;
15 ~~((and))~~

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

18 (vii) The name or reserved name of a limited liability partnership
19 registered under RCW 25.04.710.

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

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

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

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

1 ~~transact business in this state, or if the limited liability company is~~
2 ~~organized or authorized to transact business in this state, or if the~~
3 ~~limited partnership)) entity is formed or authorized to transact~~
4 business in this state, 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 (4) This title does not control the use of assumed business names
9 or "trade names."

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

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

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

21 (c) Punctuation, capitalization, or special characters or symbols
22 in the same name; or

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

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

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

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

31 (b) Does not contain language stating or implying that the
32 corporation is organized for a purpose other than that permitted by RCW
33 23B.03.010 and its articles of incorporation;

34 (c) Does not contain any of the following words or phrases: "Bank,"
35 "banking," "banker," "trust," "cooperative," or any combination of the
36 words "industrial" and "loan," or any combination of any two or more
37 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 (d) Except as authorized by subsections (3) and (4) of this
4 section, is distinguishable upon the records of the secretary of state
5 from:

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

8 (ii) A corporate name reserved or registered under RCW 23B.04.020
9 (~~(or)~~), 23B.04.030, 24.03.047, or 24.06.047;

10 (iii) The fictitious name adopted pursuant to subsection (2) of
11 this section by a foreign corporation authorized to transact business
12 in this state because its real name is unavailable;

13 (iv) The corporate name of a not-for-profit corporation
14 incorporated or authorized to conduct affairs in this state; ~~((and))~~

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 any limited liability company
18 organized or registered under chapter 25.15 RCW; and

19 (vii) The name or reserved name of any limited liability
20 partnership registered under RCW 25.04.710.

21 (2) If the corporate name of a foreign corporation does not satisfy
22 the requirements of subsection (1) of this section, the foreign
23 corporation to obtain or maintain a certificate of authority to
24 transact business in this state:

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

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

32 (3) A foreign corporation may apply to the secretary of state for
33 authorization to use a name that is not distinguishable upon the
34 records from one or more of the names described in subsection (1)(d) of
35 this section. The secretary of state shall authorize use of the name
36 applied for if:

37 (a) The other corporation, company, holder, limited liability
38 partnership, or limited partnership consents to the use in writing and
39 files with the secretary of state documents necessary to change its

1 name or the name reserved or registered to a name that is
2 distinguishable upon the records of the secretary of state from the
3 name of the applying corporation; or

4 (b) The applicant delivers to the secretary of state a certified
5 copy of the final judgment of a court of competent jurisdiction
6 establishing the applicant's right to use the name applied for in this
7 state.

8 (4) A foreign corporation may use in this state the name, including
9 the fictitious name, of another domestic or foreign corporation that is
10 used in this state if the other corporation is incorporated or
11 authorized to transact business in this state and the foreign
12 corporation:

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

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

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

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

23 The corporate name:

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

27 ~~(2) ((Shall not be the same as, or deceptively similar to, the name
28 of any corporation, whether for profit or not for profit, existing
29 under any act of this state, or any foreign corporation, whether for
30 profit or not for profit, authorized to transact business or conduct
31 affairs in this state, any foreign or domestic limited liability
32 company on file with the secretary of state, any domestic or foreign
33 limited partnership on file with the secretary, or a limited
34 partnership existing under chapter 25.10 RCW, or a corporate name
35 reserved or registered as permitted by the laws of this state. This
36 subsection shall not apply if the applicant files with the secretary of
37 state either of the following: (a) The written consent of the other
38 corporation, limited liability company, limited partnership, or holder~~

1 ~~of a reserved name to use the same or deceptively similar name and one~~
2 ~~or more words are added or deleted to make the name distinguishable~~
3 ~~from the other name as determined by the secretary of state, or (b) a~~
4 ~~certified copy of a final decree of a court of competent jurisdiction~~
5 ~~establishing the prior right of the applicant to the use of the name in~~
6 ~~this state.)) (a) Except as provided in (b) and (c) of this subsection,~~
7 ~~must be distinguishable upon the records of the secretary of state~~
8 ~~from:~~

9 (i) The corporate name of a business or nonprofit corporation
10 organized or authorized to transact business in this state under this
11 title or Title 23B RCW;

12 (ii) A corporate name reserved or registered under RCW 23B.04.020,
13 23B.04.030, 24.03.047, or 24.06.047;

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

17 (iv) The name or reserved name of a foreign or domestic limited
18 partnership formed or registered under chapter 25.10 RCW;

19 (v) The name or reserved name of a limited liability company
20 organized or registered under chapter 25.15 RCW; and

21 (vi) The name or reserved name of a limited liability partnership
22 registered under RCW 25.04.710.

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

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

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

38 (c) A corporation may use the name, including the fictitious name,
39 of another domestic or foreign corporation, limited liability company,

1 limited partnership, or limited liability partnership, that is used in
2 this state if the other entity is formed or authorized to transact
3 business in this state, and the proposed user corporation:

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

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

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

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

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

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

19 (a) A variation in any of the following designations for the same
20 name: "Corporation," "incorporated," "company," "limited,"
21 "partnership," "limited partnership," "limited liability company," or
22 "limited liability partnership," or the abbreviations "corp.," "inc.,"
23 "co.," "ltd.," "LP," "L.P.," "LLP," "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 (7) This title does not control the use of assumed business names
31 or "trade names."

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

34 The corporate name:

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

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

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

19 (i) The corporate name of a business or nonprofit corporation
20 organized or authorized to transact business in this state under this
21 title or Title 23B RCW;

22 (ii) A corporate name reserved or registered under RCW 23B.04.020,
23 23B.04.030, 24.03.047, or 24.06.047;

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 foreign or domestic limited
28 partnership formed or registered under chapter 25.10 RCW;

29 (v) The name or reserved name of a limited liability company
30 organized or registered under chapter 25.15 RCW; and

31 (vi) The name or reserved name of a limited liability partnership
32 registered under RCW 25.04.710.

33 (b) A corporation may apply to the secretary of state for
34 authorization to use a name that is not distinguishable upon the
35 records from one or more of the names described in (a) of this
36 subsection. The secretary of state shall authorize use of the name
37 applied for if:

38 (i) The other corporation, company, holder, limited liability
39 partnership, or limited partnership consents to the use in writing and

1 files with the secretary of state documents necessary to change its
2 name or the name reserved or registered to a name that is
3 distinguishable upon the records of the secretary of state from the
4 name of the applying corporation; or

5 (ii) The applicant delivers to the secretary of state a certified
6 copy of the final judgment of a court of competent jurisdiction
7 establishing the applicant's right to use the name applied for in this
8 state.

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

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

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

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

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

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

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

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

34 (c) Punctuation, capitalization, or special characters or symbols
35 in the same name; or

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

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

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

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

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

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

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

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

29 (6) Registration is effective immediately after the date an
30 application is filed, and remains effective until: (a) It is
31 voluntarily withdrawn by filing with the secretary of state a written
32 withdrawal notice executed by a majority in interest of the partners or
33 by one or more partners authorized to execute a withdrawal notice; or
34 (b) thirty days after receipt by the partnership of a notice from the
35 secretary of state, which notice shall be sent by certified mail,
36 return receipt requested, that the partnership has failed to make
37 timely payment of the annual fee specified in subsection (5) of this
38 section, unless the fee is paid within such a thirty-day period.

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

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

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

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

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

18 (a) The corporate name of a business or nonprofit corporation
19 organized or authorized to transact business in this state;

20 (b) A corporate name reserved or registered under RCW 23B.04.020,
21 23B.04.030, 24.03.047, or 24.06.047;

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

25 (d) The name or reserved name of a foreign or domestic limited
26 partnership formed or registered under chapter 25.10 RCW;

27 (e) The name or reserved name of a limited liability company
28 organized or registered under chapter 25.15 RCW; and

29 (f) The name of a limited liability partnership registered under
30 RCW 25.04.710.

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

36 (a) The other holder consents to the use in writing and files with
37 the secretary of state documents necessary to change its name or the
38 name reserved or registered to a name that is distinguishable upon the

1 records of the secretary of state from the name of the applying
2 corporation; or

3 (b) The applicant delivers to the secretary of state a certified
4 copy of the final judgment of a court of competent jurisdiction
5 establishing the applicant's right to use the name applied for in this
6 state.

7 (4) A limited liability partnership may use the name, including the
8 fictitious name, of another domestic or foreign corporation, or of
9 another domestic or foreign limited liability company or of a domestic
10 or foreign limited partnership or domestic or foreign limited liability
11 partnership, that is used in this state if the other corporation is
12 incorporated or authorized to transact business in this state, or if
13 the limited liability company is organized or authorized to transact
14 business in this state, or if the limited partnership is incorporated,
15 organized, formed, or authorized to transact business in this state,
16 and the proposed user corporation:

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

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

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

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

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

29 (c) Punctuation, capitalization, or special characters or symbols
30 in the same name; or

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

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

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

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

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

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

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

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

10 (2) The reservation shall be made by filing with the secretary of
11 state an application, executed by the applicant, to reserve a specified
12 name, accompanied by a fee established by the secretary of state by
13 rule. If the secretary of state finds that the name is available for
14 use by a domestic or foreign limited liability partnership, the
15 secretary of state shall reserve the name for the exclusive use of the
16 applicant for a period of one hundred eighty days. The reservation is
17 limited to one filing and is nonrenewable.

18 A person or partnership may transfer the right to the exclusive use
19 of a reserved name to any other person by filing in the office of the
20 secretary of state a notice of the transfer, executed by the applicant
21 for whom the name was reserved and specifying the name and address of
22 the transferee.

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

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

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

29 (b) May not contain the name of a limited partner unless (i) it is
30 also the name of a general partner, or the corporate name of a
31 corporate general partner, or (ii) the business of the limited
32 partnership had been carried on under that name before the admission of
33 that limited partner;

34 (c) May not contain any of the following words or phrases: "Bank",
35 "banking", "banker", "trust", "cooperative"; 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;

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

6 (i) The name or reserved name of a foreign or domestic limited
7 partnership;

8 (ii) The name of ~~((any))~~ a limited liability company reserved,
9 registered, or formed under the laws of this state or qualified to do
10 business as a foreign limited liability company in this state;

11 (iii) The corporate name of a business or nonprofit corporation
12 incorporated or authorized to transact business in this state;

13 (iv) A corporate name reserved or registered under RCW 23B.04.020
14 ~~((or)),~~ 23B.04.030, 24.03.047, or 24.06.047;

15 (v) The fictitious name adopted ~~((pursuant to))~~ under RCW
16 23B.15.060 by a foreign corporation authorized to transact business in
17 this state because its real name is unavailable; and

18 (vi) ~~((The corporate name of a not for profit corporation
19 incorporated or authorized to conduct affairs in this state.))~~ The name
20 or reserved name of a limited liability partnership registered under
21 RCW 25.04.710.

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

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

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

37 (3) A limited partnership may use the name, including the
38 fictitious name, of another domestic or foreign limited partnership,
39 limited liability company, limited liability partnership, or

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

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

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

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

11 (a) A variation in ((~~the designation, under subsection (1)(a) of~~
12 ~~this section, used for the same name~~) any of the following
13 designations for the same name: "Corporation," "incorporated,"
14 "company," "limited," "partnership," "limited partnership," "limited
15 liability company," or "limited liability partnership," or the
16 abbreviations "corp.," "inc.," "co.," "ltd.," "LP," "L.P.," "LLP,"
17 "L.L.P.," "LLC," or "L.L.C.";

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

20 (c) Punctuation, capitalization, or special characters or symbols
21 in the same name; or

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

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

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

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

30 (a) Must contain the words "Limited Liability Company," the words
31 "Limited Liability" and abbreviation "Co.," or the abbreviation
32 "L.L.C." or "LLC";

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

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

1 (d) Must not contain any of the words or phrases: "Bank,"
2 "banking," "banker," "trust," "cooperative," "partnership,"
3 "corporation," "incorporated," or the abbreviations "corp.," "ltd.," or
4 "inc.," or "LP," "L.P.," "LLP," "L.L.P.," or any combination of the
5 words "industrial" and "loan," or any combination of any two or more of
6 the words "building," "savings," "loan," "home," "association," and
7 "society," or any other words or phrases prohibited by any statute of
8 this state; and

9 (e) Must be distinguishable upon the records of the secretary of
10 state from the names described in RCW 23B.04.010(1)(d) and
11 25.10.020(1)(d), and the names of any limited liability company
12 reserved, registered, or formed under the laws of this state or
13 qualified to do business as a foreign limited liability company in this
14 state.

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

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

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

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

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

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

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

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

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

26 (2) Each foreign limited liability company shall continuously
27 maintain in this state:

28 (a) A registered office, which may but need not be a place of its
29 business in this state. The registered office shall be at a specific
30 geographic location in this state, and be identified by number, if any,
31 and street, or building address or rural route, or, if a commonly known
32 street or rural route address does not exist, by legal description. A
33 registered office may not be identified by post office box number or
34 other nongeographic address. For purposes of communicating by mail,
35 the secretary of state may permit the use of a post office address in
36 the same city as the registered office in conjunction with the
37 registered office address if the foreign limited liability company also

1 maintains on file the specific geographic address of the registered
2 office where personal service of process may be made;

3 (b) A registered agent for service of process on the foreign
4 limited liability company, which agent may be either an individual
5 resident of this state whose business office is identical with the
6 foreign limited liability company's registered office, or a domestic
7 corporation, a limited partnership or limited liability company, or a
8 foreign corporation authorized to do business in this state having a
9 business office identical with such registered office; and

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

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

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

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

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

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

33 (4) If a registered agent changes the street address of the agent's
34 business office, the registered agent may change the street address of
35 the registered office of any foreign limited liability company for
36 which the agent is the registered agent by notifying the foreign
37 limited liability company in writing of the change and signing, either
38 manually or in facsimile, and delivering to the secretary of state for
39 filing a statement that complies with the requirements of subsection

1 (3) of this section and recites that the foreign limited liability
2 company has been notified of the change.

3 (5) A registered agent of any foreign limited liability company may
4 resign as agent by signing and delivering to the secretary of state for
5 filing a statement that the registered office is also discontinued.
6 After filing the statement the secretary of state shall mail a copy of
7 the statement to the foreign limited liability company at its principal
8 (~~office address shown in its most recent annual report, or the address~~
9 ~~of its principal~~) place of business shown in its application for
10 certificate of registration if no annual report has been filed. The
11 agency appointment is terminated, and the registered office
12 discontinued if so provided, on the thirty-first day after the date on
13 which the statement was filed.

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