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SENATE BILL 6113

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State of Washington                      56th Legislature    1999 1st Special Session

By Senators Honeyford, Costa, Horn, McCaslin and Patterson

Read first time 05/19/1999. Referred to Committee on Judiciary.

1            AN ACT Relating to corporation and partnership names; and amending  
2 RCW 23B.04.010, 23B.15.060, 24.03.045, 24.06.045, 25.05.505, 25.10.020,  
3 25.15.010, and 25.15.045.

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

5            **Sec. 1.** RCW 23B.04.010 and 1998 c 102 s 1 are each amended to read  
6 as follows:

7            (1) A corporate name:

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

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

13            (c) Must not contain any of the following words or phrases:  
14 "Bank," "banking," "banker," "trust," "cooperative," or any combination  
15 of the words "industrial" and "loan," or any combination of any two or  
16 more of the words "building," "savings," "loan," "home," "association,"  
17 and "society," or any other words or phrases prohibited by any statute  
18 of this state; ((and))

1       (d) Must not contain the phrase "state of Washington" or  
2 "Washington state," unless authorized to do so by the state of  
3 Washington. A violation of this subsection shall constitute an unfair  
4 or deceptive act or practice in violation of RCW 19.86.020. Businesses  
5 in violation of this subsection on the effective date of this act have  
6 six months from the effective date of this act to comply with this  
7 subsection, and will not be penalized during this six-month period; and

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

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

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

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

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

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

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

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

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

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

35       (a) The other corporation, company, holder, limited liability  
36 partnership, or limited partnership consents to the use in writing 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 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 (3) A corporation may use the name, including the fictitious name,  
8 of another domestic or foreign corporation, limited liability company,  
9 limited partnership, or limited liability partnership, that is used in  
10 this state if the other entity is formed or authorized to transact  
11 business in this state, and the proposed user corporation:

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

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

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

17 (5) 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 **Sec. 2.** RCW 23B.15.060 and 1998 c 102 s 2 are each amended to read  
31 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:  
2 "Bank," "banking," "banker," "trust," "cooperative," or any combination  
3 of the words "industrial" and "loan," or any combination of any two or  
4 more 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) Does not contain the phrase "state of Washington" or  
8 "Washington state," unless authorized to do so by the state of  
9 Washington. A violation of this subsection shall constitute an unfair  
10 or deceptive act or practice in violation of RCW 19.86.020. Businesses  
11 in violation of this subsection on the effective date of this act have  
12 six months from the effective date of this act to comply with this  
13 subsection, and will not be penalized during this six-month period; and

14 (e) Except as authorized by subsections (4) and (5) of this  
15 section, is distinguishable upon the records of the secretary of state  
16 from:

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

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

21 (iii) The fictitious name adopted pursuant to subsection (3) of  
22 this section by a foreign corporation authorized to transact business  
23 in this state because its real name is unavailable;

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

27 (v) 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 (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 any limited liability company  
33 organized or registered under chapter 25.15 RCW; and

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

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

38 (3) If the corporate name of a foreign corporation does not satisfy  
39 the requirements of subsection (1) of this section, the foreign

1 corporation to obtain or maintain a certificate of authority to  
2 transact business in this state:

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

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

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

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

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

25 (5) A foreign corporation may use in this state the name, including  
26 the fictitious name, of another domestic or foreign corporation that is  
27 used in this state if the other corporation is incorporated or  
28 authorized to transact business in this state and the foreign  
29 corporation:

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

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

32 (6) If a foreign corporation authorized to transact business in  
33 this state changes its corporate name to one that does not satisfy the  
34 requirements of subsection (1) of this section, it may not transact  
35 business in this state under the changed name until it adopts a name  
36 satisfying such requirements and obtains an amended certificate of  
37 authority under RCW 23B.15.040.

1       **Sec. 3.** RCW 24.03.045 and 1998 c 102 s 3 are each amended to read  
2 as follows:

3       The corporate name:

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

7       (2) Must not contain the phrase "state of Washington" or  
8 "Washington state," unless authorized to do so by the state of  
9 Washington. A violation of this subsection shall constitute an unfair  
10 or deceptive act or practice in violation of RCW 19.86.020. Businesses  
11 in violation of this subsection on the effective date of this act have  
12 six months from the effective date of this act to comply with this  
13 subsection, and will not be penalized during this six-month period.

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

16       (i) The corporate name or reserved name of a corporation or  
17 domestic corporation organized or authorized to transact business under  
18 this chapter;

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

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

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

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

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

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

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 formed or authorized to transact  
13 business in this state, and the proposed user corporation:

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

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

17 ~~((+3))~~ (4) Shall be transliterated into letters of the English  
18 alphabet, if it is not in English.

19 ~~((+4))~~ (5) Shall not include or end with "incorporated,"  
20 "company," "corporation," "partnership," "limited partnership," or  
21 "Ltd.," or any abbreviation thereof, but may use "club," "league,"  
22 "association," "services," "committee," "fund," "society,"  
23 "foundation," ". . . . .", a nonprofit corporation," or any name of  
24 like import.

25 ~~((+5))~~ (6) May only include the term "public benefit" or names of  
26 like import if the corporation has been designated as a public benefit  
27 nonprofit corporation by the secretary in accordance with this chapter.

28 ~~((+6))~~ (7) A name shall not be considered distinguishable upon the  
29 records of the secretary of state by virtue of:

30 (a) A variation in any of the following designations for the same  
31 name: "Corporation," "incorporated," "company," "limited,"  
32 "partnership," "limited partnership," "limited liability company," or  
33 "limited liability partnership," or the abbreviations "corp.," "inc.,"  
34 "co.," "ltd.," "LP," "L.P.," "LLP," "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 ((+7)) (8) This title does not control the use of assumed business  
4 names or "trade names."

5 **Sec. 4.** RCW 24.06.045 and 1998 c 102 s 4 are each amended to read  
6 as follows:

7 The corporate name:

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

11 (2) Must not contain the phrase "state of Washington" or  
12 "Washington state," unless authorized to do so by the state of  
13 Washington. A violation of this subsection shall constitute an unfair  
14 or deceptive act or practice in violation of RCW 19.86.020. Businesses  
15 in violation of this subsection on the effective date of this act have  
16 six months from the effective date of this act to comply with this  
17 subsection, and will not be penalized during this six-month period.

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

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

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

24 (iii) The name or reserved name of a mutual corporation or  
25 miscellaneous corporation incorporated or authorized to do business  
26 under this chapter;

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

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

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

35 (vii) The name or reserved name of a limited liability company  
36 organized or registered under chapter 25.15 RCW; and

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



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

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

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

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

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

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

25 ~~((+3))~~ (4) Shall be transliterated into letters of the English  
26 alphabet if it is not in English.

27 ~~((+4))~~ (5) The name of any corporation formed under this section  
28 shall not include nor end with "incorporated", "company", or  
29 "corporation" or any abbreviation thereof, but may use "club",  
30 "league", "association", "services", "committee", "fund", "society",  
31 "foundation", ". . . . .", a nonprofit mutual corporation", or any  
32 name of like import.

33 ~~((+5))~~ (6) A name shall not be considered distinguishable upon the  
34 records of the secretary of state by virtue of:

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

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

3 (c) Punctuation, capitalization, or special characters or symbols  
4 in the same name; or

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

7 (~~(6)~~) (7) This title does not control the use of assumed business  
8 names or "trade names."

9 **Sec. 5.** RCW 25.05.505 and 1998 c 103 s 1102 are each amended to  
10 read as follows:

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

14 The name must not contain the phrase "state of Washington" or  
15 "Washington state," unless authorized to do so by the state of  
16 Washington. A violation of this section shall constitute an unfair or  
17 deceptive act or practice in violation of RCW 19.86.020. Businesses in  
18 violation of this subsection on the effective date of this act have six  
19 months from the effective date of this act to comply with this  
20 subsection, and will not be penalized during this six-month period.

21 **Sec. 6.** RCW 25.10.020 and 1998 c 102 s 8 are each amended to read  
22 as follows:

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

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

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

32 (c) May not contain any of the following words or phrases: "Bank",  
33 "banking", "banker", "trust", "cooperative"; or any combination of the  
34 words "industrial" and "loan"; or any combination of any two or more of  
35 the words "building", "savings", "loan", "home", "association" and  
36 "society"; or any other words or phrases prohibited by any statute of  
37 this state;

1       (d) Must not contain the phrase "state of Washington" or  
2 "Washington state," unless authorized to do so by the state of  
3 Washington. A violation of this subsection shall constitute an unfair  
4 or deceptive act or practice in violation of RCW 19.86.020. Businesses  
5 in violation of this subsection on the effective date of this act have  
6 six months from the effective date of this act to comply with this  
7 subsection, and will not be penalized during this six-month period; and

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

11       (i) The name or reserved name of a foreign or domestic limited  
12 partnership;

13       (ii) The name of a limited liability company reserved, registered,  
14 or formed under the laws of this state or qualified to do business as  
15 a foreign limited liability company in this state under chapter 25.15  
16 RCW;

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

19       (iv) A corporate name reserved or registered under chapter 23B.04  
20 RCW;

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

24       (vi) The name or reserved name of a mutual corporation or  
25 miscellaneous corporation incorporated or authorized to do business  
26 under chapter 24.06 RCW;

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

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

32       (2) A limited partnership 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) of  
35 this section. The secretary of state shall authorize use of the name  
36 applied for if:

37       (a) The other limited partnership, company, corporation, limited  
38 liability partnership, or holder 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 limited partnership; 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 (3) A limited partnership may use the name, including the  
9 fictitious name, of another domestic or foreign limited partnership,  
10 limited liability company, limited liability partnership, or  
11 corporation that is used in this state if the other entity is  
12 organized, incorporated, formed, or authorized to transact business in  
13 this state and the proposed user limited partnership:

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

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

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

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

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

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

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

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

33 **Sec. 7.** RCW 25.15.010 and 1998 c 102 s 9 are each amended to read  
34 as follows:

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

1 (a) Must contain the words "Limited Liability Company," the words  
2 "Limited Liability" and abbreviation "Co.," or the abbreviation  
3 "L.L.C." or "LLC";

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

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

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

17 (e) Must not contain the phrase "state of Washington" or  
18 "Washington state," unless authorized to do so by the state of  
19 Washington. A violation of this subsection shall constitute an unfair  
20 or deceptive act or practice in violation of RCW 19.86.020. Businesses  
21 in violation of this subsection on the effective date of this act have  
22 six months from the effective date of this act to comply with this  
23 subsection, and will not be penalized during this six-month period; and

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

30 (2) A limited liability company may apply to the secretary of state  
31 for authorization to use any name which is not distinguishable upon the  
32 records of the secretary of state from one or more of the names  
33 described in subsection (1)((+e)) (f) of this section. The secretary  
34 of state shall authorize use of the name applied for if the other  
35 corporation, limited partnership, limited liability partnership, or  
36 limited liability company consents in writing to the use 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 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 any of the following designations for the same  
6 name: "Corporation," "incorporated," "company," "limited,"  
7 "partnership," "limited partnership," "limited liability company," or  
8 "limited liability partnership," or the abbreviations "corp.," "inc.,"  
9 "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

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

12 (c) Punctuation, capitalization, or special characters or symbols  
13 in the same name; or

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

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

18 **Sec. 8.** RCW 25.15.045 and 1999 c 128 s 2 are each amended to read  
19 as follows:

20 (1) A person or group of persons licensed or otherwise legally  
21 authorized to render professional services within this or any other  
22 state may organize and become a member or members of a professional  
23 limited liability company under the provisions of this chapter for the  
24 purposes of rendering professional service. A "professional limited  
25 liability company" is subject to all the provisions of chapter 18.100  
26 RCW that apply to a professional corporation, and its managers,  
27 members, agents, and employees shall be subject to all the provisions  
28 of chapter 18.100 RCW that apply to the directors, officers,  
29 shareholders, agents, or employees of a professional corporation,  
30 except as provided otherwise in this section. Nothing in this section  
31 prohibits a person duly licensed or otherwise legally authorized to  
32 render professional services in any jurisdiction other than this state  
33 from becoming a member of a professional limited liability company  
34 organized for the purpose of rendering the same professional services.  
35 Nothing in this section prohibits a professional limited liability  
36 company from rendering professional services outside this state through  
37 individuals who are not duly licensed or otherwise legally authorized  
38 to render such professional services within this state. Persons

1 engaged in a profession and otherwise meeting the requirements of this  
2 chapter may operate under this chapter as a professional limited  
3 liability company so long as each member personally engaged in the  
4 practice of the profession in this state is duly licensed or otherwise  
5 legally authorized to practice the profession in this state and:

6 (a) At least one manager of the company is duly licensed or  
7 otherwise legally authorized to practice the profession in this state;  
8 or

9 (b) Each member in charge of an office of the company in this state  
10 is duly licensed or otherwise legally authorized to practice the  
11 profession in this state.

12 (2) If the company's members are required to be licensed to  
13 practice such profession, and the company fails to maintain for itself  
14 and for its members practicing in this state a policy of professional  
15 liability insurance, bond, or other evidence of financial  
16 responsibility of a kind designated by rule by the state insurance  
17 commissioner and in the amount of at least one million dollars or a  
18 greater amount as the state insurance commissioner may establish by  
19 rule for a licensed profession or for any specialty within a  
20 profession, taking into account the nature and size of the business,  
21 then the company's members are personally liable to the extent that,  
22 had the insurance, bond, or other evidence of responsibility been  
23 maintained, it would have covered the liability in question.

24 (3) For purposes of applying the provisions of chapter 18.100 RCW  
25 to a professional limited liability company, the terms "director" or  
26 "officer" means manager, "shareholder" means member, "corporation"  
27 means professional limited liability company, "articles of  
28 incorporation" means certificate of formation, "shares" or "capital  
29 stock" means a limited liability company interest, "incorporator" means  
30 the person who executes the certificate of formation, and "bylaws"  
31 means the limited liability company agreement.

32 (4) The name of a professional limited liability company must  
33 contain either the words "Professional Limited Liability Company," or  
34 the words "Professional Limited Liability" and the abbreviation "Co.,"  
35 or the abbreviation "P.L.L.C." or "PLLC" provided that the name of a  
36 professional limited liability company organized to render dental  
37 services shall contain the full names or surnames of all members and no  
38 other word than "chartered" or the words "professional services" or the  
39 abbreviation "P.L.L.C." or "PLLC."

1       (5) The name of a professional limited liability company must not  
2 contain the phrase "state of Washington" or "Washington state," unless  
3 authorized to do so by the state of Washington. A violation of this  
4 subsection shall constitute an unfair or deceptive act or practice in  
5 violation of RCW 19.86.020. Businesses in violation of this subsection  
6 on the effective date of this act have six months from the effective  
7 date of this act to comply with this subsection, and will not be  
8 penalized during this six-month period.

9       (6) Subject to the provisions in article VII of this chapter, the  
10 following may be a member of a professional limited liability company  
11 and may be the transferee of the interest of an ineligible person or  
12 deceased member of the professional limited liability company:

13       (a) A professional corporation, if its shareholders, directors, and  
14 its officers other than the secretary and the treasurer, are licensed  
15 or otherwise legally authorized to render the same specific  
16 professional services as the professional limited liability company;  
17 and

18       (b) Another professional limited liability company, if the managers  
19 and members of both professional limited liability companies are  
20 licensed or otherwise legally authorized to render the same specific  
21 professional services.

22       (~~(6)~~) (7)(a) Notwithstanding any other provision of this chapter,  
23 health care professionals who are licensed or certified pursuant to  
24 chapters 18.06, 18.19, 18.22, 18.25, 18.29, 18.34, 18.35, 18.36A,  
25 18.50, 18.53, 18.55, 18.57, 18.57A, 18.64, 18.71, 18.71A, 18.79, 18.83,  
26 18.89, 18.108, and 18.138 RCW may own membership interests in and  
27 render their individual professional services through one limited  
28 liability company and are to be considered, for the purpose of forming  
29 a limited liability company, as rendering the "same specific  
30 professional services" or "same professional services" or similar  
31 terms.

32       (b) Notwithstanding any other provision of this chapter, health  
33 care professionals who are regulated under chapters 18.59 and 18.74 RCW  
34 may own membership interests in and render their individual  
35 professional services through one limited liability company formed for  
36 the sole purpose of providing professional services within their  
37 respective scope of practice.

38       (c) Formation of a limited liability company under this subsection  
39 does not restrict the application of the uniform disciplinary act under



1 chapter 18.130 RCW, or any applicable health care professional statutes  
2 under Title 18 RCW, including but not limited to restrictions on  
3 persons practicing a health profession without being appropriately  
4 credentialed and persons practicing beyond the scope of their  
5 credential.

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