

SENATE BILL NO. 122—COMMITTEE ON JUDICIARY

(ON BEHALF OF SECRETARY OF STATE)

FEBRUARY 4, 1999

Referred to Committee on Judiciary

SUMMARY—Amends provisions governing similar names of business entities. (BDR 7-659)

FISCAL NOTE: Effect on Local Government: No.
Effect on the State or on Industrial Insurance: No.

~

EXPLANATION – Matter in ***bolded italics*** is new; matter between brackets ~~for omitted material~~ is material to be omitted.

AN ACT relating to names of business entities; amending the provisions governing similar names of business entities; and providing other matters properly relating thereto.

THE PEOPLE OF THE STATE OF NEVADA, REPRESENTED IN SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

- 1 **Section 1.** NRS 78.039 is hereby amended to read as follows:
2 78.039 1. The name proposed for a corporation must be
3 distinguishable ***on the records of the secretary of state*** from ~~the names of~~
4 ~~all~~ :
5 ***(a) The names of all*** other artificial persons ~~organized or registered~~
6 ~~under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88 or 89~~ ***formed, registered***
7 ***or qualified pursuant to Title 7*** of NRS whose names are on file in the
8 office of the secretary of state ~~[-]~~ ; ***and***
9 ***(b) All names that are reserved in the office of the secretary of state***
10 ***pursuant to Title 7 of NRS.***
11 If a proposed name is not so distinguishable, the secretary of state shall
12 return the articles of incorporation containing the proposed name to the
13 incorporator, unless the written acknowledged consent of the holder of the
14 registered or reserved name to use the same name or the requested similar
15 name accompanies the articles of incorporation.

2. For the purposes of this section and NRS 78.040, a proposed name is not ~~{distinguished}~~ **distinguishable** from a registered or reserved name solely because one or the other contains distinctive lettering, a distinctive mark, a trade-mark or a trade name , or any combination of these.

3. The name of a corporation whose charter has been revoked, ~~{whose existence has terminated,}~~ which has merged and is not the surviving corporation, or ~~{which for any other reason is no longer in good standing in this state}~~ **whose existence has otherwise been terminated** is available for use by any other artificial person.

4. The secretary of state may adopt regulations that interpret the requirements of this section.

Sec. 2. NRS 78.185 is hereby amended to read as follows:

78.185 1. Except as otherwise provided in subsection 2, if a corporation applies to reinstate or revive its charter but its name has been legally acquired by another corporation or other artificial person organized or registered ~~{under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88 or 89}~~ **pursuant to Title 7** of NRS whose name is on file ~~{and in good standing}~~ with the secretary of state, the corporation shall in its application for reinstatement submit in writing to the secretary of state some other name under which it desires its corporate existence to be reinstated or revived. If that name is distinguishable from all other names reserved or otherwise on file , ~~{and in good standing,}~~ the secretary of state shall issue to the applying corporation a certificate of reinstatement or revival under that new name.

2. If the applying corporation submits the written acknowledged consent of the artificial person having a name, or the person who has reserved a name, which is not distinguishable from the old name of the applying corporation or a new name it has submitted, it may be reinstated or revived under that name.

3. For the purposes of this section, a proposed name is not ~~{distinguished}~~ **distinguishable** from a name used or reserved solely because one or the other contains distinctive lettering, a distinctive mark, a trade-mark or a trade name , or any combination of those.

4. The secretary of state may adopt regulations that interpret the requirements of this section.

Sec. 3. NRS 82.096 is hereby amended to read as follows:

82.096 1. The name ~~{of}~~ **proposed for** a corporation must be distinguishable **on the records of the secretary of state** from ~~{the names of all}~~ :

(a) The names of all other artificial persons ~~{organized or registered under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88 or 89}~~ **formed, registered or qualified pursuant to Title 7** of NRS whose names are on file in the office of the secretary of state ~~{;}~~ **; and**

1 **(b) All names that are reserved in the office of the secretary of state**
2 **pursuant to Title 7 of NRS.**

3 If a proposed name is not so distinguishable, the secretary of state shall
4 return the articles of incorporation containing it to the incorporator, unless
5 the written acknowledged consent of the holder of the registered or
6 reserved name to use the same name or the requested similar name
7 accompanies the articles of incorporation.

8 2. For the purposes of this section and NRS 82.101, a proposed name
9 is not ~~[distinguished]~~ **distinguishable** from a registered or reserved name
10 solely because one or the other contains distinctive lettering, a distinctive
11 mark, a trade-mark or a trade name, or any combination of these.

12 3. The name of a corporation whose charter has been revoked, ~~[whose~~
13 ~~existence has terminated,]~~ which has merged and is not the surviving
14 corporation, or ~~[which for any other reason is no longer in good standing in~~
15 ~~this state]~~ **whose existence has otherwise been terminated** is available for
16 use by any other artificial person.

17 **4. The secretary of state may adopt regulations that interpret the**
18 **requirements of this section.**

19 **Sec. 4.** NRS 86.171 is hereby amended to read as follows:

20 86.171 1. The name of a limited-liability company formed under the
21 provisions of this chapter must contain the words "Limited-Liability
22 Company," "Limited Company," or "Limited" or the abbreviations "Ltd.,"
23 "L.L.C.," "L.C.," "LLC" or "LC." The word "Company" may be
24 abbreviated as "Co."

25 2. The name proposed for a limited-liability company must be
26 distinguishable **on the records of the secretary of state** from ~~[the names of~~
27 ~~all]~~ :

28 **(a) The names of all** other artificial persons ~~[organized or registered~~
29 ~~under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88 or 89]~~ **formed, registered**
30 **or qualified pursuant to Title 7** of NRS whose names are on file in the
31 office of the secretary of state ~~[; and]~~ ; **and**

32 **(b) All names that are reserved in the office of the secretary of state**
33 **pursuant to Title 7 of NRS.**

34 If a proposed name is not so distinguishable, the secretary of state shall
35 return the articles of organization to the organizer, unless the written
36 acknowledged consent of the holder of the registered name to use the same
37 name or the requested similar name accompanies the articles of
38 organization.

39 3. For the purposes of this section and NRS 86.176, a proposed name
40 is not ~~[distinguished]~~ **distinguishable** from a registered or reserved name
41 solely because one or the other contains distinctive lettering, a distinctive
42 mark, a trade-mark or a trade name, or any combination of these.

1 4. The name of a limited-liability company whose charter has been
2 revoked, ~~{whose existence has terminated,}~~ which has merged and is not the
3 surviving company, or ~~{which for any other reason is no longer in good~~
4 ~~standing}~~ **whose existence has otherwise been terminated** is available for
5 use by any other artificial person.

6 **5. The secretary of state may adopt regulations that interpret the**
7 **requirements of this section.**

8 **Sec. 5.** NRS 86.278 is hereby amended to read as follows:

9 86.278 1. Except as otherwise provided in subsection 2, if a limited-
10 liability company applies to reinstate its charter but its name has been
11 legally acquired or reserved by another limited-liability company or other
12 artificial person organized or registered ~~{under chapter 78, 78A, 80, 81, 82,~~
13 ~~84, 86, 87, 88 or 89}~~ **pursuant to Title 7** of NRS whose name is on file
14 ~~{and in good standing}~~ with the secretary of state, the company shall submit
15 in writing to the secretary of state some other name under which it desires
16 its existence to be reinstated. If that name is distinguishable from all other
17 names reserved or otherwise on file, ~~{and in good standing,}~~ the secretary
18 of state shall issue to the applying limited-liability company a certificate of
19 reinstatement under that new name.

20 2. If the applying limited-liability company submits the written
21 acknowledged consent of the artificial person having the name, or the
22 person reserving the name, which is not distinguishable from the old name
23 of the applying company or a new name it has submitted, it may be
24 reinstated under that name.

25 3. For the purposes of this section, a proposed name is not
26 ~~{distinguished}~~ **distinguishable** from a name used or reserved solely
27 because one or the other contains distinctive lettering, a distinctive mark, a
28 trade-mark or a trade name, or any combination of those.

29 **4. The secretary of state may adopt regulations that interpret the**
30 **requirements of this section.**

31 **Sec. 6.** NRS 87.450 is hereby amended to read as follows:

32 87.450 1. The name of a registered limited-liability partnership must
33 contain the words "Limited-Liability Partnership" or "Registered Limited-
34 Liability Partnership" or the abbreviation "L.L.P." or "LLP" as the last
35 words or letters of the name and must be distinguishable from ~~{the names of~~
36 ~~all}~~ :

37 **(a) The names of all** other artificial persons ~~{organized or registered~~
38 ~~under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88 or 89}~~ **formed, registered**
39 **or qualified pursuant to Title 7** of NRS whose names are on file in the
40 office of the secretary of state ~~{;}~~ ; **and**

1 **(b) All names that are reserved in the office of the secretary of state**
2 **pursuant to Title 7 of NRS.**

3 If the name of the registered limited-liability partnership on a certificate of
4 registration of limited-liability partnership submitted to the secretary of
5 state is not distinguishable from a name on file, the secretary of state shall
6 return the certificate to the person who signed it unless the written
7 acknowledged consent of the holder of the registered name or reserved
8 name to use the name accompanies the certificate.

9 2. For the purposes of this section, a proposed name is not
10 ~~{distinguished}~~ **distinguishable** from a registered or reserved name solely
11 because one or the other contains distinctive lettering, a distinctive mark, a
12 trade-mark or a trade name, or any combination of these.

13 3. The name of a registered limited-liability partnership whose right to
14 transact business has been forfeited, ~~{whose existence has terminated,}~~
15 which has merged and is not the surviving partnership, or ~~{which for any~~
16 ~~other reason is no longer in good standing in this state}~~ **whose existence**
17 **has otherwise been terminated** is available for use by any other registered
18 limited-liability partnership or other artificial person.

19 **4. The secretary of state may adopt regulations that interpret the**
20 **requirements of this section.**

21 **Sec. 7.** NRS 87.455 is hereby amended to read as follows:

22 87.455 1. Except as otherwise provided in subsection 2, if a
23 registered limited-liability partnership applies to reinstate its right to
24 transact business but its name has been legally acquired by another
25 registered limited-liability partnership or any other artificial person
26 ~~{organized or registered under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88~~
27 ~~or 89}~~ **formed, registered or qualified pursuant to Title 7** of NRS whose
28 name is on file ~~{and in good standing}~~ with the secretary of state, the
29 applying registered limited-liability partnership shall submit in writing to
30 the secretary of state some other name under which it desires its right to
31 transact business to be reinstated. If that name is distinguishable from all
32 other names reserved or otherwise on file, ~~{and in good standing,}~~ the
33 secretary of state shall issue to the applying registered limited-liability
34 partnership a certificate of reinstatement under that new name.

35 2. If the applying registered limited-liability partnership submits the
36 written acknowledged consent of the artificial person having the name, or
37 the person who has reserved the name, that is not distinguishable from the
38 old name of the applying registered limited-liability partnership or a new
39 name it has submitted, it may be reinstated under that name.

40 3. For the purposes of this section, a proposed name is not
41 ~~{distinguished}~~ **distinguishable** from a name used or reserved solely
42 because one or the other contains distinctive lettering, a distinctive mark, a
43 trade-mark or a trade name, or any combination thereof.

1 **4. The secretary of state may adopt regulations that interpret the**
2 **requirements of this section.**

3 **Sec. 8.** NRS 88.320 is hereby amended to read as follows:

4 88.320 1. The name of a limited partnership as set forth in its
5 certificate of limited partnership:

6 (a) Must contain without abbreviation the words "limited partnership";

7 (b) May not contain the name of a limited partner unless:

8 (1) It is also the name of a general partner or the corporate name of a
9 corporate general partner; or

10 (2) The business of the limited partnership had been carried on under
11 that name before the admission of that limited partner; and

12 (c) Must be distinguishable **on the records of the secretary of state** from
13 ~~the names of all~~ :

14 **(1) The names of all** other artificial persons ~~organized or registered~~
15 ~~under chapter 78, 78A, 80, 81, 82, 84, 86, 87, 88 or 89~~ **formed, registered**
16 **or qualified pursuant to Title 7** of NRS whose names are on file in the
17 office of the secretary of state ~~[-]; and~~

18 **(2) All names that are reserved in the office of the secretary of state**
19 **pursuant to Title 7 of NRS.**

20 If the name on the certificate of limited partnership submitted to the
21 secretary of state is not **so** distinguishable , ~~[from any name on file,]~~ the
22 secretary of state shall return the certificate to the filer, unless the written
23 acknowledged consent **of the holder of the registered or reserved name** to
24 the use of the same **name** or the requested similar name ~~[of the holder of~~
25 ~~the registered or reserved name]~~ accompanies the certificate of limited
26 partnership.

27 2. For the purposes of this section, a proposed name is not
28 ~~[distinguished]~~ **distinguishable** from a registered or reserved name solely
29 because one or the other contains distinctive lettering, a distinctive mark, a
30 trade-mark or a trade name, or any combination thereof.

31 3. The name of a limited partnership whose right to transact business
32 has been forfeited, ~~[whose existence has terminated,]~~ which has merged and
33 is not the surviving limited partnership, or ~~[which for any other reason is no~~
34 ~~longer in good standing in this state]~~ **whose existence has otherwise been**
35 **terminated** is available for use by any other limited partnership or other
36 artificial person.

37 **4. The secretary of state may adopt regulations that interpret the**
38 **requirements of this section.**

39 **Sec. 9.** NRS 88.327 is hereby amended to read as follows:

40 88.327 1. Except as otherwise provided in subsection 2, if a limited
41 partnership applies to reinstate its right to transact business but its name has
42 been legally acquired by another limited partnership or any other artificial
43 person ~~organized or registered under chapter 78, 78A, 80, 81, 82, 84, 86,~~

1 ~~87, 88 or 89~~ **formed, registered or qualified pursuant to Title 7** of NRS
2 whose name is on file ~~{and in good standing}~~ with the secretary of state, the
3 applying limited partnership shall submit in writing to the secretary of state
4 some other name under which it desires its right to be reinstated. If that
5 name is distinguishable from all other names reserved or otherwise on file ,
6 ~~{and in good standing,}~~ the secretary of state shall issue to the applying
7 limited partnership a certificate of reinstatement under that new name.
8 2. If the applying limited partnership submits the written acknowledged
9 consent of the limited partnership or other artificial person having the
10 name, or the person who has reserved the name, that is not distinguishable
11 from the old name of the applying limited partnership or a new name it has
12 submitted, it may be reinstated under that name.
13 3. For the purposes of this section, a proposed name is not
14 ~~{distinguished}~~ **distinguishable** from a name used or reserved solely
15 because one or the other contains distinctive lettering, a distinctive mark, a
16 trade-mark or a trade name, or any combination thereof.
17 4. **The secretary of state may adopt regulations that interpret the**
18 **requirements of this section.**
19 **Sec. 10.** This act becomes effective upon passage and approval.