

§803-A. Registered limited liability partnership name

1. Requirements. A limited liability partnership name must contain the words "Limited Liability Partnership," the abbreviation "L.L.P." or the designation "LLP" unless the partnership is filing an assumed name under section 805-A or a registration of name under section 806-A. If the words "Limited Liability Partnership," "Limited Liability Partnership, Chartered," "Limited Liability Partnership, Professional Association," "Limited Liability Partnership, P.A." or any of the designations without commas are used, a limited liability partnership may also use the abbreviation "L.L.P." or the designation "LLP" without filing an assumed name under section 805-A.

[PL 2003, c. 344, Pt. C, §35 (NEW).]

2. Distinguishable name. Except as authorized by subsections 3 and 4, a limited liability partnership name must be distinguishable on the records of the Secretary of State from:

A. The name of a corporation, limited liability company, limited liability partnership or limited partnership that is incorporated, organized or authorized to transact business or carry on activities in this State; [PL 2003, c. 344, Pt. C, §35 (NEW).]

B. Assumed, fictitious, reserved and registered name filings for all entities; and [PL 2003, c. 344, Pt. C, §35 (NEW).]

C. Marks registered under Title 10, chapter 301-A unless the registered owner or holder of the mark is the same person or entity as the limited liability partnership seeking to use a name that is not distinguishable on the records of the Secretary of State and files proof of ownership with the Secretary of State. [PL 2003, c. 344, Pt. C, §35 (NEW).]

[PL 2003, c. 344, Pt. C, §35 (NEW).]

3. Refuse to file name. The Secretary of State, in the Secretary of State's discretion, may refuse to file a name that:

A. Consists of or comprises language that is obscene; [PL 2003, c. 344, Pt. C, §35 (NEW).]

B. Inappropriately promotes abusive or unlawful activity; [PL 2003, c. 344, Pt. C, §35 (NEW).]

C. Falsely suggests an association with public institutions; or [PL 2003, c. 344, Pt. C, §35 (NEW).]

D. Violates any other provision of the law of this State with respect to names. [PL 2003, c. 344, Pt. C, §35 (NEW).]

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4. Authorization to use name. A limited liability partnership may apply to the Secretary of State for authorization to use a name that is not distinguishable on the records of the Secretary of State from one or more of the names described in subsection 2. The Secretary of State shall authorize use of the name applied for if:

A. The entity in possession of the name consents to the use in writing and submits an undertaking in a form satisfactory to the Secretary of State to change its name to a name that is distinguishable on the records of the Secretary of State from the name of the applicant; or [PL 2003, c. 344, Pt. C, §35 (NEW).]

B. The applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this State. [PL 2003, c. 344, Pt. C, §35 (NEW).]

[PL 2003, c. 344, Pt. C, §35 (NEW).]

5. Use of another limited liability partnership's name. A limited liability partnership may use the name, including the assumed or fictitious name, of another registered or foreign limited liability

partnership that is used in this State if the other limited liability partnership is organized or authorized to transact business in this State and the limited liability partnership proposing to use the name:

A. Has merged with the other limited liability partnership; [PL 2003, c. 344, Pt. C, §35 (NEW).]

B. Has been formed by reorganization of the other limited liability partnership; or [PL 2003, c. 344, Pt. C, §35 (NEW).]

C. Has acquired all or substantially all of the assets, including the limited liability partnership name, of the other limited liability partnership. [PL 2003, c. 344, Pt. C, §35 (NEW).]

[PL 2003, c. 344, Pt. C, §35 (NEW).]

6. Determining distinguishability. In determining whether names are distinguishable on the records, the Secretary of State shall disregard the following:

A. Words or abbreviations of words that describe the nature of the entity, including "professional association," "corporation," "company," "incorporated," "chartered," "limited," "limited partnership," "limited liability company," "professional limited liability company," "limited liability partnership," "registered limited liability partnership," "limited liability limited partnership," "service corporation" and "professional corporation"; [PL 2005, c. 543, Pt. D, §16 (AMD); PL 2005, c. 543, Pt. D, §18 (AFF).]

B. The presence or absence of the words or symbols of the words "and" and "the"; and [PL 2003, c. 344, Pt. C, §35 (NEW).]

C. Differences in the use of punctuation, capitalization or special characters. [PL 2003, c. 344, Pt. C, §35 (NEW).]

[PL 2005, c. 543, Pt. D, §16 (AMD); PL 2005, c. 543, Pt. D, §18 (AFF).]

7. Change of limited liability partnership name by foreign limited liability partnership. If a foreign limited liability partnership authorized to transact business in this State changes its name to one that does not satisfy the requirements of this section, it may not transact business in this State under the proposed new name until it adopts a name satisfying the requirements of this section and files an amended application for authority under section 855 that is accompanied by a statement of use of a fictitious name under section 805-A.

[PL 2003, c. 344, Pt. C, §35 (NEW).]

8. Exception. Notwithstanding subsection 2, the name of a limited liability partnership may be not distinguishable on the records of the Secretary of State if the foreign limited liability partnership was authorized to do business in this State prior to January 1, 1996 and had the right to use the name as its legal name before that date.

[PL 2003, c. 344, Pt. C, §35 (NEW).]

9. Name of limited liability partnership revoked. Subsection 2 does not apply to the name of any partnership whose status as a limited liability partnership has been revoked on and after the 3rd anniversary of the revocation.

[PL 2003, c. 344, Pt. C, §35 (NEW).]

SECTION HISTORY

PL 2003, c. 344, §C35 (NEW). PL 2005, c. 543, §D16 (AMD). PL 2005, c. 543, §D18 (AFF).

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