

1 HB403  
2 148039-2  
3 By Representative Poole  
4 RFD: Commerce and Small Business  
5 First Read: 07-MAR-13



1 this state under a name that is the same as or not  
2 distinguishable on the records of the Secretary of State from:

3 "(1) the name of another existing filing entity or  
4 registered limited liability partnership with an effective  
5 current registration;

6 "(2) the name of a foreign filing entity that is  
7 registered under Article 7;

8 "(3) a name that is reserved under Division B; ~~or.~~

9 ~~"(4) a name that is registered under Division C.~~

10 "(b) Subsection (a) does not apply if the other  
11 entity or the person for whom the name is reserved ~~or~~  
12 ~~registered, as appropriate,~~ consents in writing to the use of  
13 a name not distinguishable on the records of the Secretary of  
14 State, and submits an undertaking in form satisfactory to the  
15 Secretary of State to change its name to a name that is  
16 distinguishable on the records of the Secretary of State from  
17 the name for which application was made.

18 "(c) In determining whether a name is the same as or  
19 not distinguishable on the records of the Secretary of State  
20 from the name of another entity, words, phrases, or  
21 abbreviations indicating the type of entity, such as  
22 "corporation," "corp.," "incorporated," "Inc.," "limited  
23 partnership," "limited liability partnership," "LLP,"  
24 "registered limited liability partnership," "RLLP," "limited  
25 liability company," or "LLC" shall not be taken into account  
26 unless waived in writing by the incumbent holder of the name.

27 "10A-1-5.04.

1           (a) The name of a corporation or foreign corporation  
2 must contain:

3           (1) the word "corporation" or "incorporated"; or

4           (2) an abbreviation of one of those words.

5           (b) Subsection (a) does not apply to a nonprofit  
6 corporation or foreign nonprofit corporation, or to banks,  
7 trust companies, savings and loan associations, or insurance  
8 companies.

9           (c) In lieu of a word or abbreviation required by  
10 subsection (a), the name of a professional corporation must  
11 comply with the requirements of Section 10A-1-5.08.

12           (d) The requirements of subsection (a) do not apply  
13 to any corporation organized before January 1, 1981.

14           "§10A-1-5.11.

15           "(a) A person ~~may~~ shall reserve the exclusive use of  
16 ~~a corporate~~ an entity name, including a fictitious name for a  
17 foreign ~~corporation~~ entity whose ~~corporate~~ name is not  
18 available, by delivering an application to the Secretary of  
19 State for filing. Any person may file an application with the  
20 Secretary of State to reserve the exclusive use of a name  
21 under this article.

22           "(b) The application must set forth the name and  
23 address of the applicant and the name proposed to be reserved  
24 and must be:

25           "(1) accompanied by any required filing fee; and

26           "(2) signed by the applicant or by the agent or  
27 attorney of the applicant.

1           "(c) The name may also be reserved by ~~telephone or~~  
2 ~~other~~ electronic means, subject to the requirements as the  
3 Secretary of State may establish for reservation of names by  
4 means, including requirements for payment of the fee for name  
5 reservation.

6           "§10A-1-5.12.

7           "(a) The Secretary of State may not reserve a name  
8 that is the same as, or not distinguishable on the records of  
9 the Secretary of State from:

10           "(1) the name of an existing filing entity or  
11 registered limited liability partnership with an effective  
12 registration;

13           "(2) the name of a foreign filing entity that is  
14 registered under Article 7; or

15           "(3) a name that is reserved under this division;  
16 or.

17           "~~(4) a name that is registered under Division C.~~

18           "(b) Subsection (a) does not apply if the other  
19 entity or the person for whom the name is reserved ~~or~~  
20 ~~registered, as appropriate,~~ consents in writing to the  
21 subsequent reservation of a name not distinguishable on the  
22 records of the Secretary of State, and submits an undertaking  
23 in form satisfactory to the Secretary of State to change its  
24 name to a name that is distinguishable on the records of the  
25 Secretary of State from the name applied for ~~or,~~ if the  
26 conflict is with a reserved or registered name, transfers its  
27 reservation to the applicant pursuant to Section 10A-1-5.16 ~~or~~

1 ~~consents in writing to the use of the name by the applicant~~  
2 ~~pursuant to Section 10A-1-5.23(b).~~

3 "§10A-1-5.14.

4 "The Secretary of State shall reserve the name for  
5 the applicant until the earlier of:

6 "(1) ~~the 121st day after~~ one year from the date the  
7 application is accepted for filing; or

8 "(2) the date the applicant files with the Secretary  
9 of State a written notice of withdrawal of the reservation.

10 "§10A-1-5.15.

11 A person may renew the person's reservation of a  
12 name under this division for successive ~~120-day~~ one-year  
13 periods if, during the ~~30-day~~ 90-day period preceding the  
14 expiration of that reservation, the person:

15 "(1) files ~~new an~~ application to ~~reserve~~ renew the  
16 name reservation; and

17 "(2) pays the required filing fee."

18 Section 2. Sections 10A-1-5.21, 10A-1-5.22,  
19 10A-1-5.23, 10A-1-5.24, and 10A-1-5.25, Code of Alabama 1975,  
20 are repealed.

21 Section 3. This act shall become effective on the  
22 first day of the third month following its passage and  
23 approval by the Governor, or its otherwise becoming law.

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House of Representatives

Read for the first time and re-  
ferred to the House of Representa-  
tives committee on Commerce and  
Small Business..... . . . . . 07-MAR-13

Read for the second time and placed  
on the calendar 1 amendment ..... . . . . . 20-MAR-13

Read for the third time and passed  
as amended..... . . . . . 25-APR-13

Yeas 96, Nays 0, Abstains 0

Jeff Woodard  
Clerk