

BUSINESS NAME PROHIBITIONS

2022 GENERAL SESSION

STATE OF UTAH

Chief Sponsor: Karen Mayne

House Sponsor: Jordan D. Teuscher

LONG TITLE

General Description:

This bill modifies provisions related to business names.

Highlighted Provisions:

This bill:

- ▶ prohibits the use of 911 in:
 - a nonprofit corporation's name;
 - a corporation's name;
 - a professional corporation's name;
 - an assumed name;
 - a limited liability partnership's name;
 - a limited partnership's name; or
 - a limited liability company's name;
- ▶ defines terms;
- ▶ prohibits a person from using 911 in the person's name with the purpose to deceive the public that the person operates or represents emergency services;
- ▶ creates penalties for a person who uses 911 in the person's name with the purpose to deceive the public that the person operates or represents emergency services; and
- ▶ makes technical and conforming changes.

Money Appropriated in this Bill:

None

Other Special Clauses:

None

Utah Code Sections Affected:

AMENDS:

16-6a-401, as last amended by Laws of Utah 2010, Chapter 218

16-10a-401, as last amended by Laws of Utah 2011, Chapter 353

16-11-16, as last amended by Laws of Utah 2011, Chapter 353

26-23-6, as last amended by Laws of Utah 2021, Chapter 437

42-2-6.6, as last amended by Laws of Utah 2015, Chapter 240

48-1d-1105, as enacted by Laws of Utah 2013, Chapter 412

48-2e-108, as enacted by Laws of Utah 2013, Chapter 412

48-3a-108, as last amended by Laws of Utah 2015, Chapter 227

ENACTS:

26-8a-502.1, Utah Code Annotated 1953

Be it enacted by the Legislature of the state of Utah:

Section 1. Section **16-6a-401** is amended to read:

16-6a-401. Corporate name.

(1) The corporate name of a nonprofit corporation:

(a) may, but need not contain:

(i) the word "corporation," "incorporated," or "company"; or

(ii) an abbreviation of "corporation," "incorporated," or "company";

(b) may not contain:

(i) any word or phrase that indicates or implies that ~~[it]~~ the nonprofit corporation is organized for ~~[any purpose other than one or more of the purposes contained in]~~ a purpose other than that permitted by:

(A) Section 16-6a-301; and [its]

(B) the nonprofit corporation's articles of incorporation; or

(ii) for a nonprofit corporation that changes the nonprofit corporation's name or is incorporated in or authorized to do business in the state on or after May 4, 2022, the number sequence "911";

(c) except as authorized by the division under Subsection (2), shall be distinguishable, as defined in Section 16-10a-401, from:

- (i) the name of any domestic corporation incorporated in this state;
 - (ii) the name of any foreign corporation authorized to conduct affairs in this state;
 - (iii) the name of any domestic nonprofit corporation incorporated in this state;
 - (iv) the name of any foreign nonprofit corporation authorized to conduct affairs in this state;
 - (v) the name of any domestic limited liability company formed in this state;
 - (vi) the name of any foreign limited liability company authorized to conduct affairs in this state;
 - (vii) the name of any limited partnership formed or authorized to conduct affairs in this state;
 - (viii) any name that is reserved under Section 16-6a-402 or 16-10a-402;
 - (ix) the name of any entity that has registered [~~its~~] the entity's name under Section 42-2-5;
 - (x) the name of any trademark or service mark registered by the division; or
 - (xi) any assumed name filed under Section 42-2-5;
- (d) shall be, for purposes of recordation, either translated into English or transliterated into letters of the English alphabet if [it] the nonprofit corporation's name is not in English;
- (e) without the written consent of the United States Olympic Committee, may not contain the words:
- (i) "Olympic";
 - (ii) "Olympiad"; or
 - (iii) "Citius Altius Fortius"; and

(f) without the written consent of the Division of Consumer Protection issued in accordance with Section 13-34-114, may not contain the words:

- (i) "university";
- (ii) "college"; or
- (iii) "institute" or "institution."

(2) The division may authorize the use of the name applied for if:

(a) the name is distinguishable from one or more of the names and trademarks described in Subsection (1)(c) that are on the division's records; or

(b) if the applicant delivers to the division 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 registered or reserved with the division pursuant to the laws of this state.

(3) A nonprofit corporation may use the name of another domestic or foreign corporation that is used in this state if:

(a) the other corporation is incorporated or authorized to conduct affairs in this state; and

(b) the proposed user corporation:

(i) has merged with the other corporation;

(ii) has been formed by reorganization of the other corporation; or

(iii) has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

(4) (a) A nonprofit corporation may apply to the division for authorization to file ~~its~~ the nonprofit corporation's articles of incorporation under, or to register or reserve, a name that is not distinguishable upon the division's records from one or more of the names described in Subsection (1).

(b) The division shall approve the application filed under Subsection (4)(a) if:

(i) the other person whose name is not distinguishable from the name under which the applicant desires to file, or which the applicant desires to register or reserve:

(A) consents to the filing, registration, or reservation in writing; and

(B) submits an undertaking in a form satisfactory to the division to change ~~[its]~~ the person's name to a name that is distinguishable from the name of the applicant; or

(ii) the applicant delivers to the division a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to make the requested filing in this state under the name applied for.

(5) Only names of corporations may contain the:

(a) words "corporation," or "incorporated"; or

(b) abbreviation "corp." or "inc."

(6) The division may not issue a certificate of incorporation to any association violating the provisions of this section.

Section 2. Section **16-10a-401** is amended to read:

16-10a-401. Corporate name.

(1) The name of a corporation:

(a) except for the name of a depository institution as defined in Section **7-1-103**, shall contain:

(i) the word:

(A) "corporation";

(B) "incorporated"; or

(C) "company";

(ii) the abbreviation:

(A) "corp.";

(B) "inc."; or

(C) "co."; or

(iii) words or abbreviations of like import to the words or abbreviations listed in Subsections (1)(a)(i) and (ii) in another language;

(b) may not contain:

(i) language stating or implying that the corporation is organized for a purpose other than that permitted by:

~~[(i)]~~ (A) Section 16-10a-301; and

~~[(ii)]~~ (B) the corporation's articles of incorporation; or

(ii) for a corporation that changes the corporation's name or is incorporated in or authorized to do business in the state on or after May 4, 2022, the number sequence "911";

(c) without the written consent of the United States Olympic Committee, may not contain the words:

(i) "Olympic";

(ii) "Olympiad"; or

(iii) "Citius Altius Fortius"; and

(d) without the written consent of the Division of Consumer Protection issued in accordance with Section 13-34-114, may not contain the words:

(i) "university";

(ii) "college"; or

(iii) "institute" or "institution."

(2) Except as authorized by Subsections (3) and (4), the name of a corporation shall be distinguishable, as defined in Subsection (5), upon the records of the division from:

(a) the name of any domestic corporation incorporated in or foreign corporation authorized to transact business in this state;

(b) the name of any domestic or foreign nonprofit corporation incorporated or authorized to transact business in this state;

(c) the name of any domestic or foreign limited liability company formed or authorized to transact business in this state;

(d) the name of any limited partnership formed or authorized to transact business in this state;

(e) any name reserved or registered with the division for a corporation, limited liability

company, or general or limited partnership, under the laws of this state; and

(f) any business name, fictitious name, assumed name, trademark, or service mark registered by the division.

(3) (a) A corporation may apply to the division for authorization to file ~~[its]~~ the corporation's articles of incorporation under, or to register or reserve, a name that is not distinguishable upon ~~[its]~~ the division's records from one or more of the names described in Subsection (2).

(b) The division shall approve the application filed under Subsection (3)(a) if:

(i) the other person whose name is not distinguishable from the name under which the applicant desires to file, or which the applicant desires to register or reserve:

(A) consents to the filing, registration, or reservation in writing; and

(B) submits an undertaking in a form satisfactory to the division to change ~~[its]~~ the person's name to a name that is distinguishable from the name of the applicant; or

(ii) the applicant delivers to the division a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to make the requested filing in this state under the name applied for.

(4) A corporation may make a filing under the name, including the fictitious name, of another domestic or foreign corporation that is used or registered in this state if:

(a) the other corporation is incorporated or authorized to transact business in this state; and

(b) the filing corporation:

(i) has merged with the other corporation; or

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

(5) (a) A name is distinguishable from other names, trademarks, and service marks on the records of the division if ~~[it]~~ the name:

(i) contains one or more different letters or numerals; or

(ii) has a different sequence of letters or numerals from the other names on the

191 division's records.

192 (b) Differences which are not distinguishing are:

193 (i) the words or abbreviations of the words:

194 (A) "corporation";

195 (B) "company";

196 (C) "incorporated";

197 (D) "limited partnership";

198 (E) "L.P.";

199 (F) "limited";

200 (G) "limited liability company";

201 (H) "limited company";

202 (I) "L.C."; or

203 (J) "L.L.C.";

204 (ii) the presence or absence of the words or symbols of the words "the," "and," or "a";

205 (iii) differences in punctuation and special characters;

206 (iv) differences in capitalization;

207 (v) differences between singular and plural forms of words for a corporation:

208 (A) incorporated in or authorized to do business in this state on or after May 4, 1998;

209 or

210 (B) that changes [~~its~~] the corporation's name on or after May 4, 1998;

211 (vi) differences in whether the letters or numbers immediately follow each other or are

212 separated by one or more spaces if:

213 (A) the sequence of letters or numbers is identical; and

214 (B) the corporation:

215 (I) is incorporated in or authorized to do business in this state on or after May 3, 1999;

216 or

217 (II) changes [~~its~~] the corporation's name on or after May 3, 1999; or

(vii) differences in abbreviations, for a corporation:

(A) incorporated in or authorized to do business in this state on or after May 1, 2000;

or

(B) that changes [~~its~~] the corporation's name on or after May 1, 2000.

(c) The director of the division has the power and authority reasonably necessary to interpret and efficiently administer this section and to perform the duties imposed on the division by this section.

(6) A name that implies that the corporation is an agency of this state or of any of [~~its~~] the state's political subdivisions, if [~~it~~] the corporation is not actually such a legally established agency or subdivision, may not be approved for filing by the division.

(7) (a) The requirements of Subsection (1)(d) do not apply to a corporation incorporated in or authorized to do business in this state on or before May 4, 1998, until December 31, 1998.

(b) On or after January 1, 1999, any corporation incorporated in or authorized to do business in this state shall comply with the requirements of Subsection (1)(d).

Section 3. Section **16-11-16** is amended to read:

16-11-16. Corporate name.

(1) The name of each professional corporation as set forth in [~~its~~] the professional corporation's articles of incorporation:

(a) shall contain the terms:

(i) "professional corporation"; or

(ii) "P.C.";

(b) may not contain the words:

(i) "incorporated"; or

(ii) "inc.";

(c) may not contain:

(i) language stating or implying that the professional corporation is organized for a

purpose other than that permitted by:

(A) Section 16-11-6; and

(B) the professional corporation's articles of incorporation; or

(ii) for a professional corporation that changes the professional corporation's name or is incorporated in or authorized to do business in the state on or after May 4, 2022, the number sequence "911";

(d) without the written consent of the United States Olympic Committee, may not contain the words:

(i) "Olympic";

(ii) "Olympiad"; or

(iii) "Citius Altius Fortius"; and

(e) without the written consent of the Division of Consumer Protection in accordance with Section 13-34-114, may not contain the words:

(i) "university";

(ii) "college"; or

(iii) "institute" or "institution."

(2) The professional corporation may not imply by any word in the name that ~~it~~ the professional corporation is an agency of the state or of any of ~~its~~ the state's political subdivisions.

(3) A person, other than a professional corporation formed or registered under this chapter, may not use in ~~its~~ the person's name in this state any of the terms:

(a) "professional corporation"; or

(b) "P.C."

(4) Except as authorized by Subsection (5), the name of the professional corporation shall be distinguishable, as defined in Subsection (6), upon the records of the division from:

(a) the name of any domestic corporation incorporated in or foreign corporation authorized to transact business in this state;

(b) the name of any domestic or foreign nonprofit corporation incorporated or authorized to transact business in this state;

(c) the name of any domestic or foreign limited liability company formed or authorized to transact business in this state;

(d) the name of any limited partnership formed or authorized to transact business in this state;

(e) any name reserved or registered with the division for a corporation, limited liability company, or general or limited partnership, under the laws of this state; and

(f) any business name, fictitious name, assumed name, trademark, or service mark registered by the division.

(5) (a) A professional corporation may apply to the division for authorization to file ~~[its]~~ the professional corporation's articles of incorporation under, or to register or reserve, a name that is not distinguishable upon ~~[its]~~ the division's records from one or more of the names described in Subsection (4).

(b) The division shall approve the application filed under Subsection (5)(a) if:

(i) the other person whose name is not distinguishable from the name under which the applicant desires to file, or which the applicant desires to register or reserve:

(A) consents to the filing, registration, or reservation in writing; and

(B) submits an undertaking in a form satisfactory to the division to change ~~[its]~~ the person's name to a name that is distinguishable from the name of the applicant; or

(ii) the applicant delivers to the division a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to make the requested filing in this state under the name applied for.

(6) (a) A name is distinguishable from other names, trademarks, and service marks registered with the division if ~~[it]~~ the name:

(i) contains one or more different letters or numerals from other names upon the division's records; or

(ii) has a different sequence of letter or numerals from the other names on the division's records.

(b) The following differences are not distinguishable:

(i) the words or abbreviations of the words:

(A) "corporation";

(B) "incorporated";

(C) "company";

(D) "limited partnership";

(E) "limited";

(F) "L.P.";

(G) "limited liability company";

(H) "limited company";

(I) "L.C."; or

(J) "L.L.C.";

(ii) the presence or absence of the words or symbols of the words "the," "and," "a," or "plus";

(iii) differences in punctuation and special characters;

(iv) differences in capitalization; or

(v) differences in abbreviations.

(7) The director of the division shall have the power and authority reasonably necessary to interpret and efficiently administer this section and to perform the duties imposed upon the division by this section.

Section 4. Section **26-8a-502.1** is enacted to read:

26-8a-502.1. Prohibition on the use of "911".

(1) As used in this section:

(a) "Emergency services" means services provided by a person in response to an emergency.

(b) "Emergency services" includes:

(i) fire protection services;

(ii) paramedic services;

(iii) law enforcement services;

(iv) 911 ambulance or paramedic services, as defined in Section [26-8a-102](#); and

(v) any other emergency services.

(2) A person may not use "911" or other similar sequence of numbers in the person's name with the purpose to deceive the public that the person operates or represents emergency services, unless the person is authorized to provide emergency services.

(3) A violation of Subsection (2) is:

(a) a class C misdemeanor; and

(b) subject to a fine of up to \$500 per violation.

Section 5. Section **26-23-6** is amended to read:

26-23-6. Criminal and civil penalties and liability for violations.

(1) (a) Any person, association, ~~[or]~~ corporation, or ~~[the officers of any of them]~~ an officer of a person, an association, or a corporation, who violates any provision of this chapter or lawful orders of the department or a local health department in a criminal proceeding is guilty of a class B misdemeanor for the first violation, and for any subsequent similar violation within two years, is guilty of a class A misdemeanor, except this section does not establish the criminal penalty for a violation of Section [26-23-5.5](#) or Section [26-8a-502.1](#).

(b) Conviction in a criminal proceeding does not preclude the department or a local health department from assessment of any civil penalty, administrative civil money penalty or to deny, revoke, condition, or refuse to renew a permit, license, or certificate or to seek other injunctive or equitable remedies.

(2) (a) Subject to Subsections (2)(c) and (d), any association, ~~[or]~~ corporation, or ~~[the officers of any of them, who violate]~~ an officer of an association or a corporation, who violates any provision of this title or lawful orders of the department or a local health department, or

rules adopted under this title by the department:

(i) may be assessed, in a judicial civil proceeding, a penalty not to exceed the sum of \$5,000 per violation; or

(ii) may be assessed, in an administrative action in accordance with Title 63G, Chapter 4, Administrative Procedures Act, or similar procedures adopted by local or county government, a penalty not to exceed the sum of \$5,000 per violation.

(b) Subject to Subsections (2)(c) and (d), an individual who violates any provision of this title or lawful orders of the department or a local health department, or rules adopted under this title by the department:

(i) may be assessed, in a judicial civil proceeding, a penalty not to exceed the sum of \$150 per violation; or

(ii) may be assessed, in an administrative action in accordance with Title 63G, Chapter 4, Administrative Procedures Act, or similar procedures adopted by local or county government, a penalty not to exceed the sum of \$150 per violation.

(c) (i) Except as provided in Subsection (2)(c)(ii), a penalty described in Subsection (2)(a) or (b) may only be assessed against the same individual, association, or corporation one time in a calendar week.

(ii) Notwithstanding Subsection (2)(c)(i), an individual, an association, a corporation, or ~~[the officers of any of them, that willfully disregard or recklessly violate]~~ an officer of an association or a corporation, who willfully disregards or recklessly violates a provision of this title or lawful orders of the department or a local health department, or rules adopted under this title by the department, may be assessed a penalty as described in Subsection (2)(a) for each day of violation if it is determined that the violation is likely to result in a serious threat to public health.

(d) Upon reasonable cause shown in judicial civil proceeding or an administrative action, a penalty imposed under this Subsection (2) may be waived or reduced.

(3) Assessment of any civil penalty or administrative penalty does not preclude the

department or a local health department from seeking criminal penalties or to deny, revoke, impose conditions on, or refuse to renew a permit, license, or certificate or to seek other injunctive or equitable remedies.

(4) In addition to any penalties imposed under Subsection (1), ~~[the] a person,~~ association, ~~[or] corporation, or [the officers of any of them]~~ an officer of a person, an association, or a corporation, is liable for any expense incurred by the department in removing or abating any health or sanitation violations, including any nuisance, source of filth, cause of sickness, or dead animal.

Section 6. Section **42-2-6.6** is amended to read:

42-2-6.6. Assumed name.

(1) The assumed name:

(a) may not contain:

(i) any word or phrase that indicates or implies that the business is organized for any purpose other than ~~[one or more of the purposes]~~ a purpose contained in ~~[its]~~ the business's application; or

(ii) for an assumed name that is changed or approved on or after May 4, 2022, the number sequence "911";

(b) shall be distinguishable from any registered name or trademark of record in the offices of the Division of Corporations and Commercial Code, as defined in Subsection **16-10a-401**(5), except as authorized by the Division of Corporations and Commercial Code pursuant to Subsection (2);

(c) without the written consent of the United States Olympic Committee, may not contain the words:

(i) "Olympic";

(ii) "Olympiad"; or

(iii) "Citius Altius Fortius";

(d) without the written consent of the Division of Consumer Protection issued in

accordance with Section 13-34-114, may not contain the words:

(i) "university";

(ii) "college"; or

(iii) "institute" or "institution"; and

(e) an assumed name authorized for use in this state on or after May 1, 2000, may not contain the words:

(i) "incorporated";

(ii) "inc."; or

(iii) a variation of "incorporated" or "inc."

(2) Notwithstanding Subsection (1)(e), an assumed name may contain a word listed in Subsection (1)(e) if the Division of Corporations and Commercial Code authorizes the use of the name by a corporation as defined in:

(a) Subsection 16-6a-102(26);

(b) Subsection 16-6a-102(35);

(c) Subsection 16-10a-102(11); or

(d) Subsection 16-10a-102(20).

(3) The Division of Corporations and Commercial Code shall authorize the use of the name applied for if:

(a) the name is distinguishable from one or more of the names and trademarks that are on the division's records; or

(b) the applicant delivers to the division 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.

(4) The assumed name, for purposes of recordation, shall be either translated into English or transliterated into letters of the English alphabet if ~~it~~ the assumed name is not in English.

(5) The Division of Corporations and Commercial Code may not approve an

application for an assumed name to any person violating this section.

(6) The director of the Division of Corporations and Commercial Code shall have the power and authority reasonably necessary to interpret and efficiently administer this section and to perform the duties imposed on the division by this section.

(7) A name that implies by any word in the name that [it] the business is an agency of the state or of any of [its] the state's political subdivisions, if [it] the business is not actually such a legally established agency, may not be approved for filing by the Division of Corporations and Commercial Code.

(8) Section 16-10a-403 applies to this chapter.

(9) (a) The requirements of Subsection (1)(d) do not apply to a person who filed a certificate of assumed and of true name with the Division of Corporations and Commercial Code on or before May 4, 1998, until December 31, 1998.

(b) On or after January 1, 1999, any person who carries on, conducts, or transacts business in this state under an assumed name shall comply with the requirements of Subsection (1)(d).

Section 7. Section 48-1d-1105 is amended to read:

48-1d-1105. Permitted names.

(1) The name of a partnership that is not a limited liability partnership may not contain the phrase "Registered Limited Liability Partnership" or "Limited Liability Partnership" or the abbreviation "R.L.L.P.", "L.L.P.", "RLLP", or "LLP".

(2) The name of a limited liability partnership must contain the words "Registered Limited Liability Partnership", "Limited Liability Partnership", "R.L.L.P.", "L.L.P.", "RLLP", or "LLP".

(3) Except as otherwise provided in Subsection (6), the name of a limited liability partnership and the name under which a foreign limited liability partnership may register to do business in this state must be distinguishable on the records of the division from any:

(a) name of an existing person whose formation required the filing of a record by the

division;

(b) name of a limited liability partnership;

(c) name of a person that is registered to do business in this state by the filing of a record by the division;

(d) name reserved under Section 48-1d-1106 or other law of this state providing for the reservation of a name by the filing of a record by the division;

(e) name registered under Section 48-1d-1107 or other law of this state providing for the registration of a name by the filing of a record by the division; or

(f) assumed name registered under Title 42, Chapter 2, Conducting Business Under Assumed Name.

(4) If a person consents in a record to the use of ~~its~~ the person's name and submits an undertaking in a form satisfactory to the division to change ~~its~~ the person's name to a name that is distinguishable on the records of the division from any name in any category of names in Subsection (3), the name of the consenting person may be used by the person to which the consent was given.

(5) Except as otherwise provided in Subsection (6), in determining whether a name is the same as or not distinguishable on the records of the division from the name of another entity, words, phrases, or abbreviations indicating the type of entity, such as "corporation", "corp.", "incorporated", "Inc.", "professional corporation", "PC", "P.C.", "professional association", "PA", "P.A.", "Limited", "Ltd.", "limited partnership", "LP", "L.P.", "limited liability partnership", "LLP", "L.L.P.", "registered limited liability partnership", "RLLP", "R.L.L.P.", "limited liability limited partnership", "LLLLP", "L.L.L.P.", "registered limited liability limited partnership", "RLLLLP", "R.L.L.L.P.", "limited liability company", or "LLC", "L.L.C.", "professional limited liability company", "PLLC", or "P.L.L.C.", may not be taken into account.

(6) A person may consent in a record to the use of a name that is not distinguishable on the records of the division from ~~its~~ the person's name except for the addition of a word,

phrase, or abbreviation indicating the type of person as provided in Subsection (5). In such a case, the person need not change ~~[its]~~ person's name pursuant to Subsection (4).

(7) The division may not approve for filing a name that implies that a limited liability partnership is an agency of this state or any of ~~[its]~~ the state's political subdivisions, if ~~[it]~~ the limited liability partnership is not actually such a legally established agency or subdivision.

(8) The authorization to file a certificate under or to reserve or register a limited liability partnership name as granted by the division does not:

(a) abrogate or limit the law governing unfair competition or unfair trade practices;

(b) derogate from the common law, the principles of equity, or the statutes of this state or of the United States with respect to the right to acquire and protect names and trademarks; or

(c) create an exclusive right in geographic or generic terms contained within a name.

(9) The name of a limited liability partnership or foreign limited liability partnership may not contain:

(a) the words:

(i) "association";

(ii) "corporation";

(iii) "incorporated";

(iv) "limited liability company";

(v) "limited company";

(vi) "limited partnership"; or

(vii) "Ltd.";

(b) any word or abbreviation that is of like import to the words listed in Subsection (9)(a);

(c) without the written consent of the United States Olympic Committee, the words:

(i) "Olympic";

(ii) "Olympiad"; or

(iii) "Citius Altius Fortius"; ~~[and]~~

(d) without the written consent of the Division of Consumer Protection issued in accordance with Section 13-34-114 the words:

(i) "university";

(ii) "college"; or

(iii) "institute" or "institution"[-]; or

(e) for a limited liability partnership that changes the limited liability partnership's name or registers to do business in the state on or after May 4, 2022, the number sequence "911."

Section 8. Section 48-2e-108 is amended to read:

48-2e-108. Permitted names.

(1) The name of a limited partnership may contain the name of any partner.

(2) The name of a limited partnership that is not a limited liability limited partnership ~~[must]~~ shall contain the words "limited partnership" or the abbreviation "L.P." or "LP" and may not contain the words "limited liability limited partnership" or the abbreviation "L.L.L.P." or "LLLP".

(3) The name of a limited liability limited partnership ~~[must]~~ shall contain the words "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and ~~[must]~~ may not contain the abbreviation "L.P." or "LP".

(4) Except as otherwise provided in Subsection (7), the name of a limited partnership, and the name under which a foreign limited partnership may register to do business in this state, ~~[must]~~ shall be distinguishable on the records of the division from:

(a) the name of an existing person whose formation required the filing of a record by the division;

(b) the name of a limited liability partnership;

(c) the name of a person that is registered to do business in this state by the filing of a record by the division;

(d) each name reserved under Section 48-2e-109 or other law of this state providing for

the reservation of a name by the filing of a record by the division;

(e) each name registered under Section 48-2e-110 or other law of this state providing for the registration of a name by the filing of a record by the division; or

(f) an assumed name registered under Title 42, Chapter 2, Conducting Business Under Assumed Name.

(5) If a person consents in a record to the use of ~~[its]~~ the person's name and submits an undertaking in a form satisfactory to the division to change ~~[its]~~ the person's name to a name that is distinguishable on the records of the division from any name in any category of names in Subsection (4), the name of the consenting person may be used by the person to which the consent was given.

(6) Except as otherwise provided in Subsection (7), in determining whether a name is the same as or not distinguishable on the records of the division from the name of another entity, words, phrases, or abbreviations indicating the type of entity, such as "corporation", "corp.", "incorporated", "Inc.", "professional corporation", "PC", "P.C.", "professional association", "PA", "P.A.", "Limited", "Ltd.", "limited partnership", "LP", "L.P.", "limited liability partnership", "LLP", "L.L.P.", "registered limited liability partnership", "RLLP", "R.L.L.P.", "limited liability limited partnership", "LLLLP", "L.L.L.P.", "registered limited liability limited partnership", "RLLLLP", "R.L.L.L.P.", "limited liability company", "LLC", "L.L.C.", "professional limited liability company", "PLLC", or "P.L.L.C.", may not be taken into account.

(7) A person may consent in a record to the use of a name that is not distinguishable on the records of the division from ~~[its]~~ the person's name except for the addition of a word, phrase, or abbreviation indicating the type of person as provided in Subsection (6). In such a case, the person ~~[need not change its]~~ is not required to change the person's name pursuant to Subsection (5).

(8) The division may not approve for filing a name that implies that a limited partnership is an agency of this state or any of ~~[its]~~ the state's political subdivisions, if ~~[it]~~ the

569 limited partnership is not actually such a legally established agency or subdivision.

570 (9) The authorization to file a certificate under or to reserve or register a limited
571 partnership name as granted by the division does not:

572 (a) abrogate or limit the law governing unfair competition or unfair trade practices;

573 (b) derogate from the common law, the principles of equity, or the statutes of this state
574 or of the United States with respect to the right to acquire and protect names and trademarks; or

575 (c) create an exclusive right in geographic or generic terms contained within a name.

576 (10) The name of a limited partnership or foreign limited partnership may not contain:

577 (a) the words:

578 (i) "association";

579 (ii) "corporation";

580 (iii) "incorporated";

581 (iv) "limited liability company"; or

582 (v) "limited company";

583 (b) any word or abbreviation that is of like import to the words listed in Subsection
584 (10)(a);

585 (c) without the written consent of the United States Olympic Committee, the words:

586 (i) "Olympic";

587 (ii) "Olympiad"; or

588 (iii) "Citius Altius Fortius"; [~~and~~]

589 (d) without the written consent of the Division of Consumer Protection issued in
590 accordance with Section 13-34-114 the words:

591 (i) "university";

592 (ii) "college"; or

593 (iii) "institute" or "institution"[:]; or

594 (e) for a limited partnership that changes the limited partnership's name or is formed on
595 or after May 4, 2022, the number sequence "911."

Section 9. Section **48-3a-108** is amended to read:

48-3a-108. Permitted names.

(1) Except as provided in Section **48-3a-1104** or **48-3a-1302**, the name of a limited liability company [~~must~~] shall contain the words "limited liability company" or "limited company" or the abbreviation "L.L.C.", "LLC", "L.C.", or "LC". "Limited" may be abbreviated as "Ltd.", and "company" may be abbreviated as "Co.".

(2) Except as authorized by Subsection (3), the name of a company [~~must~~] shall be distinguishable as defined in Subsection (4) upon the records of the division from:

(a) the actual name, reserved name, or fictitious or assumed name of any entity registered with the division; or

(b) any tradename, trademark, or service mark registered with the division.

(3) (a) A company may apply to the division for approval to file [~~its~~] the company's certificate of organization under or to reserve a name that is not distinguishable upon the division's records from one or more of the names described in Subsection (2).

(b) The division shall approve the name for which the company applies under Subsection (3)(a) if:

(i) the other person whose name is not distinguishable from the name under which the applicant desires to file:

(A) consents to the filing in writing; and

(B) submits an undertaking in a form satisfactory to the division to change [~~its~~] the person's name to a name that is distinguishable from the name of the applicant; or

(ii) the applicant delivers to the division a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name in this state.

(4) A name is distinguishable from other names, trademarks, and service marks registered with the division if [~~it~~] the name contains one or more different words, letters, or numerals from other names upon the division's records.

(5) The following differences are not distinguishing:

- 623 (a) the term:
- 624 (i) "corp.";
- 625 (ii) "corporation";
- 626 (iii) "Inc.";
- 627 (iv) "incorporated";
- 628 (v) "professional corporation";
- 629 (vi) "P.C." or "PC";
- 630 (vii) "professional association";
- 631 (viii) "P.A." or "PA";
- 632 (ix) "professional limited liability company";
- 633 (x) "P.L.L.C." or "PLLC";
- 634 (xi) "company";
- 635 (xii) "limited partnership";
- 636 (xiii) "limited";
- 637 (xiv) "L.P." or "LP";
- 638 (xv) "Ltd.";
- 639 (xvi) "limited liability company";
- 640 (xvii) "limited company";
- 641 (xviii) "L.C." or "LC";
- 642 (xix) "L.L.C." or "LLC";
- 643 (xx) "registered limited liability partnership";
- 644 (xxi) "R.L.L.P." or "RLLP";
- 645 (xxii) "limited liability partnership";
- 646 (xxiii) "L.L.P." or "LLP";
- 647 (xxiv) "limited liability limited partnership";
- 648 (xxv) "L.L.L.P." or "LLLLP";
- 649 (xxvi) "registered limited liability limited partnership"; or

- 650 (xxvii) "R.L.L.L.P." or "RLLLP";
- 651 (b) an abbreviation of a word listed in Subsection (5)(a);
- 652 (c) the presence or absence of the words or symbols of the words "the," "and," "a," or
- 653 "plus";
- 654 (d) differences in punctuation and special characters;
- 655 (e) differences in capitalization; or
- 656 (f) for a company that is formed in this state on or after May 4, 1998, or registered as a
- 657 foreign company in this state on or after May 4, 1998, differences in singular and plural forms
- 658 of words.
- 659 (6) The division may not approve for filing a name that implies that a limited liability
- 660 company is an agency of this state or any of [~~its~~] the state's political subdivisions, if [~~it~~] the
- 661 limited liability company is not actually such a legally established agency or subdivision.
- 662 (7) The authorization to file a certificate under or to reserve or register a limited
- 663 liability company name as granted by the division does not:
- 664 (a) abrogate or limit the law governing unfair competition or unfair trade practices;
- 665 (b) derogate from the common law, the principles of equity, or the statutes of this state
- 666 or of the United States with respect to the right to acquire and protect names and trademarks; or
- 667 (c) create an exclusive right in geographic or generic terms contained within a name.
- 668 (8) The name of a limited liability company or foreign limited liability company may
- 669 not contain:
- 670 (a) the term:
- 671 (i) "association";
- 672 (ii) "corporation";
- 673 (iii) "incorporated";
- 674 (iv) "partnership";
- 675 (v) "limited partnership"; or
- 676 (vi) "L.P.";

- 677 (b) any word or abbreviation that is of like import to the words listed in Subsection
678 (8)(a);
- 679 (c) without the written consent of the United States Olympic Committee, the words:
680 (i) "Olympic";
681 (ii) "Olympiad"; or
682 (iii) "Citius Altius Fortius"; [~~and~~]
- 683 (d) without the written consent of the Division of Consumer Protection issued in
684 accordance with Section 13-34-114 the words:
685 (i) "university";
686 (ii) "college"; or
687 (iii) "institute" or "institution"[-]; or
- 688 (e) for a limited liability company that changes the limited liability company's name or
689 is formed on or after May 4, 2022, the number sequence "911."
- 690 (9) (a) A person, other than a company formed under this chapter or a foreign company
691 authorized to transact business in this state, may not use in [~~its~~] the person's name in this state
692 the term:
- 693 (i) "limited liability company";
694 (ii) "limited company";
695 (iii) "L.L.C.";
696 (iv) "L.C.";
697 (v) "LLC"; or
698 (vi) "LC".
- 699 (b) Notwithstanding Subsection (2)(a):
700 (i) a foreign corporation whose actual name includes the term "limited" or "Ltd." may
701 use [~~its~~] the foreign corporation's actual name in this state if [~~it~~] the foreign corporation also
702 uses:
703 (A) "corporation" or "corp."; or

704 (B) "incorporated" or "Inc."; and
705 (ii) a limited liability partnership may use in [~~its~~] the limited liability partnership's
706 name the term:
707 (A) "limited liability partnership";
708 (B) "L.L.P."; or
709 (C) "LLP".