

BUSINESS NAME PROHIBITIONS

2022 GENERAL SESSION

STATE OF UTAH

Chief Sponsor: Karen Mayne

House Sponsor: _____

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



28 **Other Special Clauses:**

29 None

30 **Utah Code Sections Affected:**

31 AMENDS:

32 **16-6a-401**, as last amended by Laws of Utah 2010, Chapter 218

33 **16-10a-401**, as last amended by Laws of Utah 2011, Chapter 353

34 **16-11-16**, as last amended by Laws of Utah 2011, Chapter 353

35 **26-23-6**, as last amended by Laws of Utah 2021, Chapter 437

36 **42-2-6.6**, as last amended by Laws of Utah 2015, Chapter 240

37 **48-1d-1105**, as enacted by Laws of Utah 2013, Chapter 412

38 **48-2e-108**, as enacted by Laws of Utah 2013, Chapter 412

39 **48-3a-108**, as last amended by Laws of Utah 2015, Chapter 227

40 ENACTS:

41 **26-8a-502.1**, Utah Code Annotated 1953



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

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

45 **16-6a-401. Corporate name.**

46 (1) The corporate name of a nonprofit corporation:

47 (a) may, but need not contain:

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

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

50 (b) may not contain:

51 (i) any word or phrase that indicates or implies that ~~[it]~~ the nonprofit corporation is

52 organized for ~~[any purpose other than one or more of the purposes contained in]~~ a purpose

53 other than that permitted by:

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

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

56 (ii) for a nonprofit corporation incorporated in or authorized to do business in the state

57 on or after May 4, 2022, the number sequence "911";

58 (c) except as authorized by the division under Subsection (2), shall be distinguishable,

59 as defined in Section 16-10a-401, from:

- 60 (i) the name of any domestic corporation incorporated in this state;
- 61 (ii) the name of any foreign corporation authorized to conduct affairs in this state;
- 62 (iii) the name of any domestic nonprofit corporation incorporated in this state;
- 63 (iv) the name of any foreign nonprofit corporation authorized to conduct affairs in this
64 state;
- 65 (v) the name of any domestic limited liability company formed in this state;
- 66 (vi) the name of any foreign limited liability company authorized to conduct affairs in
67 this state;
- 68 (vii) the name of any limited partnership formed or authorized to conduct affairs in this
69 state;
- 70 (viii) any name that is reserved under Section 16-6a-402 or 16-10a-402;
- 71 (ix) the name of any entity that has registered [~~its~~] the entity's name under Section
72 42-2-5;
- 73 (x) the name of any trademark or service mark registered by the division; or
- 74 (xi) any assumed name filed under Section 42-2-5;
- 75 (d) shall be, for purposes of recordation, either translated into English or transliterated
76 into letters of the English alphabet if [~~it~~] the nonprofit corporation's name is not in English;
- 77 (e) without the written consent of the United States Olympic Committee, may not
78 contain the words:
- 79 (i) "Olympic";
- 80 (ii) "Olympiad"; or
- 81 (iii) "Citius Altius Fortius"; and
- 82 (f) without the written consent of the Division of Consumer Protection issued in
83 accordance with Section 13-34-114, may not contain the words:
- 84 (i) "university";
- 85 (ii) "college"; or
- 86 (iii) "institute" or "institution."
- 87 (2) The division may authorize the use of the name applied for if:
- 88 (a) the name is distinguishable from one or more of the names and trademarks
89 described in Subsection (1)(c) that are on the division's records; or

90 (b) if the applicant delivers to the division a certified copy of the final judgment of a
91 court of competent jurisdiction establishing the applicant's right to use the name applied for in
92 this state registered or reserved with the division pursuant to the laws of this state.

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

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

96 and

97 (b) the proposed user corporation:

98 (i) has merged with the other corporation;

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

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

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

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

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

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

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

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

115 (5) Only names of corporations may contain the:

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

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

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

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

121 **16-10a-401. Corporate name.**

122 (1) The name of a corporation:

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

125 (i) the word:

126 (A) "corporation";

127 (B) "incorporated"; or

128 (C) "company";

129 (ii) the abbreviation:

130 (A) "corp.";

131 (B) "inc."; or

132 (C) "co."; or

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

135 (b) may not contain:

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

138 [(†)] (A) Section 16-10a-301; and

139 [(†)] (B) the corporation's articles of incorporation; or

140 (ii) for a corporation incorporated in or authorized to do business in the state on or after
141 May 4, 2022, the number sequence "911";

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

144 (i) "Olympic";

145 (ii) "Olympiad"; or

146 (iii) "Citius Altius Fortius"; and

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

149 (i) "university";

150 (ii) "college"; or

151 (iii) "institute" or "institution."

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- 183 (b) the filing corporation:
- 184 (i) has merged with the other corporation; or
- 185 (ii) has been formed by reorganization of the other corporation.
- 186 (5) (a) A name is distinguishable from other names, trademarks, and service marks on
- 187 the records of the division if ~~[it]~~ the name:
- 188 (i) contains one or more different letters or numerals; or
- 189 (ii) has a different sequence of letters or numerals from the other names on the
- 190 division's records.
- 191 (b) Differences which are not distinguishing are:
- 192 (i) the words or abbreviations of the words:
- 193 (A) "corporation";
- 194 (B) "company";
- 195 (C) "incorporated";
- 196 (D) "limited partnership";
- 197 (E) "L.P.";
- 198 (F) "limited";
- 199 (G) "limited liability company";
- 200 (H) "limited company";
- 201 (I) "L.C."; or
- 202 (J) "L.L.C.";
- 203 (ii) the presence or absence of the words or symbols of the words "the," "and," or "a";
- 204 (iii) differences in punctuation and special characters;
- 205 (iv) differences in capitalization;
- 206 (v) differences between singular and plural forms of words for a corporation:
- 207 (A) incorporated in or authorized to do business in this state on or after May 4, 1998;
- 208 or
- 209 (B) that changes ~~[its]~~ the corporation's name on or after May 4, 1998;
- 210 (vi) differences in whether the letters or numbers immediately follow each other or are
- 211 separated by one or more spaces if:
- 212 (A) the sequence of letters or numbers is identical; and
- 213 (B) the corporation:

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

215 or

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

217 (vii) differences in abbreviations, for a corporation:

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

219 or

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

221 (c) The director of the division has the power and authority reasonably necessary to

222 interpret and efficiently administer this section and to perform the duties imposed on the

223 division by this section.

224 (6) A name that implies that the corporation is an agency of this state or of any of [~~its~~]

225 the state's political subdivisions, if [~~it~~] the corporation is not actually such a legally established

226 agency or subdivision, may not be approved for filing by the division.

227 (7) (a) The requirements of Subsection (1)(d) do not apply to a corporation

228 incorporated in or authorized to do business in this state on or before May 4, 1998, until

229 December 31, 1998.

230 (b) On or after January 1, 1999, any corporation incorporated in or authorized to do

231 business in this state shall comply with the requirements of Subsection (1)(d).

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

233 **16-11-16. Corporate name.**

234 (1) The name of each professional corporation as set forth in [~~its~~] the professional

235 corporation's articles of incorporation:

236 (a) shall contain the terms:

237 (i) "professional corporation"; or

238 (ii) "P.C.";

239 (b) may not contain the words:

240 (i) "incorporated"; or

241 (ii) "inc.";

242 (c) may not contain:

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

244 purpose other than that permitted by:

245 [(i)] (A) Section 16-11-6; and
246 [(ii)] (B) the professional corporation's articles of incorporation; or
247 (ii) for a professional corporation incorporated in or authorized to do business in the
248 state on or after May 4, 2022, the number sequence "911";

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

- 251 (i) "Olympic";
- 252 (ii) "Olympiad"; or
- 253 (iii) "Citius Altius Fortius"; and

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

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

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

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

- 264 (a) "professional corporation"; or
- 265 (b) "P.C."

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

299 (b) The following differences are not distinguishable:

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

301 (A) "corporation";

302 (B) "incorporated";

303 (C) "company";

304 (D) "limited partnership";

305 (E) "limited";

306 (F) "L.P.";

- 307 (G) "limited liability company";
- 308 (H) "limited company";
- 309 (I) "L.C."; or
- 310 (J) "L.L.C.";
- 311 (ii) the presence or absence of the words or symbols of the words "the," "and," "a," or
- 312 "plus";
- 313 (iii) differences in punctuation and special characters;
- 314 (iv) differences in capitalization; or
- 315 (v) differences in abbreviations.
- 316 (7) The director of the division shall have the power and authority reasonably necessary
- 317 to interpret and efficiently administer this section and to perform the duties imposed upon the
- 318 division by this section.

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

320 **26-8a-502.1. Prohibition on the use of "911".**

321 (1) As used in this section:

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

323 emergency.

324 (b) "Emergency services" includes:

325 (i) fire protection services;

326 (ii) paramedic services;

327 (iii) law enforcement services;

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

329 (v) any other emergency services.

330 (2) A person may not use "911" or other similar sequence of numbers in the person's

331 name with the purpose to deceive the public that the person operates or represents emergency

332 services, unless the person is authorized to provide emergency services.

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

334 (a) a class C misdemeanor; and

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

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

337 **26-23-6. Criminal and civil penalties and liability for violations.**

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

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

348 (2) (a) Subject to Subsections (2)(c) and (d), any association, ~~[or]~~ corporation, or ~~[the~~
349 ~~officers of any of them, who violate]~~ an officer of an association or a corporation, who violates
350 any provision of this title or lawful orders of the department or a local health department, or
351 rules adopted under this title by the department:

352 (i) may be assessed, in a judicial civil proceeding, a penalty not to exceed the sum of
353 \$5,000 per violation; or

354 (ii) may be assessed, in an administrative action in accordance with Title 63G, Chapter
355 4, Administrative Procedures Act, or similar procedures adopted by local or county
356 government, a penalty not to exceed the sum of \$5,000 per violation.

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

360 (i) may be assessed, in a judicial civil proceeding, a penalty not to exceed the sum of
361 \$150 per violation; or

362 (ii) may be assessed, in an administrative action in accordance with Title 63G, Chapter
363 4, Administrative Procedures Act, or similar procedures adopted by local or county
364 government, a penalty not to exceed the sum of \$150 per violation.

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

368 (ii) Notwithstanding Subsection (2)(c)(i), an individual, an association, a corporation,

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

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

377 (3) Assessment of any civil penalty or administrative penalty does not preclude the
 378 department or a local health department from seeking criminal penalties or to deny, revoke,
 379 impose conditions on, or refuse to renew a permit, license, or certificate or to seek other
 380 injunctive or equitable remedies.

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

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

387 **42-2-6.6. Assumed name.**

388 (1) The assumed name:

389 (a) may not contain:

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

393 (ii) for an assumed name approved on or after May 4, 2022, the number sequence
 394 "911";

395 (b) shall be distinguishable from any registered name or trademark of record in the
 396 offices of the Division of Corporations and Commercial Code, as defined in Subsection
 397 [16-10a-401\(5\)](#), except as authorized by the Division of Corporations and Commercial Code
 398 pursuant to Subsection (2);

399 (c) without the written consent of the United States Olympic Committee, may not

400 contain the words:

401 (i) "Olympic";

402 (ii) "Olympiad"; or

403 (iii) "Citius Altius Fortius";

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

406 (i) "university";

407 (ii) "college"; or

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

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

411 (i) "incorporated";

412 (ii) "inc."; or

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

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

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

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

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

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

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

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

425 (b) the applicant delivers to the division a certified copy of the final judgment of a
426 court of competent jurisdiction establishing the applicant's right to use the name applied for in
427 this state.

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

431 (5) The Division of Corporations and Commercial Code may not approve an
432 application for an assumed name to any person violating this section.

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

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

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

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

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

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

448 **48-1d-1105. Permitted names.**

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

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

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

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

460 (b) name of a limited liability partnership;

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

462 record by the division;

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

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

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

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

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

484 (6) A person may consent in a record to the use of a name that is not distinguishable on
485 the records of the division from [its] the person's name except for the addition of a word,
486 phrase, or abbreviation indicating the type of person as provided in Subsection (5). In such a
487 case, the person need not change [its] person's name pursuant to Subsection (4).

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

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

- 493 (a) abrogate or limit the law governing unfair competition or unfair trade practices;
- 494 (b) derogate from the common law, the principles of equity, or the statutes of this state
- 495 or of the United States with respect to the right to acquire and protect names and trademarks; or
- 496 (c) create an exclusive right in geographic or generic terms contained within a name.
- 497 (9) The name of a limited liability partnership or foreign limited liability partnership
- 498 may not contain:
- 499 (a) the words:
- 500 (i) "association";
- 501 (ii) "corporation";
- 502 (iii) "incorporated";
- 503 (iv) "limited liability company";
- 504 (v) "limited company";
- 505 (vi) "limited partnership"; or
- 506 (vii) "Ltd.";
- 507 (b) any word or abbreviation that is of like import to the words listed in Subsection
- 508 (9)(a);
- 509 (c) without the written consent of the United States Olympic Committee, the words:
- 510 (i) "Olympic";
- 511 (ii) "Olympiad"; or
- 512 (iii) "Citius Altius Fortius"; [~~and~~]
- 513 (d) without the written consent of the Division of Consumer Protection issued in
- 514 accordance with Section 13-34-114 the words:
- 515 (i) "university";
- 516 (ii) "college"; or
- 517 (iii) "institute" or "institution"[-]; or
- 518 (e) for a limited liability partnership that registers to do business in the state on or after
- 519 May 4, 2022, the number sequence "911."
- 520 Section 8. Section **48-2e-108** is amended to read:
- 521 **48-2e-108. Permitted names.**
- 522 (1) The name of a limited partnership may contain the name of any partner.
- 523 (2) The name of a limited partnership that is not a limited liability limited partnership

524 [must] shall contain the words "limited partnership" or the abbreviation "L.P." or "LP" and may
525 not contain the words "limited liability limited partnership" or the abbreviation "L.L.L.P." or
526 "LLLP".

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

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

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

535 (b) the name of a limited liability partnership;

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

538 (d) each name reserved under Section 48-2e-109 or other law of this state providing for
539 the reservation of a name by the filing of a record by the division;

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

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

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

549 (6) Except as otherwise provided in Subsection (7), in determining whether a name is
550 the same as or not distinguishable on the records of the division from the name of another
551 entity, words, phrases, or abbreviations indicating the type of entity, such as "corporation",
552 "corp.", "incorporated", "Inc.", "professional corporation", "PC", "P.C.", "professional
553 association", "PA", "P.A.", "Limited", "Ltd.", "limited partnership", "LP", "L.P.", "limited
554 liability partnership", "LLP", "L.L.P.", "registered limited liability partnership", "RLLP",

555 "R.L.L.P.", "limited liability limited partnership", "LLLP", "L.L.L.P.", "registered limited
556 liability limited partnership", "RLLLP", "R.L.L.L.P.", "limited liability company", "LLC",
557 "L.L.C.", "professional limited liability company", "PLLC", or "P.L.L.C.", may not be taken
558 into account.

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

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

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

- 569 (a) abrogate or limit the law governing unfair competition or unfair trade practices;
570 (b) derogate from the common law, the principles of equity, or the statutes of this state
571 or of the United States with respect to the right to acquire and protect names and trademarks; or
572 (c) create an exclusive right in geographic or generic terms contained within a name.

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

574 (a) the words:

- 575 (i) "association";
576 (ii) "corporation";
577 (iii) "incorporated";
578 (iv) "limited liability company"; or
579 (v) "limited company";

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

581 (10)(a);

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

- 583 (i) "Olympic";
584 (ii) "Olympiad"; or
585 (iii) "Citius Altius Fortius"; ~~[and]~~

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

588 (i) "university";

589 (ii) "college"; or

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

591 (e) for a limited partnership formed on or after May 4, 2022, the number sequence
592 "911."

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

594 **48-3a-108. Permitted names.**

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

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

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

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

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

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

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

611 (A) consents to the filing in writing; and

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

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

616 (4) A name is distinguishable from other names, trademarks, and service marks

617 registered with the division if [it] the name contains one or more different words, letters, or
618 numerals from other names upon the division's records.

619 (5) The following differences are not distinguishing:

620 (a) the term:

621 (i) "corp.";

622 (ii) "corporation";

623 (iii) "Inc.";

624 (iv) "incorporated";

625 (v) "professional corporation";

626 (vi) "P.C." or "PC";

627 (vii) "professional association";

628 (viii) "P.A." or "PA";

629 (ix) "professional limited liability company";

630 (x) "P.L.L.C." or "PLLC";

631 (xi) "company";

632 (xii) "limited partnership";

633 (xiii) "limited";

634 (xiv) "L.P." or "LP";

635 (xv) "Ltd.";

636 (xvi) "limited liability company";

637 (xvii) "limited company";

638 (xviii) "L.C." or "LC";

639 (xix) "L.L.C." or "LLC";

640 (xx) "registered limited liability partnership";

641 (xxi) "R.L.L.P." or "RLLP";

642 (xxii) "limited liability partnership";

643 (xxiii) "L.L.P." or "LLP";

644 (xxiv) "limited liability limited partnership";

645 (xxv) "L.L.L.P." or "LLLLP";

646 (xxvi) "registered limited liability limited partnership"; or

647 (xxvii) "R.L.L.L.P." or "RLLLLP";

- 648 (b) an abbreviation of a word listed in Subsection (5)(a);
- 649 (c) the presence or absence of the words or symbols of the words "the," "and," "a," or
- 650 "plus";
- 651 (d) differences in punctuation and special characters;
- 652 (e) differences in capitalization; or
- 653 (f) for a company that is formed in this state on or after May 4, 1998, or registered as a
- 654 foreign company in this state on or after May 4, 1998, differences in singular and plural forms
- 655 of words.
- 656 (6) The division may not approve for filing a name that implies that a limited liability
- 657 company is an agency of this state or any of [~~its~~] the state's political subdivisions, if [~~it~~] the
- 658 limited liability company is not actually such a legally established agency or subdivision.
- 659 (7) The authorization to file a certificate under or to reserve or register a limited
- 660 liability company name as granted by the division does not:
- 661 (a) abrogate or limit the law governing unfair competition or unfair trade practices;
- 662 (b) derogate from the common law, the principles of equity, or the statutes of this state
- 663 or of the United States with respect to the right to acquire and protect names and trademarks; or
- 664 (c) create an exclusive right in geographic or generic terms contained within a name.
- 665 (8) The name of a limited liability company or foreign limited liability company may
- 666 not contain:
- 667 (a) the term:
- 668 (i) "association";
- 669 (ii) "corporation";
- 670 (iii) "incorporated";
- 671 (iv) "partnership";
- 672 (v) "limited partnership"; or
- 673 (vi) "L.P.";
- 674 (b) any word or abbreviation that is of like import to the words listed in Subsection
- 675 (8)(a);
- 676 (c) without the written consent of the United States Olympic Committee, the words:
- 677 (i) "Olympic";
- 678 (ii) "Olympiad"; or

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

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

682 (i) "university";

683 (ii) "college"; or

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

685 (e) for a limited liability company formed on or after May 4, 2022, the number
686 sequence "911."

687 (9) (a) A person, other than a company formed under this chapter or a foreign company
688 authorized to transact business in this state, may not use in [~~its~~] the person's name in this state
689 the term:

690 (i) "limited liability company";

691 (ii) "limited company";

692 (iii) "L.L.C.";

693 (iv) "L.C.";

694 (v) "LLC"; or

695 (vi) "LC".

696 (b) Notwithstanding Subsection (2)(a):

697 (i) a foreign corporation whose actual name includes the term "limited" or "Ltd." may
698 use [~~its~~] the foreign corporation's actual name in this state if [~~it~~] the foreign corporation also
699 uses:

700 (A) "corporation" or "corp."; or

701 (B) "incorporated" or "Inc."; and

702 (ii) a limited liability partnership may use in [~~its~~] the limited liability partnership's
703 name the term:

704 (A) "limited liability partnership";

705 (B) "L.L.P."; or

706 (C) "LLP".