

HOUSE OF REPRESENTATIVES

Olympia Washington

BilAnalysis

Bill No. HB 1253

Regulating naming of businesses

Public Arg: 1/28/97

Brief title

Reps. Parlette / Costello (Reg. Sec. of State)

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Sponsor

Comm. on Govt. Admin.

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BACKGROUND:

A number of different types of artificial entities may be created in this state including for-profit corporations and non-profit corporations. Paper is used to create or incorporate these artificial entities and is filed with the secretary of state's office. A foreign or out-of-state business entity transacting business in this state must file an application with the secretary of state for a certificate of authority.

Each corporation doing business in the state must file the name and address of its registered agent with the secretary of state.

Some types of artificial entities are authorized to reserve or register a name for itself.

Many statutes relating to different types of artificial entities that may be created in this state include prohibitions on using a name that is not distinguishable from the name of another artificial entity. Some of these statutes include factors to determine if names are not distinguishable. Some of these statutes permit the use of an undistinguishable name under certain limited circumstances.

SUMMARY:

Statutes relating to various types of artificial entities are amended to provide common language relating to the use of a name, including a prohibition on using a name that is indistinguishable from the name of another artificial entity, factors to determine if names are not distinguishable, reserving or registering names, and the ability to use a name that is not distinguishable from another name under limited circumstances. The provisions are very similar but differ in several instances, very abbreviated language is used in lieu of very detailed language.

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Thes new provisions are inserted into the Washington Business Corporation Act and statutes relating to non-profit corporations, mutual cooperatives, limited liability partnerships, limited partnerships, and limited liability corporations.

FISCAL NOTE: Not requested.

EFFECTIVE DATE: Ninety days after adjournment of session in which bill passed.