

HOUSE OF REPRESENTATIVES

Olympia Washington

BilAnalysis

Bill No. SB 5063
(See HB 1251)

Clarifying naming conventions/corps/unifcvt
Brief title

Public Arg: 3/28/97

Senator Roach/Haugen/Johnson
Sponsor (Sec. of State Req.)

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BACKGROUND:

A number of different types of artificial entities may be created in this Washington State, including for-profit corporations and non-profit corporations. Paper to create or incorporate these artificial entities are filed with the secretary of state's office. A foreign or out-of-state corporation 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.

Many statutes relating to different types of artificial entities that may be created in this state include provisions prohibiting the use of names for an artificial entity that is not distinguishable from the name of another artificial entity.

The secretary of state is authorized under the Washington Business Corporation Act to provide for the administrative dissolution of corporations on a variety of grounds, including the failure to pay license fees, the failure to register its agent or the failure to file an annual report.

SUMMARY:

Any local unit of government, the state of Washington, or any state agency or department may apply to the secretary of state to administratively dissolve or revoke the certificate of authority for any corporation using a name that is not distinguishable from the name of the applicant. If the name is not distinguishable, the secretary of state institutes proceedings to administratively dissolve the corporation.

Continued

Factors are established to determine if names are not distinguishable. A name is not distinguishable as a result of: (1) A variation of the term county-, city-, town-, district-, department- or a variation in the order of such a term; (2) use of the term corporation-, incorporated-, company-, limited-, the abbreviation corp., inc., co., or ltd.; (3) the addition or deletion of an article or conjunction; (4) punctuation, capitalization, special characters or symbols in the same name; or (5) use of an abbreviation in the plural form of a word in the same name. Examples are provided of similar names that are not distinguishable and similar names that are distinguishable.

If the corporation named in the application was incorporated or certified before the applicant was formed, these provisions only apply if the applicant provides a certified copy of a final judgment by a court of competent jurisdiction determining that the applicant holds a superior property right to the name than the corporation.

These provisions are referenced in laws relating to non-profit corporations, mutual corporations, corporations, sole fraternals, societies, agricultural processing and marketing associations, ranges and cooperatives associations.

FISCAL NOTE: Not requested.

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