

IN THE HOUSE OF REPRESENTATIVES

HOUSE BILL NO. 550

BY STATE AFFAIRS COMMITTEE

AN ACT

1 RELATING TO BUSINESS ENTITY NAMES; AMENDING SECTION 30-6-108, IDAHO CODE,
2 TO PROVIDE THAT THE NAME OF A LIMITED LIABILITY COMPANY MAY NOT CONTAIN
3 LANGUAGE FALSELY STATING OR IMPLYING GOVERNMENT AFFILIATION, TO PRO-
4 VIDE CORRECT CODE REFERENCES AND TO MAKE TECHNICAL CORRECTIONS; AMEND-
5 ING SECTION 53-2-108, IDAHO CODE, TO PROVIDE THAT THE NAME OF A LIMITED
6 PARTNERSHIP MAY NOT CONTAIN LANGUAGE FALSELY STATING OR IMPLYING GOV-
7 ERNMENT AFFILIATION AND TO PROVIDE CORRECT CODE REFERENCES; AND DECLAR-
8 ING AN EMERGENCY.
9

10 Be It Enacted by the Legislature of the State of Idaho:

11 SECTION 1. That Section 30-6-108, Idaho Code, be, and the same is hereby
12 amended to read as follows:

13 30-6-108. NAME. (1) The name of a limited liability company must con-
14 tain the words "limited liability company" or "limited company" or the ab-
15 breviation "L.L.C.," "LLC," "L.C.," or "LC." "Limited" may be abbreviated
16 as "ltd." and "company" may be abbreviated as "co." If the limited liability
17 company is a professional company, however, the name of the limited liabil-
18 ity company must contain the words "Professional Company" or the abbrevia-
19 tions "P.L.L.C." or "PLLC."

20 (2) The name of a limited liability company may not contain language
21 falsely stating or implying government affiliation.

22 (3) Unless authorized by subsection (34) of this section, the name of a
23 limited liability company must be distinguishable on the records of the sec-
24 retary of state from:

25 (a) The name of each person that is not an individual and that is incor-
26 porated, organized or authorized to transact business in this state;

27 (b) The limited liability company name stated in each certificate of
28 organization that contains the statement as provided in section 30-6-
29 201(2)(c), Idaho Code, and that has not lapsed; and

30 (c) Each name reserved under section 30-6-109, Idaho Code, and sections
31 30-1-402 and 30-1-403, Idaho Code, sections 30-3-28 and 30-3-29, Idaho
32 Code, and section 53-2-109, Idaho Code.

33 (34) A limited liability company may apply to the secretary of state for
34 authorization to use a name that does not comply with subsection (23) of this
35 section. The secretary of state shall authorize use of the name applied for
36 if, as to each noncomplying name:

37 (a) The present user, registrant or owner of the noncomplying name con-
38 sents in a signed record to the use and submits an undertaking in a form
39 satisfactory to the secretary of state to change the noncomplying name
40 to a name that complies with subsection (23) of this section and is dis-
41 tinguishable in the records of the secretary of state from the name ap-
42 plied for; or

1 (b) The applicant delivers to the secretary of state a certified copy of
 2 the final judgment of a court establishing the applicant's right to use
 3 in this state the name applied for.

4 (45) Subject to section 30-6-805, Idaho Code, this section applies to a
 5 foreign limited liability company transacting business in this state which
 6 has a certificate of authority to transact business in this state or which
 7 has applied for a certificate of authority.

8 SECTION 2. That Section 53-2-108, Idaho Code, be, and the same is hereby
 9 amended to read as follows:

10 53-2-108. NAME. (1) The name of a limited partnership may contain the
 11 name of any partner.

12 (2) The name of a limited partnership that is not a limited liability
 13 limited partnership must contain the phrase "limited partnership" or the ab-
 14 breviation "L.P." or "LP" and may not contain the phrase "limited liability
 15 limited partnership" or the abbreviation "LLLP" or "L.L.L.P."

16 (3) The name of a limited liability limited partnership must contain
 17 the phrase "limited liability limited partnership" or the abbreviation
 18 "LLLP" or "L.L.L.P." and must not contain the abbreviation "L.P." or "LP."

19 (4) The name of a limited partnership may not contain language falsely
 20 stating or implying government affiliation.

21 (5) Unless authorized by subsection (56) of this section, the name of a
 22 limited partnership must not falsely imply government affiliation and must
 23 be distinguishable in the records of the secretary of state from:

24 (a) The name of each person other than an individual incorporated, or-
 25 ganized, or authorized to transact business in this state; and

26 (b) Each name reserved under section 53-2-109, Idaho Code, or other
 27 state law allowing the reservation or registration of business names.

28 (56) A limited partnership may apply to the secretary of state for au-
 29 thorization to use a name that does not comply with subsection (45) of this
 30 section. The secretary of state shall authorize use of the name applied for
 31 if, as to each conflicting name:

32 (a) The present user, registrant, or owner of the conflicting name con-
 33 sents in a signed record to the use and submits an undertaking in a form
 34 satisfactory to the secretary of state to change the conflicting name to
 35 a name that complies with subsection (45) of this section and is distin-
 36 guishable in the records of the secretary of state from the name applied
 37 for;

38 (b) The applicant delivers to the secretary of state a certified copy
 39 of the final judgment of a court of competent jurisdiction establishing
 40 the applicant's right to use in this state the name applied for; or

41 (c) The applicant delivers to the secretary of state proof satisfactory
 42 to the secretary of state that the present user, registrant, or owner of
 43 the conflicting name:

44 (i) Has merged into the applicant;

45 (ii) Has been converted into the applicant; or

46 (iii) Has transferred substantially all of its assets, including
 47 the conflicting name, to the applicant.

48 (67) Subject to section 53-2-905, Idaho Code, this section applies to
 49 any foreign limited partnership transacting business in this state, having a

1 certificate of authority to transact business in this state, or applying for
2 a certificate of authority.

3 SECTION 3. An emergency existing therefor, which emergency is hereby
4 declared to exist, this act shall be in full force and effect on and after its
5 passage and approval.