

ACT 2013 - 338

1 HB403  
2 148039-3  
3 By Representative Poole  
4 RFD: Commerce and Small Business  
5 First Read: 07-MAR-13



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ENROLLED, An Act,

To amend Sections 10A-1-5.03, 10A-1-5.04, 10A-1-5.11, 10A-1-5.12, 10A-1-5.14, and 10A-1-5.15, Code of Alabama 1975, relating to name reservations for business entities; to require name reservations for all foreign and domestic business entities; to combine the name registration process for foreign entities with the name reservation process for domestic entities; to extend the effective date for name reservations; to exempt corporations incorporated before January 1, 1981, from the provisions requiring the name of a corporation or foreign corporation to contain the word "corporation" or "incorporated"; and to repeal Sections 10A-1-5.21, 10A-1-5.22, 10A-1-5.23, 10A-1-5.24, and 10A-1-5.25, Code of Alabama 1975.

BE IT ENACTED BY THE LEGISLATURE OF ALABAMA:

Section 1. Sections 10A-1-5.03, 10A-1-5.11, 10A-1-5.12, 10A-1-5.14, and 10A-1-5.15, Code of Alabama 1975, are amended to read as follows:

"§10A-1-5.03.

"(a) A filing entity may not have a name and a foreign filing entity may not register to transact business in this state under a name that is the same as or not distinguishable on the records of the Secretary of State from:

1           "(1) the name of another existing filing entity or  
2 registered limited liability partnership with an effective  
3 current registration;

4           "(2) the name of a foreign filing entity that is  
5 registered under Article 7;

6           "(3) a name that is reserved under Division B, ~~or,~~

7 ~~"(4) a name that is registered under Division C.~~

8           "(b) Subsection (a) does not apply if the other  
9 entity or the person for whom the name is reserved ~~or~~  
10 ~~registered, as appropriate,~~ consents in writing to the use of  
11 a name not distinguishable on the records of the Secretary of  
12 State, and submits an undertaking in form satisfactory to the  
13 Secretary of State to change its name to a name that is  
14 distinguishable on the records of the Secretary of State from  
15 the name for which application was made.

16           "(c) In determining whether a name is the same as or  
17 not distinguishable on the records of the Secretary of State  
18 from the name of another entity, words, phrases, or  
19 abbreviations indicating the type of entity, such as  
20 "corporation," "corp.," "incorporated," "Inc.," "limited  
21 partnership," "limited liability partnership," "LLP,"  
22 "registered limited liability partnership," "RLLP," "limited  
23 liability company," or "LLC" shall not be taken into account  
24 unless waived in writing by the incumbent holder of the name.

25           "10A-1-5.04.

1           (a) The name of a corporation or foreign corporation  
2 must contain:

3           (1) the word "corporation" or "incorporated"; or

4           (2) an abbreviation of one of those words.

5           (b) Subsection (a) does not apply to a nonprofit  
6 corporation or foreign nonprofit corporation, or to banks,  
7 trust companies, savings and loan associations, or insurance  
8 companies.

9           (c) In lieu of a word or abbreviation required by  
10 subsection (a), the name of a professional corporation must  
11 comply with the requirements of Section 10A-1-5.08.

12           (d) The requirements of subsection (a) do not apply  
13 to any corporation organized before January 1, 1981.

14           "\$10A-1-5.11.

15           "(a) A person ~~may~~ shall reserve the exclusive use of  
16 ~~a corporate~~ an entity name, including a fictitious name for a  
17 foreign ~~corporation~~ entity whose ~~corporate~~ name is not  
18 available, by delivering an application to the Secretary of  
19 State for filing. Any person may file an application with the  
20 Secretary of State to reserve the exclusive use of a name  
21 under this article.

22           "(b) The application must set forth the name and  
23 address of the applicant and the name proposed to be reserved  
24 and must be:

25           "(1) accompanied by any required filing fee; and

1           "(2) signed by the applicant or by the agent or  
2 attorney of the applicant.

3           "(c) The name may also be reserved by ~~telephone or~~  
4 ~~other~~ electronic means, subject to the requirements as the  
5 Secretary of State may establish for reservation of names by  
6 means, including requirements for payment of the fee for name  
7 reservation.

8           "\$10A-1-5.12.

9           "(a) The Secretary of State may not reserve a name  
10 that is the same as, or not distinguishable on the records of  
11 the Secretary of State from:

12           "(1) the name of an existing filing entity or  
13 registered limited liability partnership with an effective  
14 registration;

15           "(2) the name of a foreign filing entity that is  
16 registered under Article 7; or

17           "(3) a name that is reserved under this division;  
18 or.

19           "~~(4) a name that is registered under Division C.~~

20           "(b) Subsection (a) does not apply if the other  
21 entity or the person for whom the name is reserved ~~or~~  
22 ~~registered, as appropriate,~~ consents in writing to the  
23 subsequent reservation of a name not distinguishable on the  
24 records of the Secretary of State, and submits an undertaking  
25 in form satisfactory to the Secretary of State to change its

1 name to a name that is distinguishable on the records of the  
 2 Secretary of State from the name applied for or, if the  
 3 conflict is with a reserved or registered name, transfers its  
 4 reservation to the applicant pursuant to Section 10A-1-5.16 ~~or~~  
 5 ~~consents in writing to the use of the name by the applicant~~  
 6 ~~pursuant to Section 10A-1-5.23(b).~~

7 "§10A-1-5.14.

8 "The Secretary of State shall reserve the name for  
 9 the applicant until the earlier of:

10 "(1) ~~the 121st day after~~ one year from the date the  
 11 application is accepted for filing; or

12 "(2) the date the applicant files with the Secretary  
 13 of State a written notice of withdrawal of the reservation.

14 "§10A-1-5.15.

15 A person may renew the person's reservation of a  
 16 name under this division for successive ~~120-day~~ one-year  
 17 periods if, during the ~~30-day~~ 90-day period preceding the  
 18 expiration of that reservation, the person:

19 "(1) files ~~new~~ an application to ~~reserve~~ renew the  
 20 name reservation; and

21 "(2) pays the required filing fee."

22 Section 2. Sections 10A-1-5.21, 10A-1-5.22,  
 23 10A-1-5.23, 10A-1-5.24, and 10A-1-5.25, Code of Alabama 1975,  
 24 are repealed.

1                   Section 3. This act shall become effective on the  
2 first day of the third month following its passage and  
3 approval by the Governor, or its otherwise becoming law.

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Speaker of the House of Representatives

*Kay Ivey*

President and Presiding Officer of the Senate

House of Representatives

I hereby certify that the within Act originated in and was passed by the House 25-APR-13, as amended.

Jeff Woodard  
Clerk

Senate

20-MAY-13

Passed

APPROVED

*May 23, 2013*

TIME

*2:28 p.m.*

*Robert Bentley*  
GOVERNOR

Alabama Secretary Of State

Act Num....: 2013-338  
Bill Num...: H-403

Recv'd 05/24/13 11:13amSLF



SPONSOR

*Boyle*

CO-SPONSORS

1347

HOUSE ACTION

I HEREBY CERTIFY THAT THE RESOLUTION AS REQUIRED IN SECTION C OF ACT NO. 81-889 WAS ADOPTED AND IS ATTACHED TO THE BILL, H.B. 403

YEAS 76 NAYS 0  
JEFF WOODARD, Clerk

I HEREBY CERTIFY THAT THE NOTICE & PROOF IS ATTACHED TO THE BILL, H.B.                      AS REQUIRED IN THE GENERAL ACTS OF ALABAMA, 1975 ACT NO. 919.

JEFF WOODARD, Clerk

CONFERENCE COMMITTEE

House Conferees

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SENATE ACTION

DATE: 5-30 20  

RD 1 RFD Bill

This Bill was referred to the Standing Committee of the Senate on Bill and was acted upon by such Committee in session and is by order of the Committee returned therefrom with a favorable report w/amend(s)            w/sub            by a vote of years 4 nays 0 abstain 0 this 2 day of MAY 2013  
                    , Chairperson

DATE: 5-30 20  

RF 110 RD 2 CAL

DATE:            20  

RE-REFERRED  RE-COMMITTED   
Committee           

I hereby certify that the Resolution as required in Section C of Act No. 81-889 was adopted and is attached to the Bill, HB           

YEAS            NAYS             
PATRICK HARRIS, Secretary