

# STATE OF ALABAMA



## ALABAMA LAW INSTITUTE

### AMENDMENTS TO ALABAMA BUSINESS ENTITIES CODE

**Alabama Law Institute**  
[www.ali.state.al.us](http://www.ali.state.al.us)

**Alabama State House  
Suite 207  
11 South Union Street  
Montgomery, AL 36130  
(334) 242-7411  
FAX: (334) 242-8411**

**Law Center  
Room 326  
P.O. Box 861425  
Tuscaloosa, AL 35486  
(205) 348-7411  
FAX: (205) 348-8411**

**§ 10A-1-5.03. Names prohibited.**

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

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

(3) a name that is reserved under Division B; ~~or~~

~~\_\_\_\_\_ (4) a name that is registered under Division C.~~

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

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

**§ 10A-1-5.11. Application for reservation of name.**

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

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

(1) accompanied by any required filing fee; and

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

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

**§ 10A-1-5.12. Reservation of certain names prohibited; exceptions.**

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

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

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

(3) a name that is reserved under this division; ~~or~~

~~\_\_\_\_\_ (4) a name that is registered under Division C.~~

(b) Subsection (a) does not apply if the other entity or the person for whom the name is reserved or registered, as appropriate, consents in writing to the subsequent reservation of a name not

distinguishable on the records of the Secretary of State, and submits an undertaking in form satisfactory to the Secretary of State to change its name to a name that is distinguishable on the records of the Secretary of State from the name applied for or, if the conflict is with a reserved or registered name, transfers its reservation to the applicant pursuant to Section 10A-1-5.16, ~~or~~ consents in writing to the use of the name by the applicant pursuant to Section 10A-1-5.23(b).

#### **§ 10A-1-5.13. Action on application.**

If the Secretary of State determines that the name specified in the application is eligible for reservation, the Secretary of State shall reserve that name for the exclusive use of the applicant.

#### **§ 10A-1-5.14. Duration of reservation of name.**

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

- (1) one year from the 121st day after the date the application is accepted for filing; or
- (2) the date the applicant files with the Secretary of State a written notice of withdrawal of the reservation.

#### **§ 10A-1-5.15. Renewal of reservation.**

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

- (1) files ~~new~~ an application to ~~reserve~~ renew the name reservation; and
- (2) pays the required filing fee.

#### **§ 10A-1-5.16. Transfer of reservation of name.**

(a) A person may transfer the person's reservation of a name by filing with the Secretary of State a notice of transfer.

(b) The notice of transfer must:

- (1) be signed by the person for whom the name is reserved; and
- (2) state the name and address of the person to whom the reservation is to be transferred.

#### ~~§ 10A-1-5.21. Application by certain entities for registration of name.~~

~~A foreign filing entity not registered to do business in this state under this title may apply to register its name under this division.~~

#### ~~§ 10A-1-5.22. Application for registration of name.~~

~~(a) To register a name under this division, a foreign filing entity must file an application with the Secretary of State.~~

~~(b) The application must:~~

- ~~\_\_\_\_\_ (1) state that the entity validly exists;~~
- ~~\_\_\_\_\_ (2) contain a brief statement of the nature of the entity's purpose, which may be any lawful business or activity;~~
- ~~\_\_\_\_\_ (3) set out:~~
  - ~~\_\_\_\_\_ (A) the name of the entity;~~
  - ~~\_\_\_\_\_ (B) the name of the jurisdiction under whose laws the entity is formed;~~
  - ~~\_\_\_\_\_ (C) the date the entity was formed; and~~

~~\_\_\_\_\_ (D) be accompanied by the required filing fee.~~

**~~§ 10A-1-5.23. Certain registrations prohibited; exceptions.~~**

~~(a) The Secretary of State may not register a name that is the same as, or not distinguishable on the records of the Secretary of State from:~~

~~\_\_\_\_\_ (1) the name of an existing filing entity or registered limited liability partnership with an effective registration;~~

~~\_\_\_\_\_ (2) the name of a foreign filing entity that is registered under Article 7;~~

~~\_\_\_\_\_ (3) a name that is reserved under Division B; or~~

~~\_\_\_\_\_ (4) a name that is registered under this division.~~

~~(b) Subsection (a) does not apply if the entity or person for whom the name is reserved or registered, as appropriate, consents in writing to the registration of the name that is not distinguishable from the name on the records of the Secretary of State, and submits an undertaking in form satisfactory to the Secretary of State to change its name to a name that is distinguishable on the records of the Secretary of State from the name applied for or, if the conflict is with a reserved or registered name, transfers its reservation to the applicant pursuant to Section 10A-1-5.16 or consents in writing to the use of the name by the applicant pursuant to this subsection.~~

**~~§ 10A-1-5.24. Duration of registration of name.~~**

~~The registration of a name under this division is effective until the earlier of:~~

~~\_\_\_\_\_ (1) the first anniversary of the date the application is accepted for filing; or~~

~~\_\_\_\_\_ (2) the date the entity files with the Secretary of State a written notice of withdrawal of the registration.~~

**~~§ 10A-1-5.25. Renewal of registration; rights with respect to registered name.~~**

~~(a) A person may renew the person's registration of a name under this division for successive one year periods if, during the 90-day period preceding the expiration of that registration, the person:~~

~~\_\_\_\_\_ (1) files a new application to register the name; and~~

~~\_\_\_\_\_ (2) pays the required filing fee.~~

~~(b) A foreign entity whose registration is effective may qualify thereafter as a foreign entity under the registered name or consent in writing to the use of that name by an entity formed under this title or by another foreign entity thereafter authorized to transact business in this state. The registration terminates when the domestic entity is formed or the foreign entity qualifies or consents to the qualification of another foreign entity under the registered name.~~