



# **Business Entity**

## **Name Regulations & Additional Statutory Requirements and Restrictions**

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# **Business Entity Name Regulations**

(Effective January 1, 2014)

Title 2, Division 7, Chapter 8.5,  
California Code of Regulations

Sections 21000 through 21008

# **California Code of Regulations**

## **Title 2, Division 7, Chapter 8.5**

### **Section 21000. Rules of General Application**

(a) Business entity names must use the English alphabet or Arabic numerals (0, 1, 2, 3, 4, 5, 6, 7, 8, 9) or symbols as listed in Section 21002(f)(2) or a combination thereof. Except as provided in Section 21003(b), for the purposes of determining whether a proposed name is the same, deceptively similar to, substantially the same as, or distinguishable from an existing name, letters of the English alphabet shall not be interpreted as Roman numerals and will not be considered to have numeric value.

(b) For the purposes of determining whether a proposed name is the same, deceptively similar to, substantially the same as, or distinguishable from an existing name:

- (1) No distinction between upper and lower case letters, typeface or font will be recognized.
- (2) Accent marks above letters and other English language diacritics will not be recognized.
- (3) Subscript or superscript characters will be treated as standard characters and will not appear above or below other characters in a business entity name.

(c) The conditions and examples used in these regulations are not exclusive, nor will these regulations be used to limit the Secretary of State's discretion in determining whether a proposed name is likely to mislead the public, is the same as, deceptively similar to, or distinguishable in the record from the name of an existing business entity, or whether a proposed name will require consent from an existing business entity of record for use of a proposed name.

Note: Authority cited: Sections 8, 110, 201, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15901.08, 15909.05, 17701.08 and 17708.02, Corporations Code.

Reference: Sections 8, 167, 171, 201, 2101, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15901.02, 15901.08, 15901.09, 15909.05, 17701.02, 17701.08, 17701.09, 17708.02 and 17708.05, Corporations Code.

## **Section 21001. Definitions**

(a) “Active” means not revoked, cancelled, merged out, converted, dissolved, surrendered, term expired, inactive, suspended or forfeited.

(b) “Deceptively similar” means to resemble so closely as to tend to deceive. A resemblance is considered as tending to deceive when a person using that care, caution and observation which the public uses and may be expected to use, would mistake a proposed name with an existing name.

(c) “Business entity” means a domestic corporation, foreign corporation, limited liability company, foreign limited liability company, limited partnership or foreign limited partnership.

(d) “Business entity identifier” means one or more letters or words denoting existence as a business entity. The following are examples of words or letters presumed to be business entity identifiers:

### **(1) Corporations:**

- (A) Corporation
- (B) Company
- (C) Incorporated
- (D) Incorporation
- (E) Limited
- (F) Corp
- (G) Co
- (H) Inc
- (I) Ltd
- (J) PC
- (K) Professional Corporation

### **(2) Limited Liability Companies:**

- (A) Limited Liability Company
- (B) LLC
- (C) L.L.C.

(D) The words “Limited” and “Company” in a limited liability company name may also be abbreviated to “Ltd.” and “Co.”, respectively.

(3) Limited Partnerships:

- (A) Limited Partnership
- (B) LP
- (C) L.P.
- (D) Limited Liability Limited Partnership
- (E) LLLP
- (F) L.L.L.P.

(e) “Existing name” means:

(1) With respect to a corporation, an “existing corporate name” means:

- (A) The current name of an active domestic corporation;
- (B) The name under which a qualified foreign corporation currently is authorized to transact intrastate business in California or the registered name pursuant to Corporations Code section 2101;
- (C) The current name which an active foreign corporation has assumed pursuant to Corporations Code section 2106;
- (D) A name which will become the name of record of a domestic corporation or foreign corporation upon the effective date of a filed corporate instrument when there is a delayed effective date pursuant to Corporations Code section 110(c), 5008(c) or 12214(c); or
- (E) A corporate name, which is under reservation with the Secretary of State.

(2) With respect to a limited liability company, an “existing LLC name” means:

- (A) The current name of an active domestic limited liability company;
- (B) The name under which a qualified foreign limited liability company currently is authorized to transact intrastate business in California;
- (C) A name which will become the name of record of a domestic limited liability company or foreign limited liability company upon the effective date of a filed limited liability company instrument when there is a delayed effective date pursuant to Corporations Code section 17702.10; or

(D) A limited liability company name that is under reservation with the Secretary of State.

(3) With respect to a limited partnership, an “existing LP name” means:

(A) The current name of an active domestic limited partnership;

(B) The name under which a qualified foreign limited partnership currently is authorized to transact intrastate business in California;

(C) A name which will become the name of record of a domestic limited partnership or foreign limited partnership upon the effective date of a filed limited partnership instrument when there is a delayed effective date pursuant to Corporations Code section 15902.06(b); or

(D) A limited partnership name, which is under reservation with the Secretary of State.

(f) “Proposed Name” means:

(1) With respect to a corporation, a “proposed corporate name” means:

(A) The name of a corporation contained in articles of incorporation, in a statement and designation by foreign corporation or association, or in an application to register a name pursuant to Corporations Code section 2101 submitted to the Secretary of State for filing;

(B) The name of a corporation contained in a certificate of amendment to the articles of incorporation, restated articles of incorporation, agreement of merger or amended statement and designation by foreign corporation submitted to the Secretary of State for filing, if that name is different than the existing name of the corporation or foreign corporation; or

(C) The name of a corporation contained in an application for name reservation with the Secretary of State.

(2) With respect to a limited liability company, a “proposed LLC name” means:

(A) The name of a limited liability company contained in articles of organization or in an application for registering a foreign limited liability company submitted to the Secretary of State for filing;

(B) The name of a limited liability company contained in a certificate of amendment to the articles of organization, certificate of merger or an amendment to an application for registering a foreign limited liability company submitted to the Secretary of State for filing, if that name is different than the existing name of the limited liability company or foreign limited liability company; or

(C) The name of a limited liability company contained in an application for name reservation with the Secretary of State.

(3) With respect to a limited partnership, a “proposed LP name” means:

(A) The name of a limited partnership contained in a certificate of limited partnership or in an application for registering a foreign limited partnership submitted to the Secretary of State for filing;

(B) The name of a limited partnership contained in a certificate of amendment to the certificate of limited partnership, certificate of merger or an amendment to an application for registering a foreign limited partnership submitted to the Secretary of State for filing, if that name is different than the existing name of the limited partnership or foreign limited partnership; or

(C) The name of a limited partnership contained in an application for name reservation with the Secretary of State.

(g) Additional definitions.

(1) “Domestic Corporation” has the same meaning found in Corporations Code section 167.

(2) “Foreign Corporation” has the same meaning found in Corporations Code section 171.

(3) “Limited Liability Company” or “Domestic Limited Liability Company” has the same meaning found in Corporations Code section 17701.02(k).

(4) “Foreign Limited Liability Company” has the same meaning found in Corporations Code section 17701.02(j).

(5) “Limited Partnership” has the same meaning found in Corporations Code section 15901.02(q).

(6) “Foreign Limited Partnership” has the same meaning found in Corporations Code section 15901.02(k).

Note: Authority cited: Sections 8, 110, 201, 2101, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15901.02, 17701.02(k), 17701.08 and 17708.02 Corporations Code.

Reference: Sections 8, 110, 167, 171, 201, 2101, 2106, 2601, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15901.02, 17701.02, 17701.08, 17701.09 and 17708.02 Corporations Code.



## **Section 21001.1. Corporate Names**

(a) Except as provided in Sections 2106 and 13409(a) of the Corporations Code, the Secretary of State shall not file a document or grant a name reservation that includes a proposed corporate name that is the same as or deceptively similar to an existing corporate name.

(b) Notwithstanding subsection (a), and without limiting the discretion of the Secretary of State to determine that a proposed corporate name is the same as or deceptively similar to an existing corporate name and except as provided in 2106(b) of the Corporations Code, the Secretary of State may file a document containing a proposed corporate name that is substantially the same as (sometimes referred to as “substantially similar” or “substantially similar to”) an existing corporate name only upon:

(1) Proof of consent to the proposed corporate name by the business entity possessing the existing corporate name that is substantially the same; and

(2) A finding by the Secretary of State that the public is not likely to be misled.

(c) The Secretary of State shall not file a document or grant a name reservation that sets forth a proposed corporate name that is likely to mislead the public.

Note: Authority cited: Sections 8, 110, 201, 2101, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302, 13409 Corporations Code.

Reference: Sections 8, 110, 167, 171, 201, 2101, 2106, 2601, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409 Corporations Code.

## **Section 21001.2. Limited Liability Company Names**

(a) Except as authorized by California Corporations Code sections 17701.08(c) a proposed LLC name must be distinguishable in the records of the Secretary of State from that of an existing LLC name.

(b) The Secretary of State shall not file a document or grant a name reservation that sets forth a proposed LLC name that is likely to mislead the public.

Note: Authority cited: Sections 8, 17701.08 and 17708.02 Corporations Code.

Reference: Sections 8, 17701.02, 17701.08, 17701.09, 17708.02 and 17708.05 Corporations Code.

### **Section 21001.3. Limited Partnership Names**

Except as authorized by California Corporations Code sections 15901.08(e) and 15901.09 a proposed LP name must be distinguishable in the records of the Secretary of State from that of an existing LP name.

Note: Authority cited: Sections 8, 15901.08, 15901.09 and 15909.02 Corporations Code.

Reference: Sections 8, 15901.02, 15901.08, 15901.09, 15909.02 and 15909.05 Corporations Code.

## Section 21002. Same or Deceptively Similar Names

Without limiting the discretion of the Secretary of State to determine that a proposed name is the same as or deceptively similar to an existing name, a proposed name is the same as or deceptively similar to an existing name in the following circumstances:

- (a) If a proposed name and the existing corporate name are identical in all respects.
- (b) If the difference between the proposed name and existing name is the use of upper case letters, lower case letters, the use of superscript or subscript letters or numerals or the use of an ampersand in place of “and” or vice versa.
- (c) If the difference between the proposed name and existing name is the existence or absence of one or more business entity identifiers. However, the use of the words “and company” at the end of a proposed name is not considered a business entity identifier because the word “Company” is used to indicate an association or fellowship with another person.

Examples:

**Sampson, Incorporated, Sampson Corporation and Sampson Ltd.** Are deceptively similar to each other.

**Northwest Services Limited, Northwest Services Company and Northwest Services** are deceptively similar to each other.

- (d) If the difference between the proposed name and existing name is the use of a possessive “s”, or a plural.

Examples:

**Southern State Contractors, Inc., Southern States Contractor, Corp. and Southern State’s Contractor, Co.** are deceptively similar to each other.

**Manufacturing Category, Corporation and Manufacturing Categories, Corporation** are deceptively similar to each other.

- (e) If the difference between the proposed name and existing name is the use of different or added articles of speech (such as: “a,” “an,” “the”) or a conjunction or disjunction (such as: “and,” “&,” “or”).

Examples:

**The Long Co. and Long Co.** are deceptively similar to each other.

**The Finish Line Company and A Finish Line Company** are deceptively similar to each other.

**Westside Kitchen or Bath, Westside Kitchen and Bath and Westside Kitchen & Bath** are deceptively similar to each other.

- (f) If the difference between the proposed name and existing name is the addition or omission of distinctive lettering or typeface, punctuation, symbols or spaces.

(1) The following items are considered punctuation:

Period .  
Slash /  
Comma ,  
Back Slash\  
Semicolon ;  
Hyphen or Dash –  
Colon :  
Underline \_  
Apostrophe ‘  
Swung Dash ~  
Single Quotation Mark ‘  
Parentheses ( )  
Double Quotation Mark “ ”  
Brackets [ ]  
Question Mark ?  
Angle Brackets < >  
Exclamation Mark !  
Braces { }

(2) The following items are considered symbols:

At / each @  
Number / pounds #  
Dollars \$  
Percent %  
Caret ^  
Ampersand &  
Asterisk \*  
Plus / positive +  
Equal =

Examples:

**A B C Corp**, **AB C Corp.**, **A.B.C. Corp.** and **A-B-C Inc.** are deceptively similar to each other.

**Good Time Rest Home, Inc.** and **Goodtime Rest Home Inc.** are deceptively similar to each other.

**D.R.E.A.M. Incorporated** and **Dream Corporation** are deceptively similar to each other.

(3) Notwithstanding this Section, a proposed name might not be deceptively similar to an existing name when the difference between the proposed name and existing name is the addition or omission of a space or spaces so that the proposed name is pronounced differently and creates a new word or words that have different meanings.

Example: **Got Ham Company** and **Gotham Company** are not deceptively similar to each other.

(g) If the difference between the proposed name and existing name is a numerical number and the same number spelled with letters of the alphabet.

Example: **United 7 Company** and **United Seven, Inc.** are deceptively similar to each other.

(h) If the difference between the proposed name and existing name is any combination of subsections (1) through (7) of this subsection (a).

Note: Authority cited: Sections 8, 110, 201, 2106, 2601, 5008, 5122, 7122, 9122, 12302 and 13409, Corporations Code.

Reference: Sections 8, 110, 201, 2101, 2106, 2601, 5008, 5122, 6910, 7122, 8910, 9122, 11214, 12302 and 13409, Corporations Code.

## Section 21003. Substantially Similar Names Available with Consent

(a) A proposed name is substantially the same as an existing name if it implies an affiliation with, or a subsidiary relationship to, a business entity possessing an existing name.

(1) A proposed name is rebuttably presumed to imply an affiliation with, or a subsidiary relationship to, a business entity possessing an existing name if the proposed name is the same or deceptively similar to the existing name except for the addition or absence of the word “of” followed by a geographic designation at the end of the name or immediately preceding a business entity identifier.

(2) A proposed name may imply an affiliation with, or a subsidiary relationship to, a business entity possessing an existing name if the proposed name is the same or deceptively similar to the existing name except for:

- (A) The addition or absence of a numerical expression or a compass direction;
- (B) The addition of a geographic designation at the beginning or at the end of the name or immediately preceding a business entity identifier; or
- (C) The addition or absence of the word “holding” or “holdings”.

(3) For purposes of this Section, geographic designation includes the recognized name or abbreviation of a city, county, state, a recognized subdivision within a state or country, a lake or ocean, a region (such as: Central California, Bay Area, etc.), a country, or a continent. For purposes of this Section, the term geographic designation does not include street names.

Examples:

**Burger King, Burger King No. 5 and Burger King No. 57** are substantially the same as each other requiring consent from the oldest existing entity of record.

**Johnson Products, Inc.** is substantially the same as **Johnson Products of California, Inc.** requiring consent.

(b) Notwithstanding Section 21000(a), letters of the English alphabet that may be perceived as Roman numerals (such as “I,” “V,” or “X”), when located at the end of a name or immediately preceding a business entity identifier may imply an affiliation with or subsidiary relationship to a business entity with a name that is otherwise the same or deceptively similar.

(c) When the only difference between a proposed name and an existing name is the addition of an Internet suffix including, but not limited to “.com”, “.net” or “.org,” the proposed name may be considered substantially the same as the existing name and require consent.

Example:

**Grandma’s Cookies.Com** is substantially the same as **Grandma’s Cookies, Inc.**, requiring consent.

(d) When the only difference between a proposed name and an existing name is the use of the word “dot” in place of a period, or vice versa, immediately preceding an Internet suffix (including, but not limited to “com,” “net” or “org”), the proposed name may be substantially the same as the existing name.

Example:

**Grandma’s Cookies.Com** is substantially the same as **Grandma’s Cookies Dot Com**, requiring consent.

(e) A proposed name that would otherwise imply an affiliation with or subsidiary relationship to an existing business entity under subsection (a) of this Section, shall not require consent if:

(1) The proposed name belongs to a church formed or forming as a nonprofit religious corporation and it contains the word “church” or another word indicating that it is a church or religious denomination or religious order.

Example: **First Baptist Church of Sacramento** and **First Baptist Church of San Francisco** do not require consent.

(2) The proposed name belongs to a corporation formed or forming a nonprofit public benefit corporation or a nonprofit mutual benefit corporation and the proposed name contains language indicating that it is a homeowners association.

Example: **Sacramento Homeowners Association**, **Sacramento Owners Association**, **Sacramento Condominium Association** and **Sacramento Town Homes Associations** do not require consent.

(3) The proposed name belongs to a business entity formed or forming as a nonprofit corporation and the Secretary of State determines that it is a subordinate chapter under the authority of a head organization.

Example: **Veterans Of Foreign Wars Montebello Post 2317** and **Veterans Of Foreign Wars Inc. Post No. 2627** do not require consent.

Note: Authority cited: Sections 8, 110, 201, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302 and 13409, Corporations Code.

Reference: Sections 8, 110, 201, 2101, 2106, 2601, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302 and 13409, Corporations Code.

## **Section 21004. Consent Requirements**

(a) When consent is required pursuant to Section 21003, it must be submitted to the Secretary of State in writing on business letterhead showing the name of the business entity with the existing name. While no particular form of consent is required, the letter of consent to the use of the proposed name must:

- (1) Be unequivocal,
- (2) Be without conditions,
- (3) Include the proposed name and express consent to the use of the proposed name, and
- (4) Be signed by an authorized officer of the consenting business entity.

(b) Without limiting the discretion of the Secretary of State to determine the sufficiency of the consent letter, the following language meets the requirements of Subsections (a)(1), (2) and (3) of this Section 21004: "[Insert name of existing business entity giving consent] hereby consents to the use of the name [insert proposed name] in forming a [insert type of business entity]."

(c) In the event there is more than one existing name that is substantially the same as a proposed name, consent must be obtained from the business entity that acquired the substantially similar name of record on the earliest date.

(d) Consent must be obtained prior to filing a document containing a proposed name that is substantially the same as an existing name regardless of how many times a business entity previously may have consented to other names that are substantially the same or how many other existing names also are substantially the same. Consent by a business entity to a particular proposed name shall not be construed as consent to the use of any future proposed name that is substantially the same.

Note: Authority cited: Sections 8, 110, 201, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302 and 13409, Corporations Code.

Reference: Sections 8, 110, 201, 2101, 2106, 2601, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302 and 13409, Corporations Code.



## **Section 21004.5. Additional Guidelines Regarding Deceptively Similar and Substantially the Same As**

(a) Without limiting the discretion of the Secretary of State to determine that a proposed name is the same as, deceptively similar to or substantially the same as an existing name, the following may be used for evaluating the similarity of proposed names and existing names:

(1) **Arrangement of words.** A proposed name may be acceptable if the proposed name contains a variation in the sequencing or arrangement of the same words as the existing name.

Example: **Systems Analysis And Research Consultants** and **Systems Research And Analysis Consultants Inc.** are not deceptively similar to each other and do not require consent.

(2) **Initials and letters of the alphabet.** When a proposed name and an existing name both consist only of initials or letters of the alphabet, the proposed name may be acceptable if the proposed name has removed or added an initial or letter of the alphabet or has added or deleted an “and” or ampersand (“&”).

Examples:

**ABC, Inc., ABCD, Inc., BCD, Inc.** and **ABC Supply Corp.** are not deceptively similar to each other and do not require consent.

**AAA, Inc.** and **AAB, Inc.** are not deceptively similar to each other and do not require consent.

**A, Inc.** and **AB, Inc.** are not deceptively similar to each other and do not require consent.

**A&B, Inc.** and **AB, Inc.** are not deceptively similar to each other and do not require consent.

(3) **Surname.** The use of a surname, or surnames, as part of a proposed name shall not, by itself, make a proposed name deceptively similar to, or substantially the same as, an existing name that uses the same surname or surnames. The names may be acceptable if there is some other sufficient basis under these regulations for differentiating the existing name and the proposed name.

Examples:

**E.G. Williams Electric** and **Williams Electric Company** are not deceptively similar to each other and do not require consent.

**Jim Nomura, Inc.** and **Nomura Inc.** are not deceptively similar to each other and do not require consent.

**Ralph A. Johnson, Inc.** and **Ralph Johnson, Inc.** are not deceptively similar to each other and do not require consent.

**Martinez and Davis** and **Martinez and Davis Publication, Inc.** are not deceptively similar to each other and do not require consent.

(4) **Phonetic spelling.** When a proposed name and an existing name sound the same but are spelled differently, the proposed name may be acceptable.

Examples:

**The Flour Shop, Inc.** and **The Flower Shop, Inc.** are not deceptively similar to each other and do not require consent.

**Double A Trucking** and **AA Trucking** are not deceptively similar to each other and do not require consent.

**Cool Cuts** and **Kool Kuts** are not deceptively similar to each other and do not require consent.

**Great Picks** and **Great Pix** are not deceptively similar to each other and do not require consent.

**Capitol Corp.** and **Capital Inc.** are not deceptively similar to each other and do not require consent.

**Jones Tires** and **Joans Tires** are not deceptively similar to each other and do not require consent.

(5) **Prepositions.** Prepositions (“in,” “on,” “of,” “by,” “about,” etc.) are considered in comparing names. When the only difference between a proposed name and an existing name is the addition or omission of a preposition the proposed name may be acceptable.

Examples:

**Kids of Tomorrow, Inc.** and **Kids For Tomorrow, Inc.** are not deceptively similar to each other and do not require consent.

**Something About Mary, Inc.** and **Something by Mary Company** are not deceptively similar to each other and do not require consent.

(6) **Words not translated.** Although business entity names may consist, in whole or in part, of words that have meaning in a foreign language, the foreign meaning will not be considered for purposes of determining if a proposed name is deceptively similar or substantially the same.

Examples:

**Casa Blanca Enterprises, Inc.** and **White House Enterprises, Inc.** are not deceptively similar to each other and do not require consent.

**Las Brisas Corp.** and **Brisas, Inc.** are not deceptively similar to each other and do not require consent.

**La Boutique, Inc.** and **Le Boutique, Co.** are not deceptively similar to each other and do not require consent.

(7) **Acronyms.** Acronyms are part of a business entity name. When an existing name or proposed name or portion of an existing name or proposed name consists of an acronym, the acronym may be treated as a word in the same manner as other words for application of this Section. It is acceptable to use an acronym and full name together.

Examples:

**R.I.S.E. (Riding Instruction For Special Equestrians)** and **Rise, Inc.** are not deceptively similar to each other and do not require consent.

**WEAVE** and **Women Escaping A Violent Environment - WEAVE** are not deceptively similar to each other and do not require consent.

(8) **Abbreviations and words with similar meanings.** Except for the recognized abbreviation of a city, county or state, abbreviated words are not translated when comparing names. Words with similar meanings may be acceptable.

Examples:

**St Management Corporation** and **Street Mgmt Corporation** are not deceptively similar to each other and do not require consent.

**Universal Movies Corp, Universal Productions, Inc.** and **Universal Films** are not deceptively similar to each other and do not require consent.

(b) **Court judgments.** Without limiting the discretion of the Secretary of State to determine that a proposed name is the same as, deceptively similar to or substantially the same as an existing name, or is not distinguishable in the record, court judgments may be used for evaluating the similarity of proposed names and existing names. A proposed name is acceptable if the customer submits a certified copy of the final judgment of a court of competent jurisdiction establishing the customer's right to use the proposed name in California. All court judgments are subject to legal review and approval prior to filing by the Secretary of State.

Note: Authority cited: Sections 8, 110, 201, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15901.08, 15909.05, 17701.08 and 17708.02, Corporations Code.

Reference: Sections 8, 110, 201, 2101, 2106, 2601, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15901.08, 15901.09, 15909.05, 17701.08 and 17708.02, Corporations Code.

## Section 21005. Names that are Likely to Mislead the Public

Without limiting the discretion of the Secretary of State to determine that a name is likely to mislead the public, a proposed name is likely to mislead the public in the following circumstances:

(a) If the proposed name creates a false implication of government affiliation.

(1) A proposed name may imply a government affiliation if the proposed name contains the recognized name or abbreviation of a city, county, state, country, region or recognized subdivision within a state or country and/or includes a word or words that commonly denote governmental organization or authority.

(2) Words that commonly denote governmental organization include, but are not limited to, “Agency,” “Commission,” “Department,” “Bureau,” “Division,” “Municipal” or “Board.”

Examples:

**San Mateo County Sewer Commission** implies a government affiliation. **United States Export Development Agency** implies a government affiliation.

(b) If the proposed name creates a false implication that it is a professional corporation within the meaning of the Moscone-Knox Professional Corporation Act. The use of the words “Professional Corporation,” “Prof Corp” or the letters “P.C.” or “PC” at the end of a proposed name by a corporation that is not a professional corporation or foreign professional corporation within the meaning of the Moscone-Knox Professional Corporation Act is likely to mislead the public.

(c) If the proposed name creates a false implication that it is a business entity formed pursuant to a different law other than that under which it is actually formed. The use of a business entity identifier under Section 21001(d) for a business entity type other than specified in that section is misleading.

(d) If the proposed name creates the false implication that the business entity’s purpose is to be an insurer. The words “insurance,” “reinsurance,” “assurance” and “surety” in a proposed name for a business entity that is not subject to the Insurance Code as an insurer may mislead the public unless the words are accompanied by other words that remove the implication that the business entity’s purpose is to be an insurer. The addition of the words “agency,” “agent,” “services” or “broker” (such as “insurance agency,” “insurance agent” or “insurance broker”) may remove the implication that the business entity’s purpose is that of an insurer.

(e) If the proposed name of a nonprofit mutual benefit corporation includes the words “Charitable Foundation” or “Foundation” at the end of the name or immediately preceding a business entity identifier.

Note: Authority cited: Sections 8, 110, 201, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 17701.08 and 17708.02, Corporations Code.

Reference: Sections 8, 110, 201, 2101, 2106, 2601, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 17701.08 and 17708.02, Corporations Code.

## **Section 21005.5. Distinguishable in the Records of the Secretary of State**

(a) A proposed name is distinguishable in the records of the Secretary of State from an existing name when it is not the same as an existing name and, except as provided in subsection (b), contains one or more different letters or numerals or has a different sequence of the same letters or numerals that is plainly recognizable by means of sight by the Secretary of State or a designee of the Secretary of State.

(b) A proposed name is not distinguishable in the records of the Secretary of State from an existing name if the names are the same or differ only in one or more of the following ways:

(1) If the difference between the proposed name and existing name is the existence or absence of business entity identifiers.

(2) If the difference between the proposed name and existing name is the use of upper case letters or lower case letters or the use of superscript or subscript letters or numerals.

(3) If the difference between the proposed name and existing name is the addition or omission of distinctive lettering or typeface, punctuation as defined in Section 21002 (f)(1) or spaces.

Examples:

**A B C LP, AB C LP, A.B.C. LLLP and A-B-C LLLP** would not be distinguishable.

**Good Time Rest Home, LLC and Goodtime Rest Home LLC** would not be distinguishable.

**D.R.E.A.M. Limited Partnership and Dream LP** would not be distinguishable.

(4) Notwithstanding Subsection (b)(3), a proposed name might be distinguishable from an existing name when the difference between the proposed name and existing name is the addition or omission of a space or spaces so that the proposed name creates a new word or words that have different meanings.

Example: **Got Ham LP** is acceptable against **Gotham, LP**.

Note: Authority cited: Sections 8, 15901.08, 15909.05, 17701.08 and 17708.02, Corporations Code.

Reference: Sections 8, 15901.08, 15901.09, 15909.05, 17701.08, 17701.09 and 17708.02, Corporations Code.

## **Section 21006. Name Reservations & Verbal Opinions**

(a) A business entity name that (1) is substantially the same as an existing name under Section 21003, (2) is prohibited by federal or state law except with consent, approval or endorsement or (3) is subject to other state or federal laws may be reserved in writing with the Secretary of State; provided, however, that the Secretary of State will require appropriate evidence of the required consent, approval, endorsement or compliance prior to filing the document containing the reserved name.

(b) A name reservation or written or oral opinion given by an employee of the Secretary of State on the similarity of a name to an existing name or a name reservation issued by the Secretary of State is advisory only and is not a final determination that the name reservation is acceptable. A final determination on the availability of a business entity name is made only when the document is submitted to the Secretary of State for filing.

Note: Authority cited: Sections 8, 110, 201, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15901.09 and 17701.09, Corporations Code.

Reference: Sections 8, 110, 201, 2101, 2106, 2601, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 3409, 15901.08, 15901.09, 15909.02, 17701.08, 17701.09 and 17708.02, Corporations Code.

## **Section 21008. Matters Not Considered When Comparing Business Entity Names**

Without limiting the discretion of the Secretary of State to determine that a proposed name is the same as, deceptively similar to or substantially the same as an existing name, or is not distinguishable in the record, the following matters shall not be considered when comparing proposed names and existing names:

- (a) Subject to the requirements found in California Corporations Code section 2106, the purpose of a business entity.
- (b) Whether or not an existing business entity is actively engaged in business, or has a telephone listing, or a location or place of business.
- (c) Where the proposed entity intends to do business in relation to an existing business entity.
- (d) Whether or not an existing business entity is about to change its name, dissolve, surrender, convert or merge out of existence.
- (e) Whether or not a letter of consent can be obtained from an existing business entity.
- (f) Whether or not the applicant is more or less important, extensive, widely known, or influential than an existing business entity.
- (g) Whether or not the applicant has ordered stationery, opened a bank account, signed a contract, or otherwise altered the position of the applicant in the expectation, hope or belief that the proposed name is available.
- (h) Whether or not any person or business entity possess any rights, under the common law or statutory law of unfair competition, unfair trade practices, trademarks, trade names, service marks, service names, copyrights or any other similar laws.
- (i) Whether or not the name has been approved for use by another agency.

Note: Authority cited: Sections 8, 110, 201, 2106, 2601, 5008, 5122, 7122, 9122, 12214, 12302, 13409, 15901.08, 15909.05, 17701.08 and 17708.02, Corporations Code.

Reference: Sections 8, 110, 201, 2101, 2106, 2601, 5008, 5122, 6910, 7122, 8910, 9122, 12214, 12302, 13409, 15901.08, 15901.09, 15909.05, 17701.08, 17701.09 and 17708.02, Corporations Code.

# **Business Entity Names**

## **Additional Statutory Requirements and Restrictions**



## **Additional Statutory Requirements and Restrictions:**

In addition to the regulatory requirements discussed on pages 3 through 23 of this document, the following are additional, but not exclusive, matters to consider when selecting a corporation, limited liability company or limited partnership name for use in the state of California:

### **Corporation Names Only:**

- Use of the words bank, trust, trustee or related words may be a part of the corporate name of a domestic corporation only if a Certificate of Approval from the Commissioner of Business Oversight (Commissioner) is attached to the Articles of Incorporation. If the proposed corporation is subject to the Banking Law, the approval from the Commissioner must be endorsed upon the articles. (California Corporations Code section 201 and Financial Code section 400.)
- Use of the words credit union or related words may be a part of the corporate name of a domestic corporation only if a Certificate of Approval from the Commissioner of Business Oversight (Commissioner) is attached to the Articles of Incorporation. If the proposed corporation is subject to the Credit Union Law, the approval from the Commissioner must be endorsed upon the articles. (California Financial Code section 14100.)
- Use of the word cooperative, or any abbreviation of that word, may be a part of a corporate name only if the corporation is incorporated within the definition of California Corporations Code section 12311(b). If the applicant is a foreign (not formed in California) corporation, documentation must be included indicating the corporation is organized as a cooperative corporation under the laws of the foreign jurisdiction. (California Corporations Code section 12311.)
- If the business of the corporation is to be an insurer, a Certificate of the California Insurance Commissioner approving the corporate name must be attached to the Articles of Incorporation (California corporation) or to the Statement and Designation by Foreign Corporation form (out-of-state or out-of-country or other jurisdiction corporation) at the time of filing. (California Corporations Code sections 201.5 and 2106.5.)
- The name of a close corporation subject to the provisions of California Corporations Code section 158 must contain the word corporation, incorporated or limited or an abbreviation of one of those words. (California Corporations Code section 202.)
- The name of a flexible purpose corporation subject to the provisions of California Corporations Code section 2602 must contain the words "flexible purpose corporation" or an abbreviation of those words. (California Corporations Code section 2602.)
- The name of a corporation authorized to incorporate as a professional corporation, pursuant to the Business and Professions Code, must comply with the name style requirements of the regulatory agency which has jurisdiction over the particular

profession. Please refer to the appropriate sections of the Business and Professions Code and the regulatory agency for the specific type of profession authorized.

- If the name of a foreign (not formed in California) corporation does not conform to Corporations Code section 201(b), the foreign corporation must agree to transact intrastate business under an assumed name that does conform to Corporations Code section 201(b) in order to register. (Corporations Code section 2106(b).)

#### **Limited Liability Company Names Only:**

- The name of a limited liability company may not include the words bank, trust, trustee, incorporated, inc., corporation, or corp. (California Corporations Code section 17701.08(e).)
- The name of a limited liability company may not include the words insurer or insurance company or any words suggesting that it is in the business of issuing policies of insurance and assuming insurance risks. (California Corporations Code section 17701.08(e).)
- The name of a limited liability company must include the phrase Limited Liability Company or the abbreviation LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively. (California Corporations Code section 17701.08(a).)
- If the name of a foreign (not formed in California) limited liability company does not conform to the requirements of Corporations Code section 17701.08, the foreign limited liability company must agree to transact intrastate business under an alternate name that does meet the requirements of Corporations Code section 17701.08 in order to register. (California Corporations Code section 17708.05.)

#### **Limited Partnership Names Only:**

- The name of a limited partnership may not include the words bank, insurance, trust, trustee, incorporated, inc., corporation, or corp. (California Corporations Code section 15901.08.)
- The name of a limited partnership must end with the phrase limited partnership or the abbreviation LP or L.P. (California Corporations Code section 15901.08.)
- If the name of a foreign (not formed in California) limited partnership does not conform to the requirements of Corporations Code section 15901.08, the foreign limited partnership must agree to transact intrastate business under an alternate name that does comply with Corporations Code section 15901.08 in order to register. (California Corporations Code section 15909.02(a)(1).)
- Note: If a foreign (not formed in California) limited partnership is a foreign limited liability limited partnership, the name must contain the phrase limited liability limited partnership, or the abbreviation LLLP or L.L.L.P., and may not contain the abbreviation LP or L.P.). (California Corporations Code section 15901.08.)

**All Entity Types:**

- Use of the words Olympic, Olympiad, Citius Altius Fortius, Paralympic, Paralympiad, Pan-American, America Espirito Sport Fraternite or a combination or simulation of those words in a proposed entity name may require the authorization or permission of the United States Olympic Committee. (United States Code, Title 36, section 220506.)
- If the name of a foreign (not formed in California) business entity has changed in the foreign jurisdiction and no longer complies with Corporations Code sections 201(b), 15901.08, or 17701.08, as applicable, the foreign entity must amend its registration and agree to transact intrastate business under an alternate name that does comply with Corporations Code section 201(b), 15901.08 or 17701.08, as applicable. (Corporations Code sections 2106, 2107, 15909.05, 15909.06, and 17708.05.)