

## **504A.6 Corporate name.**

1. A corporate name shall not contain language stating or implying that the corporation is organized for a purpose other than that permitted by its articles of incorporation.
2. Except as authorized by subsections 3 and 4, a corporate name must be distinguishable upon the records of the secretary of state from all of the following:
  - a.* The corporate name of a nonprofit corporation or business corporation incorporated or authorized to conduct affairs or do business in this state.
  - b.* A corporate name reserved under section 504A.7, or reserved or registered under the Iowa business corporation Act, chapter 490.
  - c.* The fictitious name of a foreign business or nonprofit corporation authorized to transact business or conduct affairs in this state because its real name is unavailable.
3. A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the secretary's records from one or more of the names described in subsection 2. The secretary of state shall authorize use of the name applied for if one of the following conditions applies:
  - a.* The other corporation consents to the use in writing and submits an undertaking in a form satisfactory to the secretary of state to change its name to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation.
  - b.* The applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this state.
4. A corporation may use the name, including the fictitious name, of another domestic or foreign corporation that is used in this state if the other corporation is incorporated or authorized to conduct affairs or transact business in this state and the proposed user corporation meets one of the following conditions:
  - a.* Has merged with the other corporation.
  - b.* Has been formed by reorganization of the other corporation.
  - c.* Has acquired all or substantially all of the assets, including the corporate name, of the other corporation.
5. This chapter does not control the use of fictitious names; however, if a corporation or a foreign corporation uses a fictitious name in this state, it shall deliver to the secretary of state for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name.

[C66, 71, 73, 75, 77, 79, 81, § 504A.6]

83 Acts, ch 144, § 6, 7; 88 Acts, ch 1077, § 1; 89 Acts, ch 288, § 189; 90 Acts, ch 1205, § 34; 2001 Acts, ch 24, § 64