504.401 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 section 504.301 and 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:

a. The corporate name of any other nonprofit or business corporation incorporated or authorized to do business in this state.

b. A name reserved, registered, or protected as follows:

(1) For a limited liability partnership, section 486A.1001 or 486A.1002.

(2) For a limited partnership, section 488.108, 488.109, or 488.810.

(3) For a business corporation, section 490.401, 490.402, 490.403, or 490.1422.

(4) For a limited liability company under chapter 489, section 489.108, 489.109, or 489.706 and for a limited liability company under chapter 490A, section 490A.401, 490A.402, or 490A.1322.

(5) For a nonprofit corporation, this section or section 504.402, 504.403, or 504.1423.

c. The fictitious name of a foreign business or nonprofit corporation authorized to transact business 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 of state'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 either of the following applies:

a. The other corporation consents to the use of the name 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 a final judgment from 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 business or nonprofit corporation that is being used in this state if the other corporation is incorporated or authorized to do business in this state and the proposed user corporation submits documentation to the satisfaction of the secretary of state establishing any of the following conditions:

a. The user corporation has merged with the other corporation.

b. The user corporation has been formed by reorganization of the other corporation.

c. The user corporation 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.

2004 Acts, ch 1049, §28, 192; 2004 Acts, ch 1049, §191; 2005 Acts, ch 19, §83, 84; 2006 Acts, ch 1089, §46; 2008 Acts, ch 1162, §145, 155

Referred to in §488.108, 490.401, 490A.401, 504.202, 504.403, 504.1423, 504.1506

For future amendment to subsection 2, paragraph b, subparagraph (4), effective December 31, 2010, see 2008 Acts, ch 1162, §154, 155