

By: Representative Masterson

To: Judiciary B

## HOUSE BILL NO. 1263

1 AN ACT TO AMEND SECTION 79-29-104, MISSISSIPPI CODE OF 1972,  
2 TO ALLOW A LIMITED LIABILITY COMPANY TO REGISTER A NAME UNDER  
3 WHICH IT IS DOING BUSINESS AS; AND FOR RELATED PURPOSES.

4 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MISSISSIPPI:

5 **SECTION 1.** Section 79-29-104, Mississippi Code of 1972, is  
6 amended as follows:

7 79-29-104. (1) The name of each limited liability company  
8 as set forth in its certificate of formation:

9 (a) Must contain the words "limited liability company"  
10 or the abbreviation "L.L.C." or "LLC";

11 (b) May contain the name of a member or manager;

12 (c) Except as authorized by subsection (2) of this  
13 section, must be distinguishable upon the records of the Secretary  
14 of State from (i) the name of any domestic or foreign corporation,  
15 nonprofit corporation, limited partnership or limited liability  
16 company organized or registered under the laws of this state; and  
17 (ii) a name reserved or registered in the office of the Secretary  
18 of State for any of the entities named in paragraph (1)(c)(i) of  
19 this section; and

20 (d) May not contain the following words: "bank,"  
21 "banker," "bankers," "banking," "trust company," "insurance,"  
22 "trust," "corporation," "incorporated," "partnership," "limited  
23 partnership," or any combination or abbreviation thereof, or any  
24 words or abbreviations of similar import.

25 (2) A limited liability company may apply to the Secretary  
26 of State for authorization to use a name that is not  
27 distinguishable upon his records from one or more of the names

28 described in subsection (1)(c) of this section. The Secretary of  
29 State shall authorize the use of the name applied for if:

30 (a) The other domestic or foreign limited liability  
31 company, limited partnership, corporation or nonprofit corporation  
32 consents to the use in writing and submits an undertaking in form  
33 satisfactory to the Secretary of State to change its name to a  
34 name that is distinguishable upon the records of the Secretary of  
35 State from the name of the applying limited liability company; or

36 (b) The applicant delivers to the office of the  
37 Secretary of State for filing a certified copy of the final  
38 judgment of a court of competent jurisdiction establishing the  
39 applicant's right to use the name applied for in this state.

40 (3) A limited liability company may register a name or trade  
41 name under which it is doing business as. This name shall be  
42 recognized and shall be placed in the records of the Secretary of  
43 State.

44 **SECTION 2.** This act shall take effect and be in force from  
45 and after July 1, 2007.