

**Sunsets 1/1/2016**

**48-2a-102 Name.**

- (1) The name of each limited partnership as set forth in its certificate of limited partnership:
  - (a) shall contain the terms:
    - (i) "limited partnership";
    - (ii) "limited";
    - (iii) "L.P."; or
    - (iv) "Ltd.";
  - (b) may not contain the name of a limited partner unless:
    - (i) it is the name of a general partner;
    - (ii) it is the corporate name of a corporate general partner; or
    - (iii) the business of the limited partnership had been carried on under that name before the admission of that limited partner;
  - (c) may not contain:
    - (i) the words:
      - (A) "association";
      - (B) "corporation"; or
      - (C) "incorporated";
    - (ii) any abbreviation of a word listed in this Subsection (1)(c); or
    - (iii) any word or abbreviation that is of like import to the words listed in Subsection (1)(c)(i) in any other language;
  - (d) without the written consent of the United States Olympic Committee, may not contain the words:
    - (i) "Olympic";
    - (ii) "Olympiad"; or
    - (iii) "Citius Altius Fortius"; and
  - (e) without the written consent of the Division of Consumer Protection issued in accordance with Section 13-34-114, may not contain the words:
    - (i) "university";
    - (ii) "college"; or
    - (iii) "institute" or "institution."
- (2)
  - (a) A person or entity other than a limited partnership formed or registered under this title may not use in its name in this state any of the terms:
    - (i) "limited";
    - (ii) "limited partnership";
    - (iii) "Ltd."; or
    - (iv) "L.P."
  - (b) Notwithstanding Subsection (2)(a):
    - (i) a foreign corporation whose actual name includes the word "limited" or "Ltd." may use its actual name in this state if it also uses:
      - (A) "corporation";
      - (B) "incorporated"; or
      - (C) any abbreviation of a word listed in this Subsection (2)(b)(i);
    - (ii) a limited liability company may use in its name in this state the terms:
      - (A) "limited";
      - (B) "limited company";
      - (C) "L.C.";

- (D) "L.L.C.";
  - (E) "LC"; or
  - (F) "LLC"; and
  - (iii) a limited liability partnership may use the terms "limited liability partnership," "L.L.P.," or "LLP" in the manner allowed in Section 48-1-45.
- (3) Except as authorized by Subsection (4), the name of a limited partnership must be distinguishable as defined in Subsection (5) upon the records of the division from:
- (a) the name of any limited partnership formed or authorized to transact business in this state;
  - (b) the corporate name of any corporation incorporated or authorized to transact business in this state;
  - (c) any limited partnership name reserved under this chapter;
  - (d) any corporate name reserved under Title 16, Chapter 10a, Utah Revised Business Corporation Act;
  - (e) any fictitious name adopted by a foreign corporation or limited partnership authorized to transact business in this state because its real name is unavailable;
  - (f) any corporate name of a not-for-profit corporation incorporated or authorized to transact business in this state; and
  - (g) any assumed business name, trademark, or service mark registered by the division.
- (4)
- (a) A limited partnership may apply to the division for approval to file its certificate under, or to reserve, a name that is not distinguishable upon the division's records from one or more of the names described in Subsection (3).
  - (b) The division shall approve of the name for which application is made under Subsection (4)(a) if:
    - (i) the other person whose name is not distinguishable from the name under which the applicant desires to file:
      - (A) consents to the filing in writing; and
      - (B) submits an undertaking in a form satisfactory to the division to change its name to a name that is distinguishable from the name of the applicant; or
    - (ii) the applicant delivers to the division a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use in this state the name for which the application is made.
- (5) A name is distinguishable from other names, trademarks, and service marks registered with the division if it contains one or more different letters or numerals from other names upon the division's records.
- (6) The following differences are not distinguishing:
- (a) the terms:
    - (i) "corporation";
    - (ii) "incorporated";
    - (iii) "company";
    - (iv) "limited partnership";
    - (v) "limited";
    - (vi) "L.P."; or
    - (vii) "Ltd.";
  - (b) an abbreviation of a word listed in Subsection (6)(a);
  - (c) the presence or absence of the words or symbols of the words "the," "and," "a," or "plus";
  - (d) differences in punctuation and special characters;
  - (e) differences in capitalization;

- (f) differences between singular and plural forms of words for a limited partnership:
  - (i) formed in or registered as a foreign limited partnership in this state on or after May 4, 1998;  
or
  - (ii) that changes its name on or after May 4, 1998;
- (g) differences in whether the letters or numbers immediately follow each other or are separated by one or more spaces if:
  - (i) the sequence of letters or numbers is identical; and
  - (ii) the limited partnership:
    - (A) is formed in or registered as a foreign limited partnership in this state on or after May 3, 1999; or
    - (B) changes its name on or after May 3, 1999; or
- (h) differences in abbreviations, for a limited partnership:
  - (i) formed in or registered as a foreign limited partnership in this state on or after May 1, 2000;  
or
  - (ii) that changes its name on or after May 1, 2000.
- (7) The director of the division shall have the power and authority reasonably necessary to interpret and efficiently administer this section and to perform the duties imposed upon the division by this section.
- (8) A name that implies that the limited partnership is an agency of this state or any of its political subdivisions, if it is not actually such a legally established agency or subdivision, may not be approved for filing by the division.
- (9)
  - (a) The requirements of Subsection (1)(e) do not apply to a limited partnership that is formed in or registered as a foreign limited partnership in this state on or before May 4, 1998, until December 31, 1998.
  - (b) On or after January 1, 1999, any limited partnership formed in or registered as a foreign limited partnership in this state shall comply with the requirements of Subsection (1)(e).