

## Part 4 Name

### 16-6a-401 Corporate name.

- (1) The corporate name of a nonprofit corporation:
  - (a) may, but need not contain:
    - (i) the word "corporation," "incorporated," or "company"; or
    - (ii) an abbreviation of "corporation," "incorporated," or "company";
  - (b) may not contain any word or phrase that indicates or implies that it is organized for any purpose other than one or more of the purposes contained in Section 16-6a-301 and its articles of incorporation;
  - (c) except as authorized by the division under Subsection (2), shall be distinguishable, as defined in Section 16-10a-401, from:
    - (i) the name of any domestic corporation incorporated in this state;
    - (ii) the name of any foreign corporation authorized to conduct affairs in this state;
    - (iii) the name of any domestic nonprofit corporation incorporated in this state;
    - (iv) the name of any foreign nonprofit corporation authorized to conduct affairs in this state;
    - (v) the name of any domestic limited liability company formed in this state;
    - (vi) the name of any foreign limited liability company authorized to conduct affairs in this state;
    - (vii) the name of any limited partnership formed or authorized to conduct affairs in this state;
    - (viii) any name that is reserved under Section 16-6a-402 or 16-10a-402;
    - (ix) the name of any entity that has registered its name under Section 42-2-5;
    - (x) the name of any trademark or service mark registered by the division; or
    - (xi) any assumed name filed under Section 42-2-5;
  - (d) shall be, for purposes of recordation, either translated into English or transliterated into letters of the English alphabet if it is not in English;
  - (e) 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
  - (f) 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) The division may authorize the use of the name applied for if:
  - (a) the name is distinguishable from one or more of the names and trademarks described in Subsection (1)(c) that are on the division's records; or
  - (b) if 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 the name applied for in this state registered or reserved with the division pursuant to the laws of this state.
- (3) A nonprofit corporation may use the name of another domestic or foreign corporation that is used in this state if:
  - (a) the other corporation is incorporated or authorized to conduct affairs in this state; and
  - (b) the proposed user corporation:
    - (i) has merged with the other corporation;

- (ii) has been formed by reorganization of the other corporation; or
  - (iii) has acquired all or substantially all of the assets, including the corporate name, of the other corporation.
- (4)
- (a) A nonprofit corporation may apply to the division for authorization to file its articles of incorporation under, or to register or reserve, a name that is not distinguishable upon the division's records from one or more of the names described in Subsection (1).
  - (b) The division shall approve the application filed under Subsection (4)(a) if:
    - (i) the other person whose name is not distinguishable from the name under which the applicant desires to file, or which the applicant desires to register or reserve:
      - (A) consents to the filing, registration, or reservation 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 make the requested filing in this state under the name applied for.
- (5) Only names of corporations may contain the:
- (a) words "corporation," or "incorporated"; or
  - (b) abbreviation "corp." or "inc."
- (6) The division may not issue a certificate of incorporation to any association violating the provisions of this section.

Amended by Chapter 218, 2010 General Session

**16-6a-402 Reserved name.**

- (1)
- (a) Any person may apply for the reservation of the exclusive use of a corporate name by delivering an application for reservation of name to the division for filing, setting forth:
    - (i) the name and address of the applicant; and
    - (ii) the name proposed to be reserved.
  - (b)
    - (i) If the division finds that the name applied for would be available for corporate use, the division shall reserve the name for the applicant's exclusive use for 120 days from the day the division receives the application under Subsection (1)(a).
    - (ii) A reservation may be renewed.
- (2) The owner of a reserved corporate name may transfer the reservation to any other person by delivery to the division for filing of a notice of the transfer that has been executed by the owner and states:
- (a) the reserved name;
  - (b) the name of the owner; and
  - (c) the name and address of the transferee.
- (3)
- (a) The corporate name set forth in a document described in Subsection (3)(b) is reserved until the document:
    - (i) becomes effective pursuant to Subsection 16-6a-108(2); or
    - (ii) is withdrawn under Subsection 16-6a-108(3).
  - (b) Subsection (3)(a) applies to a document that:
    - (i) is one of the following:

- (A) articles of incorporation;
  - (B) articles of amendment to articles of incorporation;
  - (C) restated articles of incorporation; or
  - (D) articles of merger;
- (ii) specifies a delayed effective date pursuant to Subsection 16-6a-108(2);
  - (iii) sets forth a new corporate name; and
  - (iv) is filed by the division.

Enacted by Chapter 300, 2000 General Session

**16-6a-403 Corporate name -- Limited rights.**

The authorization granted by the division to file articles of incorporation under a corporate name or to reserve a name does not:

- (1) abrogate or limit the law governing unfair competition or unfair trade practices;
- (2) derogate from the common law the principles of equity or the statutes of this state or of the United States with respect to the right to acquire and protect names and trademarks; or
- (3) create an exclusive right in geographic or generic terms contained within a name.

Enacted by Chapter 300, 2000 General Session