

369 records of the division from any name in any category of names in Subsection (2), the name of
 370 the consenting person may be used by the person to which the consent was given.]

371 ~~[(4) Except as otherwise provided in Subsection (5), in determining whether a name is~~
 372 ~~the same as or not distinguishable on the records of the division from the name of another~~
 373 ~~entity, words, phrases, or abbreviations indicating the type of entity, such as "corporation",~~
 374 ~~"corp.", "incorporated", "Inc.", "professional corporation", "PC", "P.C.", "professional~~
 375 ~~association", "PA", "P.A.", "Limited", "Ltd.", "limited partnership", "LP", "L.P.", "limited~~
 376 ~~liability partnership", "LLP", "L.L.P.", "registered limited liability partnership", "RLLP",~~
 377 ~~"R.L.L.P.", "limited liability limited partnership", "LLLLP", "L.L.L.P.", "registered limited~~
 378 ~~liability limited partnership", "RLLLLP", "R.L.L.L.P.", "limited liability company", "LLC",~~
 379 ~~"L.L.C.", "professional limited liability company", "PLLC", or "P.L.L.C.", may not be taken~~
 380 ~~into account.]~~

381 ~~[(5) A person may consent in a record to the use of a name that is not distinguishable~~
 382 ~~on the records of the division from its name except for the addition of a word, phrase, or~~
 383 ~~abbreviation indicating the type of person as provided in Subsection (4). In such a case, the~~
 384 ~~person need not change its name pursuant to Subsection (2).]~~

385 (2) Except as authorized by Subsection (3), the name of a company must be
 386 distinguishable as defined in Subsection (4) upon the records of the division from:

387 (a) the actual name, reserved name, or fictitious or assumed name of any entity
 388 registered with the division; or

389 (b) any tradename, trademark, or service mark registered with the division.

390 (3) (a) A company may apply to the division for approval to file its ~~§~~ **→ [articles]**
 390a **←§** certificate of
 391 organization under or to reserve a name that is not distinguishable upon the division's records
 392 from one or more of the names described in Subsection (2).

393 (b) The division shall approve the name for which the company applies under
 394 Subsection (3)(a) if:

395 (i) the other person whose name is not distinguishable from the name under which the
 396 applicant desires to file:

397 (A) consents to the filing in writing; and

398 (B) submits an undertaking in a form satisfactory to the division to change its name to
 399 a name that is distinguishable from the name of the applicant; or

648 may be served with process in this state for the collection and enforcement of any of its debts,
649 obligations, and liabilities as provided in Section 16-17-301.

650 (6) If the converting entity is a registered foreign entity, the registration to do business
651 in this state of the converting entity is canceled when the conversion becomes effective.

652 (7) A conversion does not require the entity to wind up its affairs and does not
653 constitute or cause the dissolution of the entity.

654 Section 19. Section 48-3a-1202 is amended to read:

655 **48-3a-1202. Notice of limitation on liability of a series.**

656 (1) (a) Notice in a limited liability company's certificate of organization of the
657 limitation on liabilities of a series as referenced in Subsection 48-3a-1201(2)(e) is sufficient for
658 all purposes of this part whether or not the limited liability company has established a series at
659 the time the notice is included in the certificate of organization.

660 (b) For a certificate of organization or an amendment to a certificate of organization
661 made to include notice of series that is filed on or after May 12, 2015, notice in a company's
662 §→ [articles] certificate ←§ of organization is sufficient for purposes of Subsection (1) only if the
662a notice of series
663 appears immediately following the provision stating the name of the company.

664 (2) The notice of a limitation on liability of a series as referenced in Subsection
665 48-3a-1201(2)(e) is not required to reference a specific series.

666 (3) The filing by the division of the certificate of organization containing a notice of
667 the limitation on liabilities of a series constitutes notice of the limitation on liabilities of the
668 series.

Legislative Review Note
as of 1-16-15 3:40 PM

Office of Legislative Research and General Counsel