

[First Reprint]

**ASSEMBLY, No. 4932**

**STATE OF NEW JERSEY**  
**219th LEGISLATURE**

INTRODUCED NOVEMBER 5, 2020

**Sponsored by:**

**Assemblyman GORDON M. JOHNSON**

**District 37 (Bergen)**

**Assemblywoman CAROL A. MURPHY**

**District 7 (Burlington)**

**Assemblywoman JOANN DOWNEY**

**District 11 (Monmouth)**

**Senator NELLIE POU**

**District 35 (Bergen and Passaic)**

**Co-Sponsored by:**

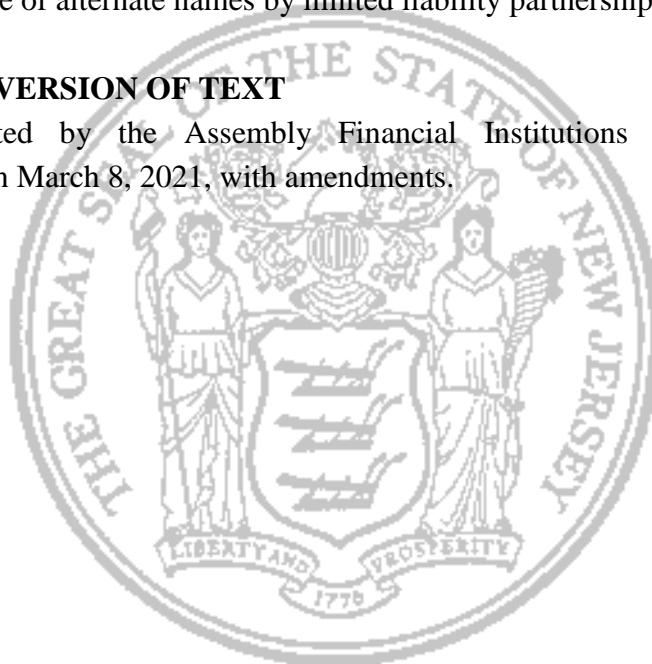
**Assemblywoman McKnight**

**SYNOPSIS**

Permits use of alternate names by limited liability partnerships.

**CURRENT VERSION OF TEXT**

As reported by the Assembly Financial Institutions and Insurance Committee on March 8, 2021, with amendments.



**(Sponsorship Updated As Of: 3/25/2021)**

1 AN ACT concerning the use of alternate names by limited liability  
2 partnerships and amending P.L.2000, c.161.

3

4 **BE IT ENACTED** by the Senate and General Assembly of the State  
5 of New Jersey:

6

7 1. Section 48 of P.L.2000, c.161 (C.42:1A-48) is amended to read  
8 as follows:

9 48. a. The name of a limited liability partnership shall end with  
10 “Registered Limited Liability Partnership”, “Limited Liability  
11 Partnership”, “R.L.L.P.”, “L.L.P.”, “RLLP,” or “LLP”.

12 b. No domestic limited liability partnership or foreign limited  
13 liability partnership which conducts activities in this State shall  
14 conduct any activities in this State using an alternate name, including  
15 an abbreviation of its name or an acronym unless the limited liability  
16 partnership:

17 (1) also uses its actual name in the transaction of any of its  
18 activities in a manner as not to be deceptive as to its actual identity; or

19 (2) has first registered the alternate name as provided in this  
20 section.

21 c. Any limited liability partnership may adopt and use any  
22 alternate name by filing an original and a copy of a certificate of  
23 registration of alternate name with the <sup>1</sup>**[filing office]** State Treasurer<sup>1</sup>  
24 executed on behalf of the limited liability partnership. The certificate  
25 shall set forth:

26 (1) the name, jurisdiction and date of establishment of the limited  
27 liability partnership;

28 (2) the alternate name;

29 (3) a brief statement of the character or nature of the particular  
30 activities to be conducted using the alternate name including, but not  
31 limited to, the practice of professions requiring licensure or  
32 certification including, but not limited to, medicine, dentistry, podiatric  
33 medicine, dietetics, nutrition, psychoanalysis, counseling, social work,  
34 optometry, osteopathy, chiropractic, acupuncture, law, accounting, real  
35 estate brokerage or sales, private detective services, veterinary  
36 medicine, engineering, or architecture;

37 (4) that the limited liability partnership intends to use the alternate  
38 name in this State; and

39 (5) that the limited liability partnership has not previously used  
40 the alternate name in this State in violation of this section or, if it has,  
41 the month and year in which it commenced the use of the alternative  
42 name.

43 d. The registration shall be effective for five years from the date  
44 of filing and may be renewed successively for additional five-year  
45 periods by filing an original and a copy of the certificate of renewal

**EXPLANATION** – Matter enclosed in bold-faced brackets **[thus]** in the above bill is not enacted and is intended to be omitted in the law.

Matter underlined **thus** is new matter.

Matter enclosed in superscript numerals has been adopted as follows:

<sup>1</sup>Assembly AFI committee amendments adopted March 8, 2021.

1 executed on behalf of the limited liability partnership any time within  
2 '[90] 60<sup>1</sup> days prior to, but not later than, the date of expiration of the  
3 registration. The certificate of renewal shall set forth the information  
4 required in subsection c. of this section, the date of the certificate of  
5 registration then in effect and shall confirm that the limited liability  
6 partnership is continuing to use the alternate name.

7 e. This section shall not:

8 (1) grant to the registrant of an alternate name any right in the  
9 name as against any prior or subsequent user of the name, regardless  
10 of whether used as a trademark, trade name, business name or  
11 corporate name;

12 (2) interfere with the power of any court to enjoin the use of the  
13 name on the basis of the law of unfair competition or on any other  
14 basis except the identity or similarity of the alternate name to any other  
15 corporate or limited liability partnership name '[.]':<sup>1</sup>

16 (3) permit the use of an alternate name in violation of any  
17 applicable federal, state, or local statute, regulation, ordinance, or rule  
18 of professional conduct, responsibility or ethics governing any  
19 profession, service, or commercial activity, including but not limited to  
20 those governing medicine, dentistry, podiatric medicine, dietetics,  
21 nutrition, psychoanalysis, counseling, social work, optometry,  
22 osteopathy, chiropractic, acupuncture, law, accounting, real estate  
23 brokerage or sales, private detective services, veterinary medicine,  
24 engineering, or architecture; or

25 (4) repeal, modify, preempt, or otherwise affect the enforceability  
26 and validity of any state, or local statute, regulation, ordinance, or rule  
27 of professional conduct, responsibility or ethics governing any  
28 profession, service, or commercial activity, including but not limited to  
29 those governing medicine, dentistry, podiatric medicine, dietetics,  
30 nutrition, psychoanalysis, counseling, social work, optometry,  
31 osteopathy, chiropractic, acupuncture, law, accounting, real estate  
32 brokerage or sales, private detective services, veterinary medicine,  
33 engineering, or architecture.

34 f. A limited liability partnership which has used an alternate  
35 name in this State contrary to the provisions of this section shall, upon  
36 filing a certificate of registration of alternate name or an untimely  
37 certificate of renewal, pay to the '[filing office] State Treasurer'<sup>1</sup> the  
38 filing fee prescribed for the certificate plus an additional filing fee  
39 equal to the full amount of the regular filing fee multiplied by the  
40 number of years it has been using the alternate name in violation of  
41 this section after the operative date of the prohibitions of this section  
42 specified in subsection h. of this section. For the purpose of this  
43 subsection, any part of a year shall be considered a full year.

44 g. The failure of a limited liability partnership to file a certificate  
45 of registration or renewal of an alternate name shall not impair the  
46 validity of any contract or act of the limited liability partnership and  
47 shall not prevent the limited liability partnership from defending any  
48 action or proceeding in any court of this State, but the limited liability

1 partnership shall not maintain any action or proceeding in any court of  
2 this State arising out of a contract or act in which it used the alternate  
3 name until it has filed the certificate.

4 h. (1) A limited liability partnership which files a certificate of  
5 registration of alternate name which contains a false statement or  
6 omission regarding the date it first used an alternate name in this State  
7 shall, if the false statement or omission reduces the amount of the  
8 additional fee it paid or should have paid as provided in subsection f.  
9 of this section, forfeit to the State a penalty of not less than \$200 and  
10 not more than \$500.

11 (2) A limited liability partnership which is required to file a  
12 certificate of registration or renewal of alternate name and fails to do  
13 so within 60 days <sup>1</sup> [after being notified of the filing requirement by  
14 certified or registered mail by the filing office, by any other  
15 governmental officer,] prior to, but not later than, the date of  
16 expiration of the registration<sup>1</sup> or <sup>1</sup>90 days after having been notified<sup>1</sup>  
17 by any person aggrieved by its failure to do so, shall forfeit to the State  
18 a penalty of not less than \$200 and not more than \$500.

19 (3) A penalty imposed under this section shall be recovered with  
20 costs in an action brought by the Attorney General. The court may  
21 proceed on the action in a summary manner.

22 <sup>1</sup> [i. As used in this section, "filing office" means the Division of  
23 Revenue in the Department of the Treasury, or other State office as  
24 designated by law.]<sup>1</sup>

25 (cf: P.L.2000, c.161, s.48)

26

27 2. This act shall take effect immediately.