

SENATE, No. 3066

STATE OF NEW JERSEY
219th LEGISLATURE

INTRODUCED OCTOBER 22, 2020

Sponsored by:
Senator NELLIE POU
District 35 (Bergen and Passaic)

SYNOPSIS

Permits use of alternate names by limited liability partnerships.

CURRENT VERSION OF TEXT

As introduced.



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
8 read 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,
15 including an abbreviation of its name or an acronym unless the
16 limited liability 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;
19 or

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

22 c. Any limited liability partnership may adopt and use any
23 alternate name by filing an original and a copy of a certificate of
24 registration of alternate name with the filing office executed on
25 behalf of the limited liability partnership. The certificate shall set
26 forth:

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

29 (2) the alternate name;

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

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

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

44 d. The registration shall be effective for five years from the
45 date of filing and may be renewed successively for additional five-

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.

1 year periods by filing an original and a copy of the certificate of
2 renewal executed on behalf of the limited liability partnership any
3 time within 90 days prior to, but not later than, the date of
4 expiration of the registration. The certificate of renewal shall set
5 forth the information required in subsection c. of this section, the
6 date of the certificate of registration then in effect and shall confirm
7 that the limited liability partnership is continuing to use the
8 alternate name.

9 e. This section shall not:

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

14 (2) interfere with the power of any court to enjoin the use of the
15 name on the basis of the law of unfair competition or on any other
16 basis except the identity or similarity of the alternate name to any
17 other corporate or limited liability partnership name.

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

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

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

46 g. The failure of a limited liability partnership to file a
47 certificate of registration or renewal of an alternate name shall not
48 impair the validity of any contract or act of the limited liability

1 partnership and shall not prevent the limited liability partnership
2 from defending any action or proceeding in any court of this State,
3 but the limited liability partnership shall not maintain any action or
4 proceeding in any court of this State arising out of a contract or act
5 in which it used the alternate name until it has filed the certificate.

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

13 (2) A limited liability partnership which is required to file a
14 certificate of registration or renewal of alternate name and fails to
15 do so within 60 days after being notified of the filing requirement
16 by certified or registered mail by the filing office, by any other
17 governmental officer, or by any person aggrieved by its failure to
18 do so, shall forfeit to the State a penalty of not less than \$200 and
19 not more than \$500.

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

23 i. As used in this section, "filing office" means the Division of
24 Revenue in the Department of the Treasury, or other State office as
25 designated by law.

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

27
28 2. This act shall take effect immediately.
29
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31 STATEMENT

32
33 This bill amends current law to permit the registration and use of
34 alternate names limited liability partnerships and clarifies that
35 limited liability partnerships may not use alternate names prohibited
36 by applicable law governing specific professions, services, or
37 commercial activities.

38 Specifically, the bill provides that domestic limited liability
39 partnerships and foreign limited liability partnerships may conduct
40 activities in this State using an alternate name, including an
41 abbreviation of its name or an acronym only if the limited liability
42 partnership:

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

46 (2) has first registered the alternate name.

47 The bill provides that limited liability partnerships may adopt
48 and use alternate names by filing an original and a copy of a

1 certificate of registration of alternate name with the filing office
2 executed on behalf of the limited liability partnership. The
3 certificate is required to provide certain information concerning the
4 limited liability partnership and its use of the alternate name.

5 The bill provides that the registration is effective for five years
6 from the date of filing and may be renewed successively for
7 additional five-year periods.

8 The bill clarifies that it does not:

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

13 (2) interfere with the power of any court to enjoin the use of the
14 name on the basis of the law of unfair competition or on any other
15 basis except the identity or similarity of the alternate name to any
16 other corporate or limited liability partnership name.

17 (3) permit the use of an alternate name in violation of any
18 applicable federal, state, or local statute, regulation, ordinance, or
19 rule of professional conduct, responsibility or ethics governing any
20 profession, service, or commercial activity; or

21 (4) repeal, modify, preempt, or otherwise affect the
22 enforceability and validity of any state, or local statute, regulation,
23 ordinance, or rule of professional conduct, responsibility or ethics
24 governing any profession, service, or commercial activity.

25 The bill requires a limited liability partnership which has used an
26 alternate name in this State, upon filing a certificate of registration
27 of alternate name or an untimely certificate of renewal, to pay to the
28 filing office the filing fee prescribed for the certificate plus an
29 additional filing fee equal to the full amount of the regular filing fee
30 multiplied by the number of years it has been using the alternate
31 name in violation of the bill after it goes into effect.

32 The bill provides that the failure of a limited liability partnership
33 to file a certificate of registration or renewal of an alternate name
34 does not impair the validity of any contract or act of the limited
35 liability partnership and does not prevent the limited liability
36 partnership from defending any action or proceeding in any court of
37 this State, but the limited liability partnership may not maintain any
38 action or proceeding in any court of this State arising out of a
39 contract or act in which it used the alternate name until it has filed
40 the certificate.

41 The bill provides that a limited liability partnership which should
42 have filed a certificate of registration or renewal of alternate name
43 and fails to do so within 60 days after being notified of its
44 obligation to do so by certified or registered mail by the filing
45 office, by any other governmental officer, or by any person
46 aggrieved by its failure to do so, is required to forfeit to the State a
47 penalty of not less than \$200 and not more than \$500.