

TITLE 100 – DEPARTMENT OF STATE

CHAPTER – BUSINESS SERVICES

SUBCHAPTER 00 – N/A

PART 4 – NAME AVAILABILITY

4.1 Authority and Purpose

- A. The Rhode Island Department of State, Business Services Division, is charged with maintaining the state's corporate registry which serves as the authoritative source of legal entity formation and registration information for the state.
- B. These Regulations are promulgated pursuant to the authority set forth in R.I. Gen. Laws Title 7 (Corporations, Associations, and Partnerships) and applies to both domestic and foreign entities across R.I. Gen. Laws Chapters 7-1.2 through 7-16 whenever name availability is addressed.
- C. The state's name availability standard is distinguishable upon the records of the secretary of state from the name of any entity the exclusive right to which is, at the time filed, reserved, or registered in a manner provided by R.I. Gen. Laws Title 7 (Corporations, Associations, and Partnerships). This office will deny a request for a name that is identical or not distinguishable from a name currently on file.
- D. Name availability is determined by a comparative search of the entity names that appear in the active records of the corporate registry and have a status of "active" or "revoked." The name of a revoked entity is protected for one year from the date of revocation.
- E. Entity names within the corporate registry are not required to be distinguishable from Trade Names or names registered as Trademarks or Service Marks.
- F. The rules, exemptions and examples used in these Regulations are not intended to be used to limit the Secretary of State's discretion in determining if a name is distinguishable upon the record.

4.2 Definitions

- A. "Bill of Sale" means a legal document that records the transfer of ownership of goods from one party to another party.
- B. "Descriptive word(s)" means a word or words added to an entity name that changes the proposed name making it distinguishable upon the record.

- C. "Letter of Consent" means a formal written document in which one party gives permission to another party to use a specific name, without limitations, that would be considered not to be distinguishable upon the record.
- D. "Punctuation" means marks used in writing that divide sentences and phrases.
- E. "Simultaneous submission" means the submission of two or more documents at the same time and the submission takes place by mail, in-person delivery or electronic transmission.
- F. "Subscript characters" means letters written below the normal line of type.
- G. "Superscript characters" means letters written above the normal line of type.
- H. "Symbol" means an image, object, character, or sign that takes the place of a word or some other text.

4.3 False Implication of Governmental or Olympic Affiliation

- A. The R.I. Department of State, Business Services Division (Division) will prohibit the filing of a name that inaccurately implies that the business is or is affiliated with a government agency of the United States, a State agency of Rhode Island, or another state.
- B. The Division will prohibit in accordance with the provisions of United States Code, 36 U.S.C. § 220506, the use of the words "Olympic," "Olympiad," "Paralympic," "Paralympiad," "Citius Altius Fortius," and "Pan-American."

4.4 Acceptable Printable Characters

- A. Names indexed with the Division may not include characters other than:
 - 1. Letters of the English alphabet.
 - 2. Arabic numerals (1, 2, 3, 4, 5, 6, 7, 8, 9, 0).
 - 3. Roman numerals (I, II, V, X, C, M, etc.).

4.5 Acceptable Punctuation and Symbols

- A. Names indexed with the Division may not include punctuation and symbols other than:
 - 1. English punctuation marks.
 - 2. Plus (+), minus (-), equals (=), greater than (>), and less than (<).
 - 3. Brackets {}, [] and ().

4. Forward (/) and back slash (\).
 5. Number (#), dollar (\$), percent (%), and at (@).
 6. Ampersand (&).
- B. When registering with the Division a filer is establishing the legal name of the entity. No distinction will be given to bold-face type or font size, subscript or superscript characters. The use of upper or lower-case letters in an entity name will be recognized and entered as presented.
- C. The use of colored fonts, symbols, images or designs not listed above are considered stylistic and can be registered as part of the entity's brand using a Trademark or Service Mark filing.

4.6 Restricted Words

- A. Entity names containing restricted words require prior approval from the relevant regulating agencies as follows:
1. Bank. An entity name may not include the following words without the prior approval of the Banking Commissioner, Rhode Island Department of Business Regulation:
 - a. Bank, savings bank, trust company, building and loan, loan and investment, safe deposit or words of similar meaning in another language.
 - b. Filings submitted without prior approval from the Rhode Island Department of Business Regulation will be rejected. See R.I. Gen. Laws § 7-1.2-301.
 2. Insurance. An entity name may not include the following words without the prior approval of the Insurance Commissioner, Rhode Island Department of Business Regulation:
 - a. Insurance, mutual insurance, surety, indemnity or words of similar meaning in another language.
 - b. Filings submitted without prior approval from the Rhode Island Department of Business Regulation will be rejected. See R.I. Gen. Laws §§ 7-1-5 and 7-1-5.2.
 3. Engineering. An entity name may not include the following words without the prior approval of the Rhode Island Board of Design Professionals:
 - a. Engineering, engineer or any other title or description that conveys the impression that entity is an engineering firm.

- b. Filings submitted without prior approval from the Rhode Island Board of Design Professionals will be rejected. See R.I. Gen. Laws § 5-8-1.
- 4. School, academy, college or university. An entity name may not include the above-referenced words without the prior approval of the Rhode Island Board of Education.
 - a. Filings submitted without prior approval from the Rhode Island Board of Education will be rejected. See R.I. Gen. Laws § 16-40-1.
 - b. The word “school” may be used by entities that are not offering elementary or secondary education as defined in R.I. Gen. Laws Title 16 (Education).

4.7 Entity Identifiers

A. Benefit Corporation.

- 1. A corporation may not include the following words as a prefix to “company,” “co,” “corporation,” “corp.,” “incorporated,” “inc.,” “limited,” or “ltd.” unless the corporation is a benefit corporation formed pursuant to R.I. Gen. Laws Chapter 7-5.3 (Benefit Corporations):
 - a. Benefit.
 - b. B-.

B. Cooperative.

- 1. Only cooperative corporations formed pursuant to R.I. Gen. Laws Chapters 7-6.1 (Cooperative Housing Corporations), 7-7 (Producers’ Cooperatives), or 7-8 (Consumers’ Cooperatives) may include the word “cooperative” in their entity name.

C. Corporation.

- 1. A corporation formed pursuant to R.I. Gen. Laws Chapter 7-1.2 (Rhode Island Business Corporation Act) must include in the word “corporation,” “company,” “incorporated,” or “limited,” or an abbreviation of one of these words.

D. Professional Service Corporations.

- 1. A professional corporation formed pursuant to R.I. Gen. Laws Chapter 7-5.1 (Professional Service Corporations) must end its name with the words “professional corporation” or “corporation” or “incorporated” or “limited” or the abbreviations “p.c.” or “pc” or “corp.” or “inc.” or “ltd.”

E. Limited Partnership.

1. A limited partnership formed pursuant to R.I. Gen. Laws Chapter 7-13.1 (Uniform Limited Partnership Act) must contain the phrase "limited partnership" or the abbreviation "LP" or "L.P." and may not contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."

F. Limited Liability Limited Partnership.

1. A limited liability limited partnership formed pursuant to R.I. Gen. Laws Chapter 7-13.1 (Uniform Limited Partnership Act) must contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and must not contain the abbreviation "LP" or "L.P."

G. Limited Liability Partnership.

1. A limited liability partnership formed pursuant to R.I. Gen. Laws Chapter 7-12.1 (Uniform Partnership Act) must contain the phrase "Registered Limited Liability Partnership" or "Limited Liability Partnership" or the abbreviation "R.L.L.P.", "L.L.P.", "RLLP", or "LLP."

H. Limited Liability Company.

1. A limited liability company formed pursuant to R.I. Gen. Laws Chapter 7-16 (The Rhode Island Limited Liability Company Act) must end with either the words "limited liability company" or the upper- or lower-case letters "l.l.c." with or without punctuation.

I. Low Profit Limited Liability Company.

1. A limited liability company formed pursuant to R.I. Gen. Laws Chapter 7-16 (The Rhode Island Limited Liability Company Act) must end with either the words "low-profit limited liability company" or the abbreviation "L3C" or "l3c".

- J. Except for the combination "and Company" or "& Company" an unincorporated Trade Name registered with the Division may not include any corporate indicator words or abbreviations listed in § 4.7 of this Part.

4.8 Name Availability Rules

- A. The following examples will NOT make an entity name "distinguishable upon the record:"

1. An article: (a, an, the).
2. Plural forms of the same word: (City Girl vs. City Girls).

3. Obvious misspelling of the same name or word: (Cat vs. Kat, or Boyz vs. Boys).
 4. An abbreviation in place of a complete spelling of the name: (Northeast Industries, Inc. vs. NE Industries, Inc or Rhode Island Appraisers, LLC vs. RI Appraisers, LLC).
 5. Variations of the Same Word: (Finance Specialists, Inc. vs. Financing Specialists, Inc. or Rhode Island Realty, Inc. vs. Rhode Island Real Estate, Inc.).
 6. A change in a word or name indicating entity status: (Acme Enterprises, Inc. vs. Acme Enterprises Corporation vs. Acme Enterprises, LLC).
 7. The addition of a numeric designation, unless consent is granted: (Gourmet Bakery, Inc. vs. Gourmet Bakery I, Inc. vs. Gourmet Bakery II, Inc.).
 8. Differences in punctuation or special characters: (T-Bones, Inc. vs. T*Bones, Inc.).
 9. Differences in capitalization: (T-Bones, Inc. vs. t-bones, Inc.).
 10. Differences in whether letters or numbers immediately follow each other or are separated by one or more spaces: (TNT, Inc. vs. T N T, Inc.).
 11. An Arabic numeral representing a number, a roman numeral representing the same number and/or a word representing the same number appearing in the same position within otherwise identical names: (2 Brothers Pizza, Inc. vs. II Brothers Pizza, Inc. vs. Two Brothers Pizza, Inc.).
- B. A distinguishable name contains one or more descriptive words that alter the proposed name sufficiently to make it distinguishable from a name filed, reserved, or registered with the Division. Some examples are:
1. The addition of a geographic location i.e., city, state, village, north, south etc.
 2. The addition of a group designation i.e., Association, Group, Partnership, Company (if used in addition to the entity's corporate designator).
- C. A word in a foreign language is distinguishable from its English equivalent.

4.9 Exceptions

- A. A name can be identical to a name filed, reserved or registered with the Division if:

1. The applicant files with the Secretary of State a certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to use the name in this state;
2. The certificate of incorporation or organization of the filed or registered entity has been revoked by the Secretary of State, and the revocation has not been withdrawn within one year from the date of the revocation;
3. The entity, domestic or foreign, is merged, or is formed by the reorganization of one or more domestic or foreign corporations; or
4. There has been a sale, lease, or other disposition to, or exchange with a domestic or foreign entity and all or substantially all the assets, including its name, have been purchased by the applicant.
 - a. The applicant must provide evidence of a sale by presenting a partial production/excerpt of the bill of sale with the applicant's formation/registration form and such partial production/excerpt must reflect: the buyer and seller's names, language that shows the name and substantial assets were purchased, and the signature page. Financial and/or personally identifiable information should be redacted prior to submission to the Secretary of State.

4.10 Letters of Consent

- A. Letters of consent must be presented on the consenting entity's letterhead and acknowledged or attested to by an authorized officer/person before a notary public.
- B. A letter of consent is required to record a name when the only distinguishing factor is the addition of a numeric designation.
- C. A letter of consent will not be accepted for the use of an exact name registration or when the only distinguishing factor in a name is a change in entity designators [i.e., corporation vs. LLC or PC vs. corporation.].
- D. The Secretary of State may use its discretion in determining if a name is distinguishable and may request a letter of consent to satisfy the state's name availability standard.

4.11 Simultaneous Submission

- A. The simultaneous submission of a court order, letter of consent, or evidence of a bill of sale is required for the Secretary of State's office to process a formation or registration in which the applicant is seeking an exception to satisfy the state's name availability standard.

100-RICR-30-00-4

TITLE 100 - DEPARTMENT OF STATE

CHAPTER 30 - BUSINESS SERVICES

SUBCHAPTER 00 - N/A

PART 4 - NAME AVAILABILITY

Type of Filing: Adoption

Agency Signature

Agency Head Signature

Agency Signing Date

Department of State

Regulation Effective Date

Department of State Initials

Department of State Date