302A.115 CORPORATE NAME.

Subdivision 1. **Requirements; prohibitions.** The corporate name:

(a) Shall be in the English language or in any other language expressed in English letters or characters;

(b) Shall contain the word "corporation," "incorporated," or "limited," or shall contain an abbreviation of one or more of these words, or the word "company" or the abbreviation "Co." if that word or abbreviation is not immediately preceded by the word "and" or the character "&";

(c) Shall not contain a word or phrase that indicates or implies that it is incorporated for a purpose other than a legal business purpose;

(d) Shall be distinguishable upon the records in the Office of the Secretary of State from the name of each domestic corporation, limited partnership, limited liability partnership, and limited liability company, whether profit or nonprofit, and each foreign corporation, limited partnership, limited liability partnership, and limited liability company on file, authorized or registered to do business in this state at the time of filing, whether profit or nonprofit, and each name the right to which is, at the time of incorporation, reserved as provided for in sections 5.35, 302A.117, 321.0109, 322C.0109, or 333.001 to 333.54, unless there is filed with the articles one of the following:

(1) The written consent of the domestic corporation, limited partnership, limited liability partnership, or limited liability company, or the foreign corporation, limited partnership, limited liability partnership, or limited liability company authorized or registered to do business in this state or the holder of a reserved name or a name filed by or registered with the secretary of state under sections 333.001 to 333.54 having a name that is not distinguishable;

(2) A certified copy of a final decree of a court in this state establishing the prior right of the applicant to the use of the name in this state; or

(3) The applicant's affidavit that the domestic or foreign corporation, limited partnership, or limited liability company with the name that is not distinguishable has been incorporated or on file in this state for at least three years prior to the affidavit, if it is a domestic corporation, limited partnership, or limited liability company, or has been authorized or registered to do business in this state for at least three years prior to the affidavit, if it is a foreign corporation, limited partnership, or limited liability company, or that the holder of a name filed or registered with the secretary of state under sections 333.001 to 333.54 filed or registered that name at least three years prior to the affidavit; that the domestic or foreign corporation, limited partnership, or limited liability company or holder has not during the three-year period before the affidavit filed any document with the secretary of state; that the applicant has mailed written notice to the domestic or foreign corporation, limited partnership, or limited liability company or the holder of a name filed or registered with the secretary of state under sections 333.001 to 333.54 by certified mail, return receipt requested, properly addressed to the registered office of the domestic or foreign corporation or limited liability company or in care of the agent of the limited partnership, or the address of the holder of a name filed or registered with the secretary of state under sections 333.001 to 333.54, shown in the records of the secretary of state, stating that the applicant intends to use a name that is not distinguishable and the notice has been returned to the applicant as undeliverable to the addressee domestic or foreign corporation, limited partnership, limited liability company, or holder of a name filed or registered with the secretary of state under sections 333.001 to 333.54; that the applicant, after diligent inquiry, has been unable to find any telephone listing for the domestic or foreign corporation, limited partnership, or limited liability company with the name that is not distinguishable in the county in which is located the registered office of the domestic or foreign corporation, limited partnership, or limited liability company shown in the records of the secretary of state or has been

unable to find any telephone listing for the holder of a name filed or registered with the secretary of state under sections 333.001 to 333.54 in the county in which is located the address of the holder shown in the records of the secretary of state; and that the applicant has no knowledge that the domestic or foreign corporation, limited partnership, limited liability company, or holder of a name filed or registered with the secretary of state under sections 333.001 to 333.54 is currently engaged in business in this state.

Subd. 2. **Names continued.** Subdivision 1, clause (d) does not affect the right of a domestic corporation existing on January 1, 1984, or a foreign corporation authorized to do business in this state on that date to continue the use of its name.

Subd. 3. **Determination.** The secretary of state shall determine whether a name is "distinguishable" from another name for purposes of this section and section 302A.117.

Subd. 4. **Other laws affecting use of names.** This section and section 302A.117 do not abrogate or limit the law of unfair competition or unfair practices, nor sections 333.001 to 333.54, nor the laws of the United States with respect to the right to acquire and protect copyrights, trade names, trademarks, service names, service marks, or any other rights to the exclusive use of names or symbols, nor derogate the common law or the principles of equity.

Subd. 5. **Use of name by successor corporation.** A domestic or foreign corporation that is the surviving organization in a merger with one or more other organizations, or that is incorporated by the reorganization of one or more organizations, or that acquires by sale, lease, or other disposition to or exchange with an organization all or substantially all of the assets of another organization, including its name, may have the same name as that used in this state by any of the other organizations, if the other organization whose name is sought to be used was organized under the laws of, or is authorized to transact business in, this state.

Subd. 6. **Injunction.** The use of a name by a corporation in violation of this section does not affect or vitiate its corporate existence, but a court in this state may, upon application of the state or of a person interested or affected, enjoin the corporation from doing business under a name assumed in violation of this section, although its articles may have been filed with the secretary of state and a certificate of incorporation issued.

Subd. 7. **Lost names; use by others.** Each corporation formed before July 1, 1979, which has not filed the active status report required by Minnesota Statutes 1982, section 301.511 or an annual registration under section 302A.821 and which has not elected to become governed by this chapter before January 1, 1984, shall file the annual registration under section 302A.821.

Each corporation which has not filed that report or registration loses its right to the exclusive use of its name. The corporation may reacquire the right to use that name by filing the registration under section 302A.821, unless the name has been adopted for use or reserved by another person, in which case the registration will be rejected unless the registration is accompanied by a consent, court order, or affidavit pursuant to subdivision 1, clause (d). A corporation which cannot reacquire the use of its corporate name shall adopt a new corporate name which complies with the provisions of this section.

Subd. 8. [Repealed, 2008 c 203 s 14]

History: *1981 c 270 s 8; 1982 c 497 s 17; 1983 c 368 s 3; 1984 c 618 s 13; 1984 c 655 art 1 s 56; 1988 c 682 s 7,8; 1989 c 292 s 3-5; 1992 c 517 art 1 s 13; 1993 c 17 s 8; 1995 c 128 art 2 s 1; 1997 c 10 art 1 s 8; 2002 c 311 art 1 s 10; 2004 c 199 art 13 s 110; 2006 c 250 art 1 s 17,18; 2009 c 98 s 8; 2014 c 157 art 2 s 9,29,31*