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SENATE BILL NO. 240

Offered January 14, 2004

Prefiled January 13, 2004

A BILL to amend and reenact §§ 59.1-69, 59.1-70, and 59.1-74 of the Code of Virginia, relating to business entities; fictitious names.

Patron—Norment

Referred to Committee on Commerce and Labor

Be it enacted by the General Assembly of Virginia:

1. That §§ 59.1-69, 59.1-70, and 59.1-74 of the Code of Virginia are amended and reenacted as follows:

§ 59.1-69. Certificate required of person, partnership, registered limited liability partnership, limited liability company, or corporation transacting business under assumed name.

A. No person, partnership, *registered limited liability partnership*, limited liability company or corporation shall conduct or transact business in ~~this~~the Commonwealth under any assumed or fictitious name unless such person, partnership, *registered limited liability partnership*, limited liability company or corporation shall sign and acknowledge a certificate setting forth the name under which such business is to be conducted or transacted, and the names of each person, partnership, *registered limited liability partnership*, limited liability company or corporation owning the same, with their respective post-office and residence addresses (and, (i) when the partnership, *registered limited liability partnership*, or limited liability company is a foreign limited partnership, *registered limited liability partnership*, or limited liability company, the date of the certificate of registration to transact business in ~~this~~the Commonwealth issued to it by the State Corporation Commission, or (ii) when the corporation is a foreign corporation, the date of the certificate of authority to transact business in ~~this~~the Commonwealth issued to it by the State Corporation Commission), and file the same in the office of the clerk of the court in which deeds are recorded in the county or city wherein the business is to be conducted *by a person or general partnership, and file the same with the clerk of the State Corporation Commission for a limited partnership, limited liability partnership, registered partnership, registered limited liability partnership, limited liability company, or corporation.*

B. No person, partnership, *registered limited liability partnership*, limited liability company or corporation shall use an assumed or fictitious name in the conduct of its business to intentionally misrepresent the geographic origin or location of any such person or entity.

§ 59.1-70. Limited partnership, registered limited liability partnership, limited liability company or corporation to file copy of certificate with State Corporation Commission; fee; release certificate.

A. When business is conducted in ~~this~~the Commonwealth under an assumed or fictitious name by a limited partnership filing a certificate under § 50-73.11, by a foreign limited partnership required to register with the Commission under § 50-73.54, *by a registered limited liability partnership required to register under Article 9.1 (§ 50-73.132 et seq.) of Chapter 2.2 of Title 50*, or by a limited liability company or corporation, such domestic or foreign limited partnership, *registered limited liability partnership*, limited liability company, or corporation shall file in the office of the clerk of the State Corporation Commission a copy of the certificate described in § 59.1-69, duly attested by the clerk of the court in which the original is on file. The State Corporation Commission shall charge a ~~ten-dollar~~ \$10 fee for the filing of a fictitious or an assumed name.

B. When business is no longer conducted in ~~this~~the Commonwealth under an assumed or fictitious name by a limited partnership filing a certificate under § 50-73.11, by a foreign limited partnership required to register with the Commission under § 50-73.54, *by a registered limited liability partnership required to register under Article 9.1 (§50-73.132 et seq.) of Chapter 2.2 of Title 50*, or by a limited liability company or corporation, the domestic or foreign limited partnership, *registered limited liability partnership*, limited liability company or corporation may file with the clerk of the State Corporation Commission a copy of a release certificate, duly attested by the clerk of the court in which the certificate is on file. The Commission shall charge a ~~ten-dollar~~ \$10 fee for the filing of such certificate.

§ 59.1-74. Recordation of certificate and registration of names.

The clerk *of the court* with whom the certificate provided for in § 59.1-69 is filed shall keep a book in which all such certificates shall be recorded, with their date of record, and shall keep a register in which shall be entered in alphabetical order the name under which every such business is conducted and the names of every person owning the same. The clerk shall be entitled to a fee of ~~ten dollars~~ \$10 for filing and recording such certificate and entering such names. No license shall be issued by the

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59 Commissioner of the Revenue until the certificate has been made and filed in the clerk's office *or in the*
60 *office of the clerk of the State Corporation Commission* and evidence of same produced before him.