

VIRGINIA ACTS OF ASSEMBLY -- 2005 SESSION

CHAPTER 379

An Act to amend and reenact §§ 13.1-630, 13.1-754, 13.1-762, 13.1-829, 13.1-916, 13.1-924, 13.1-1012, 13.1-1214, and 50-73.2 of the Code of Virginia, relating to names of business entities.

[H 1829]

Approved March 21, 2005

Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-630, 13.1-754, 13.1-762, 13.1-829, 13.1-916, 13.1-924, 13.1-1012, 13.1-1214, and 50-73.2 of the Code of Virginia are amended and reenacted as follows:

§ 13.1-630. Corporate name.

A. A corporate name shall contain the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd." Such words and their corresponding abbreviations may be used interchangeably for all purposes.

B. A corporate name shall not contain:

1. Any language stating or implying that it will transact one of the special kinds of businesses listed in § 13.1-620 unless it proposes in fact to engage in such special kind of business; or

2. Any word or phrase that is prohibited by law for such corporation.

C. Except as authorized by subsection D of this section, a corporate name shall be distinguishable upon the records of the Commission from:

1. The name of any corporation, whether issuing shares or not issuing shares, existing under the laws of this Commonwealth or authorized to transact business in this Commonwealth;

2. A corporate name reserved or registered under §§ 13.1-631, 13.1-632, 13.1-830 or § 13.1-831;

3. The designated name adopted by a foreign corporation, whether issuing shares or not issuing shares, because its real name is unavailable for use in this Commonwealth;

4. The name of a domestic limited liability company or a foreign limited liability company registered to transact business in this Commonwealth;

5. A limited liability company name reserved under § 13.1-1013;

6. The designated name adopted by a foreign limited liability company because its real name is unavailable for use in this Commonwealth;

7. The name of a domestic business trust or a foreign business trust registered to transact business in this Commonwealth;

8. A business trust name reserved under § 13.1-1215;

9. The designated name adopted by a foreign business trust because its real name is unavailable for use in this Commonwealth;

10. The name of a domestic limited partnership or a foreign limited partnership registered to transact business in this Commonwealth;

11. A limited partnership name reserved under § 50-73.3; and

12. The designated name adopted by a foreign limited partnership because its real name is unavailable for use in this Commonwealth.

D. A domestic corporation may apply to the Commission for authorization to use a name that is not distinguishable upon its records from one or more of the names described in subsection C of this section. The Commission shall authorize use of the name applied for if:

1. The other entity consents to the use in writing and submits an undertaking in form satisfactory to the Commission to change its name to a name that is distinguishable upon the records of the Commission from the name of the applying corporation.

2. [Repealed.]

E. The use of assumed names or fictitious names, as provided for in Chapter 5 (§ 59.1-69 et seq.) of Title 59.1, is not affected by this chapter.

F. The Commission, in determining whether a corporate name is distinguishable upon its records from the name of any of the business entities listed in subsection C, shall not consider any word, phrase, or abbreviation, or designation required or permitted under this chapter, ~~Chapters 7 (§ 13.1-542 et seq.), 10 (§ 13.1-801 et seq.), 13 (§ 13.1-1100 et seq.), and 14 (§ 13.1-1200 et seq.) of this title, and Chapter 2.1 (§ 50-73.1 et seq.) of Title 50 section and § 13.1-544.1, subsection A of § 13.1-1012, § 13.1-1104, subdivision 1 of § 50-73.2, and subdivision A 2 of § 50-73.78~~ to be contained in the name of a business entity formed or organized under the laws of this Commonwealth or authorized or registered to transact business in this Commonwealth.

§ 13.1-754. Reinstatement of a corporation that has ceased to exist.

A corporation that has ceased to exist may apply to the Commission for reinstatement within five years thereafter unless the corporate existence was terminated by order of the Commission upon a

finding that the corporation has continued to exceed or abuse the authority conferred upon it by law. The Commission shall enter an order reinstating the corporate existence upon receiving an annual report together with payment of a reinstatement fee of \$100 plus all registration fees and penalties that were due before the corporation ceased to exist and that would have become due thereafter if the corporation had not ceased to exist. An annual report need not be submitted if such a report previously was filed during the calendar year in which reinstatement is sought. The application for reinstatement may be by letter signed by an officer or director of the corporation, or may be by affidavit signed by an agent of any shareholder's interests stating that after diligent search by such agent no officer or director can be found. The Commission shall assess the amounts that would have become due. Upon the entry by the Commission of an order of reinstatement, the corporate existence shall be deemed to have continued from the date of termination of corporate existence, and any liability incurred by the corporation or a director, officer, or other agent after termination of corporate existence and before the reinstatement shall be determined as if the termination of corporate existence had never occurred. If the name of a corporation that has ceased to exist ~~has been assumed or reserved or registered by any other person~~ is *not distinguishable upon the records of the Commission*, the reinstated corporation shall not engage in business until it has amended its articles of incorporation to change its name *to a name that is distinguishable upon the records of the Commission*.

§ 13.1-762. Corporate name of foreign corporation.

A. No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation:

1. Shall contain the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd.," unless the name of a domestic corporation organized for the same or similar purposes would not be required to contain such a word or abbreviation. Such words and their corresponding abbreviations may be used interchangeably for all purposes.

2. Shall not contain:

- a. Any language stating or implying that it will transact one of the special kinds of businesses listed in § 13.1-620 unless it proposes in fact to engage in such special kind of business; or

- b. Any word or phrase that is prohibited by law for such corporation.

3. Except as authorized by subsection C of this section, shall be distinguishable upon the records of the Commission from:

- a. The name of any corporation, whether issuing shares or not issuing shares, existing under the laws of this Commonwealth or authorized to transact business in this Commonwealth;

- b. A corporate name reserved or registered under §§ 13.1-631, 13.1-632, 13.1-830 or § 13.1-831;

- c. The designated name adopted by a foreign corporation, whether issuing shares or not issuing shares, because its real name is unavailable for use in this Commonwealth;

- d. The name of a domestic limited liability company or a foreign limited liability company registered to transact business in this Commonwealth;

- e. A limited liability company name reserved under § 13.1-1013;

- f. The designated name adopted by a foreign limited liability company because its real name is unavailable for use in this Commonwealth;

- g. The name of a domestic business trust or a foreign business trust registered to transact business in this Commonwealth;

- h. A business trust name reserved under § 13.1-1215;

- i. The designated name adopted by a foreign business trust because its real name is unavailable for use in this Commonwealth;

- j. The name of a domestic limited partnership or a foreign limited partnership registered to transact business in this Commonwealth;

- k. A limited partnership name reserved under § 50-73.3; and

- l. The designated name adopted by a foreign limited partnership because its real name is unavailable for use in this Commonwealth.

B. If the corporate name of a foreign corporation does not satisfy the requirements of subsection A of this section, to obtain or maintain a certificate of authority to transact business in this Commonwealth:

1. The foreign corporation may add the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd.," to its corporate name for use in this Commonwealth. Such words and their corresponding abbreviations may be used interchangeably for all purposes; or

2. If its real name is unavailable, the foreign corporation may use a designated name that is available if it informs the Commission of the designated name.

C. A foreign corporation may apply to the Commission for authorization to use in this Commonwealth the name of another corporation, incorporated or authorized to transact business in this Commonwealth, that is not distinguishable upon its records from the name applied for. The Commission shall authorize use of the name applied for if:

1. The other entity consents to the use in writing and submits an undertaking in form satisfactory to the Commission to change its name to a name that is distinguishable upon the records of the

Commission from the name of the applying corporation.

2. [Repealed.]

D. If a foreign corporation authorized to transact business in this Commonwealth changes its corporate name to one that does not satisfy the requirements of this section, it may not transact business in this Commonwealth under the changed name until it adopts a name satisfying the requirements of this section and obtains an amended certificate of authority under § 13.1-760.

E. The Commission, in determining whether a corporate name is distinguishable upon its records from the name of any of the business entities listed in subdivision A 3, shall not consider any word, phrase, ~~or~~ abbreviation, *or designation* required or permitted under ~~this chapter, Chapters 7 (§ 13.1-542 et seq.), 10 (§ 13.1-801 et seq.), 13 (§ 13.1-1100 et seq.), and 14 (§ 13.1-1200 et seq.) of this title, and Chapter 2.1 (§ 50-73.1 et seq.) of Title 50 § 13.1-544.1, subsection A of § 13.1-630, subsection A of § 13.1-1012, § 13.1-1104, subdivision 1 of § 50-73.2, and subdivision A 2 of § 50-73.78~~ to be contained in the name of a business entity formed or organized under the laws of this Commonwealth or authorized or registered to transact business in this Commonwealth.

§ 13.1-829. Corporate name.

A. The corporate name shall not contain any word or phrase that indicates or implies that it is organized for the purpose of conducting any business other than a business which it is authorized to conduct.

B. Except as authorized by subsection C of this section, a corporate name shall be distinguishable upon the records of the Commission from:

1. The name of any corporation, whether issuing shares or not issuing shares, existing under the laws of this Commonwealth or authorized to transact business in this Commonwealth;

2. A corporate name reserved or registered under §§ 13.1-631, 13.1-632, 13.1-830 or 13.1-831;

3. The designated name adopted by a foreign corporation, whether issuing shares or not issuing shares, because its real name is unavailable for use in this Commonwealth;

4. The name of a domestic limited liability company or a foreign limited liability company registered to transact business in this Commonwealth;

5. A limited liability company name reserved under § 13.1-1013;

6. The designated name adopted by a foreign limited liability company because its real name is unavailable for use in this Commonwealth;

7. The name of a domestic business trust or a foreign business trust registered to transact business in this Commonwealth;

8. A business trust name reserved under § 13.1-1215;

9. The designated name adopted by a foreign business trust because its real name is unavailable for use in this Commonwealth;

10. The name of a domestic limited partnership or a foreign limited partnership registered to transact business in this Commonwealth;

11. A limited partnership name reserved under § 50-73.3; and

12. The designated name adopted by a foreign limited partnership because its real name is unavailable for use in this Commonwealth.

C. A domestic corporation may apply to the Commission for authorization to use a name that is not distinguishable upon its records from one or more of the names described in subsection B of this section. The Commission shall authorize use of the name applied for if:

1. The other entity consents to the use in writing and submits an undertaking in form satisfactory to the Commission to change its name to a name that is distinguishable upon the records of the Commission from the name of the applying corporation.

2. [Repealed.]

D. The use of assumed names or fictitious names, as provided in Chapter 5 (§ 59.1-69 et seq.) of Title 59.1, is not affected by this chapter.

E. The Commission, in determining whether a corporate name is distinguishable upon its records from the name of any of the business entities listed in subsection B, shall not consider any word, phrase, ~~or~~ abbreviation, *or designation* required or permitted under ~~this chapter, Chapters 7 (§ 13.1-542 et seq.), 9 (§ 13.1-601 et seq.), 13 (§ 13.1-1100 et seq.), and 14 (§ 13.1-1200 et seq.) of this title, and Chapter 2.1 (§ 50-73.1 et seq.) of Title 50 § 13.1-544.1, subsection A of § 13.1-630, subsection A of § 13.1-1012, § 13.1-1104, subdivision 1 of § 50-73.2, and subdivision A 2 of § 50-73.78~~ to be contained in the name of a business entity formed or organized under the laws of this Commonwealth or authorized or registered to transact business in this Commonwealth.

§ 13.1-916. Reinstatement of corporation that has ceased to exist.

A corporation that has ceased to exist may apply to the Commission for reinstatement within five years thereafter unless the corporate existence was terminated by order of the Commission upon a finding that the corporation has continued to exceed or abuse the authority conferred upon it by law. The Commission shall enter an order reinstating the corporate existence upon receiving an annual report together with payment of a reinstatement fee of \$10 plus all registration fees and penalties that were due before the corporation ceased to exist and that would have become due thereafter if the corporation had

not ceased to exist. An annual report need not be submitted if such a report previously was filed during the calendar year in which reinstatement is sought. The application for reinstatement may be by letter signed by an officer or director of the corporation. The Commission shall assess the amounts that would have become due. Upon the entry by the Commission of an order of reinstatement, the corporate existence shall be deemed to have continued from the date of the termination of corporate existence, and any liability incurred by the corporation or a director, officer, or other agent after termination of corporate existence and before the reinstatement shall be determined as if the termination of corporate existence had never occurred. If the name of a corporation that has ceased to exist ~~has been assumed or reserved or registered by any other person or corporation~~ *is not distinguishable upon the records of the Commission*, the reinstated corporation shall not ~~transact~~ *engage in* business until it has amended its articles of incorporation to change its name *to a name that is distinguishable upon the records of the Commission*.

§ 13.1-924. Corporate name of foreign corporation.

A. No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation:

1. Shall not contain any word or phrase that indicates or implies that it is organized for the purpose of conducting any business other than a business that it is authorized to conduct.

2. Except as authorized by subsection B of this section, the name shall be distinguishable upon the records of the Commission from:

a. The name of any corporation, whether issuing shares or not issuing shares, existing under the laws of this Commonwealth or authorized to transact business in this Commonwealth;

b. A corporate name reserved or registered under §§ 13.1-631, 13.1-632, 13.1-830 or 13.1-831;

c. The designated name adopted by a foreign corporation, whether issuing shares or not issuing shares, because its real name is unavailable for use in this Commonwealth;

d. The name of a domestic limited liability company or a foreign limited liability company registered to transact business in this Commonwealth;

e. A limited liability company name reserved under § 13.1-1013;

f. The designated name adopted by a foreign limited liability company because its real name is unavailable for use in this Commonwealth;

g. The name of a domestic business trust or a foreign business trust registered to transact business in this Commonwealth;

h. A business trust name reserved under § 13.1-1215;

i. The designated name adopted by a foreign business trust because its real name is unavailable for use in this Commonwealth;

j. The name of a domestic limited partnership or a foreign limited partnership registered to transact business in this Commonwealth;

k. A limited partnership name reserved under § 50-73.3; and

l. The designated name adopted by a foreign limited partnership because its real name is unavailable for use in this Commonwealth.

B. If the corporate name of a foreign corporation does not satisfy the requirements of subsection A of this section, to obtain or maintain a certificate of authority to transact business in this Commonwealth, if its real name is unavailable, the foreign corporation may use a designated name that is available if it informs the Commission of the designated name.

C. A foreign corporation may apply to the Commission for authorization to use in this Commonwealth the name of another corporation, incorporated or authorized to transact business in this Commonwealth, that is not distinguishable upon its records from the name applied for. The Commission shall authorize use of the name applied for if:

1. The other entity consents to the use in writing and submits an undertaking in form satisfactory to the Commission to change its name to a name that is distinguishable upon the records of the Commission from the name of the applying corporation.

2. [Repealed.]

D. If a foreign corporation authorized to transact business in this Commonwealth changes its name to one that does not satisfy the requirements of this section, it shall not transact business or affairs in this Commonwealth under the changed name until it adopts a name satisfying the requirements of this section and obtains an amended certificate of authority under § 13.1-922.

E. The Commission, in determining whether a corporate name is distinguishable upon its records from the name of any of the business entities listed in subdivision A 2, shall not consider any word, phrase, ~~or~~ abbreviation, *or designation* required or permitted under ~~this chapter, Chapters 7 (§ 13.1-542 et seq.), 9 (§ 13.1-601 et seq.), 13 (§ 13.1-1100 et seq.), and 14 (§ 13.1-1200 et seq.) of this title, and Chapter 2.1 (§ 50-73.1 et seq.) of Title 50 § 13.1-544.1, subsection A of § 13.1-630, subsection A of § 13.1-1012, § 13.1-1104, subdivision 1 of § 50-73.2, and subdivision A 2 of § 50-73.78~~ to be contained in the name of a business entity formed or organized under the laws of this Commonwealth or authorized or registered to transact business in this Commonwealth.

§ 13.1-1012. Name.

A. A limited liability company name shall contain the words "limited company" or "limited liability company" or their abbreviations "L.C.," "LC," "L.L.C.," or "LLC."

B. A limited liability company name shall not contain:

1. The words "Corporation," "Incorporated," "Limited Partnership" or the abbreviations "Corp.," "Inc.," "L.P." or "LP"; or

2. Any word or phrase the use of which is prohibited by law for such company.

C. Except as authorized by subsection D of this section, a limited liability company name shall be distinguishable upon the records of the Commission from:

1. The name of a domestic limited liability company or a foreign limited liability company registered to transact business in this Commonwealth;

2. A limited liability company name reserved under § 13.1-1013;

3. The designated name adopted by a foreign limited liability company because its real name is unavailable for use in this Commonwealth;

4. The name of any corporation, whether issuing shares or not issuing shares, existing under the laws of this Commonwealth or authorized to transact business in this Commonwealth;

5. A corporate name reserved or registered under §§ 13.1-631, 13.1-632, 13.1-830 or § 13.1-831;

6. The designated name adopted by a foreign corporation, whether issuing shares or not issuing shares, because its real name is unavailable for use in this Commonwealth;

7. The name of a domestic business trust or a foreign business trust registered to transact business in this Commonwealth;

8. A business trust name reserved under § 13.1-1215;

9. The designated name adopted by a foreign business trust because its real name is unavailable for use in this Commonwealth;

10. The name of a domestic limited partnership or a foreign limited partnership registered to transact business in this Commonwealth;

11. A limited partnership name reserved under § 50-73.3; and

12. The designated name adopted by a foreign limited partnership because its real name is unavailable for use in this Commonwealth.

D. A domestic limited liability company may apply to the Commission for authorization to use a name that is not distinguishable upon its records from one or more of the names described in subsection C of this section. The Commission shall authorize use of the name applied for if the other entity consents to the use in writing and submits an undertaking in form satisfactory to the Commission to change its name to a name that is distinguishable upon the records of the Commission from the name of the applying limited liability company.

E. The use of assumed names or fictitious names, as provided for in Chapter 5 (§ 59.1-69 et seq.) of Title 59.1, is not affected by this chapter.

F. The Commission, in determining whether a limited liability company name is distinguishable upon its records from the name of any of the business entities listed in subsection C, shall not consider any word, phrase, or abbreviation, or designation required or permitted under this chapter, Chapters 7 (§ 13.1-542 et seq.), 9 (§ 13.1-601 et seq.), 10 (§ 13.1-801 et seq.), and 14 (§ 13.1-1200 et seq.) of this title, and Chapter 2.1 (§ 50-73.1 et seq.) of Title 50 section and § 13.1-544.1, subsection A of § 13.1-630, § 13.1-1104, subdivision 1 of § 50-73.2, and subdivision A 2 of § 50-73.78 to be contained in the name of a business entity formed or organized under the laws of this Commonwealth or authorized or registered to transact business in this Commonwealth.

§ 13.1-1214. Name.

A. The name of each business trust, as set forth in its articles of trust, may contain the following words: "company," "association," "club," "foundation," "fund," "institute," "society," "union," "syndicate," or "trust," or abbreviations of like import.

B. A business trust name shall not contain:

1. The words or phrases "corporation," "professional corporation," "incorporated," "limited company," "limited liability company," "professional limited liability company," "limited partnership," "registered limited liability partnership," "limited liability partnership," "registered limited liability limited partnership," "limited liability limited partnership," "trust company," or the abbreviations "Corp.," "Inc.," "L.C.," "LC," "L.L.C.," "LLC," "P.C.," "PC," "P.L.C.," "PLC," "P.L.L.C.," "PLLC," "L.P.," "LP," "R.L.L.P.," "RLLP," "L.L.P.," "LLP," "R.L.L.L.P.," "RLLLP," "L.L.L.P.," or "LLLP"; or

2. Any word or phrase the use of which is prohibited by law for such business trust.

C. Except as authorized by subsection D, a business trust name shall be distinguishable upon the records of the Commission from:

1. The name of a domestic business trust or a foreign business trust registered to transact business in this Commonwealth;

2. A business trust name reserved under § 13.1-1215;

3. The designated name adopted by a foreign business trust because its real name is unavailable for use in this Commonwealth;

4. The name of any corporation, whether issuing shares or not issuing shares, existing under the laws

of this Commonwealth or authorized to transact business in this Commonwealth;

5. A corporate name reserved or registered under §§ 13.1-631, 13.1-632, 13.1-830 or § 13.1-831;

6. The designated name adopted by a foreign corporation, whether issuing shares or not issuing shares, because its real name is unavailable for use in this Commonwealth;

7. The name of a domestic limited liability company or a foreign limited liability company registered to transact business in this Commonwealth;

8. A limited liability company name reserved under § 13.1-1013;

9. The designated name adopted by a foreign limited liability company because its real name is unavailable for use in this Commonwealth;

10. The name of a domestic limited partnership or a foreign limited partnership registered to transact business in this Commonwealth;

11. A limited partnership name reserved under § 50-73.3; and

12. The designated name adopted by a foreign limited partnership because its real name is unavailable for use in this Commonwealth.

D. A domestic business trust may apply to the Commission for authorization to use a name that is not distinguishable upon its records from one or more of the names described in subsection C. The Commission shall authorize use of the name applied for if the other domestic or foreign business trust or other business entity consents to the use in writing and submits an undertaking in form satisfactory to the Commission to change its name to a name that is distinguishable upon the records of the Commission from the name of the applying business trust.

E. The use of assumed names or fictitious names, as provided for in Chapter 5 (§ 59.1-69 et seq.) of Title 59.1, is not affected by this chapter.

F. The Commission, in determining whether a business trust name is distinguishable upon its records from the name of any of the business entities listed in subsection C, shall not consider any word, phrase, or abbreviation, or *designation* required or permitted under this chapter, Chapters 7 (~~§ 13.1-542 et seq.~~), 9 (~~§ 13.1-601 et seq.~~), 10 (~~§ 13.1-801 et seq.~~), and 13 (~~§ 13.1-1100 et seq.~~) of this title, and Chapter 2.1 (~~§ 50-73.1 et seq.~~) of Title 50 § 13.1-544.1, subsection A of § 13.1-630, subsection A of § 13.1-1012, § 13.1-1104, subdivision 1 of § 50-73.2, and subdivision A 2 of § 50-73.78 to be contained in the name of a business entity formed or organized under the laws of this Commonwealth or authorized or registered to transact business in this Commonwealth.

§ 50-73.2. Name.

The name of each limited partnership as set forth in its certificate of limited partnership:

1. Shall either: (i) contain the words "limited partnership" or "a limited partnership" or the abbreviations "L.P." or "LP" or (ii) in the case of a limited partnership that is also a limited liability partnership, comply with the requirements of clause (ii) of subdivision A 2 of § 50-73.78;

2. May not contain the name of a limited partner unless (i) it is also the name of a general partner or the corporate name of a corporate general partner, or (ii) the business of the limited partnership had been carried on under that name before the admission of that limited partner;

3. [Repealed.]

4. Shall be distinguishable upon the records of the Commission from:

a. The name of a domestic limited partnership or a foreign limited partnership registered pursuant to this chapter;

b. A limited partnership name reserved under this chapter;

c. The designated name adopted by a foreign limited partnership because its real name is unavailable for use in this Commonwealth;

d. The name of any corporation, whether issuing shares or not issuing shares, existing under the laws of this Commonwealth or authorized to transact business in this Commonwealth;

e. A corporate name reserved or registered under §§ 13.1-631, 13.1-632, 13.1-830 or § 13.1-831;

f. The designated name adopted by a foreign corporation, whether issuing shares or not issuing shares, because its real name is unavailable for use in this Commonwealth;

g. The name of a domestic limited liability company or a foreign limited liability company registered to transact business in this Commonwealth;

h. A limited liability company name reserved under § 13.1-1013;

i. The designated name adopted by a foreign limited liability company because its real name is unavailable for use in this Commonwealth;

j. The name of a domestic business trust or a foreign business trust registered to transact business in this Commonwealth;

k. A business trust name reserved under § 13.1-1215; and

l. The designated name adopted by a foreign business trust because its real name is unavailable for use in this Commonwealth; and

5. Shall not contain the word "Corporation" or "Incorporated" or the abbreviation "Corp." or "Inc."

The Commission, in determining whether the name of a limited partnership is distinguishable upon its records from the name of any of the business entities listed in subdivision 4, shall not consider any word, phrase, or abbreviation, or *designation* required or permitted under this chapter, Chapters 7

(§ 13.1-542 et seq.), 9 (~~§ 13.1-601 et seq.~~), 10 (~~§ 13.1-801 et seq.~~), 13 (~~§ 13.1-1100 et seq.~~) and 14 (~~§ 13.1-1200 et seq.~~) of Title 13.1 *section and § 13.1-544.1, subsection A of § 13.1-630, subsection A of § 13.1-1012, § 13.1-1104, and subdivision A 2 of § 50-73.78* to be contained in the name of a business entity formed or organized under the laws of this Commonwealth or authorized or registered to transact business in this Commonwealth.

2. That an emergency exists and this act is in force from its passage.