

Fifty-seventh  
Legislative Assembly  
of North Dakota

## ENGROSSED HOUSE BILL NO. 1422

Introduced by

Representatives B. Thoreson, Dosch, Koppelman, Warner

Senators Andrist, O'Connell

1 A BILL for an Act to amend and reenact sections 45-11-01 and 47-25-01 of the North Dakota  
2 Century Code, relating to fictitious and trade names.

3 **BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF NORTH DAKOTA:**

4 **SECTION 1. AMENDMENT.** Section 45-11-01 of the 1999 Supplement to the North  
5 Dakota Century Code is amended and reenacted as follows:

6 **45-11-01. Partnership - Use of fictitious partnership name.**

7 1. As used in this section, "fictitious name" means a name assumed to identify a  
8 partnership and which does not include in its name:

9 a. The true name of each organizational partner;

10 b. The first name and surname of each partner; or

11 c. The surname of each partner, repeating a surname if more than one partner  
12 has the same surname.

13 2. Any partnership transacting business in this state under a fictitious name or under  
14 a designation that does not show the names of the persons interested as partners  
15 must file a fictitious name certificate with the secretary of state, together with a  
16 filing fee of twenty-five dollars. When a partnership has more than two members,  
17 an additional three dollars must be paid for each additional member not to exceed  
18 two hundred fifty dollars. A limited partnership or a foreign limited partnership  
19 transacting business under a name filed under chapter 45-10.1 and as provided in  
20 section 45-11-03 or a partnership transacting business under a name filed under  
21 section 45-13-05 is not required to file a fictitious name certificate under this  
22 section.

23 3. The fictitious name:

1           4-   a.   May not contain the word "corporation", "company", "incorporated", "limited  
2                    liability company", or "limited", or an abbreviation of any of those words. This  
3                    subsection does not preclude the word "limited" from being used in  
4                    conjunction with the word "partnership".

5           2-   b.   May not be the same as or deceptively similar to any corporate name, limited  
6                    liability company name, trade name, partnership name on file with the  
7                    secretary of state, limited partnership name, foreign limited partnership name,  
8                    or fictitious name certificate on file with the secretary of state, unless there is  
9                    filed with the fictitious name certificate a written consent of the holder of the  
10                  similar name to use the proposed name and a filing fee of ten dollars.

11           **SECTION 2. AMENDMENT.** Section 47-25-01 of the North Dakota Century Code is  
12   amended and reenacted as follows:

13           **47-25-01. Trade name defined - Registration.** ~~Every name under which any person~~  
14   ~~or organization shall hereafter do or transact any business in this state, other than the true~~  
15   ~~name of such person or organization, is hereby declared to be a "trade name".~~

16           1.   a.   As used in this section, a "trade name" is a name assumed to identify the  
17                   business or activities of an individual or organization and which does not  
18                   include in the name:

19                   (1)   The true name of the organization using the name;

20                   (2)   The first name and surname of each individual using the business  
21                   name; or

22                   (3)   The surname of each individual, repeating a surname if more than one  
23                   owner has the same surname.

24           b.   A name assumed under paragraph 3 or a name of an organization or  
25                   association not otherwise registered with the secretary of state is a trade  
26                   name if a license or permit to conduct business or operations is required by  
27                   this state.

28           2.   A person or organization that has registered a trade name ~~hereunder~~ under this  
29                   section may institute a civil suit prohibiting any other person from using ~~such~~ the  
30                   name.

- 1           3. ~~The provisions of this~~ This chapter shall does not prohibit any person engaged in  
2           business under a trade name ~~prior to~~ before July 1, 1959, from continuing  
3           business under ~~such~~ that name.
- 4           4. Notwithstanding any other provision of law, an individual or organization may  
5           register as a trade name under section 47-25-04 any name listed in paragraph 1,  
6           2, or 3 of subdivision a of subsection 1.