[First Reprint]

ASSEMBLY, No. 4955

STATE OF NEW JERSEY

222nd LEGISLATURE

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Sponsored by:
Assemblywoman LISA SWAIN
District 38 (Bergen)

SYNOPSIS

Allows certain limited liability companies to terminate alternate names before end of five-year registration period.

CURRENT VERSION OF TEXT

As reported by the Assembly Commerce and Economic Development Committee on June 4, 2026, with amendments.

AN ACT allowing for the termination of alternate names of certain limited liability companies and amending [1]**[**Title 42 of the Revised**]** P.L.2012, c.50 and Title 14A of the New Jersey[1] Statutes.

BE IT ENACTED *by the Senate and General Assembly of the State of New Jersey:*

1. Section 9 of P.L.2012, c.50 (C.42:2C-9) is amended to read as follows:

9. Use of Name Other Than Actual Limited Liability Company Name.

a. A domestic limited liability company or foreign limited liability company which conducts activities in this State shall not conduct any of those activities using an alternate name, including an abbreviation of its name or an acronym, unless:

(1) it also uses its actual name in the transaction of any of its activities in a manner that is not deceptive as to its actual identity; or

(2) it has first registered the alternate name as provided in subsection b. of this section.

b. Any limited liability company may adopt and use any alternate name, including a name which would be unavailable as the name of a domestic or foreign limited liability company because of the prohibitions of subsection a. or b. of section 8 of **[**this act**]** P.L.2012, c.50 (C.42:2C-8), but not including any name not permitted as a limited liability company name by subsection c. of section 8 of **[**this act**]** P.L.2012, c.50 (C.42:2C-8), by filing an original and a copy of a certificate of registration of alternate name with the [1]**[**filing office**]** State Treasurer[1] executed on behalf of the limited liability company. The certificate shall set forth:

(1) The name, jurisdiction and date of formation of the limited liability company;

(2) The alternate name;

(3) A brief statement of the character or nature of the particular activities to be conducted using the alternate name;

(4) That the limited liability company intends to use the alternate name in this State;

(5) That the limited liability company has not previously used the alternate name in this State in violation of this section or, if it has, the month and year in which it commenced the use.

c. The registration shall be effective for five years from the date of filing, unless sooner terminated as provided below, and may be renewed successively for additional five-year periods by filing an original and a copy of the certificate of renewal executed on behalf of

EXPLANATION – Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted in the law.

Matter underlined thus is new matter.
Matter enclosed in superscript numerals has been adopted as follows:
[1]Assembly ACE committee amendments adopted June 4, 2026.

the limited liability company any time within 90 days prior to, but not later than, the date of expiration of the registration. The certificate of renewal shall set forth the information required in paragraphs (1) through (4) of subsection b. of this section, the date of the certificate of registration then in effect and that the limited liability company is continuing to use the alternate name. If a limited liability company ceases to use an alternate name in this State prior to the expiration date of the five-year registration period, it may file a termination certificate; provided, however, that a limited liability company [1]**[**does not operate**]** that operates[1] as a residential landlord [1]**[**. A limited liability company that operates as a residential landlord**]**[1] shall [1]**[**wait until the expiration of the five-year registration period to file a termination certificate**]** not be authorized to do so[1]. A termination certificate shall state the name of the limited liability company, the alternate name for which the limited liability company has filed a certificate of registration, that the limited liability company has ceased to use the registered alternate name, and any other identifying information the [1]**[**filing office**]** State Treasurer[1] may specify. The termination certificate may recite the date upon which the limited liability company ceased to use the alternate name, but no recital shall be required.

d. This section shall not:

(1) Grant to the registrant of an alternate name any right in the name as against any prior or subsequent use of the name, regardless of whether used as a trademark, trade name, business name or corporate name; or

(2) Interfere with the power of any court to enjoin the use of the name on the basis of the law of unfair competition or on any other basis except the identity or similarity of the alternate name to any corporate, limited partnership or limited liability company name.

e. A limited liability company which has used an alternate name in this State contrary to the provisions of this section shall, upon filing a certificate of registration of alternate name or an untimely certificate of renewal, pay to the [1]**[**filing office**]** State Treasurer[1] the filing fee prescribed for the certificate plus an additional filing fee equal to the full amount of the regular filing fee multiplied by the number of years it has been using the alternate name in violation of this section. For the purpose of this subsection, any part of a year shall be considered a full year.

f. The failure of a limited liability company to file a certificate of registration or renewal of alternate name shall not impair the validity of any contract or act of the limited liability company and shall not prevent the limited liability company from defending any action or proceedings in any court of this State, but the limited liability company shall not maintain any action or proceeding in any court of this State arising out of a contract or act in which it used the alternate name until it has filed the applicable certificate.

g. (1) A limited liability company which files a certificate of registration of alternate name which contains a false statement or omission regarding the date it first used an alternate name in this State shall, if the false statement or omission reduces the amount of the additional fee it paid or should have paid as provided in subsection e. of this section, forfeit to the State a penalty of not less than $200 nor more than $500.

(2) A limited liability company which should have filed a certificate of registration or renewal of alternate name and fails to do so within 60 days after being notified of its obligation to do so by the [1]**[**filing office**]** State Treasurer[1], by any other governmental officer, or by any person aggrieved by its failure to do so, shall forfeit to the State a penalty of not less than $200 nor more than $500.

(3) A penalty imposed under this section shall be recovered with costs in an action brought by the Attorney General. The court may proceed on the action in a summary manner.

(cf: P.L.2012, c.50, s.9)

2. Section 93 of P.L.2012, c.50 (C.42:2C-93) is amended to read as follows:

93. Fees.

a. No document required to be filed under **[**this act**]** P.L.2012, c.50 (C.42:2C-1 et seq.) shall be effective until the applicable fee required by this section is paid. The following fees shall be paid to and collected by the State Treasurer for the use of the State:

(1) Upon the receipt for filing of a certificate of registration of alternate name or a certificate of renewal pursuant to section 9 of **[**this act**]** P.L.2012, c.50 (C.42:2C-9), a fee in the amount of $50, and upon the receipt for filing of a certificate of termination of alternate name pursuant to section 9 of P.L.2012, c.50 (C.42:2C-9), a fee in the amount of $50.

(2) Upon the receipt for filing of an application for reservation of name, an application for renewal of reservation or a notice of transfer or cancellation of reservation pursuant to section 10 of **[**this act**]** P.L.2012, c.50 (C.42.2C-10), a fee in the amount of $50.

(3) Upon the receipt for filing of a statement under section 15 of **[**this act**]** P.L.2012, c.50 (C.42.2C-15), a fee in the amount of $25, upon the receipt for filing of a statement under section 16 of **[**this act**]** P.L.2012, c.50 (C.42:2C-16), a fee in the amount of $25 and a further fee of $10 for each limited liability company affected by that statement.

(4) Upon the receipt for filing of a certificate of formation under section 18 of **[**this act**]** P.L.2012, c.50 (C.42:2C-18), a fee in the amount of $125; and upon receipt for filing, a certificate of correction under section 23 of **[**this act**]** P.L.2012, c.50 (C.42:2C-23), a certificate of amendment or restatement under section 19 of **[**this act**]** P.L.2012, c.50 (C.42:2C-19), a certificate of dissolution

under section 49 of ⟦this act⟧ P.L.2012, c.50 (C.42:2C-49), or articles of merger under section 76 of ⟦this act⟧ P.L.2012, c.50(C.42:2C-76), a fee in the amount of $100.

(5) Upon the filing of articles of conversion under section 80 of ⟦this act⟧ P.L.2012, c.50 (C.42:2C-80), a fee in the amount of $100.

(6) Upon filing of an annual report, a fee in the amount of $75.00.

(7) Upon requesting a reinstatement of a certificate of a limited liability company.

(8) For certifying copies of any paper on file as provided for by ⟦this act⟧ P.L.2012, c.50 (C.42:2C-1 et seq.), a fee in the amount of $25 for each copy certified.

(9) The State Treasurer may issue copies of instruments on file as well as other copies, and for all of those copies, whether certified or not, a fee in the amount of $10 for the first page and $2 per page thereafter shall be paid.

(10) Upon the receipt for filing of an application for certificate of authority as a foreign limited liability company under section 58 of ⟦this act⟧ P.L.2012, c.50 (C.42:2C-58) or a certificate of cancellation under section 64 of ⟦this act⟧ P.L.2012,c.50 (C.42:2C-64), a fee in the amount of $125.

(11) For preclearance of any document for filing, a fee in the amount of $100.

(12) For preparing and providing a written report of a record search, a fee in the amount of $50.

(13) For issuing any certificate of the State Treasurer, including but not limited to a certificate of good standing, other than a certification of a copy under paragraph (8) of this subsection, a fee in the amount of $50, except that for issuing any certificate of the State Treasurer that recites all of a limited liability company's filings with the State Treasurer, a fee of $100 shall be paid for each such certificate.

(14) For receiving and filing or indexing any certificate, affidavit, agreement or any other paper provided for by ⟦this act⟧ P.L.2012, c.50 (C.42.2C-1 et. seq.), for which no different fee is specifically prescribed, a fee in the amount of $75.

(15) The State Treasurer may in his discretion charge a fee of $50 for each check received for payment of any fee that is returned due to insufficient funds or the result of a stop payment order.

b. In addition to those fees charged under subsection a. of this section, there shall be collected by and paid to the State Treasurer the following:

(1) for all services described in subsection a. of this section that are requested to be completed within the same day as the day of the request, an additional sum of up to $50; and

(2) for all services described in subsection a. of this section that are requested to be completed within a 24-hour period from the time of the request, an additional sum of up to $25.

The State Treasurer shall establish, and may from time to time amend, a schedule of specific fees payable pursuant to this subsection.

c. The State Treasurer may in his discretion permit the extension of credit for the fees required by this section upon such terms as he shall deem to be appropriate.

(cf: P.L.2019, c.149, s.13.)

[1]3. N.J.S.14A:2-2.1 is amended to read as follows:

(1) No domestic corporation, or foreign corporation which transacts business in this State within the meaning of section 14A:13-3, shall transact any business in this State using a name other than its actual name unless

(a) It also uses its actual name in the transaction of any such business in such a manner as not to be deceptive as to its actual identity; or

(b) It has been authorized to transact business in this State, using an assumed name as provided in subsection 14A:2-2(3); or

(c) It has first registered the alternate name as provided in this section.

(2) Any corporation may adopt and use any alternate name, including any which would be unavailable as the name of a domestic or foreign corporation because of the prohibitions of paragraph 14A:2-2(1)(b), but not including a name prohibited as a corporate name by paragraph 14A:2-2(1)(c), by filing a certificate of registration of a corporate alternate name with the **[**Secretary of**]** State Treasurer executed on behalf of the corporation. The certificate shall set forth

(a) The name, jurisdiction and date of incorporation of the corporation;

(b) The alternate name;

(c) A brief statement of the character or nature of the particular business or businesses to be conducted using the alternate name;

(d) That the corporation intends to use such name in this State;

(e) That the corporation has not previously used the alternate name in this State in violation of this section or, if it has, the month and year in which it commenced such use.

(3) Such a registration shall be effective for five years from the date of filing, unless sooner terminated as provided below, and may be renewed successively for additional five-year periods by filing a certificate of renewal executed on behalf of the corporation at any time within three months prior to, but not later than, the date of expiration of the registration. Not more than four months and not less than one month prior to the date of expiration of the registration, the **[**Secretary of**]** State Treasurer shall notify the corporation of the date of expiration and the requirements for renewal of the registration. The

certificate of renewal shall be effective as of the date of expiration of the earlier registration. The certificate of renewal shall set forth the information required in paragraph 14A:2-2.1(2)(a) through paragraph 14A:2-2.1(2)(d), the date of filing of the certificate of registration then in effect, and that the corporation is continuing to use the alternate name. If a corporation ceases to use an alternate name in this State prior to the expiration date of the five-year registration period, it may file a termination certificate. A termination certificate shall state the name of the corporation, the alternate name for which the corporation has filed a certificate of registration and that the corporation has ceased to use the registered alternate name. The termination certificate may recite the date upon which the corporation ceased to use the alternate name, but no recital shall be required.

(4) Nothing in this section shall be construed

(a) To grant to the registrant of an alternate name any right in the name as against any prior or subsequent user of the name, regardless of whether used as a trademark, trade name, business name, or corporate name; or

(b) To interfere with the power of any court to enjoin the use of any such name on the basis of the law of unfair competition or on any other basis except the mere fact of identity or similarity of the alternate name to any other corporate name.

(5) A corporation which has used an alternate name in this State contrary to the provisions of this section shall, upon filing a certificate of registration of alternate name or an untimely certificate of renewal, pay to the Secretary of State the filing fee prescribed for such a certificate plus an additional filing fee equal to the full amount of the regular filing fee multiplied by the number of years it has been using such alternate name in violation of this section after August 1, 1974. For purposes of this subsection, any part of a year shall be considered a full year.

(6) The failure of a corporation to file a certificate of registration or renewal of alternate name shall not impair the validity of any contract or act of such corporation and shall not prevent such corporation from defending any action or proceeding in any court of this State, but no such corporation shall maintain any action or proceeding in any court of this State arising out of a contract or act in which it used such alternate name until it has filed such a certificate.

(7) (a) A corporation which files a certificate of registration of alternate name which contains a false statement or omission regarding the date it first used a fictitious name in this State shall, if such false statement or omission reduces the amount of the additional fee it paid or should have paid as provided in subsection 14A:2-2.1(5), forfeit to the State a penalty of not less than $200.00 nor more than $500.00.

(b) A corporation which ought to have filed a certificate of registration or renewal of alternate name and fails to do so within 60 days after being notified of its obligation to do so by certified or registered mail by the **[**Secretary of**]** State <u>Treasurer</u>, by any other

governmental officer, or by any person aggrieved by its failure to do so, shall forfeit to the State a penalty of not less than $200.00 nor more than $500.00.

(c) Such penalty shall be recovered with costs in an action prosecuted by the Attorney General. The court may proceed in such an action in a summary manner or otherwise.

(8) (Deleted by amendment, P.L. 1988, c. 94.)[1]

(cf: P.L.1988, c.94, s.8)

[1]**[**3.**]** 4.[1] This act shall take effect immediately.