

HOUSE BILL NO. 229

INTRODUCED BY RAMIREZ,  
GOODOVER, MAZUREK

BY REQUEST OF THE SECRETARY OF STATE

IN THE HOUSE

January 14, 1983	Introduced and referred to Committee on Business and Industry.
January 24, 1983	Committee recommend bill do pass. Report adopted.  Bill printed and placed on members' desks.
January 26, 1983	Second reading, do pass.
January 27, 1983	Considered correctly engrossed.
January 28, 1983	Third reading, passed. Transmitted to Senate.

IN THE SENATE

January 29, 1983	Introduced and referred to Committee on Business and Industry.
March 7, 1983	Committee recommend bill be concurred in. Report adopted.
March 9, 1983	Second reading, concurred in as amended.
March 11, 1983	Third reading, concurred in. Ayes, 49; Noes, 0.

IN THE HOUSE

March 11, 1983

Returned to House with  
amendments.

March 30, 1983

Second reading, amendments  
concurred in.

March 31, 1983

Third reading, amendments  
concurred in.

Sent to enrolling.

Reported correctly enrolled.

1 House BILL NO. 229  
 2 INTRODUCED BY James J. Gordon Thayer  
 3 BY REQUEST OF THE SECRETARY OF STATE  
 4

5 A BILL FOR AN ACT ENTITLED: "AN ACT TO GENERALLY REVISE AND  
 6 CLARIFY THE LAWS RELATING TO BUSINESS AND NONPROFIT  
 7 CORPORATIONS; AMENDING SECTIONS 35-1-213, 35-1-301,  
 8 35-1-303, 35-1-1006, 35-1-1020, 35-2-301, 35-2-805, AND  
 9 35-2-819, MCA."

10  
 11 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

12 Section 1. Section 35-1-213, MCA, is amended to read:

13 "35-1-213. Restated articles of incorporation. (1) A  
 14 corporation may, by action taken in the same manner as  
 15 required for amendment of articles of incorporation, adopt  
 16 restated articles of incorporation. The restated articles of  
 17 incorporation may contain any changes in the articles of  
 18 incorporation that could be made by amendment regularly  
 19 adopted. Adoption of restated articles of incorporation  
 20 containing any such changes shall have the effect of  
 21 amending the existing articles of incorporation to conform  
 22 to the restated articles of incorporation without further  
 23 action of the board of directors or shareholders. Restated  
 24 articles of incorporation shall contain a statement that  
 25 they supersede the theretofore existing articles of

1 incorporation and amendments thereto. Restated articles of  
 2 incorporation shall contain all the statements required by  
 3 this chapter to be included in original articles of  
 4 incorporation except that:

5 (a) the restated articles of incorporation shall set  
 6 forth the ~~amount aggregate number~~ of its ~~stated--capital~~  
 7 ~~shares, issued and unissued, itemized by class and series,~~  
 8 ~~if any, within each class, which the corporation has~~  
 9 ~~authority to issue~~ at the time of the adoption of the  
 10 restated articles of incorporation;

11 (b) in lieu of setting forth the address of the  
 12 initial registered office and the name of the initial  
 13 registered agent at such address, there shall be set forth  
 14 the address, including street and number, if any, of the  
 15 registered office and the name of the registered agent at  
 16 such address at the time of the adoption of the restated  
 17 articles of incorporation; and

18 (c) no statement need be made with respect to the  
 19 names and addresses of directors constituting the initial  
 20 board of directors or the names and addresses of the  
 21 incorporators.

22 (2) Restated articles of incorporation when executed  
 23 and filed in the manner prescribed in this chapter for  
 24 articles of amendment shall supersede the theretofore  
 25 existing articles of incorporation and amendments thereto.

INTRODUCED BILL

VS 2-1

1 (3) The restated articles of incorporation when filed  
2 shall be accompanied by a statement, executed in duplicate  
3 by the corporation by its president or a vice-president and  
4 by its secretary or an assistant secretary and verified by  
5 one of the officers signing such statement, setting forth  
6 the following:

7 (a) the name of the corporation;

8 (b) the date of the adoption of the restated articles  
9 of incorporation by the shareholders;

10 (c) the number of shares outstanding and the number of  
11 shares entitled to vote thereon and, if the shares of any  
12 class are entitled to vote thereon as a class, the  
13 designation and number of outstanding shares entitled to  
14 vote thereon of each such class;

15 (d) the number of shares voted for and against the  
16 restated articles of incorporation, respectively, and, if  
17 the shares of any class are entitled to vote thereon as a  
18 class, the number of shares of each such class voted for and  
19 against the restated articles of incorporation,  
20 respectively;

21 (e) if the restated articles of incorporation provide  
22 for an exchange, reclassification, or cancellation of issued  
23 shares and, if the manner in which the same shall be  
24 effected is not set forth in the restated articles of  
25 incorporation, then a statement of the manner in which the

1 same shall be effected."

2 Section 2. Section 35-1-301, MCA, is amended to read:

3 "35-1-301. Corporate name. (1) The corporate name:

4 (a) shall contain the word "corporation", "company",  
5 "incorporated", or "limited" or shall contain an  
6 abbreviation of one of such words;

7 (b) shall not contain any word or phrase which  
8 indicates or implies that it is organized for any purpose  
9 other than one or more of the purposes contained in its  
10 articles of incorporation;

11 (c) shall not be the same as or deceptively similar to  
12 ~~any assumed business name, limited partnership name,~~  
13 ~~trademark, or service mark registered or reserved with the~~  
14 ~~secretary of state or to~~ the name of any domestic  
15 corporation existing under the laws of this state, or any  
16 foreign corporation authorized to transact business in this  
17 state, or a name the exclusive right to which is, at the  
18 time, reserved in the manner provided in this chapter or the  
19 name of a corporation which has in effect a registration of  
20 its corporate name as provided in this chapter, except that  
21 this provision does not apply if the applicant files with  
22 the secretary of state either of the following:

23 (i) the written consent of such other corporation or  
24 holder of a reserved or registered name to use the name or a  
25 deceptively similar name with one or more words added to

make such name distinguishable from such other name; or

(ii) a certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to the use of such name in this state.

(2) A corporation with which another corporation, domestic or foreign, is merged or that is formed by the reorganization or consolidation of one or more domestic or foreign corporations or upon a sale, lease, or other disposition to or exchange with a domestic corporation of all or substantially all the assets of another corporation, domestic or foreign, including its name, may have the same name as that used in this state by any of such corporations if such other corporation was organized under the laws of or is authorized to transact business in this state."

Section 3. Section 35-1-303, MCA, is amended to read:

"35-1-303. Registration of corporate name. (1) Any corporation organized and existing under the laws of any state or territory of the United States may register its corporate name under this chapter provided its corporate name is not the same as or deceptively similar to any assumed business name, limited partnership name, trademark, or service mark registered or reserved with the secretary of state or to the name of any domestic corporation existing under the laws of this state, or the name of any foreign corporation authorized to transact business in this state,

or any corporate name reserved or registered under this chapter.

(2) The name must contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words, or such corporation shall, for use in this state, add at the end of its name one of such words or an abbreviation thereof.

~~(2)~~(3) Such registration shall be made by:

(a) filing with the secretary of state:

(i) an application for registration, executed by the corporation by an officer thereof, setting forth the name of the corporation, the state or territory under the laws of which it is incorporated, the date of its incorporation, a statement that it is carrying on or doing business, and a brief statement of the business in which it is engaged; and

(ii) a certificate setting forth that such corporation is in good standing under the laws of the state or territory wherein it is organized, executed by the secretary of state of such state or territory or by such other official as may have custody of the records pertaining to corporations;

(b) paying to the secretary of state a registration fee in the amount of \$1 for each month, or fraction thereof, between the date of filing such application and December 31 of the calendar year in which such application is filed.

~~(3)~~(4) Such registration shall be effective until the

close of the calendar year in which the application for registration is filed."

Section 4. Section 35-1-1006, MCA, is amended to read:

"35-1-1006. Corporate name of foreign corporation. No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation:

(1) shall contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words or such corporation shall, for use in this state, add at the end of its name one of such words or an abbreviation thereof;

(2) shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation or that it is authorized or empowered to conduct the business of banking or insurance;

(3) shall not be the same as or deceptively similar to ~~any assumed business name, limited partnership name, trademark, or service mark registered or reserved with the secretary of state or to the name of any domestic corporation existing under the laws of this state, or any foreign corporation authorized to transact business in this state, or a name the exclusive right to which is at the time reserved in the manner provided in this chapter or the name of a corporation which has in effect a registration of its~~

name as provided in this chapter, except that this provision does not apply if the foreign corporation applying for a certificate of authority files with the secretary of state any one of the following:

(a) a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, which fictitious name is not deceptively similar to the name of any domestic corporation, to that of any foreign corporation authorized to transact business in this state, or to any name reserved or registered as provided in this chapter and which fictitious name is registered as an assumed business name under the provisions of Title 30, chapter 13, part 2;

(b) the written consent of such other corporation or holder of a reserved or registered name to use the same or a deceptively similar name and one or more words are added to make such name distinguishable from such other name; or

(c) a certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the foreign corporation to the use of the name in this state."

Section 5. Section 35-1-1020, MCA, is amended to read:

"35-1-1020. Issuance of certificate ~~notice~~ of revocation -- effect. (1) Upon revoking any such certificate of authority, the secretary of state shall:

(a) issue a certificate ~~notice~~ of revocation in

duplicate;

(b) file one of such ~~certificates~~ notices in his office;

(c) mail to such corporation at its registered office in this state ~~a the duplicate~~ notice of such revocation ~~accompanied by one of such certificates.~~

(2) Upon the issuance of such ~~certificates~~ notice of revocation, the authority of the corporation to transact business in this state shall cease."

Section 6. Section 35-2-301, MCA, is amended to read:

"35-2-301. Corporate name. (1) The corporate name:

~~(a) must contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words;~~

~~(b) shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation;~~

~~(c) shall not be the same as or deceptively similar to any assumed business name, limited partnership name, trademark, or service mark registered or reserved with the secretary of state or to the name of any corporation, whether for profit or not for profit, existing under the laws of this state or any foreign corporation, whether for profit or not for profit, authorized to transact business or~~

conduct affairs in this state or a corporate name reserved or registered as permitted by the laws of this state;

~~(e)(d)~~ shall be transliterated into letters of the English alphabet, if it is not in English.

(2) The exclusive right to the use of a corporate name may be reserved by filing in the office of the secretary of state an application to reserve a specified corporate name, executed by the applicant. If the secretary of state finds that such name is available for corporate use, he shall reserve the same for the exclusive use of such applicant for a period of 120 days.

(3) The right to the exclusive use of a specified corporate name so reserved may be assigned by filing in the office of the secretary of state a notice of such assignment, executed by the person for whom such name was reserved and specifying the name and address of the transferee."

Section 7. Section 35-2-805, MCA, is amended to read:

"35-2-805. Corporate name. No certificate of authority shall ~~may~~ be issued to a foreign corporation unless the corporate name of such corporation:

~~(1) contains the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words;~~

~~(2) shall does~~ not contain any word or phrase which

1 indicates or implies that it is organized for any purpose  
2 other than one or more of the purposes contained in its  
3 articles of incorporation;

4 ~~{2}{3} shall~~ is not be the same as or deceptively  
5 similar to ~~any assumed business name, limited partnership~~  
6 ~~name, trademark, or service mark registered or reserved with~~  
7 ~~the secretary of state or to~~ the name of any corporation,  
8 whether for profit or not for profit, existing under the  
9 laws of this state or any foreign corporation, whether for  
10 profit or not for profit, authorized to transact business or  
11 conduct affairs in this state or a corporate name reserved  
12 or registered as permitted by the laws of this state;

13 ~~{3}{4} shall--be~~ is transliterated into letters of the  
14 English alphabet, if it is not in English."

15 Section 8. Section 35-2-819, NCA, is amended to read:

16 "35-2-819. Issuance of ~~certificate notice~~ of  
17 revocation -- effect. (1) Upon revoking any such certificate  
18 of authority, the secretary of state shall:

19 (a) issue a ~~certificate notice~~ of revocation in  
20 duplicate;

21 (b) file one of such ~~certificates notices~~ in his  
22 office;

23 (c) mail to such corporation at its registered office  
24 in this state a ~~the duplicate~~ notice of such revocation  
25 ~~accompanied by one of such certificates.~~

1 (2) Upon the issuance of such ~~certificate notice~~ of  
2 revocation, the authority of the corporation to conduct  
3 affairs in this state shall cease."

-End-



Approved by Committee  
on Business and Industry

1 *Horne* BILL NO. *229*  
2 INTRODUCED BY *Samuel Gordon Thayer*  
3 BY REQUEST OF THE SECRETARY OF STATE  
4

5 A BILL FOR AN ACT ENTITLED: "AN ACT TO GENERALLY REVISE AND  
6 CLARIFY THE LAWS RELATING TO BUSINESS AND NONPROFIT  
7 CORPORATIONS; AMENDING SECTIONS 35-1-213, 35-1-301,  
8 35-1-303, 35-1-1006, 35-1-1020, 35-2-301, 35-2-805, AND  
9 35-2-819, MCA."

10  
11 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

12 Section 1. Section 35-1-213, MCA, is amended to read:

13 "35-1-213. Restated articles of incorporation. (1) A  
14 corporation may, by action taken in the same manner as  
15 required for amendment of articles of incorporation, adopt  
16 restated articles of incorporation. The restated articles of  
17 incorporation may contain any changes in the articles of  
18 incorporation that could be made by amendment regularly  
19 adopted. Adoption of restated articles of incorporation  
20 containing any such changes shall have the effect of  
21 amending the existing articles of incorporation to conform  
22 to the restated articles of incorporation without further  
23 action of the board of directors or shareholders. Restated  
24 articles of incorporation shall contain a statement that  
25 they supersede the theretofore existing articles of

1 incorporation and amendments thereto. Restated articles of  
2 incorporation shall contain all the statements required by  
3 this chapter to be included in original articles of  
4 incorporation except that:

5 (a) the restated articles of incorporation shall set  
6 forth the ~~amount aggregate number~~ of its ~~stated capital~~  
7 ~~shares, issued and unissued, itemized by class and series,~~  
8 ~~if any, within each class, which the corporation has~~  
9 ~~authority to issue~~ at the time of the adoption of the  
10 restated articles of incorporation;

11 (b) in lieu of setting forth the address of the  
12 initial registered office and the name of the initial  
13 registered agent at such address, there shall be set forth  
14 the address, including street and number, if any, of the  
15 registered office and the name of the registered agent at  
16 such address at the time of the adoption of the restated  
17 articles of incorporation; and

18 (c) no statement need be made with respect to the  
19 names and addresses of directors constituting the initial  
20 board of directors or the names and addresses of the  
21 incorporators.

22 (2) Restated articles of incorporation when executed  
23 and filed in the manner prescribed in this chapter for  
24 articles of amendment shall supersede the theretofore  
25 existing articles of incorporation and amendments thereto.

1 (3) The restated articles of incorporation when filed  
2 shall be accompanied by a statement, executed in duplicate  
3 by the corporation by its president or a vice-president and  
4 by its secretary or an assistant secretary and verified by  
5 one of the officers signing such statement, setting forth  
6 the following:

- 7 (a) the name of the corporation;  
8 (b) the date of the adoption of the restated articles  
9 of incorporation by the shareholders;  
10 (c) the number of shares outstanding and the number of  
11 shares entitled to vote thereon and, if the shares of any  
12 class are entitled to vote thereon as a class, the  
13 designation and number of outstanding shares entitled to  
14 vote thereon of each such class;  
15 (d) the number of shares voted for and against the  
16 restated articles of incorporation, respectively, and, if  
17 the shares of any class are entitled to vote thereon as a  
18 class, the number of shares of each such class voted for and  
19 against the restated articles of incorporation,  
20 respectively;  
21 (e) if the restated articles of incorporation provide  
22 for an exchange, reclassification, or cancellation of issued  
23 shares and, if the manner in which the same shall be  
24 effected is not set forth in the restated articles of  
25 incorporation, then a statement of the manner in which the

1 same shall be effected."

2 Section 2. Section 35-1-301, MCA, is amended to read:  
3 "35-1-301. Corporate name. (1) The corporate name:

4 (a) shall contain the word "corporation", "company",  
5 "incorporated", or "limited" or shall contain an  
6 abbreviation of one of such words;

7 (b) shall not contain any word or phrase which  
8 indicates or implies that it is organized for any purpose  
9 other than one or more of the purposes contained in its  
10 articles of incorporation;

11 (c) shall not be the same as or deceptively similar to  
12 ~~any assumed business name, limited partnership name,~~  
13 ~~trademark, or service mark registered or reserved with the~~  
14 ~~secretary of state or to~~ the name of any domestic  
15 corporation existing under the laws of this state, or any  
16 foreign corporation authorized to transact business in this  
17 state, or a name the exclusive right to which is, at the  
18 time, reserved in the manner provided in this chapter or the  
19 name of a corporation which has in effect a registration of  
20 its corporate name as provided in this chapter, except that  
21 this provision does not apply if the applicant files with  
22 the secretary of state either of the following:

23 (i) the written consent of such other corporation or  
24 holder of a reserved or registered name to use the name or a  
25 deceptively similar name with one or more words added to

1 make such name distinguishable from such other names; or  
 2 (ii) a certified copy of a final decree of a court of  
 3 competent jurisdiction establishing the prior right of the  
 4 applicant to the use of such name in this state.

5 (2) A corporation with which another corporation,  
 6 domestic or foreign, is merged or that is formed by the  
 7 reorganization or consolidation of one or more domestic or  
 8 foreign corporations or upon a sale, lease, or other  
 9 disposition to or exchange with a domestic corporation of  
 10 all or substantially all the assets of another corporation,  
 11 domestic or foreign, including its name, may have the same  
 12 name as that used in this state by any of such corporations  
 13 if such other corporation was organized under the laws of or  
 14 is authorized to transact business in this state."

15 Section 3. Section 35-1-303, MCA, is amended to read:

16 "35-1-303. Registration of corporate name. (1) Any  
 17 corporation organized and existing under the laws of any  
 18 state or territory of the United States may register its  
 19 corporate name under this chapter provided its corporate  
 20 name is not the same as or deceptively similar to any  
 21 assumed business name, limited partnership name, trademark,  
 22 or service mark registered or reserved with the secretary of  
 23 state or to the name of any domestic corporation existing  
 24 under the laws of this state, or the name of any foreign  
 25 corporation authorized to transact business in this state,

1 or any corporate name reserved or registered under this  
 2 chapter.

3 ~~(2) The name must contain the word "corporation",~~  
 4 ~~"company", "incorporated", or "limited" or an abbreviation~~  
 5 ~~of one of such words, or such corporation shall, for use in~~  
 6 ~~this state, add at the end of its name one of such words or~~  
 7 ~~an abbreviation thereof.~~

8 ~~†2†~~(3) Such registration shall be made by:

9 (a) filing with the secretary of state:

10 (i) an application for registration, executed by the  
 11 corporation by an officer thereof, setting forth the name of  
 12 the corporation, the state or territory under the laws of  
 13 which it is incorporated, the date of its incorporation, a  
 14 statement that it is carrying on or doing business, and a  
 15 brief statement of the business in which it is engaged; and

16 (ii) a certificate setting forth that such corporation  
 17 is in good standing under the laws of the state or territory  
 18 wherein it is organized, executed by the secretary of state  
 19 of such state or territory or by such other official as may  
 20 have custody of the records pertaining to corporations;

21 (b) paying to the secretary of state a registration  
 22 fee in the amount of \$1 for each month, or fraction thereof,  
 23 between the date of filing such application and December 31  
 24 of the calendar year in which such application is filed.

25 ~~†3†~~(4) Such registration shall be effective until the

1 close of the calendar year in which the application for  
2 registration is filed."

3 Section 4. Section 35-1-1006, MCA, is amended to read:

4 "35-1-1006. Corporate name of foreign corporation. No  
5 certificate of authority shall be issued to a foreign  
6 corporation unless the corporate name of such corporation:

7 (1) shall contain the word "corporation", "company",  
8 "incorporated", or "limited" or an abbreviation of one of  
9 such words or such corporation shall, for use in this state,  
10 add at the end of its name one of such words or an  
11 abbreviation thereof;

12 (2) shall not contain any word or phrase which  
13 indicates or implies that it is organized for any purpose  
14 other than one or more of the purposes contained in its  
15 articles of incorporation or that it is authorized or  
16 empowered to conduct the business of banking or insurance;

17 (3) shall not be the same as or deceptively similar to  
18 ~~any assumed business name, limited partnership name,~~  
19 ~~trademark, or service mark registered or reserved with the~~  
20 ~~secretary of state or to~~ the name of any domestic  
21 corporation existing under the laws of this state, or any  
22 foreign corporation authorized to transact business in this  
23 state, or a name the exclusive right to which is at the time  
24 reserved in the manner provided in this chapter or the name  
25 of a corporation which has in effect a registration of its

1 name as provided in this chapter, except that this provision  
2 does not apply if the foreign corporation applying for a  
3 certificate of authority files with the secretary of state  
4 any one of the following:

5 (a) a resolution of its board of directors adopting a  
6 fictitious name for use in transacting business in this  
7 state, which fictitious name is not deceptively similar to  
8 the name of any domestic corporation, to that of any foreign  
9 corporation authorized to transact business in this state,  
10 or to any name reserved or registered as provided in this  
11 chapter and which fictitious name is registered as an  
12 assumed business name under the provisions of Title 30,  
13 chapter 13, part 2;

14 (b) the written consent of such other corporation or  
15 holder of a reserved or registered name to use the same or a  
16 deceptively similar name and one or more words are added to  
17 make such name distinguishable from such other name; or

18 (c) a certified copy of a final decree of a court of  
19 competent jurisdiction establishing the prior right of the  
20 foreign corporation to the use of the name in this state."

21 Section 5. Section 35-1-1020, MCA, is amended to read:

22 "35-1-1020. Issuance of ~~certificate~~ notice of  
23 revocation -- effect. (1) Upon revoking any such certificate  
24 of authority, the secretary of state shall:

25 (a) issue a ~~certificate~~ notice of revocation in

1 duplicate;

2 (b) file one of such ~~certificates~~ ~~notices~~ in his  
3 office;

4 (c) mail to such corporation at its registered office  
5 in this state a ~~the duplicate~~ notice of such revocation  
6 ~~accompanied by one of such certificates.~~

7 (2) Upon the issuance of such ~~certificate~~ ~~notice~~ of  
8 revocation, the authority of the corporation to transact  
9 business in this state shall cease."

10 Section 6. Section 35-2-301, MCA, is amended to read:

11 "35-2-301. Corporate name. (1) The corporate name:

12 ~~(a) must contain the word "corporation", "company",~~  
13 ~~"incorporated", or "limited" or an abbreviation of one of~~  
14 ~~such words;~~

15 ~~(a)(b)~~ shall not contain any word or phrase which  
16 indicates or implies that it is organized for any purpose  
17 other than one or more of the purposes contained in its  
18 articles of incorporation;

19 ~~(b)(c)~~ shall not be the same as or deceptively similar  
20 to ~~any assumed business name, limited partnership name,~~  
21 ~~trademark, or service mark registered or reserved with the~~  
22 ~~secretary of state or to the name of any corporation,~~  
23 whether for profit or not for profit, existing under the  
24 laws of this state or any foreign corporation, whether for  
25 profit or not for profit, authorized to transact business or

1 conduct affairs in this state or a corporate name reserved  
2 or registered as permitted by the laws of this state;

3 ~~(c)(d)~~ shall be transliterated into letters of the  
4 English alphabet, if it is not in English.

5 (2) The exclusive right to the use of a corporate name  
6 may be reserved by filing in the office of the secretary of  
7 state an application to reserve a specified corporate name,  
8 executed by the applicant. If the secretary of state finds  
9 that such name is available for corporate use, he shall  
10 reserve the same for the exclusive use of such applicant for  
11 a period of 120 days.

12 (3) The right to the exclusive use of a specified  
13 corporate name so reserved may be assigned by filing in the  
14 office of the secretary of state a notice of such  
15 assignment, executed by the person for whom such name was  
16 reserved and specifying the name and address of the  
17 transferee."

18 Section 7. Section 35-2-805, MCA, is amended to read:

19 "35-2-805. Corporate name. No certificate of authority  
20 ~~shall~~ ~~may~~ be issued to a foreign corporation unless the  
21 corporate name of such corporation:

22 ~~(1) contains the word "corporation", "company",~~  
23 ~~"incorporated", or "limited" or an abbreviation of one of~~  
24 ~~such words;~~

25 ~~(1)(2)~~ ~~shall~~ ~~does~~ not contain any word or phrase which

1 indicates or implies that it is organized for any purpose  
2 other than one or more of the purposes contained in its  
3 articles of incorporation;

4 ~~(2)(3) shall~~ is not be the same as or deceptively  
5 similar to any assumed business name, limited partnership  
6 name, trademark, or service mark registered or reserved with  
7 the secretary of state or to the name of any corporation,  
8 whether for profit or not for profit, existing under the  
9 laws of this state or any foreign corporation, whether for  
10 profit or not for profit, authorized to transact business or  
11 conduct affairs in this state or a corporate name reserved  
12 or registered as permitted by the laws of this state;

13 ~~(3)(4) shall--be~~ is transliterated into letters of the  
14 English alphabet, if it is not in English."

15 Section 8. Section 35-2-819, MCA, is amended to read:

16 "35-2-819. Issuance of certificate notice of  
17 revocation -- effect. (1) Upon revoking any such certificate  
18 of authority, the secretary of state shall:

19 (a) issue a certificate notice of revocation in  
20 duplicate;

21 (b) file one of such certificates notices in his  
22 office;

23 (c) mail to such corporation at its registered office  
24 in this state a the duplicate notice of such revocation  
25 ~~accompanied by one of such certificates.~~

1 (2) Upon the issuance of such ~~certificate~~ notice of  
2 revocation, the authority of the corporation to conduct  
3 affairs in this state shall cease."

-End-

1 *House* BILL NO. *229*  
 2 INTRODUCED BY *Ramsey, Gordon, Hazen*  
 3 BY REQUEST OF THE SECRETARY OF STATE  
 4

5 A BILL FOR AN ACT ENTITLED: "AN ACT TO GENERALLY REVISE AND  
 6 CLARIFY THE LAWS RELATING TO BUSINESS AND NONPROFIT  
 7 CORPORATIONS; AMENDING SECTIONS 35-1-213, 35-1-301,  
 8 35-1-303, 35-1-1006, 35-1-1020, 35-2-301, 35-2-805, AND  
 9 35-2-819, MCA."

10  
 11 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

12 Section 1. Section 35-1-213, MCA, is amended to read:

13 "35-1-213. Restated articles of incorporation. (1) A  
 14 corporation may, by action taken in the same manner as  
 15 required for amendment of articles of incorporation, adopt  
 16 restated articles of incorporation. The restated articles of  
 17 incorporation may contain any changes in the articles of  
 18 incorporation that could be made by amendment regularly  
 19 adopted. Adoption of restated articles of incorporation  
 20 containing any such changes shall have the effect of  
 21 amending the existing articles of incorporation to conform  
 22 to the restated articles of incorporation without further  
 23 action of the board of directors or shareholders. Restated  
 24 articles of incorporation shall contain a statement that  
 25 they supersede the theretofore existing articles of

1 Incorporation and amendments thereto. Restated articles of  
 2 incorporation shall contain all the statements required by  
 3 this chapter to be included in original articles of  
 4 incorporation except that:

5 (a) the restated articles of incorporation shall set  
 6 forth the ~~amount aggregate number~~ of its ~~stated--capital~~  
 7 ~~shares, issued and unissued, itemized by class and series,~~  
 8 ~~if any, within each class, which the corporation has~~  
 9 ~~authority to issue~~ at the time of the adoption of the  
 10 restated articles of incorporation;

11 (b) in lieu of setting forth the address of the  
 12 initial registered office and the name of the initial  
 13 registered agent at such address, there shall be set forth  
 14 the address, including street and number, if any, of the  
 15 registered office and the name of the registered agent at  
 16 such address at the time of the adoption of the restated  
 17 articles of incorporation; and

18 (c) no statement need be made with respect to the  
 19 names and addresses of directors constituting the initial  
 20 board of directors or the names and addresses of the  
 21 incorporators.

22 (2) Restated articles of incorporation when executed  
 23 and filed in the manner prescribed in this chapter for  
 24 articles of amendment shall supersede the theretofore  
 25 existing articles of incorporation and amendments thereto.

(3) The restated articles of incorporation when filed shall be accompanied by a statement, executed in duplicate by the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement, setting forth the following:

(a) the name of the corporation;

(b) the date of the adoption of the restated articles of incorporation by the shareholders;

(c) the number of shares outstanding and the number of shares entitled to vote thereon and, if the shares of any class are entitled to vote thereon as a class, the designation and number of outstanding shares entitled to vote thereon of each such class;

(d) the number of shares voted for and against the restated articles of incorporation, respectively, and, if the shares of any class are entitled to vote thereon as a class, the number of shares of each such class voted for and against the restated articles of incorporation, respectively;

(e) if the restated articles of incorporation provide for an exchange, reclassification, or cancellation of issued shares and, if the manner in which the same shall be effected is not set forth in the restated articles of incorporation, then a statement of the manner in which the

same shall be effected."

Section 2. Section 35-1-301, MCA, is amended to read:

"35-1-301. Corporate name. (1) The corporate name:

(a) shall contain the word "corporation", "company", "incorporated", or "limited" or shall contain an abbreviation of one of such words;

(b) shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation;

(c) shall not be the same as or deceptively similar to any assumed business name, limited partnership name, trademark, or service mark registered or reserved with the secretary of state or to the name of any domestic corporation existing under the laws of this state, or any foreign corporation authorized to transact business in this state, or a name the exclusive right to which is, at the time, reserved in the manner provided in this chapter or the name of a corporation which has in effect a registration of its corporate name as provided in this chapter, except that this provision does not apply if the applicant files with the secretary of state either of the following:

(i) the written consent of such other corporation or holder of a reserved or registered name to use the name or a deceptively similar name with one or more words added to



1 make such name distinguishable from such other name; or

2 (ii) a certified copy of a final decree of a court of  
3 competent jurisdiction establishing the prior right of the  
4 applicant to the use of such name in this state.

5 (2) A corporation with which another corporation,  
6 domestic or foreign, is merged or that is formed by the  
7 reorganization or consolidation of one or more domestic or  
8 foreign corporations or upon a sale, lease, or other  
9 disposition to or exchange with a domestic corporation of  
10 all or substantially all the assets of another corporation,  
11 domestic or foreign, including its name, may have the same  
12 name as that used in this state by any of such corporations  
13 if such other corporation was organized under the laws of or  
14 is authorized to transact business in this state."

15 Section 3. Section 35-1-303, MCA, is amended to read:

16 "35-1-303. Registration of corporate name. (1) Any  
17 corporation organized and existing under the laws of any  
18 state or territory of the United States may register its  
19 corporate name under this chapter provided its corporate  
20 name is not the same as or deceptively similar to any  
21 assumed business name, limited partnership name, trademark,  
22 or service mark registered or reserved with the secretary of  
23 state or to the name of any domestic corporation existing  
24 under the laws of this state, or the name of any foreign  
25 corporation authorized to transact business in this state,

1 or any corporate name reserved or registered under this  
2 chapter.

3 ~~(2) The name must contain the word "corporation",~~  
4 ~~"company", "incorporated", or "limited" or an abbreviation~~  
5 ~~of one of such words, or such corporation shall, for use in~~  
6 ~~this state, add at the end of its name one of such words or~~  
7 ~~an abbreviation thereof.~~

8 ~~(2)(3)~~ Such registration shall be made by:

9 (a) filing with the secretary of state:

10 (i) an application for registration, executed by the  
11 corporation by an officer thereof, setting forth the name of  
12 the corporation, the state or territory under the laws of  
13 which it is incorporated, the date of its incorporation, a  
14 statement that it is carrying on or doing business, and a  
15 brief statement of the business in which it is engaged; and

16 (ii) a certificate setting forth that such corporation  
17 is in good standing under the laws of the state or territory  
18 wherein it is organized, executed by the secretary of state  
19 of such state or territory or by such other official as may  
20 have custody of the records pertaining to corporations;

21 (b) paying to the secretary of state a registration  
22 fee in the amount of \$1 for each month, or fraction thereof,  
23 between the date of filing such application and December 31  
24 of the calendar year in which such application is filed.

25 ~~(3)(4)~~ Such registration shall be effective until the

1 close of the calendar year in which the application for  
2 registration is filed."

3 Section 4. Section 35-1-1006, MCA, is amended to read:

4 "35-1-1006. Corporate name of foreign corporation. No  
5 certificate of authority shall be issued to a foreign  
6 corporation unless the corporate name of such corporation:

7 (1) shall contain the word "corporation", "company",  
8 "incorporated", or "limited" or an abbreviation of one of  
9 such words or such corporation shall, for use in this state,  
10 add at the end of its name one of such words or an  
11 abbreviation thereof;

12 (2) shall not contain any word or phrase which  
13 indicates or implies that it is organized for any purpose  
14 other than one or more of the purposes contained in its  
15 articles of incorporation or that it is authorized or  
16 empowered to conduct the business of banking or insurance;

17 (3) shall not be the same as or deceptively similar to  
18 ~~any assumed business name, limited partnership name,~~  
19 ~~trademark, or service mark registered or reserved with the~~  
20 ~~secretary of state or to~~ the name of any domestic  
21 corporation existing under the laws of this state, or any  
22 foreign corporation authorized to transact business in this  
23 state, or a name the exclusive right to which is at the time  
24 reserved in the manner provided in this chapter or the name  
25 of a corporation which has in effect a registration of its

1 name as provided in this chapter, except that this provision  
2 does not apply if the foreign corporation applying for a  
3 certificate of authority files with the secretary of state  
4 any one of the following:

5 (a) a resolution of its board of directors adopting a  
6 fictitious name for use in transacting business in this  
7 state, which fictitious name is not deceptively similar to  
8 the name of any domestic corporation, to that of any foreign  
9 corporation authorized to transact business in this state,  
10 or to any name reserved or registered as provided in this  
11 chapter and which fictitious name is registered as an  
12 assumed business name under the provisions of Title 30,  
13 chapter 13, part 2;

14 (b) the written consent of such other corporation or  
15 holder of a reserved or registered name to use the same or a  
16 deceptively similar name and one or more words are added to  
17 make such name distinguishable from such other name; or

18 (c) a certified copy of a final decree of a court of  
19 competent jurisdiction establishing the prior right of the  
20 foreign corporation to the use of the name in this state."

21 Section 5. Section 35-1-1020, MCA, is amended to read:

22 "35-1-1020. Issuance of ~~certificate~~ notice of  
23 revocation -- effect. (1) Upon revoking any such certificate  
24 of authority, the secretary of state shall:

25 (a) issue a ~~certificate~~ notice of revocation in

duplicate;

(b) file one of such ~~certificates~~ notices in his office;

(c) mail to such corporation at its registered office in this state a ~~the duplicate~~ notice of such revocation ~~accompanied by one of such certificates.~~

(2) Upon the issuance of such ~~certificate~~ notice of revocation, the authority of the corporation to transact business in this state shall cease."

Section 6. Section 35-2-301, MCA, is amended to read:

"35-2-301. Corporate name. (1) The corporate name:

~~(a) must contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words;~~

~~(b)~~ shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation;

~~(b)(c)~~ shall not be the same as or deceptively similar to any assumed business name, limited partnership name, trademark, or service mark registered or reserved with the secretary of state or to the name of any corporation, whether for profit or not for profit, existing under the laws of this state or any foreign corporation, whether for profit or not for profit, authorized to transact business or

conduct affairs in this state or a corporate name reserved or registered as permitted by the laws of this state;

~~(c)(d)~~ shall be transliterated into letters of the English alphabet, if it is not in English.

(2) The exclusive right to the use of a corporate name may be reserved by filing in the office of the secretary of state an application to reserve a specified corporate name, executed by the applicant. If the secretary of state finds that such name is available for corporate use, he shall reserve the same for the exclusive use of such applicant for a period of 120 days.

(3) The right to the exclusive use of a specified corporate name so reserved may be assigned by filing in the office of the secretary of state a notice of such assignment, executed by the person for whom such name was reserved and specifying the name and address of the transferee."

Section 7. Section 35-2-805, MCA, is amended to read:

"35-2-805. Corporate name. No certificate of authority shall ~~may~~ be issued to a foreign corporation unless the corporate name of such corporation:

~~(1) contains the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words;~~

~~(2) shall does~~ not contain any word or phrase which

1 indicates or implies that it is organized for any purpose  
2 other than one or more of the purposes contained in its  
3 articles of incorporation;

4 ~~{2}{3} shall~~ is not be the same as or deceptively  
5 similar to any assumed business name, limited partnership  
6 name, trademark, or service mark registered or reserved with  
7 the secretary of state or to the name of any corporation,  
8 whether for profit or not for profit, existing under the  
9 laws of this state or any foreign corporation, whether for  
10 profit or not for profit, authorized to transact business or  
11 conduct affairs in this state or a corporate name reserved  
12 or registered as permitted by the laws of this state;

13 ~~{3}{4} shall--be~~ is transliterated into letters of the  
14 English alphabet, if it is not in English."

15 Section 8. Section 35-2-819, MCA, is amended to read:

16 "35-2-819. Issuance of certificate notice of  
17 revocation -- effect. (1) Upon revoking any such certificate  
18 of authority, the secretary of state shall:

19 (a) issue a certificate notice of revocation in  
20 duplicate;

21 (b) file one of such certificates notices in his  
22 office;

23 (c) mail to such corporation at its registered office  
24 in this state a the duplicate notice of such revocation  
25 accompanied by one of such certificates.

1 (2) Upon the issuance of such certificate notice of  
2 revocation, the authority of the corporation to conduct  
3 affairs in this state shall cease."

-End-

March 9, 1983

SENATE COMMITTEE OF THE WHOLE AMENDMENT

That House Bill No. 229 be amended as follows:

1. Page 4, line 6.

Following: "words"

Insert: ", unless one of such words or an abbreviation thereof  
is added at the end of the corporate name"

2. Page 9, line 14.

Following: "words"

Insert: ", unless one of such words or an abbreviation thereof  
is added at the end of the corporate name"

3. Page 10, line 22.

Following: "contains"

Insert: ", or there is added at the end of the name,"

HOUSE BILL NO. 229  
INTRODUCED BY RAMIREZ,  
GOODOVER, MAZUREK  
BY REQUEST OF THE SECRETARY OF STATE

A BILL FOR AN ACT ENTITLED: "AN ACT TO GENERALLY REVISE AND CLARIFY THE LAWS RELATING TO BUSINESS AND NONPROFIT CORPORATIONS; AMENDING SECTIONS 35-1-213, 35-1-301, 35-1-303, 35-1-1006, 35-1-1020, 35-2-301, 35-2-805, AND 35-2-819, MCA."

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

Section 1. Section 35-1-213, MCA, is amended to read:

"35-1-213. Restated articles of incorporation. (1) A corporation may, by action taken in the same manner as required for amendment of articles of incorporation, adopt restated articles of incorporation. The restated articles of incorporation may contain any changes in the articles of incorporation that could be made by amendment regularly adopted. Adoption of restated articles of incorporation containing any such changes shall have the effect of amending the existing articles of incorporation to conform to the restated articles of incorporation without further action of the board of directors or shareholders. Restated articles of incorporation shall contain a statement that

they supersede the theretofore existing articles of incorporation and amendments thereto. Restated articles of incorporation shall contain all the statements required by this chapter to be included in original articles of incorporation except that:

(a) the restated articles of incorporation shall set forth the amount aggregate number of its stated capital shares, issued and unissued, itemized by class and series, if any, within each class, which the corporation has authority to issue at the time of the adoption of the restated articles of incorporation;

(b) in lieu of setting forth the address of the initial registered office and the name of the initial registered agent at such address, there shall be set forth the address, including street and number, if any, of the registered office and the name of the registered agent at such address at the time of the adoption of the restated articles of incorporation; and

(c) no statement need be made with respect to the names and addresses of directors constituting the initial board of directors or the names and addresses of the incorporators.

(2) Restated articles of incorporation when executed and filed in the manner prescribed in this chapter for articles of amendment shall supersede the theretofore

existing articles of incorporation and amendments thereto.

(3) The restated articles of incorporation when filed shall be accompanied by a statement, executed in duplicate by the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement, setting forth the following:

(a) the name of the corporation;

(b) the date of the adoption of the restated articles of incorporation by the shareholders;

(c) the number of shares outstanding and the number of shares entitled to vote thereon and, if the shares of any class are entitled to vote thereon as a class, the designation and number of outstanding shares entitled to vote thereon of each such class;

(d) the number of shares voted for and against the restated articles of incorporation, respectively, and, if the shares of any class are entitled to vote thereon as a class, the number of shares of each such class voted for and against the restated articles of incorporation, respectively;

(e) if the restated articles of incorporation provide for an exchange, reclassification, or cancellation of issued shares and, if the manner in which the same shall be effected is not set forth in the restated articles of

incorporation, then a statement of the manner in which the same shall be effected."

Section 2. Section 35-1-301, MCA, is amended to read:

"35-1-301. Corporate name. (1) The corporate name:

(a) shall contain the word "corporation", "company", "incorporated", or "limited" or shall contain an abbreviation of one of such words, UNLESS ONE OF SUCH WORDS OR AN ABBREVIATION THEREOF IS ADDED AT THE END OF THE CORPORATE NAME;

(b) shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation;

(c) shall not be the same as or deceptively similar to any assumed business name, limited partnership name, trademark, or service mark registered or reserved with the secretary of state or to the name of any domestic corporation existing under the laws of this state, or any foreign corporation authorized to transact business in this state, or a name the exclusive right to which is, at the time, reserved in the manner provided in this chapter or the name of a corporation which has in effect a registration of its corporate name as provided in this chapter, except that this provision does not apply if the applicant files with the secretary of state either of the following:

(i) the written consent of such other corporation or holder of a reserved or registered name to use the name or a deceptively similar name with one or more words added to make such name distinguishable from such other name; or

(ii) a certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to the use of such name in this state.

(2) A corporation with which another corporation, domestic or foreign, is merged or that is formed by the reorganization or consolidation of one or more domestic or foreign corporations or upon a sale, lease, or other disposition to or exchange with a domestic corporation of all or substantially all the assets of another corporation, domestic or foreign, including its name, may have the same name as that used in this state by any of such corporations if such other corporation was organized under the laws of or is authorized to transact business in this state."

Section 3. Section 35-1-303, MCA, is amended to read:

"35-1-303. Registration of corporate name. (1) Any corporation organized and existing under the laws of any state or territory of the United States may register its corporate name under this chapter provided its corporate name is not the same as or deceptively similar to ~~any assumed business name, limited partnership name, trademark, or service mark registered or reserved with the secretary of~~

~~state or to the name of any domestic corporation existing under the laws of this state, or the name of any foreign corporation authorized to transact business in this state, or any corporate name reserved or registered under this chapter.~~

~~(2) The name must contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words, or such corporation shall, for use in this state, add at the end of its name one of such words or an abbreviation thereof.~~

~~(3) Such registration shall be made by:~~

~~(a) filing with the secretary of state:~~

~~(i) an application for registration, executed by the corporation by an officer thereof, setting forth the name of the corporation, the state or territory under the laws of which it is incorporated, the date of its incorporation, a statement that it is carrying on or doing business, and a brief statement of the business in which it is engaged; and~~

~~(ii) a certificate setting forth that such corporation is in good standing under the laws of the state or territory wherein it is organized, executed by the secretary of state of such state or territory or by such other official as may have custody of the records pertaining to corporations;~~

~~(b) paying to the secretary of state a registration fee in the amount of \$1 for each month, or fraction thereof,~~



between the date of filing such application and December 31 of the calendar year in which such application is filed.

~~(3) (4)~~ Such registration shall be effective until the close of the calendar year in which the application for registration is filed."

Section 4. Section 35-1-1006, MCA, is amended to read:

"35-1-1006. Corporate name of foreign corporation. No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation:

(1) shall contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words or such corporation shall, for use in this state, add at the end of its name one of such words or an abbreviation thereof;

(2) shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation or that it is authorized or empowered to conduct the business of banking or insurance;

(3) shall not be the same as or deceptively similar to ~~any assumed business name, limited partnership name, trademark, or service mark registered or reserved with the secretary of state or to~~ the name of any domestic corporation existing under the laws of this state, or any foreign corporation authorized to transact business in this

state, or a name the exclusive right to which is at the time reserved in the manner provided in this chapter or the name of a corporation which has in effect a registration of its name as provided in this chapter, except that this provision does not apply if the foreign corporation applying for a certificate of authority files with the secretary of state any one of the following:

(a) a resolution of its board of directors adopting a fictitious name for use in transacting business in this state, which fictitious name is not deceptively similar to the name of any domestic corporation, to that of any foreign corporation authorized to transact business in this state, or to any name reserved or registered as provided in this chapter and which fictitious name is registered as an assumed business name under the provisions of Title 30, chapter 13, part 2;

(b) the written consent of such other corporation or holder of a reserved or registered name to use the same or a deceptively similar name and one or more words are added to make such name distinguishable from such other name; or

(c) a certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the foreign corporation to the use of the name in this state."

Section 5. Section 35-1-1020, MCA, is amended to read:

"35-1-1020. Issuance of certificate notice of

1 revocation -- effect. (1) Upon revoking any such certificate  
2 of authority, the secretary of state shall:

3 (a) issue a certificate notice of revocation in  
4 duplicate;

5 (b) file one of such certificates notices in his  
6 office;

7 (c) mail to such corporation at its registered office  
8 in this state a the duplicate notice of such revocation  
9 accompanied-by-one-of-such-certificates.

10 (2) Upon the issuance of such certificate notice of  
11 revocation, the authority of the corporation to transact  
12 business in this state shall cease."

13 Section 6. Section 35-2-301, MCA, is amended to read:

14 "35-2-301. Corporate name. (1) The corporate name:

15 (a) ~~must contain the word "corporation", "company",~~  
16 ~~"incorporated", or "limited" or an abbreviation of one of~~  
17 ~~such words, UNLESS ONE OF SUCH WORDS OR AN ABBREVIATION~~  
18 ~~THEREOF IS ADDED AT THE END OF THE CORPORATE NAME;~~

19 (b) shall not contain any word or phrase which  
20 indicates or implies that it is organized for any purpose  
21 other than one or more of the purposes contained in its  
22 articles of incorporation;

23 (c) shall not be the same as or deceptively similar  
24 to any assumed business name, limited partnership name,  
25 trademark, or service mark registered or reserved with the

1 ~~secretary of state or to~~ the name of any corporation,  
2 whether for profit or not for profit, existing under the  
3 laws of this state or any foreign corporation, whether for  
4 profit or not for profit, authorized to transact business or  
5 conduct affairs in this state or a corporate name reserved  
6 or registered as permitted by the laws of this state;

7 (d) shall be transliterated into letters of the  
8 English alphabet, if it is not in English.

9 (2) The exclusive right to the use of a corporate name  
10 may be reserved by filing in the office of the secretary of  
11 state an application to reserve a specified corporate name,  
12 executed by the applicant. If the secretary of state finds  
13 that such name is available for corporate use, he shall  
14 reserve the same for the exclusive use of such applicant for  
15 a period of 120 days.

16 (3) The right to the exclusive use of a specified  
17 corporate name so reserved may be assigned by filing in the  
18 office of the secretary of state a notice of such  
19 assignment, executed by the person for whom such name was  
20 reserved and specifying the name and address of the  
21 transferee."

22 Section 7. Section 35-2-805, MCA, is amended to read:

23 "35-2-805. Corporate name. No certificate of authority  
24 shall may be issued to a foreign corporation unless the  
25 corporate name of such corporation:

(1) ~~contains, OR THERE IS ADDED AT THE END OF THE NAME: the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words;~~

~~(2)(1)~~ ~~shall~~ does not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation;

~~(2)(1)~~ ~~shall~~ is not be the same as or deceptively similar to ~~any assumed business name, limited partnership name, trademark, or service mark registered or reserved with the secretary of state or to~~ the name of any corporation, whether for profit or not for profit, existing under the laws of this state or any foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in this state or a corporate name reserved or registered as permitted by the laws of this state;

~~(3)(4)~~ ~~shall be~~ is transliterated into letters of the English alphabet, if it is not in English."

Section 8. Section 35-2-819, MCA, is amended to read:

"35-2-819. Issuance of certificate notice of revocation -- effect. (1) Upon revoking any such certificate of authority, the secretary of state shall:

(a) issue a certificate notice of revocation in duplicate;

(b) file one of such certificates notices in his

office;

(c) mail to such corporation at its registered office in this state a the duplicate notice of such revocation accompanied by one of such certificates.

(2) Upon the issuance of such certificate notice of revocation, the authority of the corporation to conduct affairs in this state shall cease."

-End-