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LC000535

STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2023

A N A C T

RELATING TO COMMERCIAL LAW--GENERAL REGULATORY PROVISIONS -- FILING  
OF ASSUMED NAME

Introduced By: Representatives Shanley, Cortvriend, and Craven

Date Introduced: January 11, 2023

Referred To: House Corporations

It is enacted by the General Assembly as follows:

1 SECTION 1. The title of Chapter 6-1 of the General Laws entitled "Filing of Assumed  
2 Name" is hereby amended to read as follows:

3 ~~CHAPTER 6-1~~

4 ~~Filing of Assumed Name~~

5 CHAPTER 6-1

6 FILING OF TRADE NAME

7 SECTION 2. Sections 6-1-1, 6-1-2 and 6-1-3 of the General Laws in Chapter 6-1 entitled  
8 "Filing of Assumed Name" are hereby amended to read as follows:

9 **6-1-1. Filing of business name required. [Effective January 1, 2023.]**

10 (a) No person or persons shall carry on or conduct or transact business in this state under  
11 any ~~assumed trade~~ name, or under any designation, name, or style, corporate or otherwise, other  
12 than the real name or names of the individual or individuals conducting or transacting business,  
13 unless the person or persons shall file, in person, by mail or electronically with person, by mail, or  
14 electronically with the office of the town or city clerk in the town or city in which the person or  
15 persons conduct or transact, or intend to conduct or transact, business, ~~a~~ an executed certificate  
16 stating:

17 (1) Sole proprietorship or general partnership: ~~The~~ the name under which the business is,  
18 or is to be, conducted or transacted, and the true or real full name or names, both the first name and

1 surname, of the person or persons conducting or transacting the business, with the post office  
2 address or addresses of the person or persons, ~~and~~ the email address of the person or persons and  
3 the North American Industry Classification System (NAICS) code.

4 (2) The trade name shall be distinguishable upon the records of the trade name registry  
5 from the name of any trade name on file within the municipality where the registration will be  
6 recorded.

7 (i) For purposes of this chapter, the term "distinguishable upon the record" means the  
8 standard used by the department of state in its name availability guidelines for domestic entities.

9 (b) Whenever this chapter requires a certificate to be executed and acknowledged, such  
10 requirement is satisfied by either:

11 (1) The formal acknowledgement by any individual signing the certificate that it is the  
12 person's act and deed or the act and deed of the corporation, and that the facts stated therein are  
13 true. This acknowledgement shall be made before an individual who is authorized by the law of the  
14 place of execution to take acknowledgement; or

15 (2) The signature, without more, of the individual or individuals signing the certificate, in  
16 which case such signature or signatures constitute the affirmations or acknowledgement of the  
17 signatory, under penalties of perjury, that the certificate is that individual's act and deed or the act  
18 and deed of the corporation, and that the facts stated therein are true.

19 **6-1-2. Indexes — Filing fee — Certified copies as evidence.**

20 The ~~several town and city clerks of this~~ secretary of state shall keep ~~alphabetical indexes~~  
21 an online register of all persons filing certificates and of all names or styles assumed, referred to in  
22 this chapter, and, for the indexing and filing of the certificates, the town and city clerks shall receive  
23 for the benefit of the town or city a fee of ten dollars (\$10.00) each. A copy of the certificate, duly  
24 certified to by the town or city clerk in whose office the certificate shall be filed, shall be  
25 presumptive evidence in all courts in this state of the facts contained in the certificate.

26 **6-1-3. Corporations — Partnership names.**

27 This chapter shall in no way affect or apply to any duly registered or qualified, domestic  
28 or foreign corporation, limited liability company, limited liability partnership, or limited  
29 partnership duly organized under the laws of this state, or to any corporation or limited partnership  
30 organized under the laws of any other state and lawfully doing business in this state, or to any  
31 partnership or joint venture, the name or designation of which includes the true or real surname of  
32 at least one individual who is a partner or joint venturer.

33 SECTION 3. Chapter 6-1 of the General Laws entitled "Filing of Assumed Name" is  
34 hereby amended by adding thereto the following sections:

1           **6-1-1.1. Definitions.**

2           For purposes of this chapter, the following definitions apply:

3           (1) "Business" means an occupation, profession, or employment engaged in for the purpose  
4 of seeking a profit.

5           (2) "Department" means the department of state.

6           (3) "Electronic transmission" means any form of communication, not directly involving  
7 the physical transmission of paper, that creates a record that may be retained, retrieved, and  
8 reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a  
9 recipient through an automated process.

10          (4) "Filing" means delivered to the secretary of state in either paper format or electronic  
11 transmission through a medium provided and authorized by the secretary of state.

12          (5) "Municipality" means and includes any city or town within the state.

13          (6) "Person" means any individual, partnership, limited liability company, or corporation  
14 conducting or having an interest in a business in the state.

15          (7) "Signature" or "Signed" or "Executed" means an original signature, facsimile, or an  
16 electronically transmitted signature submitted through a medium provided and authorized by the  
17 secretary of state.

18          (8) "Trade name" means a word(s) or names(s), or any combination of a word(s) or  
19 name(s), used by a person to identify the person's business which:

20           (i) Is not, or does not include, the true and real name of all persons conducting the business;  
21 or

22           (ii) Includes words which suggest additional parties of interest such as "company," "and  
23 sons," or "and associates."

24          (9) "True and real name" means:

25           (i) The last name of an individual coupled with the first name, middle names, initials, or  
26 any combination thereof; or

27           (ii) The designation or identifying name by which an individual is best known and called  
28 in the business community where that individual transacts business, if this designation or  
29 identifying name is used as that individual's legal signature.

30           **6-1-5. Changes in registration -- Filing notice of change.**

31           (a) A notice of change shall be filed with the municipality when a change occurs in:

32           (1) The true and real name of a person conducting a business with a trade name registered  
33 under this chapter; or

34           (2) Any mailing address or email address set forth on the registration or any subsequently

1 filed notice of change.

2 (b) A notice of cancellation shall be filed with the municipality when use of a trade name  
3 is discontinued.

4 (c) A notice of cancellation, together with a new registration, shall be filed before  
5 conducting or transacting any business when:

6 (1) An addition, deletion, or any change of person or persons conducting business under  
7 the registered trade name occurs; or

8 (2) There is a change in the wording or spelling of the trade name since initial registration  
9 or renewal.

10 **6-1-6. Failure to file.**

11 No person or persons carrying on, conducting, or transacting business under any trade name  
12 shall be entitled to maintain any suit in any of the courts of this state until such person or persons  
13 have properly completed the registration as provided for in §§ 6-1-1 and 6-1-2. Failure to complete  
14 this registration shall not impair the validity of any contract or act of such person or persons and  
15 shall not prevent such person or persons from defending any suit in any court of this state.

16 **6-1-7. Renewal or cancellation.**

17 (a) The municipality shall require the biennial renewal of trade names and establish a  
18 process for renewing trade names. Any such renewal process shall allow persons to renew their  
19 trade name at the same time they are required to renew their business license, if applicable.

20 (b) The municipality may cancel a person's trade name upon request of the person to whom  
21 the trade name is registered. The municipality may also provide for the cancellation of trade names  
22 under circumstances as defined by the municipality by rule or regulation, which may include failure  
23 to renew a trade name under a renewal process as may be established by the municipality under the  
24 authority of subsection (a) of this section.

25 (c)(1) The municipality shall make a reasonable effort to notify a person that the  
26 municipality intends to cancel the person's trade name. This notice is not required when a request  
27 for cancellation of a trade name is received by the municipality from the person to whom the trade  
28 name was registered or the person's authorized representative. The municipality may comply with  
29 this subsection either by mailing the notice to the person's last known address on record with the  
30 municipality or by providing the notice electronically in lieu of mail. Such electronic notice may  
31 be sent by email to the person's last known email address on record with the municipality. Provided,  
32 however, if the municipality sends a notice by email and is notified that the email is undeliverable,  
33 the municipality shall resend the notice by mail to the person's last known address on record with  
34 the municipality.

1           (2) The municipality may cancel a trade name unless, within sixty (60) days of sending the  
2 notice required under this subsection, the person notifies the municipality in writing not to cancel  
3 the person's trade name, files a restoration statement pursuant to § 6-1-8 and pays any applicable  
4 revival fee.

5           (d) The municipality may remove any canceled trade names from its database of trade  
6 names.

7           **6-1-8. Restoration statement.**

8           If any person or persons shall fail to file a biennial report, it may file a restoration statement  
9 and pay a twenty-five dollar (\$25.00) revival fee. The restoration statement shall include:

10           (1) The name under which the business is, or is to be, conducted or transacted;

11           (2) The true or real full name or names, both the first name and surname, of the person or  
12 persons conducting or transacting the business;

13           (3) The post office address or addresses of the person or persons conducting the business;

14           (4) The email address of the person or persons conducting the business; and

15           (5) The North American Industry Classification System (NAICS) code.

16           SECTION 4. This act shall take effect on January 1, 2025.

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EXPLANATION  
BY THE LEGISLATIVE COUNCIL  
OF  
A N A C T  
RELATING TO COMMERCIAL LAW--GENERAL REGULATORY PROVISIONS -- FILING  
OF ASSUMED NAME

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1           This act would make amendments necessary to use the term "trade name" rather than  
2 "assumed name", for purposes of the commercial law chapter on filing an assumed name, and  
3 provide for the administration and regulation of the use of trade names with a two (2) year renewal  
4 requirement.

5           This act would take effect on January 1, 2025.

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