

**42:1A-48**  
**LEGISLATIVE HISTORY CHECKLIST**

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**LAWS OF:** 2021                    **CHAPTER:** 100

**NJSA:** 42:1A-48 (Permits use of alternate names by limited liability partnerships.)

**BILL NO:** A4932                    (Substituted for S3066 (1R))

**SPONSOR(S)** Johnson, Gordon M. and others

**DATE INTRODUCED:** 11/5/2020

**COMMITTEE:**                    **ASSEMBLY:** Financial Institutions & Insurance

**SENATE:** ---

**AMENDED DURING PASSAGE:** Yes

**DATE OF PASSAGE:**                    **ASSEMBLY:** 3/25/2021

**SENATE:** 3/25/2021

**DATE OF APPROVAL:** 5/12/2021

**FOLLOWING ARE ATTACHED IF AVAILABLE:**

**FINAL TEXT OF BILL** (First Reprint enacted) Yes

**A4932**

**INTRODUCED BILL (INCLUDES SPONSOR'S STATEMENT):** Yes

**COMMITTEE STATEMENT:**                    **ASSEMBLY:** Yes

**SENATE:** No

(Audio archived recordings of the committee meetings, corresponding to the date of the committee statement, *may possibly* be found at [www.njleg.state.nj.us](http://www.njleg.state.nj.us))

**FLOOR AMENDMENT STATEMENT:** No

**LEGISLATIVE FISCAL ESTIMATE:** No

**S3066 (1R)**

**INTRODUCED BILL (INCLUDES SPONSOR'S STATEMENT):** Yes

**COMMITTEE STATEMENT:**                    **ASSEMBLY:** No

**SENATE:** Yes

(Audio archived recordings of the committee meetings, corresponding to the date of the committee statement, *may possibly* be found at [www.njleg.state.nj.us](http://www.njleg.state.nj.us))

**FLOOR AMENDMENT STATEMENT:** No

**LEGISLATIVE FISCAL ESTIMATE:** No

**VETO MESSAGE:** No

**GOVERNOR'S PRESS RELEASE ON SIGNING:** Yes

**FOLLOWING WERE PRINTED:**

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**REPORTS:** No

**HEARINGS:** No

**NEWSPAPER ARTICLES:** No

RH/CL

P.L. 2021, CHAPTER 100, *approved May 12, 2021*  
Assembly, No. 4932 (*First Reprint*)

1 AN ACT concerning the use of alternate names by limited liability  
2 partnerships and amending P.L.2000, c.161.

3  
4 **BE IT ENACTED** by the Senate and General Assembly of the State  
5 of New Jersey:

6  
7 1. Section 48 of P.L.2000, c.161 (C.42:1A-48) is amended to read  
8 as follows:

9 48. a. The name of a limited liability partnership shall end with  
10 “Registered Limited Liability Partnership”, “Limited Liability  
11 Partnership”, “R.L.L.P.”, “L.L.P.”, “RLLP,” or “LLP”.

12 b. No domestic limited liability partnership or foreign limited  
13 liability partnership which conducts activities in this State shall  
14 conduct any activities in this State using an alternate name, including  
15 an abbreviation of its name or an acronym unless the limited liability  
16 partnership:

17 (1) also uses its actual name in the transaction of any of its  
18 activities in a manner as not to be deceptive as to its actual identity; or

19 (2) has first registered the alternate name as provided in this  
20 section.

21 c. Any limited liability partnership may adopt and use any  
22 alternate name by filing an original and a copy of a certificate of  
23 registration of alternate name with the <sup>1</sup>【filing office】 State Treasurer<sup>1</sup>  
24 executed on behalf of the limited liability partnership. The certificate  
25 shall set forth:

26 (1) the name, jurisdiction and date of establishment of the limited  
27 liability partnership;

28 (2) the alternate name;

29 (3) a brief statement of the character or nature of the particular  
30 activities to be conducted using the alternate name including, but not  
31 limited to, the practice of professions requiring licensure or  
32 certification including, but not limited to, medicine, dentistry, podiatric  
33 medicine, dietetics, nutrition, psychoanalysis, counseling, social work,  
34 optometry, osteopathy, chiropractic, acupuncture, law, accounting, real  
35 estate brokerage or sales, private detective services, veterinary  
36 medicine, engineering, or architecture;

37 (4) that the limited liability partnership intends to use the alternate  
38 name in this State; and

39 (5) that the limited liability partnership has not previously used  
40 the alternate name in this State in violation of this section or, if it has,  
41 the month and year in which it commenced the use of the alternative  
42 name.

**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:

<sup>1</sup>Assembly AFI committee amendments adopted March 8, 2021.

1 d. The registration shall be effective for five years from the date  
2 of filing and may be renewed successively for additional five-year  
3 periods by filing an original and a copy of the certificate of renewal  
4 executed on behalf of the limited liability partnership any time within  
5 '[90] 60<sup>1</sup> days prior to, but not later than, the date of expiration of the  
6 registration. The certificate of renewal shall set forth the information  
7 required in subsection c. of this section, the date of the certificate of  
8 registration then in effect and shall confirm that the limited liability  
9 partnership is continuing to use the alternate name.

10 e. This section shall not:

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

15 (2) interfere with the power of any court to enjoin the use of the  
16 name on the basis of the law of unfair competition or on any other  
17 basis except the identity or similarity of the alternate name to any other  
18 corporate or limited liability partnership name '[.] ;<sup>1</sup>

19 (3) permit the use of an alternate name in violation of any  
20 applicable federal, state, or local statute, regulation, ordinance, or rule  
21 of professional conduct, responsibility or ethics governing any  
22 profession, service, or commercial activity, including but not limited to  
23 those governing medicine, dentistry, podiatric medicine, dietetics,  
24 nutrition, psychoanalysis, counseling, social work, optometry,  
25 osteopathy, chiropractic, acupuncture, law, accounting, real estate  
26 brokerage or sales, private detective services, veterinary medicine,  
27 engineering, or architecture; or

28 (4) repeal, modify, preempt, or otherwise affect the enforceability  
29 and validity of any state, or local statute, regulation, ordinance, or rule  
30 of professional conduct, responsibility or ethics governing any  
31 profession, service, or commercial activity, including but not limited to  
32 those governing medicine, dentistry, podiatric medicine, dietetics,  
33 nutrition, psychoanalysis, counseling, social work, optometry,  
34 osteopathy, chiropractic, acupuncture, law, accounting, real estate  
35 brokerage or sales, private detective services, veterinary medicine,  
36 engineering, or architecture.

37 f. A limited liability partnership which has used an alternate  
38 name in this State contrary to the provisions of this section shall, upon  
39 filing a certificate of registration of alternate name or an untimely  
40 certificate of renewal, pay to the '[filing office] State Treasurer<sup>1</sup> the  
41 filing fee prescribed for the certificate plus an additional filing fee  
42 equal to the full amount of the regular filing fee multiplied by the  
43 number of years it has been using the alternate name in violation of  
44 this section after the operative date of the prohibitions of this section  
45 specified in subsection h. of this section. For the purpose of this  
46 subsection, any part of a year shall be considered a full year.

47 g. The failure of a limited liability partnership to file a certificate  
48 of registration or renewal of an alternate name shall not impair the

1 validity of any contract or act of the limited liability partnership and  
2 shall not prevent the limited liability partnership from defending any  
3 action or proceeding in any court of this State, but the limited liability  
4 partnership shall not maintain any action or proceeding in any court of  
5 this State arising out of a contract or act in which it used the alternate  
6 name until it has filed the certificate.

7 h. (1) A limited liability partnership which files a certificate of  
8 registration of alternate name which contains a false statement or  
9 omission regarding the date it first used an alternate name in this State  
10 shall, if the false statement or omission reduces the amount of the  
11 additional fee it paid or should have paid as provided in subsection f.  
12 of this section, forfeit to the State a penalty of not less than \$200 and  
13 not more than \$500.

14 (2) A limited liability partnership which is required to file a  
15 certificate of registration or renewal of alternate name and fails to do  
16 so within 60 days <sup>1</sup>[after being notified of the filing requirement by  
17 certified or registered mail by the filing office, by any other  
18 governmental officer,] prior to, but not later than, the date of  
19 expiration of the registration<sup>1</sup> or <sup>1</sup>90 days after having been notified<sup>1</sup>  
20 by any person aggrieved by its failure to do so, shall forfeit to the State  
21 a penalty of not less than \$200 and not more than \$500.

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

25 <sup>1</sup>[i. As used in this section, “filing office” means the Division of  
26 Revenue in the Department of the Treasury, or other State office as  
27 designated by law.]<sup>1</sup>

28 (cf: P.L.2000, c.161, s.48)

29  
30 2. This act shall take effect immediately.

31  
32  
33  
34  
35 \_\_\_\_\_  
Permits use of alternate names by limited liability partnerships.

# ASSEMBLY, No. 4932

## STATE OF NEW JERSEY 219th LEGISLATURE

INTRODUCED NOVEMBER 5, 2020

**Sponsored by:**

**Assemblyman GORDON M. JOHNSON**

**District 37 (Bergen)**

**Assemblywoman CAROL A. MURPHY**

**District 7 (Burlington)**

**Assemblywoman JOANN DOWNEY**

**District 11 (Monmouth)**

**SYNOPSIS**

Permits use of alternate names by limited liability partnerships.

**CURRENT VERSION OF TEXT**

As introduced.



(Sponsorship Updated As Of: 3/8/2021)

1 AN ACT concerning the use of alternate names by limited liability  
2 partnerships and amending P.L.2000, c.161.

3

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

6

7 1. Section 48 of P.L.2000, c.161 (C.42:1A-48) is amended to  
8 read as follows:

9 48. a. The name of a limited liability partnership shall end with  
10 "Registered Limited Liability Partnership", "Limited Liability  
11 Partnership", "R.L.L.P.", "L.L.P.", "RLLP," or "LLP".

12 b. No domestic limited liability partnership or foreign limited  
13 liability partnership which conducts activities in this State shall  
14 conduct any activities in this State using an alternate name,  
15 including an abbreviation of its name or an acronym unless the  
16 limited liability partnership:

17 (1) also uses its actual name in the transaction of any of its  
18 activities in a manner as not to be deceptive as to its actual identity;

19 or

20 (2) has first registered the alternate name as provided in this  
21 section.

22 c. Any limited liability partnership may adopt and use any  
23 alternate name by filing an original and a copy of a certificate of  
24 registration of alternate name with the filing office executed on  
25 behalf of the limited liability partnership. The certificate shall set  
26 forth:

27 (1) the name, jurisdiction and date of establishment of the  
28 limited liability partnership;

29 (2) the alternate name;

30 (3) a brief statement of the character or nature of the particular  
31 activities to be conducted using the alternate name including, but  
32 not limited to, the practice of professions requiring licensure or  
33 certification including, but not limited to, medicine, dentistry,  
34 podiatric medicine, dietetics, nutrition, psychoanalysis, counseling,  
35 social work, optometry, osteopathy, chiropractic, acupuncture, law,  
36 accounting, real estate brokerage or sales, private detective services,  
37 veterinary medicine, engineering, or architecture;

38 (4) that the limited liability partnership intends to use the  
39 alternate name in this State; and

40 (5) that the limited liability partnership has not previously used  
41 the alternate name in this State in violation of this section or, if it  
42 has, the month and year in which it commenced the use of the  
43 alternative name.

44 d. The registration shall be effective for five years from the  
45 date of filing and may be renewed successively for additional five-

**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.

1 year periods by filing an original and a copy of the certificate of  
2 renewal executed on behalf of the limited liability partnership any  
3 time within 90 days prior to, but not later than, the date of  
4 expiration of the registration. The certificate of renewal shall set  
5 forth the information required in subsection c. of this section, the  
6 date of the certificate of registration then in effect and shall confirm  
7 that the limited liability partnership is continuing to use the  
8 alternate name.

9 e. This section shall not:

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

14 (2) interfere with the power of any court to enjoin the use of the  
15 name on the basis of the law of unfair competition or on any other  
16 basis except the identity or similarity of the alternate name to any  
17 other corporate or limited liability partnership name.

18 (3) permit the use of an alternate name in violation of any  
19 applicable federal, state, or local statute, regulation, ordinance, or  
20 rule of professional conduct, responsibility or ethics governing any  
21 profession, service, or commercial activity, including but not  
22 limited to those governing medicine, dentistry, podiatric medicine,  
23 dietetics, nutrition, psychoanalysis, counseling, social work,  
24 optometry, osteopathy, chiropractic, acupuncture, law, accounting,  
25 real estate brokerage or sales, private detective services, veterinary  
26 medicine, engineering, or architecture; or

27 (4) repeal, modify, preempt, or otherwise affect the  
28 enforceability and validity of any state, or local statute, regulation,  
29 ordinance, or rule of professional conduct, responsibility or ethics  
30 governing any profession, service, or commercial activity, including  
31 but not limited to those governing medicine, dentistry, podiatric  
32 medicine, dietetics, nutrition, psychoanalysis, counseling, social  
33 work, optometry, osteopathy, chiropractic, acupuncture, law,  
34 accounting, real estate brokerage or sales, private detective services,  
35 veterinary medicine, engineering, or architecture.

36 f. A limited liability partnership which has used an alternate  
37 name in this State contrary to the provisions of this section shall,  
38 upon filing a certificate of registration of alternate name or an  
39 untimely certificate of renewal, pay to the filing office the filing fee  
40 prescribed for the certificate plus an additional filing fee equal to  
41 the full amount of the regular filing fee multiplied by the number of  
42 years it has been using the alternate name in violation of this  
43 section after the operative date of the prohibitions of this section  
44 specified in subsection h. of this section. For the purpose of this  
45 subsection, any part of a year shall be considered a full year.

46 g. The failure of a limited liability partnership to file a  
47 certificate of registration or renewal of an alternate name shall not  
48 impair the validity of any contract or act of the limited liability



1 partnership and shall not prevent the limited liability partnership  
2 from defending any action or proceeding in any court of this State,  
3 but the limited liability partnership shall not maintain any action or  
4 proceeding in any court of this State arising out of a contract or act  
5 in which it used the alternate name until it has filed the certificate.

6 h. (1) A limited liability partnership which files a certificate of  
7 registration of alternate name which contains a false statement or  
8 omission regarding the date it first used an alternate name in this  
9 State shall, if the false statement or omission reduces the amount of  
10 the additional fee it paid or should have paid as provided in  
11 subsection f. of this section, forfeit to the State a penalty of not less  
12 than \$200 and not more than \$500.

13 (2) A limited liability partnership which is required to file a  
14 certificate of registration or renewal of alternate name and fails to  
15 do so within 60 days after being notified of the filing requirement  
16 by certified or registered mail by the filing office, by any other  
17 governmental officer, or by any person aggrieved by its failure to  
18 do so, shall forfeit to the State a penalty of not less than \$200 and  
19 not more than \$500.

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

23 i. As used in this section, "filing office" means the Division of  
24 Revenue in the Department of the Treasury, or other State office as  
25 designated by law.

26 (cf: P.L.2000, c.161, s.48)

27  
28 2. This act shall take effect immediately.  
29  
30

31 STATEMENT  
32

33 This bill amends current law to permit the registration and use of  
34 alternate names limited liability partnerships and clarifies that  
35 limited liability partnerships may not use alternate names prohibited  
36 by applicable law governing specific professions, services, or  
37 commercial activities.

38 Specifically, the bill provides that domestic limited liability  
39 partnerships and foreign limited liability partnerships may conduct  
40 activities in this State using an alternate name, including an  
41 abbreviation of its name or an acronym only if the limited liability  
42 partnership:

43 (1) also uses its actual name in the transaction of any of its  
44 activities in a manner as not to be deceptive as to its actual identity;  
45 or

46 (2) has first registered the alternate name.

47 The bill provides that limited liability partnerships may adopt  
48 and use alternate names by filing an original and a copy of a

1 certificate of registration of alternate name with the filing office  
2 executed on behalf of the limited liability partnership. The  
3 certificate is required to provide certain information concerning the  
4 limited liability partnership and its use of the alternate name.

5 The bill provides that the registration is effective for five years  
6 from the date of filing and may be renewed successively for  
7 additional five-year periods.

8 The bill clarifies that it does not:

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

13 (2) interfere with the power of any court to enjoin the use of the  
14 name on the basis of the law of unfair competition or on any other  
15 basis except the identity or similarity of the alternate name to any  
16 other corporate or limited liability partnership name.

17 (3) permit the use of an alternate name in violation of any  
18 applicable federal, state, or local statute, regulation, ordinance, or  
19 rule of professional conduct, responsibility or ethics governing any  
20 profession, service, or commercial activity; or

21 (4) repeal, modify, preempt, or otherwise affect the  
22 enforceability and validity of any state, or local statute, regulation,  
23 ordinance, or rule of professional conduct, responsibility or ethics  
24 governing any profession, service, or commercial activity.

25 The bill requires a limited liability partnership which has used an  
26 alternate name in this State, upon filing a certificate of registration  
27 of alternate name or an untimely certificate of renewal, to pay to the  
28 filing office the filing fee prescribed for the certificate plus an  
29 additional filing fee equal to the full amount of the regular filing fee  
30 multiplied by the number of years it has been using the alternate  
31 name in violation of the bill after it goes into effect.

32 The bill provides that the failure of a limited liability partnership  
33 to file a certificate of registration or renewal of an alternate name  
34 does not impair the validity of any contract or act of the limited  
35 liability partnership and does not prevent the limited liability  
36 partnership from defending any action or proceeding in any court of  
37 this State, but the limited liability partnership may not maintain any  
38 action or proceeding in any court of this State arising out of a  
39 contract or act in which it used the alternate name until it has filed  
40 the certificate.

41 The bill provides that a limited liability partnership which should  
42 have filed a certificate of registration or renewal of alternate name  
43 and fails to do so within 60 days after being notified of its  
44 obligation to do so by certified or registered mail by the filing  
45 office, by any other governmental officer, or by any person  
46 aggrieved by its failure to do so, is required to forfeit to the State a  
47 penalty of not less than \$200 and not more than \$500.

ASSEMBLY FINANCIAL INSTITUTIONS AND INSURANCE  
COMMITTEE

STATEMENT TO  
ASSEMBLY, No. 4932

with committee amendments

**STATE OF NEW JERSEY**

DATED: MARCH 8, 2021

The Assembly Financial Institutions and Insurance Committee reports favorably and with committee amendments Assembly Bill No. 4932.

As amended, this bill amends current law to permit the registration and use of alternate names by limited liability partnerships and clarifies that limited liability partnerships may not use alternate names prohibited by applicable law governing specific professions, services, or commercial activities.

Specifically, the bill provides that domestic limited liability partnerships and foreign limited liability partnerships may conduct activities in this State using an alternate name, including an abbreviation of its name or an acronym only if the limited liability partnership:

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

(2) has first registered the alternate name.

The bill provides that limited liability partnerships may adopt and use alternate names by filing an original and a copy of a certificate of registration of alternate name with the State Treasurer executed on behalf of the limited liability partnership. The certificate is required to provide certain information concerning the limited liability partnership and its use of the alternate name.

The bill provides that the registration is effective for five years from the date of filing and may be renewed successively for additional five-year periods.

The bill clarifies that it does not:

(1) 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;

(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 other corporate or limited liability partnership name.

(3) permit the use of an alternate name in violation of any applicable federal, state, or local statute, regulation, ordinance, or rule of professional conduct, responsibility or ethics governing any profession, service, or commercial activity; or

(4) repeal, modify, preempt, or otherwise affect the enforceability and validity of any state, or local statute, regulation, ordinance, or rule of professional conduct, responsibility or ethics governing any profession, service, or commercial activity.

The bill requires a limited liability partnership which has used an alternate name in this State, upon filing a certificate of registration of alternate name or an untimely certificate of renewal, to pay to the State Treasurer 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 the bill after it goes into effect.

The bill provides that the failure of a limited liability partnership to file a certificate of registration or renewal of an alternate name does not impair the validity of any contract or act of the limited liability partnership and does not prevent the limited liability partnership from defending any action or proceeding in any court of this State, but the limited liability partnership may 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 certificate.

The bill provides that a limited liability partnership which should have filed a certificate of registration or renewal of alternate name and fails to do so within 60 days prior to the date of expiration of the registration or 90 days after having been notified by any person aggrieved by its failure to do so, is required to forfeit to the State a penalty of not less than \$200 and not more than \$500.

As amended and reported, this bill is identical to Senate Bill No. 3066 (1R).

#### COMMITTEE AMENDMENTS:

The committee amended the bill to:

(1) provide that the registration of alternate name for a limited liability partnership may be renewed within 60 days, rather than 90 days, prior to the date of expiration of the registration;

(2) provide that a limited liability partnership may face certain penalties if it fails to file a required certificate of registration or renewal of alternate name within 60 days prior to the date of expiration of the registration, or 90 days after having been notified by certain persons; and

(3) make certain technical changes to the bill.

**SENATE, No. 3066**

**STATE OF NEW JERSEY**  
**219th LEGISLATURE**

INTRODUCED OCTOBER 22, 2020

**Sponsored by:**  
**Senator NELLIE POU**  
**District 35 (Bergen and Passaic)**

**SYNOPSIS**

Permits use of alternate names by limited liability partnerships.

**CURRENT VERSION OF TEXT**

As introduced.



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2 partnerships and amending P.L.2000, c.161.

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4 **BE IT ENACTED** by the Senate and General Assembly of the State  
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20 (2) has first registered the alternate name as provided in this  
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22 c. Any limited liability partnership may adopt and use any  
23 alternate name by filing an original and a copy of a certificate of  
24 registration of alternate name with the filing office executed on  
25 behalf of the limited liability partnership. The certificate shall set  
26 forth:

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28 limited liability partnership;

29 (2) the alternate name;

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32 not limited to, the practice of professions requiring licensure or  
33 certification including, but not limited to, medicine, dentistry,  
34 podiatric medicine, dietetics, nutrition, psychoanalysis, counseling,  
35 social work, optometry, osteopathy, chiropractic, acupuncture, law,  
36 accounting, real estate brokerage or sales, private detective services,  
37 veterinary medicine, engineering, or architecture;

38 (4) that the limited liability partnership intends to use the  
39 alternate name in this State; and

40 (5) that the limited liability partnership has not previously used  
41 the alternate name in this State in violation of this section or, if it  
42 has, the month and year in which it commenced the use of the  
43 alternative name.

44 d. The registration shall be effective for five years from the  
45 date of filing and may be renewed successively for additional five-

**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.

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1 year periods by filing an original and a copy of the certificate of  
2 renewal executed on behalf of the limited liability partnership any  
3 time within 90 days prior to, but not later than, the date of  
4 expiration of the registration. The certificate of renewal shall set  
5 forth the information required in subsection c. of this section, the  
6 date of the certificate of registration then in effect and shall confirm  
7 that the limited liability partnership is continuing to use the  
8 alternate name.

9 e. This section shall not:

10 (1) grant to the registrant of an alternate name any right in the  
11 name as against any prior or subsequent user of the name,  
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13 name or corporate name;

14 (2) interfere with the power of any court to enjoin the use of the  
15 name on the basis of the law of unfair competition or on any other  
16 basis except the identity or similarity of the alternate name to any  
17 other corporate or limited liability partnership name.

18 (3) permit the use of an alternate name in violation of any  
19 applicable federal, state, or local statute, regulation, ordinance, or  
20 rule of professional conduct, responsibility or ethics governing any  
21 profession, service, or commercial activity, including but not  
22 limited to those governing medicine, dentistry, podiatric medicine,  
23 dietetics, nutrition, psychoanalysis, counseling, social work,  
24 optometry, osteopathy, chiropractic, acupuncture, law, accounting,  
25 real estate brokerage or sales, private detective services, veterinary  
26 medicine, engineering, or architecture; or

27 (4) repeal, modify, preempt, or otherwise affect the  
28 enforceability and validity of any state, or local statute, regulation,  
29 ordinance, or rule of professional conduct, responsibility or ethics  
30 governing any profession, service, or commercial activity, including  
31 but not limited to those governing medicine, dentistry, podiatric  
32 medicine, dietetics, nutrition, psychoanalysis, counseling, social  
33 work, optometry, osteopathy, chiropractic, acupuncture, law,  
34 accounting, real estate brokerage or sales, private detective services,  
35 veterinary medicine, engineering, or architecture.

36 f. A limited liability partnership which has used an alternate  
37 name in this State contrary to the provisions of this section shall,  
38 upon filing a certificate of registration of alternate name or an  
39 untimely certificate of renewal, pay to the filing office the filing fee  
40 prescribed for the certificate plus an additional filing fee equal to  
41 the full amount of the regular filing fee multiplied by the number of  
42 years it has been using the alternate name in violation of this  
43 section after the operative date of the prohibitions of this section  
44 specified in subsection h. of this section. For the purpose of this  
45 subsection, any part of a year shall be considered a full year.

46 g. The failure of a limited liability partnership to file a  
47 certificate of registration or renewal of an alternate name shall not  
48 impair the validity of any contract or act of the limited liability



1 partnership and shall not prevent the limited liability partnership  
2 from defending any action or proceeding in any court of this State,  
3 but the limited liability partnership shall not maintain any action or  
4 proceeding in any court of this State arising out of a contract or act  
5 in which it used the alternate name until it has filed the certificate.

6 h. (1) A limited liability partnership which files a certificate of  
7 registration of alternate name which contains a false statement or  
8 omission regarding the date it first used an alternate name in this  
9 State shall, if the false statement or omission reduces the amount of  
10 the additional fee it paid or should have paid as provided in  
11 subsection f. of this section, forfeit to the State a penalty of not less  
12 than \$200 and not more than \$500.

13 (2) A limited liability partnership which is required to file a  
14 certificate of registration or renewal of alternate name and fails to  
15 do so within 60 days after being notified of the filing requirement  
16 by certified or registered mail by the filing office, by any other  
17 governmental officer, or by any person aggrieved by its failure to  
18 do so, shall forfeit to the State a penalty of not less than \$200 and  
19 not more than \$500.

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

23 i. As used in this section, "filing office" means the Division of  
24 Revenue in the Department of the Treasury, or other State office as  
25 designated by law.

26 (cf: P.L.2000, c.161, s.48)

27  
28 2. This act shall take effect immediately.  
29

30  
31 STATEMENT  
32

33 This bill amends current law to permit the registration and use of  
34 alternate names limited liability partnerships and clarifies that  
35 limited liability partnerships may not use alternate names prohibited  
36 by applicable law governing specific professions, services, or  
37 commercial activities.

38 Specifically, the bill provides that domestic limited liability  
39 partnerships and foreign limited liability partnerships may conduct  
40 activities in this State using an alternate name, including an  
41 abbreviation of its name or an acronym only if the limited liability  
42 partnership:

43 (1) also uses its actual name in the transaction of any of its  
44 activities in a manner as not to be deceptive as to its actual identity;  
45 or

46 (2) has first registered the alternate name.

47 The bill provides that limited liability partnerships may adopt  
48 and use alternate names by filing an original and a copy of a

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1 certificate of registration of alternate name with the filing office  
2 executed on behalf of the limited liability partnership. The  
3 certificate is required to provide certain information concerning the  
4 limited liability partnership and its use of the alternate name.

5 The bill provides that the registration is effective for five years  
6 from the date of filing and may be renewed successively for  
7 additional five-year periods.

8 The bill clarifies that it does not:

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

13 (2) interfere with the power of any court to enjoin the use of the  
14 name on the basis of the law of unfair competition or on any other  
15 basis except the identity or similarity of the alternate name to any  
16 other corporate or limited liability partnership name.

17 (3) permit the use of an alternate name in violation of any  
18 applicable federal, state, or local statute, regulation, ordinance, or  
19 rule of professional conduct, responsibility or ethics governing any  
20 profession, service, or commercial activity; or

21 (4) repeal, modify, preempt, or otherwise affect the  
22 enforceability and validity of any state, or local statute, regulation,  
23 ordinance, or rule of professional conduct, responsibility or ethics  
24 governing any profession, service, or commercial activity.

25 The bill requires a limited liability partnership which has used an  
26 alternate name in this State, upon filing a certificate of registration  
27 of alternate name or an untimely certificate of renewal, to pay to the  
28 filing office the filing fee prescribed for the certificate plus an  
29 additional filing fee equal to the full amount of the regular filing fee  
30 multiplied by the number of years it has been using the alternate  
31 name in violation of the bill after it goes into effect.

32 The bill provides that the failure of a limited liability partnership  
33 to file a certificate of registration or renewal of an alternate name  
34 does not impair the validity of any contract or act of the limited  
35 liability partnership and does not prevent the limited liability  
36 partnership from defending any action or proceeding in any court of  
37 this State, but the limited liability partnership may not maintain any  
38 action or proceeding in any court of this State arising out of a  
39 contract or act in which it used the alternate name until it has filed  
40 the certificate.

41 The bill provides that a limited liability partnership which should  
42 have filed a certificate of registration or renewal of alternate name  
43 and fails to do so within 60 days after being notified of its  
44 obligation to do so by certified or registered mail by the filing  
45 office, by any other governmental officer, or by any person  
46 aggrieved by its failure to do so, is required to forfeit to the State a  
47 penalty of not less than \$200 and not more than \$500.

# SENATE COMMERCE COMMITTEE

## STATEMENT TO

### SENATE, No. 3066

with committee amendments

# STATE OF NEW JERSEY

DATED: JANUARY 21, 2021

The Senate Commerce Committee reports favorably and with committee amendments Senate Bill No. 3066.

As amended, this bill amends current law to permit the registration and use of alternate names limited liability partnerships and clarifies that limited liability partnerships may not use alternate names prohibited by applicable law governing specific professions, services, or commercial activities.

Specifically, the bill provides that domestic limited liability partnerships and foreign limited liability partnerships may conduct activities in this State using an alternate name, including an abbreviation of its name or an acronym only if the limited liability partnership:

- (1) also uses its actual name in the transaction of any of its activities in a manner as not to be deceptive as to its actual identity; or
- (2) has first registered the alternate name.

The bill provides that limited liability partnerships may adopt and use alternate names by filing an original and a copy of a certificate of registration of alternate name with the State Treasurer executed on behalf of the limited liability partnership. The certificate is required to provide certain information concerning the limited liability partnership and its use of the alternate name.

The bill provides that the registration is effective for five years from the date of filing and may be renewed successively for additional five-year periods.

The bill clarifies that it does not:

- (1) 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;

- (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 other corporate or limited liability partnership name.

- (3) permit the use of an alternate name in violation of any applicable federal, state, or local statute, regulation, ordinance, or

rule of professional conduct, responsibility or ethics governing any profession, service, or commercial activity; or

(4) repeal, modify, preempt, or otherwise affect the enforceability and validity of any state, or local statute, regulation, ordinance, or rule of professional conduct, responsibility or ethics governing any profession, service, or commercial activity.

The bill requires a limited liability partnership which has used an alternate name in this State, upon filing a certificate of registration of alternate name or an untimely certificate of renewal, to pay to the State Treasurer 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 the bill after it goes into effect.

The bill provides that the failure of a limited liability partnership to file a certificate of registration or renewal of an alternate name does not impair the validity of any contract or act of the limited liability partnership and does not prevent the limited liability partnership from defending any action or proceeding in any court of this State, but the limited liability partnership may 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 certificate.

The bill provides that a limited liability partnership which should have filed a certificate of registration or renewal of alternate name and fails to do so within 60 days prior to the date of expiration of the registration or 90 days after having been notified by any person aggrieved by its failure to do so, is required to forfeit to the State a penalty of not less than \$200 and not more than \$500.

#### COMMITTEE AMENDMENTS:

The committee amended the bill to:

(1) provide that the registration of alternate name for a limited liability partnership may be renewed within 60 days, rather than 90 days, prior to the date of expiration of the registration;

(2) provide that a limited liability partnership may face certain penalties if it fails to file a required certificate of registration or renewal of alternate name within 60 days prior to the date of expiration of the registration, or 90 days after having been notified by certain persons; and

(3) make certain technical changes to the bill.

# Governor Murphy Takes Action on Legislation

05/12/2021

**TRENTON** – Today, Governor Phil Murphy signed the following bills into law:

**A-740/S-2846 (Johnson, Conaway, DeCroce/Gopal, Singleton)** – Requires State agencies in awarding contracts for purchase of items that require power source to consider items powered by fuel cells

**A-3384/S-3171 (McKeon/Pou)** – Makes various revisions to "Uniform Fraudulent Transfer Act"; renames act to "Uniform Voidable Transactions Act"

**A-4240/S-2855 (Downey, Vainieri Huttel, Houghtaling, Coughlin/Pou, Turner)** – Provides for technological upgrade of application process for Supplemental Nutrition Assistance Program

**A-4246/S-3175 (Verrelli, Benson, Vainieri Huttel/Pou, Corrado)** – Permits expedited licensure in mental health professions for certain individuals during state of emergency or public health emergency

**A-4477/S-2789 (Chiaravalloti, Conaway, Downey/Vitale, Weinberg)** – Revises licensure, operational, and reporting requirements for nursing homes

**ACS for A-4556 and 4145/S-2611 (Karabinchak, Zwicker, Quijano/Smith, Bateman)** – Requires BPU to establish and maintain electronic public document search system on its website; requires BPU to provide certain notice of its meetings and hold quarterly public comment meetings

**A-4671/S-3326 (Schaer, Swain, Tully/Ruiz, Singleton)** – Requires public and local utilities to provide notice to residential customers of available relief measures during coronavirus disease 2019 pandemic

**ACS for A-4805/SCS for S-3169 (Freiman, Tully, Danielsen/Pou, Gopal)** – Requires certain insurers to provide summary concerning business interruption insurance

**A-4806/S-3188 (Dancer, Chiaravalloti/Pou, Singleton)** – Permits municipalities to authorize programs encouraging local shopping through property tax rewards; validates certain related municipal actions

**A-4932/S-3066 (Johnson, Murphy, Downey/Pou)** – Permits use of alternate names by limited liability partnerships

**A-5222/S-3306 (Mukherji, Verrelli, Lopez/Diegnan, Turner)** – Authorizes optometrists to administer immunizations against coronaviruses and influenza under certain circumstances

Governor Murphy conditionally vetoed the following bills:

**A-850/S-2864 (Chiaravalloti, Karabinchak, Reynolds-Jackson/Oroho, Singleton)** – **CONDITIONAL** – Establishes "Broadband Access Study Commission"

[Copy of Statement](#)

**A-2116/S-2009 (Tully, Swain, Armato/Lagana)** – **CONDITIONAL** – Requires State Treasurer to submit report to Legislature every six months identifying deadlines for applications for federal funds by State

agencies

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