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**IDAPA 34
TITLE 04
CHAPTER 02**

34.04.02 – RULES GOVERNING BUSINESS ENTITY NAMES

000. LEGAL AUTHORITY.

In accordance with Section 67-903(9), Idaho Code, the Secretary of State has authority to promulgate administrative rules in order to execute the duties of the office. (3-29-12)

001. TITLE AND SCOPE.

01. Title. These rules shall be cited as IDAPA 34.04.02, “Rules Governing Business Entity Names,” IDAPA 34, Title 04, Chapter 02. (3-29-12)

02. Scope. These rules shall apply to business entity name registration and business entity name reservation as provided for in Title 30, Chapters 1, 3 and 6, and Title 53, Chapter 2, Idaho Code. (3-29-12)

002. WRITTEN INTERPRETATIONS.

In accordance with Section 67-5201, Idaho Code, documents relating to the interpretation of these rules, or to the documentation of compliance with the rules of this chapter, if any, are available for public inspection and copying at the Office of the Secretary of State. (3-29-12)

003. ADMINISTRATIVE APPEALS.

This chapter does not provide for appeal. (3-29-12)

004. INCORPORATION BY REFERENCE.

No documents are incorporated by reference into these rules. (3-29-12)

005. OFFICE -- OFFICE HOURS -- MAILING ADDRESS AND STREET ADDRESS.

The Office of the Secretary of State is located in Boise, Idaho, in the Statehouse at 700 West Jefferson, Room E205. The Commercial Division is located at 450 North 4th Street, Boise, Idaho. Office hours are Monday - Friday 8 a.m. - 5 p.m. except for legal holidays. The mailing address is P.O. Box 83720, Boise, Idaho 83720-0080. The telephone number for the office is (208) 334-2300. The telephone number for business entity inquiries is (208) 334-2301. The website address is <http://www.sos.idaho.gov/>. (3-29-12)

006. PUBLIC RECORDS ACT COMPLIANCE.

The rules contained herein have been promulgated in accordance with the provisions of Title 67, Chapter 52, Idaho Code, and are public records. (3-29-12)

007. -- 009. (RESERVED)

010. DEFINITIONS.

01. Arabic Numerals. 0, 1, 2, 3, 4, 5, 6, 7, 8, and 9. (3-29-12)

02. Business Entity. A formally organized or registered entity created pursuant to state or federal law and usually designated through the use of a business entity identifier. (3-29-12)

03. Business Entity Identifiers. Company, Corporation, Incorporated, Limited, Chartered, Professional Association, Professional Company, Limited Liability Company, Limited Liability Partnership, Professional Limited Liability Company, Limited Partnership, Limited Liability Limited Partnership, Registered Limited Liability Partnership, and the abbreviations, Co., Corp., Inc., Ltd., P.A., P.C., Chtd., L.L.C., L.L.P., P.L.L.C., L.P., R.L.L.P., and L.L.L.P. (3-29-12)

04. English Alphabet. Letters A through Z. (3-29-12)

05. Internet Prefix. Internet prefixes include “www” and any other Internet prefix used to identify a

website. (3-29-12)

06. Internet Suffix. Internet suffixes include .com, .org, .net, .gov, .edu, .coop, and any other Internet suffixes approved by the Internet Corporation for Assigned Names and Numbers (ICANN). (3-29-12)

07. Key Word. Any word that is not an article, preposition, conjunction, or Business Entity Identifier. (3-29-12)

08. Special Characters. Any special characters, such as ! “ \$ % () * @ ? +, and -, that are readily available on a standard English language keyboard. (3-29-12)

011. -- 099. (RESERVED)

100. GENERAL INFORMATION.

01. Determination by Secretary of State. The Secretary of State shall determine whether a proposed business entity name is distinguishable on the records of the Secretary of State from the names of existing business entities by comparing the proposed business entity name to the names of existing business entity names. (3-29-12)

02. Existing Business Entity Names Considered. The names of business entities in good standing or business entities which have been administratively dissolved for less than six (6) months will be considered in determining whether a proposed business entity name is distinguishable on the records of the Secretary of State from existing business entity names. (3-29-12)

03. Alphabet Names. Where a name or a unit of a name consists of initials only or letters of the alphabet, the combination of initials will be considered as one (1) word for the purpose of determining if the business entity name is distinguishable.

EXAMPLE: The “words” AA – AAA – AAAA – A & B – AAB – AAC are different words and are distinguishable from one another. (3-29-12)

04. Characters in Business Entity Names. Business entity names shall consist of letters of the English Alphabet, Arabic Numerals, or Special Characters. (3-29-12)

05. Foreign Words. Although business entity names may include words in a foreign language, such words will not be translated for the purpose of determining if a business entity name is distinguishable. (3-29-12)

06. Grossly Offensive Name. The business entity name may not be one that is deemed to be grossly offensive. (3-29-12)

07. Internet Prefixes and Suffixes. Internet prefixes and suffixes shall not give any special weight or inference to the business entity name, nor shall they be interpreted for meaning or intent. (3-29-12)

08. False Implication of Government Affiliation. The corporate name may not be one that might falsely imply governmental affiliation. (3-29-12)

101. -- 199. (RESERVED)

200. NOT DISTINGUISHABLE ON THE RECORD.

01. Abbreviations. The abbreviation of a word or Special Character is considered the equivalent of the complete word or Special Character. Such an abbreviation shall not make a name distinguishable.

EXAMPLE: DOE BROTHERS, LLC is not distinguishable from DOE BROS., LLC. (3-29-12)

02. Business Entity Identifiers. The addition, removal, or alteration of Business Entity Identifiers and their applicable abbreviations shall not make a name distinguishable.

EXAMPLE: DOE BROTHERS CORPORATION is not distinguishable from DOE BROTHERS, INC. (3-29-12)

03. Numbers. The use of a word or Roman numeral for a number instead of the Arabic Numeral shall not make a name distinguishable.

EXAMPLE: FOUR TURTLES, LLC is not distinguishable from 4 TURTLES, LLC, nor is it distinguishable from IV TURTLES, LLC. (3-29-12)

04. Other Words. The presence or absence of an article, preposition, conjunction, or pronoun shall not make a name distinguishable.

EXAMPLE: THE DOE BROTHERS, LLC is not distinguishable from DOE BROTHERS, LLC. (3-29-12)

05. Punctuation. Differences in punctuation shall not make a name distinguishable.

EXAMPLE: U.S.A. STEEL, LLC is not distinguishable from USA STEEL, LLC.

EXAMPLE: PROWIDGETS.COM is not distinguishable from PRO.WIDGETS.COM. (3-29-12)

06. Spaces. Spaces, or the absence of spaces, shall not make a name distinguishable.

EXAMPLE: USA STEEL, LLC is not distinguishable from USASTEEL, LLC. (3-29-12)

07. Special Characters. Differences created by use of Special Characters shall not make a name distinguishable.

EXAMPLE: AMERICAN PISTOLS, LLC is not distinguishable from AMER!CAN P!\$TOLS, LLC. (3-29-12)

08. The Letter "S". The addition or removal of the letter "s" to make a word singular, plural, or possessive shall not make a name distinguishable.

EXAMPLE: GOLDEN APPLE, LLC is not distinguishable from GOLDEN APPLES, LLC. (3-29-12)

09. Typeface, Font, or Case. The use of a different typeface, font, or case shall not make a name distinguishable.

EXAMPLE: SISTERS' DINER is not distinguishable from Sisters' Diner. (3-29-12)

201. -- 299. (RESERVED)

300. DISTINGUISHABLE ON THE RECORD.

01. Key Word Difference. If one (1) of the Key Words is different, the name is distinguishable.

EXAMPLE: WIDGET WONDER, LLC is distinguishable from WIDGET ELITE, LLC. (3-29-12)

02. Key Word Order. If the Key Words are in a different order, the name is distinguishable.

EXAMPLE: WIDGET WONDER, LLC is distinguishable from WONDER WIDGET, LLC. (3-29-12)

03. Key Word Addition or Deletion. The addition or deletion of one (1) or more Key Words shall make a name distinguishable.

EXAMPLE: AMAZING WONDER WIDGET, INC. is distinguishable from WONDER WIDGET, INC. (3-29-12)

04. Difference in Meaning. If the Key Words are significantly different in meaning, and the Key Words are not identical, the name may be distinguishable.

EXAMPLE: CAPITAL WIDGET, LLC is distinguishable from CAPITOL WIDGET, LLC. (3-29-12)

05. Internet Prefix and Suffix Addition or Deletion. The addition or deletion of an Internet prefix or suffix shall make a name distinguishable.

EXAMPLE: PRECISE WIDGETS, LLC is distinguishable from PRECISEWIDGETS.COM, LLC which is distinguishable from PRECISEWIDGETS.NET.

EXAMPLE: WWW.PROWIDGETS.COM is distinguishable from PRO.WIDGETS.COM. (3-29-12)

301. -- 399. (RESERVED)

400. MATTERS NOT CONSIDERED.

When determining whether a business entity name is distinguishable on the records of the Secretary of State from another business entity name, the following are among the matters not considered: (3-29-12)

01. Purpose. Whether the purpose of the proposed business entity is the same as or similar to the purpose of an existing business entity. (3-29-12)

02. Location. Whether the business entities will be carrying out activities in the same or nearby locations. (3-29-12)

03. Prior Actions. Whether an analogous situation has previously been acted on by the Secretary of State. (3-29-12)

04. Activity. Whether an existing business entity is actively engaged in business, or has a telephone listing, or a location of a place of business. (3-29-12)

05. Intent. Whether an existing business entity is about to change its name or be dissolved or merged out of existence. (3-29-12)

06. Reliance. Whether the applicant has ordered stationery, opened a bank account, signed a contract, or otherwise altered his position in the expectation, hope or belief that the proposed name would be available. (3-29-12)

07. Influence. Whether the applicant is more or less important, extensive, widely known, or influential than an existing business entity. (3-29-12)

08. Common Law. Whether infringement or unfair trade practice has occurred or might occur. (3-29-12)

401. -- 999. (RESERVED)

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