

1 State of Arkansas
2 94th General Assembly
3 Regular Session, 2023
4

A Bill

HOUSE BILL 1209

5 By: Representative Haak
6 By: Senator Dees
7

For An Act To Be Entitled

9 AN ACT CONCERNING THE USE OF A REGISTERED NAME OF
10 CERTAIN CORPORATIONS AND LIMITED LIABILITY COMPANIES
11 THAT HAVE BEEN DISSOLVED; AND FOR OTHER PURPOSES.
12
13

Subtitle

15 CONCERNING THE USE OF A REGISTERED NAME
16 OF CERTAIN CORPORATIONS AND LIMITED
17 LIABILITY COMPANIES THAT HAVE BEEN
18 DISSOLVED.
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20

21 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF ARKANSAS:
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23 SECTION 1. Arkansas Code § 4-26-405(e), concerning use of a fictitious
24 name of a dissolved corporation, is amended to add an additional subdivision
25 to read as follows:

26 (3)(A) The Secretary of State shall remove the fictitious name
27 of a dissolved corporation within three (3) years of the dissolution of the
28 corporation.

29 (B) The name of a dissolved corporation that has been
30 removed under subdivision (e)(3)(A) of this section is available for use by
31 another corporation formed under this chapter.
32

33 SECTION 2. Arkansas Code § 4-26-406 is amended to read as follows:
34 4-26-406. Unlawful use, reservation, or registration of name –
35 Injunction – Dissolved corporation.

36 (a) Where the use, reservation, or registration of a corporate name is



1 in violation of this chapter, it may, by court decree, be cancelled or
 2 enjoined, on the suit of the Attorney General or of any person or corporation
 3 injured by the unlawful use, reservation, or registration, notwithstanding
 4 the fact that such use, reservation, or registration has been approved by the
 5 Secretary of State.

6 (b)(1) The Secretary of State shall remove the corporate name of a
 7 dissolved corporation within three (3) years of the dissolution of the
 8 corporation.

9 (2) The name of a dissolved corporation that has been removed
 10 under subdivision (b)(1) of this section is available for use by another
 11 corporation formed under this chapter.

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 13 SECTION 3. Arkansas Code § 4-27-401, concerning corporate names under
 14 the Arkansas Business Corporation Act of 1987, is amended to add an
 15 additional subsection to read as follows:

16 (e)(1) The Secretary of State shall remove the corporate name of a
 17 dissolved corporation within three (3) years of the dissolution of the
 18 corporation.

19 (2) The name of a dissolved corporation that has been removed
 20 under subdivision (e)(1) of this section is available for use by another
 21 corporation formed under this chapter.

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 23 SECTION 4. Arkansas Code § 4-27-404(d), concerning the use of
 24 fictitious names of a dissolved applicant corporation under the Arkansas
 25 Business Corporation Act of 1987, is amended to read as follows:

26 (d)(1) If, after a filing hereunder under this section, the applicant
 27 corporation is dissolved, or ~~(being a foreign corporation)~~ a foreign
 28 corporation surrenders or forfeits its rights to do business in Arkansas or,
 29 ~~(whether a domestic or foreign corporation)~~ whether or not a domestic or
 30 foreign corporation, ceases to do business in Arkansas under the specified
 31 fictitious name, such the corporation shall be obligated to file in each of
 32 the offices aforesaid with the Secretary of State, and in case of a domestic
 33 corporation, with the county clerk of the county in which the corporation's
 34 registered office is located unless it is located in Pulaski County, a
 35 cancellation of its the corporation's privilege hereunder under this section.

36 (2) If such the cancellation is not filed, the Secretary of

1 State, upon satisfactory evidence, may cancel ~~such the~~ privilege, ~~in which~~
 2 ~~event such if the~~ cancellation shall be is certified by the Secretary of
 3 State to the county clerk, who will file the same without fee.

4 (3)(A) The Secretary of State shall remove the fictitious name
 5 of a dissolved corporation within three (3) years of the dissolution of the
 6 corporation.

7 (B) The name of a dissolved corporation that has been
 8 removed under subdivision (d)(3) of this section is available for use by
 9 another corporation formed under this chapter.

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 11 SECTION 5. Arkansas Code § 4-38-112, concerning permitted names and
 12 the use of a name of a dissolved limited liability corporation under the
 13 Uniform Limited Liability Company Act, is amended to add an additional
 14 subsection to read as follows:

15 (h)(1) The Secretary of State shall remove the name of a dissolved
 16 limited liability company within three (3) years of the dissolution of the
 17 limited liability company.

18 (2) The name of a dissolved limited liability company that has
 19 been removed under subdivision (h)(1) of this section is available for use by
 20 another limited liability company formed under this chapter.

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 22 SECTION 6. Arkansas Code § 4-38-122, concerning use of fictitious
 23 names under the Uniform Limited Liability Company Act, is amended to add an
 24 additional subsection to read as follows:

25 (h)(1) The Secretary of State shall remove the fictitious name of a
 26 dissolved limited liability company within three (3) years of the dissolution
 27 of the limited liability company.

28 (2) The name of a dissolved limited liability company that has
 29 been removed under subdivision (h)(1) of this section is available for use by
 30 another limited liability company formed under this chapter.