Primer: Nuts and Bolts of LLCs, LLPs and Partnerships

The SOS Perspective

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Topics to Cover

- Entity name standard
- Assumed names
- Foreign entities
- Registered Agents
- LLPs
- Filings Aids/Options
- Terminations
- SOS Programs

Entity Names

One of the most frequent reason for rejection is availability of the name.



Entity Name Determinations

SOS determines availability of the legal and fictitious names of corporations, limited liability companies and limited partnerships, name reservations and name registrations.

- ✖ Assumed Names
- ✖ LLPs

Entity Name Availability Standard
§§ 5.053, 5.102 & 5.153

SAME	DECEPTIVELY SIMILAR	SIMILAR
• Comparison shows no difference	• Comparison shows some apparent differences	• Comparison of names reveals similarities that may tend to mislead as to identity or affiliation

But wait…there is a new standard coming to town



- House Bill 2856 (85th Leg.), effective June 1, 2018, changes the name standard to distinguishable on the record.
- New standard will be applied to documents received by the SOS on or after June 1, 2018, that require a name availability determination.
- SOS will adopt rules defining what is distinguishable.

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