

Filing Issues from the Office of the Texas Secretary of State

UT Law CLE
Nuts and Bolts of LLCs, LPs, and Partnerships
31st Annual LLCs, LPs and Partnerships Conference
July 13, 2022
Austin, Texas

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Topics to Cover

- Formation Issues
 - Entity Name
 - Registered Agent/Office
 - Professional Entities
 - New Veteran-Owned Business
- Post-Formation Filings
- Foreign Entity Filings
- Filing Options, Filing Aids, and Online Resources
- LLP Filing Issues



Pre-Formation Issues—Entity Names

SOS determines the availability of legal and fictitious names of corporations, limited liability companies, including registered series of a domestic limited liability company, limited partnerships, cooperative associations, and professional associations, as well as the availability of entity name reservations and name registrations.



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Names Not Considered

The following are not considered when making an entity name availability determination:

- Assumed Names (state or local)
- LLP Names
- State or Federal Trademark Registrations
- Common Law Use



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Entity Name Availability Standard

§§ 5.053, 5.102 & 5.153 BOC

- Distinguishable in the Records
 - *name is available*
- Same
 - *name is not available, even with consent*
- Available with Consent
 - *name is not distinguishable but is permitted with notarized consent*



Names that are the Same

1 TAC §79.39

Certain conditions define when a proposed entity name is considered to be the same as an existing name. Names are the same if the only difference between names is:

- Use of upper case or lower case letters, distinctive lettering or typeface, use of superscript or subscript letters or numerals.
- Use of punctuation, accent marks, spaces, or other spacing symbols.
- Use of different articles or conjunctions.
- Repetition, absence of or differences in letters.



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First appeared as part of the conference materials for the 2022 Nuts and Bolts of LLCs, LPs and Partnerships session "Nuts and Bolts of LLCs, LPs and Partnerships: Part One"