

Filing Issues from the Office of the Texas Secretary of State

UT Law CLE
Nuts and Bolts of LLCs, LPs, and Partnerships
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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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