

## Choosing a Corporate Name

A number of important factors relating to new corporation names are described below. It is also important to note that the filing of a certificate of incorporation under the Business Corporation Law by the Department of State does not grant rights or interests in the corporation's name. The Department of State's role is ministerial. The Secretary of State does not have the power to determine or settle competing claims to a name under other statutes or under common law.

Names which are acceptable for filing with the Department of State pursuant to the applicable provisions of the [Business Corporation Law](#) and the [Rules and Regulations](#) of the Department of State may, nevertheless, infringe on the rights of another entity or entities currently using the same name or a similar name. The following may be helpful in determining whether a name is available for use:

1. Check the telephone listings in the areas your business will operate for similar names.
2. Check with the county clerk's office of the counties in which your business will operate for similar names.
3. Check business directories, city directories, chamber of commerce lists, internet, etc. for similar names.
4. Review trademarks and service marks on file with [U.S. Patent and Trademark Office](#).
5. Search other state's filing offices for similar names. The appropriate office may vary according to the laws of each state.

The name of the corporation must be distinguishable from the names of other corporations, limited liability companies and limited partnerships already on file with the Department of State. Specifically, Business Corporation Law § 301 provides that the name of a business corporation must be distinguishable from the names of other domestic and foreign corporations, of any type or kind, limited liability companies or limited partnerships currently on file in the Division of Corporations of the Department of State. A new business corporation's name must also be distinguishable from the fictitious names of authorized foreign corporations, limited liability companies or limited partnerships.

Business Corporation Law § 301 does not require corporation names to be distinguishable from federal and state trademarks or service marks, assumed business names or the names of general partnerships or sole proprietorships. Consequently, the Department of State does not compare proposed names with trademark or service mark registrations, assumed business names or the names of general partnerships or sole proprietorships.

Business Corporation Law § 301 require that the name of the corporation contain one of the following words: Incorporated, Corporation or Limited, or one of the following abbreviations: Inc., Corp. or Ltd.

Business Corporation Law § 301 prohibits or restricts the use of certain [words and phrases](#) in the name of the corporation. Prohibited words may not be used in a corporation's name. A restricted word or phrase may not be used unless the conditions of the restriction have been complied with including, when required, the consent or approval from another agency prior to filing the Certificate of Incorporation with the Department of State.

Business Corporation Law § 301 also includes provisions which prohibit names which imply certain purposes or have certain meanings. For example, a corporation name may not imply that the corporation is a government agency or that the corporation is formed for any purpose other than the purpose for which it is actually formed. Names which are obscene are also prohibited. These provisions should be carefully reviewed when choosing a corporation name.

Prior to submitting the Certificate of Incorporation for filing, the proposed name of the corporation can be searched for [availability](#) by writing to the Department of State.

Names may be reserved prior to filing the Certificate of Incorporation. To reserve a corporate name, file an [Application for Reservation of Name](#).

Finally, please be aware that the methodology used by the Department of State to ascertain whether a proposed name is acceptable will not insure that in all instances a name which is unacceptable is rejected. It is the responsibility of the filer to determine that the proposed name is in compliance with all applicable laws and rules. When a name which has been accepted for filing is later found to be unacceptable, the corporation will be notified by the Department of State that the corporation must amend its name in order to provide an acceptable name. In some circumstances amending the corporation's purpose will make the name acceptable. A corporation that fails to amend its name when so required will have its authority to conduct business or activities in this state suspended. The filing of a certificate of amendment providing for an acceptable name will annul the suspension and the corporation's authority to conduct business or activities in this state shall be restored and continue as if no suspension had occurred.