

TITLE 4: ECONOMIC RESOURCES
DIVISION 4: CORPORATIONS, PARTNERSHIPS AND ASSOCIATIONS

§ 4646. Corporate Name of Foreign Corporation.

(a) If the corporate name of a foreign corporation does not satisfy the requirements of 4 CMC § 4321, the foreign corporation to obtain or maintain a certificate of authority to transact business in the Commonwealth:

(1) May add the word “corporation,” “incorporated,” “company,” or “limited,” or the abbreviation “corp.,” “inc.,” “co.,” or “Ltd.,” to its corporate name for use in this; or

(2) May use a fictitious name to transact business in the Commonwealth if its real name is unavailable and it delivers to the Registrar of Corporations for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name.

(b) Except as authorized by subsections (c) and (d) of this section, the corporate name (including a fictitious name) of a foreign corporation must be distinguishable upon the records of the Registrar of Corporations from:

(1) The corporate name of a corporation incorporated or authorized to transact business in the Commonwealth;

(2) A corporate name reserved or registered under 4 CMC §§ 4322 or 4323;

(3) The fictitious name of another foreign corporation authorized to transact business in the Commonwealth; and

(4) The corporate name of a not-for-profit corporation incorporated or authorized to transact business in the Commonwealth.

(c) A foreign corporation may apply to the Registrar of Corporations for authorization to use in the Commonwealth the name of another corporation (incorporated or authorized to transact business in the Commonwealth) that is not distinguishable upon his records from the name applied for. The Registrar of Corporations shall authorize use of the name applied for if:

(1) The other corporation consents to the use in writing and submits an undertaking in form satisfactory to the Registrar of Corporations to change its name to a name of the applying corporation; or

(2) The applicant delivers to the Registrar of Corporations a certified copy of a final judgment of a court of competent jurisdiction establishing the applicant’s right to use the name applied for in the Commonwealth.

(d) A foreign corporation may use in the Commonwealth the name (including the fictitious name) of another domestic or foreign corporation that is used in the Commonwealth if the other corporation is incorporated or authorized to transact business in the Commonwealth and the foreign corporation:

(1) Has merged with the other corporation;

(2) Has been formed by reorganization of the other corporation; or

(3) Has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

(e) If a foreign corporation authorized to transact business in the Commonwealth changes its corporate name to one that does not satisfy the requirements of 4 CMC § 4321, it may not transact business in the Commonwealth under the changed name until it adopts a name satisfying the requirements of 4 CMC § 4321 and obtains an amended certificate of authority under 4 CMC § 4644.

Source: PL 10-7, § 1 (Bus. Corp. Reg. § 15.06), modified.