

Topic: Corporate Act 2017

Question by: Joe DeFilippis

Jurisdiction: Montana

Date: February 11, 2020

Jurisdiction	Question(s)
	Please answer the questions below: 1. Has your state adopted the 2017 Corporate Business Act? 2. Do you have a name contest procedure in place, and if so, what does it look like?
Manitoba	
Corporations Canada	
Alabama	
Alaska	
Arizona	
Arkansas	
California	
Colorado	
Connecticut	
Delaware	
District of Columbia	In DC we have adopted older version of uniform Act - I believe 2008 Model Business Corporation Act. There is no provisions in that act for contesting the name. There is a provision for taking our rejection letters (for whatever reasons including name issues) to DC courts for review and possible action.
Florida	
Georgia	
Hawaii	
Idaho	

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Illinois	
Indiana	<p>Indiana has adopted a pro-management version of the Revised Model Business Corporation Act entitled the "Indiana Business Corporation Law" ("IBCL").</p> <p>We then adopted the following acts (Hub/META) to update the IBCL. There are official comments that do a good job explaining why the uniform acts were adopted and the limitations of those acts in relation to the IBCL. Uniform Business Organizations Administrative Provisions Act (2018) Uniform Business Organization Transactions Act</p> <p>We do not have a name contest procedure. We strictly follow distinguishable on the record.</p>
Iowa	
Kansas	
Kentucky	
Louisiana	<ol style="list-style-type: none"> 1. Has your state adopted the 2017 Corporate Business Act? In 2015, Louisiana enacted the Business Corporation Act, which is based on the Model Business Corporation Act. This act replaced the chapter that was previously known as the "Business Corporation Law". 2. Do you have a name contest procedure in place, and if so, what does it look like? We do not have a Name Contest procedure.
Maine	
Maryland	

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Massachusetts	<p>The Massachusetts Business Corporations Act was enacted in 2004 and is based on the 1984 Revised Model Business Corporation Act with customization for MA law.</p> <p>The Massachusetts General Law c. 156D, ?4.01(e) provides this office authority to hold name hearings on corporate entities. When someone wishes to challenge the name of a new corporation or an amendment to a name, they file their protest in writing to our office. The name challenge must be protested within 90 days of the entity being formed or the amendment to the name being approved. We then assign a hearing officer, who will schedule a hearing between the parties to be conducted in our office.</p> <p>Upon completion of the hearing the hearing officer weighs the evidence and renders their decision in writing, generally within 30 days of the hearing. Each party is afforded thirty (30) days from the issuance of the decision to appeal this decision to the Superior Court here in MA.</p> <p>In instances where the hearing officer finds for the complainant and the hearing is finalized (either at the conclusion of the 30 days or at the close of the superior court proceedings) the name is revoked. The entity must then file an amendment to its name with our office.</p> <p>Currently, Massachusetts law only permits a challenge to corporate names. All other name challenges must be brought to the superior court.</p> <p>Nonprofit name challenges are brought pursuant to Massachusetts General Law c.156B, ?11(b). The only difference procedurally in these instances is that the protest must be presented within 30 days of the date when the articles of organization or articles of amendment are filed.</p>

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<p>Michigan</p>	<ol style="list-style-type: none"> Has your state adopted the 2017 Corporate Business Act? <p>No, the Michigan Business Corporation Act<https://nam12.safelinks.protection.outlook.com/?url=http%3A%2F%2Flegislature.mi.gov%2Fdoc.aspx%3Fmcl-act-284-of-1972&data=02%7C01%7Cpviverto%40azsos.gov%7Cc0ecff711f4d4914219c08d7aff4f927%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637171339008921842&data=hb7pxFgbY%2FxH%2BH79iBqxIGM2NuuA2tdpfaTa1QLh%2BT4%3D&reserved=0> has not been revised to adopt the 2016 Model Business Corporation Act amendments. The Michigan Business Corporation Act was enacted in 1972. It is based in part on the Model Business Corporation Act, but also other sources.</p> <p>There is a very small MBCA Enactment Map<https://nam12.safelinks.protection.outlook.com/?url=https%3A%2F%2Fwww.americanbar.org%2Fgroups%2Fbusiness_law%2Fcommittees%2Fcorplaws%2F&data=02%7C01%7Cpviverto%40azsos.gov%7Cc0ecff711f4d4914219c08d7aff4f927%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637171339008921842&data=xyuOgNME1jgEaqpKyNL%2F8RwLzucOX93xWkvi2YAM0fw%3D&reserved=0> on the ABA's website. After zooming in, it appears that as of June 11, 2019, the states that have adopted the 2016 Revision are: Alabama, Florida, Idaho, Montana, and Virginia. It indicates that Model Act states with the revision under review are: Connecticut, Iowa, Kentucky, and Washington.</p> Do you have a name contest procedure in place, and if so, what does it look like? <p>No, Michigan follows "distinguishable on the record."</p>
<p>Minnesota</p>	<ol style="list-style-type: none"> No. Our act (for which I was, a long time ago, the Reporter- the chief drafter) was adopted in 1981 and draws from a variety of sources, including but not limited by any means to the then Model Business Corporation Act but also acts of many other states. No, but we did back in the last century, and then we repealed it. If you want to see that see section 5.22 on the last two pages at this link: <p>https://nam12.safelinks.protection.outlook.com/?url=https%3A%2F%2Fwww.revisor.mn.gov%2Fstatutes%2F1990%2Fcite%2F5%2Fpdf&data=02%7C01%7Cpviverto%40azsos.gov%7Cc0fd59afeef4019c09408d7afe9ee04%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637171291586583274&data=O%2BDsgjJtZL3KXajgouF1c4e0fHOS4b4hweMVM0GHZHS%3D&reserved=0</p>
<p>Mississippi</p>	

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Missouri	
Montana	
Nebraska	
Nevada	
New Hampshire	
New Jersey	
New Mexico	
New York	
North Carolina	<p>The current North Carolina Business Corporation Act is based upon the Revised Model Business Corporation Act (1984) and I am not familiar with a name contest procedure.</p>
North Dakota	<ol style="list-style-type: none"> 1. Has your state adopted the 2017 Corporate Business Act? No. 2. Do you have a name contest procedure in place, and if so, what does it look like? Only as follows: A disagreeing party whose proposed name we have rejected may cite the reasons for disagreement and request reconsideration. A party may also seek a court order establishing the prior right of the applicant to use of the name.
Ohio	
Oklahoma	
Oregon	
Pennsylvania	<p>I am embarrassed to say that I am not sure how much of the Model Business Corporation Act we have adopted to date as part of the Pennsylvania Business Corporation Law (BCL). Like other states, we have also adopted the META/hub components to update the BCL. We are looking at some amendment to the BCL right now that are patterned after the Model Business Corporation Act (2016 Revision). The proposed amendments relate to ratification of defective entity actions.</p>
	<p>We do not have a name contest procedure, as have followed the "distinguishable on the record" name standard for many moons.</p>
Rhode Island	
South Carolina	
South Dakota	

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Tennessee	
Texas	
Utah	
Vermont	
Virginia	
Washington	
West Virginia	
Wisconsin	
Wyoming	

Additional comments:

Full text of email:

Good Afternoon-

Please answer the questions below:

1. Has your state adopted the 2017 Corporate Business Act?
2. Do you have a name contest procedure in place, and if so, what does it look like?

Thanks in advance!

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