

Topic: Rejected Filings due to Punctuation Errors  
 Question by: Regina Goff  
 Jurisdiction: Kansas  
 Date: March 20, 2014

Jurisdiction	Question(s)
	<p>Kansas is interested in learning how many jurisdictions reject amendment and annual report filings due to errors of punctuation in entity names. For example, if an amendment filing for A.B.C. Corp. is received with the name written as ABC Corp would your office reject the filing?</p> <p>For jurisdictions that reject for punctuation errors, is the rejection based on a policy decision or due to statutory provisions?</p>
<b>Manitoba</b>	
<b>Corporations Canada</b>	
<b>Alabama</b>	
<b>Alaska</b>	
<b>Arizona</b>	<p>Arizona is similar to Nevada. On amendments, if we can determine the proper entity, we will accept the document and not reject solely for punctuation. On formation filings, however, we do insist that the name be consistent, complete with punctuation, on all documents submitted.</p>
<b>Arkansas</b>	
<b>California</b>	
<b>Colorado</b>	
<b>Connecticut</b>	
<b>Delaware</b>	
<b>District of Columbia</b>	
<b>Florida</b>	
<b>Georgia</b>	
<b>Hawaii</b>	<p>If we cannot reach the filer, we will reject or hold document for the correction of the entity name. This is due to statutory provisions. The official name of the business entity is the business name stated on the registration document and/or good standing certificate filed with our office.</p>

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<b>Idaho</b>	
<b>Illinois</b>	
<b>Indiana</b>	<p>Indiana will reject if we are unable to determine the proper entity, but generally speaking punctuation errors do not result in rejections for amendments and reports. For foreign qualifications the name must be an exact match to the certificate of good standing including punctuation.</p>
<b>Iowa</b>	
<b>Kansas</b>	
<b>Kentucky</b>	
<b>Louisiana</b>	<p>Louisiana is the same as Nevada.</p>
<b>Maine</b>	<p>Maine is the same as Utah</p>
<b>Maryland</b>	
<b>Massachusetts</b>	<p>So long as we can identify the entity. Massachusetts would not reject an amendment or annual report for missing punctuation.</p>
<b>Michigan</b>	<p>In Michigan, we would not reject the filing in the below circumstance; however, we would correct the name to agree with the Bureau record and then stamp the document (when filed) with a stamp that reads “Adjusted to agree with Bureau Record”.</p>
<b>Minnesota</b>	
<b>Mississippi</b>	
<b>Missouri</b>	
<b>Montana</b>	<p>Montana is the same as Ohio. If the name is correct, and the folder number is correct, we wouldn't reject a filing for missing a comma.</p>
<b>Nebraska</b>	
<b>Nevada</b>	<p>Nevada will reject if we are unable to determine proper entity.</p>
<b>New Hampshire</b>	
<b>New Jersey</b>	
<b>New Mexico</b>	

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<b>New York</b>	<p>NY would reject. Punctuation is considered to be part of the name. The applicable statutes require certificates to set forth the name of the entity and we must reject certificates that do not comply with the requirements of the statute. A document will be rejected if it fails to provide the entire name, including punctuation. Unfortunately this is a frequent reason for rejection.</p> <p>It would be inconsistent for us to issue a certificate certifying the name of an entity (with punctuation) but to accept a certificate for filing that doesn't accurately provide the entity's name.</p>
<b>North Carolina</b>	<p>North Carolina rejects the document if the name is not exactly as it is on our system. In past years, service of process had been rejected if the name wasn't exactly as listed. An Administrative Code was created to solve this issue. Attached is a link to that particular code.</p> <p><a href="http://reports.oah.state.nc.us/ncac/title%2018%20-%20secretary%20of%20state/chapter%2004%20-%20corporations%20division/18%20ncac%2004%20.0304.pdf">http://reports.oah.state.nc.us/ncac/title%2018%20-%20secretary%20of%20state/chapter%2004%20-%20corporations%20division/18%20ncac%2004%20.0304.pdf</a></p>
<b>North Dakota</b>	
<b>Ohio</b>	<p>If the entity name is spelled correctly and the registration number matches our records, then it is clear we can properly identify the business entity and we would not reject the filing based on punctuation.</p>
<b>Oklahoma</b>	
<b>Oregon</b>	<p>Like Virginia, our annual reports are preprinted or online, so we don't have that issue. We don't reject amendments with incorrect punctuation, unless there is no registry number and the name is unclear, but that is rarely a punctuation problem.</p> <p>In our distinguishability rules, punctuation does not make a name distinguishable, and statute says that a name "may contain" incidental punctuation when submitted to us (a conflation of the submission requirements and name requirements sections) ORS 60.004(3) and 60.094(3). <a href="http://www.oregonlegislature.gov/bills_laws/lawsstatutes/2013ors060.html">http://www.oregonlegislature.gov/bills_laws/lawsstatutes/2013ors060.html</a></p>
<b>Pennsylvania</b>	
<b>Rhode Island</b>	<p>Rhode Island would reject an Amendment to an Article if the name was not presented exactly as it appeared on the original Article or previously recorded name change amendment. However, we would not reject an annual report for an entity that we could properly identify on the basis that a punctuation error occurred the presentation of the entity name. There is no rule or regulation or statutory provisions to refer you to for this "filing policy."</p>
<b>South Carolina</b>	
<b>South Dakota</b>	

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<p><b>Tennessee</b></p>	<p>Tennessee's policy is to first try to contact the submitter to correct the inaccurate name; otherwise we reject the filing. Our online filing process only lets the user enter the Secretary of State Control Number for the entity, which is connected to the correct name. So if the document is filed online, the user doesn't get the chance to mistype the name of her entity.</p> <p>This is based on statute and policy. Our filing statute says, "T.C.A. 48-11-301. Filing requirements. ... (c) The document must contain the information required by chapters 11-27 of this title. It may contain other information as well."</p> <p>By not containing the exact name of record for the entity, the document doesn't have the information required for the form and therefore is rejected.</p>
<p><b>Texas</b></p>	
<p><b>Utah</b></p>	<p>Generally Utah does not, so long as we can identify the entity.</p>
<p><b>Vermont</b></p>	
<p><b>Virginia</b></p>	<p>We do not have this problem with annual reports because we have them printed with information from our records: corporation name, principal office address, registered agent name, registered office address, director and officer names and addresses, and authorized shares. This information is also pre-populated for online filings. The customer makes appropriate changes and signs.</p> <p>As to amendments, we see the lack of a period, and perhaps other punctuation marks, as a de minimis deficiency ("The law does not concern itself with trifles"), easily rectified with a pen.</p> <p>This brings to mind, however, business entity names that have been accepted by some of our sister jurisdictions that do not comply with our (and presumably their) entity designation standards. One foreign corporation's name had "Corp" without the period. When we issued a certificate of authority with the period, the customer complained, and we told the customer that the corporation would need to adopt a designated name for use in Virginia that added (per our Code) a proper corporate designation (e.g., ABC Corp Corp.)</p>
<p><b>Washington</b></p>	<p>Washington State is the same as Utah, for Washington filers punctuation is not considered distinguishable.</p>

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West Virginia	
Wisconsin	
Wyoming	

**Additional comments:**

**Full text of email:**

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Thanks!

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