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CHAPTER 4

Name

**SECTION 33‑4‑101.** Corporate name.

 (a) Except as otherwise authorized by either subsection (f) or (g), a corporate name:

 (1) must contain the word “corporation”, “incorporated”, “company”, or “limited”, the abbreviation “corp.”, “inc.”, “co.”, or “ltd.”, or words or abbreviations of like import in another language; and

 (2) may not contain language stating or implying that the corporation is organized for a purpose other than that permitted by Section 33‑3‑101 and its articles of incorporation.

 (b) Except as authorized by subsections (c) and (d), a corporate name must be distinguishable upon the records of the Secretary of State from:

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

 (2) a corporate name reserved or registered under Section 33‑4‑102 or 33‑4‑103;

 (3) the fictitious name adopted by a foreign corporation authorized to transact business in this State because its real name is unavailable;

 (4) the corporate name of a not‑for‑profit corporation incorporated or authorized to transact business in this State;

 (5) the name of a limited partnership authorized to transact business in this State.

 (c) A corporation may apply to the Secretary of State for authorization to use a name that is not distinguishable upon his records from one or more of the names described in subsection (b). The Secretary of State 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 Secretary of State to change its name to a name that is distinguishable upon the records of the Secretary of State from the name of the applying corporation; or

 (2) the applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant’s right to use the name applied for in this State.

 (d) A corporation may use the name (including the fictitious name) of another domestic or foreign corporation that is used in this State if the other corporation is incorporated or authorized to transact business in this State and the proposed user 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) Chapters 1 through 20 of this title does not control the use of fictitious names.

 (f) The following corporations are exempt from subsection (a)(1):

 (1) a bank, building and loan association, savings and loan association, insurance company, public utility, and railroad;

 (2) a corporation which was organized before January 1, 1964, and whose charter or articles of incorporation on the effective date of this Business Corporation Act of 1988 specified a corporate name that would not meet the requirements of subsection (a) of this section, may continue to use that name as its official name;

 (3) nonprofit corporation; and

 (4) a professional corporation governed by Chapter 19 of this title, but the name of the professional corporation must comply with Section 33‑19‑150.

 (g) Any corporation incorporated in South Carolina which, prior to the effective date of Chapters 1 through 20 of this Title, filed a renewable certificate with the Secretary of State adopting an “assumed name” pursuant to the provisions of Section 33‑5‑35 in Section 2 of Act 146 of 1981, and which filed assumed name would not meet the requirements of subsection (a) of this section, may continue to use the name as its name until December 31, 1994, at which time the name of the corporation must meet the requirements of subsections (a) and (b) of this section. If necessary to meet the requirements of subsections (a) and (b), the corporation must amend its articles of incorporation prior to December 31, 1994.

 If any corporation incorporated in South Carolina prior to the effective date of Chapters 1 through 20 of this Title adopted an assumed name which complies with all of the provisions of subsections (a) and (b), that assumed name, upon filing of amended articles designating such name as the name of the corporation, is the corporation’s name.

 No certificate of assumed name may be renewed after the effective date of Chapters 1 through 20 of Title 33, and all such certificates, regardless of stated expiration date, automatically expire on December 31, 1994.

HISTORY: Derived from 1976 Code Section 33‑5‑10 [1962 Code Section 12‑13.1; 1952 Code Sections 12‑58, 12‑58.1; 1942 Code Sections 7726, 7729; 1932 Code Sections 7726, 7729; Civ. C. ‘22 Sections 4301, 4304; Civ. C. ‘12 Sections 1883, 2834; Civ. C. ‘02 Sections 1880, 1883; 1896 (22) 92, 94; 1897 (22) 522; 1900 (23) 386; 1903 (24) 75; 1920 (31) 754; 1923 (33) 157; 1936 (39) 1337; 1951 (47) 196; 1962 (52) 1996; 1963 (53) 327; 1964 (53) 2065; 1981 Act No. 146, Section 2; Repealed, 1988 Act No. 444, Section 2]; 1988 Act No. 444, Section 2; 1990 Act No. 446, Sections 2, 3.

**SECTION 33‑4‑102.** Reserved name.

 (a) A person may reserve the exclusive use of a corporate name, including a fictitious name for a foreign corporation whose corporate name is not available, by delivering an application to the Secretary of State for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the Secretary of State finds that the corporate name applied for is available, he shall reserve the name for the applicant’s exclusive use for a nonrenewable one hundred twenty‑day period.

 (b) The owner of a reserved corporate name may transfer the reservation to another person by delivering to the Secretary of State a signed notice of the transfer that states the name and address of the transferee.

 (c) The name of a corporation administratively dissolved under Section 33‑14‑210 is not subject to reservation for a period of two years from the date the Secretary of State sends a copy of the certificate of dissolution to the corporation as provided by Section 33‑14‑210(b).

HISTORY: Derived from 1976 Code Section 33‑5‑20 [1962 Code Section 12‑13.2; 1962 (52) 1996; 1963 (53) 327; 1981 Act No. 146, Section 2; Repealed, 1988 Act No. 444, Section 2]; 1988 Act No. 444, Section 2; 1991 Act No. 3, Section 3.

**SECTION 33‑4‑103.** Registered name.

 (a) A foreign corporation may register its corporate name, or its corporate name with any addition required by Section 33‑15‑106, if the name is distinguishable upon the records of the Secretary of State from the corporate names that are not available under Section 33‑4‑101(b)(3).

 (b) A foreign corporation registers its corporate name, or its corporate name with any addition required by Section 33‑15‑106, by delivering to the Secretary of State for filing an application:

 (1) setting forth its corporate name, or its corporate name with any addition required by Section 33‑15‑106, the state or country and date of its incorporation, and a brief description of the nature of the business in which it is engaged; and

 (2) accompanied by a certificate of existence (or a document of similar import) from the state or country of incorporation.

 (c) The name is registered for the applicant’s exclusive use upon the effective date of the application.

 (d) A foreign corporation whose registration is effective may renew it for successive years by delivering to the Secretary of State for filing a renewal application, which complies with the requirements of subsection (b), between October first and December thirty‑first of the preceding year. The renewal application, when filed, renews the registration for the following calendar year.

 (e) A foreign corporation whose registration is effective may qualify thereafter as a foreign corporation under the registered name or consent in writing to the use of that name by a corporation thereafter incorporated under Chapters 1 through 20 of this Title or by another foreign corporation thereafter authorized to transact business in this State. The registration terminates when the domestic corporation is incorporated or the foreign corporation qualifies or consents to the qualification of another foreign corporation under the registered name.

HISTORY: Derived from 1976 Code Section 33‑5‑30 [1962 Code Section 12‑13.3; 1962 (52) 1996; 1981 Act No. 146, Section 2; Repealed, 1988 Act No. 444, Section 2]; 1988 Act No. 444, Section 2.

**SECTION 33‑4‑104.** Name change filing requirement when real property owned.

 (a) If a corporation or foreign corporation that owns real property in South Carolina changes its corporate name by amendment of its articles or by merger, share exchange, domestication, conversion, or reorganization, the newly‑named, surviving, acquiring, domesticating, converting, or reorganizing corporation must file a notice of that name change in the office of the register of deeds of the county in South Carolina in which the real property is located. If there is no office in that county, a notice of name change must be filed with the clerk of court of the county in which that real property is located.

 (b) The filing must be by:

 (1) affidavit executed in accordance with the provisions of Section 33‑1‑200 and containing the old and new names of the corporation and describing the real property owned by that corporation; or

 (2) filing a certified copy of the amended articles, articles of merger, articles of conversion, articles of domestication, or articles of share exchange accompanied by a description of the real property; or

 (3) a duly recorded deed of conveyance to the newly‑named surviving, acquiring, domesticating, converting, or reorganizing corporation.

 (c) The affidavit or filed articles must be duly indexed in the index of deeds.

 (d) The purpose of this section is to establish record notice under Chapter 7 of Title 30. Failure to make the required filing of a corporate name change will not affect the legality, force, effect, or enforceability as between the parties of any conveyance or other transaction involving the real estate owned by the affected corporation that is made subsequent to the change in name.

HISTORY: Derived from 1976 Code Section 33‑1‑60 [1962 Code Section 12‑11.6; 1962 (52) 1996; 1963 (53) 327; 1964 (53) 1910; 1968 (55) 3046; 1970 (56) 1932; 1981 Act No. 146, Section 2; Repealed, 1988 Act No. 444, Section 2]; 1988 Act No. 444, Section 2; 2004 Act No. 221, Section 12.