

SENATE No. 459

The Commonwealth of Massachusetts

SENATE, April 28, 1943.

The committee on Bills in the Third Reading, to which was referred the House Bill amending the law relative to corporate names (House, No. 26, changed), reports recommending that the same be amended by substituting therefor a new draft with the same title (Senate, No. 459), and that, when so amended, the same will be correctly drawn.

For the committee,

NEWLAND H. HOLMES.

The Commonwealth of Massachusetts

In the Year One Thousand Nine Hundred and Forty-Three.

AN ACT AMENDING THE LAW RELATIVE TO CORPORATE NAMES.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

1 Chapter one hundred and fifty-five of the General
2 Laws is hereby amended by striking out section nine,
3 as amended by section one of chapter three hundred
4 and twenty-seven of the acts of nineteen hundred and
5 thirty-eight, and inserting in place thereof the fol-
6 lowing section:—

7 *Section 9.* A corporation organized under general
8 laws may assume any name which, in the judgment
9 of the commissioner, indicates that it is a corporation;
10 but it shall not assume the name or trade name of
11 another corporation established under the laws of the
12 commonwealth, or of a corporation, firm, association
13 or person carrying on business in the commonwealth,
14 at the time of incorporation or within three years
15 prior thereto, or assume a name so similar thereto as
16 to be likely to be mistaken for it, except with the
17 written consent of said existing corporation, firm or
18 association or of such person previously filed with the
19 commissioner; provided, that no business corpora-
20 tion, bank or insurance company shall have as a part

21 of its corporate name the word "Commonwealth",
22 "State" or "United States". The supreme judicial
23 or superior court shall have jurisdiction in equity,
24 upon the application of any person interested or
25 affected, to enjoin such corporation from doing busi-
26 ness under a name assumed in violation of any pro-
27 vision of this section, although its certificate or articles
28 of organization may have been approved and a certifi-
29 cate of incorporation may have been issued to it.

30 If within thirty days of the date when the certifi-
31 cate or articles of organization of any corporation are
32 filed in the office of the state secretary any other cor-
33 poration or any firm, association or person carrying
34 on business in the commonwealth at the time when
35 such certificate or articles are so filed, or within three
36 years prior thereto, shall protest in writing to the
37 commissioner that the name assumed by the corpora-
38 tion the certificate or articles of organization of which
39 have been so filed is the same as the name or trade
40 name of the protesting corporation, firm, association
41 or person or so similar thereto as to be likely to be
42 mistaken for it, the commissioner shall, as soon as
43 reasonably may be, hear the party protesting and the
44 corporation which assumed the name, giving written
45 notice of the hearing to each. If after hearing the
46 commissioner shall be of the opinion that the assuming
47 of the name violates any provision of this section he
48 shall, as soon as reasonably may be, file with the state
49 secretary a statement withdrawing his approval of
50 said certificate or articles in so far as it or they relate
51 to the name assumed by the corporation, such with-
52 drawal to take effect sixty days from the date of filing.
53 After the expiration of said period of sixty days the
54 corporation shall have no right to use the name

55 assumed and may be enjoined from doing business
56 under a name assumed in violation of any provision
57 of this section by the supreme judicial or superior
58 court upon application of the attorney general or any
59 person interested or affected.