

BUSINESS AND COMMERCE CODE
TITLE 5. REGULATION OF BUSINESSES AND SERVICES
SUBTITLE A. GENERAL PRACTICES
CHAPTER 71. ASSUMED BUSINESS OR PROFESSIONAL NAME

SUBCHAPTER A. GENERAL PROVISIONS

Sec. 71.001. SHORT TITLE. This chapter may be cited as the Assumed Business or Professional Name Act.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Sec. 71.002. DEFINITIONS. In this chapter:

(1) "Address" means:

(A) a post office address; and

(B) a street address, if the street address is not the same as the post office address.

(2) "Assumed name" means:

(A) for an individual, a name that does not include the surname of the individual;

(B) for a partnership, a name that does not include the surname or other legal name of each joint venturer or general partner;

(C) for an individual or a partnership, a name, including a surname, that suggests the existence of additional owners by including words such as "Company," "& Company," "& Son," "& Sons," "& Associates," "Brothers," and similar words, but not words that merely describe the business being conducted or the professional service being rendered;

(D) for a limited partnership, a name other than the name stated in its certificate of formation;

(E) for a company, a name used by the company;

(F) for a corporation, a name other than the name stated in its certificate of formation or a comparable document;

(G) for a limited liability partnership, a name other than the name stated in its application filed with the office of the secretary of state or a comparable document; and

(H) for a limited liability company, a name other than the name stated in its certificate of formation or a comparable document, including the name of any series of the limited liability company established by its company agreement.

(3) "Certificate" means an assumed name certificate.

(4) "Company" means a real estate investment trust, a joint-stock company, or any other business, professional, or other association or legal entity that is not incorporated, other than a partnership, limited partnership, limited liability company, limited liability partnership, or foreign filing entity.

(5) "Corporation" means:

(A) a domestic or foreign corporation, professional corporation, professional association, or other corporation; or

(B) any other business, professional, or other association or legal entity that is incorporated.

(6) "Estate" means a person's property that is administered by a representative.

(6-a) "Foreign filing entity" means an entity formed under the laws of a jurisdiction other than this state that registers or is required by law to register with the secretary of state to conduct business or render professional services in this state under Chapter 9, Business Organizations Code.

(7) "Office" means:

(A) for a person that is not an individual or that is a corporation that is not required to or does not maintain a registered office in this state, the person's:

(i) principal office; and

(ii) principal place of business if not the same as the person's principal office; and

(B) for a corporation, limited partnership, limited liability partnership, limited liability company, or foreign filing entity that is required to maintain a registered office in this state, the entity's:

(i) registered office; and

(ii) principal office if not the same as the entity's registered office.

(8) "Partnership" means a joint venture or general partnership other than a limited partnership or a limited liability partnership.

(9) "Person" includes an individual, partnership, limited partnership, limited liability company, limited liability partnership, company, corporation, or foreign filing entity.

(10) "Registrant" means a person who has filed, or on whose behalf there has been filed, a certificate under this chapter or other law.

(11) "Representative" means a trustee, administrator, executor, independent executor, guardian, conservator, trustee in bankruptcy, receiver, or other person appointed by a court or by trust or will to have custody of, take possession of, have title to, or otherwise be empowered to control the person or property of any person.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. 1442), Sec. 62, eff. September 1, 2009.

Acts 2013, 83rd Leg., R.S., Ch. 312 (H.B. 1624), Sec. 1, eff. September 1, 2013.

Sec. 71.003. APPLICABILITY OF CHAPTER. (a) This chapter does not apply to an insurer authorized to engage in business in this state and described in Subchapter A, Chapter 805, Insurance Code, except as specifically provided by the Insurance Code.

(b) This chapter does not require a corporation, limited partnership, limited liability partnership, limited liability company, or foreign filing entity or its shareholders, associates, partners, or members to file a certificate to conduct business or render a professional service in this state under the name of the entity as stated in the certificate of formation, application filed with the office of the secretary of state, or other comparable document of the entity.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. 1442), Sec. 63, eff. September 1, 2009.

SUBCHAPTER B. REQUIREMENTS APPLICABLE TO CERTAIN UNINCORPORATED
PERSONS

Sec. 71.051. CERTIFICATE FOR CERTAIN UNINCORPORATED PERSONS. A person must file a certificate under this subchapter if the person regularly conducts business or renders a professional service in this state under an assumed name other than as a corporation, limited partnership, limited liability partnership, limited liability company, or foreign filing entity.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. 1442), Sec. 64, eff. September 1, 2009.

Sec. 71.052. CONTENTS OF CERTIFICATE. The certificate must state:

(1) the assumed name under which the business is or is to be conducted or the professional service is or is to be rendered;

(2) if the registrant is:

(A) an individual, the individual's full name and residence address;

(B) a partnership:

(i) the venture or partnership name;

(ii) the venture or partnership office address;

(iii) the full name of each joint venturer or general partner; and

(iv) each joint venturer's or general partner's residence address if the venturer or partner is an individual or the joint venturer's or general partner's office address if the venturer or partner is not an individual;

(C) an estate:

(i) the name of the estate;
(ii) the estate's office address, if any;
(iii) the full name of each representative
of the estate; and

(iv) each representative's residence
address if the representative is an individual or the
representative's office address if the representative is not an
individual;

(D) a real estate investment trust:

(i) the name of the trust;
(ii) the address of the trust;
(iii) the full name of each trustee
manager; and

(iv) each trustee manager's residence
address if the trustee manager is an individual or the trustee
manager's office address if the trustee manager is not an
individual; or

(E) a company, other than a real estate
investment trust:

(i) the name of the company;
(ii) the state, country, or other
jurisdiction under the laws of which the company was organized; and
(iii) the company's office address;

(3) the period, not to exceed 10 years, during which
the registrant will use the assumed name; and

(4) a statement specifying that the business that is
or will be conducted or the professional service that is or will be
rendered in the county under the assumed name is being or will be
conducted or rendered as a proprietorship, sole practitioner,
partnership, real estate investment trust, joint-stock company, or
other form of unincorporated business or professional association
or entity other than a limited partnership, limited liability
company, limited liability partnership, or foreign filing entity.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01,
eff. April 1, 2009.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. [1442](#)), Sec. 65, eff.

September 1, 2009.

Sec. 71.053. EXECUTION OF CERTIFICATE. (a) The certificate must be executed and acknowledged:

(1) by each individual whose name is required to be stated in the certificate or the individual's representative or attorney-in-fact; and

(2) under oath on behalf of each person whose name is required to be stated in the certificate and who is not an individual, by:

(A) the person's representative or attorney-in-fact; or

(B) a joint venturer, general partner, trustee manager, officer, or other person having authority regarding the person comparable to the person's representative or attorney-in-fact.

(b) A certificate executed and acknowledged by an attorney-in-fact must include a statement that the attorney has been authorized in writing by the attorney's principal to execute and acknowledge the certificate.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01, eff. April 1, 2009.

Sec. 71.054. PLACE OF FILING. A person shall file the certificate in the office of the county clerk in each county in which the person:

(1) has or will maintain business or professional premises; or

(2) conducts business or renders a professional service, if the person does not or will not maintain business or professional premises in any county.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01, eff. April 1, 2009.

SUBCHAPTER C. REQUIREMENTS APPLICABLE TO INCORPORATED BUSINESS OR
PROFESSION AND CERTAIN OTHER ENTITIES

Sec. 71.101. CERTIFICATE FOR INCORPORATED BUSINESS OR PROFESSION, LIMITED PARTNERSHIP, LIMITED LIABILITY PARTNERSHIP, LIMITED LIABILITY COMPANY, OR FOREIGN FILING ENTITY. A corporation, limited partnership, limited liability partnership, limited liability company, or foreign filing entity must file a certificate under this subchapter if the entity:

(1) regularly conducts business or renders professional services in this state under an assumed name; or

(2) is required by law to use an assumed name in this state to conduct business or render professional services.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. 1442), Sec. 66, eff. September 1, 2009.

Sec. 71.102. CONTENTS OF CERTIFICATE. The certificate must state:

(1) the assumed name under which the business is or is to be conducted or the professional service is or is to be rendered;

(2) the registrant's name as stated in the registrant's certificate of formation or application filed with the office of the secretary of state or other comparable document;

(3) the state, country, or other jurisdiction under the laws of which the registrant was incorporated or organized;

(4) the period, not to exceed 10 years, during which the registrant will use the assumed name;

(5) a statement specifying that the registrant is:

(A) a for-profit corporation, nonprofit corporation, professional corporation, professional association, or other type of corporation;

(B) a limited partnership, limited liability partnership, or limited liability company; or

(C) another type of incorporated business, professional or other association, or legal entity, foreign or domestic;

(6) the street or mailing address of the registrant's

principal office in this state or outside this state, as applicable; and

(7) the county or counties in this state where the registrant is or will be conducting business or rendering professional services under the assumed name.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. 1442), Sec. 67, eff. September 1, 2009.

Acts 2013, 83rd Leg., R.S., Ch. 563 (S.B. 699), Sec. 1, eff. September 1, 2013.

Sec. 71.103. PLACE OF FILING. (a) A corporation, limited partnership, limited liability partnership, limited liability company, or foreign filing entity required to file a certificate under Section 71.101 shall file the certificate in the office of the secretary of state.

(b) Repealed by Acts 2019, 86th Leg., R.S., Ch. 900 (H.B. 3609), Sec. 2, eff. September 1, 2019.

(c) Repealed by Acts 2019, 86th Leg., R.S., Ch. 900 (H.B. 3609), Sec. 2, eff. September 1, 2019.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. 1442), Sec. 68, eff. September 1, 2009.

Acts 2019, 86th Leg., R.S., Ch. 900 (H.B. 3609), Sec. 1, eff. September 1, 2019.

Acts 2019, 86th Leg., R.S., Ch. 900 (H.B. 3609), Sec. 2, eff. September 1, 2019.

Sec. 71.104. EXECUTION OF CERTIFICATE. (a) A certificate filed in the secretary of state's office must be executed by an officer, general partner, member, manager, or representative of or attorney-in-fact for the registrant.

(b) Repealed by Acts 2019, 86th Leg., R.S., Ch. 900 (H.B.

3609), Sec. 2, eff. September 1, 2019.

(c) A certificate executed by an attorney-in-fact must include a statement that the attorney has been authorized in writing by the attorney's principal to execute the certificate.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Amended by:

Acts 2019, 86th Leg., R.S., Ch. 900 (H.B. 3609), Sec. 2, eff. September 1, 2019.

SUBCHAPTER D. GENERAL PROVISIONS REGARDING ASSUMED NAME

CERTIFICATE

Sec. 71.151. DURATION AND RENEWAL OF CERTIFICATE. (a) A certificate is effective for a term not to exceed 10 years from the date the certificate is filed.

(b) A certificate is void at the end of the certificate's stated term, unless within six months preceding the certificate's expiration date the registrant files in the office of a county clerk and the secretary of state, if applicable, a renewal certificate complying with the requirements of this chapter for an original certificate.

(c) A registrant may renew a certificate under this section for any number of successive terms, but each term may not exceed 10 years.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Sec. 71.152. MATERIAL CHANGE IN INFORMATION; NEW CERTIFICATE. (a) Not later than the 60th day after an event occurs that causes the information in a certificate to become materially misleading, a registrant must file a new certificate complying with this chapter in the office in which the original or renewal certificate was filed.

(b) An event that causes the information in a certificate to become materially misleading includes:

(1) a change in the name, identity, entity, form of

business or professional organization, or location of a registrant;

(2) for a proprietorship or sole practitioner, a change in ownership; or

(3) for a partnership:

(A) the admission of a new partner or joint venturer; or

(B) the end of a general partner's or joint venturer's association with the partnership.

(c) A new certificate filed under this section is effective for a term not to exceed 10 years from the date the certificate is filed.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01, eff. April 1, 2009.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. [1442](#)), Sec. 69, eff. September 1, 2009.

Sec. 71.153. ABANDONMENT OF USE OF BUSINESS OR PROFESSIONAL NAME. (a) A registrant who has filed a certificate under this chapter and who ceases to conduct business or render professional services in this state under the assumed name stated in the certificate may file a statement of abandonment of use of the assumed name in the office in which the registrant's certificate was filed.

(b) The statement of abandonment of use of an assumed name must state:

(1) the assumed name being abandoned;

(2) the date on which the certificate was filed in the office in which the statement of abandonment is being filed and in any other office in which the certificate was filed; and

(3) the registrant's name and residence or office address as required for a certificate filed under this chapter.

(c) A statement of abandonment must be executed and acknowledged in the same manner as if the registrant were filing a certificate under this chapter.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01, eff. April 1, 2009.

Sec. 71.154. INDEX OF CERTIFICATES. (a) The secretary of state and each county clerk shall keep an alphabetical index of:

(1) all assumed names that have been filed in the office of the respective officer; and

(2) the persons filing the certificates.

(b) A copy of a certificate or statement is presumptive evidence in any court in this state of the facts contained in the copy if the copy is certified to by:

(1) the county clerk in whose office the certificate or statement was filed; or

(2) the secretary of state.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01, eff. April 1, 2009.

Sec. 71.155. FILING FEES. (a) Except as provided by Subsection (a-1), the county clerk shall collect a fee of:

(1) \$2 for filing each certificate or statement required or permitted to be filed under this chapter; and

(2) 50 cents for each name to be indexed.

(a-1) The county clerk may waive all fees under Subsection (a) for a registrant who is a military veteran. In this subsection, "military veteran" has the meaning assigned by Section [55.001](#), Occupations Code.

(b) The secretary of state shall collect for the use of this state a fee of:

(1) \$25 for indexing and filing each certificate or statement required or permitted to be filed under this chapter; and

(2) \$10 for filing each statement of abandonment of use of an assumed name.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01, eff. April 1, 2009.

Amended by:

Acts 2017, 85th Leg., R.S., Ch. 262 (H.B. [1646](#)), Sec. 1, eff. September 1, 2017.

Sec. 71.156. PRESCRIBED FORMS. (a) The secretary of state

may prescribe a form to be used for filing a certificate or statement that complies with this chapter in the secretary's office or in the office of any county clerk in this state.

(b) Unless otherwise specifically provided by law, the use of a form prescribed under this section is not mandatory.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Sec. 71.157. EFFECT OF FILING. (a) This chapter does not give a registrant a right to use the assumed name in violation of the common or statutory law of unfair competition or unfair trade practices, common law copyright, or similar law.

(b) The filing of a certificate under this chapter does not in itself constitute actual use of the assumed name stated in the certificate for purposes of determining priority of rights.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

Sec. 71.158. FILING OF REPRODUCTION. (a) The secretary of state may accept for filing a photographic, photostatic, or similar reproduction of a signed original document required or authorized to be filed in the secretary's office under this chapter.

(b) A signature on a document required or authorized to be filed in the secretary of state's office under this chapter may be a facsimile.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. 2278), Sec. 2.01, eff. April 1, 2009.

SUBCHAPTER E. PENALTIES

Sec. 71.201. CIVIL ACTION; SANCTION. (a) A person's failure to comply with this chapter does not impair the validity of any contract or act by the person or prevent the person from defending any action or proceeding in any court of this state, but the person may not maintain in a court of this state an action or proceeding arising out of a contract or act in which an assumed name was used until an original, new, or renewed certificate has been

filed as required by this chapter.

(b) In an action or proceeding brought against a person who has not complied with this chapter, the court may award the plaintiff or other party bringing the action or proceeding expenses incurred, including attorney's fees, in locating and effecting service of process on the defendant.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01, eff. April 1, 2009.

Sec. 71.202. CRIMINAL PENALTY: GENERAL VIOLATION. (a) A person commits an offense if the person:

(1) conducts business or renders a professional service in this state under an assumed name; and

(2) intentionally violates this chapter.

(b) An offense under this section is a Class A misdemeanor.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01, eff. April 1, 2009.

Sec. 71.203. CRIMINAL PENALTY: FRAUDULENT FILING. (a) A person may not knowingly or intentionally sign and present for filing or cause to be presented for filing a document authorized or required to be filed under this chapter that:

(1) indicates that the person signing the document has the authority to act on behalf of the entity for which the document is presented and the person does not have that authority;

(2) contains a material false statement; or

(3) is forged.

(b) A person commits an offense if the person violates Subsection (a). An offense under this subsection is punishable as if it were an offense under Section [37.10](#), Penal Code.

Added by Acts 2007, 80th Leg., R.S., Ch. 885 (H.B. [2278](#)), Sec. 2.01, eff. April 1, 2009.