

§ 301. Corporate name; general.

(a) Except as otherwise provided in this chapter, the name of a domestic or foreign corporation:

(1) Shall contain the word "corporation", "incorporated" or "limited", or an abbreviation of one of such words; or, in the case of a foreign corporation, it shall, for use in this state, add at the end of its name one of such words or an abbreviation thereof.

(2) (i) Shall be such as to distinguish it from the names of corporations of any type or kind, or a fictitious name of an authorized foreign corporation filed pursuant to article thirteen of this chapter, as such names appear on the index of names of existing domestic and authorized foreign corporations of any type or kind, including fictitious names of authorized foreign corporations filed pursuant to article thirteen of this chapter, in the department of state, division of corporations, or a name the right to which is reserved.

(ii) Shall be such as to distinguish it from (A) the names of domestic limited liability companies, (B) the names of authorized foreign limited liability companies, (C) the fictitious names of authorized foreign limited liability companies, (D) the names of domestic limited partnerships, (E) the names of authorized foreign limited partnerships, or (F) the fictitious names of authorized foreign limited partnerships, in each case, as such names appear on the index of names of existing domestic and authorized foreign limited liability companies, including fictitious names of authorized foreign limited liability companies, in the department of state, or on the index of names of existing domestic or authorized foreign limited partnerships, including fictitious names of authorized foreign limited partnerships, in the department of state, or names the rights to which are reserved; provided, however, that no corporation that was formed prior to the effective date of this clause and no foreign corporation that was qualified to do business in this state prior to such effective date shall be required to change the name or fictitious name it had on such effective date solely by reason of such name or fictitious name being indistinguishable from the name or fictitious name of any domestic or authorized foreign limited liability company or limited partnership or from any name the right to which is reserved by or on behalf of any domestic or foreign limited liability company or limited partnership.

(3) Shall not contain any word or phrase, or any abbreviation or derivative thereof, the use of which is prohibited or restricted by any other statute of this state, unless in the latter case the restrictions have been complied with.

(4) Shall not contain any word or phrase, or any abbreviation or derivative thereof, in a context which indicates or implies that the corporation, if domestic, is formed or, if foreign, is authorized for any purpose or is possessed in this state of any power other than a purpose for which, or a power with which, the domestic corporation may be and is formed or the foreign corporation is authorized.

(5)(A) Shall not contain any of the following phrases, or any abbreviation or derivative thereof:

board of trade	state police	urban development
chamber of commerce	state trooper	urban relocation
community renewal	tenant relocation	

(B) Shall not contain any of the following words, or any abbreviation or derivative thereof:

acceptance	endowment	loan
annuity	fidelity	mortgage
assurance	finance	savings
bank	guaranty	surety
benefit	indemnity	title
bond	insurance	trust
casualty	investment	underwriter
doctor	lawyer	

unless the approval of the superintendent of financial services is attached to the certificate of incorporation, or application for authority or amendment thereof; or that the word "doctor" or "lawyer" or an abbreviation or derivation thereof is used in the name of a university faculty practice corporation formed pursuant to section fourteen hundred twelve of the not-for-profit corporation law or a professional service corporation formed pursuant to article fifteen of this chapter, or a foreign professional service corporation authorized to do business in this state pursuant to article fifteen-A of this chapter, the members or shareholders of which are composed exclusively of doctors or lawyers, respectively, or are used in a context which clearly denotes a purpose other than the practice of law or medicine.

(6) Shall not, unless the approval of the state board of standards and appeals is attached to the certificate of incorporation, or application for authority or amendment thereof, contain any of the following words or phrases, or any abbreviation or derivative thereof: union, labor, council, industrial organization, in a context which indicates or implies that the domestic corporation is formed or the foreign corporation authorized as an organization of working men or women or wage earners or for the performance, rendition or sale of services as labor or management consultant, adviser or specialist, or as negotiator or arbitrator in labor-management disputes.

(7) Shall not, unless the approval of the state department of social services is attached to the certificate of incorporation, or application for authority or amendment thereof, contain the word "blind" or "handicapped". Such approval shall be granted by the state department of social services, if in its opinion the word "blind" or "handicapped" as used in the corporate name proposed will not tend to mislead or confuse the public into believing that the corporation is organized for charitable or non-profit purposes related to the blind or the handicapped.

(8) Shall not contain any words or phrases, or any abbreviation or derivation thereof in a context which will tend to mislead the public into believing that the corporation is an agency or instrumentality of the United States or the state of New York or a subdivision thereof or is a public corporation.

(9) Shall not contain any word or phrase, or any abbreviation or derivation thereof, which, separately, or in context, shall be indecent or obscene, or shall ridicule or degrade any person, group, belief, business or agency of government, or indicate or imply any unlawful activity.

(10) Shall not, unless the approval of the attorney general is attached to the certificate of incorporation, or application for authority or amendment thereof, contain the word "exchange" or any abbreviation or derivative thereof. Such approval shall not be granted by the attorney general, if in his opinion the use of the word "exchange" in the proposed corporate name would falsely imply that the corporation conducts its business at a place where trade is carried on in securities or commodities by brokers, dealers, or merchants.

(11) Shall not, unless the consent of the commissioner of education is endorsed on or annexed to the certificate of incorporation, contain the words "school;" "education;" "elementary;" "secondary;" "kindergarten;" "prekindergarten;" "preschool;" "nursery school;" "museum;" "history;" "historical;" "historical society;" "arboretum;" "library;" "college;" "university" or other term restricted by section two hundred twenty-four of the education law; "conservatory," "academy," or "institute," or any abbreviation or derivative of such terms. Such consent shall not be granted by the commissioner of education, if in the commissioner's opinion, the use of such terms in the corporate name is likely to mislead or confuse the public into believing that the corporation is organized for non-profit educational purposes or for educational business purposes that are not specified in the corporate purposes and powers contained in its certificate of incorporation.