SPONSOR: Rep. Griffith & Sen. Townsend

HOUSE OF REPRESENTATIVES
153rd GENERAL ASSEMBLY

HOUSE BILL NO. 40
AS AMENDED BY
HOUSE AMENDMENT NO. 1

AN ACT TO AMEND CHAPTER 459, VOLUME 84 OF THE LAWS OF DELAWARE AND TITLES 6, 29, AND 30 OF THE DELAWARE CODE RELATING TO THE REGISTRATION OF TRADE NAMES.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE (Three-fifths of all members elected to each house thereof concurring therein):

Section 1. Amend Chapter 459, Volume 84 of the Laws of Delaware relating to the Registration of Trade Names by making deletions as shown by strike through and insertions as shown by underline as follows:

Section 2. This Act takes effect on ~~February 1,~~ June 2, 2025.

Section 2. Amend Chapter 31, Title 6 of the Delaware Code by making deletions as shown by strike through and insertions as shown by underline as follows:

Chapter 31. REGISTRATION OF TRADE ~~NAMES, PARTNERSHIPS AND ASSOCIATIONS~~ NAMES

§ 3103. ~~Sole proprietor, partnership, and association~~ Trade name registry; duty of Division of Revenue; fee for filing certificate [Effective Feb. 1, 2025].

The Division of Revenue shall number the certificates when filed, consecutively, and endorse thereon the date of filing, and electronically record such filings in a registry which the Division of Revenue shall create for that purpose, which is named ~~"Sole Proprietorship, Partnership and Association Trade Name Registry,"~~ the "Delaware Trade Name Registry". This registry shall reflect, for each filing, the trade name and title of the person, firm or association, the date of the filing of the certificate, the date of the formation or change in the formation of the firm or association, and the number thereof. For the filing and making of the entries, the Division of Revenue shall collect from the person filing the certificate a fee of $25, which amounts shall be credited to the account of the Division of Revenue to be disposed of in the same manner as other fees which are by law payable to the Division of Revenue.

§ 3104. Unincorporated associations [Effective Feb. 1, 2025].

No unincorporated association of persons shall transact business in this State, unless the individual names of all concerned therein shall be first certified by an officer of such association and filed with the Division of Revenue. This section shall not apply to ~~partnerships.~~ partnerships or limited liability companies.

§ 3105. False affidavit; penalty.

HD : RW : DS : 0161530008
DLS : HVW : CBM : 5081530017
Released: 01/30/2025 05:15 PM

Whoever willfully makes or files, under §§ 3101, ~~3102 and 3103~~ 3102, 3103, or 3108 of this title, any affidavit which is false commits the crime of false swearing and shall be punishable therefor.

§ 3108. Registration of trade names of corporations and limited liability companies.

(a) A corporation or limited liability company transacting business within the limits of this State under a trade name or title that does not disclose the legal name of the corporation or limited liability company may, but is not required to, register the trade name by filing a certificate under the hand of an authorized person of the corporation or limited liability company with the Division of Revenue designating the trade name or title and the legal name of the corporation or limited liability company. All certificates filed under this subsection must:

(1) Show the date when the corporation or limited liability company was organized and the state of formation.

(2) Attach to the certificate an affidavit of the person signing it to the effect that the facts therein stated are true and correct.

(b) A Delaware corporation or Delaware limited liability company that does not engage in, prosecute, or transact any business within the limits of this State may, but is not required to, register a trade name or title that does not disclose the legal name of such corporation or limited liability company by filing a certificate under the hand of an authorized person of the corporation or limited liability company with the Division of Revenue designating the trade name or title and the legal name of the corporation or limited liability company accompanied by a certificate of good standing from the Secretary of State. Persons desiring to register a trade name shall first acquire a special trade name license from the Division of Revenue pursuant to §2306 of Title 30.

(c) The Division of Revenue must do all of the following:

(1) Number the certificates filed under this section consecutively.

(2) Record the date of filing on the certificate.

(3) Electronically record the filed certificates in the Delaware Trade Name Registry. Entries must reflect the trade name and title of the corporation or limited liability company and the date of the filing of the certificate. For the filing and making of the entries, the Division of Revenue must collect from the person filing the certificate a fee of $25, which amount shall be credited to the account of the Division of Revenue to be disposed of in the same manner as other fees which are by law payable to the Division of Revenue.

(d) The Division of Revenue may adopt regulations to implement, administer, and enforce this section.

Section 3. Amend Subchapter 1, Chapter 83, Title 29 of the Delaware Code by making insertions as shown by underline as follows:

§ 8305. Division of Revenue.

The Division of Revenue is established having powers, duties and functions as follows:

(8) The Division is authorized to require payment of fees for issuance of certificates or other ~~documents~~ documents, including those reflecting the status of taxes, if any owed, by the tax payer requesting such certificate. In addition, the Division is authorized to specify payment of fees for collection of debts owed to claimant agencies. Payment of these fees shall be deemed to reduce the contractual services expenditures of the Division and shall be recorded as expenditure-reducing items.

Section 4. Amend Chapter 23, Title 30 of the Delaware Code by making insertions as shown by underline as follows:

§ 2306. Special license requirements for certain Delaware entities registering a trade name.

(a) Persons that desire to register a trade name under § 3108(b) of Title 6 shall first acquire a special trade name license from the Division of Revenue. All licenses issued under this section require the payment of a $25 fee and shall be for a term of 1 year, expiring on December 31 of the year issued. Lost or stolen license certificates may be replaced for their unexpired terms upon payment of a $15 fee to the Division of Revenue. Entities licensed under this section may, but are not required to, renew their licenses for a term of 3 years upon payment of a license fee equal to 3 times the fee in effect for said license at the time of renewal.

(b) The additional license fee imposed by § 2301(d) of this title shall not apply to trade name registrants solely because of a filing and making of the entries described in § 3108 of Title 6 or the payment of fees under this section.

(c) The Division of Revenue may adopt regulations to implement, administer, and enforce this section.

Section 5. Section 1 of this Act takes effect upon enactment. Sections 2 through 4 of this Act take effect on June 2, 2025.