

The State of South Carolina



Office of the Attorney General

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January 8, 1990

The Honorable John T. Campbell
Secretary of State
State of South Carolina
P. O. Box 11350
Columbia, South Carolina 29211

Dear Mr. Secretary:

Your letter of November 29, 1989 to Attorney General Medlock has been referred to me for response. The question which you appear to ask in that letter may be framed as follows: In view of the provisions of Section 33-15-106(a)(2) of the 1976 S. C. Code of Laws, as amended, may a foreign corporation adopt more than one fictitious name at a time for use in this State?

In relevant part, Section 33-15-106(a)(2) provides that a foreign corporation may "use a fictitious name in this State if its real name is unavailable and it delivers to the Secretary of State for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name....".

The resolution of the issue raised by your question requires an effort to determine the intent of the Legislature. State v. Martin, 293 S.C. 46, 358 S.E.2d 697, (1987). In that regard, one should note that the language of a statute should be read in a sense which harmonizes with its subject matter and accords with its general purpose. Multi-Cinema, Ltd. v. S. C. Tax Commission, 292 S.C. 411, 357 S.E.2d 6, (1987).

In the matter at hand, it is evident the intent and purpose of 33-15-106(a) is to ensure that each foreign corporation granted a certificate of authority to transact

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business in the State of South Carolina has a unique official name, distinguishable upon the records of the Secretary of State from any other corporate name. (See: Official Comment to Section 33-15-106). Subsection (a)(2) of Section 33-15-106 provides a mechanism by which a foreign corporation may use a fictitious name if its real name is unavailable. In such event, the fictitious name will become the official corporate name of the foreign corporation for purposes of its activities in the State of South Carolina.

There would seem to be no need for a foreign corporation to have more than one official corporate name at a time in this State and the statutory scheme does not appear to contemplate such a circumstance. Indeed, Section 33-15-104(a)(1) requires a foreign corporation to obtain an amended certificate of authority from the Secretary of State if it changes its official corporate name. Consequently, the records maintained by the Secretary of State will reflect only one official corporate name at a time for a foreign corporation.

Accordingly, it is the opinion of this Office that the intent of Section 33-15-106(a)(2) is to permit a foreign corporation to adopt for use in this State no more than one fictitious name at a time.


I trust that the foregoing information provides an adequate response to your question. Please advise me if you require any further assistance.

Very truly yours,



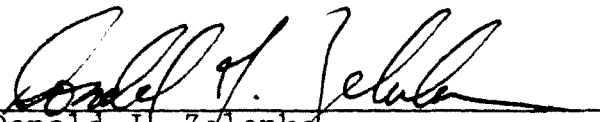
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