

**CHAPTER 2**

**DIVISION OF COMMERCIAL RECORDING**

**Authority**

P.L. 1982, c.150, P.L. 1987, c.435, P.L. 1988, c.94 and P.L. 1992, c.124; N.J.S.A. 52:16A-11.

**Source and Effective Date**

R.1993 d.193, effective April 12, 1993.  
See: 25 N.J.R. 901(a), 25 N.J.R. 1884(a).

**Executive Order No. 66(1978) Expiration Date**

Chapter 2, Division of Commercial Recording, expires on April 12, 1998.

**Chapter Historical Note**

Chapter 2, Division of Commercial Recording, became effective with Subchapter 1, Expedited Services, adopted as R.1983 d.61, effective March 7, 1983. See: 15 N.J.R. 14(a), 15 N.J.R. 340(d). Pursuant to Executive Order No. 66(1978), Chapter 2 expired on March 7, 1988, and subsequently was adopted as new rules by R.1988 d.202, effective May 2, 1988. See: 20 N.J.R. 522(b), 20 N.J.R. 997(a). Subchapter 2, Preclearance of Documents, and Subchapters 3, Name Availability, were adopted as R.1989 d.89, effective February 21, 1989. See: 20 N.J.R. 2998(a), 21 N.J.R. 452(a). Pursuant to Executive Order No. 66(1978), Chapter 2 was readopted as R.1993 d.193. See: Source and Effective Date. See, also, section annotations for specific rulemaking activity.

**CHAPTER TABLE OF CONTENTS**

**SUBCHAPTER 1. EXPEDITED SERVICES**

- 15:2-1.1 Services which will be provided on an expedited basis
- 15:2-1.2 Definitions
- 15:2-1.3 Exception: computer breakdown
- 15:2-1.4 Fees for expedited service
- 15:2-1.5 Method of payment of fees for expedited service

**SUBCHAPTER 2. PRECLEARANCE OF DOCUMENTS**

- 15:2-2.1 Documents which may be submitted for preclearance
- 15:2-2.2 Preclearance submission procedure
- 15:2-2.3 Preclearance fees
- 15:2-2.4 Method of payment of fees for preclearance service

**SUBCHAPTER 3. NAME AVAILABILITY**

- 15:2-3.1 Distinguishable defined

**SUBCHAPTER 1. EXPEDITED SERVICES**

**15:2-1.1 Services which will be provided on an expedited basis**

(a) The Department of State shall provide expedited over the counter corporate services for the following requests:

1. Any information contained in the annual report of a corporation or a limited partnership;

2. A certificate of standing, either long form, short form, or certificate listing charter documents;

3. A certified or uncertified copy of document, except trade name filing, filed with the Department of State;

4. A certificate as to the existence or nonexistence of any document, except trade name filings on record with the Division of Commercial Recording;

5. The availability of a corporate name or a limited partnership name;

6. Filing corporate documents or limited partnership documents;

7. The name and address of the registered agent of a corporation or limited partnership;

8. The filing date of a certificate of incorporation for a domestic corporation or the filing date of a certificate of limited partnership or the filing date for a certificate of qualification for a foreign corporation or limited partnership;

9. The name and address of the corporation's or a limited partnership's registered agent;

10. A U.C.C. 1 filing pursuant to N.J.S.A. 12A:9-401 et seq.;

11. A U.C.C. 3 filing pursuant to N.J.S.A. 12A:9-401 et seq.;

12. A U.C.C. 11 search pursuant to N.J.S.A. 12A:9-401 et seq. provided that the U.C.C 11 search shall not exceed 20 filings. Searches over 20 filings can be expedited but may not be completed within the same day.

13. An application to be a Notary Public;

14. An application to renew one's commission as a Notary Public;

15. Certification of an official signature on a document, when the official's signature is on file with the Department of State. This includes the issuances of apostilles.

(b) The Division of Commercial Recording shall provide expedited telephone service for the following requests:

1. The availability of a corporate name or limited partnership name;

2. Whether or not a corporation's certificate of incorporation or authority has been voided or revoked;

3. The name and address of the registered agent of a corporation or limited partnership;

4. The filing date of a certificate of incorporation for a domestic corporation or limited partnership or the filing date for a certificate of qualification for a foreign corporation or limited partnership;

5. The name and address of the registered agent of a corporation or limited partnership which has filed a fictitious/alternate name certificate;

6. The date when the last annual report was filed for a corporation or limited partnership.

Amended by R.1985 d.327, effective July 1, 1985.  
See: 17 N.J.R. 897(a), 17 N.J.R. 1670(a).  
Amended by R.1988 d.202, effective May 2, 1988.  
See: 20 N.J.R. 522(b), 20 N.J.R. 997(a).

### 15:2-1.2 Definitions

The words and terms used in this chapter shall have the following meanings, unless the context clearly indicates otherwise.

“Expedited service” means priority same day service effected in a fast and efficient manner.

“Over the counter services” means:

1. Documents delivered to the Commercial Recording Division, Expedited Services counter by hand or by express mail (Federal Express, etc.);

2. Subject to the approval of the Secretary of State, documents telefaxed or transmitted electronically to the Commercial Recording Division;

3. Information requests made at the Commercial Recording Division Expedited Service counter or any other location designated by the Secretary of State.

“Same Day” means as soon as possible but no later than 8½ business hours from the time the request is received. The business day runs from 8:30 A.M. to 5:00 P.M. on all weekdays other than State holidays.

Amended by R.1988 d.202, effective May 2, 1988.  
See: 20 N.J.R. 522(b), 20 N.J.R. 997(a).

### 15:2-1.3 Exception: computer breakdown

(a) Expedited service shall be rendered as soon as possible but may extend beyond the same day if the computer system utilized by the commercial recording division is down, making response impossible.

(b) Any over the counter service may be rejected by the Secretary of State, unless the submission has a cover sheet issued by the Secretary of State. The Secretary of State may design the cover sheet and the Secretary may from time to time redesign the cover sheet.

Amended by R.1985 d.327, effective July 1, 1985.  
See: 17 N.J.R. 897(a), 17 N.J.R. 1670(a).  
“Commercial” substituted for “corporate”.  
Amended by R.1988 d.202, effective May 2, 1988.  
See: 20 N.J.R. 522(b), 20 N.J.R. 997(a).

### 15:2-1.4 Fees for expedited service

(a) Fees for over the counter corporation service shall be as follows:

1. Filing of document:

- i. Without certified copy; statutory fee plus \$10.00;
- ii. With copy to be certified: statutory filing fee, certification fee of \$25.00 plus \$10.00.

2. Request for copy of annual report requested at the same time:

- i. One report—\$2.00 plus \$10.00;
- ii. Two reports—\$4.00 plus \$10.00;
- iii. Three reports—\$6.00 plus \$10.00;
- iv. Four reports—\$8.00 plus \$15.00;
- v. Five reports—\$10.00 plus \$15.00;
- vi. Six reports—\$12.00 plus \$15.00;
- vii. Seven reports—\$14.00 plus \$20.00;
- viii. Eight reports—\$16.00 plus \$20.00;
- ix. Nine reports—\$18.00 plus \$20.00;
- x. Ten reports—\$20.00 plus \$25.00.

3. Certificate of standing:

i. Short form standing certificate which includes registered agent and registered office: \$25.00 plus \$10.00;

ii. Long form standing certificate which includes registered agent, registered office, incorporators, officers, directors, and number of authorized shares: \$25.00 plus \$10.00.

4. Status report(s) which includes name availability, the name and address of the registered agent, corporation or limited partnership name, whether corporation charter is still valid, and whether the corporation or limited partnership has filed a fictitious/alternate name. Fees for report(s) requested, at the same time are as follows:

- i. One report—\$5.00 plus \$10.00;
- ii. Two reports—\$10.00 plus \$10.00;
- iii. Three reports—\$15.00 plus \$10.00;
- iv. Four reports—\$20.00 plus \$15.00;
- v. Five reports—\$25.00 plus \$15.00;
- vi. Six reports—\$30.00 plus \$15.00;
- vii. Seven reports—\$35.00 plus \$20.00;
- viii. Eight reports—\$40.00 plus \$20.00;
- ix. Nine reports—\$45.00 plus \$20.00;
- x. Ten reports—\$50.00 plus \$25.00.

5. Certificate of name availability one to three names: \$25.00 plus \$10.00.

6. For each page photocopied: \$1.00 per page.

7. For each request for an uncertified copy of a document filed with this office, other than the annual report, the fee is \$10.00 plus \$1.00 per page photocopied.

8. There shall be an additional charge of \$25.00 to certify any document.

(b) Fees for over the counter U.C.C. service shall be as follows:

1. Filings of a U.C.C. 1, a U.C.C. 1 with assignment, U.C.C. 3 or a separate assignment: \$25.00 plus \$10.00;

2. Search request: \$25.00 plus \$10.00;

3. Search request and photocopies: \$25.00 plus \$10.00 plus \$1.00 per page photostated;

4. Request for copy(ies): \$10.00 plus \$1.00 per page photocopied;

5. Filing U.C.C. 1 and search request to reflect filing: \$50.00 plus \$10.00.

(c) Expedited telephone service shall be provided for:

1. Status reports which include:

i. Availability of a corporate name or a limited partnership name;

ii. Whether a corporation's certificate of incorporation or a limited partnership certificate has been voided or revoked;

iii. The date of incorporation or the date of formation of a limited partnership or the date of qualification of a foreign corporation or limited partnership;

iv. The name and address of the registered agent of a corporation or limited partnership which has filed a fictitious name certificate;

v. The corporation's number;

vi. The date when the last annual report was filed.

2. The fees for status report(s) requested at the same time are as follows:

i. One report—\$5.00 plus \$10.00;

ii. Two reports—\$10.00 plus \$10.00;

iii. Three reports—\$15.00 plus \$10.00;

iv. Four reports—\$20.00 plus \$15.00;

v. Five reports—\$25.00 plus \$15.00;

vi. Six reports—\$30.00 plus \$15.00;

vii. Seven reports—\$35.00 plus \$20.00;

viii. Eight reports—\$40.00 plus \$20.00;

ix. Nine reports—\$45.00 plus \$20.00;

x. Ten reports—\$50.00 plus \$25.00.

Amended by R.1985 d.327, effective July 1, 1985.

See: 17 N.J.R. 897(a), 17 N.J.R. 1670(a).

"Expedited" substituted for "corporation" and substantially amended.

Amended by R.1988 d.202, effective May 2, 1988.

See: 20 N.J.R. 522(b), 20 N.J.R. 997(a).

Amended by R.1993 d.193, effective May 3, 1993.

See: 25 N.J.R. 901(a), 25 N.J.R. 1884(a).

Revised fees.

### 15:2-1.5 Method of payment of fees for expedited service

(a) All fees for expedited service performed by the Department of State may be paid via a pre-paid deposit account or charged against a major credit card held by the service user.

1. When a credit card is utilized as a method of payment, the user may be charged a separate fee to cover reasonable bank fees that are incurred by the Department in processing the credit charge.

2. Major approved credit cards shall be defined for the purposes of this section as those credit cards accepted by the Secretary of State.

New Rule, R.1985 d.326, effective July 1, 1985.

See: 17 N.J.R. 898(a), 17 N.J.R. 1671(a).

Amended by R.1988 d.202, effective May 2, 1988.

See: 20 N.J.R. 522(b), 20 N.J.R. 997(a).

## SUBCHAPTER 2. PRECLEARANCE OF DOCUMENTS

### 15:2-2.1 Documents which may be submitted for preclearance

Any document which may be filed with the Secretary of State pursuant to N.J.S.A. 14A:1-1 et seq. may be submitted for preclearance. These documents include, but are not limited to: Certificates of Incorporation; Amendments; Abandonments; Mergers; Restated Certificates; Dissolutions; Revocation of Dissolutions; Corrections; Foreign Qualifications; Foreign Withdrawals; Foreign Amendments; Change of Agents and/or Office; Reservations; Registrations; or Alternate Name Registrations. There is no requirement, however, that a document be precleared prior to submission for filing.

### 15:2-2.2 Preclearance submission procedure

(a) The Department of State will preclear any document which:

1. Is hand delivered with a cover sheet clearly indicating that the document is submitted for preclearance by messenger or overnight mail service to the preclearance basket at the Division of Commercial Recording; or

2. Is faxed to the Division of Commercial Recording with a cover sheet clearly indicating that the document is submitted for preclearance.

(b) The cover sheet must include a telephone number of the individual who is to receive the Department's opinion on the document. The Department will telephone its approval or required revisions to the document. To assure the document will be prescreened prior to filing, the document must be received by the Division of Commercial Recording at least 17 business hours prior to the date that the document will be submitted for filing. Business hours are defined as those hours that the Division's Expedited Service Counter is open. Normal business hours are from 8:30 A.M. to 5:00 P.M. Monday through Friday, except State holidays.

#### 15:2-2.3 Preclearance fees

Any person who submits any document for preclearance shall pay to the Department of State a flat fee of \$100.00. In addition, if preclearance review consumes more than one hour of Department personnel time, an additional fee of \$50.00 per each additional hour or part thereof will be charged.

#### 15:2-2.4 Method of payment of fees for preclearance service

(a) All fees for preclearance service performed by the Department of State may be paid via a pre-paid deposit account or charged against a major credit card held by the service user. A check payable to the Department of State is also acceptable payment for hand deliveries.

1. When a credit card is utilized as a method of payment, the user may be charged a separate fee to cover reasonable bank fees that are incurred by the Department in processing the credit charge.

2. Major credit cards shall be defined for the purposes of this section as those credit cards accepted by the Secretary of State.

---

### SUBCHAPTER 3. NAME AVAILABILITY

#### 15:2-3.1 Distinguishable defined

(a) A corporation name can be distinguished from other names recorded with the Secretary of State if it is sufficiently different from those other names. All changes except for the following should be sufficient to distinguish one corporate name from another upon the records of the Secretary of State:

1. The insertion or deletion of capitalization or a mark of punctuation, such as a comma, period, hyphen, etc.;
2. The changing of a word in a corporate title into its plural or singular form;
3. The addition of a different corporate designer as set forth in N.J.S.A. 14A:2-2(d);
4. The addition of an article ("a", "an", or "the");
5. The addition of spaces in a corporate name; and or
6. The misspelling in the word of a corporate name.