

Article 3.

Names.

§ 55D-20. Name requirements.

- (a) In addition to the requirements of any other applicable section of the General Statutes:
- (1) The name of a corporation must contain the word "corporation", "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd."
 - (2) The name of a limited liability company must contain the words "limited liability company" or the abbreviation "L.L.C." or "LLC", or the combination "ltd. liability co.", "limited liability co.", or "ltd. liability company". Notwithstanding the prior sentence, any limited liability company whose name contained the words "low-profit limited liability company" or the abbreviation "L3C" pursuant to subdivision (6) of this subsection prior to its repeal on January 1, 2014, may continue to use that name unless the limited liability company amends its articles of organization to change its name.
 - (3) The name of a limited partnership that is not a limited liability limited partnership must contain the words "limited partnership", the abbreviation "L.P." or "LP", or the combination "ltd. partnership".
 - (4) The name of a limited liability limited partnership must contain the words "registered limited liability limited partnership" or "limited liability limited partnership" or the abbreviation "L.L.L.P.", "R.L.L.L.P.", "LLLLP", or "RLLLLP".
 - (5) A registered limited liability partnership's name must contain the words "registered limited liability partnership" or "limited liability partnership" or the abbreviation "L.L.P.", "R.L.L.P.", "LLP" or "RLLP".
 - (6) Repealed by Session Laws 2013-157, s. 11, effective January 1, 2014.

(b) In addition to the requirements of subsection (a) of this section, the name of a limited partnership shall not contain the name of a limited partner unless (i) it is also the name of a general partner or the corporate name of a corporate general partner, or (ii) the business of the limited partnership has been carried on under that name before the admission of that limited partner.

(c) The name of a corporation, nonprofit corporation, or limited liability company shall not contain language stating or implying that the entity is organized for a purpose other than that permitted by G.S. 55-3-01, 55A-3-01, or 57D-2-01 and by its articles of incorporation or organization.

(d) The use of assumed business names or fictitious names, as provided for in Chapter 66 of the General Statutes, is not affected by this Chapter or by Chapter 55, 55A, 57D, or 59 of the General Statutes.

(e) The filing of any document, the reservation or registration of any name under this Chapter or under Chapter 55, 55A, 55B, 57D, or 59 of the General Statutes, or the issuance of a certificate of authority to transact business or conduct affairs or a statement of foreign registration does not authorize the use in this State of a name in violation of the rights of any third party under the federal trademark act, the trademark act of this State, or other statutory or common law, and is not a defense to an action for violation of any of those rights. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166, 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371, s. 1; 1959, c. 1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 1989 (Reg. Sess., 1990), c. 1024, s. 12.5; 1995, c. 539, ss. 4, 5; 2001-358, ss. 14(a), 15; 2001-387, ss. 162, 173, 175(a); 2001-413, s. 6; 2010-187, s. 3; 2013-157, s. 11; 2016-100, s. 5.)

§ 55D-21. Entity names on the records of the Secretary of State; availability.

(a) The following entities are subject to this section:

- (1) Domestic corporations, nonprofit corporations, limited liability companies, limited partnerships, and registered limited liability partnerships.
- (2) Foreign corporations, foreign nonprofit corporations, foreign limited liability companies, and foreign limited partnerships applying for or maintaining a certificate of authority to transact business or conduct affairs in this State.
- (3) Foreign limited liability partnerships applying for or maintaining a statement of foreign registration.

(b) Except as authorized by subsection (c) of this section, the name of an entity subject to this section, including a fictitious name for a foreign entity, must be distinguishable upon the records of the Secretary of State from:

- (1) The name of a domestic corporation, nonprofit corporation, limited liability company, limited partnership, or registered limited liability partnership, or of a foreign corporation, foreign nonprofit corporation, foreign limited liability company, or foreign limited partnership authorized to transact business or conduct affairs in this State, or a foreign limited liability partnership maintaining a statement of foreign registration in this State;
- (2) A name reserved or registered under G.S. 55D-23 or registered under G.S. 55D-24; and
- (3) The fictitious name adopted by a foreign corporation, foreign nonprofit corporation, foreign limited liability company, or foreign limited partnership authorized to transact business or conduct affairs, or a foreign limited liability partnership maintaining a statement of foreign registration in this State because its real name is unavailable.

(c) A person may apply to the Secretary of State for authorization to use a name that is not distinguishable upon the Secretary of State's records from one or more of the names described in subsection (b) of this section. The Secretary of State shall authorize use of the name applied for if:

- (1) The other person who has or uses the name or who has reserved or registered the name consents in writing to the use and submits an undertaking in form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the Secretary of State from the name of the applicant; or
- (2) The applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in this State.

(d) Except as otherwise provided in this subsection, the name of a corporation dissolved under Article 14 of Chapter 55 of the General Statutes, of a nonprofit corporation dissolved under Article 14 of Chapter 55A of the General Statutes, of a limited liability company dissolved under Article 6 of Chapter 57D of the General Statutes, of a limited partnership dissolved under Part 8 of Article 5 of Chapter 59 of the General Statutes, or of a limited liability partnership whose registration as a limited liability partnership has been cancelled under G.S. 59-84.2 or revoked under G.S. 59-84.4, may not be used by another entity until one of the following occurs:

- (1) In the case of a nonjudicial dissolution other than an administrative dissolution or cancellation of registration as a limited liability partnership, 120 days after the effective date of the dissolution or cancellation.
- (2) In the case of an administrative dissolution or revocation of registration as a limited liability partnership, the expiration of five years after the effective date of the administrative dissolution or revocation.
- (3) In the case of a judicial dissolution, 120 days after the later of the date the judgment has become final or the effective date of the dissolution. The person applying for the name must certify to the Secretary of State that no appeal or other judicial review of the judgment directing dissolution is pending.
- (4) The dissolved entity changes its name to a name that is distinguishable upon the records of the Secretary of State from the names of other domestic corporations, nonprofit corporations, limited liability companies, limited partnerships, or registered limited liability partnerships or foreign corporations, foreign nonprofit corporations, foreign limited liability companies, or foreign limited partnerships authorized to transact business or conduct affairs in this State, or foreign limited liability partnerships maintaining a statement of foreign registration in this State. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166, 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371, s. 1; 1959, c. 1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 1989 (Reg. Sess., 1990), c. 1024, s. 12.5; 1995, c. 539, ss. 4, 5; 2001-358, ss. 14(a), 15; 2001-387, ss. 163, 173, 175(a); 2001-390, s. 15; 2001-413, s. 6; 2001-487, s. 62(h); 2002-159, s. 23; 2013-157, s. 12.)

§ 55D-22. Names of foreign entities.

(a) If the name of a foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership does not satisfy the requirements of G.S. 55D-20 and G.S. 55D-21, then to obtain or maintain a certificate of authority to transact business or conduct affairs in this State or a statement of foreign registration in this State, the entity may:

- (1) If a foreign corporation or foreign nonprofit corporation, add the word "corporation", "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." to its corporate name for use in this State;
- (2) If a foreign limited liability company, add the words "limited liability company", or the abbreviation "L.L.C.", or "LLC", or the combination "ltd. liability co.", "limited liability co.", or "ltd. liability company" to its name for use in this State if the addition will cause the name to satisfy the requirements of G.S. 55D-20 and G.S. 55D-21;
- (3) If a foreign limited partnership that is not a foreign limited liability limited partnership, add the words "limited partnership" or the abbreviation "L.P." or "LP", or the combination "ltd. partnership";
- (4) If a foreign limited partnership that is a foreign limited liability limited partnership, add the words "registered limited liability limited partnership" or "limited liability limited partnership" or the abbreviation "L.L.L.P.", "R.L.L.L.P.", "LLL.P.", or "RLLL.P.";

- (5) If a foreign limited liability partnership, add the words "registered limited liability partnership", or "limited liability partnership" or the abbreviation "L.L.P.", "R.L.L.P.", "LLP", or "RLLP"; or
- (6) Use a fictitious name, which includes one or more of the words, abbreviations, or combinations in subdivisions (1) through (5) of this subsection if applicable, to transact business or conduct affairs in this State if its real name is unavailable and it delivers to the Secretary of State for filing a copy of the resolution adopting the fictitious name.

(b) If a foreign corporation, foreign nonprofit corporation, foreign limited liability company, or foreign limited partnership authorized to transact business or conduct affairs in this State, or a foreign limited liability partnership maintaining a statement of foreign registration, changes its name to one that does not satisfy the requirements of this Article, it may not transact business or conduct affairs in this State under the changed name until it adopts a name satisfying the requirements of this Article and obtains an amended certificate of authority or statement of foreign registration under G.S. 55-15-04, 55A-15-04, 57D-7-04, 59-91, or 59-905, as applicable. (2001-358, s. 15; 2001-387, ss. 164, 173, 175(a); 2001-413, s. 6; 2013-157, s. 13.)

§ 55D-23. Reserved name.

(a) A person may reserve the exclusive use of a name for an entity, including a fictitious name for a foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership whose name is not available, by filing an application with the Secretary of State. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the Secretary of State finds that the name applied for is available, the Secretary of State shall reserve the name for the applicant's exclusive use for a nonrenewable 120-day period.

(b) The owner of a reserved name may transfer the reservation to another person by filing with the Secretary of State a signed notice of the transfer that states the name and address of the transferee.

(c) Any person acquiring the goodwill of a domestic corporation, nonprofit corporation, limited liability company, limited partnership, or registered limited liability partnership, or of a foreign corporation, foreign nonprofit corporation, foreign limited liability company, or foreign limited partnership authorized to transact business or conduct affairs in this State, or of a foreign limited liability partnership maintaining a statement of foreign registration in this State may, on furnishing the Secretary of State satisfactory evidence of such acquisition, reserve for 10 years the exclusive right to any name that became available as a result of the acquisition. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166, 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371, s. 1; 1959, c. 1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 2001-358, ss. 14(b), 15; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

§ 55D-24. Registered name.

(a) A foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership may register its name, or its name with any addition required by G.S. 55D-22, if the name to be registered is distinguishable upon the records of the Secretary of State from the names that are not available under G.S. 55D-21(b).

(b) An entity described in subsection (a) of this section registers its name, or its name with any addition required by G.S. 55D-22, by filing with the Secretary of State an application:

- (1) Setting forth its name, or its name with any addition required by G.S. 55D-22, the state or country and date of its incorporation or formation, and a brief description of the nature of the business or activities in which it is engaged; and
- (2) Accompanied by a certificate of existence (or a document of a similar import) from the state or country of incorporation or formation.

(c) The name is registered for the applicant's exclusive use upon the effective date of the application and until the end of the calendar year in which it became effective.

(d) An entity whose registration is effective may renew it for successive years by filing with the Secretary of State a renewal application, which complies with the requirements of subsection (b) of this section, between October 1 and December 31 of the preceding year. The renewal application renews the registration for the following calendar year. Any renewal application filed after the expiration of the registration shall be treated as a new application for registration.

(e) An entity whose registration is effective may thereafter become authorized to transact business or conduct affairs under that name or consent in writing to the use of that name by:

- (1) A domestic corporation, nonprofit corporation, limited liability company, limited partnership, or registered limited liability partnership thereafter incorporated, formed, or registered in this State under that name;
- (2) A domestic corporation, nonprofit corporation, limited liability company, limited partnership, or registered limited liability partnership that changes its name to that name; or
- (3) Another foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership that becomes authorized to transact business or conduct affairs in this State under that name.

The registration terminates when the domestic corporation, nonprofit corporation, limited liability company, limited partnership, or registered limited liability partnership is incorporated, formed, registered, or changes its name or the foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership qualifies or registers or consents to the qualification or registration of another entity under the registered name. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166, 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371, s. 1; 1959, c. 1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 2001-358, ss. 14(b), 15; 2001-387, ss. 165(a), 165(b), 173, 175(a); 2001-413, s. 6.)

§ 55D-25. Reserved and registered names; powers of the Secretary of State.

The Secretary of State may revoke any reservation or registration of a name if the Secretary of State:

- (1) Gives written notice by registered or certified mail, return receipt requested, to the person who made the reservation or registration of the date and time of a hearing;
- (2) Conducts a hearing not less than 15 days after receipt of the notice as shown by the return receipt; and

- (3) Finds that the application therefor or any transfer thereof was not made in good faith or that any statement contained in the application for reservation or registration was false when such application was filed or has thereafter become false. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166, 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371, s. 1; 1959, c. 1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 1993, c. 552, s. 7; 2001-358, ss. 14(b), 15; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

§ 55D-26. Real property records.

(a) A certificate issued by the Secretary of State as described in subsection (b) of this section must be recorded when:

- (1) The name of any domestic corporation, nonprofit corporation, limited liability company, limited partnership, or registered limited liability partnership or foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership that holds title to real property in this State is changed upon amendment to its articles of incorporation or organization, its certificate of limited partnership, or its registration as a limited liability partnership or foreign limited liability partnership; or
- (2) Title to real property in this State held by any entity listed in subdivision (1) of this subsection is vested by operation of law in another entity upon merger, consolidation, or conversion of the entity.

The certificate must recite the name change, merger, consolidation, or conversion and must be recorded in the office of the register of deeds of the county where the property lies or, if the property is located in more than one county in each county where any portion of the property lies.

(b) The Secretary of State shall issue uniform certificates for recordation in accordance with this section. In the case of a foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership, a similar certificate by any competent authority of the jurisdiction of incorporation may be recorded in accordance with this section.

(c) The certificate required by this section must be recorded by the register of deeds in the same manner as deeds, and for the same fees, but no formalities as to acknowledgement, probate, or approval by any other officer shall be required. The former name of the entity holding title to the real property before the name change, merger, consolidation, or conversion shall appear in the "Grantor" index, and the new name of the corporation or the name of the other entity holding title to the real property by virtue of the merger, consolidation, or conversion shall appear in the "Grantee" index. (1989, c. 265, s. 1; 1991, c. 645, s. 2(a); 1999-369, s. 1.4; 2001-358, ss. 14(b), 15; 2001-387, ss. 166, 173, 175(a); 2001-413, s. 6.)

§§ 55D-27 through 55D-29: Reserved for future codification purposes.