

- 1 (9) 'Individual' is defined in G.S. 55-1-40(13).
2 (10) 'Limited liability company' or 'domestic limited liability company' is
3 defined in G.S. 57C-1-03(11).
4 (11) 'Limited liability partnership' or 'registered limited liability partnership'
5 means a registered limited liability partnership as defined in G.S. 59-
6 32(7).
7 (12) 'Limited partnership' or 'domestic limited partnership' is defined in
8 G.S. 59-102(8).
9 (13) 'Nonprofit corporation' or 'domestic nonprofit corporation' means a
10 corporation as defined in G.S. 55A-1-40(5).
11 (14) 'Person' is defined in G.S. 55-1-40(16).

12 **"§§ 55D-2 through 55D-4: Reserved.**

13 **"§ 55D-5. Rule-making authority.**

14 The Secretary of State may adopt rules to implement the Secretary of State's
15 responsibilities under this Chapter."

16 **SECTION 2.** Chapter 55D of the General Statutes, as enacted by this act, is
17 amended by adding a new Article to read:

18 "Article 2.

19 "Submission of Documents to the Secretary of State for Filing."

20 **SECTION 3.(a)** G.S. 55-1-20(a) through (e) and (g) through (i) are
21 recodified as G.S. 55D-10 in Article 2 of Chapter 55D of the General Statutes, as
22 enacted by this act. The section title of G.S. 55D-10, as enacted by this section, is
23 "Filing requirements."

24 **SECTION 3.(b)** G.S. 55-1-22.1, 55-1-22.2, 55-1-23, 55-1-24, 55-1-25,
25 55-1-26, 55-1-27, and 55-1-29 are recodified as G.S. 55D-11, 55D-12, 55D-13, 55D-14,
26 55D-15, 55D-16, 55D-17, and 55D-18, respectively, in Article 2 of Chapter 55D of the
27 General Statutes.

28 **SECTION 4.** Article 2 of Chapter 55D of the General Statutes, as enacted by
29 Section 2 and amended by Section 3 of this act, reads as rewritten:

30 "Article 2.

31 "Submission of Documents to the Secretary of State for Filing.

32 **"§ 55D-10. Filing requirements.**

33 (a) To be entitled to filing by the Secretary of State under ~~this Chapter,~~ Chapter
34 55, 55A, 55B, 57C, or 59 of the General Statutes, a document must satisfy the
35 requirements of this section, and of any other section of the General Statutes that adds to
36 or varies these requirements.

37 (b) The document must meet all of the following requirements:

38 (1) The document must be one that is required or permitted by ~~this~~
39 ~~Chapter~~ Chapter 55, 55A, 55B, 57C, or 59 of the General Statutes to
40 be filed in the office of the Secretary of State.

41 (2) The document must contain the information required by ~~this~~
42 ~~Chapter~~ Chapter 55, 55A, 55B, 57C, or 59 of the General Statutes for
43 that document. It may contain other information as well.

- 1 (d) (3) The document must be ~~typewritten or printed.~~ typewritten, printed, or
2 in an electronic form acceptable to the Secretary of State.
- 3 (e) (4) The document must be in the English language. A ~~corporate~~ name
4 need not be in English if written in English letters or Arabic or Roman
5 numerals, and the certificate of existence required of foreign
6 ~~corporations~~ corporations, foreign nonprofit corporations, foreign
7 limited liability companies, and foreign limited liability partnerships
8 need not be in English if accompanied by a reasonably authenticated
9 English translation.
- 10 (5) A document submitted by an entity must be executed by a person
11 authorized to execute documents (i) under G.S. 55-1-20 if the entity is
12 a domestic or foreign corporation, (ii) under G.S. 55A-1-20 if the
13 entity is a domestic or foreign nonprofit corporation, (iii) under G.S.
14 57C-1-20 if the entity is a domestic or foreign limited liability
15 company, (iv) under G.S. 59-204 if the entity is a domestic or foreign
16 limited partnership, or (v) under G.S. 59-35.1 if the entity is any other
17 partnership as defined in G.S. 59-36 whether or not formed under the
18 laws of the State.
- 19 (g) (6) The person executing the document ~~shall~~ must sign it and state beneath
20 or opposite ~~his signature his name~~ the person's signature, the person's
21 name, and the capacity in which he the person signs. Any signature on
22 the document may be a facsimile or an electronic signature in a form
23 acceptable to the Secretary of State. The document may but need not
24 contain:
- 25 (1) ~~The corporate seal;~~
- 26 (2) ~~An attestation by the secretary or an assistant secretary; and~~
- 27 (3) ~~An acknowledgement, verification, or proof.~~ contain a seal, attestation,
28 acknowledgment, verification, or proof.
- 29 (h) (7) If the Secretary of State has prescribed a mandatory form for the
30 ~~document under G.S. 55-1-21,~~ document, the document must be in or
31 on the prescribed form.
- 32 (i) (8) The document must be delivered to the office of the Secretary of State
33 for filing and must be accompanied by ~~one exact or conformed copy~~
34 ~~(except as provided in G.S. 55-5-03 and G.S. 55-15-09), and all fees~~
35 ~~required by this Chapter.~~ the applicable fees.

36 "**§ 55D-11. Expedited filings.**

37 A person submitting a document for filing may request an expedited filing only at
38 the time the document is submitted. The Secretary of State shall guarantee the expedited
39 filing of a document upon receipt of the document in proper form and the payment of
40 the required filing fee. The Secretary of State may collect the following additional fees
41 for the expedited filing of a document received in good form: the document if the
42 document is in proper form and accompanied by all applicable fees, including the
43 following fee:

- 1 (1) Two hundred dollars (\$200.00) for the filing by the end of the same
2 business day of a document received by 12:00 noon ~~Eastern Standard~~
3 ~~Time; and~~ noon; or
4 (2) One hundred dollars (\$100.00) for the filing of a document within 24
5 hours after receipt, excluding weekends and holidays.

6 The Secretary of State shall not collect the fees allowed in this section unless the
7 person submitting the document for filing ~~requests an expedited filing and~~ is informed
8 by the Secretary of State of the fees prior to the filing of the document.

9 **"§ 55D-12. Advisory review of documents.**

10 Upon request, the Secretary of State shall ~~provide for the review of~~ a document prior
11 to its submission for filing to determine whether it satisfies ~~the requirements of this~~
12 ~~Chapter.~~ applicable filing requirements. Submission of a document for review shall be
13 accompanied by ~~the proper fee~~ a fee of two hundred dollars (\$200.00) and shall be in
14 accordance with procedures adopted by rule by the Secretary of State. The advisory
15 review shall be completed within 24 hours after submission, excluding weekends and
16 holidays, unless the person submitting the document is otherwise notified in accordance
17 with procedures adopted by rule by the Secretary of State fixing priority between
18 submissions under this section and filings under ~~G.S. 55-1-22.1.~~ G.S. 55D-11. Upon
19 completion of the advisory review, the Secretary of State shall notify the person
20 submitting the document of any deficiencies in the document that would prevent its
21 filing.

22 **"§ 55D-13. Effective time and date of document.**

23 (a) Except as provided in subsection (b) of this section and ~~G.S. 55-1-24(e); in~~
24 G.S. 55D-14, a document accepted for filing is effective:

- 25 (1) At the time of filing on the date it is filed, as evidenced by the
26 Secretary of State's date and time endorsement on the ~~original~~ filed
27 document; or
28 (2) At the time specified in the document as its effective time on the date
29 it is filed.

30 (b) A document may specify a delayed effective time and date, and if it does so
31 the document becomes effective at the time and date specified. If a delayed effective
32 date but no time is specified, the document is effective at 11:59:59 p.m. on that date. A
33 delayed effective date for a document may not be later than the 90th day after the date it
34 is filed.

35 (c) Except as provided in G.S. 55-2-03(b), 55A-2-03(b), and 57C-2-20(b), the
36 fact that a document has become effective under this section does not determine its
37 validity or invalidity or the correctness or incorrectness of the information contained in
38 the document.

39 **"§ 55D-14. Correcting filed document.**

40 (a) ~~A domestic or foreign corporation~~ person on whose behalf a document was
41 filed in the Office of the Secretary of State may correct ~~a document filed by the~~
42 Secretary of State if the document ~~(1)~~ that document if it (i) contains a statement that is

1 incorrect and was incorrect when ~~the document was filed or (2)(ii)~~ was defectively
2 executed, attested, sealed, verified, or acknowledged.

3 (b) A document is ~~corrected~~; corrected by delivering to the Secretary of State for
4 filing articles of correction that do all of the following:

5 (1) ~~By preparing articles of correction that (i) describe~~ Describe the
6 document (including its filing date) or attach a copy of it to the
7 articles, have attached to them a copy of the document.

8 (2) ~~(ii) specify~~ Specify the incorrect statement and the reason it is
9 incorrect or the manner in which the execution was defective, and
10 nature of the defect.

11 (3) ~~(iii) correct~~ Correct the incorrect statement or defective execution;
12 and defect.

13 (2) ~~By delivering the articles to the Secretary of State for filing.~~

14 (c) Articles of correction are effective ~~on the effective as of the effective time~~
15 and date of the document they correct except as to persons relying on the uncorrected
16 document and adversely affected by the correction. As to those persons, articles of
17 correction are effective when filed.

18 **"§ 55D-15. Filing duty of Secretary of State.**

19 (a) If a document delivered to the office of the Secretary of State for filing
20 satisfies the requirements of this ~~Chapter,~~ Chapter and of Chapter 55, 55A, 55B, 57C, or
21 59 of the General Statutes, the Secretary of State shall file it. Documents filed with the
22 Secretary of State ~~pursuant to~~ under this Chapter may be maintained by the Secretary
23 either in their original form or in photographic, microfilm, optical disk media, or other
24 reproduced form. The Secretary may make reproductions of documents filed under this
25 Chapter, or under any predecessor ~~act,~~ law, by photographic, microfilm, optical disk
26 media, or other means of reproduction, and may destroy the originals of those
27 documents reproduced.

28 (b) The Secretary of State files a document by ~~stamping or otherwise endorsing~~
29 "Filed", together with the Secretary's name and official title and the date and time of
30 filing, on ~~both the original and the document copy.~~ the document. After filing a
31 document, ~~except as provided in G.S. 55-5-03 and G.S. 55-15-09,~~ the Secretary of State
32 shall deliver ~~the a~~ document copy to the domestic or foreign corporation or its
33 representative, person submitting the document for filing and as provided in G.S. 55-5-
34 03, 55-15-09, 55A-5-03, 55A-15-09, 57C-2-42, and 57C-7-09.

35 (c) If the Secretary of State refuses to file a document, the Secretary shall return
36 ~~it, by personal delivery or by first class mail postage prepaid, to the domestic or foreign~~
37 ~~corporation or its representative~~ it to the person submitting the document for filing
38 within five days after the document was received, together with a ~~brief,~~ written
39 statement of the date of the refusal and a brief explanation of the reason for refusal. The
40 Secretary of State may correct apparent errors and omissions on a document submitted
41 for filing if authorized to make the corrections by the person submitting the document
42 for filing. ~~The authorization to make the corrections shall be confirmed, according to~~
43 ~~procedures adopted by rule, by the Secretary prior to making the correction.~~

1 (d) The Secretary of State's duty is to review and file documents that satisfy the
2 requirements of this ~~Chapter~~ Chapter and of Chapter 55, 55A, 55B, 57C, or 59 of the
3 General Statutes. The Secretary of State's filing or refusing to file a document does ~~not~~
4 not do any of the following:

5 (1) Except as provided in G.S. 55-2-03(b), 55A-2-03(b), or 57C-2-20(b),
6 affect the validity or invalidity of the document in whole or ~~part~~ part.

7 (2) Relate to the correctness or incorrectness of information contained in
8 the ~~document~~ document.

9 (3) Create a presumption that the document is valid or invalid or that
10 information contained in the document is correct or incorrect.

11 **"§ 55D-16. Appeal from Secretary of State's refusal to file document.**

12 (a) If the Secretary of State refuses to file a document delivered to ~~his~~ the
13 Secretary of State's office for filing, the person ~~tendering the document~~ on whose behalf
14 the document was submitted for filing may, within 30 days after ~~such~~ the date of the
15 refusal, appeal the refusal to the Superior Court of Wake County. The appeal is
16 commenced by filing a petition with the court and with the Secretary of State requesting
17 the court to compel the Secretary of State to file the document. The petition ~~shall~~ must
18 have attached to it the document to be filed and the Secretary of State's explanation for
19 ~~his~~ the refusal to file. No service of process on the Secretary of State is required except
20 for the filing of the petition as set forth in this subsection. The appeal to the superior
21 court is not governed by ~~the Administrative Procedure Act Chapter 150B of the General~~
22 Statutes, the Administrative Procedure Act, and shall be determined by a judge of the
23 superior court upon such further notice and opportunity to be heard, if any, as the court
24 may deem appropriate under the circumstances.

25 (b) Upon consideration of the petition and any response made by the Secretary of
26 State, the court may, prior to entering final judgment, order the Secretary of State to file
27 the document or take other action the court considers appropriate.

28 (c) The court's final decision may be appealed as in other civil proceedings.

29 **"§ 55D-17. Evidentiary effect of copy of filed document.**

30 A certificate attached to a copy of a document filed by the Secretary of State,
31 bearing the Secretary of State's signature (~~which may be in facsimile~~) and the seal of
32 office (both of which may be in facsimile or in any electronic form approved by the
33 Secretary of State) and certifying that the copy is a true copy of the document, is
34 conclusive evidence that the original document is on file with the Secretary of State. A
35 photographic, microfilm, optical disk media, or other reproduced copy of a document
36 filed ~~pursuant to this Chapter~~ under this Chapter, Chapter 55, 55A, 55B, 57C, or 59 of
37 the General Statutes, or any predecessor ~~act~~ law, when certified by the Secretary, shall
38 be considered an original for all purposes and is admissible in evidence in like manner
39 as an original.

40 **"§ 55D-18. Penalty for signing false document.**

41 (a) A person commits an offense if ~~he~~ the person signs a document ~~he~~ the person
42 knows is false in any material respect with intent that the document be delivered to the
43 Secretary of State for filing.

1 (b) An offense under this section is a Class 1 misdemeanor."
2

3 **PART II. MISCELLANEOUS AND CONFORMING AMENDMENTS.**
4

5 **SECTION 5.(a)** G.S. 55-1-40(9) reads as rewritten:

6 "(9) "Entity" includes (without limiting the meaning of such term in Article
7 9) 9 of this Chapter):

8 a. Any domestic or foreign:

9 1. Corporation; ~~corporation and foreign corporation;~~
10 nonprofit corporation; professional corporation;

11 2. Limited ~~limited~~ liability company;

12 3. Profit ~~profit~~ and nonprofit unincorporated association;
13 and

14 4. Business ~~business~~ trust, estate, partnership, ~~trust, and~~
15 trust;

16 b. Two ~~two~~ or more persons having a joint or common economic
17 interest; and

18 c. ~~state, The~~ United States, and any state and foreign
19 government."

20 **SECTION 5.(b)** G.S. 55A-1-40(10) reads as rewritten:

21 "(10) "Entity" ~~includes~~ includes:

22 a. Any domestic or foreign:

23 1. Corporation; ~~corporation and foreign corporation;~~
24 ~~domestic or foreign~~ business corporation; professional
25 corporation;

26 2. Limited ~~limited~~ liability company;

27 3. Profit ~~profit~~ and nonprofit unincorporated association,
28 chapter or other organizational unit; and

29 4. Business ~~business~~ trust, estate, partnership, ~~trust, and~~
30 trust;

31 b. Two ~~two~~ or more persons having a joint or common economic
32 interest; and

33 c. ~~state, The~~ United States, and any state and foreign
34 government."

35 **SECTION 5A.(a)** G.S. 55-14-23(b) reads as rewritten:

36 "(b) The corporation may appeal the denial of reinstatement to the Superior Court
37 of Wake County within 30 days after service of the notice of denial is perfected. The
38 appeal is commenced by filing a petition with the court and with the Secretary of State
39 requesting the court to set aside the dissolution. The petition shall have attached to it
40 copies of the Secretary of State's certificate of dissolution, the corporation's application
41 for reinstatement, and the Secretary of State's notice of denial. No service of process on
42 the Secretary of State is required except for the filing of the petition as set forth in this
43 subsection. The appeal to the superior court shall be determined by a judge of the

1 superior court upon such further evidence, notice and opportunity to be heard, if any, as
2 the court may deem appropriate under the circumstances. The corporation shall have the
3 burden of establishing that it is entitled to reinstatement."

4 **SECTION 5A.(b)** G.S. 55-15-32(a) reads as rewritten:

5 "(a) A foreign corporation may appeal the Secretary of State's revocation of its
6 certificate of authority to the Superior Court of Wake County within 30 days after the
7 certificate of revocation is mailed to the foreign corporation by the Secretary of State.
8 The appeal is commenced by filing a petition with the court and with the Secretary of
9 State requesting the court to set aside the revocation. The petition shall have attached to
10 it copies of the corporation's certificate of authority and the Secretary of State's
11 certificate of revocation. No service of process on the Secretary of State is required
12 except for the filing of the petition as set forth in this subsection. The appeal to the
13 superior court shall be determined by a judge of the superior court upon such further
14 evidence, notice and opportunity to be heard, if any, as the court may deem appropriate
15 under the circumstances. The foreign corporation shall have the burden of establishing
16 that it is entitled to have the revocation set aside."

17 **SECTION 5A.(c)** G.S. 55A-14-23(b) reads as rewritten:

18 "(b) The corporation may appeal the denial of reinstatement to the Superior Court
19 of Wake County within 30 days after service of the notice of denial is perfected. The
20 appeal is commenced by filing a petition with the court and with the Secretary of State
21 requesting the court to set aside the dissolution. The petition shall have attached to it
22 copies of the Secretary of State's certificate of dissolution, the corporation's application
23 for reinstatement, and the Secretary of State's notice of denial. No service of process on
24 the Secretary of State is required except for the filing of the petition as set forth in this
25 subsection. The appeal to the superior court shall be determined by a judge of the
26 superior court upon such further evidence, notice, and opportunity to be heard, if any, as
27 the court may deem appropriate under the circumstances. The corporation shall have the
28 burden of establishing that it is entitled to reinstatement."

29 **SECTION 5A.(d)** G.S. 55A-15-32(a) reads as rewritten:

30 "(a) A foreign corporation may appeal the Secretary of State's revocation of its
31 certificate of authority to the Superior Court of Wake County within 30 days after
32 service of the certificate of revocation is mailed. The appeal is commenced by filing a
33 petition with the court and with the Secretary of State requesting the court to set aside
34 the revocation. The petition shall have attached to it copies of the corporation's
35 certificate of authority and the Secretary of State's certificate of revocation. No service
36 of process on the Secretary of State is required except for the filing of the petition as set
37 forth in this subsection. The appeal to the superior court shall be determined by a judge
38 of the superior court upon such further evidence, notice, and opportunity to be heard, if
39 any, as the court may deem appropriate under the circumstances. The foreign
40 corporation shall have the burden of establishing that it is entitled to have the revocation
41 set aside."

42 **SECTION 6.(a)** G.S. 55-1-20, as amended by Section 3 of this act, reads as
43 rewritten:

1 **"§ 55-1-20. Filing requirements.**

2 ~~(a) through (e). Recodified.~~

3 ~~(f) A document submitted by a domestic or foreign corporation or nonprofit~~
4 ~~corporation must be executed:~~

5 ~~(1) By the chairman of the board of directors, by its president, or by~~
6 ~~another of its officers;~~

7 ~~(2) If directors have not been selected or the corporation has not been~~
8 ~~formed, by an incorporator; or~~

9 ~~(3) If the corporation is in the hands of a receiver, trustee, or other court-~~
10 ~~appointed fiduciary, by that fiduciary.~~

11 ~~A document submitted by an unincorporated entity must be executed by a person~~
12 ~~authorized to execute documents (i) pursuant to G.S. 57C-1-20(f) if the unincorporated~~
13 ~~entity is a domestic or foreign limited liability company, (ii) pursuant to G.S. 59-204 if~~
14 ~~the unincorporated entity is a domestic or foreign limited partnership, or (iii) pursuant to~~
15 ~~G.S. 59-73.7(a)(4) if the unincorporated entity is any other partnership as defined in~~
16 ~~G.S. 59-36 whether or not formed under the laws of this State.~~

17 ~~(g) through (j). Recodified.~~

18 ~~(a) A document required or permitted by this Chapter to be filed by the Secretary~~
19 ~~of State must be filed under Chapter 55D of the General Statutes.~~

20 ~~(b) A document submitted on behalf of a domestic or foreign corporation must be~~
21 ~~executed:~~

22 ~~(1) By the chair of its board of directors, by its president, or by another of~~
23 ~~its officers;~~

24 ~~(2) If directors have not been selected or the corporation has not been~~
25 ~~formed, by an incorporator; or~~

26 ~~(3) If the corporation is in the hands of a receiver, trustee, or other court-~~
27 ~~appointed fiduciary, by that fiduciary."~~

28 **SECTION 6.(b)** G.S. 55-1-22(a)(27) is repealed.

29 **SECTION 6.(c)** G.S. 55-8-7(a) reads as rewritten:

30 "(a) A director may resign at any time by communicating his resignation to the
31 board of directors, its ~~chairman, chair,~~ or the corporation."

32 **SECTION 7.(a)** G.S. 55A-1-20 reads as rewritten:

33 **"§ 55A-1-20. Filing requirements.**

34 ~~(a) To be entitled to filing by the Secretary of State under this Chapter, a~~
35 ~~document shall satisfy the requirements of this section, and of any other section that~~
36 ~~adds to or varies these requirements.~~

37 ~~(b) The document must be one that is required or permitted by this Chapter to be~~
38 ~~filed in the office of the Secretary of State.~~

39 ~~(c) The document shall contain the information required by this Chapter. It may~~
40 ~~contain other information as well.~~

41 ~~(d) The document shall be typewritten or printed.~~

42 ~~(e) The document shall be in the English language.~~

~~A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.~~

~~(f) A document submitted by a domestic or foreign corporation or business corporation shall be executed:~~

~~(1) By the presiding officer of the board of directors by its president, or by another of its officers;~~

~~(2) If directors have not been selected or the corporation has not been formed, by an incorporator; or~~

~~(3) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.~~

~~A document submitted by an unincorporated entity must be executed by a person authorized to execute documents (i) pursuant to G.S. 57C-1-20(f) if the unincorporated entity is a domestic or foreign limited liability company, (ii) pursuant to G.S. 59-204 if the unincorporated entity is a domestic or foreign limited partnership, or (iii) pursuant to G.S. 59-73.7(a)(4) if the unincorporated entity is any other partnership as defined in G.S. 59-36 whether or not formed under the laws of this State.~~

~~(g) The person executing the document shall sign it and state beneath or opposite his signature his name and the capacity in which he signs. The document may but need not contain:~~

~~(1) The corporate seal;~~

~~(2) An attestation by the secretary or an assistant secretary; and~~

~~(3) An acknowledgment, verification, or proof.~~

~~(h) If the Secretary of State has prescribed a mandatory form for the document under G.S. 55A-1-21, the document shall be in or on the prescribed form.~~

~~(i) The document shall be delivered to the office of the Secretary of State for filing and shall be accompanied by one exact or conformed copy (except as provided in G.S. 55A-5-03 and G.S. 55A-15-09), and all fees required by this Chapter.~~

~~(j) Any signature on any document authorized to be filed with the Secretary of State under any provision of this Chapter may be a facsimile.~~

(a) A document required or permitted by this Chapter to be filed by the Secretary of State must be filed under Chapter 55D of the General Statutes.

(b) A document submitted on behalf of a domestic or foreign corporation must be executed:

(1) By the presiding officer of its board of directors, by its president, or by another of its officers;

(2) If directors have not been selected or the corporation has not been formed, by an incorporator; or

(3) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary."

SECTION 7.(b) G.S. 55A-1-22.1, 55A-1-22.2, 55A-1-23, 55A-1-24, 55A-1-25, 55A-1-26, 55A-1-27, and 55A-1-29 are repealed.

SECTION 7.(c) G.S. 55A-1-22(a)(28) is repealed.

1 **SECTION 8.(a)** G.S. 57C-1-20 reads as rewritten:

2 "**§ 57C-1-20. Filing requirements.**

3 ~~(a) To be entitled to filing by the Secretary of State under this Chapter, a~~
4 ~~document must satisfy the requirements of this section, and of any other section that~~
5 ~~adds to or varies these requirements.~~

6 ~~(b) The document must be one that is required or permitted by this Chapter to be~~
7 ~~filed in the Office of the Secretary of State.~~

8 ~~(c) The document must contain the information required by this Chapter. It may~~
9 ~~contain other information as well.~~

10 ~~(d) The document must be typewritten or printed.~~

11 ~~(e) The document must be in the English language. The name of a limited~~
12 ~~liability company need not be in English if written in English letters or Arabic or~~
13 ~~Roman numerals, and the certificate of existence required of foreign limited liability~~
14 ~~companies need not be in English if accompanied by a reasonably authenticated English~~
15 ~~translation.~~

16 ~~(f) A document submitted by a domestic or foreign limited liability company~~
17 ~~must be executed:~~

18 ~~(1) By a manager of the limited liability company;~~

19 ~~(2) If managers have not been selected, or if the limited liability company~~
20 ~~does not have a manager other than a member, by any member;~~

21 ~~(3) If the limited liability company has not been formed or if no initial~~
22 ~~members of the limited liability company have been identified in the~~
23 ~~manner provided in this Chapter, by an organizer; or~~

24 ~~(4) If the limited liability company is in the hands of a receiver, trustee, or~~
25 ~~other court appointed fiduciary, by that fiduciary.~~

26 ~~A document submitted by a business entity other than a domestic or foreign limited~~
27 ~~liability company must be executed by a person authorized to execute documents (i)~~
28 ~~pursuant to G.S. 55-1-20(f) if the business entity is a corporation or foreign corporation,~~
29 ~~(ii) pursuant to G.S. 55A-1-20(f) if the business entity is a domestic or foreign nonprofit~~
30 ~~corporation, (iii) pursuant to G.S. 59-204 if the business entity is a domestic or foreign~~
31 ~~limited partnership, or (iv) pursuant to G.S. 59-73.7(a)(4) if the business entity is any~~
32 ~~other partnership as defined in G.S. 59-36 whether or not formed under the laws of this~~
33 ~~State.~~

34 ~~(g) The person executing the document shall sign it and state beneath or opposite~~
35 ~~his signature his name and the capacity in which he signs. The document may, but need~~
36 ~~not, contain an acknowledgement, verification, or proof.~~

37 ~~(h) If the Secretary of State has prescribed a mandatory form for the document~~
38 ~~under G.S. 57C-1-21, the document must be in or on the prescribed form unless the~~
39 ~~Secretary of State otherwise permits an alternative form.~~

40 ~~(i) The document must be delivered to the Office of the Secretary of State for~~
41 ~~filing and must be accompanied by one exact or conformed copy and all fees required~~
42 ~~by this Chapter.~~

1 (j) ~~Any signature on any document authorized to be filed with the Secretary of~~
2 ~~State under any provision of this Chapter may be a facsimile.~~

3 (a) A document required or permitted by this Chapter to be filed by the Secretary
4 of State must be filed under Chapter 55D of the General Statutes.

5 (b) A document submitted on behalf of a domestic or foreign limited liability
6 company must be executed:

7 (1) By a manager of the limited liability company;

8 (2) If the limited liability company has not been formed or if no initial
9 members of the limited liability company have been identified in the
10 manner provided in this Chapter, by an organizer; or

11 (3) If the limited liability company is in the hands of a receiver, trustee, or
12 other court-appointed fiduciary, by that fiduciary."

13 **SECTION 8.(b)** G.S. 57C-1-22.1, 57C-1-22.2, 57C-1-23, 57C-1-24,
14 57C-1-25, 57C-1-26, 57C-1-27, and 57C-1-29 are repealed.

15 **SECTION 8.(c)** G.S. 57C-1-22(a)(27) is repealed.

16 **SECTION 9.** G.S. 59-73.7 is recodified as G.S. 59-35.1 and reads as
17 rewritten:

18 **"§ 59-73.7. 59-35.1. Filing of documents.**

19 (a) ~~To be entitled to filing by the Secretary of State, a document submitted~~
20 ~~pursuant to this Part must meet all of the following requirements:~~

21 (1) ~~The document must contain the information required by this Part. It~~
22 ~~may contain other information as well.~~

23 (2) ~~The document must be typewritten or printed.~~

24 (3) ~~The document must be in the English language.~~

25 (4) ~~A document submitted by a partnership must be executed by a general~~
26 ~~partner of the partnership. A document submitted by a business entity~~
27 ~~other than a partnership must be executed by a person authorized to~~
28 ~~execute documents (i) pursuant to G.S. 55-1-20(f) if the business entity~~
29 ~~is a domestic or foreign corporation, (ii) pursuant to G.S. 55A-1-20(f)~~
30 ~~if the business entity is a domestic or foreign nonprofit corporation,~~
31 ~~(iii) pursuant to G.S. 57C-1-20(f) if the business entity is a domestic or~~
32 ~~foreign limited liability company, or (iv) pursuant to G.S. 59-204 if the~~
33 ~~business entity is a domestic or foreign limited partnership.~~

34 (5) ~~The person executing the document must sign it and state beneath or~~
35 ~~opposite the person's signature, the person's name and the capacity in~~
36 ~~which the person signs. Any signature on the document may be a~~
37 ~~facsimile. The document may, but need not, contain an~~
38 ~~acknowledgment, verification, or proof.~~

39 (6) ~~The document must be delivered to the Office of the Secretary of State~~
40 ~~for filing and must be accompanied by one exact or conformed copy~~
41 ~~and by the required filing fee.~~

42 A document required or permitted by this act to be filed by the Secretary of State
43 must be filed under Chapter 55D of the General Statutes.

1 ~~(b) A partnership may correct a document filed by the Secretary of State pursuant~~
 2 ~~to this Part if the document (i) contains a statement that is incorrect and was incorrect~~
 3 ~~when the document was filed or (ii) was defectively executed, attested, sealed, verified,~~
 4 ~~or acknowledged.~~

5 ~~A document is corrected by:~~

6 ~~(1) Preparing articles of correction that (i) describe the document~~
 7 ~~(including its filing date) or have attached to them a copy of the~~
 8 ~~document, (ii) specify the incorrect statement and the reason it is~~
 9 ~~incorrect or the manner in which the execution was defective, and (iii)~~
 10 ~~correct the incorrect statement or defective execution; and~~

11 ~~(2) Delivering the articles of correction to the Secretary of State for filing,~~
 12 ~~accompanied by one exact or conformed copy and the required filing~~
 13 ~~fee.~~

14 ~~Articles of correction are effective on the effective date of the document that is~~
 15 ~~corrected except as to persons relying on the uncorrected document and adversely~~
 16 ~~affected by the correction. As to those persons, articles of correction are effective when~~
 17 ~~filed.~~

18 (b) A document submitted under this act for filing by the Secretary of State must
 19 be executed by a general partner of the partnership.

20 (c) The Secretary of State shall collect the following fees when the documents
 21 described in this subsection are submitted by a partnership to the Secretary of State for
 22 filing:

<u>Document</u>	<u>Fee</u>
Articles of Merger	\$50.00
Articles of Correction	\$10.00

26 ~~The~~ Whenever the Secretary of State is deemed appointed as registered agent under
 27 this act or under Chapter 55D of the General Statutes, the Secretary of State shall collect
 28 a fee of ten dollars (\$10.00) each time process is served on the Secretary of State under
 29 this Part. State. The party to the proceeding causing service of process is entitled to
 30 recover this fee as costs if the party prevails in the proceeding.

31 The Secretary of State shall collect the following fees for copying, comparing, and
 32 certifying a copy of a document filed by a partnership pursuant to this Part:

33 (1) One dollar (\$1.00) a page for copying or comparing a copy to the
 34 original; and

35 (2) Five dollars (\$5.00) for the certificate.

36 ~~The Secretary of State shall guarantee the expedited filing of a document~~
 37 ~~upon receipt of the document in proper form and the payment of the required filing fee.~~
 38 ~~The Secretary of State may collect the following additional fees for the expedited filing~~
 39 ~~of a document received in good form:~~

40 ~~(1) Two hundred dollars (\$200.00) for the filing by the end of the same~~
 41 ~~business day of a document received by 12:00 noon Eastern Standard~~
 42 ~~Time; and~~

1 (2) One hundred dollars (\$100.00) for the filing of a document within 24
2 hours after receipt, excluding weekends and holidays.

3 The Secretary of State shall not collect the fees allowed in this subsection unless the
4 person submitting the document for filing requests an expedited filing and is informed
5 by the Secretary of State of the fees prior to the filing of the document.

6 (e) Upon request, the Secretary of State shall provide for the review of a
7 document prior to its submission for filing to determine whether it satisfies the
8 requirements of this Part. Submission of a document for review shall be accompanied
9 by the proper fee and shall be in accordance with procedures adopted by rule by the
10 Secretary of State. The advisory review shall be completed within 24 hours after
11 submission, excluding weekends and holidays, unless the person submitting the
12 document is otherwise notified in accordance with procedures adopted by rule by the
13 Secretary of State fixing priority between submissions under this subsection and filings
14 under subsection (d) of this section. Upon completion of the advisory review, the
15 Secretary of State shall notify the person submitting the document of any deficiencies in
16 the document that would prevent its filing.

17 (f) Except as provided in this subsection and in subsection (b) of this section, a
18 document accepted for filing is effective:

19 (1) At the time of filing on the date it is filed, as evidenced by the
20 Secretary of State's date and time endorsement on the original
21 document; or

22 (2) At the time specified in the document as its effective time on the date
23 it is filed.

24 A document may specify a delayed effective time and date, and if it does so the
25 document becomes effective at the time and date specified. If a delayed effective date
26 but no time is specified, the document is effective at 11:59:59 p.m. on that date. A
27 delayed effective date for a document may not be later than the 90th day after the date it
28 is filed.

29 The fact that a document has become effective under this subsection does not
30 determine its validity or invalidity or the correctness or incorrectness of the information
31 contained in the document.

32 (g) If a document delivered to the Office of the Secretary of State for filing
33 satisfies the requirements of this Part, the Secretary of State shall file it. Documents
34 filed with the Secretary of State pursuant to this Part may be maintained by the
35 Secretary either in their original form or in photographic, microfilm, optical disk media,
36 or other reproduced form. The Secretary may make reproductions of documents filed
37 under this Part, or under any predecessor act, by photographic, microfilm, optical disk
38 media, or other means of reproduction, and may destroy the originals of those
39 documents reproduced.

40 The Secretary of State files a document by stamping or otherwise endorsing "Filed",
41 together with the Secretary of State's name and official title and the date and time of
42 filing, on both the original and the document copy. After filing a document, the

1 Secretary of State shall deliver the document copy to the partnership or its
2 representative.

3 If the Secretary of State refuses to file a document, the Secretary of State shall return
4 it to the partnership or its representative within five days after the document was
5 received, together with a brief, written explanation of the reason for refusal. The
6 Secretary of State may correct apparent errors and omissions on a document submitted
7 for filing if authorized to make the corrections by the person submitting the document
8 for filing. Prior to making the correction, the Secretary shall confirm the authorization
9 to make the corrections according to procedures adopted by rule.

10 The Secretary of State's duty is to review and file documents that satisfy the
11 requirements of this Part. The Secretary of State's filing or refusing to file a document
12 does not:

- 13 (1) Affect the validity or invalidity of the document in whole or part;
- 14 (2) Relate to the correctness or incorrectness of information contained in
15 the document; or
- 16 (3) Create a presumption that the document is valid or invalid or that
17 information contained in the document is correct or incorrect.

18 (h) If the Secretary of State refuses to file a document delivered to the Secretary
19 of State's office for filing, the person tendering the document for filing may, within 30
20 days after the refusal, appeal the refusal to the Superior Court of Wake County. The
21 appeal is commenced by filing a petition with the court and with the Secretary of State
22 requesting the court to compel the Secretary of State to file the document. The petition
23 shall have attached to it the document to be filed and the Secretary of State's explanation
24 for the refusal to file. The appeal to the Superior Court is not governed by Chapter 150B
25 of the General Statutes, the Administrative Procedure Act, and the court shall
26 determine, based upon what is appropriate under the circumstances, any further notice
27 and opportunity to be heard.

28 Upon consideration of the petition and any response made by the Secretary of State,
29 the court may, prior to entering final judgment, order the Secretary of State to file the
30 document or take other action the court considers appropriate.

31 The court's final decision may be appealed as in other civil proceedings.

32 (i) A certificate attached to a copy of a document filed by the Secretary of State,
33 bearing the Secretary of State's signature (which may be in facsimile) and the seal of
34 office and certifying that the copy is a true copy of the document, is conclusive evidence
35 that the original document is on file with the Secretary of State. A photographic,
36 microfilm, optical disk media, or other reproduced copy of a document filed pursuant to
37 this Part or any predecessor act, when certified by the Secretary, shall be considered an
38 original for all purposes and is admissible in evidence in like manner as an original.

39 (j) A person commits an offense if the person signs a document the person
40 knows is false in any material respect with intent that the document be delivered to the
41 Secretary of State for filing. An offense under this subsection is a Class 1 misdemeanor.

42 (k)(d) Whenever title to real property in this State held by a partnership is vested by
43 operation of law in another entity upon merger, consolidation, or conversion of the

1 partnership, a certificate reciting the merger, consolidation, or conversion shall be
2 recorded in the office of the register of deeds of the county where the property is
3 located, or if the property is located in more than one county, then in each county where
4 any portion of the property is located.

5 The Secretary of State shall adopt uniform certificates to be furnished for
6 registration in accordance with this subsection. In the case of a partnership formed
7 under a law other than the laws of this State, a similar certificate by any competent
8 authority of the jurisdiction of organization may be registered in accordance with this
9 subsection.

10 The certificate required by this subsection ~~shall~~ must be recorded by the register of
11 deeds in the same manner as deeds, and for the same fees, but no formalities as to
12 acknowledgment, probate, or approval by any other officer shall be required. The
13 former name of the partnership holding title to the real property before the merger,
14 consolidation, or conversion shall appear in the "Grantor" index and the name of the
15 other entity holding title to the real property by virtue of the merger, consolidation, or
16 conversion shall appear in the "Grantee" index."

17 **SECTION 10.(a)** G.S. 59-73.6(b) reads as rewritten:

18 "(b) If the surviving business entity is not a domestic limited liability company, a
19 domestic corporation, a domestic nonprofit corporation, or a domestic limited
20 partnership when the merger takes effect, the surviving business entity is deemed:

21 (1) To agree that it may be served with process in this State in any
22 proceeding for enforcement of (i) any obligation of any merging
23 domestic limited liability company, domestic corporation, domestic
24 nonprofit corporation, domestic limited partnership, or other
25 partnership as defined in G.S. 59-36 that is formed under the laws of
26 this State, (ii) the rights of dissenting shareholders of any merging
27 domestic corporation under Article 13 of Chapter 55 of the General
28 Statutes, and (iii) any obligation of the surviving business entity
29 arising from the merger; and

30 (2) To have appointed the Secretary of State as its registered agent for
31 service of process in any such proceeding. Service on the Secretary of
32 State of any such process shall be made by delivering to and leaving
33 with the Secretary of State or with any clerk authorized by the
34 Secretary of State to accept service of process, duplicate copies of such
35 process and the fees required by ~~G.S. 59-73.7(e)~~ G.S. 59-35.1(c).
36 Upon receipt of service of process on behalf of a surviving business
37 entity in the manner provided for in this section, the Secretary of State
38 shall immediately mail a copy of the process by registered or certified
39 mail, return receipt requested, to the surviving business entity. If the
40 surviving business entity is authorized to transact business or conduct
41 affairs in this State, the address for mailing shall be its principal office
42 designated in the latest document filed with the Secretary of State that
43 is authorized by law to designate the principal office or, if there is no

1 principal office on file, its registered office. If the surviving business is
2 not authorized to transact business or conduct affairs in this State, the
3 address for mailing shall be the mailing address designated pursuant to
4 subdivision (3) of subsection (d) of this section."

5 **SECTION 10.(b)** G.S. 59-204(a) reads as rewritten:

6 "(a) Each certificate required by this Article to be filed in the office of the
7 Secretary of State shall be executed in the following manner:

8 (1) An original certificate of limited partnership must be signed by all
9 general partners;

10 (2) A certificate of amendment must be signed by at least one general
11 partner and by each other partner designated in the certificate as a new
12 general partner; and

13 (3) A certificate of cancellation must be signed by all general partners.

14 Any other document submitted by a domestic or foreign limited partnership for
15 filing pursuant to this or any other Chapter must be signed by at least one general
16 partner. ~~Any document submitted by a business entity other than a domestic or foreign
17 limited partnership must be executed by a person authorized to execute documents (i)
18 pursuant to G.S. 55-1-20(f) if the business entity is a domestic or foreign corporation,
19 (ii) pursuant to G.S. 55A-1-20(f) if the business entity is a domestic or foreign nonprofit
20 corporation, (iii) pursuant to G.S. 57C-1-20(f) if the business entity is a domestic or
21 foreign limited liability company, or (iv) pursuant to G.S. 59-73.7(a)(4) if the business
22 entity is a partnership as defined in G.S. 59-36, whether or not formed under the laws of
23 this State, other than a domestic or foreign limited partnership."~~

24 **SECTION 10.(c)** G.S. 59-204(b1) is repealed.

25 **SECTION 10.(d)** G.S. 59-206 reads as rewritten:

26 "**§ 59-206. Filing requirements.**

27 (a) A document required or permitted by this Article to be filed by the Secretary
28 of State must be filed under Chapter 55D of the General Statutes. Whenever the
29 provisions of this Article require any document relating to a limited partnership to be
30 executed and filed in accordance with this Article, unless otherwise specifically stated
31 in this Article:

32 (1) ~~There shall be an original executed document and also one conformed
33 copy.~~

34 (2) ~~The original document so signed, together with the conformed copy,
35 shall be delivered to the Secretary of State. If the Secretary finds that it
36 satisfies the requirements of this Article, the Secretary shall, when the
37 proper fees have been tendered, endorse upon the original the word
38 "filed" and the hour, day, month and year of the filing thereof and shall
39 file the same in the Secretary's office. The Secretary of State shall
40 thereupon immediately compare the copy with the original and if the
41 Secretary finds that they are identical the Secretary shall make upon
42 the conformed copy the same endorsement which appears on the
43 original and shall attach to the copy a certificate stating that attached~~

1 ~~thereto is a true copy of the document, designated by an appropriate~~
2 ~~title, filed in the Secretary's office and showing the date of the filing.~~
3 ~~The Secretary shall thereupon return the copy so certified to the~~
4 ~~limited partnership or its representatives. Any documents filed with the~~
5 ~~Secretary of State pursuant to this Chapter may be maintained by the~~
6 ~~Secretary either in their original form or in photographic, microfilm,~~
7 ~~optical disk media, or other reproduced form. The Secretary may make~~
8 ~~reproductions of documents filed under this Chapter, or under any~~
9 ~~predecessor act, by photographic, microfilm, optical disk media, or~~
10 ~~other means of reproduction, and may destroy the originals of the~~
11 ~~documents reproduced. The Secretary of State may correct apparent~~
12 ~~errors and omissions on a document submitted for filing if authorized~~
13 ~~to make the corrections by the person submitting the document for~~
14 ~~filing. The authorization to make the corrections shall be confirmed,~~
15 ~~according to procedures adopted by rule, by the Secretary prior to~~
16 ~~making the correction.~~

17 (2b) ~~A domestic or foreign limited partnership may correct a document~~
18 ~~filed by the Secretary of State if the document (i) contains a statement~~
19 ~~that is incorrect and was incorrect when the document was filed or (ii)~~
20 ~~was defectively executed, attested, sealed, verified, or acknowledged.~~

21 (3) ~~Repealed by Session Laws 1991, c. 153, s. 2.~~

22 (3a) Whenever the name of any domestic or foreign limited partnership
23 holding title to real property in this State is changed upon amendment
24 to the certificate of limited partnership, or whenever title to its real
25 property is vested by operation of law in another entity upon merger,
26 consolidation, or conversion of the domestic or foreign limited
27 partnership, a certificate reciting the name change, merger,
28 consolidation, or conversion shall be recorded in the office of the
29 register of deeds of the county where the property lies, or if the
30 property is located in more than one county, then in each county where
31 any portion of the property lies.

32 (4) The Secretary of State shall adopt uniform certificates to be furnished
33 for registration in accordance with this section. In the case of a foreign
34 limited partnership, a similar certificate by any competent authority of
35 the jurisdiction under which the limited partnership is organized may
36 be registered in accordance with this section.

37 (5) The certificate required by subdivision (3a) of this subsection shall be
38 recorded by the register of deeds in the same manner as deeds, and for
39 the same fees, but no formalities as to acknowledgement, probate, or
40 approval by any other officer shall be required. The former name of
41 the domestic or foreign limited partnership holding title to the real
42 property before the name change, merger, consolidation, or conversion
43 shall appear in the "Grantor" index, and the new name of the domestic

1 or foreign limited partnership or the name of the other entity holding
2 title to the real property by virtue of the merger, consolidation, or
3 conversion, as applicable, shall appear in the "Grantee" index.

4 (b) ~~Repealed by Session Laws 1991, c. 153, s. 2.~~

5 (b1) ~~Except as provided in subsection (b2), a document accepted for filing is~~
6 ~~effective:~~

7 (1) ~~At the time of filing on the date it is filed, as evidenced by the~~
8 ~~Secretary of State's date and time endorsement on the original~~
9 ~~document; or~~

10 (2) ~~At the time specified in the document as its effective time on the date~~
11 ~~it is filed.~~

12 (b2) ~~A document may specify a delayed effective time and date, and if it does so~~
13 ~~the document becomes effective at the time and date specified. If a delayed effective~~
14 ~~date but not time is specified, the document is effective at 11:59:59 p.m. on that date. A~~
15 ~~delayed effective date for a document may not be later than the ninetieth day after the~~
16 ~~date it is filed.~~

17 (b3) ~~The fact that a document has become effective under this section does not~~
18 ~~determine its validity or invalidity or the correctness or incorrectness of the information~~
19 ~~contained in the document.~~

20 (c) ~~It shall be the duty of the Secretary of State, whenever so requested and upon~~
21 ~~tender of the proper fees, to certify as aforesaid any true copy of any document on file in~~
22 ~~the office, or if requested, to make or cause to be made typewritten or photostatic copies~~
23 ~~of the documents and to certify the same as aforesaid."~~

24 **SECTION 10.(e)** G.S. 59-206.1 and G.S. 59-206.2 are repealed.

25 **SECTION 10.(f)** G.S. 59-1106 reads as rewritten:

26 **"§ 59-1106. Fees; expedited filing. Fees.**

27 The Secretary of State shall collect the following fees and remit them to the State
28 Treasurer for the use of the State:

- 29 (1) For filing a certificate of limited partnership
30 (G.S. 59-201) \$50.00
- 31 (2) For filing a certificate of amendment
32 (G.S. 59-202; 59-905) 25.00
- 33 (3) For filing a certificate of cancellation
34 (G.S. 59-203; 59-906) 25.00
- 35 (4) For filing an application for reservation of name
36 (G.S. 59-104(a)) 10.00
- 37 (5) For filing a transfer of name
38 (G.S. 59-104(d)) 10.00
- 39 (6) For filing an application for registration
40 as foreign limited partnership
41 (G.S. 59-502) 50.00
- 42 (7) For preparing and furnishing a copy of any
43 document, instrument or paper filed or recorded

1 relating to a limited partnership (G.S. 59-206(c))
 2 For each page..... 1.00
 3 For affixing the certificate and official seal thereto 5.00
 4 (8) For comparing a copy furnished to him of any
 5 document, instrument or paper filed or recorded
 6 relating to a limited partnership
 7 For each page..... 1.00
 8 (9) For filing any other document not ~~herein~~ specifically
 9 provided for 10.00
 10 (10) ~~For the expedited filing by the end of the same~~
 11 ~~business day of a document received in good order~~
 12 ~~by 12:00 noon Eastern Standard Time 200.00~~
 13 ~~additional fee~~
 14 (11) ~~For the expedited filing of a document received in~~
 15 ~~good order within 24 hours after receipt, excluding~~
 16 ~~weekends and holidays 100.00~~
 17 ~~additional fee~~
 18 (12) ~~Advisory review of a document 200.00.~~

19 ~~The Secretary of State shall not collect the fees allowed in subdivisions (10) and (11)~~
 20 ~~of this section unless the person submitting the document for filing requests an~~
 21 ~~expedited filing and is informed by the Secretary of State of the fees prior to the filing~~
 22 ~~of the document. Upon receipt of a document in proper form and payment of the~~
 23 ~~required filing fee, the Secretary of State shall guarantee the expedited filing of the~~
 24 ~~document."~~

25 **SECTION 11.** G.S. 55B-3 reads as rewritten:
 26 "**§ 55B-3. North Carolina Business Corporation Act ~~applicable~~applicable; other**
 27 **applicable law.**

28 (a) Chapter 55 of the General Statutes, the ~~The~~ North Carolina Business
 29 Corporation Act ~~shall be applicable to such Act, applies to~~ professional corporations,
 30 including their organization, and professional corporations shall enjoy the powers and
 31 privileges and shall be subject to the duties, restrictions and liabilities of other
 32 corporations, except insofar as the same may be limited or enlarged by this Chapter. If
 33 any provision of this Chapter conflicts with the provisions of Chapter 55 of the General
 34 Statutes, the North Carolina Business Corporation Act, the provisions of this Chapter
 35 shall prevail.

36 (b) A document required or permitted by this Chapter to be filed by the Secretary
 37 of State shall be filed under Chapter 55D of the General Statutes, Filings, Names, and
 38 Registered Agents for Corporations, Nonprofit Corporations, Limited Liability
 39 Companies, Limited Partnerships, and Limited Liability Partnerships."

41 **PART III. CONSOLIDATION OF PROVISIONS RELATING TO NAMES.**
 42

1 corporate general partner, or (ii) the business of the limited
2 partnership has been carried on under that name before the
3 admission of that limited partner.

4 (4) A registered limited liability partnership's name must contain the
5 words 'registered limited liability partnership' or 'limited liability
6 partnership' or the abbreviation 'L.L.P.', 'R.L.L.P.', 'LLP' or 'RLLP' as
7 the last words or letters of its name.

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

12 (c) The use of assumed names or fictitious names, as provided for in Chapter 66,
13 is not affected by this Chapter, Chapter or by Chapter 55, 55A, 57C, or 59 of the General
14 Statutes.

15 (d) ~~Neither the reservation or registration of a corporate name nor the~~
16 ~~incorporation of any domestic corporation shall~~ The filing of any document, the
17 reservation or registration of any name under this Chapter or under Chapter 55, 55A,
18 55B, 57C, or 59 of the General Statutes, or the issuance of a certificate of authority to
19 transact business or conduct affairs or a statement or foreign registration does not
20 authorize the use in this State of a ~~corporate~~ name in violation of the rights of any third
21 party under the federal trademark act, the trademark act of this State, or other statutory
22 or common law, ~~or be and is not~~ a defense to an action for violation of any ~~such~~ those
23 rights.

24 **"§ 55D-21. Entity names on the records of the Secretary of State; availability.**

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

26 (1) Domestic corporations, nonprofit corporations, limited liability
27 companies, limited partnerships, and registered limited liability
28 partnerships.

29 (2) Foreign corporations, foreign nonprofit corporations, foreign limited
30 liability companies, and foreign limited partnerships applying for or
31 maintaining a certificate of authority to transact business or conduct
32 affairs in this State.

33 (3) Foreign limited liability partnerships applying for or maintaining a
34 statement of foreign registration.

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

38 (1) ~~The corporate name of a corporation incorporated or authorized to~~
39 ~~transact business~~ domestic corporation, nonprofit corporation, limited
40 liability company, limited partnership, or registered limited liability
41 partnership, or of a foreign corporation, foreign nonprofit corporation,
42 foreign limited liability company, or foreign limited partnership
43 authorized to transact business or conduct affairs in this State, or a

- 1 foreign limited liability partnership maintaining a statement of foreign
2 registration in this State;
- 3 (2) ~~A corporate name reserved or registered under G.S. 55-4-02 or G.S.~~
4 ~~55-4-03;G.S. 55D-23 or registered under G.S. 55D-24; and~~
- 5 (3) ~~The fictitious name adopted by a foreign corporation authorized to~~
6 ~~transact business foreign corporation, foreign nonprofit corporation,~~
7 ~~foreign limited liability company, or foreign limited partnership~~
8 ~~authorized to transact business or conduct affairs, or a foreign limited~~
9 ~~liability partnership maintaining a statement of foreign registration in~~
10 ~~this State because its real name is unavailable;unavailable.~~
- 11 (4) ~~The corporate name of a nonprofit corporation incorporated or~~
12 ~~authorized to transact business in this State; and~~
- 13 (5) ~~The name used, reserved, or registered by a limited liability company~~
14 ~~pursuant to Chapter 57C of the General Statutes or by a limited~~
15 ~~partnership pursuant to Chapter 59 of the General Statutes.~~
- 16 (c) A person may apply to the Secretary of State for authorization to use a name
17 that is not distinguishable upon ~~his~~ the Secretary of State's records from one or more of
18 the names described in ~~subsection (b).~~ subsection (b) of this section. The Secretary of
19 State shall authorize use of the name applied for if:
- 20 (1) ~~The other corporation person who has or uses the name or who has~~
21 ~~reserved or registered the name consents in writing to the use in~~
22 ~~writing~~ and submits an undertaking in form satisfactory to the
23 Secretary of State to change its name to a name that is distinguishable
24 upon the records of the Secretary of State from the name of the
25 applicant; or
- 26 (2) The applicant delivers to the Secretary of State a certified copy of the
27 final judgment of a court of competent jurisdiction establishing the
28 applicant's right to use the name applied for in this State.
- 29 (d) Except as otherwise provided in this subsection, the ~~The~~ name of a
30 corporation dissolved under Article 14 of Chapter 55 of the General Statutes, of a
31 nonprofit corporation dissolved under Article 14 of Chapter 55A of the General
32 Statutes, of a limited liability company dissolved under Article 6 of Chapter 57C of the
33 General Statutes, or a limited partnership dissolved under Part 8 of Article 5 of Chapter
34 59 of the General Statutes, or of a limited liability partnership whose registration as a
35 limited liability partnership has been revoked under G.S. 59-84.4, may not be used by
36 another ~~corporation~~ entity until:
- 37 (1) In the case of a ~~voluntary dissolution, nonjudicial dissolution other~~
38 ~~than an administrative dissolution, the expiration of 120 days after the~~
39 ~~effective date of the dissolution, or dissolution.~~
- 40 (2) In the case of an administrative dissolution, the expiration of the
41 period within which the ~~corporation~~ entity may be ~~reinstated pursuant~~
42 ~~to G.S. 55-14-21, reinstated.~~

- 1 (3) In the case of a judicial dissolution, 120 days after the later of the date
2 the judgment has become final or the effective date of the dissolution.
3 The person applying for the name must certify to the Secretary of State
4 that no appeal or other judicial review of the judgment directing
5 dissolution is pending.

6 The name of a dissolved entity may be used at any time if the entity unless the
7 dissolved corporation changes its name to a name that is distinguishable upon the
8 records of the Secretary of State from the names of other business domestic
9 corporations, nonprofit corporations, limited partnerships, or limited liability companies
10 organized or transacting business companies, limited partnerships, or registered limited
11 liability partnerships or foreign corporations, foreign nonprofit corporations, foreign
12 limited liability companies, or foreign limited partnerships authorized to transact
13 business or conduct affairs in this State, or foreign limited liability partnerships
14 maintaining a statement of foreign registration, in this State.

15 **"§ 55D-22. Names of foreign entities.**

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

- 21 (1) If a foreign corporation or foreign nonprofit corporation, add the word
22 'corporation', 'incorporated', 'company', or 'limited', or the abbreviation
23 'corp.', 'inc.', 'co.', or 'ltd.' to its corporate name for use in this State;
24 (2) If a foreign limited liability company, add the words 'limited liability
25 company', or the abbreviation 'L.L.C.', or 'LLC', or the combination
26 'ltd. liability co.', 'limited liability co.', or 'ltd. liability company' to its
27 name for use in this State if the addition will cause the name to satisfy
28 the requirements of G.S. 55D-20 and G.S. 55D-21;
29 (3) If a foreign limited partnership, add the words 'limited partnership' or
30 the abbreviation 'L.P.' or 'LP', or the combination 'ltd. partnership';
31 (4) If a foreign limited liability partnership, add the words 'registered
32 limited liability partnership', or 'limited liability partnership' or the
33 abbreviation 'L.L.P.', 'R.L.L.P.', 'LLP', or 'RLLP' as the last words or
34 letters of its name; or
35 (5) Use a fictitious name, which includes one or more of the words,
36 abbreviations, or combinations in subdivisions (1) through (4) of this
37 subsection if applicable, to transact business or conduct affairs in this
38 State if its real name is unavailable and it delivers to the Secretary of
39 State for filing a copy of the resolution adopting the fictitious name.

40 (b) If a foreign corporation, foreign nonprofit corporation, foreign limited
41 liability company, or foreign limited partnership authorized to transact business or
42 conduct affairs in this State, or a foreign limited liability partnership maintaining a
43 statement of foreign registration, changes its name to one that does not satisfy the

1 requirements of this Article, it may not transact business or conduct affairs in this State
2 under the changed name until it adopts a name satisfying the requirements of this
3 Article and obtains an amended certificate of authority or statement of foreign
4 registration under G.S. 55-15-04, 55A-15-04, 57C-7-05, 59-91, or 59-905, as applicable.

5 **"§ 55D-23. Reserved name.**

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

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

17 (c) Any person acquiring the goodwill of a domestic ~~corporation~~ corporation,
18 nonprofit corporation, limited liability company, limited partnership, or registered
19 limited liability partnership, or of a foreign ~~corporation~~ corporation, foreign nonprofit
20 corporation, foreign limited liability company, or foreign limited partnership authorized
21 to transact business or conduct affairs in this State, or of a foreign limited liability
22 partnership maintaining a statement of foreign registration in this State may, on
23 furnishing the Secretary of State satisfactory evidence of such acquisition, reserve for
24 10 years the exclusive right to the corporate name of the said corporation for a period of
25 10 years any name that became available as a result of the acquisition.

26 **"§ 55D-24. Registered name.**

27 (a) A foreign ~~corporation~~ corporation, foreign nonprofit corporation, foreign
28 limited liability company, foreign limited partnership, or foreign limited liability
29 partnership may register its ~~corporate name,~~ or its ~~corporate name~~ with any addition
30 required by ~~G.S. 55-15-06,~~ G.S. 55D-22, if the name to be registered is distinguishable
31 upon the records of the Secretary of State from the ~~corporate names~~ that are not
32 available under ~~G.S. 55-4-01(b)(3).~~ G.S. 55D-21(b).

33 (b) ~~A foreign corporation~~ An entity registers its ~~corporate name,~~ or its ~~corporate~~
34 name with any addition required by ~~G.S. 55-15-06,~~ G.S. 55D-22, by filing with the
35 Secretary of State an application:

36 (1) Setting forth its ~~corporate name,~~ or its ~~corporate name~~ with any
37 addition required by ~~G.S. 55-15-06,~~ G.S. 55D-22, the state or country
38 and date of its incorporation, organization, or formation, and a brief
39 description of the nature of the business or activities in which it is
40 engaged; and

41 (2) Accompanied by a certificate of existence (or a document of a similar
42 import) from the state or country of ~~incorporation.~~ incorporation,
43 organization, or formation.

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

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

10 (e) ~~A foreign corporation~~ An entity whose registration is effective may thereafter
11 ~~qualify~~ become authorized to transact business or conduct affairs as a ~~foreign~~
12 ~~corporation~~ under that name or consent in writing to the use of that name by: ~~by a~~
13 ~~corporation thereafter incorporated under this Chapter or by another foreign corporation~~
14 ~~thereafter authorized to transact business in this State.~~

15 (1) A domestic corporation, nonprofit corporation, limited liability
16 company, limited partnership, or registered limited liability partnership
17 thereafter incorporated, organized, or formed in this State under that
18 name;

19 (2) A domestic corporation, nonprofit corporation, limited liability
20 company, limited partnership, or registered limited liability partnership
21 that changes its name to that name; or

22 (3) Another foreign corporation, foreign nonprofit corporation, foreign
23 limited liability company, foreign limited partnership, or foreign
24 limited liability partnership that becomes authorized to transact
25 business or conduct affairs in this State under that name.

26 The registration terminates when the ~~domestic corporation~~ corporation, nonprofit
27 corporation, limited liability company, limited partnership, or registered limited liability
28 partnership is incorporated ~~incorporated, organized, formed, or changes its name or the~~
29 ~~foreign corporation~~ corporation, foreign nonprofit corporation, foreign limited liability
30 company, foreign limited partnership, or foreign limited liability partnership qualifies or
31 consents to the qualification of another ~~foreign corporation~~ entity under the registered
32 name.

33 **"§ 55D-25. Reserved and registered names, powers of the Secretary of State.**

34 The Secretary of State may revoke any reservation or registration of a ~~corporate~~
35 name if ~~he~~ the Secretary of State:

36 (1) Gives written notice ~~finds, upon a hearing not less than 15 days after~~
37 ~~the effective date of written notice given by~~ registered or certified
38 mail, return receipt requested, to the person ~~or corporation~~ who made
39 the reservation or ~~registration,~~ registration of the date and time of a
40 hearing;

41 (2) Conducts a hearing not less that 15 days after receipt of the notice as
42 shown by the return receipt; and

- 1 (3) Finds that the application therefor or any transfer thereof was not made
2 in good faith or that any statement contained in the application for
3 reservation or registration was false when such application was filed or
4 has thereafter become false.

5 **"§ 55D-26. Real property records.**

6 (a) ~~Whenever the name of any domestic or foreign corporation holding title to~~
7 real property in this State is changed upon amendment to the articles of incorporation A
8 certificate issued by the Secretary of State as described in subsection (b) of this section
9 must be recorded when:

- 10 (1) The name of any domestic corporation, nonprofit corporation, limited
11 liability company, or registered limited liability partnership or foreign
12 corporation, foreign nonprofit corporation, foreign limited liability
13 company, foreign limited partnership, or foreign limited liability
14 partnership that holds title to real property in this State is changed
15 upon amendment to its articles of incorporation or organization, its
16 certificate of limited partnership, or its application for registration as a
17 limited liability partnership; or whenever title to its real property in
18 this State

- 19 (2) Title to real property in this State held by any entity listed in
20 subdivision (1) of this subsection is vested by operation of law in
21 another entity upon merger, consolidation, or conversion of the
22 corporation, entity.

23 The ~~a~~ certificate ~~reciting~~ must recite the name change, merger, consolidation, or
24 conversion ~~and shall~~ must be recorded in the office of the register of deeds of the county
25 where the property ~~lies, or lies or,~~ if the property is located in more than one county;
26 ~~then~~ in each county where any portion of the property lies.

27 (b) The Secretary of State shall ~~adopt~~ issue uniform certificates ~~to be furnished~~
28 for registration ~~recording~~ in accordance with this section. In the case of a ~~foreign~~
29 corporation, ~~foreign corporation, foreign nonprofit corporation, foreign limited liability~~
30 company, foreign limited partnership, or foreign limited liability partnership, a similar
31 certificate by any competent authority of the jurisdiction of incorporation may be
32 registered ~~recorded~~ in accordance with this section.

33 (c) The certificate required by this section ~~shall~~ must be recorded by the register
34 of deeds in the same manner as deeds, and for the same fees, but no formalities as to
35 acknowledgement, probate, or approval by any other officer shall be required. The
36 former name of the ~~corporation~~ entity holding title to the real property before the name
37 change, merger, consolidation, or conversion shall appear in the "Grantor" index, and
38 the new name of the corporation or the name of the other entity holding title to the real
39 property by virtue of the merger, consolidation, or conversion shall appear in the
40 "Grantee" index."

41
42 **PART IV. CONFORMING AMENDMENTS TO PART III.**

1 **SECTION 16.** G.S. 55-2-02(a)(1) reads as rewritten:

2 "(1) A corporate name for the corporation that satisfies the requirements of
3 G.S. 55-4-01; G.S. 55D-20 and G.S. 55D-21;".

4 **SECTION 17.** G.S. 55-15-03(a)(1) reads as rewritten:

5 "(1) The name of the foreign corporation or, if its name is unavailable for
6 use in this State, a corporate name that satisfies the requirements of
7 G.S. 55-15-06; G.S. 55D-22;".

8 **SECTION 18.** G.S. 55-15-06 is repealed.

9 **SECTION 19.** G.S. 55-14-33(b) reads as rewritten:

10 "(b) After entering the decree of dissolution, the court shall direct the winding up
11 and liquidation of the corporation's business and affairs in accordance with G.S.
12 55-14-05 and the notification of claimants in accordance with G.S. 55-14-06 and G.S.
13 55-14-07. The corporation's name becomes available for use by another entity as
14 provided in G.S. 55D-21."

15 **SECTION 20.** G.S. 55A-2-02(a)(1) reads as rewritten:

16 "(1) A corporate name for the corporation that satisfies the requirements of
17 G.S. 55A-4-01; G.S. 55D-20 and G.S. 55D-21;".

18 **SECTION 21.** G.S. 55A-15-03(a)(1) reads as rewritten:

19 "(1) The name of the foreign corporation or, if its name is unavailable for
20 use in this State, a corporate name that satisfies the requirements of
21 G.S. 55A-15-06; G.S. 55D-22;".

22 **SECTION 22.** G.S. 55A-15-06 is repealed.

23 **SECTION 23.** Article 4 of Chapter 55A of the General Statutes is repealed.

24 **SECTION 24.** G.S. 55A-14-33(b) reads as rewritten:

25 "(b) After entering the decree of dissolution, the court shall direct the winding up
26 and liquidation of the corporation's affairs in accordance with G.S. 55A-14-06 and the
27 notification of its claimants in accordance with G.S. 55A-14-07 and G.S. 55A-14-08.
28 The corporation's name becomes available for use by another entity as provided in G.S.
29 55D-21."

30 **SECTION 25.** G.S. 55B-5 reads as rewritten:

31 "**§ 55B-5. Corporate name.**

32 The corporate name used by professional corporations under this Chapter, except as
33 limited by the licensing acts of the respective professions, shall be governed by the
34 provisions of ~~Chapter 55, the North Carolina Business Corporation Act; Chapter 55D,~~
35 provided that professional corporations may use the words "Professional Association,"
36 "P.A.," "Professional Corporation," or "P.C." in lieu of the corporate designations
37 specified in ~~Chapter 55; Chapter 55D,~~ and provided further that licensing boards by
38 regulations may make further corporate name requirements or limitations for the
39 respective professions, but such regulations may not prohibit the continued use of any
40 corporate name duly adopted in conformity with the General Statutes and with the
41 pertinent licensing board regulations in effect at the date of such adoption."

42 **SECTION 26.** G.S. 57C-2-01(c) reads as rewritten:

1 (c) Subsections (a) and (b) of this section to the contrary notwithstanding and
2 except as set forth in this subsection, a domestic or foreign limited liability company
3 shall engage in rendering professional services only to the extent that a professional
4 corporation acting pursuant to Chapter 55B of the General Statutes or a corporation
5 acting pursuant to Chapter 55 of the General Statutes may engage in rendering
6 professional services under the conditions and limitations imposed by an applicable
7 licensing statute. Chapter 55B of the General Statutes and each applicable licensing
8 statute are deemed amended to provide that professionals licensed under the applicable
9 licensing statute may render professional services through a domestic or foreign limited
10 liability company. For purposes of applying the provisions, conditions, and limitations
11 of Chapter 55B of the General Statutes and the applicable licensing statute to domestic
12 and foreign limited liability companies that engage in rendering professional services,
13 (i) unless the context clearly requires otherwise, references to Chapter 55 of the General
14 Statutes (the North Carolina Business Corporation Act) shall be treated as references to
15 this Chapter, and references to a "corporation" or "foreign corporation" shall be treated
16 as references to a limited liability company or foreign limited liability company,
17 respectively, (ii) members shall be treated in the same manner as shareholders of a
18 professional corporation, (iii) managers shall be treated in the same manner as directors
19 of a professional corporation, (iv) the persons signing the articles of organization of a
20 limited liability company shall be treated in the same manner as the incorporators of a
21 professional corporation, and (v) the name of a domestic or foreign limited liability
22 company so engaged shall comply with ~~G.S. 57C-2-30 or G.S. 57C-7-06~~ Article 3 of
23 Chapter 55D of the General Statutes and, in addition, shall contain the word
24 "Professional" or the abbreviation "P.L.L.C." or "PLLC". For purposes of this
25 subsection, "applicable licensing statute" shall mean those provisions of the General
26 Statutes referred to in G.S. 55B-2(6).

27 Nothing in this Chapter shall be interpreted to abolish, modify, restrict, limit, or alter
28 the law in this State applicable to the professional relationship and liabilities between
29 the individual furnishing the professional services and the person receiving the
30 professional services, the standards of professional conduct applicable to the rendering
31 of the services, or any responsibilities, obligations, or sanctions imposed under
32 applicable licensing statutes. A member or manager of a professional limited liability
33 company is not individually liable, directly or indirectly, including by indemnification,
34 contribution, assessment, or otherwise, for debts, obligations, and liabilities of, or
35 chargeable to, the professional limited liability company that arise from errors,
36 omissions, negligence, malpractice, incompetence, or malfeasance committed by
37 another member, manager, employee, agent, or other representative of the professional
38 limited liability company; provided, however, nothing in this Chapter shall affect the
39 liability of a member or manager of a professional limited liability company for his or
40 her own errors, omissions, negligence, malpractice, incompetence, or malfeasance
41 committed in the rendering of professional services."

42 **SECTION 27.** G.S. 57C-2-21(a)(1) reads as rewritten:

1 "(1) A name for the limited liability company that satisfies the provisions
2 of ~~G.S. 57C-2-30~~; ~~G.S. 55D-20~~ and ~~G.S. 55D-21~~;"

3 **SECTION 28.** G.S. 57C-7-04(a)(1) reads as rewritten:

4 "(1) The name of the foreign limited liability company ~~or or, if its name is~~
5 ~~unavailable for use in this State~~, a name that satisfies the requirements
6 of ~~G.S. 57C-7-06~~; Article 3 of Chapter 55D of the General Statutes:"

7 **SECTION 29.** G.S. 57C-7-06 is repealed.

8 **SECTION 30.** Part 3 of Article 2 of Chapter 57C of the General Statutes is
9 repealed.

10 **SECTION 31.** G.S. 57C-6-02.3(b) reads as rewritten:

11 "(b) After entering the decree of dissolution, the court shall direct the winding up
12 of the limited liability company's business and affairs in accordance with G.S. 57C-6-04
13 and G.S. 57C-6-05 and the notification of claimants in accordance with G.S. 57C-6-07
14 and G.S. 57C-6-08. The limited liability company's name becomes available for use by
15 another entity as provided in G.S. 55D-21."

16 **SECTION 32.** G.S. 59-103 reads as rewritten:

17 "**§ 59-103. Name.**

18 (a) ~~The name of the limited partnership shall contain without abbreviation the~~
19 ~~words "limited partnership";~~

20 (b) ~~The limited partnership name shall not contain the name of a limited partner~~
21 ~~unless (i) it is also the name of a general partner or the corporate name of a corporate~~
22 ~~general partner, or (ii) the business of the limited partnership has been carried on under~~
23 ~~that name before the admission of that limited partner;~~

24 (c) ~~The limited partnership name shall not contain any word or phrase which is~~
25 ~~likely to mislead the public or which indicates or implies that it is organized for any~~
26 ~~purpose other than one or more of the purposes contained in its certificate of limited~~
27 ~~partnership;~~

28 (d) ~~The limited partnership name shall be distinguishable upon the records of the~~
29 ~~Secretary of State from:~~

30 (1) ~~The name of a corporation, nonprofit corporation, limited partnership,~~
31 ~~or limited liability company organized in this State, or a foreign~~
32 ~~corporation or nonprofit corporation, foreign limited partnership, or~~
33 ~~foreign limited liability company authorized to transact business in this~~
34 ~~State;~~

35 (2) ~~A name reserved under G.S. 55-4-02, 55-4-03, 55A-4-02, 55A-4-03,~~
36 ~~57C-2-31, 57C-2-32, 59-104, or 59-904; and~~

37 (3) ~~The fictitious name adopted by a foreign corporation or nonprofit~~
38 ~~corporation, foreign limited partnership, or foreign limited liability~~
39 ~~company authorized to transact business in this State because its real~~
40 ~~name is unavailable.~~

41 The name of the limited partnership must meet any requirements of Chapter 55D of
42 the General Statutes."

43 **SECTION 33.** G.S. 59-104 is repealed.

1 **SECTION 34.** G.S. 59-206, as amended in Part II of this act, reads as
2 rewritten:

3 **"§ 59-206. Filing requirements.**

4 ~~(a) A document required or permitted by this Article to be filed by the Secretary~~
5 ~~of State must be filed under Chapter 55D of the General Statutes. Whenever the~~
6 ~~provisions of this Article require any document relating to a limited partnership to be~~
7 ~~executed and filed in accordance with this Article, unless otherwise specifically stated~~
8 ~~in this Article:~~

9 ~~(1)-(3) Repealed.~~

10 ~~(3a) Whenever the name of any domestic or foreign limited partnership~~
11 ~~holding title to real property in this State is changed upon amendment~~
12 ~~to the certificate of limited partnership, or whenever title to its real~~
13 ~~property is vested by operation of law in another entity upon merger,~~
14 ~~consolidation, or conversion of the domestic or foreign limited~~
15 ~~partnership, a certificate reciting the name change, merger,~~
16 ~~consolidation, or conversion shall be recorded in the office of the~~
17 ~~register of deeds of the county where the property lies, or if the~~
18 ~~property is located in more than one county, then in each county where~~
19 ~~any portion of the property lies.~~

20 ~~(4) The Secretary of State shall adopt uniform certificates to be furnished~~
21 ~~for registration in accordance with this section. In the case of a foreign~~
22 ~~limited partnership, a similar certificate by any competent authority of~~
23 ~~the jurisdiction under which the limited partnership is organized may~~
24 ~~be registered in accordance with this section.~~

25 ~~(5) The certificate required by subdivision (3a) of this subsection shall be~~
26 ~~recorded by the register of deeds in the same manner as deeds, and for~~
27 ~~the same fees, but no formalities as to acknowledgement, probate, or~~
28 ~~approval by any other officer shall be required. The former name of~~
29 ~~the domestic or foreign limited partnership holding title to the real~~
30 ~~property before the name change, merger, consolidation, or conversion~~
31 ~~shall appear in the "Grantor" index, and the new name of the domestic~~
32 ~~or foreign limited partnership or the name of the other entity holding~~
33 ~~title to the real property by virtue of the merger, consolidation, or~~
34 ~~conversion, as applicable, shall appear in the "Grantee" index.~~

35 ~~(b)-(e) Repealed.~~

36 A document required or permitted by this Article to be filed by the Secretary of State
37 must be filed under Chapter 55D of the General Statutes."

38 **SECTION 35.** G.S. 59-904 reads as rewritten:

39 **"§ 59-904. Name.**

40 A foreign limited partnership may register with the Secretary of State under any
41 name ~~(whether or not it is the name under which it is registered in its state of~~
42 ~~organization) that includes without abbreviation the words "limited partnership" and~~

1 ~~that could be registered by a domestic limited partnership.~~ that meets the requirements
2 of Article 3 of Chapter 55D of the General Statutes."

3 SECTION 36. G.S. 59-802 reads as rewritten:

4 "§ 59-802. **Judicial dissolution.**

5 On application by or for a partner the court may decree dissolution of a limited
6 partnership whenever it is not reasonably practicable to carry on the business in
7 conformity with the partnership agreement. The limited partnership's name becomes
8 available for use by another entity as provided in G.S. 55D-21."

9 SECTION 37. G.S. 59-1106, as amended in Part II of this act, reads as
10 rewritten:

11 "§ 59-1106. **Fees.**

12 The Secretary of State shall collect the following fees and remit them to the State
13 Treasurer for the use of the State:

- 14 (1) For filing a certificate of limited partnership
15 (G.S. 59-201)..... \$50.00
- 16 (2) For filing a certificate of amendment
17 (G.S. 59-202; 59-905) 25.00
- 18 (3) For filing a certificate of cancellation
19 (G.S. 59-203; 59-906) 25.00
- 20 (4) For filing an application for reservation of name
21 (~~G.S. 59-104(a)~~) (G.S. 55D-23) 10.00
- 22 (5) For filing a transfer of name
23 (~~G.S. 59-104(d)~~) (G.S. 55D-23) 10.00
- 24 (5a) For filing an application for registration of name
25 (G.S. 55D-24)..... 10.00
- 26 (5b) For filing an application for renewal of a registered
27 name (G.S. 55D-24) 10.00
- 28 (6) For filing an application for registration
29 as foreign limited partnership
30 (G.S. 59-502)..... 50.00
- 31 (7) For preparing and furnishing a copy of any
32 document, instrument or paper filed or recorded
33 relating to a limited partnership (G.S. 59-206(c))
34 For each page..... 1.00
35 For affixing the certificate and official seal thereto 5.00
- 36 (8) For comparing a copy furnished to him of any
37 document, instrument or paper filed or recorded
38 relating to a limited partnership
39 For each page..... 1.00
- 40 (9) For filing any other document not herein specifically
41 provided for 10.00".

42 SECTION 38. G.S. 59-35.1, as amended by Part II of this act, reads as

43 rewritten:

1 **"§ 59-35.1. Filing of documents.**

2 (a) A document required or permitted by this Act to be filed by the Secretary of
3 State must be filed under Chapter 55D of the General Statutes.

4 (b) A document submitted under this Act for filing by the Secretary of State must
5 be executed by a general partner of the partnership.

6 (c) The Secretary of State shall collect the following fees when the documents
7 described in this subsection are submitted by a partnership to the Secretary of State for
8 filing:

<u>Document</u>	<u>Fee</u>
10 <u>Application for reserved name</u>	<u>\$10.00</u>
11 <u>Notice of transfer of reserved name</u>	<u>10.00</u>
12 <u>Application for registered name</u>	<u>10.00</u>
13 <u>Application for renewal of registered name</u>	<u>10.00</u>
14 <u>Articles of Merger merger</u>	<u>\$50.00 50.00</u>
15 <u>Articles of Correction correction</u>	<u>\$10.00 10.00</u>

16 Whenever the Secretary of State is deemed appointed as a registered agent under this
17 Act or under Chapter 55D of the General Statutes, the Secretary of State shall collect a
18 fee of ten dollars (\$10.00) each time process is served on the Secretary of State under
19 this Act. The party to the proceeding causing service of process is entitled to recover
20 this fee as costs if the party prevails in the proceeding.

21 The Secretary of State shall collect the following fees for copying, comparing, and
22 certifying a copy of a document filed by a partnership pursuant to this Part:

23 (1) One dollar (\$1.00) a page for copying or comparing a copy to the
24 original; and

25 (2) Five dollars (\$5.00) for the certificate.

26 ~~(d) Whenever title to real property in this State held by a partnership is vested by~~
27 ~~operation of law in another entity upon merger, consolidation, or conversion of the~~
28 ~~partnership, a certificate reciting the merger, consolidation, or conversion shall be~~
29 ~~recorded in the office of the register of deeds of the county where the property is~~
30 ~~located, or if the property is located in more than one county, then in each county where~~
31 ~~any portion of the property is located.~~

32 ~~The Secretary of State shall adopt uniform certificates to be furnished for~~
33 ~~registration in accordance with this subsection. In the case of a partnership formed~~
34 ~~under a law other than the laws of this State, a similar certificate by any competent~~
35 ~~authority of the jurisdiction of organization may be registered in accordance with this~~
36 ~~subsection.~~

37 ~~The certificate required by this subsection shall must be recorded by the register of~~
38 ~~deeds in the same manner as deeds, and for the same fees, but no formalities as to~~
39 ~~acknowledgment, probate, or approval by any other officer shall be required. The~~
40 ~~former name of the partnership holding title to the real property before the merger,~~
41 ~~consolidation, or conversion shall appear in the "Grantor" index and the name of the~~
42 ~~other entity holding title to the real property by virtue of the merger, consolidation, or~~
43 ~~conversion shall appear in the "Grantee" index."~~

1 corporation, nonprofit corporation, limited liability company, and limited partnership
2 authorized to transact business or conduct affairs in this State must continuously
3 maintain in this State:

4 (1) A registered office that may be the same as any of its places of
5 business or any place where it conducts affairs; and

6 (2) A registered agent, who must be:

7 a. An individual who resides in this State and whose business
8 office is identical with the registered office;

9 b. A domestic corporation, nonprofit corporation, or limited
10 liability company whose business office is identical with the
11 registered office; or

12 c. A foreign corporation, foreign nonprofit corporation, or foreign
13 limited liability company authorized to transact business or
14 conduct affairs in this State whose business office is identical
15 with the registered office.

16 (b) The sole duty of the registered agent to ~~the corporation~~ the entity is to
17 forward to the ~~corporation~~ entity at its last known address any notice, process, or
18 demand that is served on the registered agent.

19 **"§ 55D-31. Change of registered office or registered agent.**

20 (a) ~~A corporation~~ An entity required to maintain a registered office and
21 registered agent under G.S. 55D-30 may change its registered office or registered agent
22 by delivering to the Secretary of State for filing a statement of change that sets forth:
23 forth all of the following:

24 (1) The name of the ~~entity~~ corporation;

25 (2) The street address, and the mailing address if different from the street
26 address, of ~~the corporation's~~ its current registered office, and the
27 county in which it is ~~located~~ located.

28 (3) If the address of the ~~corporation's~~ entity's registered office is to be
29 changed, the street address, and the mailing address if different from
30 the street address, of the new registered office, and the county in which
31 it is ~~located~~ located.

32 (4) The name of its current registered ~~agent~~ agent.

33 (5) If the current registered agent is to be changed, the name of the new
34 registered agent and the new agent's written consent (either on the
35 statement or attached to it) to the ~~appointment~~ and appointment.

36 (6) That after the change or changes are made, the addresses of its
37 registered office and the business office of its registered agent will be
38 identical.

39 (b) If a registered agent changes the address of ~~his~~ the agent's business office, ~~he~~
40 the agent may change the address of the registered office of any ~~corporation~~ entity for
41 which ~~he~~ the agent is the registered agent in this State by notifying the ~~corporation~~
42 entity in writing of the change and signing ~~(either manually or in facsimile)~~ and
43 delivering to the Secretary of State for filing a statement that complies with the

1 requirements of subsection (a) of this section and recites that the ~~corporation~~ entity has
2 been notified of the change.

3 (c) A ~~corporation~~ domestic corporation, limited liability company, registered
4 limited liability partnership, foreign corporation, foreign limited liability company, or
5 foreign limited liability partnership may change its registered office or registered agent
6 by including in its annual report required by ~~G.S. 55-16-22~~ G.S. 55-16-22, 57C-2-23, or
7 59-84.4 the information and any written consent required by ~~subsection (a).~~ subsection
8 (a) of this section.

9 **"§ 55D-32. Resignation of registered agent.**

10 (a) ~~A~~ The registered agent of an entity may resign ~~his agency appointment~~ by
11 signing and filing with the Secretary of State ~~the signed original and two exact or~~
12 ~~conformed copies of~~ a statement of resignation which may include a statement that the
13 registered office is also discontinued. The statement must include or be accompanied by
14 a certification from the registered agent that ~~he~~ the agent has mailed or delivered to the
15 ~~corporation~~ entity at its last known address written notice of this resignation. ~~Such~~ This
16 certification shall include the name and title of the ~~officer~~ individual notified, if any, and
17 the address to which the notice was mailed or delivered.

18 (b) After filing the statement the Secretary of State shall mail ~~one~~ a copy to the
19 registered office (if not discontinued) and ~~the other~~ a copy to the ~~corporation~~ entity at its
20 principal office shown in its most recent annual report. the address contained in the
21 certification included in or accompanying the statement of resignation or, if different, at
22 the address indicated in the latest document filed by the Secretary of State stating the
23 entity's current mailing address.

24 (c) The agency appointment is terminated, ~~and~~ and, if applicable, the registered
25 office ~~discontinued if so provided,~~ discontinued on the 31st day after the date on which
26 the statement was filed.

27 **"§ 55D-33. Service ~~on corporation~~ on entities.**

28 (a) ~~A corporation's registered agent is an agent of the corporation for service~~
29 Service of process, notice or demand required or permitted by law to be served on ~~the~~
30 ~~corporation.~~ an entity may be served on the registered agent required by G.S. 55D-30.

31 (b) ~~Whenever~~ When ~~a corporation shall fail~~ an entity required to maintain a
32 registered office and registered agent under G.S. 55D-30 fails to appoint or maintain a
33 registered agent in this State, or ~~whenever~~ when its registered agent cannot with due
34 diligence be found at the registered office, ~~then~~ or when the Secretary of State revokes a
35 certificate of authority or a statement of foreign registration of a foreign entity
36 authorized to transact business or conduct affairs in this State, the Secretary of State
37 shall be ~~becomes~~ an agent of ~~such corporation~~ the entity upon whom any such process,
38 notice or demand may be served. Service on the Secretary of State of any such process,
39 notice or demand ~~shall be~~ is made by delivering to and leaving with the Secretary of
40 State or ~~with~~ any clerk authorized by the Secretary of State to accept service of process,
41 duplicate copies of ~~such~~ the process, notice or demand and the ~~fee required by G.S. 55-~~
42 ~~1-22(b).~~ applicable fee. In the event any such process, notice or demand is served on the
43 Secretary of State in the manner provided by this subsection, the Secretary of State shall

1 immediately mail one of the copies thereof, by registered or certified mail, return receipt
2 requested, to the ~~corporation~~entity at its principal office or, if there is no mailing address
3 for the principal office on file, to the ~~corporation~~entity at its registered office. Service on
4 a ~~corporation~~an entity under this subsection shall ~~be~~is effective for all purposes from
5 and after the date of the service on the Secretary of State.

6 (c) The Secretary of State shall keep a record of all processes, notices and
7 demands served upon ~~him~~the Secretary of State under this section and shall record
8 therein the ~~time~~date of such service and ~~his~~the Secretary of State's action with reference
9 thereto.

10 (d) Nothing ~~herein contained shall limit or affect~~in this section affects the right to
11 serve any process, notice or demand required or permitted by law to be served upon a
12 ~~corporation~~an entity in any other manner now or hereafter permitted by law."
13

14 PART VI. CONFORMING AMENDMENTS TO REGISTERED OFFICE AND 15 REGISTERED AGENT PROVISIONS.

16
17 **SECTION 46.** G.S. 55D-15(b), as enacted in Part I of this act, reads as
18 rewritten:

19 "(b) The Secretary of State files a document by endorsing 'Filed', together with the
20 Secretary's name and official title and the date and time of filing, on the document.
21 After filing a document, the Secretary of State shall deliver a document copy to the
22 person submitting the document for filing and as provided in ~~G.S. 55-5-03, 55-15-09,~~
23 ~~55A-5-03, 55A-15-09, 57C-2-42, and 57C-7-09.~~ G.S. 55D-32."

24 **SECTION 47.(a)** G.S. 55-5-01, as amended by Section 44 of this act, reads
25 as rewritten:

26 "§ 55-5-01. Registered office and registered agent.

27 (a) ~~Each corporation must continuously maintain in this State:~~

28 (1) ~~A registered office that may be the same as any of its places of~~
29 ~~business; and~~

30 (2) ~~A registered agent, who shall be (i) an individual who resides in this~~
31 ~~State and whose business office is identical with the registered office;~~
32 ~~(ii) a domestic corporation, nonprofit corporation, or limited liability~~
33 ~~company whose business office is identical with the registered office;~~
34 ~~or (iii) a foreign corporation, nonprofit corporation, or limited liability~~
35 ~~company authorized to transact business or conduct affairs in this State~~
36 ~~whose business office is identical with the registered office.~~

37 (b) ~~Recodified.~~

38 Each corporation must maintain a registered office and registered agent as required
39 by Article 4 of Chapter 55D of the General Statutes and is subject to service on the
40 Secretary of State under that Article."

41 **SECTION 47.(b)** G.S. 55-15-07 reads as rewritten:

42 "**§ 55-15-07. Registered office and registered agent of foreign corporation.**

1 ~~(a) Each foreign corporation authorized to transact business in this State must~~
2 ~~continuously maintain in this State:~~

3 ~~(1) A registered office that may be the same as any of its places of~~
4 ~~business; and~~

5 ~~(2) A registered agent, who shall be (i) an individual who resides in this~~
6 ~~State and whose business office is identical with the registered office;~~
7 ~~(ii) a domestic corporation, nonprofit corporation, or limited liability~~
8 ~~company whose business office is identical with the registered office;~~
9 ~~or (iii) a foreign corporation, nonprofit corporation, or limited liability~~
10 ~~company authorized to transact business or conduct affairs in this State~~
11 ~~whose business office is identical with the registered office.~~

12 ~~(b) The sole duty of the registered agent to the foreign corporation is to forward~~
13 ~~to the corporation at its last known address any notice, process, or demand that is served~~
14 ~~on the registered agent.~~

15 Each foreign corporation authorized to transact business in this State must maintain
16 a registered office and registered agent as required by Article 4 of Chapter 55D of the
17 General Statutes and is subject to service on the Secretary of State under that Article."

18 **SECTION 47.(c)** G.S. 55-15-08, 55-15-09, and 55-15-10 are repealed.

19 **SECTION 47.(d)** G.S. 55-14-23(a) reads as rewritten:

20 "(a) If the Secretary of State denies a corporation's application for reinstatement
21 following administrative dissolution, he shall serve the corporation under ~~G.S. 55-5-04~~
22 G.S. 55D-33 with a written notice that explains the reason or reasons for denial."

23 **SECTION 47.(e)** G.S. 55-15-30(a) reads as rewritten:

24 "(a) The Secretary of State may commence a proceeding under G.S. 55-15-31 to
25 revoke the certificate of authority of a foreign corporation authorized to transact
26 business in this State if:

27 (1) The foreign corporation is delinquent in delivering its annual report;

28 (2) The foreign corporation does not pay within 60 days after they are due
29 any penalties, fees, or other payments due under this Chapter;

30 (3) The foreign corporation is without a registered agent or registered
31 office in this State for 60 days or more;

32 (4) The foreign corporation does not inform the Secretary of State under
33 ~~G.S. 55-15-08 or G.S. 55-15-09~~G.S. 55D-31 or G.S. 55D-32 that its
34 registered agent or registered office has changed, that its registered
35 agent has resigned, or that its registered office has been discontinued
36 within 60 days of the change, resignation, or discontinuance;

37 (5) An incorporator, director, officer, or agent of the foreign corporation
38 signed a document he knew was false in any material respect with
39 intent that the document be delivered to the Secretary of State for
40 filing;

41 (6) The Secretary of State receives a duly authenticated certificate from
42 the secretary of state or other official having custody of corporate
43 records in the state or country under whose law the foreign corporation

1 is incorporated stating that it has been dissolved or disappeared as the
2 result of a merger;

3 (7) The corporation is exceeding the authority conferred upon it by this
4 Chapter; or

5 (8) The corporation knowingly fails or refuses to answer truthfully and
6 fully within the time prescribed in this Chapter interrogatories
7 propounded by the Secretary of State in accordance with the
8 provisions of this Chapter."

9 **SECTION 47.(f)** G.S. 55-15-31(d) reads as rewritten:

10 "(d) The Secretary of State's revocation of a foreign corporation's certificate of
11 authority appoints the Secretary of State the foreign corporation's agent for service of
12 process in any proceeding based on a cause of action arising in this State or arising out
13 of business transacted in this State during the time the foreign corporation was
14 authorized to transact business in this State. The Secretary of State shall then proceed in
15 accordance with ~~G.S. 55-15-10~~. G.S. 55D-33."

16 **SECTION 47.(g)** G.S. 54B-20(b) reads as rewritten:

17 "(b) Notwithstanding the provisions of subsection (a) of this section, any State
18 association may change its registered office or its registered agent or both in accordance
19 with the provisions of ~~G.S. 55-5-02~~. G.S. 55D-31. A copy of the statement or certificate
20 certified by the Secretary of State shall be filed in the office of the Administrator."

21 **SECTION 47.(h)** G.S. 54C-21(b) reads as rewritten:

22 "(b) Notwithstanding subsection (a) of this section, a State savings bank may
23 change its registered office or its registered agent, or both, in accordance with ~~G.S. 55-~~
24 ~~5-02~~. G.S. 55D-31. The savings bank shall file a copy of the statement or certificate
25 certified by the Secretary of State in the office of the Administrator."

26 **SECTION 48.(a)** G.S. 55A-5-01 reads as rewritten:

27 **"§ 55A-5-01. Registered office and registered agent.**

28 (a) ~~Each corporation shall continuously maintain in this State:~~

29 (1) ~~A registered office that may be the same as any place where it~~
30 ~~conducts affairs; and~~

31 (2) ~~A registered agent, who shall be:~~

32 a. ~~An individual who resides in this State and whose office is~~
33 ~~identical with the registered office;~~

34 b. ~~A domestic business corporation, nonprofit corporation, or~~
35 ~~limited liability company whose office is identical with the~~
36 ~~registered office; or~~

37 e. ~~A foreign business corporation, nonprofit corporation, or~~
38 ~~limited liability company authorized to transact business or~~
39 ~~conduct affairs in this State whose office is identical with the~~
40 ~~registered office.~~

41 (b) ~~The sole duty of the registered agent to the corporation is to forward to the~~
42 ~~corporation at its last known address any notice, process, or demand that is served on~~
43 ~~the registered agent.~~

1 Each corporation must maintain a registered office and registered agent as required
2 by Article 4 of Chapter 55D of the General Statutes and is subject to service on the
3 Secretary of State under that Article."

4 **SECTION 48.(b)** G.S. 55A-15-07 reads as rewritten:

5 "**§ 55A-15-07. Registered office and registered agent of foreign corporation.**

6 (a) ~~Each foreign corporation authorized to conduct affairs in this State shall~~
7 ~~continuously maintain in this State:~~

8 (1) ~~A registered office that may be the same as any place where it~~
9 ~~conducts affairs; and~~

10 (2) ~~A registered agent, who shall be: (i) an individual who resides in this~~
11 ~~State and whose office is identical with the registered office; (ii) a~~
12 ~~domestic business corporation, nonprofit corporation, or limited~~
13 ~~liability company whose office is identical with the registered office;~~
14 ~~or (iii) a foreign business corporation, nonprofit corporation, or limited~~
15 ~~liability company authorized to transact business or conduct affairs in~~
16 ~~this State whose office is identical with the registered office.~~

17 (b) ~~The sole duty of the registered agent to the foreign corporation is to forward~~
18 ~~to the corporation at its last known address any notice, process, or demand that is served~~
19 ~~on the registered agent.~~

20 Each foreign corporation authorized to conduct affairs in this State must maintain a
21 registered office and registered agent as required by Article 4 of Chapter 55D of the
22 General Statutes and is subject to service on the Secretary of State under that Article."

23 **SECTION 48.(c)** G.S. 55A-5-02, 55A-5-03, 55A-5-04, 55A-15-08,
24 55A-15-09, and 55A-15-10 are repealed.

25 **SECTION 48.(d)** G.S. 55A-5-02.1 is recodified as G.S. 55A-16-23.

26 **SECTION 48.(e)** G.S. 55A-14-23(a) reads as rewritten:

27 "(a) If the Secretary of State denies a corporation's application for reinstatement
28 following administrative dissolution, the Secretary of State shall serve the corporation
29 under ~~G.S. 55A-5-04~~ G.S. 55D-33 with a written notice that explains the reason or
30 reasons for denial."

31 **SECTION 48.(f)** G.S. 55A-15-30(a)(4) reads as rewritten:

32 "(4) The foreign corporation does not inform the Secretary of State under
33 ~~G.S. 55A-15-08 or G.S. 55A-15-09~~ G.S. 55D-31 or G.S. 55D-32 that
34 its registered agent or registered office has changed, that its registered
35 agent has resigned, or that its registered office has been discontinued
36 within 60 days of the change, resignation, or discontinuance;"

37 **SECTION 48.(g)** G.S. 55A-15-31(d) reads as rewritten:

38 "(d) The Secretary of State's revocation of a foreign corporation's certificate of
39 authority appoints the Secretary of State the foreign corporation's agent for service of
40 process in any proceeding based on a cause of action arising in this State or arising out
41 of affairs conducted in this State during the time the foreign corporation was authorized
42 to conduct affairs in this State. The Secretary of State shall then proceed in accordance
43 with ~~G.S. 55A-15-10~~ G.S. 55D-33."

1 **SECTION 49.(a)** G.S. 57C-2-40 reads as rewritten:

2 "**§ 57C-2-40. Registered office and registered agent.**

3 (a) ~~Each limited liability company must continuously maintain in this State:~~

4 (1) ~~A registered office that may be the same as any of its places of~~
5 ~~business; and~~

6 (2) ~~A registered agent, who shall be (i) an individual who resides in this~~
7 ~~State and whose business office is identical with the registered office;~~
8 ~~(ii) a domestic corporation, nonprofit corporation, or limited liability~~
9 ~~company whose business office is identical with the registered office;~~
10 ~~or (iii) a foreign corporation, nonprofit corporation, or limited liability~~
11 ~~company authorized to transact business or conduct affairs in this State~~
12 ~~whose business office is identical with the registered office.~~

13 (b) ~~The sole duty of the registered agent to the limited liability company is to~~
14 ~~forward to the limited liability company at its last known address any notice, process, or~~
15 ~~demand that is served on the registered agent.~~

16 Each limited liability company must maintain a registered office and registered
17 agent as required by Article 4 of Chapter 55D of the General Statutes and is subject to
18 service on the Secretary of State under that Article."

19 **SECTION 49.(b)** G.S. 57C-7-07 reads as rewritten:

20 "**§ 57C-7-07. Registered office and registered agent of foreign limited liability**
21 **company.**

22 (a) ~~Each foreign limited liability company authorized to transact business in this~~
23 ~~State must continuously maintain in this State:~~

24 (1) ~~A registered office that may be the same as any of its places of~~
25 ~~business; and~~

26 (2) ~~A registered agent, who shall be (i) an individual who resides in this~~
27 ~~State and whose business office is identical with the registered office;~~
28 ~~(ii) a domestic corporation, nonprofit corporation, or limited liability~~
29 ~~company whose business office is identical with the registered office;~~
30 ~~or (iii) a foreign corporation, nonprofit corporation, or limited liability~~
31 ~~company authorized to transact business or conduct affairs in this State~~
32 ~~whose business office is identical with the registered office.~~

33 (b) ~~The sole duty of the registered agent to the foreign limited liability company~~
34 ~~is to forward to the limited liability company at its last known address any notice,~~
35 ~~process, or demand that is served on the registered agent.~~

36 Each foreign limited liability company authorized to transact business or conduct
37 affairs in this State must maintain a registered office and registered agent as required by
38 Article 4 of Chapter 55D of the General Statutes and is subject to service on the
39 Secretary of State under that Article."

40 **SECTION 49.(c)** G.S. 57C-2-41, 57C-2-42, 57C-7-08, 57C-7-09, and
41 57C-7-10 are repealed.

42 **SECTION 49.(d)** G.S. 57C-7-14(c) reads as rewritten:

1 "(c) Upon the revocation of a foreign limited liability company's certificate of
2 authority, the Secretary of State shall become the foreign limited liability company's
3 agent for service of process in any proceeding based on a cause of action arising in this
4 State or arising out of business transacted in this State during the time the foreign
5 limited liability company was authorized to transact business in this State. The
6 Secretary of State shall then proceed in accordance with ~~G.S. 57C 7-10~~; G.S. 55D-33."

7 **SECTION 50.(a)** G.S. 59-105 reads as rewritten:

8 "**§ 59-105. Registered office and registered agent.**

9 (a) ~~Each limited partnership shall have and continuously maintain in this State:~~

- 10 (1) ~~A registered office that may be the same as any of its places of~~
11 ~~business;~~
12 (2) ~~A registered agent, who shall be (i) an individual resident of this State~~
13 ~~whose business office is identical with such registered office; (ii) a~~
14 ~~domestic corporation, nonprofit corporation, or limited liability~~
15 ~~company whose business office is identical with such registered office;~~
16 ~~or (iii) a foreign corporation, nonprofit corporation, or limited liability~~
17 ~~company authorized to transact business or conduct affairs in this~~
18 ~~State, whose business office is identical with such registered office.~~

19 ~~The sole duty of the registered agent to the limited partnership is to forward to the~~
20 ~~limited partnership at its last known address any notice, process, or demand that is~~
21 ~~served on the registered agent.~~

22 Each limited partnership must maintain a registered office and registered agent as
23 required by Article 4 of Chapter 55D of the General Statutes and is subject to service on
24 the Secretary of State under that Article.

25 (b) Limited partnerships formed prior to October 1, 1986, shall file a certificate
26 of limited partnership with the Office of the Secretary of State pursuant to G.S.
27 59-201(a) designating the address of the registered office of the limited partnership and
28 the identity of the registered agent at such address.

29 ~~(b1) Any process, notice or demand, which is required or permitted by law to be~~
30 ~~served upon a limited partnership, may be served upon the duly appointed registered~~
31 ~~agent of the limited partnership. Such service upon the registered agent is deemed to~~
32 ~~have been made on the limited partnership itself.~~

33 ~~(c) Whenever a limited partnership shall fail to appoint or maintain a registered~~
34 ~~agent in this State, or whenever its registered agent cannot with due diligence be found~~
35 ~~at the registered office, then the Secretary of State shall be an agent of such limited~~
36 ~~partnership upon whom any such process, notice, or demand may be served. Service on~~
37 ~~the Secretary of State of any such process, notice, or demand shall be made by~~
38 ~~delivering to and leaving with him, or with any clerk having charge of the limited~~
39 ~~partnership department of his office, duplicate copies of such process, notice or demand.~~
40 ~~In the event any such process, notice or demand is served on the Secretary of State, he~~
41 ~~shall immediately cause one of the copies thereof to be forwarded by registered or~~
42 ~~certified mail, addressed to the limited partnership at its registered office. Any such~~

1 ~~limited partnership so served shall be in court for all purposes from and after the date of~~
2 ~~such service on the Secretary of State.~~

3 ~~(d) The Secretary of State shall keep a record of all processes, notices and~~
4 ~~demands served upon him under this section, and shall record therein the time of such~~
5 ~~service and his action with reference thereto.~~

6 ~~(e) Nothing herein contained shall limit or affect the right to serve any process,~~
7 ~~notice or demand required or permitted by law to be served upon a limited partnership~~
8 ~~in any other manner now or hereafter permitted by law."~~

9 **SECTION 50.(b)** G.S. 59-201(a)(2) reads as rewritten:

10 "(2) The address, including county and city or town, and street and number,
11 if any, of the registered office and the name of the registered agent at
12 such address for service of process required to be maintained by ~~G.S.~~
13 59-105.G.S. 55D-30."

14 **SECTION 50.(c)** G.S. 59-902 reads as rewritten:

15 **"§ 59-902. Registration.**

16 (a) Before transacting business in this State, a foreign limited partnership shall
17 procure a certificate of authority to transact business in this State from the Secretary of
18 State. No foreign limited partnership shall be entitled to transact in this State any
19 business which a limited partnership organized under this Article is not permitted to
20 transact. In order to register, a foreign limited partnership shall deliver to the Secretary
21 of State an original and one conformed copy of an application for registration as a
22 foreign limited partnership, signed by a general partner and setting forth:

23 (1) The name of the foreign limited partnership and, if different, the name
24 under which it proposes to register and transact business in this State;

25 ...

26 (5) The address, including county and city or town, and street and number,
27 if any, of the proposed registered office of the foreign limited
28 partnership in this State, and the name of its proposed registered agent
29 in this State at such address; ~~the agent must be an individual resident~~
30 ~~of this State, a domestic corporation, or a foreign corporation having a~~
31 ~~place of business in, and authorized to do business in this State;~~

32 ...

33 (b) Without excluding other activities which may not constitute transacting
34 business in this State, a foreign limited partnership shall not be considered to be
35 transacting business in this State, for the purpose of this Article, by reason of carrying
36 on in this State any one or more of the following activities:

37 ...

38 (c) Each foreign limited partnership authorized to transact business in this State
39 must maintain a registered agent as required by Article 4 of Chapter 55D of the General
40 Statutes and is subject to service on the Secretary of State under that Article. Whenever
41 a foreign limited partnership shall fail to appoint or maintain a registered agent in this
42 State, or whenever its registered agent cannot with due diligence be found at the
43 registered office, then the Secretary of State shall be an agent of such foreign limited

1 partnership upon whom any such process, notice, or demand may be served. Service on
2 the Secretary of State of any such process, notice, or demand shall be made by
3 delivering to and leaving with him, or with any clerk having charge of the limited
4 partnership department of his office, duplicate copies of such process, notice or demand.
5 In the event any such process, notice or demand is served on the Secretary of State, he
6 shall immediately cause one of the copies thereof to be forwarded by registered or
7 certified mail, addressed to the foreign limited partnership at its registered office. Any
8 such foreign limited partnership so served shall be in court for all purposes from and
9 after the date of such service on the Secretary of State.

10 (d) The Secretary of State shall keep a record of all processes, notices and
11 demands served upon him under this section, and shall record therein the time of such
12 service and his action with reference thereto.

13 (e) Nothing herein contained shall limit or affect the right to serve any process
14 notice or demand required or permitted by law to be served upon a foreign limited
15 partnership in any other manner now or hereafter permitted by law."

16 **SECTION 51.(a)** G.S. 59-84.2(i) reads as rewritten:

17 "(i) Each registered limited liability partnership must maintain a registered office
18 and registered agent as required by Article 4 of Chapter 55D of the General Statutes and
19 is subject to service on the Secretary of State under that Article.The registered agent of a
20 registered limited liability partnership for service of process must be (i) an individual
21 who is a resident of this State and whose business office is identical with the registered
22 office; (ii) a domestic corporation, nonprofit corporation, or limited liability company
23 whose business office is identical with the registered office; or (iii) a foreign
24 corporation, nonprofit corporation, or limited liability company authorized to transact
25 business or conduct affairs in this State whose business office is identical with the
26 registered office. The sole duty of the registered agent to the registered limited liability
27 partnership is to forward to the registered limited liability partnership at its last known
28 address any notice, process, or demand that is served on the registered agent."

29 **SECTION 51.(b)** G.S. 59-91(b) reads as rewritten:

30 "(b) The registered agent of a foreign limited liability partnership for service of
31 process must be (i) an individual who is a resident of this State and whose business
32 office is identical with the registered office; (ii) a domestic corporation, nonprofit
33 corporation, or limited liability company whose business office is identical with the
34 registered office; or (iii) a foreign corporation, nonprofit corporation, or limited liability
35 company authorized to transact business in this State whose business office is identical
36 with the registered office. The sole duty of the registered agent to the foreign limited
37 liability partnership is to forward to the foreign limited liability partnership at its last
38 known address any notice, process, or demand that is served on the registered
39 agent.Each foreign limited liability partnership maintaining a statement of foreign
40 registration in this State must maintain a registered office and registered agent as
41 required by Article 4 of Chapter 55D of the General Statutes and is subject to service on
42 the Secretary of State under that Article."

1 **SECTION 51.(c)** G.S. 59-35.1(c), as amended in Parts II and IV of this act,
2 reads as rewritten:

3 "(c) The Secretary of State shall collect the following fees when the documents
4 described in this subsection are submitted by a partnership to the Secretary of State for
5 filing:

<u>Document</u>	<u>Fee</u>
Application for reserved name	\$10.00
Notice of transfer of reserved name	10.00
Application for registered name	10.00
<u>Statement of change of registered office</u>	
<u>or registered agent or both</u>	<u>5.00</u>
<u>Agent's statement of change of registered</u>	
<u>office for each affected partnership</u>	<u>5.00</u>
<u>Agent's statement of resignation</u>	<u>No fee</u>
<u>Designation of registered agent or</u>	
<u>registered office or both</u>	<u>5.00</u>
Articles of merger	50.00
Articles of correction	10.00

19 Whenever the Secretary of State is deemed appointed as a registered agent under this
20 Act or under Chapter 55D of The General Statutes, the Secretary of State shall collect a
21 fee of ten dollars (\$10.00) each time process is served on the Secretary of State. The
22 party to the proceeding causing service of process is entitled to recover this fee as costs
23 if the party prevails in the proceeding.

24 The Secretary of State shall collect the following fees for copying, comparing, and
25 certifying a copy of a document filed by a partnership pursuant to this Part:

- 26 (1) One dollar (\$1.00) a page for copying or comparing a copy to the
27 original; and
28 (2) Five dollars (\$5.00) for the certificate."
29

30 **PART VII. EFFECTIVE DATE, APPLICABILITY, AND OTHER PROVISIONS.**
31

32 **SECTION 52.** The Revisor of Statutes is authorized to transfer, as historical
33 annotations, the Official Comments and the North Carolina Comments to those portions
34 of Chapter 55 of the General Statutes that are recodified by this act to the corresponding
35 locations in Chapter 55D of the General Statutes, as the Revisor deems appropriate.

36 **SECTION 53.** This act becomes effective October 1, 2001, and applies to
37 documents submitted for filing on or after that date.