



Secretary of State
Elaine F. Marshall

North Carolina Secretary of State

IT

KB Website Manual

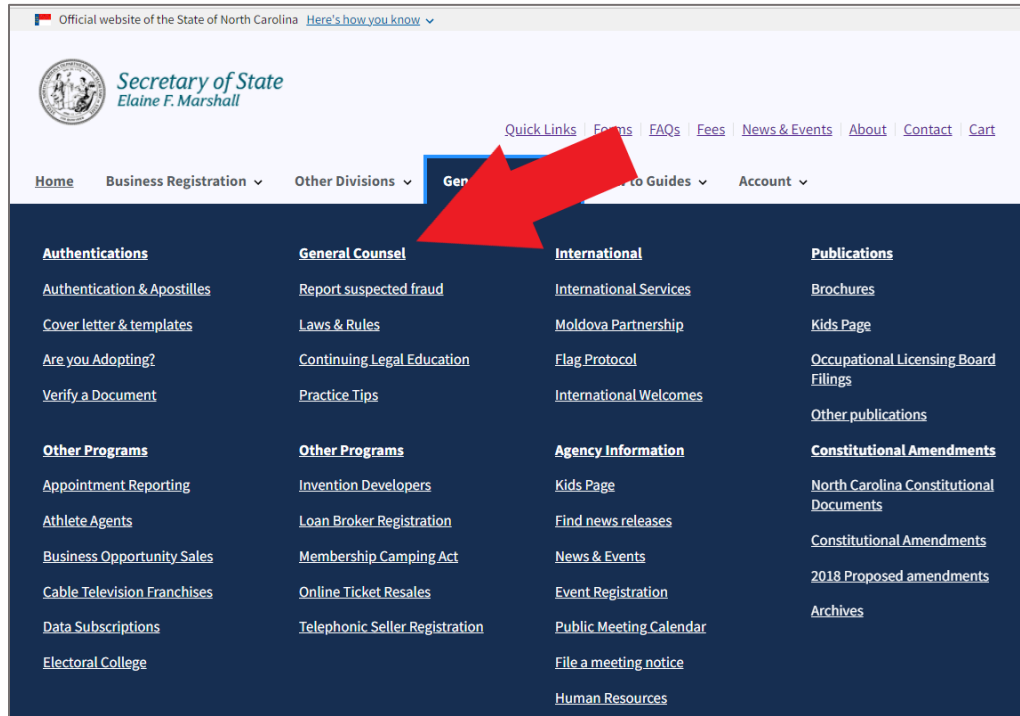
General Counsel

May 9, 2023

Version 1.0

About the General Counsel Manual

This manual gives an overview of the web pages and features of the **General Counsel** section of the Secretary of State's new KB website.



The screenshot shows the official website of the Secretary of State of North Carolina, Elaine F. Marshall. The header includes the state seal and the text "Secretary of State Elaine F. Marshall". A navigation menu at the top right contains links for "Quick Links", "Forms", "FAQs", "Fees", "News & Events", "About", "Contact", and "Cart". Below this is a secondary menu with "Home", "Business Registration", "Other Divisions", "General Counsel" (highlighted with a red arrow), "Video Guides", and "Account". The main content area is a dark blue grid with four columns of links under various headings: "Authentications", "Other Programs", "General Counsel", "Other Programs", "International", "Agency Information", "Publications", and "Constitutional Amendments".

Authentications	General Counsel	International	Publications
Authentication & Apostilles	Report suspected fraud	International Services	Brochures
Cover letter & templates	Laws & Rules	Moldova Partnership	Kids Page
Are you Adopting?	Continuing Legal Education	Flag Protocol	Occupational Licensing Board Filings
Verify a Document	Practice Tips	International Welcomes	Other publications
Other Programs	Other Programs	Agency Information	Constitutional Amendments
Appointment Reporting	Invention Developers	Kids Page	North Carolina Constitutional Documents
Athlete Agents	Loan Broker Registration	Find news releases	Constitutional Amendments
Business Opportunity Sales	Membership Camping Act	News & Events	2018 Proposed amendments
Cable Television Franchises	Online Ticket Resales	Event Registration	Archives
Data Subscriptions	Telephonic Seller Registration	Public Meeting Calendar	
Electoral College		File a meeting notice	
		Human Resources	

Table of Contents

About the General Counsel Manual	1
Overview	1
What does the General Counsel of the NC Secretary of State’s office do?	1
General Counsel Web Pages	1
General Counsel	2
Browse General Counsel	2
About the General Counsel’s Office	3
Legal Interns, Externs, and Pro Bono Opportunities	3
For Law Students.....	4
For Law Schools.....	4
North Carolina Laws.....	5
Browse NC General Statutes (Laws)	5
Secretary of State—Other Statutes	6
North Carolina General Assembly.....	7
Our Rules.....	7
Current Rules	8
Mailing List for People Interested in Our Rulemaking.....	9
Proposed Changes to Our Rules	11
Existing Rules Review	12
How to submit a comment during the public comment period.....	13
What counts as a “public comment” for purposes of the Existing Rules Review?	14
FAQs	14
Service of Process	14
What does a Service of Process Agent do?.....	14
What rules apply to service of process in North Carolina?	14
What role does the NC Secretary of State play in service of process?.....	14
Frequently Asked Questions (Service of Process)	15
For service of process on a business entity	17
Agents for Service of Process for State Agencies	17
For service of process on the Department pursuant to G.S. § 1A-1, Rule 4(j)(4):.....	17

Public Records and Meetings.....	17
Boards and Commissions	18
What do boards do?	18
Who serves on boards?	18
What are the boards that the Secretary of State is responsible for?.....	18
Browse the Constitutional Amendments Publication Commission.....	20
Constitution of North Carolina	20
The CAPC Law.....	20
CAPC Archives	21
Constitutional Matters.....	21
Browse Constitutional Matters.....	21
North Carolina Constitution.....	21
North Carolina Constitutional Amendments	22
Statutes	22
Our Constitutions: A Historical Perspective.....	23
U.S. Constitution	23
Electoral College	24
Litigation	28
What is litigation?	28
Who represents the Secretary of State in litigation?	28
North Carolina Courts	29
Contracts.....	29
State Purchases and Contracts Law	29
State Purchases and Contracts Rules.....	29
Practice Tips	30
Browse Practice Tips	30
Searching and Using the Business Registration Database	31
Filing Documents with the Business Registration Database	37
<i>Information available from CSL</i>	40
eNotary and eCommerce.....	42
Dealing with Notaries & Notarial Acts	43

Searching Our Uniform Commercial Code (UCC) Database	48
Other Tips for You and Your Clients.....	49
How You Can Help Us	49
Continuing Legal Education (CLEs).....	51
CLE Partners	52
For more information	52
We Don't Do That	52
Frequently Asked Questions	52
Where can I find help?	54
Browse If You Can't Help Me, Where can I find help?.....	54
Report Suspected Fraud.....	55

General Counsel

Overview

What does the General Counsel of the NC Secretary of State's office do?

The General Counsel or GC provides legal services to the Secretary of State's office. This includes providing legal advice and representation to the Secretary of State and other staff members on a wide range of legal issues.

General Counsel Web Pages

Go to the NC SOS website at <https://test.sosnc.gov/>.

Select **General Interest > General Counsel**.

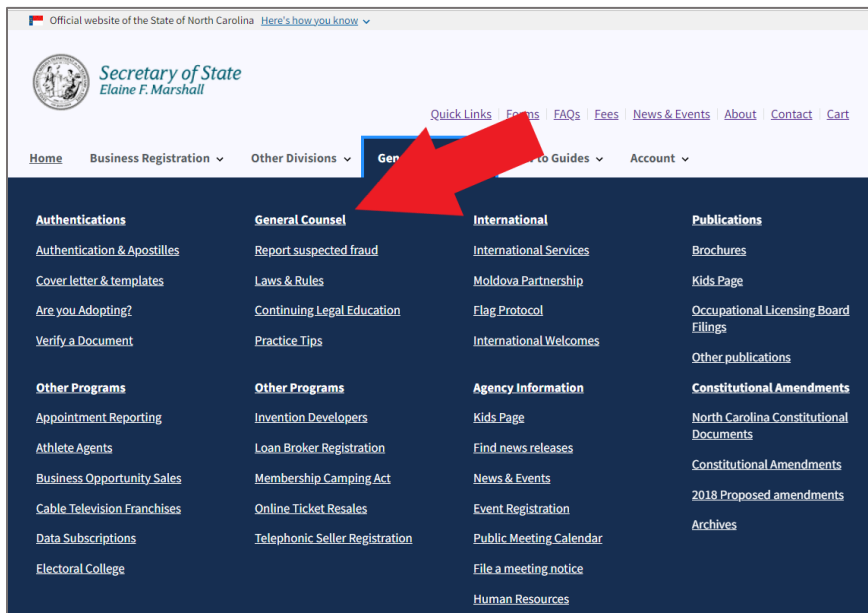


Figure 1. General Interest > General Counsel

This takes you to the **General Counsel** page.

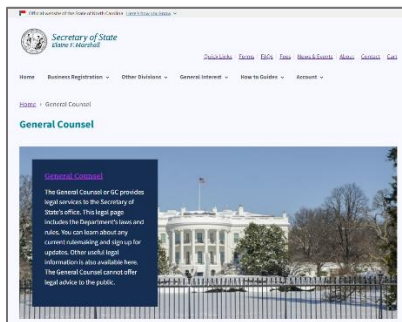


Figure 2. General Counsel page

General Counsel

The [General Counsel](#) page has 14 box links, a **What We Do** section, and **contact information**.

Near the top of the page, you find a large stock photo with a statement embedded in the image.

This statement says, “The General Counsel or GC provides legal services to the Secretary of State’s office. This legal page includes the Department’s laws and rules. You can learn about any current rulemaking and sign up for updates. Other useful legal information is also available here. The General Counsel cannot offer legal advice to the public.”

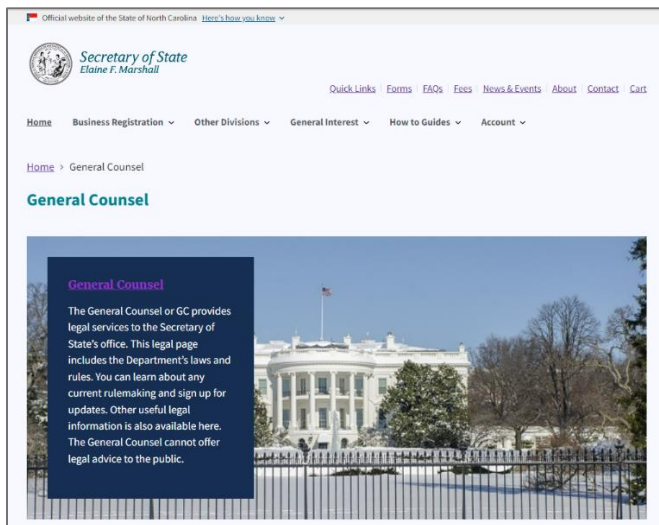


Figure 3. General Counsel page

Browse General Counsel

Beneath the stock photo, you find the following fourteen box links:

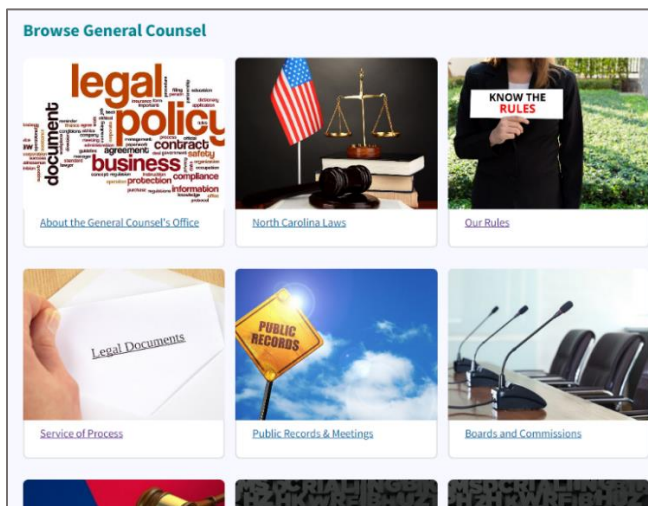


Figure 4. General Counsel box links

The fourteen box links of the **Browse General Counsel** section are:

- [About the General Counsel's Office](#)
- [North Carolina Laws](#)
- [Our Rules](#)
- [Service of Process](#)
- [Public Records and Meetings](#)
- [Boards and Commissions](#)
- [Constitutional Matters](#)
- [Litigation](#)
- [Contracts](#)
- [Practice Tips](#)
- [Continuing Legal Education \(CLE\)](#)
- [We Don't Do That](#)
- [FAQs](#)
- [Where can I find help?](#)

Now, we will cover each linked page.

About the General Counsel's Office

The General Counsel provides legal services to the North Carolina Department of the Secretary of State. The General Counsel does not offer legal advice to citizens, businesses, or other government agencies. Among her other duties, the General Counsel:

- Provides legal services, research, interpretation, and advice to the Secretary of State and the Department's management, supervisors, and employees.
- Receives service of process for the Department (G.S. §1A-1, Rule 4(j)(4)).
- Oversees rulemaking for the Department.
- Serves as Chief Records Officer for records retention purposes.
- Coordinates litigation.
- Drafts legal documents, reviews, and negotiates contracts and Memoranda of Understanding.
- Coordinates public records request responses.

We only provide legal advice to the Department and its staff regarding official business. If you need legal advice, please go to the ["Where can I find other help?"](#) page.

Legal Interns, Externs, and Pro Bono Opportunities

NC Secretary of State's General Counsel Office values and supports internships, externships, and law student pro bono projects. However, as a small agency with a large mission, our resources, including attorney supervisory time, are limited.

We only propose and accept legal internships, externships, and law student pro bono projects when we have:

- Substantive project(s) that will benefit the Department and the citizens we serve.
- Attorney supervisor availability.
- Projects that will provide learning experiences for the law student(s).

We do not have funding for paid legal internships or externships.

Each legal intern is required to sign a confidentiality agreement and a volunteer agreement. If an intern will use departmental information technology, an IT agreement must also be signed.

We provide each intern with a work plan at the beginning of the internship and with an evaluation at the conclusion of the internship.

For Law Students

Please check with your law school to see if we have posted a project. If we have posted a project, you should go through your law school to contact us about the project.

There is an official State Internship Program in which many State agencies participate. You can find more information about the [State of North Carolina Internship Program](#).

For Law Schools

When we have both substantive projects and attorney supervisory availability, we gladly take law students on as interns, externs and pro bono project researchers.

It is our understanding that law schools have different approaches (and names) for types of experiential learning that they provide to law students. We do not try to keep up with all the ways you may try to link students to government agencies for such experiential learning.

If a law student will be approved by the law school to receive course credit for working with us, please provide us with information about any obligations we will have that would not apply to a non-credit internship.

Resources permitting, we are also available occasionally to meet with groups of students to talk about the work we do for the citizens of North Carolina. Some of our attorneys also participate in North Carolina Bar Association Section events for law students.

Contact:

Ann B. Wall, General Counsel

generalcounsel@sosnc.gov

919-814-5305

North Carolina Laws

The [Statutory Authority](#) page is where you find links to NC General Statutes (Laws) related to the work of the NC Secretary of State.

For *all* NC laws, you can search the [General Statutes - North Carolina General Assembly \(ncleg.gov\)](#) website.

Browse NC General Statutes (Laws)

- Secretary of State—[Chap. 147, div. 4](#)
- Advance Healthcare Directives—[Chap. 130A, div. 21](#)
- Appointment Reporting—Gender—[§ 143-157.1.](#)
- Appointment Reporting—Gender—[§ 143-47.7](#)
- Assumed Business Names (DBAs)—[Chap. 66, div. 14A](#)
- Athlete Agents—[Chap. 78C, div. 9](#)
- Authentications and Apostilles—[Chap. 66, div. 34](#)
- Business Corporations—[Chap. 55](#)
- Business Opportunity Sales—[§ 66, div. 19](#)
- Cable Television Franchises—[Chap. 66, div. 42](#)
- Charity Solicitations—[Chap. 131F](#)
- Commodities—[Chap. 78D](#)
- Constitutional Amendments—[Chap. 147](#)
- Electoral College—[Article 18](#)
- Federal Tax Liens—[Chap. 44, div. 11A](#)
- Filing Requirements and Registered Agents—[Chap. 55D](#)
- Government E-Commerce (Inc. fees)—[Chap. 66, div. 11A](#)
- International Relations—[§ 147-54.6.](#)
- Invention Developers—[Chap. 66, div. 29](#)
- Investor Protection and Education—[§ 147-54.5.](#)
- Land Records—[§ 147-54.3.](#)
- LLCs—[Chap. 57D](#)
- Loan Brokers—[Chap. 66, div. 20](#)
- Lobbying—[Chap. 120C](#)
- Membership Camping—[Chap. 66, div. 31](#)
- Nonprofit Corporations—[Chap. 55A](#)
- Notary and eNotary—[Chap. 10B](#)
- Occupational Licensing Reports—[§ 93B-2](#)
- Online Ticket Resales—[§ 14-344](#)
- Partnerships—[Chap. 59](#)
- Professional Corporations—[Chap. 55B](#)
- Public Meeting Notices—[§ 143-318.12](#)

- Real Property eReporting—[Chap. 47, div. 1A](#)
- Revenue Suspension— [§ 105-230](#)
- Securities—[Chap. 78A](#)
- Telephone Sales—[Chap. 66, div. 33](#)
- Trademarks and Counterfeit Trademarks—[Chap. 80, div. 1](#)
- UCC—[Chap. 25, div. 9](#)
- Uniform eTransactions—[Chap. 66, div. 40](#)
- Unincorporated Nonprofit Registered Agents— [§ 59B-11](#)

Secretary of State—Other Statutes

- [§ 120-33\(d\)\(2\). Act or Joint Resolution Filings](#)
- [§ 66-280. Agreements between North Carolina and foreign governments to be filed](#)
- [§ 54-114. Certificate of incorporation. \(Cooperative Organizations\)](#)
- [§ 160A-111. \(City\). Filing certified true copies of charter amendments.](#)
- [§ 8-48. Clark's Calendar; proof of dates.](#)
- [§ 36D-4. \(Community 3rd Party/Pooled Trusts\). Administration of Community Third Party and Pooled Trusts; powers and duties.](#)
- [§ 139-5. Creation of soil and water conservation districts.](#)
- [§ 163-182.6. Election Abstracts Filings.](#)
- [§ 143-215.107D\(i\). Emissions of oxides of nitrogen \(NOx\) and sulfur dioxide \(SO2\) from certain coal-fired generating units. \(Emission allowance transfer agreements\).](#)
- [§ 64-1.1. \(Foreign-owned real property.\) Secretary of State to collect information as to foreign ownership of real property.](#)
- [§ 120-27. \(General Assembly\). Journals; preparation and filing by clerks of houses.](#)
- [§ 77-57\(d\)\(1\). High Rock Lake Marine Commission. Regulatory Authority.](#)
- [§ 77-87. \(Lake Lure Marine Commission\). Regulatory authority.](#)
- [§ 77-37\(d\)\(1\) Lake Wylie Marine Commission. Regulations for Lake Wylie and shoreline area.](#)
- [§ 160A-29. Map of annexed area, copy of ordinance and election results recorded in the office of register of deeds. \(Municipal\).](#)
- [§ 77-76. \(Mountain Island Marine Commission\). Filing and publication of joint ordinances.](#)

- [§ 65-111\(3\). Public and Abandoned Cemeteries Filings.](#)
- [§ 47-18.1. Registration of certificate of corporate merger, consolidation, or conversion \(Probate and Registration\)](#)
- [§ 115C-67. School Merger Filings.](#)
- [§ 120-33\(d\)\(1\). Session Law.](#)
- [§ 143-341\(4\)c. State Property Deeds Filings.](#)
- [§ 66-294. \(Tobacco Reserve Fund\). Duties of manufacturers \(Tobacco Reserve Fund and Escrow – Tobacco Escrow Compliance\)](#)
- [§ 115D-21\(b\). Traffic Regulations Filings \(Community Colleges\).](#)
- [§ 17D-4. \[Traffic Regulations\] Application of State highway and motor vehicles laws at the academy; authority of Department of Justice to regulate traffic, etc. \(North Carolina Justice Academy\)](#)
- [§ 61-7.\[Traffic Regulations\] Governing body of assembly authorized to adopt traffic regulations \(Religious assemblies\)](#)
- [§ 116-44.4\(l\). Traffic Regulations Filings \(Universities\).](#)
- [§ 143-215.18. \(Water – groundwater & surface water\). Map or description of boundaries of capacity use areas.](#)

North Carolina General Assembly

- [General Information](#)
- [General Statutes](#)

Our Rules

The [Our Rules](#) page contains information on the laws the NC Secretary of State's office administers and enforces, current and proposed rules, and other NC SOS related legal information.

On this page, you find our current rules, information about proposed rule changes, a sign up for our mailing list, and information about how you can participate in the rulemaking process.

You can find all of our existing rules (also called regulations) on this page. Our rules are officially codified in the [NC Administrative Code](#).

Our Rules

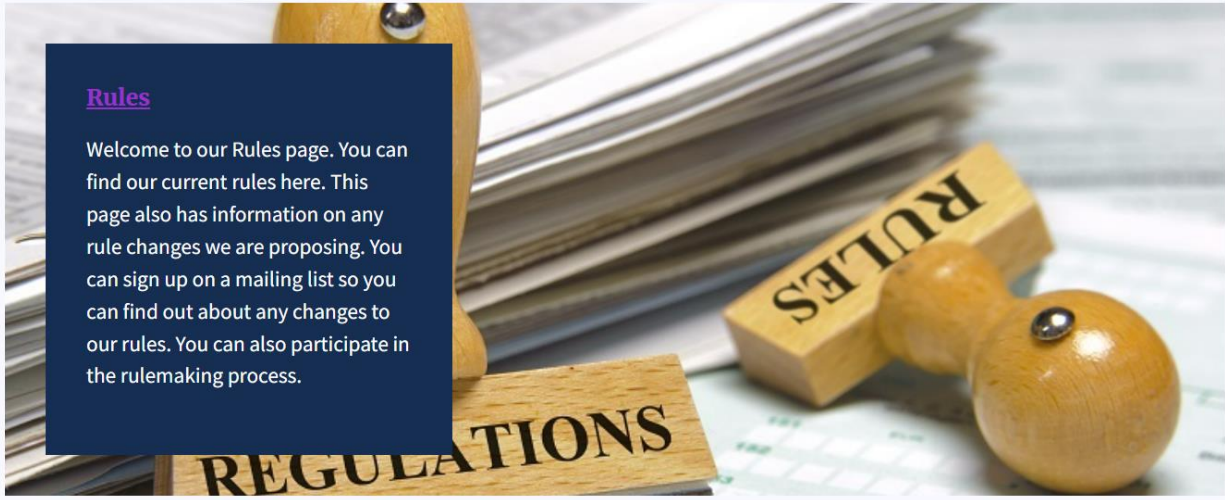


Figure 5. Our Rules page

The Rules page has five box links:

- [Current Rules](#)
- [Mailing List for People Interested in Our Rulemaking](#)
- [Proposed Changes to Our Rules](#)
- [Existing Rules Review](#)
- [FAQs](#)

Current Rules

The [Current Rules](#) page is where you find our existing rules (also called regulations). Our rules are officially codified in the [North Carolina Administrative Code—Title 18—Secretary of State](#).

Fifteen rules related to the NC Secretary of State are listed in downloadable Word and PDF links.

- [Business Registration Division Rules \(Formerly “Corporations Division”\)](#)
- [Departmental Rules](#)
- [Electronic Commerce Section Rules](#)
- [General Administration Division \(includes Trademark Rules\)](#)
- [Land Records Management Division Rules](#)
- [Lobbying Rules](#)
- [Notary Public Division Rules](#)
- [Notary Public Division –Electronic Notary Rules](#)
- [Publications Division \(Repealed\)](#)

- [Securities Division—Recodified Rules](#)
- [Securities Division—General Rules](#)
- [Securities Division—Investigations, Enforcement, and Hearings Rules](#)
- [Solicitation Licensing Program Rules](#)
- [State Franchise for Cable Television Services Rules](#)
- [Uniform Commercial Code Division Rules](#)

Office of Administrative Hearings (Codifier of Rules)

- [General Information](#)
- [North Carolina Administrative Code](#)
- [Title 18 - Secretary of State](#)

Mailing List for People Interested in Our Rulemaking

This takes you to the [Rulemaking Interested Persons Mailing List](#) page.

Figure 6. Rulemaking Interested Person Mailing List page

To subscribe to our Rulemaking updates via email, contact rules@sosnc.gov. For more details, see [Subscribe](#).

You can select the topics for which you would like to subscribe.

Subscribe

As a subscriber to the mailing list, you'll receive updates about:

- Proposed new rules.
- Proposed amendments to existing rules.
- Proposed repeals of existing rules.
- Post classifications of rules during the every-10-years review of our existing rules.
- We sometimes exceed the legal requirements for rulemaking and ask for ideas for rules related to laws we implement and enforce. So if you sign up, you will also get those emails.

Please note that this mailing list is a public record.

To subscribe, please do the following:

1. **Contact Ann B. Wall, General Counsel:**
Ann B. Wall
General Counsel
North Carolina Department of the Secretary of State.
generalcounsel@sosnc.gov
P.O. Box 29622
Raleigh, NC 27626-0622
919-814-5400
Or send an email to: rules@sosnc.gov
2. **Please put "Rulemaking List" in the subject line of your email or correspondence.**
3. **Tell us whether you want to be notified of all of our rulemaking matters OR if you just want to be notified about rulemaking on specific topics.**

Our Rulemaking Topics:

- Charitable Solicitation Licensing
- Business Registration (formerly called Corporations) Rules
- Electronic Commerce Rules
- General Departmental and Administration Rules
- Land Records Rules
- Lobbying Rules
- Notary Public and Electronic Notary Public Rules
- Securities
- State Franchise for Cable Television Service
- Trademarks Rules
- Uniform Athlete Agents Act Rules
- Uniform Commercial Code (UCC) Rules

Note: Emails related to our rulemaking will usually come from the following email address: rules@sosnc.gov.

Legal basis for the List: We maintain this list both because we want to share information with people interested in our work and because we are required to do so. The law requiring the list is G.S. § 150B-21.2(d):

“An agency must maintain a mailing list of persons who have requested notice of rulemaking. When an agency publishes in the North Carolina Register a notice of text of a proposed rule, it must mail a copy of the notice or text to each person on the mailing list who has requested notice on the subject matter described in the notice or the rule affected. An agency may charge an annual fee to each person on the agency's mailing list to cover copying and mailing costs.”

NOTE: The Department of the Secretary of State does not presently charge an annual fee to be on the rulemaking list.

Proposed Changes to Our Rules

This takes you to the [Current Rulemaking](#) page where you find an explanation of the Secretary’s authority in rulemaking.

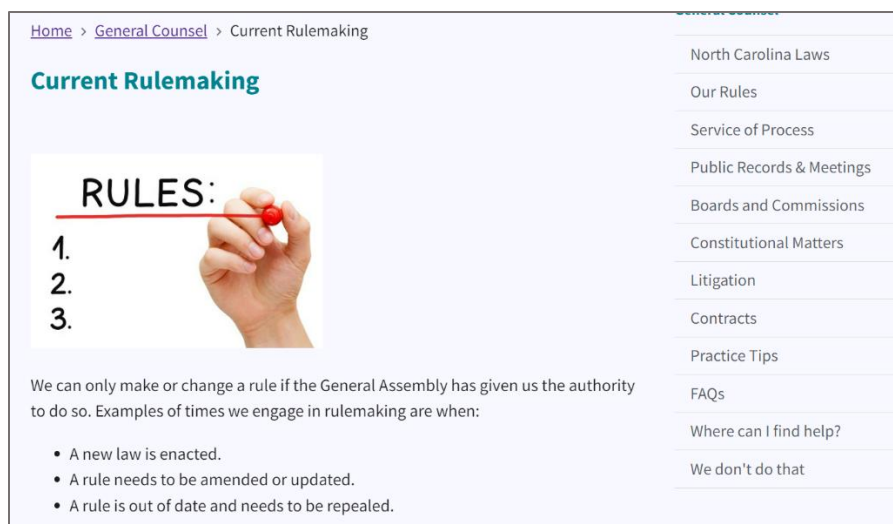


Figure 7. Current Rulemaking page

When we do engage in rulemaking, this page will include information about the proposed rules such as:

- The text of the proposed rule
- How to submit comments
- Information about any public hearings on the proposed rules

At the bottom of the page, you see three image links: Proposed Rule Change; Small, Technical Rule Changes; and Recent Closed Rulemaking. See **Figure 8**.

If you would like to be notified about any of our future rulemaking, you can find information about how to sign up on our mailing list [here](#).

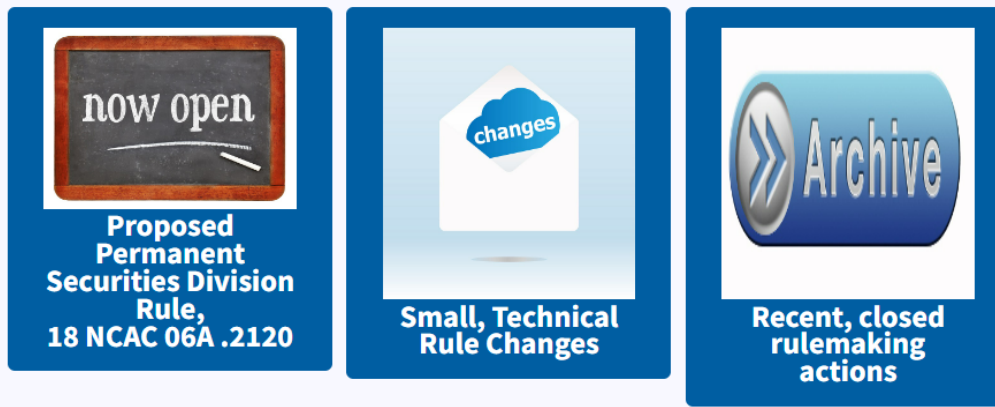


Figure 8. Proposed rules and changes

Click on the first image link in **Figure 8** to see the latest proposed rule changes.

You're taken to the [Proposed Rule Change](#) page. See **Figure 9**.

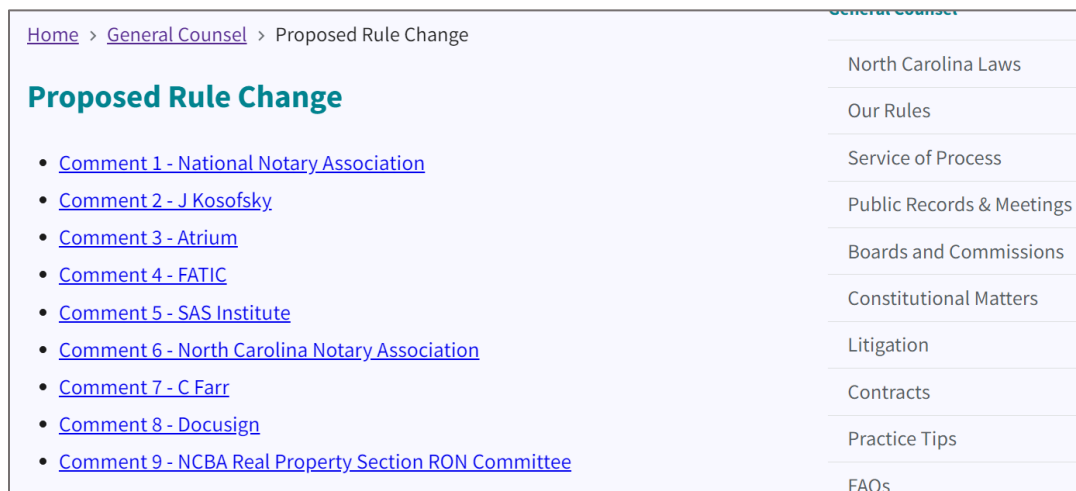


Figure 9. Proposed Rule Change page

Existing Rules Review

The [Existing Rules Review](#) page gives you an overview of the rules we already have in place. These are rules that we are required to review every ten years in a formal process called “Existing Rules Review.” It gives the public an opportunity to comment. The dates for rules review are set by the North Carolina Rules Review Commission.

[Home](#) > [General Counsel](#) > Existing Rules Review

Existing Rules Review

Every 10 years, we are required to review all of our rules in a formal process called Existing Rules Review. The process includes an opportunity for the public to comment.

We have completed the first review of all our rules. You will find links to those materials below.

We will not begin another complete rules review for several years. The dates by which we have to do the next round of rules review will be set by the North Carolina Rules Review Commission.

[How to submit a comment during the public comment period.](#)

Secretary of State Existing Rules Review Archive

[2018](#) [2017](#) [2016](#) [2015](#) [2014](#)

- North Carolina Laws
- Our Rules
- Service of Process
- Public Records & Meetings
- Boards and Commissions
- Constitutional Matters
- Litigation
- Contracts
- Practice Tips
- FAQs
- Where can I find help?
- We don't do that

Figure 10. Existing Rules Review page

To submit a public comment during the review period, visit [How to Submit a Comment](#).

How to submit a comment during the public comment period

1. All public comments must be submitted in writing.
2. Public comments must be submitted before the deadline specified.
3. Public comments may be submitted:

By U.S. Postal Service addressed to:

Ann B. Wall, General Counsel
 N.C. Department of the Secretary of State
 P.O. Box 29622
 Raleigh, NC 27626-0622

By hand or express delivery only, addressed to:

Ann B. Wall, General Counsel
 N.C. Department of the Secretary of State
 2 S. Salisbury St., Raleigh, NC 27601

By E-Mail to: rules@sosnc.gov

What counts as a “public comment” for purposes of the Existing Rules Review?

A “public comment” is defined by G.S. § 150B-21.3A(a)(5) as a written objection to all or part of a rule. Additionally, G.S. § 150B-21.3A(c)(2) says that in order for the Rules Review Commission to determine whether the public comment has merit:

1. The public comment must address the specific substance of the rule, and
2. The public comment must address any of the standards of Commission review, as set forth in G.S. § 150B-21.9(a).

The General Statutes can be viewed at: <https://www.ncleg.net/>

FAQs

The [Frequently Asked Questions](#) page has five questions and answers about rulemaking in North Carolina.

For details about these questions and answers, see the [Frequently Asked Questions](#) section of this manual.

Service of Process

The [Service or Process](#) page defines “service of process” at the top of the page:

“Service of Process is a legal phrase. It refers to delivery of certain kinds of legal documents, usually related to litigation.”

What does a Service of Process Agent do?

The Service of Process Agent accepts service of process of legal documents (summons and complaints; notices and demands, etc.) on behalf of a business entity which is or has been registered in the business records of the North Carolina Department of the Secretary of State.

What rules apply to service of process in North Carolina?

The North Carolina rules for how service of process should be performed are found in [Chapters 1](#) and [1A](#) of the North Carolina General Statutes.

What role does the NC Secretary of State play in service of process?

Every entity registered with the Secretary of State requires a registered agent to accept service of process on its behalf. The name and address of the registered agent is maintained within the records of the Business Registration Division at the Secretary of State’s office. In specific circumstances, the Secretary of State is appointed as agent for service of process. The Service of Process Agent also accepts real property bonds required to be filed with the Department. Office personnel may not provide legal advice or counsel to the public.

Note: The NC Attorney General’s office only maintains service of process agents for North Carolina state departments, agencies and boards and commissions on its [Process Agent Directory](#). Whereas, the NC Secretary of State maintains a list of corporations and business service of process agents.

For detailed answers to your Service of Process questions, visit [Frequently Asked Questions about Service of Process](#).

Frequently Asked Questions (Service of Process)

The FAQ page for Service of Process lists 13 questions and answers about Service of Process in North Carolina.

What is Service of Process?

It is a legal term. It means delivery of legal documents to people or entities authorized to receive them.

What does your Service of Process Agent do?

The Agent accepts service of process for certain entities in our records. Examples of entities in our records are corporations and LLCs. After accepting service, the Agent forwards the documents to the last known address of the entity’s Principal Office.

Can your Service of Process Agent serve an individual?

No, we can only serve business entities.

What do I have to do to serve you as Agent?

You need to send us:

- A cover letter explaining what you want us to do;
- Proof you tried to serve the business’ Registered Agent;
- Name, address, telephone number, and email for the person sending the documents to be served;
- 2 copies of all documents you want us to serve; and
- The \$10.00 fee for each document being served on the business.

How can I serve the Secretary of State as Process Agent?

Mailing Address

NC Department of the Secretary of State
Attn: Service of Process Agent
P.O. Box 29622
Raleigh, NC 27626-0622

Street Address

NC Department of the Secretary of State
Attn: Service of Process Agent
2 South Salisbury Street
Raleigh, NC 27601

Can I electronically file (e-file) service of process on the Secretary of State?

We don't accept e-filing for service of process.

Can the Secretary of State serve a company that is not registered with the NC Secretary of State?

No. The Secretary of State can serve only business entities that are registered with the Secretary of State.

How long does it take you to serve the documents on the business after you get them?

We serve them within 2-3 business days after we get them from you.

How can I find out if you were able to serve the company?

- We'll send you a copy of the letter we sent when we served the documents.
- We'll send you whatever we get back from the US Postal Service:
 - The return receipt card; or
 - The undelivered documents.

How much do I have to pay you to serve a business?

It depends on how many documents you want served. The fee is \$10.00 for every document we serve.

Why didn't you serve my documents? Why did you reject them?

There are 3 reasons we may not have served your documents:

- You didn't include the fee or paid too little;
- You didn't include 2 copies of each document we were supposed to serve; and
- You want us to serve a business that is not in our records.

Can I search Service of Process filings online?

Yes. You can [search](#) by either the Docket Number or our file number.

I want to serve legal documents on the Secretary of State, not a business. Do I serve the Service of Process Agent?

No. If you want to serve the Secretary of State with legal documents, you need to serve the Department's agent for the service of process. The name of that agent is always on file with the NC Department of Justice.

To serve the Department, serve:

Ann Wall, General Counsel
NC Department of the Secretary of State
PO Box 29622
Raleigh, NC 27626-0622

For service of process on a business entity

Sometimes there is an attempt to serve a business entity and service of process does not succeed. North Carolina laws set out alternative methods for service of process, if it does not succeed. For certain business entities, if a North Carolina law specifically authorizes it, our Service of Process agent accepts service of process on business entities registered in our records. This is sometimes referred to as “substitute service of process”.

Please be aware: We cannot give you legal advice about service of process.

Agents for Service of Process for State Agencies

As required by G.S. § 1A-1, Rule 4(j)(4), the Attorney General’s office maintains a register of State agencies’ process agents. You can view the [Process Agent Directory](#).

For service of process on the Department pursuant to G.S. § 1A-1, Rule 4(j)(4):

Ann Wall, General Counsel
North Carolina Department of the Secretary of State
P.O. Box 29622
Raleigh, NC 27626-0622
By courier or other delivery service: 2 S. Salisbury St., Raleigh, NC 27601.

If you have questions, contact:

sop@sosnc.gov

Telephone 919-814-5400

Fax 919 814-5393

Public Records and Meetings

The NC Secretary of State General Counsel [Public Records and Meetings](#) page provides information about the **NC Open Meetings Law** ([Chap. 143, Article 33C](#)) and the [Secretary of State Public Meeting Calendar](#).

It also lists three statutory public bodies for which public meeting notices are included on the calendar: [Electronic Recording Council](#), [Land Records Advisory Committee](#), and [Constitutional Amendments Publication Commission](#).

To learn more about these statutory bodies, see [What are the boards that the Secretary of State is responsible for?](#)

NOTE: Secretary Marshall may establish advisory committees. The regular public meeting schedules for those committees will also be posted on the calendar.

Boards and Commissions

At the top of the [Boards and Commissions](#) page, is a stock photo with the following statement embedded: *“Boards, councils and commissions do much of the work of State government. There are many different names for such entities. In this article, they are all lumped together as ‘boards’.”*

Boards, councils, and commissions do much of the work of State government. We refer to them here as “boards”. Some boards are created when laws are passed by the General Assembly. Other boards are set up by the Governor and agency heads.

What do boards do?

Responsibilities of boards vary widely and are set out in law, rule, or agency documents. Boards may make policy or regulatory decisions on issues of statewide importance. Other boards may offer advice and policy recommendations on such issues.

Who serves on boards?

The members of the State boards may be citizen volunteers appointed by the Governor or other State leaders. Other board members may serve on a board because they hold a certain position in government. For example, Secretary of State Marshall serves on the North Carolina Council of State because she was elected as Secretary of State.

What are the boards that the Secretary of State is responsible for?

The Secretary of State’s Office has responsibilities for three boards created by State laws. These three boards are: Electronic Recording Council (ERC), Land Records Advisory Committee, and the Constitutional Amendments Publication Commission (CAPC).

Our responsibility with other boards is limited; however, NC Secretary of State publishes State boards’ regular meeting schedules. You can view them on the Public Meetings Calendar.

NC Secretary of State also makes available the annual and financial reports of occupational licensing boards.

Electronic Recording Council (ERC)

North Carolina Registers of Deeds are elected county officials. Their duties include recording, indexing, and storing real estate related documents filed with them.

North Carolina law created the [Electronic Recording Council \(ERC\)](#). The ERC’s purpose is to help the Secretary decide what the standards should be. The ERC advises and assists the Secretary and recommends standards for electronic recording of property documents like deeds. The ERC meets when it is necessary to consider recommending changes to the standards.

List of Standards:

- [North Carolina Electronic Recording Standards](#)
- [ERC and the Standards Requirement](#)
- [Best Practices for Electronic Recording](#)
- [Model Submitter Agreement for Electronic Recording](#)

Land Records Management Advisory Committee

Land Records Advisory Committee assists the Secretary of State in administering the Land Records Management Program. This program encourages county governments to use modern methods, techniques, equipment, and documentation to improve the quality of public services with respect to land records and achieve a high degree of standardization throughout the State. Also, the program advises local governments and offers them technical assistance in implementing and maintaining minimum standards in regards to the following land records management aspects:

- Uniform indexing of land records.
- Uniform recording and indexing procedures for maps, plats, and condominiums.
- Security and reproduction of land records.

The Committee consists of 12 members, appointed to staggered 4-year terms. Nine are appointed from Professional Associations whose work contribute to the field. Three additional members are appointed from the public at large.

Constitutional Amendments Publication Commission (CAPC)

The CAPC prepares an explanation of the amendment in simple and commonly used language. The CAPC also prepares the short caption for the amendment that is used on the ballot.

The primary way to amend the Constitution of the State of North Carolina is by a vote of the qualified voters of the State. The General Assembly first passes a law by a three-fifths vote of the members of both the House and Senate. The law puts an amendment to the Constitution on a statewide election ballot on a specified date.

Whenever the General Assembly passes a law that puts a constitutional amendment on the ballot, State law requires a meeting of the Constitutional Amendments Publication Commission (CAPC). State law also creates the CAPC and sets out its duties.

The Secretary of State chairs the Commission.

The Commission has two other members:

- The Attorney General of North Carolina
- The North Carolina General Assembly's Legislative Services Officer.

Employees of the Secretary of State staff the Commission.

The CAPC only meets when the General Assembly has put a constitutional amendment on the ballot. Meetings of the CAPC are public. Meeting notices are published on our website and included on the [Public Meeting Calendar](#).

The CAPC prepares an explanation of the amendment in simple and commonly used language. The CAPC also prepares the short caption for the amendment that is used on the ballot.

The Secretary of State then distributes the explanation to the local boards of elections, the press and others.

This page includes links to past CAPC actions.

Browse the Constitutional Amendments Publication Commission

- [Constitution of North Carolina](#)
- [The CAPC Law](#)
- [CAPC Archives](#)

Constitution of North Carolina

This takes you to the NC General Assembly's [North Carolina Constitution](#) page, displaying the Constitution's 14 Articles. See **Figure 11**.

The CAPC Law

This takes you to the [Constitutional Amendments Publication Commission \(CAPC\)](#), also known as Article 4A.

The Commission consists of three members who shall serve ex officio as follows:

- The Secretary of State
- The Attorney General
- The Legislative Services Officer.

What does the CAPC do?

At least 75 days before an election in which a proposed amendment to the Constitution, or a revised or new Constitution, is to be voted on, the Commission shall prepare an explanation of the amendment, revision, or new Constitution in simple and commonly used language.

The Commission prepares the summary to be printed by the Secretary of State, in a quantity determined by the Secretary of State. A copy shall be sent along with a news release to each county board of elections, and a copy shall be available to any registered voter or representative of the print or broadcast media making request to the Secretary of State. The Secretary of State may make copies available in such additional manner as the Secretary may determine.

You can contact the Constitutional Amendments Publication Commission at: pubs@sosnc.gov.

CAPC Archives

This takes you to the [Constitutional Matters](#) page, which is described in detail in the following section.



Figure 11. Constitutional Matters page

Constitutional Matters

At the top of the [Constitutional Matters](#) page, is a stock photo with the following statement embedded within the image: *“We are the guardian of the current edition of the Constitution of North Carolina. We staff the North Carolina Constitutional Amendments Publication Commission. And, we host the meeting of the North Carolina Electoral College in years in which there is a US presidential election.”* See **Figure 11**.

Browse Constitutional Matters

- [North Carolina Constitution](#)
- [North Carolina Constitutional Amendments](#)
- [Statutes](#)
- [North Carolina Constitution—Our Constitutions: A Historical Perspective](#)
- [U.S. Constitution](#)
- [Electoral College](#)

North Carolina Constitution

This link takes you directly to the NC General Assembly page for the [NC State Constitution](#). You can read it by clicking on the links for each Article. See **Figure 12**.

Figure 12. NC Constitution

North Carolina Constitutional Amendments

This takes you to the [North Carolina Constitutional Amendments Publication Commission](#) page where you find six links to NC amendments. See **Figure 13** for a list of these amendments.

Figure 13. NC Constitutional Amendments Publication Commission

Statutes

The [Statutory Authority](#) page contains information about NC General Statutes and state laws. For more details, see [Browse NC General Statutes \(Laws\)](#).

As a State agency, our work must be accomplished according to State laws and rules, as well as federal laws and rules. You can find most of the laws establishing the duties of the Secretary of State on this **Statutory Authority** page. See **Figure 14**.

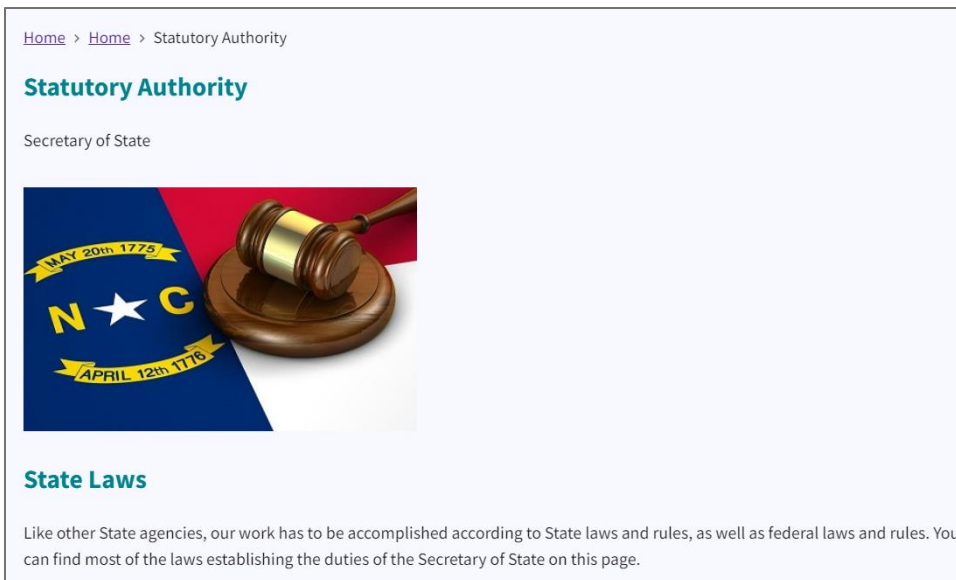


Figure 14. Statutory Authority page

Our Constitutions: A Historical Perspective

The [Our Constitutions: A Historical Perspective](#) page gives a thorough record of the evolution of our North Carolina Constitution.

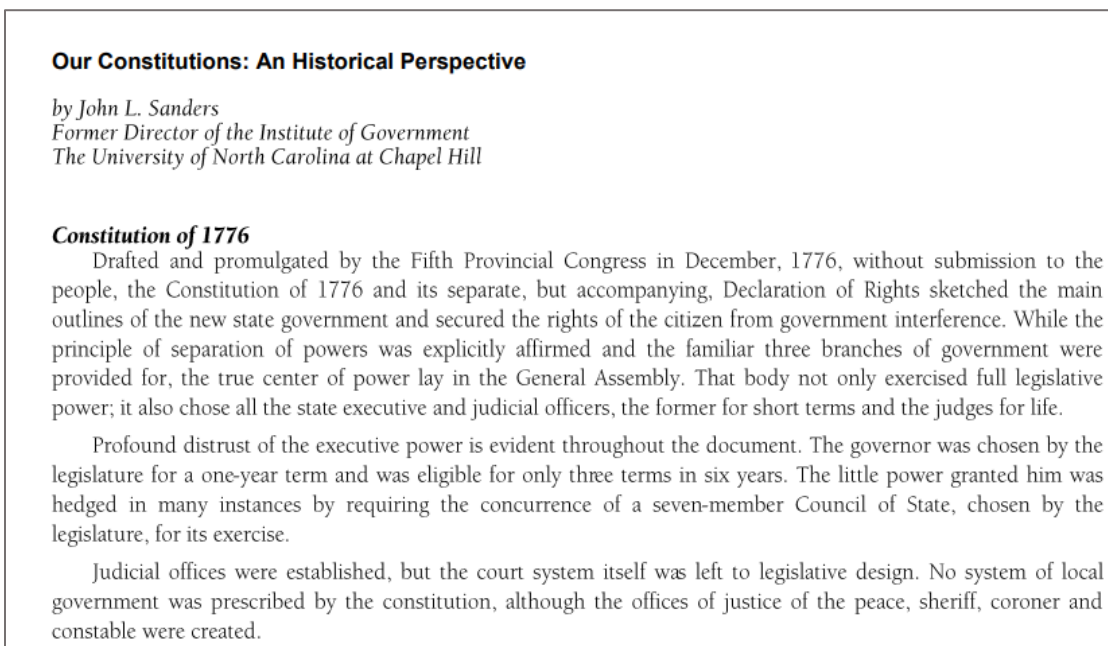


Figure 15. Our Constitutions: An Historical Perspective

U.S. Constitution

The [National Archives' Constitution of the United States](#) page gives you a digitally navigable copy of the U.S. Constitution.



Figure 16. National Archives' Constitution of the United States page

Electoral College

The [Electoral College](#) page provides information about the Secretary of State's role in the North Carolina Electoral College process.

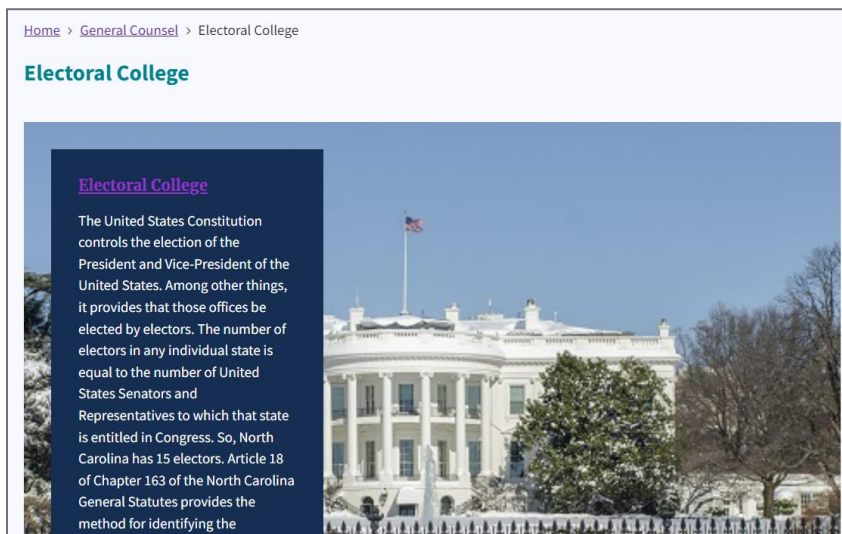


Figure 17. Electoral College page

The [Electoral College](#) page has links to FAQs; State and U.S. laws; list of electors; archives; and more.

Near the top of the page, you find a large stock photo with a statement embedded in the image.

This statement says, *“The United States Constitution controls the election of the President and Vice President of the United States. Among other things, it provides that those offices be elected*

by electors. The number of electors in any individual state is equal to the number of United States Senators and Representatives to which that state is entitled in Congress. So, North Carolina has 15 electors. Article 18 of Chapter 163 of the North Carolina General Statutes provides the method for identifying the presidential electors in North Carolina.”

Browse Electoral College

Beneath the stock photo, you find the following eight box links:

- [Secretary of State and the Electoral College](#)
- [Frequently Asked Questions](#)
- [2020 Electors](#)
- [State and U.S. Laws](#)
- [North Carolina Electoral College Archives](#)
- [National Archives](#)
- [North Carolina State Board of Elections](#)
- [Federal Election Commission](#)

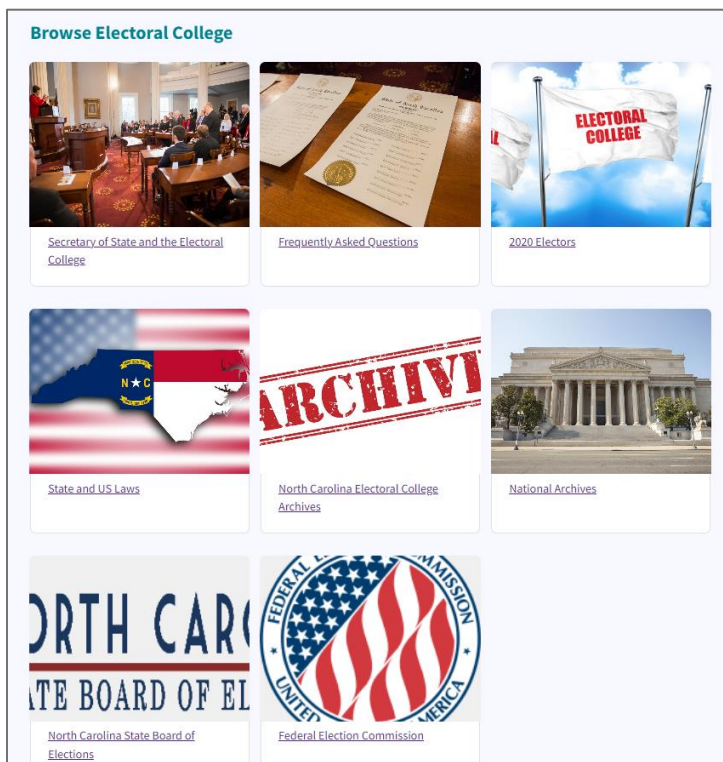


Figure 18. Browse Electoral College box links

Secretary of State and the Electoral College

The Secretary of State and the Electoral College page has the three box links:

- **What the Secretary of State Does**

- **What the Secretary of State Does Not Do**
- **How the Process Works in North Carolina**

What the Secretary of State Does

The North Carolina Secretary of State has the following duties related to the Electoral College and the election for United States President and Vice President:

- **NC SOS provides notice about the legal requirements for electors.**

An **Electors** is an elected public office in North Carolina. The U.S. Constitution, North Carolina Constitution, and North Carolina laws include some limits on holding two public offices at once (called dual office-holding). A violation could mean losing one of the offices. Those limits may apply to electors. Therefore, State law requires us to provide notice about the legal requirements that may limit a person from holding two offices at once.

- **We provide the notice to: The political parties, and Unaffiliated candidates that qualify to have their names on the ballot for President of the United States.**
- **The political parties and unaffiliated candidates file names of elector candidates with NC SOS.**
- **NC SOS notifies elector candidates about legal requirements in regards to holding two simultaneous offices.**
- **State Board of Elections certifies election results and delivers certifications to NC SOS.**
- **NC SOS notifies the Governor of the names elected to the office of elector for President and Vice President of the United States.**
- **NC SOS plans and schedules the North Carolina Electoral College meeting.**
- **Electors meet and give NCS OS two copies of their Certificate of Vote for public records.**

What the Secretary of State Does Not Do

This page explains what the Secretary of State does not do in regards to the Electoral College and election.

The Secretary of State does not do the following:

- **Decide when elections take place.** The North Carolina Constitution and North Carolina General Statutes and the U.S. Constitution and U.S. Code say when elections take place.
- **Conduct elections in North Carolina.** The North Carolina State Board of Elections is an independent agency that conducts elections.
- **Decide how the elector nominees are selected by the political parties or the qualified unaffiliated candidates.** State law has some general requirements related to that.

- **Tell the electors who to vote for or control how the electors vote.**

For more details, visit [Secretary of State and the Electoral College \(sosnc.gov\)](https://sosnc.gov).

How the Process Works in North Carolina

NC State Board of Elections conducts elections in North Carolina by following NC law to determine which parties and candidates have qualified to be on the ballot, including for President and Vice President.

U.S. Constitution and NC law set out the requirements for the number of electors and for how the political parties choose their elector candidates.

When you vote for a candidate for President and Vice President, you're actually voting for the nominees for electors for those candidates. State law says that electors' names do not appear on the ballot. In other words, when you vote for a President/VP, you're actually voting for an elector in your state that represents the vote for that candidate or party.

The process is as follows:

- Political parties file the names of their nominees for electors for their candidates for President and Vice President with the NC Secretary of State. If unaffiliated candidates qualify to have their names on the printed ballots as an unaffiliated candidate, then they also have to file the names of their nominees for electors with the Secretary of State.
- After the general election, the North Carolina State Board of Elections certifies the election results and delivers them to the Secretary of State.
- The Secretary of State has to notify the Governor as to who has been elected to the office of elector for President and Vice President of the United States.
- After the Secretary of State certifies the election results to the Governor, the Governor issues a proclamation. The proclamation names the electors. The law also instructs the electors to be present "in the old Hall of the House of Representatives in the State Capitol in Raleigh at noon on the first Monday after the second Wednesday in December following their election."
- The Electoral College meets and the electors vote separately for President and Vice President of the United States.
- After the electors vote, they sign certificates of the vote. The certificates are distributed according to federal law.

You can watch videos of the meetings of the North Carolina Electoral College and view the Governor's 2016 proclamation and other historical Electoral College documents on the [Secretary of State and Electoral College](https://sosnc.gov) page.

NOTE: This is a summary offered for informational purposes. We do not offer legal advice to citizens.

Litigation

The [Litigation](#) page has information about the NC Secretary of State and litigation. The Secretary of State is represented by the NC Attorney General and the attorneys of the Department of Justice when the Department is involved in litigation.



The screenshot shows the 'Litigation' page of the General Counsel website. The page has a breadcrumb trail: Home > General Counsel > Litigation. The main heading is 'Litigation'. The text explains that in most litigation, the Department of the Secretary of State is represented by the North Carolina Attorney General and the attorneys in the Department of Justice. It also mentions that some decisions of Administrative Law Judges are published on the website of the Office of Administrative Hearings. A bolded section titled 'For service of process on the Department pursuant to G.S. § 1A-1, Rule 4(j)(4):' is followed by contact information for Ann Wall, General Counsel, at the North Carolina Department of the Secretary of State, P.O. Box 29622, Raleigh, NC 27626-0622. A note specifies that by courier or other delivery service, the address is 2 S. Salisbury St., Raleigh, NC 27601. On the right side, there is a 'General Counsel' menu with links to: North Carolina Laws, Our Rules, Service of Process, Public Records & Meetings, Boards and Commissions, Constitutional Matters, Litigation, Contracts, Practice Tips, FAQs, Where can I find help?, and We don't do that.

Figure 19. Litigation page

What is litigation?

Litigation is the process of engaging in a legal proceeding, such as a lawsuit. When a person begins a civil lawsuit, the person enters into a process called litigation. The act or process of bringing or contesting a legal action in court is also referred to as litigation.

(Source: [Litigation Definition & Meaning](#))

Who represents the Secretary of State in litigation?

In most litigation, the Department of the Secretary of State is represented by the North Carolina Attorney General and the attorneys in the Department of Justice.

Some decisions of Administrative Law Judges in cases involving the Department of the Secretary of State are published on the website of the [Office of Administrative Hearings](#).

For service of process on the Department pursuant to G.S. § 1A-1, Rule 4(j)(4):

Ann Wall, General Counsel
North Carolina Department of the Secretary of State
P.O. Box 29622
Raleigh, NC 27626-0622

By courier or other delivery service: 2 S. Salisbury St., Raleigh, NC 27601.

North Carolina Courts

The [North Carolina Administrative Office of the Courts](#) website includes information about:

- The North Carolina Judicial System
- North Carolina Courts and judges
- Court calendars
- North Carolina Supreme Court and Court of Appeals opinions and orders
- Other information

Visit the [Administrative Office of the Courts](#) website for information about court records, county courthouse directory, court dates, citation tickets, criminal background checks, appellate court, business court, eCourts, eFiling, and more.

Contracts

State Purchases and Contracts Law

The [Article 3 Purchases and Contracts](#) page provides the law in digital form via the NC General Assembly website.

Chapter 143 - Article 3 of the North Carolina General Statutes is about purchases and contracts.

The policy of Chapter 143, Article 3 is “...to encourage and promote the use of small contractors, minority contractors, physically handicapped contractors, and women contractors in State purchasing of goods and services. All State agencies, institutions and political subdivisions shall cooperate with the Department of Administration and all other State agencies, institutions and political subdivisions in efforts to encourage the use of small contractors, minority contractors, physically handicapped contractors, and women contractors in achieving the purpose of this Article, which is to provide for the effective and economical acquisition, management and disposition of goods and services by and through the Department of Administration.”

(Source: [Chapter 143 - Article 3 \(ncleg.net\)](#))

Chapter 143, Article 3 covers state departments, institutions, and commissions. Some sections of Chapter 143 have been repealed by Session Laws.

State Purchases and Contracts Rules

[Title 1, Chapter 5 Purchase and Contract](#) rules are available in digital form via the Office of Administrative Hearings website. This is the [NC Administrative Code](#).

The **North Carolina Administrative Code (NCAC)** is a compilation of administrative rules from state agencies and occupational licensing boards.

(Source: [About the North Carolina Administrative Code | NC OAH](#))

Practice Tips

The [Practice Tips](#) page has a large stock image at the top with the following statement embedded in the image: *“This page contains links to practice tips for some of the laws we administer and enforce. Most of the practice tips have been included in continuing legal education manuscripts we have done. Our hope is that by using these tips, you can reduce errors and missteps and save time and resources, benefitting the citizens and businesses who are your clients.”* See **Figure 20**.

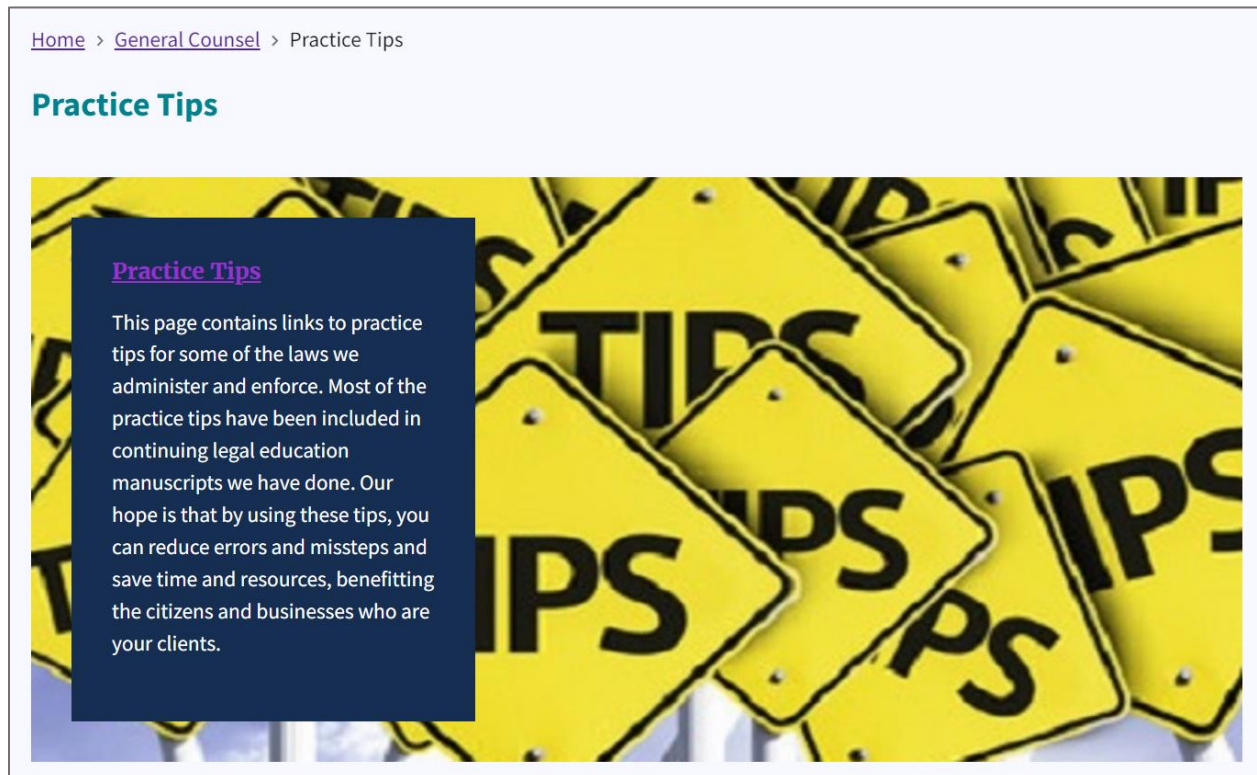


Figure 20. Practice Tips page

Browse Practice Tips

The eight box links in this section are:

- [Searching and Using the Business Registration Database](#)
- [Filing Documents with the Business Registration Division](#)
- [Dealing with Charities and the Charitable Solicitation Licensing \(CSL\) Division](#)
- [eNotary and eCommerce](#)
- [Dealing with Notaries and Notarial Acts](#)
- [Searching Our Uniform Commercial Code \(UCC\) Database](#)
- [Other Tips for You and Your Clients](#)
- [How You Can Help Us](#)

Now, let's cover each item below.

Searching and Using the Business Registration Database

Tips for Searching the Database

1. Searching by Entity name:

Practice Tip: Unless you are absolutely certain that you have the business entity's correct legal name in North Carolina, you may get better results if you search using either "**Name starting with**" or "**Name contains all words.**" The reason is that North Carolina is a "distinguishable upon the record" state. G.S. § 55D-21(b). For practical purposes, this means that names of business entities may differ only slightly – just that little bit makes them distinguishable from other entities.

Practice Tip: Foreign entities (created outside NC) may have more than one name in our database. You can find both the home state/country legal name and the fictitious name foreign entity name in our database. Look for the term "Home State." The reason is that sometimes foreign entities have legal names in their state or country of creation that are not distinguishable from other entities in the records of the Secretary of State. In those instances, the foreign entity may use a "fictitious name" that is distinguishable from other entities' names for use in North Carolina, G.S. § 55D-22.

2. Searching for Information in Annual Reports:

Practice Tip # 1: Do not rely solely on the most recent annual report for information about a business entity. You may need to check all the annual reports. The reason is that businesses that must file annual reports do not have to reiterate information if it has not changed. So, when you open a PDF annual report on the Secretary of State's website, the report may only contain a certification that the information in the most recently filed annual report has not changed. If a business entity has not recently changed its principal office address and telephone number or principal officers, you may have to open more than one annual report to be able to find that information. For example: A corporation was incorporated in 2001, filed its first annual report in 2002 and in each successive year. The only change is that in 2005, the corporation changed two of its principal officers and noted that change on its 2006 annual report. There have been no changes to the corporation's annual report information since it filed the 2006 annual report. So, you would have to open all of the annual reports back to 2006 to find the changed officer names, titles and business addresses.

Practice Tip #2: If you need information from the current year's annual report for an entity, and you do not see the report online, contact the Business Registration Division. Please note that during Annual Report filing season responses may be delayed due to high volume (and limited resources). If you have a truly urgent need to know if an Annual Report has been filed, contact:

Customer Service

919-814-5400

arinfo@sosnc.gov

The reason is that annual reports filed online are immediately available publicly on our website. Reports filed on paper, however, are processed in the order in which they are received. Due to the volume of reports received and our limited resources, at peak filing times (generally March through May each year) it can take up to 180 days from the day an annual report is submitted to us until the report is scanned and accessible online.

Practice Tip # 3: Some business entities are not required to file an annual report with the Secretary of State. You may be able to save search time if you keep this in mind. Examples of kinds of business entities that do not have to file annual reports include:

- Professional Corporations
- Professional Limited Liability Companies
- Nonprofit Corporations
- Limited Partnerships
- General Partnerships (They are not registered at the Secretary of State’s office.)
- Sole Proprietorships (They are not registered at the Secretary of State’s office.)

3. Registered Agent Searches:

Practice Tip: When you search our Registered Agent database, you may get better results if you search using either “Name starting with” or “Name contains all words.”

The reason is that our information systems are set up so that Registered Agent names must be precise. For example: A business incorporates and names John Smith as the Registered Agent. In its first annual report, it lists John Q. Smith, Jr. as the Registered Agent. Our system will treat that as a change in the agent’s name, although it may be the same person.

4. Company Official Searches:

Practice Tip: When you search our Company Officials database, you may get better results if you search using either “Name starting with” or “Name contains all words.” For example, with regard to the example above for ZYX and John Williams, you may want to search for John Williams as well as John A. Williams. In this way, you would be able to determine all of the business entities where Mr. Williams is listed as a company official and/or officer.

The reason is that our information systems are set up so company official names must be precise. For example, ZYX Company files its first Annual Report and lists “John Williams” as President. Mr. Williams has two other corporations. He files Annual Reports for those businesses with his name listed as “John A. Williams.” When ZYX files its second annual report, it lists John A. Williams as President. Our system will treat that as a change in the President’s name, although it may be the same person. A company official search for John Williams would not produce Mr. Williams’ other two companies as a search result.

5. Entities You Will Not Find In The Database:

Practice Tip: Save search time by staying aware of the entities that are not in the database, as well as those that may not be required to file but do anyway.

The reason is that there are types of entities that do not file with the Secretary of State. They include:

- Sole proprietorships
- General partnerships
- Some unincorporated nonprofit associations may only be included if they decide to file a Registered Agent with us
- Many foreign business entities fall within an exception to the requirement to register or obtain a certificate of authority from the Secretary of State. For example, foreign business corporations that are engaged in interstate commerce do not have to get a certificate of authority from the Secretary of State. G.S. § 55-15-01(b)(8). Nonetheless, many chose to do so.

6. Meaning of the Status Designations on the Business Registration Webpage:

Practice tip: If you use the Business Registration search feature often, keep these explanations of the status designations handy. The business entity status notations you are most likely to see when you search for a business entity are listed in the table below.

These are the most common statuses used in the North Carolina Business Registry. Each entry has an explanation of when the status is used.

The table of Most Common Business Status Definitions follows.

Most Common Business Status Definitions

Status	Description
Active/Not Current	The entity is considered to be active on the North Carolina Business Registry, but is delinquent on one or more required filings.
Active/On Notice	The entity is considered to be active on the North Carolina Business Registry, but the North Carolina Secretary of State has grounds for administrative dissolution and the business entity has been notified per statutory requirements.
Adm. Dissolved	The entity progressed through the administrative dissolution process without filing the required filings and a Certificate of Administrative Dissolution was issued. No documents, except changes to the Registered Agent can be filed on an administratively dissolved company.
Cancelled	An entity that filed a Certificate of Cancellation of its Registration of Limited Partnership, Limited Liability Partnership, or Limited

	Liability Limited Partnership. The entity is no longer active on the North Carolina Business Registry.
Dissolved	An entity filed Articles of Dissolution to close their business. They are not active on the North Carolina Business Registry.
Current/Active	The entity is current on all required documents and active on the North Carolina Business Registry.
Suspended	The North Carolina Department of Revenue notified the North Carolina Department of the Secretary of State to suspend the entity. No documents can be filed on an entity which is suspended by the Department of Revenue, with the exception of a Statement of Resignation of Registered Agent.
Multiple	An entity which is administratively dissolved or administratively revoked and suspended by the Department of Revenue or a licensing board. The word “multiple” indicates there is more than one applicable status.
Revoked	The entity progressed through the administrative revocation process without filing the required filings and a Certificate of Administrative Revocation was issued.
Withdrawn	When a foreign entity doesn’t want to do business in North Carolina and withdraws their Certificate of Authority to do business in North Carolina.
Other Statuses	
Active/Failure to Pay Fee	This status is used by the Budget Office after an entity has been issued a Notice of Grounds for Administrative Dissolution and the entity filed an annual report, which was submitted with Non-Sufficient Funds. The entity is still active, but the administrative dissolution process will continue.
Admin. Cancelled	This status is used when the North Carolina Secretary of State’s Office cancels a business entity’s initial creation document due to an issue with the filing fee.
Converted	This status is used when an entity has converted from one entity type to another. The status is placed on the first entity type.
Expired	This status is used when a reserved name of a business entity or a registered name of a foreign business entity has expired.
Failure to Pay Fee	This status is used by the Budget Office when a creation document is submitted and there is an issue with the filing fee, such as non-sufficient funds or a closed account.
In Process	This status is used when a submission for a creation filing is received and the document is in process of being examined and filed.
Judicial Dissolution	When the courts order a dissolution of a company.

Merged	This status is used on the “non-surviving” entity of a merger transaction. The entity is merged into another entity, the “surviving” entity.
Non-domesticated	A foreign entity is not registered to conduct business, but was a participant in a merger with an entity registered in North Carolina.
PA Suspended	This status is used when a licensing board under N.C.G.S. Chapter 55B has suspended a business entity of record.
Reserved Name	This status is used when a name has been reserved upon the North Carolina Business Registry, but is not an entity created of record.
Revoked Licensing Board	This status is used when the licensing board revokes the business name for use as a professional entity under N.C.G.S. Chapter 55B.
Withdrawn by Merger	This status is used when a foreign entity registered with the North Carolina Department of the Secretary of State, merges with another foreign entity or has converted to another foreign entity and the registration is no longer needed in North Carolina.
Not Registered	An unincorporated nonprofit association that has filed their registered agent information with the Agency.
Current-Active AR Error	There has been a technical error in filing an online annual report. Please contact 919-814-5400 for assistance.
Court-Ordered Dissolution	The entity was ordered to dissolve the company by the courts.
Consolidated	One or more business entity have merged together.
Auto Dissolved	The General Assembly passed a bill to automatically dissolve entities for specific reasons.
Applied to Withdraw	A foreign entity has applied to the State to discontinue doing business in North Carolina
To Foreign Insurance Co.	A domestic insurance company converted to an out of state insurance company.
To Fed Bank	A North Carolina bank converted to a Federal Bank.

7. Searching Service of Process:

Practice Tip: If you have followed the steps to use our service of process agent as a substitute agent, you can search SOS service of process to find out if your documents have been served. You can search by either the judicial Docket Number or the SOS File Number. Go to: [Search Service of Process](#)

Tips for Using the Database

1. Keeping up with changes:

You can subscribe to receive almost immediate notice of changes relating to status of business entities. To do this, go to: [EMail Notification Subscriptions](#). Follow the steps there.

NOTE: Be sure you are subscribing for the exact business names you want to follow.

Practice Tip: If you are about to file a suit or claim against a business entity, subscribing to receive our notices of change BEFORE you file can help avoid problems. The reason is that business entities can, and often do, change their Registered Agents. Their agents also may change their addresses. If you miss one of those changes and serve something to the old pre-change Agent or address, you may not perfect service.

Practice Tip: If you are involved in litigation with a business entity, you may want to be alerted to any changes in the status of that entity with the Secretary of State. For example, it could be relevant to your ability to settle a case if we suspend an entity at the direction of the Department of Revenue.

Practice Tip: If you subscribe to receive change notices for your clients, you may be able to be proactive in representing them. For example, you may be able to quickly reach out and help a client resolve a notice of grounds for administrative dissolution.

Practice Tip: Consider advising your clients to consider subscribing for business entities they regularly deal with. Your clients may want to take protective action since “[a]ny act performed or attempted to be performed [by a suspended entity] during the period of suspension is invalid and of no effect”. G.S. § 105-230(b).

2. Using the Database as a Competitive Resource:

Practice Tip: You can use the database to proactively avoid issues with suppliers and contractors if you check it before you enter into a contract. You may also want to consider talking to your individual and business clients about checking the database before signing contracts. The reason is that an entity’s status might indicate something about its viability and effectiveness. For example, you may not want to approve a contract with an administratively dissolved business entity until it is restored to good standing. That could be a sign that the business is not keeping up with necessary paperwork. Contracting with such a business may increase risks to your client such as: losing money if the business is, in fact, financially unstable; or, having difficulty serving the business with process in the event of a dispute. Before you or your client contract with the entity, you might want to ask questions about the administrative dissolution to see if it has an explanation that satisfies your concerns.

Practice Tip: Consider adding a “current-active” status requirement clause for entities when you draft or review contracts. Then you and your client may have options if the business entity has failed to maintain its “current-active” status with us. The reason is that an entity’s status might indicate something about its viability and effectiveness. For example, assume that after your contract is signed, we suspend an entity at the direction of a licensing board. If you have a contract clause requiring that a contractor has to remain in good standing with its licensing

board, you may be able to take action based on the “current-active” clause.

Practice Tip: If you subscribe to receive entity change notices from us, then you can use the database to identify and respond to issues with suppliers and contractors **after** you enter into contracts. You may also want to consider talking to your individual and business clients about using the database this way. The reason is that an entity’s status might indicate something about its viability and effectiveness. For example, assume that you have a contract with a “maintain current-active status” clause. If you subscribe to receive change notices from us, you will not be dependent on the contractor to tell you if its status changes. This may give you more options for responding to the change.

Filing Documents with the Business Registration Database

Tips for Filing Documents

Correct Address Saves Time

Practice Tip: Save time by making sure that you double-check the accuracy of any addresses you enter on forms you submit to us. The reason is that we use the US Postal Service’s database of valid addresses to conduct address verification for mailing addresses on filings submitted to us. If the software says that the address is not deliverable, we contact you and you will have to either:

- 1. Confirm that the address is accurate as written, or
- 2. Make corrections before we file the document.

And, if you confirm that the mailing address is correct although the software says it is not, we will document that confirmation in the entity’s records. If you file online and you enter an address that the software says is not deliverable, you will also have to do extra work: confirming the address is correct, adding missing data or changing the address.

Email Address

Practice Tip: The email address you provide for a business when you create the entity must be correct! This is another area where proofreading pays off. The reason is that we send an automatic email to the email address associated with an entity each time there is a change to that business entity’s records. That way, the business gets immediate notice of changes and can take corrective action if the changes were not authorized.

Practice Tip: Promptly notify us of changes to the main email address associated with our files on your business (or your client’s business). Otherwise, we may send an email notice of a change to the wrong email address. That could mean that you don’t find out about a change made by someone who wasn’t authorized to do it.

Registered Agents

Practice Tip: Registered Agent names must be precise. Use the exact same name for an individual each time you file. **The reason is that if you use a variant on an agent’s name from the name when you initially filed, we will treat that as a change in the agent even if it is the same person. When you file an annual report, each variation will be listed in our records as a separate agent.** For example: A business incorporates and names John Smith as the Registered Agent. In its first annual report, it lists John Q. Smith, Jr. as the Registered Agent. Our system will treat that as a change in the agent’s name, although it may be the same person.

Practice Tip: If you are creating an entity, please be certain that the person you name as Registered Agent both knows you’re naming them and agrees to serve. The reason we say this is that it is obvious that sometimes people are in a hurry or just forget to tell someone they’ve been named as a Registered Agent. Of course, it’s also possible the person forgot.

Practice Tip: If you name an employee as a Registered Agent, be sure that you change the Registered Agent when the employee leaves your employ. This is also advice you may want to give your business clients.

Practice Tip: Be sure that the person you name as Registered Agent understands that they have a duty to forward legal process, and how important that duty is.

Practice Tip: If the person you name as Registered Agent is not your employee, be sure that you notify that person if there are changes at your business that affect the Agent’s duties.

Company Official Names

Practice Tip: Company official names must be precise. Try to use the exact same name for an individual each time you file. The reason is that our information systems are set up so company official names must be precise. For example, ZYX Company files its first Annual Report and lists “John Williams” as President. Mr. Williams has two other corporations. He files Annual Reports for those businesses with his name listed as “John A. Williams”. When ZYX files its second annual report, it lists John A. Williams as President. Our system will treat that as a change in who the company president is, although it may be the same person.

Authentications and Apostilles

Practice Tip: If you are submitting a document to be authenticated by the Secretary of State for use in a foreign country, there is a way you can save time. The way to save time is to ensure that all the legal requirements for authentication are met. So, make sure that

- All seals and signatures are original.
- All dates follow in chronological order on all the certifications.

- All acknowledgments to be authenticated by the Secretary are in English and comply with the North Carolina Notary Act, Chapter 10B of the General Statutes.
- If a copy is used, it includes a statement that it is a true and accurate copy.
- If a document is to be authenticated by the U.S. State Department, it complies with all applicable statutes, rules, and regulations of that office. G.S. § 66-273.
- You provide an English translation of a document if it is in a language other than English. G.S. § 66-274(a).

Disputes over Changes to Entities in Our Database

Sometimes an entity has an internal dispute going on and one of the parties files changes to the entity with us. For example, parties to a dispute may change the entity's company officials, although both parties have not agreed to the change. If we become aware that the parties are going back and forth making changes, there is a point at which we will stop making changes. At that point, we tell the parties we will not make further changes without a court order.

Practice Tip: If your client is in that situation, and you file a suit, be sure to include a request for the court to order us to make whatever change you seek. Then be sure that if you win, the court order actually includes an order for us to make the change. And, most importantly, be sure that the court directs the clerk to forward a copy of the order to us. The clerk should send the order to:

Cheri Myers, Director
Business Registration Division
North Carolina Department of the Secretary of State
P.O. Box 29622
Raleigh, NC 27626-0622

Practice Tip: If your client is in that situation, and you file a suit seeking to bar an individual or entity from making further changes to records, be sure to include an appropriate request for a court order. If you seek and obtain a court order barring an individual from filing any changes to your client's entity on our records, the court order should be specific about what we are to do or not do. Then be sure that if you win, the court order actually does include an order for us to not to make changes from that individual or entity. And, most importantly, be sure that the court directs the clerk to forward a copy of the order to us. The clerk should send the order to:

Cheri Myers, Director
Business Registration Division
North Carolina Department of the Secretary of State
P.O. Box 29622

Raleigh, NC 27626-0622

Dealing with Charities and the Charitable Solicitation Licensing (CSL) Division

Information available from CSL

Charitable organizations have to provide extensive information to us in order to become licensed and renew their licenses. G.S. §131F-6.

Practice Tip: If you or your client are dealing with a charitable organization, you may find it useful view the wealth of information available on our CSL Division’s website. For example, information available includes license applications. Contracts between charitable organizations and fundraising consultants and solicitors are also available. To search for the information, go to [Charities](#).

Searching the CSL Registry:

Practice Tip: Unless you are absolutely certain that you have the business entity’s correct legal name in North Carolina, you may get better results if you search using either “Name starting with” or “Name contains all words.” The reason is that North Carolina is a “**distinguishable upon the record**” state. G.S. § 55D-21(b). For practical purposes, this means that names of business entities may differ only slightly – just that little bit makes them distinguishable from other entities.

Practice Tip: Foreign entities (created outside NC) may have more than one name in our database. You can find both the home state/country legal name and the fictitious foreign entity name in our database. Look for the term “Home State.” The reason is that sometimes foreign entities have legal names in their state or country of creation that are not distinguishable from other entities in the records of the Secretary of State. In those instances, the foreign entity may use a “fictitious name” that is distinguishable from other entities’ names for use in North Carolina, G.S. § 55D-22.

Advising Clients about Working with Charitable Organizations:

Practice Tip: When advising clients, recommend that they ask for charitable organizations’ and sponsors’ legal names on record with the Secretary of State. And, recommend that they use those names in contracts. The reason is that because North Carolina is a “distinguishable name” state, even small differences in entity names can create significant issues when legal problems crop up. Remember that some “foreign” organizations may be exempt from obtaining a certificate of authority to do business in North Carolina. Call the Secretary of State’s Business Registration Division if you have questions about this issue.

NOTE: You may also want to tell your clients that it may be helpful to also obtain business entities’ assumed or “d/b/a” names, as well.

Practice Tip: Consider advising your clients that they should exercise care when sponsoring charities or donating to them. They should consider whether they want to deal with charities unless they are licensed and in good standing with the CSL Division of the Secretary of State. A search of the CSL website will show you an entity's license status, including:

- Current Active
- Expired
- Cancelled
- Current Active - Filing Extension Granted
- In-Process
- CSL Exempt
- Expired Exempt

Practice Tip: If a charity says it is exempt, your client may want to ask if they have filed an exemption letter with the Secretary of State. If not, you may want to ask why.

Practice Tip: If your clients have knowledge of possible violations of the Charitable Solicitation Act, please encourage them to contact the CSL Division and make a complaint or referral.

Charity Fraud and Other Violations:

Practice Tip: You can file a complaint with us if you think there is fraud or other violations of the Charitable Solicitation Act. You can file a complaint about: a charitable organization, a sponsor, a fundraising consultant, or a solicitor that may have violated the Charitable Solicitation Act. Complaint forms can be found at [Charities Complaint Forms](#).

Protect Yourself, Clients and Family:

As you may have seen in news reports, crooks often use a façade or pretense of charitable purpose. Crooks may even say that they are affiliated with legitimate (or not-so-legitimate) charitable organizations to steal from good-hearted people.

- Do not give to a charity you know nothing about.
- Get the name of the charity and confirm if a charity is registered with the Secretary of State's office before making a gift.
- Visit the charity's website.
- Determine if the person asking for your gift is a volunteer or a paid fundraiser.
- If the person is a paid fundraiser, exercise your legal right to ask for something in writing regarding the fixed % of the gross revenue that the charitable organization or sponsor will receive as a benefit from the solicitation campaign.
- Ask who will benefit from your donation.

- Never give cash.
- Don't assume when you hear the words "police" or "fire fighter" in an organization's name that your gift is going to your local police or fire department.
- Ask if your donation is tax-deductible. Exercise your legal right to ask for something in writing that states the % of the contribution that you can deduct as a charitable contribution under federal income tax laws. Request the Tax ID # of the organization.
- Never give because you feel pressured, guilty, or scared.
- Be cautious about giving out personal information.
- Be wary if a solicitor suggests you will receive special treatment in return for your donation.
- Telephone solicitors should also be registered in North Carolina.
- Contact the CSL Division if you see a collection receptacle in public view for the purpose of collecting donated clothing, household items, and other items for resale AND you do not see a prominently displayed permanent sign indicating either:
 - The name of the charitable organization or sponsor for whom the solicitation is made and the phone number or electronic mail address of a contact at the charitable organization or sponsor, OR
 - The phone number or electronic mail address of a contact for the person and this statement: "This is not a charity. Donations made here support a for-profit business and are not tax deductible."

Tools for Evaluating Charities:

There are a number of organizations that are trying to help people evaluate whether charities are legitimate and how charities spend and raise money. We have been told that some people use sites other than ours to help look at charities. Here are some links that may have useful information on charities:

- [Charity Watch](#)
- [Better Business Bureau Wise Giving Alliance](#)
- [Charity Navigator](#)
- [GuideStar](#)

eNotary and eCommerce

Find an eNotary

Practice Tip: A Notary Public who has not been commissioned as an eNotary cannot do an eNotarization for you.

Practice Tip: Search for a notary in your area using our “Find a Notary” online service: [Find a Notary](#)

There are nearly 2000 eNotaries in North Carolina. Please note that although the number of commissioned North Carolina eNotaries is steadily rising, there are not yet eNotaries in each of our 100 counties who have voluntarily registered on Find a Notary.

Practice Tip: You (or someone on your staff) will have to go through extra steps to become an eNotary. First, you have to be a Notary Public. Second, you will need to take a 3-hour electronic notary public course at a local community college. **Attorneys are not exempt from this course.** For additional information about becoming an eNotary, visit [eNotary](#).

Personal Appearance

Practice Tip: If you are asking an eNotary to do an eNotarization for you, and the eNotary does not know you or your witness personally, plan to bring an acceptable form of ID with you or advise your witness to bring such an ID. The reason is that personal appearance is required. The person whose signature is being notarized, acknowledged, or verified must personally appear before the eNotary.

Practice Tip: An eNotary cannot do a remote eNotarization for you. The person whose signature is being notarized, acknowledged, or verified must personally appear before the eNotary.

eNotary and eCommerce

Practice Tip: Call us if your client is considering requiring e-filing of document required by law, rule or otherwise to be notarized. We will gladly work with you and your client to be sure you comply with legal eNotarization requirements and other eCommerce requirements.

Call or contact:

Ozie H. Stallworth
eNotarization and Notary Enforcement Director
North Carolina Department of the Secretary of State
P.O. Box 29622, Raleigh, NC 27626
Telephone: 919-814-5495
[Email Ozie](#)

Dealing with Notaries & Notarial Acts

Lawyers as Notaries

Practice Tip: If you are an attorney, YOU can be commissioned as Notary Public. To become commissioned as a Notary Public, an attorney must:

- Complete the application form: [Notary Forms](#)

- Purchase a copy of the current edition of the Notary Guidebook. You can:
- Order it online at [UNC School Of Government](#)
[Email School of Government](#)
Write to: School of Government,
UNC Chapel Hill, CB #3330, Knapp-Sanders
Building, Chapel Hill, NC 27599-3330;
Call 919-966-4119; or
Contact a bookstore in your area or a local community college.
- Submit the completed application with the required fee to us.

Practice Tip: It is not required that attorneys take the Notary Public course before being commissioned as a Notary Public. It is, however, STRONGLY RECOMMENDED that attorneys take the Notary Public course. Taking the course is the easiest way to ensure that you understand and comply with the Notary Act.

Practice Tip: If you are commissioned as a Notary Public, keep a notary journal. The reason is that in many instances, a notary journal has protected a Notary Public from allegations of fraud or other misconduct.

Finding a Notary

Practice Tip: If you are not a notary and need a notary, you can use our Find a Notary search to find a notary in any part of North Carolina. Click here to go to [Find a Notary](#).

Identification Requirement

Practice Tip: Never ask a Notary Public to perform a notarial act for a person without the notary being able to verify that person’s identity through personal knowledge or satisfactory evidence of identity. The reason is that a Notary Public may be found guilty of misconduct if he or she performs a notarial act without verifying the identity of the person whose signature is being notarized. That could mean either administrative penalties for the notary or criminal penalties. In addition, you may commit a crime if you knowingly solicit, coerce, or in a material way influence a notary to commit official misconduct. G.S. § 10B-60(j).

Practice Tip: If a notary does not know the person for whom you are asking for a notarial act, consider including “bring an ID” in your instructions to the person. Remember that the Notary Act limits the acceptable IDs. G.S. § 10B-3(22). The reason is that a Notary may be found guilty of misconduct if he or she performs a notarial act for a person without verifying their identity through personal knowledge or satisfactory evidence of identity.

Personal Appearance Practice Tips

Practice Tip: Do not ask a Notary Public to notarize a document without the principal appearing in person before the notary. There is one limited exception when the appearance of an individual other than the principal is allowed - for a verification or proof as defined in G.S. § 10B-3(28). The reason is that a Notary may be found guilty of misconduct if he or she performs a notarial act without the personal appearance of the person. That could mean either administrative penalties for the notary or criminal penalties. In addition, you may commit a crime if you knowingly solicit, coerce, or in a material way influence a notary to commit official misconduct. G.S. § 10B-60(j).

Practice Tip: Do not ask a Notary Public to notarize a document for someone who is not present because you (or the Notary) think you recognize the signature. The reason is that a Notary may be found guilty of misconduct if he or she performs a notarial act without the personal appearance of the person.

Practice Tip: Plan ahead. Do not ask a Notary Public to notarize a document for someone who is on the telephone or visible over the Internet by the Notary. The reason is that a Notary may be found guilty of misconduct if he or she performs a notarial act without the personal appearance of the person. “Personal appearance” before the notary means just that – being in the same room at the same time.

Practice Tip: Plan ahead. Do not ask a Notary Public to administer the oath to a witness in a video deposition where the witness is not in the room with the Notary (being on the video screen does not count). The reason is that a Notary may be found guilty of misconduct if he or she performs a notarial act without the personal appearance of the person. “Personal appearance” before the notary means just that – being in the same room at the same time.

Document Practice Tips

Practice Tip: Do not ask a Notary Public to certify that something is a true copy of a document. The reason is that certifying true copies is not something North Carolina law allows notaries public to do. North Carolina law allows notaries to do the acts specified in G.S. § 10B-20. **The notary may be found guilty of misconduct if he or she certifies a true copy of a document.** That could mean either administrative penalties for the notary or criminal penalties. In addition, you may commit a crime if you knowingly solicit, coerce, or in a material way influence a notary to commit official misconduct. G.S. § 10B-60(j).

Practice Tip: Do not ask a Notary Public to make any changes or alterations to a document’s text. The reason is that making changes to a document’s contents is not something North Carolina law allows notaries public to do. North Carolina law allows notaries to do the acts specified in G.S. § 10B-20. The notary may be found guilty of misconduct if he or she makes

such changes.

Practice Tip: Do not ask a Notary Public to notarize, certify or authenticate a photograph. You can ask a notary to notarize an affidavit regarding and attached to a photograph. The reason is that notarizing, certifying or authenticating photographs is not something North Carolina law allows notaries public to do. North Carolina law allows notaries to do the acts specified in G.S. § 10B-20. The notary may be found guilty of misconduct if he or she notarizes, certifies or authenticates a photograph.

Practice Tip: Do not ask a Notary Public who is not also a licensed North Carolina attorney to help someone draft, select, complete, or understand a document or transaction requiring a notarial act. The reason is that non-attorney notaries may not take such actions. The notary may be found guilty of misconduct if he or she does one of these things.

Practice Tip: Do not ask a Notary Public to notarize a document that does not contain any notarial wording. The reason is that the notary may be found guilty of misconduct if he or she notarizes a document without notarial wording.

Practice Tip: Do not ask a Notary Public to notarize a document while they are outside the State of North Carolina. The reason is that the notary may be found guilty of misconduct if he or she notarizes a document outside the State of North Carolina.

Notarial Certificate Practice Tips

Practice Tip: If you are asked to review a document or form with a space for a Notary Certificate, please be sure to ask them to leave enough room for a complete and proper Notary Certificate.

Practice Tip: Do not ask a Notary Public to notarize something with blanks in the notarial certificate. See exception in G.S. § 47-43 (re power of attorney). The Notary should fill in all applicable spaces on the notary certificate with the appropriate information. The reason is that the notary may be found guilty of misconduct if he or she notarizes a document with blanks in the notarial certificate.

Practice Tip: Unless the Notary Public is also a licensed NC attorney, do not ask a notary to pick the form of the notarial certificate. However, a non-attorney Notary can offer a selection of notarial certificates (but not pick or recommend which one to use). The reason is that a non-attorney notary may be found guilty of misconduct if he or she picks the form of notarial certificate.

Practice Tip: Do not ask a Notary Public to notarize a document using a notarial certificate in another language. Notaries must use certificates written in the English language. The document

can be in another language but the notary certificate must be written in English. The reason is that a non-attorney notary may be found guilty of misconduct if he or she does such a notarization.

Supervising Notaries

Practice Tip: Even if you are a lawyer but not a Notary Public, you should be aware of what North Carolina notaries can and cannot do. You are not only responsible for supervision of staff under State Bar rules, but in some circumstances, knowingly instructing a notary to commit misconduct may subject you to criminal prosecution.

Practice Tip: Ensure that your employees who are notaries keep journals. If they do not, remind them of their statutory responsibility to protect citizens against fraud and forgery and if they are not keeping a journal they are not doing all they can do to fulfill this statutory requirement.

Practice Tip: A notary's stamp or seal belongs to him or her, even if you pay for it. Do not try to access, use or keep a notary's stamp or seal (unless it is yours, of course).

Deposition Practice Tip:

Court reporters who are notaries public have to positively identify witnesses in a deposition before they can swear in the witnesses. Therefore, most witnesses will need to bring picture ID with them to the deposition (see below for alternatives). Therefore, adding "bring a picture ID to the deposition" to your deposition instructions for witnesses may be helpful.

The picture ID has to be:

- A current document issued by a federal, state, or federal or state-recognized tribal government agency,
- Have the photographic image of the person's face, and
- Either the signature or physical description of the individual.

Alternatively, the witness-deponent may be identified by personal knowledge if:

- The court reporter-notary personally knows him or her, or
- If an impartial credible witness who is personally known to both the notary and the principal swears or affirms the principal has the identity claimed.

Note: the terms "credible witness" and "personal knowledge" are defined in the Notary Act (G.S. §§ 10B-3(5), 10B-3 (17)).

The reason is that administering an oath is an official notarial act in which a notary must positively identify the affiant. Failure to do so is a clear violation of the Notary Act and could

result in the notary being found guilty of a Class 1 misdemeanor. G.S. §§ 10B-60(c)(3). Additionally, anyone found to have coerced or solicited the notary to commit notary misconduct could be found guilty as an aider and abettor and would be subject to the same level of punishment as the notary. G.S. §§ 10B-60(j). In addition, such actions by an attorney may constitute a violation of the Rules of Professional Conduct, leading to disciplinary action by the North Carolina State Bar.

Improper Notarization

Practice Tip: If you encounter what you believe to be an improper notarization, please refer it to the Secretary of State so we can investigate:

- Complete the [Notary Complaint Form](#) , or
- Contact the Notary Enforcement Section at:
The Notary Public Section
North Carolina Department of the Secretary of State
P.O. Box 29626
Raleigh, North Carolina 27626-0626
[Email Notary Enforcement Section](#)
Phone Number: 919-814-5400.

Searching Our Uniform Commercial Code (UCC) Database

Practice Tip: If you are not certain you have the exact name of the individual or organization you are researching, use the Non-standard RA9 search tool.

Practice Tip: A UCC search may be useful to you or your client if there is a concern about the financial viability of an organization or individual with whom you or your client is dealing.

There are two types of searches that can be done in the UCC database: a “Standard RA9” search and a “Non-standard RA9” search. The UCC Administrative Code requires the Secretary of State, as the filing office, to provide the “Standard RA9” search method. 18 NCAC 05B .0503. As a matter of customer service, we choose to provide the “Non-standard RA9” search method. More specifically:

- Standard RA9 search logic gives exact matches only. It excludes what are called “noise words” such as “Corp” and “Inc.” It also excludes abbreviations such as: LLC, etc.
- Non-standard RA9 search logic is simply an additional tool we provide to help searchers find UCC filings. Non-standard RA9 search logic allows a search using name variations, such as: “starting with”, “sounds like”, “all words”, “exact match”, or any words.

Other Tips for You and Your Clients

Trademarks

Practice Tip: You can help clients protect their intellectual property – which is a form of capital – if you become familiar with State trademarks. You can then advise (or refer) start-ups, small businesses and other businesses about the value, acquisition, and maintenance of a State trademark. Click [Trademarks](#) for more information about State trademarks.

Practice Tip: Counterfeit trademarked goods harm North Carolina citizens, businesses, and the North Carolina economy. Advise your clients about protecting their trademarks. See [Trademark Counterfeit Enforcement](#) to learn more about our Trademark Enforcement Unit that investigates criminal activity involving counterfeit trademarked goods.

Securities

Practice Tip: You can help your business clients if you become aware of what is, and is not, a security. You don't want to be surprised. For more information, see [Securities](#).

Practice Tip: You can help your clients by sharing information from our Securities Division about how to protect yourself (or your clients) from securities and investment fraud and scams. For more information, see [Securities](#).

Less Well-Known Things We Do

- [Regulate Athlete Agents](#)
- [Register Business Opportunities Sales](#)
- [Register Loan Brokers](#)
- [Register Membership Campgrounds](#)
- [Administer portions of the State Cable Television Franchise Act](#)
- [Register Telephonic Sellers](#)
- Receive and maintain records of appointments to certain State government boards, commissions, and councils. See [Appointment Reporting](#) for details.

How You Can Help Us

Nonprofit Corporations

Practice Tip: If you represent, serve on the board of, or simply support a nonprofit, remind the people in charge that they should go to our website at least once a year and check their records. They should update those records if any changes have been made. The reason is that nonprofit corporations are not required to file Annual Reports with us. Although they are required to provide us with updates of certain information when it changes, they often forget

or simply fail to do so. As a result, some of the nonprofit information in the Secretary of State's database may not be current. Not updating records may have the potential to cause problems for the nonprofit in dealing with regulators, taxes, or other matters. A nonprofit may not be able to get a government grant, for example, if it has not updated its records with us. And, service of process on the nonprofit may fail.

Incorrect Registered Agent Information

Practice Tip: If you discover that registered agent information for an entity is no longer good, please notify us. Send us an email that provides the name of the entity, the Secretary of State Identification Number (SOSID) number, and how you know that the registered agent information is no longer good (i.e. attempted service by registered mail but mail returned for _____ reason). Send your email to: corpinfo@sosnc.gov.

The reason is that although all entities created in our office are required to have up-to-date Registered Agent information on file, they sometimes fail to notify us of changes. Failure of a business to update its Registered Agent information can lead to: (a) use of the Secretary of State as a substitute process agent with accompanying legal consequences for the business, see, e.g., G.S. § 55D-33(b); and, (b) administrative dissolution of the entity by the Secretary of State, see, e.g., G.S. § 55-14-20.

Open Meetings Act

Practice Tip: All regular meeting schedules of covered public bodies that have been filed with us are online. Sometimes this information is useful to attorneys involved in litigation or other matters.

The reason we have the regular meeting schedules is that State public bodies (a defined term) must file their regular public meeting schedules with us. G.S. § 143-318.12.

Practice Tip: You can view State public bodies' meeting schedules by searching our public meeting calendar on our [Public Meeting Calendar](#) page.

Practice Tip: If you become aware that a State government public body is not filing regular meeting schedules with us, please take the time to let us know by writing to: generalcounsel@sosnc.gov. The reason is that the Act has a very broad standard for which State agencies must file regular meeting schedules with the Secretary of State. (G.S. § 143-318.10(b),(c)). It is so broad that there may be agencies that are not aware they need to file with us. In addition, the General Assembly and Executive Branch agency heads often create new public bodies that may not initially be aware of the need to file with us.

Continuing Legal Education (CLEs)

The North Carolina Secretary of State General Counsel [Continuing Legal Education \(CLEs\)](#) page provides information about Continuing Legal Education (CLE) courses offered by the North Carolina Secretary of State General Counsel. CLE courses are designed to help lawyers stay up-to-date with the latest legal developments and maintain their professional competence.

The NC Secretary of State has been approved by the North Carolina State Bar as an approved CLE sponsor.

On the Continuing Legal Education (CLE) page, you find:

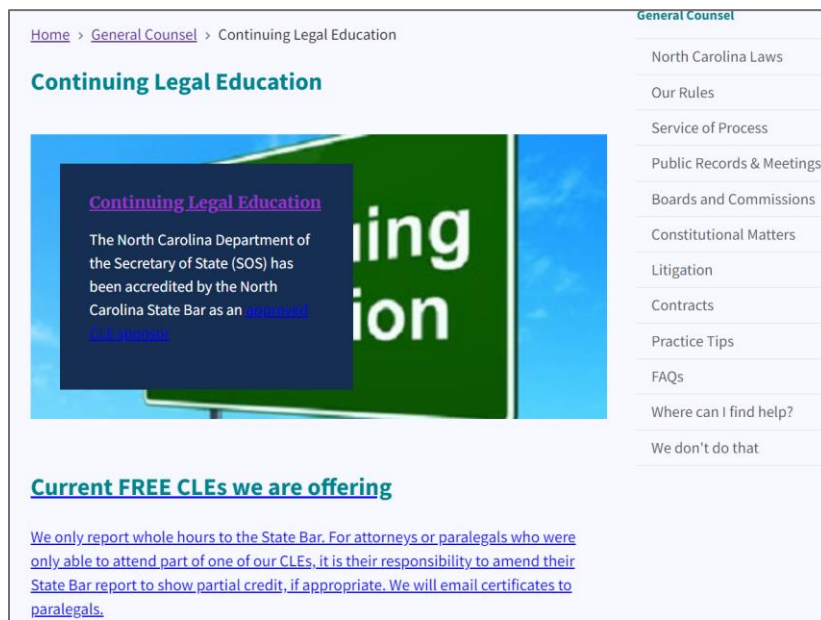
- Current Free CLEs offered by the NC SOS
- CLEs for your group
- Other CLEs

Note: The NC Secretary of State only reports whole hours to the NC State Bar.

We offer CLE speakers on topics such as:

- Secretary of State Update
- Trademarks and Trademark Enforcement
- Securities Law
- Lobbying Law
- Business Registration Using Secretary of State Services
- Advance Health Care Directives

Secretary Marshall, our attorneys, and division directors serve as CLE speakers.



Home > [General Counsel](#) > Continuing Legal Education

Continuing Legal Education

[Continuing Legal Education](#)

The North Carolina Department of the Secretary of State (SOS) has been accredited by the North Carolina State Bar as an [approved CLE sponsor](#).

Current FREE CLEs we are offering

[We only report whole hours to the State Bar. For attorneys or paralegals who were only able to attend part of one of our CLEs, it is their responsibility to amend their State Bar report to show partial credit, if appropriate. We will email certificates to paralegals.](#)

General Counsel

- North Carolina Laws
- Our Rules
- Service of Process
- Public Records & Meetings
- Boards and Commissions
- Constitutional Matters
- Litigation
- Contracts
- Practice Tips
- FAQs
- Where can I find help?
- We don't do that

Figure 21. Continuing Legal Education page

CLE Partners

The NC Secretary of State partners with law schools and the NC Bar Association (NCBA) to speak at CLEs. On this page, you find a list of some of the CLEs available including some “On Demand” CLE catalog courses.

For more information

About SOS and CLE speakers:

Ann B. Wall, General Counsel

generalcounsel@sosnc.gov or 919-814-5400

About Crowdfunding or Securities Related CLEs, contact:

John Maron, Director, Investor Protection & Education Services Program

jmaron@sosnc.gov

919-814-5400

About eCommerce, eNotary, Notary, Notary Enforcement, Electronic Mortgage Closing, and Related CLEs, contact:

Ozie Stallworth, Director, Electronic Notarization and Notary Enforcement

ostallworth@sosnc.gov

919-814-5400

We Don't Do That

The [We Don't Do That](#) page has a list of things the NC Secretary of State does not do.

The NC Secretary of State does not do:

- No legal advice to the public
- Homeowner's Associations
- Elections
- Business Disputes
- Documents We Do Not File

Frequently Asked Questions

On the [Frequently Asked Questions](#) page, there are five questions and answers about rulemaking in North Carolina.

What do you mean by “rules”?

We mean a statement that we adopted after going through a formal process and that requires people (or us) to do something specific. Rules are sometimes called:

- Regulations,

- Standards, or
- Statements of general applicability.

Rules may also include what people or businesses are prohibited from doing. If you want to read the definition of a “Rule”, [click here](#).

What’s the difference between a rule and a law?

In North Carolina, a law is enacted by the NC General Assembly. The General Assembly then tells a State agency like us to adopt a rule to implement that law. You can think of a rule as filling in the details of what is required by a law.

How can I figure out if a rule applies to my business or me?

We can’t offer you legal advice. We can tell you how we interpret and apply the rule. In no particular order, things you can do to figure out if a rule applies include:

- Reading the rule and the rules before and after it, including the definitions.
- Asking us how we interpret and apply the rule. However, remember, that we cannot give you legal advice.
- Consulting an attorney.
- Sometimes business trade associations offer information to help their members figure out if rules apply to them.

Do I have to comply with both the rules and the law?

Yes, you have to comply with both the rules and the law (if they apply to you or a particular situation). Rules are really sort of a different kind of law. There may be exceptions like:

- Written into the law or rules.
- Because of a court case.
- If you challenge the rule of law and win a court case (or contested case).

Where can I find your rules?

Most of our divisions post either their rules or links to them on their websites. You can also go to the website of the Office of Administrative Hearings. They post the official version of almost all of the North Carolina rules – called the NC Administrative Code. Our rules are in [Title 18](#) of the [Administrative Code](#).

Where can I find help?

At the top of the [Where Can I Find Help](#) page, is the question: **If You Can't Help Me, Where can I find help?** along with a large image with the following statement: *“Many people think that the North Carolina Department of the Secretary of State does things that we simply do not do.”*

Many people think that the North Carolina Department of the Secretary of State does things that we simply do not do.

Sometimes this is because in other states, the Secretary of State does do that. For example, we do not handle election matters such as voter registration, voting and polling places, but many Secretaries of State do. In addition, although the popular view may be that government regulates everything, the fact is that it does not. In some instances, the truth is that no government agency will be able to help you.

So, this page provides referral information for common complaints and questions we get that we cannot help with. The listed agencies and organizations are those to which we refer people if they write to us or call us and one of these entities may be able to help. It also includes information about getting an attorney if you do not have one.

Please realize that if we are referring you to someone else, it is because we do not have the legal authority to assist you and we are not experts in the topic of your concern. We cannot guarantee that the other agency or organization can help you.

Browse If You Can't Help Me, Where can I find help?

The sixteen box links of information are:

- [Consulting with a Private Attorney](#)
- [Legal Aid](#)
- [Legal Aid Self Help Resources](#)
- [North Carolina Department of Justice](#)
- [Federal Trade Commission \(FTC\)](#)
- [U.S. Consumer Financial Protection Bureau \(CFPB\)](#)
- [Healthcare, Healthcare Facilities, Personnel](#)
- [North Carolina Department of Insurance](#)
- [North Carolina Department of Military and Veterans Affairs](#)
- [Utilities](#)
- [Taxes, Tax Scams, and Tax Fraud](#)
- [Employment Related Issues](#)
- [North Carolina General Assembly](#)
- [U.S. Congress](#)
- [Better Business Bureau \(BBB\)](#)
- [Disability Rights North Carolina](#)

Report Suspected Fraud

To report a crime or fraudulent behavior, visit our **Report Suspected Fraud (Forms)** page.

Select **General Interest > Report Suspected Fraud**.

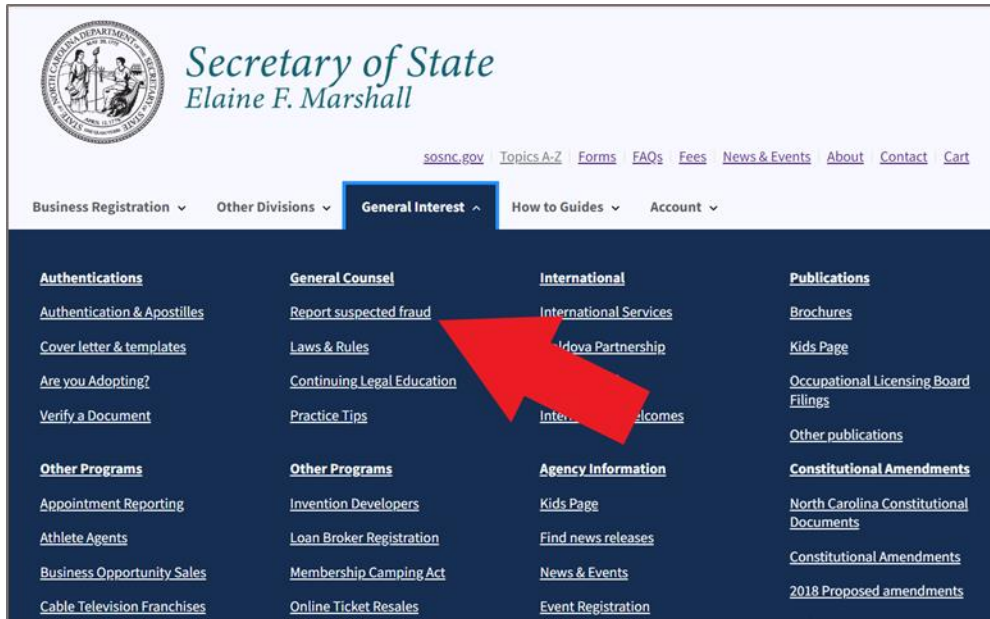


Figure 22. Select General Interest> Report Suspected Fraud

This takes you to the [Forms](#) page where you can select one of the complaint forms.

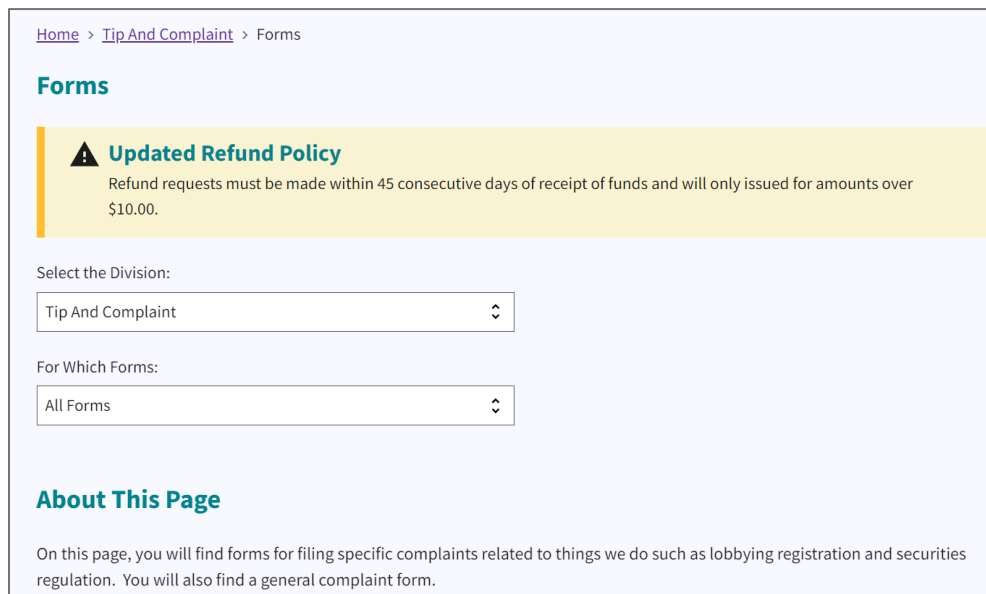


Figure 23. Report Suspected Fraud (Forms) page

Scroll down the page to find downloadable complaint forms for different divisions such as Charities or Notaries.

The screenshot displays a webpage with three sections of complaint forms. The first section is titled "Charities Complaints" and contains a link for the "Charities Complaint Form" in Word Format. The second section is titled "Notary Complaints" and contains a link for the "Notary Complaint Form". The third section is titled "Mortgage Fraud Complaint Form". Each section includes a small icon representing a document with a red Adobe PDF icon at the bottom right.

Figure 24. Complaint forms

You will also find a general complaint form.

It's best to use the specific complaint forms because they ask for information that we need to investigate specific kinds of law violations.

Before filing a general complaint, please review our "[We Don't Do That](#)" and "[Where Can I Find Help?](#)" pages. There are things we do not regulate or administer because we have not been authorized by the General Assembly to do so. In many instances, other government and non-governmental agencies may be able to help you when we cannot help you.