

GENERAL ASSEMBLY OF NORTH CAROLINA  
SESSION 2001

SESSION LAW 2001-358  
HOUSE BILL 385

AN ACT TO CONSOLIDATE IN ONE PLACE IN THE GENERAL STATUTES  
VARIOUS BUSINESS ASSOCIATION PROVISIONS TO AVOID UNNECESSARY  
REPETITION, AS RECOMMENDED BY THE GENERAL STATUTES  
COMMISSION.

The General Assembly of North Carolina enacts:

**PART I. CONSOLIDATION OF FILING REQUIREMENTS.**

**SECTION 1.** The General Statutes are amended by  
adding a new Chapter to read:

"Chapter 55D.  
"Filings for  
Corporations, Nonprofit Corporations, Limited Liability  
Companies,  
Limited Partnerships, and Limited Liability  
Partnerships.

"Article 1.  
"General Provisions.

**§ 55D-1. Applicable definitions.**

The following definitions apply in this Chapter:

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

in G.S. 59-32(7).

(12) 'Limited partnership' or 'domestic limited partnership' is defined in G.S. 59-102(8).

(13) 'Nonprofit corporation' or 'domestic nonprofit corporation' means a corporation as defined in G.S. 55A-1-40(5).

(14) 'Person' is defined in G.S. 55-1-40(16).

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

**"§ 55D-5. Rule-making authority.**

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

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

"Article 2.

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

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

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

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

"Article 2.

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

**"§ 55D-10. Filing requirements.**

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

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

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

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

~~(d)~~ (3) The document must be ~~typewritten or printed~~ typewritten, printed, or in an electronic form acceptable to the Secretary of State.

~~(e)~~ (4) The document must be in the English language. A

~~corporate~~ name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign

~~corporations~~ corporations, foreign nonprofit corporations, foreign limited liability companies, and foreign limited liability partnerships need not be in English if accompanied by a reasonably authenticated English translation.

- (5) A document submitted by an entity must be executed by a person authorized to execute documents (i) under G.S. 55-1-20 if the entity is a domestic or foreign corporation, (ii) under G.S. 55A-1-20 if the entity is a domestic or foreign nonprofit corporation, (iii) under G.S. 57C-1-20 if the entity is a domestic or foreign limited liability company, (iv) under G.S. 59-204 if the entity is a domestic or foreign limited partnership, or (v) under G.S. 59-35.1 if the entity is any other partnership as defined in G.S. 59-36 whether or not formed under the laws of the State.

- ~~(g)~~ (6) The person executing the document ~~shall~~ must sign it and state beneath or opposite ~~his~~ signature ~~his name~~ the person's signature, the person's name, and the capacity in which ~~he~~ the person signs. Any signature on the document may be a facsimile or an electronic signature in a form acceptable to the Secretary of State. The document may but need not contain:

- ~~(1) The corporate seal;~~  
~~(2) An attestation by the secretary or an assistant secretary; and~~  
~~(3) An acknowledgement, verification, or proof.~~ contain a seal, attestation, acknowledgment, verification, or proof.

- ~~(h)~~ (7) If the Secretary of State has prescribed a mandatory form for the ~~document under G.S. 55-1-21,~~ document, the document must be in or on the prescribed form.

- ~~(i)~~ (8) The document must be delivered to the office of the Secretary of State for filing and must be accompanied by ~~one~~ exact or conformed copy (except as provided in G.S. 55-5-03 and G.S. 55-15-09), and all fees required by this Chapter. the applicable fees.

**"§ 55D-11. Expedited filings.**

A person submitting a document for filing may request an expedited filing only at the time the document is submitted. The Secretary of State shall guarantee the expedited filing of a document upon receipt of the document in proper form and the payment of the required filing fee. The Secretary of State may collect the following additional

~~fees for the expedited filing of a document received in good form; the document if the document is in proper form and accompanied by all applicable fees, including the following fee:~~

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

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

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

Upon request, the Secretary of State shall ~~provide for the review of a~~ document prior to its submission for filing to determine whether it satisfies ~~the requirements of this Chapter.~~ applicable filing requirements.

Submission of a document for review shall be accompanied by ~~the proper fee~~ a fee of two hundred dollars (\$200.00) and shall be in accordance with procedures adopted by rule by the Secretary of State. The advisory review shall be completed within 24 hours after submission, excluding weekends and holidays, unless the person submitting the document is otherwise notified in accordance with procedures adopted by rule by the Secretary of State fixing priority between submissions under this section and filings under ~~G.S. 55-1-22.1.~~

G.S. 55D-11. Upon completion of the advisory review, the Secretary of State shall notify the person submitting the document of any deficiencies in the document that would prevent its filing.

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

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

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

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

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

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

(a) ~~A domestic or foreign corporation~~ person on whose behalf a document was filed in the Office of the Secretary of State may correct ~~a document filed by~~

~~the Secretary of State if the document (1) that~~  
~~document if it (i) contains a statement that is incorrect~~  
~~and was incorrect when the document was filed~~  
~~or (2)(ii) was defectively executed,~~  
 attested, sealed, verified, or acknowledged.

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

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

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

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

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

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

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

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

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

(c) If the Secretary of State refuses to file a document, the  
 Secretary shall return it, ~~by personal delivery or by~~  
~~first class mail postage prepaid, to the domestic or foreign~~  
~~corporation or its representative it to the person~~  
~~submitting the document for filing within five days after~~

the document was received, together with a ~~brief,~~ written statement of the date of the refusal and a brief explanation of the reason for refusal. The Secretary of State may correct apparent errors and omissions on a document submitted for filing if authorized to make the corrections by the person submitting the document for filing. ~~The authorization to make the corrections shall be confirmed, according to procedures adopted by rule, by the Secretary prior to making the correction.~~

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

- (1) Except as provided in G.S. 55-2-03(b), ~~55A-2-03(b), or 57C-2-20(b),~~ affect the validity or invalidity of the document in whole or ~~part/part.~~
- (2) Relate to the correctness or incorrectness of information contained in the ~~document; document.~~
- (3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

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

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

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

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

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

A certificate attached to a copy of a document filed by the Secretary of State, bearing the Secretary of State's signature ~~(which may be in facsimile)~~ and the seal of office ~~(both of which may be in facsimile or in any electronic form approved by the Secretary of State)~~ and

certifying that the copy is a true copy of the document, is conclusive evidence that the original document is on file with the Secretary of State. A photographic, microfilm, optical disk media, or other reproduced copy of a document filed ~~pursuant to this Chapter~~ under this Chapter, Chapter 55, 55A, 55B, 57C, or 59 of the General Statutes, or any predecessor act, law, when certified by the Secretary, shall be considered an original for all purposes and is admissible in evidence in like manner as an original.

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

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

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

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

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

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

a. Any domestic or foreign:

1. Corporation;

~~corporation and foreign corporation; nonprofit corporation; professional corporation;~~

2. Limited

~~limited liability company;~~

3. Profit

~~profit and nonprofit unincorporated association; and~~

4. Business

~~business trust, estate, partnership, trust, and trust;~~

b. Two two or more

persons having a joint or common economic interest; and

c. ~~state, The~~

United States, and any state and foreign government."

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

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

a. Any domestic or foreign:

1. Corporation;

~~corporation and foreign corporation; domestic or foreign business corporation; professional corporation;~~

2. Limited

~~limited liability company;~~

3. Profit

~~profit~~ and nonprofit  
 unincorporated association, chapter or  
 other organizational unit; and

4. Business

~~business~~ trust, estate,  
 partnership, ~~trust,~~  
~~and trust;~~

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

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

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

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

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

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

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

"(b)The corporation may appeal the denial of reinstatement to the Superior Court of Wake County within 30 days after service of the notice of denial is perfected. The appeal is commenced by filing a petition with the court and with the Secretary of State requesting the court to set aside the dissolution. The petition shall have attached to it copies of the Secretary of State's certificate of dissolution, the corporation's application for reinstatement, and the Secretary of State's notice of denial.



No service of process on the Secretary of State is required except for the filing of the petition as set forth in this subsection. The appeal to the superior court shall be determined by a judge of the superior court upon such further evidence, notice, and opportunity to be heard, if any, as the court may deem appropriate under the circumstances. The corporation shall have the burden of establishing that it is entitled to reinstatement."

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

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

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

"§ 55-1-20. **Filing requirements.**

~~(a) through (c). Recodified.~~

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

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

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

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

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

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

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

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

(1) By the chair of its board of directors, by its president, or by another of its

~~\_\_\_\_\_~~ officers;

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

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

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

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

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

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

"§ 55A-1-20. Filing requirements.

~~(a) To be entitled to filing~~

~~by the Secretary of State under this Chapter, a document shall satisfy the requirements of this section, and of any other section that adds to or varies these requirements.~~

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

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

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

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

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

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

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

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

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

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

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

~~(1) The corporate seal;~~

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

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

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

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

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

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

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

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

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

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

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

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

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

**"§ 57C-1-20. Filing requirements.**

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

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

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

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

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

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

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

~~(2) If managers have not~~

~~been selected, or if the limited liability company does not have a manager other than a member, by any member;~~

~~(3) If the limited~~

~~liability company has not been formed or if no initial members of the limited liability company have been identified in the manner provided in this Chapter, by an organizer; or~~

~~(4) If the limited~~

~~liability company is in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.~~

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

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

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

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

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

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

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

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

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

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

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

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

**SECTION 9.** G.S. 59-73.7 is recodified as G.S.

59-35.1 and reads as rewritten:

~~"§ 59-73.7. 59-35.1. Filing of documents.~~

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

- ~~(1) The document must contain the information required by this Part. It may contain other information as well.~~
- ~~(2) The document must be typewritten or printed.~~
- ~~(3) The document must be in the English language.~~
- ~~(4) A document submitted by a partnership must be executed by a general partner of the partnership. A document submitted by a business entity other than a partnership must be executed by a person authorized to execute documents (i) pursuant to G.S. 55-1-20(f) if the business entity is a domestic or foreign corporation, (ii) pursuant to G.S. 55A-1-20(f) if the business entity is a domestic or foreign nonprofit corporation, (iii) pursuant to G.S. 57C-1-20(f) if the business entity is a domestic or foreign limited liability company, or (iv) pursuant to G.S. 59-204 if the business entity is a domestic or foreign limited partnership.~~
- ~~(5) The person executing the document must sign it and state beneath or opposite the person's signature, the person's name and the capacity in which the person signs. Any signature on the document may be a facsimile. The document may, but need not, contain an acknowledgment, verification, or proof.~~
- ~~(6) The document must be delivered to the Office of the Secretary of State for filing and must be accompanied by one exact or conformed copy and by the required filing fee.~~

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

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

~~A document is corrected by:~~

- ~~(1) Preparing articles of correction that (i) describe the document (including its filing date) or have attached to them a copy of the document, (ii) specify the incorrect statement and the reason it is incorrect or the manner in which the execution was defective, and (iii) correct the incorrect statement or defective execution; and~~
- ~~(2) Delivering the articles of correction to the Secretary of State for filing, accompanied by one exact or conformed copy and the~~

~~required filing fee.~~

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

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

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

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

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

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

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

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

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

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

~~(e) Upon request, the Secretary of State shall provide for the review of a document prior to its submission for filing to determine whether it satisfies the requirements of this Part. Submission of a document for review shall be accompanied by the proper fee and shall be in accordance with procedures adopted by rule by the Secretary of State. The advisory review shall be completed within 24 hours after submission, excluding weekends and holidays, unless the person submitting the document is otherwise notified in accordance with procedures adopted by rule by the Secretary of State fixing priority between submissions under this subsection and filings under subsection (d) of this section. Upon~~

~~completion of the advisory review, the Secretary of State shall notify the person submitting the document of any deficiencies in the document that would prevent its filing.~~

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

~~(1) At the time of filing~~

~~on the date it is filed, as evidenced by the Secretary of State's date and time endorsement on the original document; or~~

~~(2) At the time specified~~

~~in the document as its effective time on the date it is filed.~~

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

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

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

~~The Secretary of State files a document by stamping or otherwise endorsing "Filed", together with the Secretary of State's name and official title and the date and time of filing, on both the original and the document copy. After filing a document, the Secretary of State shall deliver the document copy to the partnership or its representative.~~

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

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

~~(1) Affect the validity or~~

~~invalidity of the document in whole or part;~~

~~(2) Relate to the~~

~~correctness or incorrectness of information contained in the document; or~~

~~(3) Create a presumption~~

~~that the document is valid or invalid or that information contained in the document is correct or incorrect.~~

~~(h) If the Secretary of State~~

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

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

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

~~(i) A certificate attached to a~~

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

~~(j) A person commits an offense if~~

~~the person signs a document the person knows is false in any material respect with intent that the document be delivered to the Secretary of State for filing. An offense under this subsection is a Class 1 misdemeanor.~~

~~(k)(d) Whenever title to real~~

~~property in this State held by a partnership is vested by operation of law in another entity upon merger, consolidation, or conversion of the partnership, a certificate reciting the merger, consolidation, or conversion shall be recorded in the office of the register of deeds of the county where the property is located, or if the property is located in more than one county, then in each county where any portion of the property is located.~~

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

The certificate required by this subsection

~~shall~~ must be recorded by the register

of deeds in the same manner as deeds, and for the same fees, but no formalities as to acknowledgment, probate, or approval by any



other officer shall be required. The former name of the partnership holding title to the real property before the merger, consolidation, or conversion shall appear in the "Grantor" index and the name of the other entity holding title to the real property by virtue of the merger, consolidation, or conversion shall appear in the "Grantee" index."

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

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

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

- (2) To have appointed the Secretary of State as its registered agent for service of process in any such proceeding. Service on the Secretary of State of any such process shall be made by delivering to and leaving with the Secretary of State or with any clerk authorized by the Secretary of State to accept service of process, duplicate copies of such process and the fees required by ~~G.S. 59-~~

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~~73.7(e).~~ G.S. 59-35.1(c). Upon receipt of service of process on behalf of a surviving business entity in the manner provided for in this section, the Secretary of State shall immediately mail a copy of the process by registered or certified mail, return receipt requested, to the surviving business entity. If the surviving business entity is authorized to transact business or conduct affairs in this State, the address for mailing shall be its principal office designated in the latest document filed with the Secretary of State that is authorized by law to designate the principal office or, if there is no principal office on file, its registered office. If the surviving business is not authorized to transact business or conduct affairs in this State, the address for mailing shall be the mailing address designated pursuant to subdivision (3) of subsection (d) of this section."

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

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

- (1) An original certificate of limited partnership must be signed by all general partners;
- (2) A certificate of amendment must be signed by at

least one general partner and by each other partner designated in the certificate as a new general partner; and

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

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

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

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

rewritten:

"§ 59-206. **Filing requirements.**

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

- ~~(1) There shall be an~~

~~original executed document and also one conformed copy.~~

- ~~(2) The original document~~

~~so signed, together with the conformed copy, shall be delivered to the Secretary of State. If the Secretary finds that it satisfies the requirements of this Article, the Secretary shall, when the proper fees have been tendered, endorse upon the original the word "filed" and the hour, day, month and year of the filing thereof and shall file the same in the Secretary's office. The Secretary of State shall thereupon immediately compare the copy with the original and if the Secretary finds that they are identical the Secretary shall make upon the conformed copy the same endorsement which appears on the original and shall attach to the copy a certificate stating that attached thereto is a true copy of the document, designated by an appropriate title, filed in the Secretary's office and showing the date of the filing. The Secretary shall thereupon return the copy so certified to the limited partnership or its representatives. Any documents filed with the Secretary of State pursuant to this Chapter may be maintained by the Secretary either in their original form or in photographic, microfilm, optical disk media, or other reproduced form. The Secretary may make reproductions of documents filed under this Chapter, or under any predecessor act, by photographic, microfilm, optical disk media, or~~

~~other means of reproduction, and may destroy the originals of the documents reproduced. The Secretary of State may correct apparent errors and omissions on a document submitted for filing if authorized to make the corrections by the person submitting the document for filing. The authorization to make the corrections shall be confirmed, according to procedures adopted by rule, by the Secretary prior to making the correction.~~

~~(2b) A domestic or foreign~~

~~limited partnership may correct a document filed by the Secretary of State if the document (i) contains a statement that is incorrect and was incorrect when the document was filed or (ii) was defectively executed, attested, sealed, verified, or acknowledged.~~

~~(3) Repealed by Session~~

~~Laws 1991, c. 153, s. 2.~~

- (3a) Whenever the name of any domestic or foreign limited partnership holding title to real property in this State is changed upon amendment to the certificate of limited partnership, or whenever title to its real property is vested by operation of law in another entity upon merger, consolidation, or conversion of the domestic or foreign limited partnership, a certificate reciting the name change, merger, consolidation, or conversion shall be recorded in the office of the register of deeds of the county where the property lies, or if the property is located in more than one county, then in each county where any portion of the property lies.
- (4) The Secretary of State shall adopt uniform certificates to be furnished for registration in accordance with this section. In the case of a foreign limited partnership, a similar certificate by any competent authority of the jurisdiction under which the limited partnership is organized may be registered in accordance with this section.
- (5) The certificate required by subdivision (3a) of this subsection shall be recorded by the register of deeds in the same manner as deeds, and for the same fees, but no formalities as to acknowledgement, probate, or approval by any other officer shall be required. The former name of the domestic or foreign limited partnership holding title to the real property before the name change, merger, consolidation, or conversion shall appear in the "Grantor" index, and the new name of the domestic or foreign limited partnership or the name of the other entity holding title to the real property by virtue of the merger, consolidation, or conversion, as applicable, shall appear in the "Grantee" index.

~~(b) Repealed by Session Laws 1991,~~

~~c. 153, s. 2.~~

~~(b1) Except as provided in~~

~~subsection (b2), a document accepted for filing is effective.~~

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

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

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

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

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

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

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

**"§ 59-1106. Fees, expedited filing.  
Fees.**

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

- |  |         |
|--|---------|
| (1) For filing a certificate of limited partnership<br>(G.S. 59-201)   | \$50.00 |
| (2) For filing a certificate of amendment<br>(G.S. 59-202; 59-905)   | 25.00   |
| (3) For filing a certificate of cancellation<br>(G.S. 59-203; 59-906)  | 25.00   |
| (4) For filing an application for reservation of name<br>(G.S. 59-104(a))  | 10.00   |
| (5) For filing a transfer of name<br>(G.S. 59-104(d))  | 10.00   |
| (6) For filing an application for registration<br>as foreign limited partnership<br>(G.S. 59-502)  | 50.00   |
| (7) For preparing and furnishing a copy of any<br>document, instrument or paper filed or recorded<br>relating to a limited partnership (G.S. 59-206(c))<br>For each page | 1.00    |
| thereto<br>For affixing the certificate and official seal  | 5.00    |
| (8) For comparing a copy furnished to him of any<br>document, instrument or paper filed or recorded<br>relating to a limited partnership<br>For each page                | 1.00    |
| (9) For filing any other document not<br><del>herein</del> specifically<br>provided for  | 10.00   |
| <del>(10) For the expedited filing<br/>by the end of the same<br/>business day of a document received in good</del>  |         |

~~order~~

~~by 12:00 noon Eastern Standard Time~~

~~200.00~~

~~additional fee~~

~~(11) For the expedited filing~~

~~of a document received in~~

~~good order within 24 hours after receipt,~~

~~excluding~~

~~weekends and holidays~~

~~100.00~~

~~additional fee~~

~~(12) Advisory review of a~~

~~document~~

~~200.00.~~

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

**SECTION 11.** G.S. 55B-3 reads as rewritten:

"§ 55B-3. **North Carolina Business Corporation Act**

~~applicable; applicable; other~~

~~applicable law.~~

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

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

### **PART III. CONSOLIDATION OF PROVISIONS RELATING TO NAMES.**

**SECTION 12.** The title of Chapter 55D of the  
 General Statutes, as enacted in Section 1 of this act, reads as  
 rewritten:

"Chapter 55D.

Filings and Names for

Corporations, Nonprofit Corporations, Limited Liability  
 Companies,

Limited Partnerships, and Limited Liability Partnerships."

**SECTION 13.** Chapter 55D of the General Statutes, as  
 enacted by Section 1 and amended by Sections 2 through 4 and  
 Section 12 of this act, is amended by adding a new Article to  
 read:

"Article 3.

"Names."

**SECTION 14.(a)** G.S. 55-4-01(a), (e), and (f) are recodified as G.S. 55D-20(a), (c), and (d), respectively, in Article 3 of Chapter 55D of the General Statutes. The catch line of G.S. 55D-20, as enacted by this section, is "Name requirements." G.S. 55-4-01(b), (c), and (g) are recodified as G.S. 55D-21(b), (c), and (d), respectively, in Article 3 of Chapter 55D of the General Statutes. The catch line of G.S. 55D-21, as enacted by this section, is "Entity names on the records of the Secretary of State; availability."

**SECTION 14.(b)** G.S. 55-4-02, 55-4-03, 55-4-04, and 55-4-05 are recodified as G.S. 55D-23, 55D-24, 55D-25, 55D-26, and 55D-27, respectively, in Article 3 of Chapter 55D of the General Statutes.

**SECTION 15.** Article 3 of Chapter 55D of the General Statutes, as enacted by Section 13 and amended by Section 14 of this act, reads as rewritten:

"Article 3.

"Names.

**"§ 55D-20. Name requirements.**

(a) In addition to the requirements of any other applicable section of the General Statutes:

(1) The name of the corporation must

~~A corporate name:~~

~~(1) Must contain~~

~~the word 'corporation', 'incorporated', 'company', or 'limited', or the abbreviation 'corp.', 'inc.', 'co.', or 'ltd.'; and~~

~~(2) May not contain~~

~~language stating or implying that the corporation is organized for a purpose other than that permitted by G.S. 55-3-01 and its articles of incorporation 'ltd.'.~~

(2) The name of a limited liability

company must contain the words 'limited liability company' or the abbreviation 'L.L.C.' or 'LLC', or the combination 'ltd. liability co.', 'limited liability co.', or 'ltd. liability company'.

(3) The name of a limited partnership:

a. Must contain the words 'limited partnership', the abbreviation 'L.P.' or 'LP', or the combination 'ltd. partnership'; and

b. Shall not contain the name of a limited partner unless (i) it is also the name of a general partner or the corporate name of a corporate general partner, or (ii) the business of the limited partnership has been carried on under that name before the admission of that limited partner.

(4) A registered limited liability

partnership's name must contain the words 'registered limited liability partnership' or 'limited liability partnership' or the abbreviation 'L.L.P.', 'R.L.L.P.', 'LLP' or 'RLLP' as the last words or letters of its name.

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

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

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

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

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

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

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

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

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

(1) The ~~corporate~~ name of a ~~corporation incorporated or authorized to transact business domestic corporation,~~ nonprofit corporation, limited liability company, limited partnership, or registered limited liability partnership, or of a foreign corporation, foreign nonprofit corporation, foreign limited liability company, or foreign limited partnership authorized to transact business or conduct affairs in this State, or a foreign limited liability partnership maintaining a statement of foreign registration in this State;

(2) A ~~corporate~~ name reserved or registered under ~~G.S. 55-4-02 or G.S. 55-4-03~~ G.S. 55D-23 or registered under G.S. 55D-24; and

(3) The fictitious name adopted by a ~~foreign corporation authorized to transact business~~ foreign corporation, foreign nonprofit corporation, foreign limited liability company, or foreign limited partnership authorized to transact

~~business or conduct affairs, or a foreign limited liability partnership maintaining a statement of foreign registration in this State because its real name is unavailable/unavailable.~~

~~(4) The corporate name of a nonprofit corporation incorporated or authorized to transact business in this State; and~~

~~(5) The name used, reserved, or registered by a limited liability company pursuant to Chapter 57C of the General Statutes or by a limited partnership pursuant to Chapter 59 of the General Statutes.~~

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

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

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

- (1) In the case of a ~~voluntary dissolution, nonjudicial dissolution other than an administrative dissolution, the expiration of 120 days after the effective date of the dissolution, or dissolution.~~
- (2) In the case of an administrative dissolution, the expiration of the period within which the ~~corporation entity may be reinstated pursuant to G.S. 55-14-21, reinstated.~~
- (3) In the case of a judicial dissolution, 120 days after the later of the date the judgment has become final or the effective date of the dissolution. The person applying for the name must



certify to the Secretary of State that no appeal or other judicial review of the judgment directing dissolution is pending.

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

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

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

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

(b) If a foreign corporation, foreign nonprofit corporation, foreign limited liability company, or foreign limited partnership authorized to transact business or conduct

affairs in this State, or a foreign limited liability partnership maintaining a statement of foreign registration, changes its name to one that does not satisfy the requirements of this Article, it may not transact business or conduct affairs in this State under the changed name until it adopts a name satisfying the requirements of this Article and obtains an amended certificate of authority or statement of foreign registration under G.S. 55-15-04, 55A-15-04, 57C-7-05, 59-91, or 59-905, as applicable.

**"§ 55D-23. Reserved name.**

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

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

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

**"§ 55D-24. Registered name.**

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

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

- (1) Setting forth its ~~corporate~~ name,

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

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

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

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

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

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

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

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

The registration terminates when the domestic ~~corporation.~~ corporation, nonprofit corporation, limited liability company, limited partnership, or registered limited liability partnership is ~~incorporated.~~ incorporated, organized, formed, or changes its name or the foreign ~~corporation.~~ corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership qualifies or consents to the qualification of another

~~foreign corporation entity~~ under the registered name.

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

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

- (1) Gives written notice  
~~finds, upon a hearing not less than 15~~  
~~days after the effective date of written notice~~  
~~given by registered or certified mail,~~  
~~return receipt requested, to the person or~~  
~~corporation who made the reservation or~~  
~~registration, registration of~~  
~~the date and time of a hearing;~~
- (2) Conducts a hearing not less than 15  
days after receipt of the notice as shown by the  
return receipt; and
- (3) Finds that the application therefor or any transfer thereof was not made in good faith or that any statement contained in the application for reservation or registration was false when such application was filed or has thereafter become false.

**"§ 55D-26. Real property records.**

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

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

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

(b) The Secretary of State shall ~~adopt~~ issue uniform certificates ~~to be~~

~~furnished for registration~~  
recordation in accordance with this section. In the case of a ~~foreign corporation, foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership,~~ a similar certificate by any competent authority of the jurisdiction of incorporation may be ~~registered~~ recorded in accordance with this section.

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

#### PART IV. CONFORMING AMENDMENTS TO PART III.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**"§ 55B-5. Corporate name.**

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

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

"(c)Subsections (a) and (b) of this section to the contrary notwithstanding and except as set forth in this subsection, a domestic or foreign limited liability company shall engage in rendering professional services only to the extent that a professional corporation acting pursuant to Chapter 55B of the General Statutes or a corporation acting pursuant to Chapter 55 of the General Statutes may engage in rendering professional services under the conditions and limitations imposed by an applicable licensing statute. Chapter 55B of the General Statutes and each applicable licensing statute are deemed amended to provide that professionals licensed under the applicable licensing statute may render professional services through a domestic or foreign limited liability company. For purposes of applying the provisions, conditions, and limitations of Chapter 55B of the General Statutes and the applicable licensing statute to domestic and foreign limited liability companies that engage in rendering professional services, (i) unless the context clearly requires otherwise, references to Chapter 55 of the General Statutes (the North Carolina Business Corporation Act) shall be treated as references to this Chapter, and references to a "corporation" or "foreign corporation" shall be treated as references to a limited liability company or foreign limited liability company, respectively, (ii) members shall be treated in the same manner as shareholders of a professional corporation, (iii) managers shall be treated in the same manner as directors of a professional corporation, (iv) the persons signing the articles of organization of a limited liability company shall be treated in the same manner as the incorporators of a professional corporation, and (v) the name of a domestic or foreign limited liability company so engaged shall comply with ~~G.S. 57C-2-30 or G.S. 57C-7~~

~~06~~Article 3 of Chapter 55D of the General

Statutes and, in addition, shall contain the word "Professional" or the abbreviation "P.L.L.C." or "PLLC". For purposes of this subsection, "applicable licensing statute" shall mean those provisions of the General Statutes referred to

in G.S. 55B-2(6).

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

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

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

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

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

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

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

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

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

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

"§ 59-103. Name.

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

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

(c) ~~The limited partnership name shall not contain any word or phrase which is likely to mislead~~

~~the public or which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its certificate of limited partnership;~~

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

~~(1) The name of a~~

~~corporation, nonprofit corporation, limited partnership, or limited liability company organized in this State, or a foreign corporation or nonprofit corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in this State;~~

~~(2) A name reserved under~~

~~G.S. 55-4-02, 55-4-03, 55A-4-02, 55A-4-03, 57C-2-31, 57C-2-32, 59-104, or 59-204; and~~

~~(3) The fictitious name~~

~~adopted by a foreign corporation or nonprofit corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in this State because its real name is unavailable.~~

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

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

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

**"§ 59-206. Filing requirements.**

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

~~(1) (3) Repealed.~~

~~(3a) Whenever the name of~~

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

~~(4) The Secretary of State~~

~~shall adopt uniform certificates to be furnished for registration in accordance with this section. In the case of a foreign limited partnership, a similar certificate by any competent authority of the jurisdiction under which the limited partnership is organized may be registered in accordance with this section.~~

~~(5) The certificate~~



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

~~(b) (c) Repealed.~~

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

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

**"§ 59-904. Name.**

A foreign limited partnership may register with the Secretary of State under any name (whether or not it is the name under which it is registered in its state of organization) that includes without abbreviation the words "limited partnership" and that could be registered by a domestic limited partnership, that meets the requirements of Article 3 of Chapter 55D of the General Statutes."

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

**"§ 59-802. Judicial dissolution.**

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

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

**"§ 59-1106. Fees.**

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

- |  |              |
|--|--------------|
| (1) For filing a certificate of limited partnership<br>(G.S. 59-201)                                   | \$50.00      |
| (2) For filing a certificate of amendment<br>(G.S. 59-202; 59-905)                                     | 25.00        |
| (3) For filing a certificate of cancellation<br>(G.S. 59-203; 59-906)                                  | 25.00        |
| (4) For filing an application for reservation of name<br><del>(G.S. 59-104(a))</del> (G.S. 55D-<br>23) | 10.00        |
| (5) For filing a transfer of name<br><del>(G.S. 59-104(d))</del> (G.S. 55D-<br>23)                     | 10.00        |
| <u>(5a) For filing an application for registration<br/>of name<br/>(G.S. 55D-24)</u>                   | <u>10.00</u> |
| <u>(5b) For filing an application for renewal of a<br/>registered<br/>name (G.S. 55D-24)</u>           | <u>10.00</u> |
| (6) For filing an application for registration<br>as foreign limited partnership                       |              |

- (G.S. 59-502) 50.00
- (7) For preparing and furnishing a copy of any document, instrument or paper filed or recorded relating to a limited partnership (G.S. 59-206(c))
  - For each page 1.00
  - For affixing the certificate and official seal thereto 5.00
- (8) For comparing a copy furnished to him of any document, instrument or paper filed or recorded relating to a limited partnership
  - For each page 1.00
- (9) For filing any other document not herein specifically provided for 10.00".

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

**"§ 59-35.1. Filing of documents.**

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

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

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

<u>Document</u>	<u>Fee</u>
<u>Application for reserved name</u>	<u>\$10.00</u>
<u>Notice of transfer of reserved name</u>	<u>10.00</u>
<u>Application for registered name</u>	<u>10.00</u>
<u>Application for renewal of registered name</u>	<u>10.00</u>
<u>Articles of <del>Merger</del> merger</u>	<u>50.00</u>
<del>\$50.00</del> <u>Articles of <del>Correction</del> correction</u>	<u>10.00</u>
<del>\$10.00</del>	

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

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

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

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

~~The Secretary of State shall adopt uniform certificates to be furnished for registration in accordance with~~

~~this subsection. In the case of a partnership formed under a law other than the laws of this State, a similar certificate by any competent authority of the jurisdiction of organization may be registered in accordance with this subsection.~~

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

**SECTION 39.** G.S. 59-84.3 reads as rewritten:

**"§ 59-84.3. Name of registered limited liability partnerships.**

~~A registered limited liability partnership's name must meet the requirements of G.S. 55D-20 and G.S. 55D-21. contain the words "registered limited liability partnership" or "limited liability partnership" or the abbreviation "L.L.P.", "R.L.L.P.", "LLP" or "RLLP" as the last words or letters of its name."~~

**SECTION 40.** G.S. 59-91(a)(1) reads as rewritten:

~~"(1) The name of the foreign limited liability partnership that satisfies the requirements of the ~~State~~ state or other jurisdiction under whose law it is formed and ~~ends with the words "registered limited liability partnership" or "limited liability partnership" or the abbreviation "R.L.L.P.", "L.L.P.", "RLLP", or "LLP".~~ meets the requirements of Article 3 of Chapter 55D of the General Statutes."~~

**SECTION 41.** G.S. 59-62 is amended by adding a new subsection to read:

~~"(c) The name of a registered limited liability company becomes available for use by another entity as provided in G.S. 55D-21."~~

#### **PART V. CONSOLIDATION OF REGISTERED OFFICE AND REGISTERED AGENT PROVISIONS**

**SECTION 42.** The title of Chapter 55D of the General Statutes, as enacted by Section 1 of this act and amended by Section 12 of this act, reads as rewritten:

"Chapter 55D.

~~Filings and Names~~ Filings, Names, and Registered Agents for Corporations, Nonprofit Corporations, Limited Liability Companies, Limited Partnerships, and Limited Liability Partnerships."

**SECTION 43.** Chapter 55D of the General Statutes, as enacted by Section 1 of this act and amended by Sections 2 through 4, 12 through 15, and Section 42 of this act, is amended by adding a new Article to read:

"Article 4.

"Registered Office and Registered Agent."

**SECTION 44.** G.S. 55-5-01(b) is recodified as G.S. 55D-30(b) in Article 4 of Chapter 55D of the General Statutes. G.S. 55-5-02, 55-5-03, and 55-5-04 are recodified as

G.S. 55D-31, 55D-32, and 55D-33, respectively, in Article 4 of Chapter 55D of the General Statutes.

**SECTION 45.** Article 4 of Chapter 55D of the General Statutes, as enacted by Section 43 and amended by Section 44 of this act, reads as rewritten:

"Article 4.

"Registered Office and Registered Agent.

**§ 55D-30. Registered office and registered agent required.**

(a) Each domestic corporation, nonprofit corporation, limited liability company, limited partnership, and limited liability partnership, each foreign limited liability partnership maintaining a statement of foreign registration, and each foreign corporation, nonprofit corporation, limited liability company, and limited partnership authorized to transact business or conduct affairs in this State must continuously maintain in this State:

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

(2) A registered agent, who must be:

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

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

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

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

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

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

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

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

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

- (4) The name of its current registered ~~agent; agent.~~
- (5) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent (either on the statement or attached to it) to the ~~appointment~~ ~~and appointment.~~
- (6) That after the change or changes are made, the addresses of its registered office and the business office of its registered agent will be identical.

(b) If a registered agent changes the address of ~~his~~ ~~the agent's~~ business office, ~~he~~ ~~the agent~~ may change the address of the registered office of any ~~corporation~~ ~~entity~~ for which ~~he~~ ~~the agent~~ is the registered agent in this State by notifying the ~~corporation~~ ~~entity~~ in writing of the change and signing (~~either manually or in facsimile~~) and delivering to the Secretary of State for filing a statement that complies with the requirements of subsection (a) of this section and recites that the ~~corporation~~ ~~entity~~ has been notified of the change.

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

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

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

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

(c) The agency appointment is terminated, ~~and~~ and, if applicable, the registered office ~~discontinued if so~~

~~provided, discontinued~~ on the 31st day after the date on which the statement was filed.

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

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

(b) ~~Whenever~~ When a ~~corporation shall fail,~~ an entity required to maintain a registered office and registered agent under G.S. 55D-30 fails to appoint or maintain a registered agent in this State, or ~~whenever~~ when its registered agent cannot with due diligence be found at the registered office, ~~then or when the Secretary of State revokes a certificate of authority or a statement of foreign registration of a foreign entity authorized to transact business or conduct affairs in this State,~~ the Secretary of State ~~shall be~~ becomes an agent of ~~such~~ corporation ~~the entity upon whom any such process, notice or demand may be served.~~ Service on the Secretary of State of any such process, notice or demand ~~shall be~~ is made by delivering to and leaving with the Secretary of State or ~~with~~ any clerk authorized by the Secretary of State to accept service of process, duplicate copies of ~~such~~ the process, notice or demand and the ~~fee required by G.S. 55-1-22(b).~~ applicable fee. In the event any such process, notice or demand is served on the Secretary of State in the manner provided by this subsection, the Secretary of State shall immediately mail one of the copies thereof, by registered or certified mail, return receipt requested, to the ~~corporation~~ entity at its principal office or, if there is no mailing address for the principal office on file, to the ~~corporation~~ entity at its registered office. Service on ~~a~~ corporation ~~an~~ entity under this subsection ~~shall be~~ is effective for all purposes from and after the date of the service on the Secretary of State.

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

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

**PART VI. CONFORMING AMENDMENTS TO REGISTERED OFFICE AND REGISTERED AGENT PROVISIONS.**

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

"(b)The Secretary of State files a document by endorsing

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

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

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

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

~~(1) A registered office~~

~~that may be the same as any of its places of business; and~~

~~(2) A registered agent, who~~

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

~~(b) Recodified.~~

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

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

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

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

~~(1) A registered office~~

~~that may be the same as any of its places of business; and~~

~~(2) A registered agent, who~~

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

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

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

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

55-15-10 are repealed.

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

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

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

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

- (1) The foreign corporation is delinquent in delivering its annual report;
- (2) The foreign corporation does not pay within 60 days after they are due any penalties, fees, or other payments due under this Chapter;
- (3) The foreign corporation is without a registered agent or registered office in this State for 60 days or more;
- (4) The foreign corporation does not inform the Secretary of State under ~~G.S. 55-15-08 or G.S. 55-15-09~~ G.S. 55D-31 or G.S. 55D-32 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued within 60 days of the change, resignation, or discontinuance;
- (5) An incorporator, director, officer, or agent of the foreign corporation signed a document he knew was false in any material respect with intent that the document be delivered to the Secretary of State for filing;
- (6) The Secretary of State receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger;
- (7) The corporation is exceeding the authority conferred upon it by this Chapter; or
- (8) The corporation knowingly fails or refuses to answer truthfully and fully within the time prescribed in this Chapter interrogatories propounded by the Secretary of State in accordance with the provisions of this Chapter."

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

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



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

"(b)Notwithstanding the provisions of subsection (a) of this section, any State association may change its registered office or its registered agent or both in accordance with the provisions of ~~G.S. 55-5-02~~, G.S. 55D-31.

A copy of the statement or certificate certified by the Secretary of State shall be filed in the office of the Administrator."

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

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

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

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

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

(1) ~~A registered office~~

~~that may be the same as any place where it conducts affairs; and~~

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

~~a. An individual who~~

~~resides in this State and whose office is identical with the registered office;~~

~~b. A domestic business~~

~~corporation, nonprofit corporation, or limited liability company whose office is identical with the registered office; or~~

~~c. A foreign business~~

~~corporation, nonprofit corporation, or limited liability company authorized to transact business or conduct affairs in this State whose office is identical with the registered office.~~

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

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

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

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

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

(1) ~~A registered office~~

~~that may be the same as any place where it conducts affairs; and~~

(2) ~~A registered agent, who~~

~~shall be: (i) an individual who resides in this~~

~~State and whose office is identical with the registered office; (ii) a domestic business corporation, nonprofit corporation, or limited liability company whose office is identical with the registered office; or (iii) a foreign business corporation, nonprofit corporation, or limited liability company authorized to transact business or conduct affairs in this State whose office is identical with the registered office.~~

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

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

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

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

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

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

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

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

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

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

**SECTION 49.(a)** G.S. 57C-2-40 reads as rewritten: "**§ 57C-2-40. Registered office and registered agent.**

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

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

~~(2) A registered agent, who shall be (i) an individual who resides in this State and whose business office is identical with~~

~~the registered office; (ii) a domestic corporation, nonprofit corporation, or limited liability company whose business office is identical with the registered office; or (iii) a foreign corporation, nonprofit corporation, or limited liability company authorized to transact business or conduct affairs in this State whose business office is identical with the registered office.~~

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

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

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

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

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

~~(1) A registered office~~

~~that may be the same as any of its places of business; and~~

~~(2) A registered agent, who~~

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

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

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

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

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

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

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

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

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

~~(1) A registered office~~

~~that may be the same as any of its places of business;~~

~~(2) A registered agent, who~~

~~shall be (i) an individual resident of this State whose business office is identical with such registered office; (ii) a domestic corporation, nonprofit corporation, or limited liability company whose business office is identical with such registered office; or (iii) a foreign corporation, nonprofit corporation, or limited liability company authorized to transact business or conduct affairs in this State, whose business office is identical with such registered office.~~

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

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

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

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

~~(c) Whenever a limited partnership shall fail to appoint or maintain a registered agent in this State, or whenever its registered agent cannot with due diligence be found at the registered office, then the Secretary of State shall be an agent of such limited partnership upon whom any such process, notice, or demand may be served. Service on the Secretary of State of any such process, notice, or demand shall be made by delivering to and leaving with him, or with any clerk having charge of the limited partnership department of his office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the Secretary of State, he shall immediately cause one of the copies thereof to be forwarded by registered or certified mail, addressed to the limited partnership at its registered office. Any such limited partnership so served shall be in court for all purposes from and after the date of such service on the Secretary of State.~~

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

~~(e) Nothing herein contained shall limit or affect the right to serve any process, notice or demand~~

~~required or permitted by law to be served upon a limited partnership in any other manner now or hereafter permitted by law."~~

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

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

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

**"§ 59-902. Registration.**

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

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

...

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

...

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

...

(c) ~~Each foreign limited partnership authorized to transact business in this State must maintain a registered agent as required by Article 4 of Chapter 55D of the General Statutes and is subject to service on the Secretary of State under that Article. Whenever a foreign limited partnership shall fail to appoint or maintain a registered agent in this State, or whenever its registered agent cannot with due diligence be found at the registered office, then the Secretary of State shall be an agent of such foreign limited partnership upon whom any such process, notice, or demand may be served. Service on the Secretary of State of any such process, notice, or demand shall be made by delivering to and leaving with him, or with any clerk having charge of the limited partnership department of his office, duplicate copies of such process, notice or demand. In the event any such process, notice or~~

~~demand is served on the Secretary of State, he shall immediately cause one of the copies thereof to be forwarded by registered or certified mail, addressed to the foreign limited partnership at its registered office. Any such foreign limited partnership so served shall be in court for all purposes from and after the date of such service on the Secretary of State.~~

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

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

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

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

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

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

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

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

<u>Document</u>	<u>Fee</u>
Application for reserved name	\$10.00
Notice of transfer of reserved name	10.00
Application for registered name	10.00
<u>Statement of change of registered office or registered agent or both</u>	<u>5.00</u>
<u>Agent's statement of change of registered office for each affected partnership</u>	

5.00

<u>Agent's statement of resignation</u>	<u>No fee</u>
<u>Designation of registered agent or registered office or both</u>	<u>5.00</u>
Articles of merger	50.00
Articles of correction	10.00

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

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

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

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

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

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

In the General Assembly read three times and ratified this the 2nd day of August, 2001.

s/ Beverly E. Perdue  
President of the Senate

s/ James B. Black  
Speaker of the House of

Representatives

s/ Michael F. Easley  
Governor

Approved 11:43 a.m. this 10th day of August, 2001