

## Chapter 55D.

### Filings, Names, and Registered Agents for Corporations, Nonprofit Corporations, and 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" has the same meaning as the term "foreign LLC" in G.S. 57D-1-03.
- (5a) "Foreign limited liability limited partnership" is defined in G.S. 59-102(4c).
- (6) "Foreign limited liability partnership" is defined in G.S. 59-32(4g).
- (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" has the same meaning as the term "LLC" in G.S. 57D-1-03.
- (11) "Limited liability limited partnership" is defined in G.S. 59-102(6a).
- (12) "Limited liability partnership" or "registered limited liability partnership" means a registered limited liability partnership as defined in G.S. 59-32(7).
- (13) "Limited partnership" or "domestic limited partnership" is defined in G.S. 59-102(8).
- (14) "Nonprofit corporation" or "domestic nonprofit corporation" means a corporation as defined in G.S. 55A-1-40(5).
- (15) "Person" is defined in G.S. 55-1-40(16). (2001-358, s. 1; 2001-387, ss. 161, 173, 175(a); 2001-413, s. 6; 2013-157, s. 6.)

§§ 55D-2 through 55D-4: Reserved for future codification purposes.

#### § 55D-5. Rule-making authority.

The Secretary of State may adopt rules to implement the Secretary of State's responsibilities under this Chapter. (2001-358, s. 1; 2001-387, s. 173; 2001-413, s. 6.)

§§ 55D-6 through 55D-9: Reserved for future codification purposes.

#### 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 Chapter 55, 55A, 55B, 57D, 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 Chapter 55, 55A, 55B, 57D, or 59 of the General Statutes to be filed in the office of the Secretary of State.
- (2) The document must contain the information required by Chapter 55, 55A, 55B, 57D, or 59 of the General Statutes for that document. It may contain other information as well.
- (3) The document must be typewritten, printed, or in an electronic form acceptable to the Secretary of State.
- (4) The document must be in the English language. A name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence or a document of similar import required of foreign 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. 57D-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.
- (6) 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 or an electronic signature in a form acceptable to the Secretary of State. The document may but need not contain a seal, attestation, acknowledgment, verification, or proof.
- (7) If the Secretary of State has prescribed a mandatory form for the document, the document must be in or on the prescribed form.
- (8) The document must be delivered to the office of the Secretary of State for filing and must be accompanied by the applicable fees. (1955, c. 1371, s. 1; 1967, c. 13, s. 1; c. 823, s. 16; 1989, c. 265, s. 1; 1989 (Reg. Sess., 1990), c. 1024, s. 12.1(a); 1991, c. 645, s. 15; 1999-369, s. 1.1; 2001-358, ss. 3(a), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6; 2013-157, s. 7.)

**§ 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 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; 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 is informed by the Secretary of State of the fees prior to the filing of the document. (1995, c. 539, s. 1; 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

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

Upon request, the Secretary of State shall review a document prior to its submission for filing to determine whether it satisfies applicable filing requirements. Submission of a document for review shall be accompanied by 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. 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. (1997-485, s. 6; 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

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

(a) Except as provided in subsection (b) of this section and 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 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 57D-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. (1955, c. 1371, s. 1; 1967, c. 13, s. 1; c. 823, s. 16; 1989, c. 265, s. 1; 1993, c. 552, s. 1; 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6; 2013-157, s. 8.)

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

(a) A person on whose behalf a document was filed in the Office of the Secretary of State may correct that document if it (i) contains a statement that is incorrect and was incorrect when filed or (ii) was defectively executed, attested, sealed, verified, or acknowledged.

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

- (1) Describe the document (including its filing date) or have attached to them a copy of the document.
- (2) Specify the incorrect statement and the reason it is incorrect or the nature of the defect.
- (3) Correct the incorrect statement or defect.

(c) Articles of correction are 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. (1989, c. 265, s. 1; 1997-485, s. 14; 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

#### **§ 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 and of Chapter 55, 55A, 55B, 57D, or 59 of the General Statutes, the Secretary of State shall file it. Documents filed with the Secretary of State 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 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 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. 55D-32.

(c) If the Secretary of State refuses to file a document, the Secretary shall return it to the person submitting the document for filing within five days after the document was received, together with a 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.

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

- (1) Except as provided in G.S. 55-2-03(b), 55A-2-03(b), or 57D-2-20(b), 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.
- (3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect. (1955, c. 1371, s. 1; 1967, c. 13, s. 1; c. 823, s. 16; 1989, c. 265, s. 1; 1989 (Reg. Sess., 1990), c. 1024, s. 12.2; 1993, c. 552, s. 2; 1995, c. 539, s. 2; 2001-358, ss. 3(b), 4, 46; 2001-387, ss. 173, 175(a); 2001-413, s. 6; 2013-157, s. 9.)

#### **§ 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 the Secretary of State's office for filing, the person on whose behalf the document was submitted for filing may, within 30 days after 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 must have attached to it the document to be filed and the Secretary of State's explanation for 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 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. (1989, c. 265, s. 1; 1989 (Reg. Sess., 1990), c. 1024, s. 12.3; 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

#### **§ 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 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 under this Chapter, Chapter 55, 55A, 55B, 57D, or 59 of the General Statutes, or any predecessor 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. (1955, c. 1371, s. 1; 1989, c. 265, s. 1; 1995, c. 539, s. 3; 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6; 2013-157, s. 10.)

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

(a) 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.

(b) An offense under this section is a Class 1 misdemeanor. (1989, c. 265, s. 1; 1993, c. 539, s. 439; 1994, Ex. Sess., c. 24, s. 14(c); 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

**§ 55D-19:** Reserved for future codification purposes.

Article 3.

Names.

#### **§ 55D-20. Name requirements.**

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

(1) The name of a corporation must contain the word "corporation", "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd."

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- (1) In the case of a nonjudicial dissolution other than an administrative dissolution or cancellation of registration as a limited liability partnership, 120 days after the effective date of the dissolution or cancellation.
- (2) In the case of an administrative dissolution or revocation of registration as a limited liability partnership, the expiration of five years after the effective date of the administrative dissolution or revocation.

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

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

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

- (1) If a foreign corporation or foreign nonprofit corporation, add the word "corporation", "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." to its corporate name for use in this State;
- (2) If a foreign limited liability company, add the words "limited liability company", or the abbreviation "L.L.C.", or "LLC", or the combination "ltd. liability co.", "limited liability co.", or "ltd. liability company" to its name for use in this State if the addition will cause the name to satisfy the requirements of G.S. 55D-20 and G.S. 55D-21;
- (3) If a foreign limited partnership that is not a foreign limited liability limited partnership, add the words "limited partnership" or the abbreviation "L.P." or "LP", or the combination "ltd. partnership";
- (4) If a foreign limited partnership that is a foreign limited liability limited partnership, add the words "registered limited liability limited partnership" or "limited liability limited partnership" or the abbreviation "L.L.L.P.", "R.L.L.L.P.", "LLLLP", or "RLLLLP";
- (5) If a foreign limited liability partnership, add the words "registered limited liability partnership", or "limited liability partnership" or the abbreviation "L.L.P.", "R.L.L.P.", "LLP", or "RLLP"; or
- (6) Use a fictitious name, which includes one or more of the words, abbreviations, or combinations in subdivisions (1) through (5) of this subsection if applicable, to transact business or conduct affairs in this State if its real name is unavailable



and it delivers to the Secretary of State for filing a copy of the resolution adopting the fictitious name.

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

#### **§ 55D-23. Reserved name.**

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

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

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

#### **§ 55D-24. Registered name.**

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

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

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

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

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

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

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

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

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

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

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

- (1) Gives written notice by registered or certified mail, return receipt requested, to the person who made the reservation or registration of the date and time of a hearing;
- (2) Conducts a hearing not less than 15 days after receipt of the notice as shown by the return receipt; and
- (3) Finds that the application therefor or any transfer thereof was not made in good faith or that any statement contained in the application for reservation or registration was false when such application was filed or has thereafter become false. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166, 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371, s. 1; 1959, c.

1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 1993, c. 552, s. 7; 2001-358, ss. 14(b), 15; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

**§ 55D-26. Real property records.**

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

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

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

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

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

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

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 entity is to forward to the entity at its last known address any notice, process, or demand that is served on the registered agent. (1901, c. 5; Rev., s. 1243; C.S., s. 1137; 1937, c. 133, ss. 1-3; G.S., ss. 55-38, 55-39; 1955, c. 1371, s. 1; 1957, c. 979, s. 17; 1989, c. 265, s. 1; 2000-140, s. 101(a); 2001-358, ss. 44, 45; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

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

(a) 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 all of the following:

- (1) The name of the entity.
- (2) The street address, and the mailing address if different from the street address, of its current registered office, and the county in which it is located.
- (3) If the address of the 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.
- (4) The name of its current registered 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.
- (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 the agent's business office, the agent may change the address of the registered office of any entity for which the agent is the registered agent in this State by notifying the entity in writing of the change and signing 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 entity has been notified of the change.

(c) A domestic corporation, limited liability company, limited liability limited partnership, 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, 57D-2-24, 59-84.4, or 59-210 the information and any written consent required by subsection (a) of this section. (1901, c. 2, s. 31; Rev., s. 1176; C.S., s. 1133; G.S., s. 55-34; 1955, c. 1371, s. 1; 1957, c. 979, ss. 6, 7; 1965, c. 298,

s. 1; 1967, c. 823, s. 17; 1973, c. 262; c. 469, s. 3; 1989, c. 265, s. 1; 1991, c. 645, s. 3; 2001-358, ss. 44, 45; 2001-387, ss. 167, 173, 175(a); 2001-413, s. 6; 2013-157, s. 14.)

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

(a) The registered agent of an entity may resign by signing and filing with the Secretary of State 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 the agent has mailed or delivered to the entity at its last known address written notice of this resignation. This certification shall include the name and title of the 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 a copy to the registered office (if not discontinued) and a copy to the entity at its principal office address on file with the Secretary of State or, if none is on file, at the address contained in the certification included in or accompanying the statement of resignation.

(c) The agency appointment is terminated, and, if applicable, the registered office discontinued on the 31st day after the date on which the statement was filed. (1901, c. 2, s. 31; Rev., s. 1176; C.S., s. 1133; G.S., s. 55-34; 1955, c. 1371, s. 1; 1957, c. 979, ss. 6, 7; 1965, c. 298, s. 1; 1967, c. 823, s. 17; 1973, c. 262; c. 469, s. 3; 1989, c. 265, s. 1; 1989 (Reg. Sess., 1990), c. 1024, s. 12.6; 2001-358, ss. 44, 45; 2001-387, ss. 168, 173, 175(a); 2001-413, s. 6.)

**§ 55D-33. Service on entities.**

(a) Service of process, notice or demand required or permitted by law to be served on an entity may be served on the registered agent required by G.S. 55D-30.

(b) When 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 when its registered agent cannot with due diligence be found at the registered office, 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 becomes an agent of 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 is made by delivering to and leaving with the Secretary of State or any clerk authorized by the Secretary of State to accept service of process, duplicate copies of the process, notice or demand and the 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 entity at its principal office or, if there is no mailing address for the principal office on file, to the entity at its registered office. Service on an entity under this subsection 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 the Secretary of State under this section and shall record therein the date of service and the Secretary of State's action with reference thereto.

(d) Nothing in this section affects the right to serve any process, notice or demand required or permitted by law to be served upon an entity in any other manner now or hereafter permitted by law. (1937, c. 133, ss. 1-3; G.S., s. 55-39; 1955, c. 1371, s. 1; 1977, 2nd Sess., c. 1219, s. 33; 1989, c. 265, s. 1; 2000-140, s. 43; 2001-358, ss. 44, 45; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

