

GENERAL ASSEMBLY OF NORTH CAROLINA

SESSION 1995

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HOUSE BILL 365
Committee Substitute Favorable 5/2/95

Short Title: No Annual Corp. Report/Fee.

(Public)

Sponsors:

Referred to:

March 7, 1995

A BILL TO BE ENTITLED

AN ACT TO REPEAL THE REQUIREMENTS THAT A CORPORATION AND A
NONPROFIT CORPORATION FILE AN ANNUAL REPORT WITH AND PAY
AN ANNUAL REPORT FILING FEE TO THE OFFICE OF THE SECRETARY OF
STATE.

The General Assembly of North Carolina enacts:

Section 1. G.S. 55-16-22 is repealed.

Sec. 2. G.S. 55-1-22(a) reads as rewritten:

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

	Document	Fee
12	(1) Articles of incorporation	\$100.00
13	(2) Application for reserved name	10.00
14	(3) Notice of transfer of reserved name	10.00
15	(4) Application for registered name	10.00
16	(5) Application for renewal of	
17	registered name	10.00
18	(6) Corporation's statement of change of	
19	registered agent or registered	

- 1 office or both 5.00
- 2 (7) Agent's statement of change of
- 3 registered office for each affected
- 4 corporation 5.00
- 5 (8) Agent's statement of resignation No fee
- 6 (9) Designation of registered agent or
- 7 registered office or both 5.00
- 8 (10) Amendment of articles of
- 9 incorporation 50.00
- 10 (11) Restated articles of incorporation 10.00
- 11 with amendment of articles 50.00
- 12 (12) Articles of merger or share exchange 50.00
- 13 (13) Articles of dissolution 30.00
- 14 (14) Articles of revocation of
- 15 dissolution 10.00
- 16 (15) Certificate of administrative
- 17 dissolution No fee
- 18 (16) Application for reinstatement
- 19 following administrative dissolution 25.00
- 20 (17) Certificate of reinstatement No fee
- 21 (18) Certificate of judicial dissolution No fee
- 22 (19) Application for certificate of
- 23 authority 200.00
- 24 (20) Application for amended certificate
- 25 of authority 50.00
- 26 (21) Application for certificate of
- 27 withdrawal 10.00
- 28 (22) Certificate of revocation of
- 29 authority to transact business No fee
- 30 ~~(23) Annual report 10.00~~
- 31 (24) Articles of correction 10.00
- 32 (25) Application for certificate of
- 33 existence or authorization 5.00
- 34 (26) Any other document required or
- 35 permitted to be filed by this Chapter 10.00."

36 Sec. 3. G.S. 55A-16-22 is repealed.

37 Sec. 4. G.S. 55A-1-22(a) reads as rewritten:

38 "(a) The Secretary of State shall collect the following fees when the documents
39 described in this subsection are delivered to the Secretary for filing:

Document	Fee
41 (1) Articles of incorporation	\$50.00
42 (2) Application for reserved name	\$10.00
43 (3) Notice of transfer of reserved name	\$10.00

- 1 (4) Application for registered name \$10.00
 2 (5) Application for renewal of registered name \$10.00
 3 (6) Corporation's statement of change of registered
 4 agent or registered office or both \$ 5.00
 5 (7) Agent's statement of change of registered
 6 office for each affected corporation \$ 5.00
 7 (8) Agent's statement of resignation No fee
 8 (9) Designation of registered agent or
 9 registered office or both \$ 5.00
 10 (10) Amendment of articles of incorporation \$25.00
 11 (11) Restated articles of incorporation
 12 without amendment of articles \$10.00
 13 (12) Restated articles of incorporation
 14 with amendment of articles \$25.00
 15 (13) Articles of merger \$25.00
 16 (14) Articles of dissolution \$15.00
 17 (15) Articles of revocation of dissolution \$10.00
 18 (16) Certificate of administrative dissolution No fee
 19 (17) Application for reinstatement following
 20 administrative dissolution \$25.00
 21 (18) Certificate of reinstatement No fee
 22 (19) Certificate of judicial dissolution No fee
 23 (20) Application for certificate of authority \$100.00
 24 (21) Application for amended certificate of authority \$25.00
 25 (22) Application for certificate of withdrawal \$10.00
 26 (23) Certificate of revocation of authority to conduct affairs No fee
 27 ~~(24) Annual Report \$10.00~~
 28 (25) Articles of correction \$10.00
 29 (26) Application for certificate of existence or authorization \$5.00
 30 (27) Any other document required or permitted
 31 to be filed by this Chapter \$10.00."

32 Sec. 5. G.S. 55-1-28(a)(4) is repealed.

33 Sec. 6. G.S. 55-16-01(e) reads as rewritten:

- 34 "(e) A corporation shall keep a copy of the following records at its principal office:
 35 (1) Its articles or restated articles of incorporation and all amendments to
 36 them currently in effect;
 37 (2) Its bylaws or restated bylaws and all amendments to them currently in
 38 ~~effect; effect.~~
 39 (3) Resolutions adopted by its board of directors creating one or more
 40 classes or series of shares, and fixing their relative rights, preferences,
 41 and limitations, if shares issued pursuant to those resolutions are
 42 ~~outstanding; outstanding.~~

- 1 (4) The minutes of all shareholders' meetings, and records of all action
2 taken by shareholders without a meeting, for the past three ~~years;~~years.
3 (5) All written communications to shareholders generally within the past
4 three years and the financial statements required to be made available to
5 the shareholders for the past three years under G.S. ~~55-16-20;~~55-16-20.
6 (6) A list of the names and business addresses of its current directors and
7 ~~officers;~~ and officers.
8 (7) ~~Its most recent annual report delivered to the Secretary of State under~~
9 ~~G.S. 55-16-22."~~

10 Sec. 7. G.S. 55-5-02(c) is repealed.

11 Sec. 8. G.S. 55-15-08(c) is repealed.

12 Sec. 9. G.S. 55A-1-28(b)(4) is repealed.

13 Sec. 10. G.S. 55A-1-40(20) reads as rewritten:

14 "(20) 'Principal office' means the office (in or out of this State) ~~so~~
15 ~~designated in the annual report filed pursuant to G.S. 55A-16-22 where~~
16 the principal offices of a domestic or foreign corporation are
17 located."

18 Sec. 11. G.S. 55A-5-02(c) is repealed.

19 Sec. 12. G.S. 55A-16-01(e)(7) reads as rewritten:

- 20 "(e) A corporation shall keep a copy of the following records at its principal office:
21 (1) Its articles of incorporation or restated articles of incorporation and
22 all amendments to them currently in ~~effect;~~effect.
23 (2) Its bylaws or restated bylaws and all amendments to them currently
24 in ~~effect;~~effect.
25 (3) Resolutions adopted by its members or board of directors relating to
26 the number or classification of directors or to the characteristics,
27 qualifications, rights, limitations, and obligations of members or any
28 class or category of ~~members;~~members.
29 (4) The minutes of all membership meetings, and records of all actions
30 taken by the members without a meeting pursuant to G.S. 55A-7-04
31 or G.S. 55A-7-08, for the past three ~~years;~~years.
32 (5) All written communications to members generally within the past
33 three years, and the financial statements, if any, that have been
34 furnished or would have been required to be furnished to a member
35 upon demand under G.S. 55A-16-20 during the past three ~~years;~~
36 years.
37 (6) A list of the names and business or home addresses of its current
38 directors and ~~officers;~~ and officers.
39 (7) ~~Its most recent annual report delivered to the Secretary of State~~
40 ~~under G.S. 55A-16-22."~~

41 Sec. 13. This act becomes effective July 1, 1995.