

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".
- (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.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) The name of a low-profit limited liability company must contain the words "low-profit limited liability company" or the abbreviation "L3C".

(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 57C-2-01 and by its articles of incorporation or organization.

(d) The use of assumed names or fictitious names, as provided for in Chapter 66, is not affected by this Chapter or by Chapter 55, 55A, 57C, 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, 57C, 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.)

§ 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.

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

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

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

9 (1) The name of a domestic corporation, nonprofit corporation, limited liability
10 company, limited partnership, or registered limited liability partnership, or of
11 a foreign corporation, foreign nonprofit corporation, foreign limited liability
12 company, or foreign limited partnership authorized to transact business or
13 conduct affairs in this State, or a foreign limited liability partnership
14 maintaining a statement of foreign registration in this State;

15 (2) A name reserved or registered under G.S. 55D-23 or registered under G.S.
16 55D-24; and

17 (3) The fictitious name adopted by a foreign corporation, foreign nonprofit
18 corporation, foreign limited liability company, or foreign limited partnership
19 authorized to transact business or conduct affairs, or a foreign limited
20 liability partnership maintaining a statement of foreign registration in this
21 State because its real name is unavailable.

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

26 (1) The other person who has or uses the name or who has reserved or registered
27 the name consents in writing to the use and submits an undertaking in form
28 satisfactory to the Secretary of State to change its name to a name that is
29 distinguishable upon the records of the Secretary of State from the name of
30 the applicant; or

31 (2) The applicant delivers to the Secretary of State a certified copy of the final
32 judgment of a court of competent jurisdiction establishing the applicant's
33 right to use the name applied for in this State.

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

42 (1) In the case of a nonjudicial dissolution other than an administrative
43 dissolution or cancellation of registration as a limited liability partnership,
44 120 days after the effective date of the dissolution or cancellation.

45 (2) In the case of an administrative dissolution or revocation of registration as a
46 limited liability partnership, the expiration of five years after the effective
47 date of the administrative dissolution or revocation.

48 (3) In the case of a judicial dissolution, 120 days after the later of the date the
49 judgment has become final or the effective date of the dissolution. The
50 person applying for the name must certify to the Secretary of State that no

1 appeal or other judicial review of the judgment directing dissolution is
2 pending.

- 3 (4) The dissolved entity changes its name to a name that is distinguishable upon
4 the records of the Secretary of State from the names of other domestic
5 corporations, nonprofit corporations, limited liability companies, limited
6 partnerships, or registered limited liability partnerships or foreign
7 corporations, foreign nonprofit corporations, foreign limited liability
8 companies, or foreign limited partnerships authorized to transact business or
9 conduct affairs in this State, or foreign limited liability partnerships
10 maintaining a statement of foreign registration in this State. (1901, c. 2, s. 8;
11 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166,
12 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371, s. 1; 1959, c. 1316, s. 28;
13 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 1989 (Reg.
14 Sess., 1990), c. 1024, s. 12.5; 1995, c. 539, ss. 4, 5; 2001-358, ss. 14(a), 15;
15 2001-387, ss. 163, 173, 175(a); 2001-390, s. 15; 2001-413, s. 6; 2001-487, s.
16 62(h); 2002-159, s. 23.)
17

18 **§ 55D-22. Names of foreign entities.**

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

- 24 (1) If a foreign corporation or foreign nonprofit corporation, add the word
25 "corporation", "incorporated", "company", or "limited", or the abbreviation
26 "corp.", "inc.", "co.", or "ltd." to its corporate name for use in this State;
27 (2) If a foreign limited liability company, add the words "limited liability
28 company", or the abbreviation "L.L.C.", or "LLC", or the combination "ltd.
29 liability co.", "limited liability co.", or "ltd. liability company" to its name
30 for use in this State if the addition will cause the name to satisfy the
31 requirements of G.S. 55D-20 and G.S. 55D-21;
32 (3) If a foreign limited partnership that is not a foreign limited liability limited
33 partnership, add the words "limited partnership" or the abbreviation "L.P." or
34 "LP", or the combination "ltd. partnership";
35 (4) If a foreign limited partnership that is a foreign limited liability limited
36 partnership, add the words "registered limited liability limited partnership"
37 or "limited liability limited partnership" or the abbreviation "L.L.L.P.",
38 "R.L.L.L.P.", "LLLLP", or "RLLLLP";
39 (5) If a foreign limited liability partnership, add the words "registered limited
40 liability partnership", or "limited liability partnership" or the abbreviation
41 "L.L.P.", "R.L.L.P.", "LLP", or "RLLP"; or
42 (6) Use a fictitious name, which includes one or more of the words,
43 abbreviations, or combinations in subdivisions (1) through (5) of this
44 subsection if applicable, to transact business or conduct affairs in this State if
45 its real name is unavailable and it delivers to the Secretary of State for filing
46 a copy of the resolution adopting the fictitious name.

47 (b) If a foreign corporation, foreign nonprofit corporation, foreign limited liability
48 company, or foreign limited partnership authorized to transact business or conduct affairs in
49 this State, or a foreign limited liability partnership maintaining a statement of foreign
50 registration, changes its name to one that does not satisfy the requirements of this Article, it
51 may not transact business or conduct affairs in this State under the changed name until it adopts

1 a name satisfying the requirements of this Article and obtains an amended certificate of
2 authority or statement of foreign registration under G.S. 55-15-04, 55A-15-04, 57C-7-05,
3 59-91, or 59-905, as applicable. (2001-358, s. 15; 2001-387, ss. 164, 173, 175(a); 2001-413, s.
4 6.)

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6 **§ 55D-23. Reserved name.**

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

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

17 (c) Any person acquiring the goodwill of a domestic corporation, nonprofit corporation,
18 limited liability company, limited partnership, or registered limited liability partnership, or of a
19 foreign corporation, foreign nonprofit corporation, foreign limited liability company, or foreign
20 limited partnership authorized to transact business or conduct affairs in this State, or of a
21 foreign limited liability partnership maintaining a statement of foreign registration in this State
22 may, on furnishing the Secretary of State satisfactory evidence of such acquisition, reserve for
23 10 years the exclusive right to any name that became available as a result of the acquisition.
24 (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166, 320;
25 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,
26 c. 469, s. 45.3; 1989, c. 265, s. 1; 2001-358, ss. 14(b), 15; 2001-387, ss. 173, 175(a); 2001-413,
27 s. 6.)

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29 **§ 55D-24. Registered name.**

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

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

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

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

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

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

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

- 4 (1) A domestic corporation, nonprofit corporation, limited liability company,
5 limited partnership, or registered limited liability partnership thereafter
6 incorporated, formed, or registered in this State under that name;
- 7 (2) A domestic corporation, nonprofit corporation, limited liability company,
8 limited partnership, or registered limited liability partnership that changes its
9 name to that name; or
- 10 (3) Another foreign corporation, foreign nonprofit corporation, foreign limited
11 liability company, foreign limited partnership, or foreign limited liability
12 partnership that becomes authorized to transact business or conduct affairs in
13 this State under that name.

14 The registration terminates when the domestic corporation, nonprofit corporation, limited
15 liability company, limited partnership, or registered limited liability partnership is incorporated,
16 formed, registered, or changes its name or the foreign corporation, foreign nonprofit
17 corporation, foreign limited liability company, foreign limited partnership, or foreign limited
18 liability partnership qualifies or registers or consents to the qualification or registration of
19 another entity under the registered name. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c.
20 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,
21 c. 1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 2001-358, ss.
22 14(b), 15; 2001-387, ss. 165(a), 165(b), 173, 175(a); 2001-413, s. 6.)
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24 **§ 55D-25. Reserved and registered names; powers of the Secretary of State.**

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

- 27 (1) Gives written notice by registered or certified mail, return receipt requested,
28 to the person who made the reservation or registration of the date and time of
29 a hearing;
- 30 (2) Conducts a hearing not less than 15 days after receipt of the notice as shown
31 by the return receipt; and
- 32 (3) Finds that the application therefor or any transfer thereof was not made in
33 good faith or that any statement contained in the application for reservation
34 or registration was false when such application was filed or has thereafter
35 become false. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1;
36 C.S., s. 1114; 1935, cc. 166, 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371,
37 s. 1; 1959, c. 1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c.
38 265, s. 1; 1993, c. 552, s. 7; 2001-358, ss. 14(b), 15; 2001-387, ss. 173,
39 175(a); 2001-413, s. 6.)
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41 **§ 55D-26. Real property records.**

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

- 44 (1) The name of any domestic corporation, nonprofit corporation, limited
45 liability company, limited partnership, or registered limited liability
46 partnership or foreign corporation, foreign nonprofit corporation, foreign
47 limited liability company, foreign limited partnership, or foreign limited
48 liability partnership that holds title to real property in this State is changed
49 upon amendment to its articles of incorporation or organization, its
50 certificate of limited partnership, or its registration as a limited liability
51 partnership or foreign limited liability partnership; or

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

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

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

13 (c) The certificate required by this section must be recorded by the register of deeds in
14 the same manner as deeds, and for the same fees, but no formalities as to acknowledgement,
15 probate, or approval by any other officer shall be required. The former name of the entity
16 holding title to the real property before the name change, merger, consolidation, or conversion
17 shall appear in the "Grantor" index, and the new name of the corporation or the name of the
18 other entity holding title to the real property by virtue of the merger, consolidation, or
19 conversion shall appear in the "Grantee" index. (1989, c. 265, s. 1; 1991, c. 645, s. 2(a);
20 1999-369, s. 1.4; 2001-358, ss. 14(b), 15; 2001-387, ss. 166, 173, 175(a); 2001-413, s. 6.)

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22 **§§ 55D-27 through 55D-29:** Reserved for future codification purposes.