

1 Article 4.

2 Registered Office and Registered Agent.

3 **§ 55D-30. Registered office and registered agent required.**

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

- 9 (1) A registered office that may be the same as any of its places of business or  
10 any place where it conducts affairs; and  
11 (2) A registered agent, who must be:  
12 a. An individual who resides in this State and whose business office is  
13 identical with the registered office;  
14 b. A domestic corporation, nonprofit corporation, or limited liability  
15 company whose business office is identical with the registered office;  
16 or  
17 c. A foreign corporation, foreign nonprofit corporation, or foreign  
18 limited liability company authorized to transact business or conduct  
19 affairs in this State whose business office is identical with the  
20 registered office.

21 (b) The sole duty of the registered agent to the entity is to forward to the entity at its last  
22 known address any notice, process, or demand that is served on the registered agent. (1901, c.  
23 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;  
24 1957, c. 979, s. 17; 1989, c. 265, s. 1; 2000-140, s. 101(a); 2001-358, ss. 44, 45; 2001-387, ss.  
25 173, 175(a); 2001-413, s. 6.)  
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27 **§ 55D-31. Change of registered office or registered agent.**

28 (a) An entity required to maintain a registered office and registered agent under G.S.  
29 55D-30 may change its registered office or registered agent by delivering to the Secretary of  
30 State for filing a statement of change that sets forth all of the following:

- 31 (1) The name of the entity.  
32 (2) The street address, and the mailing address if different from the street  
33 address, of its current registered office, and the county in which it is located.  
34 (3) If the address of the entity's registered office is to be changed, the street  
35 address, and the mailing address if different from the street address, of the  
36 new registered office, and the county in which it is located.  
37 (4) The name of its current registered agent.  
38 (5) If the current registered agent is to be changed, the name of the new  
39 registered agent and the new agent's written consent (either on the statement  
40 or attached to it) to the appointment.  
41 (6) That after the change or changes are made, the addresses of its registered  
42 office and the business office of its registered agent will be identical.

43 (b) If a registered agent changes the address of the agent's business office, the agent  
44 may change the address of the registered office of any entity for which the agent is the  
45 registered agent in this State by notifying the entity in writing of the change and signing and  
46 delivering to the Secretary of State for filing a statement that complies with the requirements of  
47 subsection (a) of this section and recites that the entity has been notified of the change.

48 (c) A domestic corporation, limited liability company, limited liability limited  
49 partnership, registered limited liability partnership, foreign corporation, foreign limited liability  
50 company, or foreign limited liability partnership may change its registered office or registered  
51 agent by including in its annual report required by G.S. 55-16-22, 57C-2-23, 59-84.4, or 59-210

1 the information and any written consent required by subsection (a) of this section. (1901, c. 2,  
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;  
3 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,  
4 s. 3; 2001-358, ss. 44, 45; 2001-387, ss. 167, 173, 175(a); 2001-413, s. 6.)

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6 **§ 55D-32. Resignation of registered agent.**

7 (a) The registered agent of an entity may resign by signing and filing with the Secretary  
8 of State a statement of resignation which may include a statement that the registered office is  
9 also discontinued. The statement must include or be accompanied by a certification from the  
10 registered agent that the agent has mailed or delivered to the entity at its last known address  
11 written notice of this resignation. This certification shall include the name and title of the  
12 individual notified, if any, and the address to which the notice was mailed or delivered.

13 (b) After filing the statement the Secretary of State shall mail a copy to the registered  
14 office (if not discontinued) and a copy to the entity at its principal office address on file with  
15 the Secretary of State or, if none is on file, at the address contained in the certification included  
16 in or accompanying the statement of resignation.

17 (c) The agency appointment is terminated, and, if applicable, the registered office  
18 discontinued on the 31st day after the date on which the statement was filed. (1901, c. 2, s. 31;  
19 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.  
20 298, s. 1; 1967, c. 823, s. 17; 1973, c. 262; c. 469, s. 3; 1989, c. 265, s. 1; 1989 (Reg. Sess.,  
21 1990), c. 1024, s. 12.6; 2001-358, ss. 44, 45; 2001-387, ss. 168, 173, 175(a); 2001-413, s. 6.)

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23 **§ 55D-33. Service on entities.**

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

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

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

44 (d) Nothing in this section affects the right to serve any process, notice or demand  
45 required or permitted by law to be served upon an entity in any other manner now or hereafter  
46 permitted by law. (1937, c. 133, ss. 1-3; G.S., s. 55-39; 1955, c. 1371, s. 1; 1977, 2nd Sess., c.  
47 1219, s. 33; 1989, c. 265, s. 1; 2000-140, s. 43; 2001-358, ss. 44, 45; 2001-387, ss. 173, 175(a);  
48 2001-413, s. 6.)