

1 **Chapter 55D.**
2 **Filings, Names, and Registered Agents for Corporations, Nonprofit Corporations, and**
3 **Partnerships.**
4 **Article 1.**
5 **General Provisions.**

6 **§ 55D-1. Applicable definitions.**

7 The following definitions apply in this Chapter:

- 8 (1) "Corporation" or "domestic corporation" is defined in G.S. 55-1-40(4).
- 9 (2) "Deliver" is defined in G.S. 55-1-40(5).
- 10 (3) "Entity" is defined in G.S. 55-1-40(9).
- 11 (4) "Foreign corporation" is defined in G.S. 55-1-40(10).
- 12 (5) "Foreign limited liability company" is defined in G.S. 57C-1-03(8).
- 13 (5a) "Foreign limited liability limited partnership" is defined in G.S. 59-102(4c).
- 14 (6) "Foreign limited liability partnership" is defined in G.S. 59-32(4g).
- 15 (7) "Foreign limited partnership" is defined in G.S. 59-102(5).
- 16 (8) "Foreign nonprofit corporation" means a foreign corporation as defined in
17 G.S. 55A-1-40(11).
- 18 (9) "Individual" is defined in G.S. 55-1-40(13).
- 19 (10) "Limited liability company" or "domestic limited liability company" is
20 defined in G.S. 57C-1-03(11).
- 21 (11) "Limited liability limited partnership" is defined in G.S. 59-102(6a).
- 22 (12) "Limited liability partnership" or "registered limited liability partnership"
23 means a registered limited liability partnership as defined in G.S. 59-32(7).
- 24 (13) "Limited partnership" or "domestic limited partnership" is defined in G.S.
25 59-102(8).
- 26 (14) "Nonprofit corporation" or "domestic nonprofit corporation" means a
27 corporation as defined in G.S. 55A-1-40(5).
- 28 (15) "Person" is defined in G.S. 55-1-40(16). (2001-358, s. 1; 2001-387, ss. 161,
29 173, 175(a); 2001-413, s. 6.)
30

31 **§§ 55D-2 through 55D-4:** Reserved for future codification purposes.
32

33 **§ 55D-5. Rule-making authority.**

34 The Secretary of State may adopt rules to implement the Secretary of State's responsibilities
35 under this Chapter. (2001-358, s. 1; 2001-387, s. 173; 2001-413, s. 6.)
36

37 **§§ 55D-6 through 55D-9:** Reserved for future codification purposes.
38

39 **Article 2.**

40 **Submission of Documents to the Secretary of State for Filing.**

41 **§ 55D-10. Filing requirements.**

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

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

- 46 (1) The document must be one that is required or permitted by Chapter 55, 55A,
47 55B, 57C, or 59 of the General Statutes to be filed in the office of the
48 Secretary of State.
- 49 (2) The document must contain the information required by Chapter 55, 55A,
50 55B, 57C, or 59 of the General Statutes for that document. It may contain
51 other information as well.

- 1 (3) The document must be typewritten, printed, or in an electronic form
2 acceptable to the Secretary of State.
- 3 (4) The document must be in the English language. A name need not be in
4 English if written in English letters or Arabic or Roman numerals, and the
5 certificate of existence required of foreign corporations, foreign nonprofit
6 corporations, foreign limited liability companies, and foreign limited liability
7 partnerships need not be in English if accompanied by a reasonably
8 authenticated English translation.
- 9 (5) A document submitted by an entity must be executed by a person authorized
10 to execute documents (i) under G.S. 55-1-20 if the entity is a domestic or
11 foreign corporation, (ii) under G.S. 55A-1-20 if the entity is a domestic or
12 foreign nonprofit corporation, (iii) under G.S. 57C-1-20 if the entity is a
13 domestic or foreign limited liability company, (iv) under G.S. 59-204 if the
14 entity is a domestic or foreign limited partnership, or (v) under G.S. 59-35.1
15 if the entity is any other partnership as defined in G.S. 59-36 whether or not
16 formed under the laws of the State.
- 17 (6) The person executing the document must sign it and state beneath or
18 opposite the person's signature, the person's name, and the capacity in which
19 the person signs. Any signature on the document may be a facsimile or an
20 electronic signature in a form acceptable to the Secretary of State. The
21 document may but need not contain a seal, attestation, acknowledgment,
22 verification, or proof.
- 23 (7) If the Secretary of State has prescribed a mandatory form for the document,
24 the document must be in or on the prescribed form.
- 25 (8) The document must be delivered to the office of the Secretary of State for
26 filing and must be accompanied by the applicable fees. (1955, c. 1371, s. 1;
27 1967, c. 13, s. 1; c. 823, s. 16; 1989, c. 265, s. 1; 1989 (Reg. Sess., 1990), c.
28 1024, s. 12.1(a); 1991, c. 645, s. 15; 1999-369, s. 1.1; 2001-358, ss. 3(a), 4;
29 2001-387, ss. 173, 175(a); 2001-413, s. 6.)
30

31 **§ 55D-11. Expedited filings.**

32 A person submitting a document for filing may request an expedited filing only at the time
33 the document is submitted. The Secretary of State shall guarantee the expedited filing of the
34 document if the document is in proper form and accompanied by all applicable fees, including
35 the following fee:

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

40 The Secretary of State shall not collect the fees allowed in this section unless the person
41 submitting the document for filing is informed by the Secretary of State of the fees prior to the
42 filing of the document. (1995, c. 539, s. 1; 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a);
43 2001-413, s. 6.)
44

45 **§ 55D-12. Advisory review of documents.**

46 Upon request, the Secretary of State shall review a document prior to its submission for
47 filing to determine whether it satisfies applicable filing requirements. Submission of a
48 document for review shall be accompanied by a fee of two hundred dollars (\$200.00) and shall
49 be in accordance with procedures adopted by rule by the Secretary of State. The advisory
50 review shall be completed within 24 hours after submission, excluding weekends and holidays,
51 unless the person submitting the document is otherwise notified in accordance with procedures

1 adopted by rule by the Secretary of State fixing priority between submissions under this section
2 and filings under G.S. 55D-11. Upon completion of the advisory review, the Secretary of State
3 shall notify the person submitting the document of any deficiencies in the document that would
4 prevent its filing. (1997-485, s. 6; 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s.
5 6.)

6
7 **§ 55D-13. Effective time and date of document.**

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

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

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

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

18 (c) Except as provided in G.S. 55-2-03(b), 55A-2-03(b), and 57C-2-20(b), the fact that
19 a document has become effective under this section does not determine its validity or invalidity
20 or the correctness or incorrectness of the information contained in the document. (1955, c.
21 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.
22 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

23
24 **§ 55D-14. Correcting filed document.**

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

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

30 (1) Describe the document (including its filing date) or have attached to them a
31 copy of the document.

32 (2) Specify the incorrect statement and the reason it is incorrect or the nature of
33 the defect.

34 (3) Correct the incorrect statement or defect.

35 (c) Articles of correction are effective as of the effective time and date of the document
36 they correct except as to persons relying on the uncorrected document and adversely affected
37 by the correction. As to those persons, articles of correction are effective when filed. (1989, c.
38 265, s. 1; 1997-485, s. 14; 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

39
40 **§ 55D-15. Filing duty of Secretary of State.**

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

49 (b) The Secretary of State files a document by endorsing "Filed", together with the
50 Secretary's name and official title and the date and time of filing, on the document. After filing

1 a document, the Secretary of State shall deliver a document copy to the person submitting the
2 document for filing and as provided in G.S. 55D-32.

3 (c) If the Secretary of State refuses to file a document, the Secretary shall return it to
4 the person submitting the document for filing within five days after the document was received,
5 together with a written statement of the date of the refusal and a brief explanation of the reason
6 for refusal. The Secretary of State may correct apparent errors and omissions on a document
7 submitted for filing if authorized to make the corrections by the person submitting the
8 document for filing.

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

- 12 (1) Except as provided in G.S. 55-2-03(b), 55A-2-03(b), or 57C-2-20(b), affect
13 the validity or invalidity of the document in whole or part.
- 14 (2) Relate to the correctness or incorrectness of information contained in the
15 document.
- 16 (3) Create a presumption that the document is valid or invalid or that
17 information contained in the document is correct or incorrect. (1955, c.
18 1371, s. 1; 1967, c. 13, s. 1; c. 823, s. 16; 1989, c. 265, s. 1; 1989 (Reg.
19 Sess., 1990), c. 1024, s. 12.2; 1993, c. 552, s. 2; 1995, c. 539, s. 2; 2001-358,
20 ss. 3(b), 4, 46; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

21
22 **§ 55D-16. Appeal from Secretary of State's refusal to file document.**

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

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

37 (c) The court's final decision may be appealed as in other civil proceedings. (1989, c.
38 265, s. 1; 1989 (Reg. Sess., 1990), c. 1024, s. 12.3; 2001-358, ss. 3(b), 4; 2001-387, ss. 173,
39 175(a); 2001-413, s. 6.)

40
41 **§ 55D-17. Evidentiary effect of copy of filed document.**

42 A certificate attached to a copy of a document filed by the Secretary of State, bearing the
43 Secretary of State's signature and the seal of office (both of which may be in facsimile or in any
44 electronic form approved by the Secretary of State) and certifying that the copy is a true copy
45 of the document, is conclusive evidence that the original document is on file with the Secretary
46 of State. A photographic, microfilm, optical disk media, or other reproduced copy of a
47 document filed under this Chapter, Chapter 55, 55A, 55B, 57C, or 59 of the General Statutes,
48 or any predecessor law, when certified by the Secretary, shall be considered an original for all
49 purposes and is admissible in evidence in like manner as an original. (1955, c. 1371, s. 1; 1989,
50 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.)

1 **§ 55D-18. Penalty for signing false document.**

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

5 (b) An offense under this section is a Class 1 misdemeanor. (1989, c. 265, s. 1; 1993, c.
6 539, s. 439; 1994, Ex. Sess., c. 24, s. 14(c); 2001-358, ss. 3(b), 4; 2001-387, ss. 173, 175(a);
7 2001-413, s. 6.)

8
9 **§ 55D-19:** Reserved for future codification purposes.

10
11 Article 3.

12 Names.

13 **§ 55D-20. Name requirements.**

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

- 16 (1) The name of a corporation must contain the word "corporation",
17 "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.",
18 "co.", or "ltd.".
- 19 (2) The name of a limited liability company must contain the words "limited
20 liability company" or the abbreviation "L.L.C." or "LLC", or the
21 combination "ltd. liability co.", "limited liability co.", or "ltd. liability
22 company".
- 23 (3) The name of a limited partnership that is not a limited liability limited
24 partnership must contain the words "limited partnership", the abbreviation
25 "L.P." or "LP", or the combination "ltd. partnership".
- 26 (4) The name of a limited liability limited partnership must contain the words
27 "registered limited liability limited partnership" or "limited liability limited
28 partnership" or the abbreviation "L.L.L.P.", "R.L.L.P.", "LLLP", or
29 "RLLLP".
- 30 (5) A registered limited liability partnership's name must contain the words
31 "registered limited liability partnership" or "limited liability partnership" or
32 the abbreviation "L.L.P.", "R.L.L.P.", "LLP" or "RLLP".
- 33 (6) The name of a low-profit limited liability company must contain the words
34 "low-profit limited liability company" or the abbreviation "L3C".

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

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

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

46 (e) The filing of any document, the reservation or registration of any name under this
47 Chapter or under Chapter 55, 55A, 55B, 57C, or 59 of the General Statutes, or the issuance of a
48 certificate of authority to transact business or conduct affairs or a statement of foreign
49 registration does not authorize the use in this State of a name in violation of the rights of any
50 third party under the federal trademark act, the trademark act of this State, or other statutory or
51 common law, and is not a defense to an action for violation of any of those rights. (1901, c. 2,

1 s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166, 320; 1939, c. 222;
2 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.
3 45.3; 1989, c. 265, s. 1; 1989 (Reg. Sess., 1990), c. 1024, s. 12.5; 1995, c. 539, ss. 4, 5;
4 2001-358, ss. 14(a), 15; 2001-387, ss. 162, 173, 175(a); 2001-413, s. 6; 2010-187, s. 3.)
5

6 **§ 55D-21. Entity names on the records of the Secretary of State; availability.**

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

- 8 (1) Domestic corporations, nonprofit corporations, limited liability companies,
9 limited partnerships, and registered limited liability partnerships.
- 10 (2) Foreign corporations, foreign nonprofit corporations, foreign limited liability
11 companies, and foreign limited partnerships applying for or maintaining a
12 certificate of authority to transact business or conduct affairs in this State.
- 13 (3) Foreign limited liability partnerships applying for or maintaining a statement
14 of foreign registration.

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

- 18 (1) The name of a domestic corporation, nonprofit corporation, limited liability
19 company, limited partnership, or registered limited liability partnership, or of
20 a foreign corporation, foreign nonprofit corporation, foreign limited liability
21 company, or foreign limited partnership authorized to transact business or
22 conduct affairs in this State, or a foreign limited liability partnership
23 maintaining a statement of foreign registration in this State;
- 24 (2) A name reserved or registered under G.S. 55D-23 or registered under G.S.
25 55D-24; and
- 26 (3) The fictitious name adopted by a foreign corporation, foreign nonprofit
27 corporation, foreign limited liability company, or foreign limited partnership
28 authorized to transact business or conduct affairs, or a foreign limited
29 liability partnership maintaining a statement of foreign registration in this
30 State because its real name is unavailable.

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

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

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

- 1 (1) In the case of a nonjudicial dissolution other than an administrative
2 dissolution or cancellation of registration as a limited liability partnership,
3 120 days after the effective date of the dissolution or cancellation.
- 4 (2) In the case of an administrative dissolution or revocation of registration as a
5 limited liability partnership, the expiration of five years after the effective
6 date of the administrative dissolution or revocation.
- 7 (3) In the case of a judicial dissolution, 120 days after the later of the date the
8 judgment has become final or the effective date of the dissolution. The
9 person applying for the name must certify to the Secretary of State that no
10 appeal or other judicial review of the judgment directing dissolution is
11 pending.
- 12 (4) The dissolved entity changes its name to a name that is distinguishable upon
13 the records of the Secretary of State from the names of other domestic
14 corporations, nonprofit corporations, limited liability companies, limited
15 partnerships, or registered limited liability partnerships or foreign
16 corporations, foreign nonprofit corporations, foreign limited liability
17 companies, or foreign limited partnerships authorized to transact business or
18 conduct affairs in this State, or foreign limited liability partnerships
19 maintaining a statement of foreign registration in this State. (1901, c. 2, s. 8;
20 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166,
21 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371, s. 1; 1959, c. 1316, s. 28;
22 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 1989 (Reg.
23 Sess., 1990), c. 1024, s. 12.5; 1995, c. 539, ss. 4, 5; 2001-358, ss. 14(a), 15;
24 2001-387, ss. 163, 173, 175(a); 2001-390, s. 15; 2001-413, s. 6; 2001-487, s.
25 62(h); 2002-159, s. 23.)
26

27 **§ 55D-22. Names of foreign entities.**

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

- 33 (1) If a foreign corporation or foreign nonprofit corporation, add the word
34 "corporation", "incorporated", "company", or "limited", or the abbreviation
35 "corp.", "inc.", "co.", or "Ltd." to its corporate name for use in this State;
- 36 (2) If a foreign limited liability company, add the words "limited liability
37 company", or the abbreviation "L.L.C.", or "LLC", or the combination "Ltd.
38 liability co.", "limited liability co.", or "Ltd. liability company" to its name
39 for use in this State if the addition will cause the name to satisfy the
40 requirements of G.S. 55D-20 and G.S. 55D-21;
- 41 (3) If a foreign limited partnership that is not a foreign limited liability limited
42 partnership, add the words "limited partnership" or the abbreviation "L.P." or
43 "LP", or the combination "Ltd. partnership";
- 44 (4) If a foreign limited partnership that is a foreign limited liability limited
45 partnership, add the words "registered limited liability limited partnership"
46 or "limited liability limited partnership" or the abbreviation "L.L.L.P.",
47 "R.L.L.L.P.", "LLLLP", or "RLLLLP";
- 48 (5) If a foreign limited liability partnership, add the words "registered limited
49 liability partnership", or "limited liability partnership" or the abbreviation
50 "L.L.P.", "R.L.L.P.", "LLP", or "RLLP"; or

1 (6) Use a fictitious name, which includes one or more of the words,
2 abbreviations, or combinations in subdivisions (1) through (5) of this
3 subsection if applicable, to transact business or conduct affairs in this State if
4 its real name is unavailable and it delivers to the Secretary of State for filing
5 a copy of the resolution adopting the fictitious name.

6 (b) If a foreign corporation, foreign nonprofit corporation, foreign limited liability
7 company, or foreign limited partnership authorized to transact business or conduct affairs in
8 this State, or a foreign limited liability partnership maintaining a statement of foreign
9 registration, changes its name to one that does not satisfy the requirements of this Article, it
10 may not transact business or conduct affairs in this State under the changed name until it adopts
11 a name satisfying the requirements of this Article and obtains an amended certificate of
12 authority or statement of foreign registration under G.S. 55-15-04, 55A-15-04, 57C-7-05,
13 59-91, or 59-905, as applicable. (2001-358, s. 15; 2001-387, ss. 164, 173, 175(a); 2001-413, s.
14 6.)

15
16 **§ 55D-23. Reserved name.**

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

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

27 (c) Any person acquiring the goodwill of a domestic corporation, nonprofit corporation,
28 limited liability company, limited partnership, or registered limited liability partnership, or of a
29 foreign corporation, foreign nonprofit corporation, foreign limited liability company, or foreign
30 limited partnership authorized to transact business or conduct affairs in this State, or of a
31 foreign limited liability partnership maintaining a statement of foreign registration in this State
32 may, on furnishing the Secretary of State satisfactory evidence of such acquisition, reserve for
33 10 years the exclusive right to any name that became available as a result of the acquisition.
34 (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1; C.S., s. 1114; 1935, cc. 166, 320;
35 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,
36 c. 469, s. 45.3; 1989, c. 265, s. 1; 2001-358, ss. 14(b), 15; 2001-387, ss. 173, 175(a); 2001-413,
37 s. 6.)

38
39 **§ 55D-24. Registered name.**

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

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

47 (1) Setting forth its name, or its name with any addition required by G.S.
48 55D-22, the state or country and date of its incorporation or formation, and a
49 brief description of the nature of the business or activities in which it is
50 engaged; and

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

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

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

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

- 14 (1) A domestic corporation, nonprofit corporation, limited liability company,
15 limited partnership, or registered limited liability partnership thereafter
16 incorporated, formed, or registered in this State under that name;
- 17 (2) A domestic corporation, nonprofit corporation, limited liability company,
18 limited partnership, or registered limited liability partnership that changes its
19 name to that name; or
- 20 (3) Another foreign corporation, foreign nonprofit corporation, foreign limited
21 liability company, foreign limited partnership, or foreign limited liability
22 partnership that becomes authorized to transact business or conduct affairs in
23 this State under that name.

24 The registration terminates when the domestic corporation, nonprofit corporation, limited
25 liability company, limited partnership, or registered limited liability partnership is incorporated,
26 formed, registered, or changes its name or the foreign corporation, foreign nonprofit
27 corporation, foreign limited liability company, foreign limited partnership, or foreign limited
28 liability partnership qualifies or registers or consents to the qualification or registration of
29 another entity under the registered name. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c.
30 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,
31 c. 1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c. 265, s. 1; 2001-358, ss.
32 14(b), 15; 2001-387, ss. 165(a), 165(b), 173, 175(a); 2001-413, s. 6.)

33 34 **§ 55D-25. Reserved and registered names; powers of the Secretary of State.**

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

- 37 (1) Gives written notice by registered or certified mail, return receipt requested,
38 to the person who made the reservation or registration of the date and time of
39 a hearing;
- 40 (2) Conducts a hearing not less than 15 days after receipt of the notice as shown
41 by the return receipt; and
- 42 (3) Finds that the application therefor or any transfer thereof was not made in
43 good faith or that any statement contained in the application for reservation
44 or registration was false when such application was filed or has thereafter
45 become false. (1901, c. 2, s. 8; 1903, c. 453; Rev., s. 1137; 1913, c. 5, s. 1;
46 C.S., s. 1114; 1935, cc. 166, 320; 1939, c. 222; G.S., s. 55-2; 1955, c. 1371,
47 s. 1; 1959, c. 1316, s. 28; 1969, c. 751, ss. 4-6; 1973, c. 469, s. 45.3; 1989, c.
48 265, s. 1; 1993, c. 552, s. 7; 2001-358, ss. 14(b), 15; 2001-387, ss. 173,
49 175(a); 2001-413, s. 6.)

50 51 **§ 55D-26. Real property records.**

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

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

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

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

23 (c) The certificate required by this section must be recorded by the register of deeds in
24 the same manner as deeds, and for the same fees, but no formalities as to acknowledgement,
25 probate, or approval by any other officer shall be required. The former name of the entity
26 holding title to the real property before the name change, merger, consolidation, or conversion
27 shall appear in the "Grantor" index, and the new name of the corporation or the name of the
28 other entity holding title to the real property by virtue of the merger, consolidation, or
29 conversion shall appear in the "Grantee" index. (1989, c. 265, s. 1; 1991, c. 645, s. 2(a);
30 1999-369, s. 1.4; 2001-358, ss. 14(b), 15; 2001-387, ss. 166, 173, 175(a); 2001-413, s. 6.)

31
32 **§§ 55D-27 through 55D-29:** Reserved for future codification purposes.

33 Article 4.

34 Registered Office and Registered Agent.

35 **§ 55D-30. Registered office and registered agent required.**

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

- 41 (1) A registered office that may be the same as any of its places of business or
42 any place where it conducts affairs; and
43 (2) A registered agent, who must be:
44 a. An individual who resides in this State and whose business office is
45 identical with the registered office;
46 b. A domestic corporation, nonprofit corporation, or limited liability
47 company whose business office is identical with the registered office;
48 or
49 c. A foreign corporation, foreign nonprofit corporation, or foreign
50 limited liability company authorized to transact business or conduct
51

1 affairs in this State whose business office is identical with the
2 registered office.

3 (b) The sole duty of the registered agent to the entity is to forward to the entity at its last
4 known address any notice, process, or demand that is served on the registered agent. (1901, c.
5 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;
6 1957, c. 979, s. 17; 1989, c. 265, s. 1; 2000-140, s. 101(a); 2001-358, ss. 44, 45; 2001-387, ss.
7 173, 175(a); 2001-413, s. 6.)

8
9 **§ 55D-31. Change of registered office or registered agent.**

10 (a) An entity required to maintain a registered office and registered agent under G.S.
11 55D-30 may change its registered office or registered agent by delivering to the Secretary of
12 State for filing a statement of change that sets forth all of the following:

- 13 (1) The name of the entity.
- 14 (2) The street address, and the mailing address if different from the street
15 address, of its current registered office, and the county in which it is located.
- 16 (3) If the address of the entity's registered office is to be changed, the street
17 address, and the mailing address if different from the street address, of the
18 new registered office, and the county in which it is located.
- 19 (4) The name of its current registered agent.
- 20 (5) If the current registered agent is to be changed, the name of the new
21 registered agent and the new agent's written consent (either on the statement
22 or attached to it) to the appointment.
- 23 (6) That after the change or changes are made, the addresses of its registered
24 office and the business office of its registered agent will be identical.

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

30 (c) A domestic corporation, limited liability company, limited liability limited
31 partnership, registered limited liability partnership, foreign corporation, foreign limited liability
32 company, or foreign limited liability partnership may change its registered office or registered
33 agent by including in its annual report required by G.S. 55-16-22, 57C-2-23, 59-84.4, or 59-210
34 the information and any written consent required by subsection (a) of this section. (1901, c. 2,
35 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;
36 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,
37 s. 3; 2001-358, ss. 44, 45; 2001-387, ss. 167, 173, 175(a); 2001-413, s. 6.)

38
39 **§ 55D-32. Resignation of registered agent.**

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

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

50 (c) The agency appointment is terminated, and, if applicable, the registered office
51 discontinued on the 31st day after the date on which the statement was filed. (1901, c. 2, s. 31;

1 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.
2 298, s. 1; 1967, c. 823, s. 17; 1973, c. 262; c. 469, s. 3; 1989, c. 265, s. 1; 1989 (Reg. Sess.,
3 1990), c. 1024, s. 12.6; 2001-358, ss. 44, 45; 2001-387, ss. 168, 173, 175(a); 2001-413, s. 6.)
4

5 **§ 55D-33. Service on entities.**

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

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

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

26 (d) Nothing in this section affects the right to serve any process, notice or demand
27 required or permitted by law to be served upon an entity in any other manner now or hereafter
28 permitted by law. (1937, c. 133, ss. 1-3; G.S., s. 55-39; 1955, c. 1371, s. 1; 1977, 2nd Sess., c.
29 1219, s. 33; 1989, c. 265, s. 1; 2000-140, s. 43; 2001-358, ss. 44, 45; 2001-387, ss. 173, 175(a);
30 2001-413, s. 6.)