

GENERAL ASSEMBLY OF NORTH CAROLINA

SESSION 1999

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SENATE BILL 483

Short Title: Amend Foreign Corp. Law.

(Public)

Sponsors: Senator Clodfelter.

Referred to: Judiciary I.

March 24, 1999

A BILL TO BE ENTITLED

1 AN ACT TO REVISE THE LAW GOVERNING THE LIMITATIONS OF
2 SUCCESSORS AND ASSIGNEES OF FOREIGN CORPORATIONS AND
3 FOREIGN NONPROFIT CORPORATIONS TO FILE CAUSES OF ACTION OR
4 PROCEEDINGS.
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6 The General Assembly of North Carolina enacts:

7 Section 1. G.S. 55-15-02(a) reads as rewritten:

8 "(a) No foreign corporation transacting business in this State without permission
9 obtained through a certificate of authority under this Chapter or through domestication
10 under prior acts shall be permitted to maintain any action or proceeding in any court of
11 this State unless ~~such~~ the foreign corporation shall have ~~has~~ obtained a certificate of
12 authority prior to ~~trial~~; ~~nor shall any action or proceeding be maintained in any court of this~~
13 ~~State by any successor or assignee of such corporation on any cause of action arising out of the~~
14 ~~transaction of business by such corporation in this State until:~~

15 (1) ~~A certificate of authority shall have been obtained by such corporation~~
16 ~~or by a foreign corporation which has acquired substantially all of its~~
17 ~~assets, or~~

18 (2) ~~Substantially all of its assets have been acquired by a domestic~~
19 ~~corporation or one or more individuals.~~ trial.

1 An issue arising under this subsection must be raised by motion and determined by
2 the trial judge prior to trial."

3 Section 2. G.S. 55A-15-02(a) reads as rewritten:

4 "(a) No foreign corporation conducting affairs in this State without permission
5 obtained through a certificate of authority under this Chapter or through domestication
6 under prior acts shall be permitted to maintain any action or proceeding in any court of
7 this State unless ~~each~~ the foreign corporation shall have ~~has~~ obtained a certificate of
8 authority prior to trial; ~~nor shall any action or proceeding be maintained in any court of this~~
9 ~~State by any successor or assignee of such corporation on any cause of action arising out of the~~
10 ~~conduct of affairs by such corporation in this State until:~~

11 (1) ~~A certificate of authority shall have been obtained by the corporation or~~
12 ~~by a foreign entity which has acquired substantially all of its assets and~~
13 ~~is entitled to obtain a certificate of authority; or~~

14 (2) ~~Substantially all of its assets have been acquired by a foreign entity~~
15 ~~which is not entitled to obtain a certificate of authority by a domestic~~
16 ~~corporation or by one or more individuals.~~ trial.

17 An issue arising under this subsection ~~shall~~ must be raised by motion and determined
18 by the trial judge prior to trial."

19 Section 3. This act becomes effective October 1, 1999, and applies to causes
20 of action or proceedings filed on or after that date.