

GENERAL ASSEMBLY OF NORTH CAROLINA
SESSION 2007

S

D

SENATE DRS85237-LT-78A (3/8)

Short Title: Investigations of Corporations/Partnerships. (Public)

Sponsors: Senator Hartsell.

Referred to:

A BILL TO BE ENTITLED

AN ACT TO REQUIRE DOMESTIC CORPORATIONS, LIMITED LIABILITY COMPANIES, AND LIMITED PARTNERSHIPS TO MAINTAIN THE NAME OF THE INDIVIDUAL WHO IS THE CUSTODIAN OF RECORD; AND TO GIVE THE SECRETARY OF STATE THE AUTHORITY TO SERVE INTERROGATORIES ON LIMITED LIABILITY PARTNERSHIPS.

The General Assembly of North Carolina enacts:

SECTION 1. G.S. 55-16-22(a3) reads as rewritten:

"(a3) The annual report required by this section shall be in a form jointly prescribed by the Secretary of Revenue and the Secretary of State. The Secretary of Revenue shall provide the form needed to file an annual report. The Secretary of State shall prescribe the form needed to file an annual report electronically and shall provide this form by electronic means. The annual report shall set forth all of the following:

- (1) The name of the corporation and the state or country under whose law it is incorporated.
- (2) The street address, and the mailing address if different from the street address, of the registered office, the county in which its registered office is located, and the name of its registered agent at that office in this State, and a statement of any change of such registered office or registered agent, or both.
- (3) The address and telephone number of its principal office.
- (4) The names, titles, and business addresses of its principal officers.
- (4a) Repealed by Session Laws 1997-475, s. 6.1, effective January 1, 1998.
- (5) A brief description of the nature of its business.
- (6) For domestic corporations, the name of the individual who is the custodian of the corporate records governed by Part 1 of this Article and the address within this State where those records are located.

1 ~~If the information contained in the most recently filed annual report has not changed, a~~
2 ~~certification to that effect may be made instead of setting forth the information required~~
3 ~~by subdivisions (2) through (5) of this subsection."~~

4 **SECTION 2.** G.S. 57C-2-23(a) reads as rewritten:

5 "(a) Each domestic limited liability company other than a professional limited
6 liability company governed by G.S. 57C-2-01(c) and each foreign limited liability
7 company authorized to transact business in this State, shall deliver to the Secretary of
8 State for filing an annual report, in a form prescribed by the Secretary of State, that sets
9 forth all of the following:

- 10 (1) The name of the limited liability or foreign limited liability company
11 and the state or country under whose law it is formed.
- 12 (2) The street address, and the mailing address if different from the street
13 address, of the registered office, the county in which the registered
14 office is located, and the name of its registered agent at that office in
15 this State, and a statement of any change of the registered office or
16 registered agent, or both.
- 17 (3) The address and telephone number of its principal office.
- 18 (4) The names and business addresses of its managers or, if the limited
19 liability company has never had members, its organizers.
- 20 (5) A brief description of the nature of its business.
- 21 (6) For domestic limited liability companies, the name of the individual
22 who is the custodian of the information and records that are required to
23 be kept and maintained pursuant to G.S. 57C-3-04 and the address
24 within this State where those records are located.

25 ~~If the information contained in the most recently filed annual report has not changed, a~~
26 ~~certification to that effect may be made instead of setting forth the information required~~
27 ~~by subdivisions (2) through (5) of this subsection.~~ The Secretary of State shall make
28 available the form required to file an annual report."

29 **SECTION 3.** G.S. 59-84.4(a) reads as rewritten:

30 "(a) Each registered limited liability partnership and each foreign limited liability
31 partnership authorized to transact business in this State shall deliver to the Secretary of
32 State for filing an annual report, in a form prescribed by the Secretary of State, that sets
33 forth all of the following:

- 34 (1) The name of the registered limited liability partnership or foreign
35 limited liability partnership and the state or country under whose law it
36 is formed.
- 37 (2) The street address, and the mailing address if different from the street
38 address, of the registered office, the county in which the registered
39 office is located, and the name of its registered agent at that office in
40 this State, and a statement of any change of the registered office or
41 registered agent, or both.
- 42 (3) The street address and telephone number of its principal office.
- 43 (4) A brief description of the nature of its business.
- 44 (5) The fiscal year end of the partnership.

1 (6) For registered limited liability partnerships, the name of the individual
2 who is the custodian of the partnership books that are required to be
3 kept in accordance with G.S. 59-49 and the address within this State
4 where those records are located.

5 ~~If the information contained in the most recently filed annual report has not changed, a~~
6 ~~certification to that effect may be made instead of setting forth the information required~~
7 ~~by subdivisions (2) through (4) of this subsection. The Secretary of State shall make~~
8 ~~available the form required to file an annual report."~~

9 **SECTION 4.** Article 3B of Chapter 59 of the General Statutes is amended
10 by adding a new section to read:

11 **"§ 59-84.5. Interrogatories by Secretary of State.**

12 The Secretary of State may prepare and serve written interrogatories on (i) any
13 registered limited liability partnership that the Secretary has reason to believe is subject
14 to the provisions of this Chapter, (ii) any foreign limited liability partnership that the
15 Secretary has reason to believe is subject to the provisions of this Chapter, or (iii) any
16 partner of a registered limited liability partnership or any foreign limited liability
17 partnership that the Secretary has reason to believe is subject to the provisions of this
18 Chapter. The purpose of the interrogatories shall be to enable the Secretary to determine
19 whether the partnership is subject to this Chapter and, if so, has complied with all of the
20 applicable provisions of this Chapter. Subject to applicable jurisdictional requirements,
21 the interrogatories shall be answered within 30 days after the interrogatories are mailed
22 or within an additional time fixed by the Secretary. The answers to the interrogatories
23 shall be full and complete and shall be made in writing and under oath. If the
24 interrogatories are directed to an individual, the interrogatories shall be answered by
25 that individual. If the interrogatories are directed to a registered limited liability
26 partnership or a foreign limited liability partnership, the interrogatories shall be
27 answered by a partner on behalf of the partnership. The Secretary of State shall certify
28 to the Attorney General all interrogatories, including the answers to the interrogatories,
29 which disclose a violation of this Chapter for appropriate action by the Attorney
30 General."

31 **SECTION 5.** G.S. 59-210(g) reads as rewritten:

32 "(g) A limited liability limited partnership shall be subject to the provisions of
33 G.S. 59-84.4 and G.S. 59-84.5 as if it were a registered limited liability partnership."

34 **SECTION 6.** This act becomes effective October 1, 2007.