

§ 57D-1-24. Certificate of existence; certificate of authorization.

(a) Anyone may apply to the Secretary of State for a certificate of existence for an LLC or a certificate of authorization for a foreign LLC.

(b) A certificate of existence or authorization sets forth the following:

- (1) The limited liability company's name and, in the case of a foreign LLC, any different name that the foreign LLC is authorized under Article 3 of Chapter 55D of the General Statutes to use to transact business in this State, as provided in the foreign LLC's certificate of authority.
- (2) That (i) the articles of organization for the LLC have been filed and are in effect and the date on which the filed articles of organization became effective or (ii) a certificate of authority has been issued to the foreign LLC and is in effect and the date on which the certificate of authority became effective.
- (3) That the articles of organization of an LLC or the certificate of authority of a foreign LLC are not suspended under G.S. 57D-1-32(a) (or for limited liability companies formed before January 1, 2014, former G.S. 57C-1-32(a)) for failure to answer interrogatories propounded by the Secretary of State or under G.S. 105-230 for failure to pay a tax or fee or file a report or return.
- (4) That the LLC has not been administratively dissolved under G.S. 57D-6-06 (or for limited liability companies formed before January 1, 2014, former G.S. 57C-6-03) and no decree of judicial dissolution has been filed under G.S. 57D-6-05 (or, for limited liability companies formed before January 1, 2014, former G.S. 57C-6-02) or, with respect to a foreign LLC, no application for a certificate of withdrawal or a certificate of revocation has been filed under Article 7 of this Chapter (or, for limited liability companies formed before January 1, 2014, former Article 7 of Chapter 57C of the General Statutes).
- (5) That, in the case of an LLC, articles of dissolution have not been filed nor have articles of merger or conversion been filed causing it to merge or convert into another entity or form of entity.
- (6) Other facts of record in the Office of the Secretary of State pertaining to the limited liability company that may be requested by the applicant.

(c) A certificate of existence or authorization issued by the Secretary of State may be relied upon as conclusive evidence as to the accuracy of its contents.

(d) A nonresident business solely performing disaster-related work in this State during a disaster response period at the request of a critical infrastructure company is not required to obtain a certificate of authority from the Secretary of State. The definitions and provisions of G.S. 166A-19.70A apply to this subsection. (2013-157, s. 2; 2019-187, s. 1(c).)