

GENERAL ASSEMBLY OF NORTH CAROLINA

SESSION 1995

H

4

HOUSE BILL 490
Committee Substitute Favorable 5/1/95
Committee Substitute #2 Favorable 5/8/95
Committee Substitute #3 Favorable 6/30/95

Short Title: File Annual Reports/Dept. Rev.

(Public)

Sponsors:

Referred to:

March 16, 1995

1 A BILL TO BE ENTITLED
2 AN ACT TO PROVIDE THAT ANNUAL REPORTS OF BUSINESS
3 CORPORATIONS AND LIMITED LIABILITY COMPANIES SHALL BE FILED
4 WITH THE DEPARTMENT OF REVENUE RATHER THAN THE SECRETARY
5 OF STATE, TO ESTABLISH FEES FOR EXPEDITED FILINGS, TO PROVIDE
6 THAT NONPROFIT RELIGIOUS CORPORATIONS ARE NOT REQUIRED TO
7 FILE ANNUAL REPORTS, TO EXTEND THE DEADLINE TO ALLOW THE
8 REINSTATEMENT OF DISSOLVED CORPORATIONS, AND TO ALLOW THE
9 SECRETARY OF STATE TO RETAIN FILED DOCUMENTS IN REPRODUCED
10 FORM.

11 The General Assembly of North Carolina enacts:

12 PART I. CORPORATIONS.

13 Section 1. G.S. 55-16-22 reads as rewritten:

14 "**§ 55-16-22. Annual report for Secretary of State-Revenue.**

15 (a) Each domestic corporation except those governed by Chapter 55B, and each
16 foreign corporation authorized to transact business in this State, shall deliver to the

1 Secretary of ~~State Revenue~~ for filing an annual ~~report~~ report, in a form prescribed by the
2 Secretary of Revenue, that sets forth:

- 3 (1) The name of the corporation and the state or country under whose law it
4 is ~~incorporated~~; incorporated, and a telephone number by which the
5 person in charge of the management of the corporation may be
6 contacted;
- 7 (2) The street address, and the mailing address if different from the street
8 address, of the registered office, the county in which its registered office
9 is located, and the name of its registered agent at that office in this State,
10 and a statement of any change of such registered office or registered
11 agent, or both;
- 12 (3) The address of its principal office;
- 13 (4) ~~The names, titles, and business addresses~~ name, title, and business address
14 of its principal officers; president or chief executive officer; and
- 15 ~~(4a) The names and business addresses of its directors; and~~
- 16 (5) A brief description of the nature of its business.

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

20 (b) Information in the annual report must be current as of the date the annual
21 report is executed on behalf of the corporation.

22 (c) The annual report shall be delivered to the Secretary of ~~State~~ each year
23 Revenue within 60 days immediately following the last day of the month in which the
24 domestic corporation was incorporated or the foreign corporation received a certificate of
25 authority in this State. by the due date, including any approved extensions, for filing the
26 corporation's income and franchise tax returns. Forms required for the filing of the
27 annual report shall be mailed by the Secretary of State to the domestic or foreign
28 corporation at its registered office for the first annual report, then to its principal office
29 for subsequent annual reports. Forms required for the filing of subsequent annual reports
30 shall be made available by the Secretary of Revenue.

31 (d) If an annual report does not contain the information required by this section,
32 the Secretary of ~~State Revenue~~ shall promptly notify the reporting domestic or foreign
33 corporation in writing and return the report to it for correction. If the report is corrected
34 to contain the information required by this section and delivered to the Secretary of ~~State~~
35 Revenue within 30 days after the effective date of notice, it is deemed to be timely filed.
36 The Secretary of Revenue shall notify the Secretary of State promptly of any corporation
37 that fails to file a timely report.

38 (e) Amendments to any previously filed annual report may be filed at any time for
39 the purpose of correcting, updating, or augmenting the information contained in such
40 annual report. Any person dealing with a corporation or a foreign corporation may rely
41 conclusively upon its most recent annual report and any amendments thereto filed with
42 the Secretary of Revenue pursuant to G.S. 55-16-22 as to the identity of its president or

1 chief executive officer, except to the extent the person has actual knowledge that the
 2 person identified therein as the president or chief executive officer is not that officer.

3 (f) Expired."

4 Sec. 2. G.S. 55-1-21(a) reads as rewritten:

5 "(a) The Secretary of State may promulgate and furnish on request forms for:

6 (1) An application for a certificate of existence;

7 (2) A foreign corporation's application for a certificate of authority to
 8 transact business in this State; and

9 (3) A foreign corporation's application for a certificate of ~~withdrawal~~; and
 10 withdrawal.

11 ~~(4) The annual report.~~

12 If the Secretary of State so requires, use of these forms is mandatory."

13 Sec. 3. G.S. 55-1-22 reads as rewritten:

14 "**§ 55-1-22. Filing, service, and copying fees.**

15 (a) The Secretary of State shall collect the following fees when the documents
 16 described in this subsection are delivered to ~~him~~ the Secretary for filing:

	Document	Fee
18	(1) Articles of incorporation	\$100.00
19	(2) Application for reserved name	10.00
20	(3) Notice of transfer of reserved name	10.00
21	(4) Application for registered name	10.00
22	(5) Application for renewal of	
23	registered name	10.00
24	(6) Corporation's statement of change of	
25	registered agent or registered	
26	office or both	5.00
27	(7) Agent's statement of change of	
28	registered office for each affected	
29	corporation	5.00
30	(8) Agent's statement of resignation	No fee
31	(9) Designation of registered agent or	
32	registered office or both	5.00
33	(10) Amendment of articles of	
34	incorporation	50.00
35	(11) Restated articles of incorporation	10.00
36	with amendment of articles	50.00
37	(12) Articles of merger or share exchange	50.00
38	(13) Articles of dissolution	30.00
39	(14) Articles of revocation of	
40	dissolution	10.00
41	(15) Certificate of administrative	
42	dissolution	No fee
43	(16) Application for reinstatement	

- 1 following administrative dissolution 25.00
2 (17) Certificate of reinstatement No fee
3 (18) Certificate of judicial dissolution No fee
4 (19) Application for certificate of
5 authority 200.00
6 (20) Application for amended certificate
7 of authority 50.00
8 (21) Application for certificate of
9 withdrawal 10.00
10 (22) Certificate of revocation of
11 authority to transact business No fee
12 ~~(23) Annual report 10.00~~
13 (24) Articles of correction 10.00
14 (25) Application for certificate of
15 existence or authorization 5.00
16 (26) Any other document required or
17 permitted to be filed by this Chapter 10.00.

18 (b) The Secretary of State shall collect a fee of ten dollars (\$10.00) each time
19 process is served on ~~him~~ the Secretary under this Chapter. The party to a proceeding
20 causing service of process is entitled to recover this fee as costs if ~~he~~ the party prevails in
21 the proceeding.

22 (c) The Secretary of State shall collect the following fees for copying, comparing,
23 and certifying a copy of any filed document relating to a domestic or foreign corporation:

- 24 (1) One dollar (\$1.00) a page for copying or comparing a copy to the
25 original; and
26 (2) Five dollars (\$5.00) for the certificate.

27 (d) The Secretary of State shall collect the following additional fees for the
28 expedited filing of a document received in good order:

- 29 (1) Two hundred dollars (\$200.00) for the filing by the end of the same
30 business day of a document received by 12:00 noon Eastern Standard
31 Time; and
32 (2) One hundred dollars (\$100.00) for the filing of a document within 24
33 hours after receipt, excluding weekends and holidays."

34 Sec. 4. G.S. 55-1-25 reads as rewritten:

35 "**§ 55-1-25. Filing duty of Secretary of State.**

36 (a) If a document delivered to the office of the Secretary of State for filing satisfies
37 the requirements of this Chapter, the Secretary of State shall file it. Any documents filed
38 with the Secretary of State pursuant to this Chapter may be maintained by the Secretary
39 either in their original form or in photographic, microfilm, optical disk media, or other
40 reproduced form. The Secretary may make reproductions of documents filed under this
41 Chapter, or under any predecessor act, by photographic, microfilm, optical disk media, or
42 other means of reproduction, and may destroy the originals of those documents
43 reproduced.

1 (b) The Secretary of State files a document by stamping or otherwise endorsing
2 'Filed', together with ~~his~~the Secretary's name and official title and the date and time of
3 filing, on both the original and the document copy. After filing a document, except as
4 provided in G.S. 55-5-03 and G.S. 55-15-09, the Secretary of State shall deliver the
5 document copy to the domestic or foreign corporation or its representative.

6 (c) If the Secretary of State refuses to file a document, ~~he~~the Secretary shall return
7 it, by personal delivery or by first-class mail postage prepaid, to the domestic or foreign
8 corporation or its representative within five days after the document was received,
9 together with a brief, written statement of the date and the reason for ~~his~~refusal. The
10 Secretary of State may correct apparent errors and omissions on a document submitted
11 for filing if authorized to make the corrections by the person submitting the document for
12 filing. The authorization to make the corrections shall be confirmed, according to
13 procedures adopted by rule, by the Secretary prior to making the correction.

14 (d) The Secretary of State's duty is to review and file documents that satisfy the
15 requirements of this Chapter. ~~His~~The Secretary of State's filing or refusing to file a
16 document does not:

- 17 (1) Except as provided in G.S. 55-2-03(b), affect the validity or invalidity
18 of the document in whole or part;
- 19 (2) Relate to the correctness or incorrectness of information contained in
20 the document;
- 21 (3) Create a presumption that the document is valid or invalid or that
22 information contained in the document is correct or incorrect."

23 Sec. 5. G.S. 55-1-27 reads as rewritten:

24 "**§ 55-1-27. Evidentiary effect of copy of filed document.**

25 A certificate attached to a copy of a document filed by the Secretary of State, bearing
26 ~~his~~the Secretary of State's signature (which may be in facsimile) and the seal of ~~his~~office
27 and certifying that ~~said~~the copy is a true copy of ~~said~~the document, is conclusive
28 evidence that the original document is on file with the Secretary of State. A
29 photographic, microfilm, optical disk media, or other reproduced copy of a document
30 filed pursuant to this Chapter or any predecessor act, when certified by the Secretary,
31 shall be considered an original for all purposes and is admissible in evidence in like
32 manner as an original."

33 Sec. 6. G.S. 55-1-28(a)(4) reads as rewritten:

- 34 "(4) That its most recent annual report required by G.S. 55-16-22 has been
35 delivered to the Secretary of ~~State~~Revenue;"

36 Sec. 7. G.S. 55-1-41(d) reads as rewritten:

37 "(d) Written notice to a domestic or foreign corporation (authorized to transact
38 business in this State) may be addressed to its registered agent at its registered office or to
39 the corporation or its secretary at its principal office shown in its most recent annual
40 report on file in the office of the Secretary of ~~State~~Revenue or, in the case of a foreign
41 corporation that has not yet delivered an annual report, in its application for a certificate
42 of authority."

43 Sec. 8. G.S. 55-14-20(2) reads as rewritten:

1 "(2) The corporation does not deliver its annual report to the Secretary of
2 State ~~Revenue~~ within 60 days after it is due;"

3 Sec. 9. G.S. 55-14-22(a) reads as rewritten:

4 "(a) A corporation administratively dissolved under G.S. 55-14-21 may apply to the
5 Secretary of State for reinstatement within two years after the effective date of
6 dissolution. The application must:

7 (1) Recite the name of the corporation and the effective date of its
8 administrative dissolution; and

9 (2) State that the ground or grounds for dissolution either did not exist or
10 have been ~~eliminated~~; eliminated.

11 ~~(3) Reserved for future codification purposes; and~~

12 ~~(4) Contain a certificate from the Department of Revenue reciting that all
13 taxes owed by the corporation have been paid."~~

14 Sec. 9.1. G.S. 55-14-22(a) reads as rewritten:

15 "(a) A corporation administratively dissolved under G.S. 55-14-21 may apply to the
16 Secretary of State for reinstatement ~~within two years~~ after the effective date of dissolution.
17 The application must:

18 (1) Recite the name of the corporation and the effective date of its
19 administrative dissolution; and

20 (2) State that the ground or grounds for dissolution either did not exist or
21 have been ~~eliminated~~; eliminated.

22 ~~(3) Reserved for future codification purposes; and~~

23 ~~(4) Contain a certificate from the Department of Revenue reciting that all
24 taxes owed by the corporation have been paid."~~

25 Sec. 9.2. Effective July 1, 1996, G.S. 55-14-22(a), as amended by Section 9.1
26 of this act, reads as rewritten:

27 "(a) A corporation administratively dissolved under G.S. 55-14-21 may apply to the
28 Secretary of State for reinstatement within two years after the effective date of
29 dissolution. The application must:

30 (1) Recite the name of the corporation and the effective date of its
31 administrative dissolution; and

32 (2) State that the ground or grounds for dissolution either did not exist or
33 have been eliminated."

34 Sec. 10. G.S. 55-15-30(a)(1) reads as rewritten:

35 "(1) The foreign corporation does not deliver its annual report to the
36 Secretary of State ~~Revenue~~ within 60 days after it is due;"

37 Sec. 11. G.S. 55-16-01(e)(7) reads as rewritten:

38 "(7) Its most recent annual report delivered to the Secretary of State ~~Revenue~~
39 under G.S. 55-16-22."

40 PART II. NONPROFIT CORPORATIONS.

41 Sec. 12. G.S. 55A-16-22 reads as rewritten:

42 "**§ 55A-16-22. Annual report for the Secretary of State.**

1 (a) Each domestic corporation, and each foreign corporation authorized to conduct
2 affairs in this State, shall deliver to the Secretary of ~~State Revenue~~ for filing an annual
3 ~~report that sets forth~~ report on or before March 15 each year. The annual report shall be
4 in a form prescribed by the Secretary of Revenue and shall set forth:

5 (1) The name of the corporation and the state or country under whose law it
6 is ~~incorporated~~ incorporated, and a telephone number by which the
7 person in charge of the management of the corporation may be
8 contacted;

9 (2) The street address, and the mailing address if different from the street
10 address, of the registered office, the county in which its registered office
11 is located, and the name of its registered agent at that office in this State,
12 and a statement of any change of such registered office or registered
13 agent, or both;

14 (3) The address of its principal office;

15 (4) The names, titles, and business or residence addresses of its ~~directors and~~
16 ~~principal officers~~ president or chief executive officer, vice-president or
17 chief operating officer, secretary, and treasurer or chief financial officer;

18 (5) A brief description of the nature of its activities; and

19 (6) Whether or not it has members.

20 If the information contained in the most recently filed annual report has not changed, a
21 certification to that effect may be made instead of setting forth the information required
22 by subdivisions (2) through (6) of this subsection.

23 (b) The information in the annual report shall be current as of the date the annual
24 report is executed on behalf of the corporation.

25 (c) The annual report shall be delivered to the Secretary of State each year within
26 60 days immediately following the last day of the month in which the domestic
27 corporation was incorporated or the foreign corporation received a certificate of authority
28 in this State. Forms required for the filing of the annual report shall be mailed by the
29 Secretary of State to the domestic or foreign corporation at its registered ~~office for the first~~
30 ~~annual report, then to its principal office for subsequent annual reports.~~ office. Forms required
31 for the filing of subsequent annual reports shall be made available by the Secretary of
32 Revenue.

33 (d) If an annual report does not contain the information required by this section,
34 the Secretary of ~~State Revenue~~ shall promptly notify the reporting domestic or foreign
35 corporation in writing and return the report to it for correction. If the report is corrected
36 to contain the information required by this section and delivered to the Secretary of ~~State~~
37 Revenue within 30 days after the effective date of notice, it is deemed to be timely filed.
38 The Secretary of Revenue shall notify the Secretary of State promptly of any corporation
39 that fails to file a timely report.

40 (e) Amendments to any previously filed annual report may be filed at any time for
41 the purpose of correcting, updating, or augmenting the information contained in such
42 annual report.

43 (f) This section does not apply to a religious corporation."

1 Sec. 13. G.S. 55A-1-21(a) reads as rewritten:

2 "(a) The Secretary of State may promulgate and furnish on request forms for:

- 3 (1) An application for a certificate of existence;
- 4 (2) A foreign corporation's application for a certificate of authority to
- 5 conduct affairs in this State; and
- 6 (3) A foreign corporation's application for a certificate of ~~withdrawal~~; and
- 7 withdrawal.
- 8 (4) ~~The annual report.~~

9 If the Secretary of State so requires, use of these forms is mandatory."

10 Sec. 14. G.S. 55A-1-22 reads as rewritten:

11 "**§ 55A-1-22. Filing, service, and copying fees.**

12 (a) The Secretary of State shall collect the following fees when the documents

13 described in this subsection are delivered to the Secretary for filing:

Document	Fee
14 (1) Articles of incorporation	\$50.00
15 (2) Application for reserved name	\$10.00
16 (3) Notice of transfer of reserved name	\$10.00
17 (4) Application for registered name	\$10.00
18 (5) Application for renewal of registered name	\$10.00
19 (6) Corporation's statement of change of registered agent or registered	
20 office or both	\$ 5.00
21 (7) Agent's statement of change of registered office for each affected	
22 corporation	\$ 5.00
23 (8) Agent's statement of resignation	No fee
24 (9) Designation of registered agent or registered office or both	\$ 5.00
25 (10) Amendment of articles of incorporation	\$25.00
26 (11) Restated articles of incorporation without amendment of articles	
27	\$10.00
28 (12) Restated articles of incorporation with amendment of articles	\$25.00
29 (13) Articles of merger	\$25.00
30 (14) Articles of dissolution	\$15.00
31 (15) Articles of revocation of dissolution	\$10.00
32 (16) Certificate of administrative dissolution	No fee
33 (17) Application for reinstatement following administrative dissolution	
34	\$25.00
35 (18) Certificate of reinstatement	No fee
36 (19) Certificate of judicial dissolution	No fee
37 (20) Application for certificate of authority	\$100.00
38 (21) Application for amended certificate of authority	\$25.00
39 (22) Application for certificate of withdrawal	\$10.00
40 (23) Certificate of revocation of authority to conduct affairs	No
41	fee
42 (24) Annual Report <u>Statement of Change</u>	\$10.00 <u>\$5.00</u>
43	

1 (25) Articles of correction \$10.00

2 (26) Application for certificate of existence or authorization \$ 5.00

3 (27) Any other document required or permitted to be filed by this Chapter
4 \$10.00.

5 (b) The Secretary of State shall collect a fee of ten dollars (\$10.00) each time
6 process is served on the Secretary under this Chapter. The party to a proceeding causing
7 service of process is entitled to recover this fee as costs if the party prevails in the
8 proceeding.

9 (c) The Secretary of State shall collect the following fees for copying, comparing,
10 and certifying a copy of any filed document relating to a domestic or foreign corporation:

11 (1) One dollar (\$1.00) a page for copying or comparing a copy to the
12 original; and

13 (2) Five dollars (\$5.00) for the certificate.

14 (d) The Secretary of State shall collect the following additional fees for the
15 expedited filing of a document received in good order:

16 (1) Two hundred dollars (\$200.00) for the filing by the end of the same
17 business day of a document received by 12:00 noon Eastern Standard
18 Time; and

19 (2) One hundred dollars (\$100.00) for the filing of a document within 24
20 hours after receipt, excluding weekends and holidays."

21 Sec. 15. G.S. 55A-1-25 reads as rewritten:

22 "**§ 55A-1-25. Filing duty of Secretary of State.**

23 (a) If a document delivered to the office of the Secretary of State for filing satisfies
24 the requirements of this Chapter, the Secretary of State shall file it. Any documents filed
25 with the Secretary of State pursuant to this Chapter may be maintained by the Secretary
26 either in their original form or in photographic, microfilm, optical disk media, or other
27 reproduced form. The Secretary may make reproductions of documents filed under this
28 Chapter, or under any predecessor act, by photographic, microfilm, optical disk media, or
29 other means of reproduction, and may destroy the originals of those documents
30 reproduced.

31 (b) The Secretary of State files a document by stamping or otherwise endorsing
32 'Filed', together with the Secretary of State's name and official title and the date and time
33 of filing, on both the original and the exact or conformed copy. After filing a document,
34 except as provided in G.S. 55A-5-03 and G.S. 55A-15-09, the Secretary of State shall
35 deliver the exact or conformed copy to the domestic or foreign corporation or its
36 representative.

37 (c) If the Secretary of State refuses to file a document, the Secretary of State shall
38 return it, by personal delivery or by first-class mail postage prepaid, to the domestic or
39 foreign corporation or its representative within five days after the document was
40 received, together with a brief, written statement of the date of and the reason for refusal.
41 The Secretary of State may correct apparent errors and omissions on a document
42 submitted for filing if authorized to make the corrections by the person submitting the

1 document for filing. The authorization to make the corrections shall be confirmed,
2 according to procedures adopted by rule, by the Secretary prior to making the correction.

3 (d) The Secretary of State's duty is to review and file documents that satisfy the
4 requirements of this Chapter. The Secretary of State's filing or refusing to file a
5 document does not:

- 6 (1) Except as provided in G.S. 55A-2-03(b), affect the validity or invalidity
7 of the document in whole or part;
- 8 (2) Determine the correctness or incorrectness of information contained in
9 the document;
- 10 (3) Create a presumption that the document is valid or invalid or that
11 information contained in the document is correct or incorrect."

12 Sec. 16. G.S. 55A-1-27 reads as rewritten:

13 **"§ 55A-1-27. Evidentiary effect of certificate of filing.**

14 A certificate attached to a copy of a document filed by the Secretary of State, bearing
15 the Secretary of State's signature (which may be in facsimile) and the seal of his office
16 and certifying that the copy is a true copy of the document, is conclusive evidence that
17 the original document is on file with the Secretary of State. A photographic, microfilm,
18 optical disk media, or other reproduced copy of a document filed pursuant to this Chapter
19 or any predecessor act, when certified by the Secretary, shall be considered an original
20 for all purposes and is admissible in evidence in like manner as an original."

21 Sec. 17. G.S. 55A-1-28(b)(4) reads as rewritten:

22 "(4) That its most recent annual report required by G.S. 55A-16-22 has been
23 delivered to the Secretary of ~~State~~; Revenue;"

24 Sec. 18. G.S. 55A-1-40 (20) reads as rewritten:

25 "(20) 'Principal office' means the office (in or out of this State) so designated
26 in the annual report filed pursuant to ~~G.S. 55A-16-22~~ G.S. 55A-16-22,
27 the articles of incorporation, or any subsequent statements of change
28 filed with the Secretary of State where the principal offices of a
29 domestic or foreign corporation are located."

30 Sec. 19. G.S. 55A-1-41(d) reads as rewritten:

31 "(d) Written notice to a domestic or foreign corporation (authorized to conduct
32 affairs in this State) may be addressed to its registered agent at its registered office or to
33 the corporation or its secretary at its principal office shown in its most recent annual
34 report on file in the office of the Secretary of ~~State~~ Revenue or, in the case of a foreign
35 corporation that has not yet delivered an annual report, in its application for a certificate
36 of authority. In the case of a religious corporation, written notice may be addressed to its
37 registered agent at its registered office or to the corporation or its secretary at its principal
38 office shown in the articles of incorporation or any statements of change filed with the
39 Secretary of State."

40 Sec. 20. G.S. 55A-2-02(a) reads as rewritten:

41 "(a) The articles of incorporation shall set forth:

- 42 (1) A corporate name for the corporation that satisfies the requirements of
43 G.S. 55A-4-01;

- 1 (2) If the corporation is a charitable or religious corporation, a statement to
2 that effect if it was incorporated on or after the effective date of this
3 Chapter;
- 4 (3) The street address, and the mailing address if different from the street
5 address, of the corporation's initial registered office, the county in which
6 the initial registered office is located, and the name of the corporation's
7 initial registered agent at that address;
- 8 (4) The name and address of each incorporator;
- 9 (5) Whether or not the corporation will have members; ~~and~~
- 10 (6) Provisions not inconsistent with law regarding the distribution of assets
11 on ~~dissolution~~-dissolution; and
- 12 (7) The street address, and the mailing address if different from the street
13 address, of the principal office, and the county in which the principal
14 office is located."

15 Sec. 21. G.S. 55A-5-02(c) reads as rewritten:

16 "(c) ~~A corporation~~-corporation, other than a religious corporation, may change its
17 registered office or registered agent by including in its annual report required by G.S.
18 55A-16-22 the information and any written consent required by subsection (a) of this
19 section."

20 Sec. 22. Article 5 of Chapter 55A of the General Statutes is amended by
21 adding a new section to read:

22 "**§ 55A-5-02.1. Change of principal office.**

23 A corporation may change its principal office by delivering to the Secretary of State
24 for filing a statement of change that sets forth:

- 25 (1) The street address, and the mailing address if different from the street
26 address, of the corporation's current principal office and the county in
27 which it is located.
- 28 (2) The street address, and the mailing address if different from the street
29 address, of the new principal office and the county in which it is
30 located."

31 Sec. 23. G.S. 55A-5-03(b) reads as rewritten:

32 "(b) After filing the statement the Secretary of State shall mail one copy to the
33 registered office (if not discontinued) and the other copy to the corporation at its principal
34 office as shown in its most recent annual ~~report~~-report or, in the case of a religious
35 corporation, at its principal office as shown in its articles of incorporation or any
36 statement of change."

37 Sec. 24. G.S. 55A-5-04(b) reads as rewritten:

38 "(b) When a corporation fails to appoint or maintain a registered agent in this State,
39 or when its registered agent cannot with due diligence be found at the registered office,
40 the Secretary of State shall be an agent of the corporation upon whom any process,
41 notice, or demand may be served. Service on the Secretary of State of any process,
42 notice, or demand shall be made by delivering to and leaving with the Secretary of State
43 or with any clerk having charge of the corporation department of his office, duplicate

1 copies of such process, notice, or demand. In the event any process, notice, or demand is
2 served on the Secretary of State, he shall immediately mail one of the copies thereof, by
3 registered or certified mail, return receipt requested, to the corporation at its principal
4 office shown in its most recent annual report or, in the case of a religious corporation, at
5 its principal office as shown in its articles of incorporation or any statement of change, or
6 in any subsequent communication received from the corporation stating the current
7 mailing address of its principal office or, if there is no mailing address for the principal
8 office on file, to the corporation at its registered office. Service on a corporation under
9 this subsection shall be effective for all purposes from and after the date of such service
10 on the Secretary of State."

11 Sec. 25. G.S. 55A-14-20(2) reads as rewritten:

12 "(2) The corporation does not deliver its annual report to the Secretary of
13 State Revenue within 60 days after it is due;"

14 Sec. 26. G.S. 55A-15-09(b) reads as rewritten:

15 "(b) After filing the statement, the Secretary of State shall mail one copy to the
16 registered office (if not discontinued) and the other copy to the foreign corporation at its
17 principal office shown in its most recent annual ~~report~~ report or, in the case of a religious
18 corporation, at its principal office as shown in its articles of incorporation or any
19 statement of change."

20 Sec. 27. G.S. 55A-15-10(b) reads as rewritten:

21 "(b) When a foreign corporation authorized to conduct affairs in this State fails to
22 appoint or maintain a registered agent in this State, or when its registered agent cannot
23 with due diligence be found at the registered office, or when its certificate of authority
24 shall have been revoked under G.S. 55A-15-31, the Secretary of State shall be an agent of
25 such corporation upon whom any process, notice, or demand may be served. Service on
26 the Secretary of State of any process, notice, or demand shall be made by delivering to
27 and leaving with the Secretary of State or with any clerk having charge of the corporation
28 department of the Secretary of State's office, duplicate copies of such process, notice, or
29 demand. In the event any process, notice, or demand is served on the Secretary of State,
30 he shall immediately mail one of the copies thereof, by registered or certified mail, return
31 receipt requested, to the corporation at its principal office shown in its most recent annual
32 report or, in the case of a religious corporation, at its principal office as shown in its
33 articles of incorporation or any statement of change, or in any subsequent communication
34 received from the corporation stating the current mailing address of its principal office or,
35 if there is no mailing address for the principal office on file, to the corporation at its
36 registered office. Service on a foreign corporation under this subsection shall be effective
37 for all purposes from and after the date of such service on the Secretary of State."

38 Sec. 28. G.S. 55A-15-30(a)(1) reads as rewritten:

39 "(1) The foreign corporation does not deliver its annual report to the
40 Secretary of State Revenue within 60 days after it is due;"

41 Sec. 29. G.S. 55A-16-01(e)(7) reads as rewritten:

42 "(7) Its most recent annual report delivered to the Secretary of State Revenue
43 under G.S. 55A-16-22."

1 PART III. LIMITED LIABILITY COMPANIES.

2 Sec. 30. G.S. 57C-2-23 reads as rewritten:

3 "**§ 57C-2-23. Annual report for Secretary of State-Revenue.**4 (a) Each domestic limited liability company and each foreign limited liability
5 company authorized to transact business in this State, shall deliver to the Secretary of
6 State-Revenue for filing an annual ~~report~~-report, in a form prescribed by the Secretary of
7 Revenue, that sets forth:8 (1) The name of the limited liability or foreign limited liability company
9 and the state or country under whose law it is ~~organized~~; organized, and
10 a telephone number by which the person in charge of the management
11 of the limited liability company may be contacted;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 of its principal office;

18 (4) The names and business addresses of its managers; and

19 (5) A brief description of the nature of its business.

20 If the information contained in the most recently filed annual report has not changed,
21 a certification to that effect may be made instead of setting forth the information required
22 by subdivisions (2) through (5) of this subsection.23 (b) Information in the annual report must be current as of the date the annual
24 report is executed on behalf of the limited liability company or the foreign limited
25 liability company.26 (c) The annual report shall be delivered to the Secretary of ~~State~~ each year
27 Revenue within 60 days immediately following the last day of the month in which the
28 domestic limited liability company was organized or the foreign limited liability
29 company received a certificate of authority in this State. by the due date, including any
30 approved extensions, for filing the limited liability company's partnership tax return.
31 Forms required for the filing of the annual report shall be mailed by the Secretary of State
32 to the domestic or foreign limited liability company at its registered office for the first
33 annual report, and then to its principal office for subsequent annual reports. Forms
34 required for the filing of subsequent annual reports shall be made available by the
35 Secretary of Revenue.36 (d) If an annual report does not contain the information required by this section,
37 the Secretary of ~~State-Revenue~~ shall promptly notify the reporting domestic or foreign
38 limited liability company in writing and return the report to it for correction. If the report
39 is corrected to contain the information required by this section and delivered to the
40 Secretary of ~~State-Revenue~~ within 30 days after the effective date of notice, it is deemed
41 to be timely filed. The Secretary of Revenue shall notify the Secretary of State promptly
42 of any limited liability company that fails to file a timely report.

1 (e) Amendments to any previously filed annual report may be filed at any time for
 2 the purpose of correcting, updating, or augmenting the information contained in the
 3 annual report."

4 Sec. 31. G.S. 57C-1-22 reads as rewritten:

5 **"§ 57C-1-22. Filing, service, and copying fees.**

6 (a) The Secretary of State shall collect the following fees when the documents
 7 described in this subsection are delivered to the Secretary of State for filing:

8	<u>Document</u>	<u>Fee</u>
9	(1) Articles of organization	\$100.00
10	(2) Application for reserved name	10.00
11	(3) Notice of transfer of reserved name	10.00
12	(4) Application for registered name	10.00
13	(5) Application for renewal of registered name	10.00
14	(6) Limited liability company's statement of	
15	change of registered agent or registered	
16	office or both	5.00
17	(7) Agent's statement of change of registered	
18	office for each affected limited	
19	liability company	5.00
20	(8) Agent's statement of resignation	No fee
21	(9) Designation of registered agent or	
22	registered office or both	5.00
23	(10) Amendment of articles of organization	50.00
24	(11) Restated articles of organization	
25	without amendment of articles	10.00
26	(12) Restated articles of organization	
27	with amendment of articles	50.00
28	(13) Articles of merger	50.00
29	(14) Articles of dissolution	30.00
30	(15) Articles of revocation of dissolution	10.00
31	(16) Certificate of administrative dissolution	No fee
32	(17) Certificate of reinstatement	No fee
33	(18) Certificate of judicial dissolution	No fee
34	(19) Application for certificate of authority	200.00
35	(20) Application for amended certificate	
36	of authority	50.00
37	(21) Application for certificate of withdrawal	10.00
38	(22) Certificate of revocation of authority	
39	to transact business	No fee
40	(23) Articles of correction	10.00
41	(24) Application for certificate of existence	
42	or authorization	5.00
43	(25) Annual report	200.00

1 (26) Any other document required or permitted
2 to be filed by this Chapter 10.00.

3 (b) The Secretary of State shall collect a fee of ten dollars (\$10.00) each time
4 process is served on the Secretary of State under this Chapter. The party to a proceeding
5 causing service of process is entitled to recover this fee as costs if ~~he~~the party prevails in
6 the proceeding.

7 (c) The Secretary of State shall collect the following fees for copying, comparing,
8 and certifying a copy of any filed document relating to a domestic or foreign limited
9 liability company:

10 (1) One dollar (\$1.00) a page for copying or comparing a copy to the
11 original; and

12 (2) Five dollars (\$5.00) for the certificate.

13 (d) The Secretary of State shall collect the following additional fees for the
14 expedited filing of a document received in good order:

15 (1) Two hundred dollars (\$200.00) for the filing by the end of the same
16 business day of a document received by 12:00 noon Eastern Standard
17 Time; and

18 (2) One hundred dollars (\$100.00) for the filing of a document within 24
19 hours after receipt, excluding weekends and holidays."

20 Sec. 32. G.S. 57C-1-25 reads as rewritten:

21 "**§ 57C-1-25. Filing duty of Secretary of State.**

22 (a) If a document delivered to the Office of the Secretary of State for filing
23 satisfies the requirements of this Chapter, the Secretary of State shall file it. Any
24 documents filed with the Secretary of State pursuant to this Chapter may be maintained
25 by the Secretary either in their original form or in photographic, microfilm, optical disk
26 media, or other reproduced form. The Secretary may make reproductions of documents
27 filed under this Chapter, or under any predecessor act, by photographic, microfilm,
28 optical disk media, or other means of reproduction, and may destroy the originals of those
29 documents reproduced.

30 (b) The Secretary of State files a document by stamping or otherwise endorsing
31 'Filed', together with ~~his~~the Secretary of State's name and official title and the date and
32 time of filing, on both the original and the document copy. After filing a document, the
33 Secretary of State shall deliver the document copy to the domestic or foreign limited
34 liability company or its representative.

35 (c) If the Secretary of State refuses to file a document, the Secretary of State shall
36 return it to the domestic or foreign limited liability company or its representative within
37 five days after the document was received, together with a brief, written explanation of
38 the reason for ~~his~~refusal. The Secretary of State may correct apparent errors and
39 omissions on a document submitted for filing if authorized to make the corrections by the
40 person submitting the document for filing. The authorization to make the corrections
41 shall be confirmed, according to procedures adopted by rule, by the Secretary prior to
42 making the correction.

1 (d) The Secretary of State's duty is to review and file documents that satisfy the
2 requirements of this Chapter. The Secretary of State's filing or refusing to file a
3 document does not:

- 4 (1) Affect the validity or invalidity of the document in whole or part;
- 5 (2) Relate to the correctness or incorrectness of information contained in
6 the document; or
- 7 (3) Create a presumption that the document is valid or invalid or that
8 information contained in the document is correct or incorrect."

9 Sec. 33. G.S. 57C-1-27 reads as rewritten:

10 **"§ 57C-1-27. Evidentiary effect of copy of filed document.**

11 A certificate attached to a copy of a document filed by the Secretary of State, bearing
12 the Secretary of State's signature (which may be in facsimile) and the seal of office and
13 certifying that ~~said~~the copy is a true copy of ~~said~~the document, is conclusive evidence
14 that the original document is on file with the Secretary of State. A photographic,
15 microfilm, optical disk media, or other reproduced copy of a document filed pursuant to
16 this Chapter or any predecessor act, when certified by the Secretary, shall be considered
17 an original for all purposes and is admissible in evidence in like manner as an original."

18 Sec. 34. G.S. 57C-3-25(a) reads as rewritten:

19 "(a) Any person dealing with a limited liability company or a foreign limited
20 liability company may rely conclusively upon its most recent annual report and any
21 amendments thereto filed with the Secretary of ~~State~~Revenue pursuant to G.S. 57C-2-23
22 as to the identity of its managers, except to the extent the person has actual knowledge
23 that a person identified therein as a manager is not a manager."

24 Sec. 35. G.S. 57C-6-03(a)(2) reads as rewritten:

25 "(2) The limited liability company does not deliver its annual report to the
26 Secretary of ~~State~~Revenue on or before the date it is due;".

27 Sec. 36. G.S. 57C-7-14(a)(2) reads as rewritten:

28 "(2) The foreign limited liability company has not delivered its annual report
29 to the Secretary of ~~State~~Revenue on or before the date it is due;".

30 PART IV. LIMITED PARTNERSHIPS.

31 Sec. 37. G.S. 59-206 reads as rewritten:

32 **"§ 59-206. Filing requirements.**

33 (a) Whenever the provisions of this Article require any document relating to a
34 limited partnership to be executed and filed in accordance with this Article, unless
35 otherwise specifically stated in this Article:

36 (1) There shall be an original executed document and also one conformed
37 copy.

38 (2) The original document so signed, together with the conformed copy,
39 shall be delivered to the Secretary of State. Unless ~~he~~the Secretary
40 finds that it does not conform to law, the Secretary ~~of State~~shall, when
41 the proper fees have been tendered, endorse upon the original the word
42 'filed' and the hour, day, month and year of the filing thereof and shall
43 file the same in his office. The Secretary of State shall thereupon

1 immediately compare the copy with the original and if ~~he~~ the Secretary
2 finds that they are identical he shall make upon the conformed copy the
3 same endorsement which appears on the original and shall attach to the
4 copy a certificate stating that attached thereto is a true copy of the
5 document, designated by an appropriate title, filed in his office and
6 showing the date of ~~such~~ the filing. ~~He~~ The Secretary shall thereupon
7 return the copy so certified to the limited partnership or its
8 representatives. Any documents filed with the Secretary of State
9 pursuant to this Chapter may be maintained by the Secretary either in
10 their original form or in photographic, microfilm, optical disk media, or
11 other reproduced form. The Secretary may make reproductions of
12 documents filed under this Chapter, or under any predecessor act, by
13 photographic, microfilm, optical disk media, or other means of
14 reproduction, and may destroy the originals of the documents
15 reproduced. The Secretary of State may correct apparent errors and
16 omissions on a document submitted for filing if authorized to make the
17 corrections by the person submitting the document for filing. The
18 authorization to make the corrections shall be confirmed, according to
19 procedures adopted by rule, by the Secretary prior to making the
20 correction.

21 (3) Repealed by Session Laws 1991, c. 153, s. 2.

22 (3a) Whenever the name of any domestic or foreign limited partnership
23 holding title to real property in this State is changed upon amendment to
24 the certificate of limited partnership, a certificate reciting ~~such~~ the
25 change or transfer shall be recorded in the office of the register of deeds
26 of the county where the property lies, or if the property is located in
27 more than one county, then in each county where any portion of the
28 property lies.

29 (4) The Secretary of State shall adopt uniform certificates to be furnished
30 for registration in accordance with this section. In the case of a foreign
31 limited partnership, a similar certificate by any competent authority of
32 the jurisdiction under which the limited partnership is organized may be
33 registered in accordance with this section.

34 (5) The certificate required by this section shall be recorded by the register
35 of deeds in the same manner as deeds, and for the same fees, but no
36 formalities as to acknowledgement, probate, or approval by any other
37 officer shall be required. The former name of the limited partnership
38 holding title to the real property before the amendment shall appear in
39 the 'Grantor' index, and the amended name of the limited partnership
40 holding title to the real property by virtue of the amendment shall
41 appear in the 'Grantee' index.

42 (b) Repealed by Session Laws 1991, c. 153, s. 2.

1 (b1) Except as provided in subsection (b2), a document accepted for filing is
2 effective:

- 3 (1) At the time of filing on the date it is filed, as evidenced by the Secretary
4 of State's date and time endorsement on the original document; or
5 (2) At the time specified in the document as its effective time on the date it
6 is filed.

7 (b2) A document may specify a delayed effective time and date, and if it does so the
8 document becomes effective at the time and date specified. If a delayed effective date
9 but not time is specified, the document is effective at 11:59:59 p.m. on that date. A
10 delayed effective date for a document may not be later than the ninetieth day after the
11 date it is filed.

12 (b3) The fact that a document has become effective under this section does not
13 determine its validity or invalidity or the correctness or incorrectness of the information
14 contained in the document.

15 (c) It shall be the duty of the Secretary of State, whenever so requested and upon
16 tender of the proper fees, to certify as aforesaid any true copy of any ~~such~~ document on
17 file in ~~his~~ the office, or if ~~such be the request, requested,~~ to make or cause to be made
18 typewritten or photostatic copies of ~~such~~ the documents and to certify the same as
19 aforesaid. A photographic, microfilm, optical disk media, or other reproduced copy of a
20 document filed pursuant to this Chapter or any predecessor act, when certified by the
21 Secretary, shall be considered an original for all purposes and is admissible in evidence in
22 like manner as an original."

23 Sec. 38. G.S. 59-1106 reads as rewritten:

24 "**§ 59-1106. Fees.**

25 The Secretary of State shall collect the following fees and remit them to the State
26 Treasurer for the use of the State:

- 27 (1) For filing a certificate of limited
28 partnership (G.S. 59-201) \$50.00
29 (2) For filing a certificate of amendment
30 (G.S. 59-202; 59-905) 25.00
31 (3) For filing a certificate of cancellation
32 (G.S. 59-203; 59-906) 25.00
33 (4) For filing an application for reservation
34 of name (G.S. 59-104(a)) 10.00
35 (5) For filing a transfer of name
36 (G.S. 59-104(d)) 10.00
37 (6) For filing an application for registration
38 as foreign limited partnership
39 (G.S. 59-502) 50.00
40 (7) For preparing and furnishing a copy of
41 any document, instrument or paper filed or
42 recorded relating to a limited partnership
43 (G.S. 59-206(c))

- 1 For each page 1.00
- 2 For affixing his certificate and official seal
- 3 thereto 5.00
- 4 (8) For comparing a copy furnished to him of any
- 5 document, instrument or paper filed or
- 6 recorded relating to a limited partnership
- 7 For each page 1.00
- 8 (9) For filing any other document not herein
- 9 specifically provided for ~~10.00~~ 10.00
- 10 (10) For the expedited filing by the
- 11 end of the same business day of a
- 12 document received in good order by 12:00 noon
- 13 Eastern Standard Time 200.00
- 14 additional fee
- 15 (11) For the expedited filing of a document
- 16 received in good order within 24
- 17 hours after receipt, excluding
- 18 weekends and holidays 100.00
- 19 additional fee."

20 PART V. CONFORMING CHANGES, APPROPRIATIONS, AND EFFECTIVE
21 DATES.

22 Sec. 39. G.S. 105-228.90(a) reads as rewritten:

23 "(a) Scope. – This Article applies to Subchapters I, V, and VIII of this ~~Chapter~~
24 Chapter, to the annual report filing requirements of G.S. 55-16-22, 55A-16-22, and 57C-
25 2-23, and to inspection taxes levied under Article 3 of Chapter 119 of the General
26 Statutes."

27 Sec. 40. Article 9 of Chapter 105 of the General Statutes is amended by
28 adding a new section to read:

29 **§ 105-257.1. Secretary to administer annual report filing.**

30 (a) Filing Duty. – The Secretary shall review and file annual reports required to be
31 filed with the Secretary by corporations and limited liability companies pursuant to G.S.
32 55-16-22, 55A-16-22, and 57C-2-23. The penalties in G.S. 105-229 and G.S. 105-230
33 for failure to file a report do not apply to failure to file an annual report required by G.S.
34 55-16-22, 55A-16-22, or 57C-2-23.

35 (b) Information to Secretary of State. – The Secretary of Revenue shall provide the
36 Secretary of State immediate electronic access to the information contained in annual
37 reports filed with the Secretary of Revenue under this section. The Secretary of Revenue
38 shall notify the Secretary of State promptly of any entity that fails to file a timely annual
39 report.

40 (c) An entity filing an annual report with the Secretary shall pay the following fees
41 to the Secretary with the annual report:

42 <u>Business corporation annual report</u>	<u>\$ 10.00</u>
43 <u>Nonprofit corporation annual report</u>	<u>10.00</u>

1 Limited liability company annual report 200.00.
 2 Fees collected under this section shall be credited to the General Fund."

3 Sec. 41. G.S. 105-259(a) reads as rewritten:

4 "(a) Definitions. – The following definitions apply in this section:

5 (1) Employee or officer. – The term includes a former employee, a former
 6 officer, and a current or former member of a State board or commission.

7 (2) Tax information. – Any information from any source concerning the
 8 liability of a taxpayer for a tax, as defined in G.S. 105-228.90. The term
 9 includes the following:

- 10 a. Information contained on a tax return, a tax report, or an
 11 application for a license for which a tax is imposed.
- 12 b. Information obtained through an audit of a taxpayer or by
 13 correspondence with a taxpayer.
- 14 c. Information on whether a taxpayer has filed a tax return or a tax
 15 report.
- 16 d. A list or other compilation of the names, addresses, social
 17 security numbers, or similar information concerning taxpayers.

18 The term does not include (i) statistics classified so that information
 19 about specific taxpayers cannot be ~~identified~~ or (ii) identified, (ii) an
 20 annual report required to be filed under G.S. 55-16-22, 55A-16-22, or
 21 57C-2-23, or (iii) information submitted to the Business License
 22 Information Office of the Department of Secretary of State on a master
 23 application form for various business licenses."

24 Sec. 42. This act is not effective unless funds are appropriated to implement it.

25 Sec. 43. (a) Positions in the Office of the Secretary of State that have performed
 26 the functions transferred from the Office of the Secretary of State to the Department of
 27 Revenue in this act are transferred from the Office of the Secretary of State to the
 28 Department of Revenue, effective July 1, 1996. The funds, equipment, supplies, records,
 29 and other property to support the positions transferred by this section shall also be
 30 transferred from the Office of the Secretary of State to the Department of Revenue.

31 (b) Where a conflict arises in connection with the transfer, the transfer shall be
 32 resolved by the Director of the Budget, and the decision of the Director of the Budget
 33 shall be final.

34 Sec. 44. The amendments to G.S. 55-1-22, 55A-1-22, and 57C-1-22 made by
 35 Sections 3, 14, and 31 of this act, respectively, become effective July 1, 1996, and the
 36 new subsections added to G.S. 55-1-22, 55A-1-22, and 57C-1-22 apply to expedited
 37 filings submitted on or after that date. Sections 1, 2, 6-9, 9.2-13, 17-30, 34-36, and 39 -
 38 41 of this act become effective July 1, 1996, and apply to annual reports due for years
 39 beginning with 1996 and articles of incorporation filed on or after July 1, 1996. Section
 40 9.2 of this act applies to applications for reinstatement submitted on or after July 1, 1996.
 41 Sections 5, 16, 33, and 37 of this act become effective October 1, 1995. The remainder
 42 of this act becomes effective July 1, 1995, and Section 9.1 of this act applies to
 43 applications for reinstatement submitted on or after July 1, 1995.