

GENERAL ASSEMBLY OF NORTH CAROLINA

SESSION 1995

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HOUSE BILL 490
Committee Substitute Favorable 5/1/95

Short Title: File Annual Reports/Dept. Rev.

(Public)

Sponsors:

Referred to:

March 16, 1995

A BILL TO BE ENTITLED

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

9 The General Assembly of North Carolina enacts:

10 PART I. CORPORATIONS.

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

12 "**§ 55-16-22. Annual report for Secretary of State-Revenue.**

13 (a) Each domestic corporation except those governed by Chapter 55B, and each
14 foreign corporation authorized to transact business in this State, shall deliver to the
15 Secretary of ~~State-Revenue~~ for filing an annual ~~report-report~~, in a form prescribed by the
16 Secretary of Revenue, that sets forth:

17 (1) The name of the corporation and the state or country under whose law it
18 is ~~incorporated;~~ incorporated, and a telephone number by which the

1 person in charge of the management of the corporation may be
2 contacted;

3 (2) The street address, and the mailing address if different from the street
4 address, of the registered office, the county in which its registered office
5 is located, and the name of its registered agent at that office in this State,
6 and a statement of any change of such registered office or registered
7 agent, or both;

8 (3) The address of its principal office;

9 (4) ~~The names, titles, and business addresses~~ name, title, and business address
10 of its ~~principal officers;~~ president or chief executive officer; and

11 ~~(4a) The names and business addresses of its directors; and~~

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

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

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

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

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

34 (e) Amendments to any previously filed annual report may be filed at any time for
35 the purpose of correcting, updating, or augmenting the information contained in such
36 annual report. Any person dealing with a corporation or a foreign corporation may rely
37 conclusively upon its most recent annual report and any amendments thereto filed with
38 the Secretary of Revenue pursuant to G.S. 55-16-22 as to the identity of its president or
39 chief executive officer, except to the extent the person has actual knowledge that the
40 person identified therein as the president or chief executive officer is not that officer.

41 (f) Expired."

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

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

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

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

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

9 "**§ 55-1-22. Filing, service, and copying fees.**

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

11 described in this subsection are delivered to ~~him~~ the Secretary for filing:

Document	Fee
13 (1) Articles of incorporation	\$100.00
14 (2) Application for reserved name	10.00
15 (3) Notice of transfer of reserved name	10.00
16 (4) Application for registered name	10.00
17 (5) Application for renewal of	
18 registered name	10.00
19 (6) Corporation's statement of change of	
20 registered agent or registered	
21 office or both	5.00
22 (7) Agent's statement of change of	
23 registered office for each affected	
24 corporation	5.00
25 (8) Agent's statement of resignation	No fee
26 (9) Designation of registered agent or	
27 registered office or both	5.00
28 (10) Amendment of articles of	
29 incorporation	50.00
30 (11) Restated articles of incorporation	10.00
31 with amendment of articles	50.00
32 (12) Articles of merger or share exchange	50.00
33 (13) Articles of dissolution	30.00
34 (14) Articles of revocation of	
35 dissolution	10.00
36 (15) Certificate of administrative	
37 dissolution	No fee
38 (16) Application for reinstatement	
39 following administrative dissolution	25.00
40 (17) Certificate of reinstatement	No fee
41 (18) Certificate of judicial dissolution	No fee
42 (19) Application for certificate of	
43 authority	200.00

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

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

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

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

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

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

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

30 "**§ 55-1-25. Filing duty of Secretary of State.**

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

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

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

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

- 12 (1) Except as provided in G.S. 55-2-03(b), affect the validity or invalidity
13 of the document in whole or part;
- 14 (2) Relate to the correctness or incorrectness of information contained in
15 the 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."

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

19 "**§ 55-1-27. Evidentiary effect of copy of filed document.**

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

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

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

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

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

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

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

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

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

- 4 (1) Recite the name of the corporation and the effective date of its
5 administrative dissolution; and
- 6 (2) State that the ground or grounds for dissolution either did not exist or
7 have been ~~eliminated~~; eliminated.
- 8 ~~(3) Reserved for future codification purposes; and~~
- 9 ~~(4) Contain a certificate from the Department of Revenue reciting that all~~
10 ~~taxes owed by the corporation have been paid."~~

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

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

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

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

17 PART II. NONPROFIT CORPORATIONS.

18 Sec. 12. G.S. 55A-16-22 is repealed.

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

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

- 21 (1) An application for a certificate of existence;
- 22 (2) A foreign corporation's application for a certificate of authority to
23 conduct affairs in this State; and
- 24 (3) A foreign corporation's application for a certificate of ~~withdrawal~~; and
25 withdrawal.
- 26 ~~(4) The annual report.~~

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

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

29 "**§ 55A-1-22. Filing, service, and copying fees.**

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

Document	Fee
32 (1) Articles of incorporation	\$50.00
33 (2) Application for reserved name	\$10.00
34 (3) Notice of transfer of reserved name	\$10.00
35 (4) Application for registered name	\$10.00
36 (5) Application for renewal of registered name	\$10.00
37 (6) Corporation's statement of change of registered agent or registered 38 office or both	\$ 5.00
39 (7) Agent's statement of change of registered office for each affected 40 corporation	\$ 5.00
41 (8) Agent's statement of resignation	No fee
42 (9) Designation of registered agent or registered office or both	\$ 5.00

- 1 (10) Amendment of articles of incorporation \$25.00
2 (11) Restated articles of incorporation without amendment of articles
3 \$10.00
4 (12) Restated articles of incorporation with amendment of articles \$25.00
5 (13) Articles of merger \$25.00
6 (14) Articles of dissolution \$15.00
7 (15) Articles of revocation of dissolution \$10.00
8 (16) Certificate of administrative dissolution No fee
9 (17) Application for reinstatement following administrative dissolution
10 \$25.00
11 (18) Certificate of reinstatement No fee
12 (19) Certificate of judicial dissolution No fee
13 (20) Application for certificate of authority \$100.00
14 (21) Application for amended certificate of authority \$25.00
15 (22) Application for certificate of withdrawal \$10.00
16 (23) Certificate of revocation of authority to conduct affairs No
17 fee
18 (24) ~~Annual Report~~ Statement of Change ~~\$10.00~~ \$5.00
19 (25) Articles of correction \$10.00
20 (26) Application for certificate of existence or authorization \$ 5.00
21 (27) Any other document required or permitted to be filed by this Chapter
22 \$10.00.

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

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

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

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

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

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

40 "**§ 55A-1-25. Filing duty of Secretary of State.**

41 (a) If a document delivered to the office of the Secretary of State for filing satisfies
42 the requirements of this Chapter, the Secretary of State shall file it. Any documents filed
43 with the Secretary of State pursuant to this Chapter may be maintained by the Secretary

1 either in their original form or in photographic, microfilm, optical disk media, or other
2 reproduced form. The Secretary may make reproductions of documents filed under this
3 Chapter, or under any predecessor act, by photographic, microfilm, optical disk media, or
4 other means of reproduction, and may destroy the originals of those documents
5 reproduced.

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

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

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

- 23 (1) Except as provided in G.S. 55A-2-03(b), affect the validity or invalidity
24 of the document in whole or part;
- 25 (2) Determine the correctness or incorrectness of information contained in
26 the document;
- 27 (3) Create a presumption that the document is valid or invalid or that
28 information contained in the document is correct or incorrect."

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

30 **"§ 55A-1-27. Evidentiary effect of certificate of filing.**

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

38 Sec. 17. G.S. 55A-1-28(b)(4) is repealed.

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

40 "(20) 'Principal office' means the office (in or out of this State) so designated
41 in the ~~annual report filed pursuant to G.S. 55A-16-22~~ articles of
42 incorporation or subsequent statements of change filed with the

1 Secretary of State where the principal offices of a domestic or foreign
2 corporation are located."

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

4 "(d) Written notice to a domestic or foreign corporation (authorized to conduct
5 affairs in this State) may be addressed to its registered agent at its registered office or to
6 the corporation or its secretary at its principal office shown in its ~~most recent annual report~~
7 ~~on file in the office of the Secretary of State or, in the case of a foreign corporation that has not~~
8 ~~yet delivered an annual report, in its application for a certificate of authority. articles of~~
9 incorporation or any statements of change filed with the Secretary of State."

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

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

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

14 (2) If the corporation is a charitable or religious corporation, a statement to
15 that effect if it was incorporated on or after the effective date of this
16 Chapter;

17 (3) The street address, and the mailing address if different from the street
18 address, of the corporation's initial registered office, the county in which
19 the initial registered office is located, and the name of the corporation's
20 initial registered agent at that address;

21 (4) The name and address of each incorporator;

22 (5) Whether or not the corporation will have members; ~~and~~

23 (6) Provisions not inconsistent with law regarding the distribution of assets
24 on ~~dissolution~~ dissolution; and

25 (7) The street address, and the mailing address if different from the street
26 address, of the principal office, and the county in which the principal
27 office is located."

28 Sec. 21. G.S. 55A-5-02(c) is repealed.

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

31 "**§ 55A-5-02.1. Change of principal office.**

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

34 (1) The street address, and the mailing address if different from the street
35 address, of the corporation's current principal office and the county in
36 which it is located.

37 (2) The street address, and the mailing address if different from the street
38 address, of the new principal office and the county in which it is
39 located."

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

41 "(b) After filing the statement the Secretary of State shall mail one copy to the
42 registered office (if not discontinued) and the other copy to the corporation at its principal
43 ~~office as shown in its most recent annual report.~~ office."

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

2 " (b) When a corporation fails to appoint or maintain a registered agent in this
3 State, or when its registered agent cannot with due diligence be found at the registered
4 office, the Secretary of State shall be an agent of the corporation upon whom any process,
5 notice, or demand may be served. Service on the Secretary of State of any process,
6 notice, or demand shall be made by delivering to and leaving with the Secretary of State
7 or with any clerk having charge of the corporation department of his office, duplicate
8 copies of such process, notice, or demand. In the event any process, notice, or demand is
9 served on the Secretary of State, he shall immediately mail one of the copies thereof, by
10 registered or certified mail, return receipt requested, to the corporation at its principal
11 office ~~shown in its most recent annual report~~ or in any subsequent communication received
12 from the corporation stating the current mailing address of its principal office or, if there
13 is no mailing address for the principal office on file, to the corporation at its registered
14 office. Service on a corporation under this subsection shall be effective for all purposes
15 from and after the date of such service on the Secretary of State."

16 Sec. 25. G.S. 55A-14-20(2) is repealed.

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

18 "(b) After filing the statement, the Secretary of State shall mail one copy to the
19 registered office (if not discontinued) and the other copy to the foreign corporation at its
20 principal office ~~shown in its most recent annual report~~ office."

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

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

38 Sec. 28. G.S. 55A-15-30(a)(1) is repealed.

39 Sec. 29. G.S. 55A-16-01(e)(7) is repealed.

40 PART III. LIMITED LIABILITY COMPANIES.

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

42 "**§ 57C-2-23. Annual report for Secretary of State-Revenue.**"

1 (a) Each domestic limited liability company and each foreign limited liability
2 company authorized to transact business in this State, shall deliver to the Secretary of
3 State Revenue for filing an annual ~~report~~ report, in a form prescribed by the Secretary of
4 Revenue, that sets forth:

5 (1) The name of the limited liability or foreign limited liability company
6 and the state or country under whose law it is ~~organized~~, organized, and
7 a telephone number by which the person in charge of the management
8 of the limited liability company may be 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 the registered
11 office is located, and the name of its registered agent at that office in
12 this State, and a statement of any change of the registered office or
13 registered agent, or both;

14 (3) The address of its principal office;

15 (4) The names and business addresses of its managers; 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,
18 a 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 limited liability company or the foreign limited
22 liability company.

23 (c) The annual report shall be delivered to the Secretary of ~~State~~ each year
24 Revenue within 60 days immediately following the last day of the month in which the
25 domestic limited liability company was organized or the foreign limited liability
26 company received a certificate of authority in this State. by the due date, including any
27 approved extensions, for filing the limited liability company's partnership tax return.
28 Forms required for the filing of the annual report shall be mailed by the Secretary of State
29 to the domestic or foreign limited liability company at its registered office for the first
30 annual report, and then to its principal office for subsequent annual reports. Forms
31 required for the filing of subsequent annual reports shall be made available by the
32 Secretary of 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 limited liability company in writing and return the report to it for correction. If the report
36 is corrected to contain the information required by this section and delivered to the
37 Secretary of ~~State Revenue~~ within 30 days after the effective date of notice, it is deemed
38 to be timely filed. The Secretary of Revenue shall notify the Secretary of State promptly
39 of any limited liability company 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 the
42 annual report."

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

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

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

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

42 (b) The Secretary of State shall collect a fee of ten dollars (\$10.00) each time
43 process is served on the Secretary of State under this Chapter. The party to a proceeding

1 causing service of process is entitled to recover this fee as costs if ~~he~~ the party prevails in
2 the proceeding.

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

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

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

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

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

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

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

17 "**§ 57C-1-25. Filing duty of Secretary of State.**

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

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

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

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

42 (1) Affect the validity or invalidity of the document in whole or part;

- 1 (2) Relate to the correctness or incorrectness of information contained in
2 the document; or
3 (3) Create a presumption that the document is valid or invalid or that
4 information contained in the document is correct or incorrect."

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

6 **"§ 57C-1-27. Evidentiary effect of copy of filed document.**

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

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

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

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

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

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

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

26 PART IV. LIMITED PARTNERSHIPS.

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

28 **"§ 59-206. Filing requirements.**

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

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

34 (2) The original document so signed, together with the conformed copy,
35 shall be delivered to the Secretary of State. Unless ~~he~~the Secretary
36 finds that it does not conform to law, the Secretary ~~of State~~shall, when
37 the proper fees have been tendered, endorse upon the original the word
38 'filed' and the hour, day, month and year of the filing thereof and shall
39 file the same in his office. The Secretary of State shall thereupon
40 immediately compare the copy with the original and if ~~he~~the Secretary
41 finds that they are identical he shall make upon the conformed copy the
42 same endorsement which appears on the original and shall attach to the
43 copy a certificate stating that attached thereto is a true copy of the

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

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

18 (3a) Whenever the name of any domestic or foreign limited partnership
19 holding title to real property in this State is changed upon amendment to
20 the certificate of limited partnership, a certificate reciting ~~such~~ the
21 change or transfer shall be recorded in the office of the register of deeds
22 of the county where the property lies, or if the property is located in
23 more than one county, then in each county where any portion of the
24 property lies.

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

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

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

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

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

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

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

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

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

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

20 "**§ 59-1106. Fees.**

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

- 23 (1) For filing a certificate of limited
24 partnership (G.S. 59-201) \$50.00
25 (2) For filing a certificate of amendment
26 (G.S. 59-202; 59-905) 25.00
27 (3) For filing a certificate of cancellation
28 (G.S. 59-203; 59-906) 25.00
29 (4) For filing an application for reservation
30 of name (G.S. 59-104(a)) 10.00
31 (5) For filing a transfer of name
32 (G.S. 59-104(d)) 10.00
33 (6) For filing an application for registration
34 as foreign limited partnership
35 (G.S. 59-502) 50.00
36 (7) For preparing and furnishing a copy of
37 any document, instrument or paper filed or
38 recorded relating to a limited partnership
39 (G.S. 59-206(c))
40 For each page 1.00
41 For affixing his certificate and official seal
42 thereto 5.00
43 (8) For comparing a copy furnished to him of any

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

16 PART V. CONFORMING CHANGES, APPROPRIATIONS, AND EFFECTIVE
17 DATES.

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

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

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

24 "**§ 105-257.1. Secretary to administer annual report filing.**

25 (a) Filing Duty. – The Secretary shall review and file annual reports required to be
26 filed with the Secretary by corporations and limited liability companies pursuant to G.S.
27 55-16-22 and G.S. 57C-2-23. The penalties in G.S. 105-229 and G.S. 105-230 for failure
28 to file a report do not apply to failure to file an annual report required by G.S. 55-16-22
29 or G.S. 57C-2-23.

30 (b) Information to Secretary of State. – The Secretary of Revenue shall provide the
31 Secretary of State immediate electronic access to the information contained in annual
32 reports filed with the Secretary of Revenue under this section. The Secretary of Revenue
33 shall notify the Secretary of State promptly of any entity that fails to file a timely annual
34 report.

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

37 <u>Business corporation annual report</u>	<u>\$ 10.00</u>
38 <u>Limited liability company annual report</u>	<u>10.00."</u>

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

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

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

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

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

12 The term does not include (i) statistics classified so that information
13 about specific taxpayers cannot be ~~identified or (ii) identified~~, (ii) an
14 annual report required to be filed under G.S. 55-16-22 or G.S. 57C-2-
15 23, or (iii) information submitted to the Business License Information
16 Office of the Department of Secretary of State on a master application
17 form for various business licenses."

18 Sec. 42. There is appropriated from the General Fund to the Department of the
19 Secretary of State a sum for the 1995-96 fiscal year and a sum for the 1996-97 fiscal year
20 for equipment and other one-time costs of implementing this act.

21 Sec. 43. There is appropriated from the General Fund to the Department of
22 Revenue a sum for the 1995-96 fiscal year and a sum for the 1996-97 fiscal year for
23 personnel, equipment, and other costs of implementing this act.

24 Sec. 44. The amendments to G.S. 55-1-22, 55A-1-22, and 57C-1-22 made by
25 Sections 3, 14, and 31 of this act, respectively, become effective July 1, 1996, and the
26 new subsections added to G.S. 55-1-22, 55A-1-22, and 57C-1-22 apply to expedited
27 filings submitted on or after that date. Sections 1, 2, 6 - 13, 17 - 30, 34, 35, and 38 - 41 of
28 this act become effective July 1, 1996, and apply to annual reports due for years
29 beginning with 1996 and articles of incorporation filed on or after July 1, 1996. The
30 remainder of this act becomes effective July 1, 1995.