

GENERAL ASSEMBLY OF NORTH CAROLINA
1995 SESSION

CHAPTER 539
HOUSE BILL 490

AN ACT TO ESTABLISH FEES FOR EXPEDITED FILINGS, TO PROVIDE THAT NONPROFIT CORPORATIONS ARE NOT REQUIRED TO FILE ANNUAL REPORTS, TO ALLOW THE SECRETARY OF STATE TO RETAIN FILED DOCUMENTS IN REPRODUCED FORM, TO EXTEND THE DEADLINE TO ALLOW THE REINSTATEMENT OF DISSOLVED CORPORATIONS, AND TO PREVENT THE USE OF DUPLICATE CORPORATE NAMES.

The General Assembly of North Carolina enacts:

PART I. CORPORATIONS.

Section 1. Article 1 of Chapter 55 of the General Statutes is amended by adding a new section to read:

"§ 55-1-22.1. Expedited filings.

The Secretary of State shall guarantee the expedited filing of a document upon receipt of the document in proper form and the payment of the required filing fee. The Secretary of State may collect the following additional fees for the expedited filing of a document received in good form:

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

The Secretary of State shall not collect the fees allowed in this section unless the person submitting the document for filing requests an expedited filing and is informed by the Secretary of State of the fees prior to the filing of the document."

Sec. 2. G.S. 55-1-25 reads as rewritten:

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

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

(b) The Secretary of State files a document by stamping or otherwise endorsing 'Filed', together with ~~his~~ the Secretary's name and official title and the date and time of

filing, on both the original and the document copy. After filing a document, except as provided in G.S. 55-5-03 and G.S. 55-15-09, the Secretary of State shall deliver the document copy to the domestic or foreign corporation or its representative.

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

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

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

Sec. 3. G.S. 55-1-27 reads as rewritten:

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

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

Sec. 4. G.S. 55-4-01(b) reads as rewritten:

"(b) Except as authorized by subsection ~~(e)~~, (c) of this section, a corporate name must be distinguishable upon the records of the Secretary of State from:

- (1) The corporate name of a corporation incorporated or authorized to transact business in this State;
- (2) A corporate name reserved or registered under G.S. 55-4-02 or G.S. 55-4-03;
- (3) The fictitious name adopted by a foreign corporation authorized to transact business in this State because its real name is unavailable; ~~and~~
- (4) The corporate name of a nonprofit corporation incorporated or authorized to transact business in this ~~State~~ State; ~~and~~

- (5) The name used, reserved, or registered by a limited liability company pursuant to Chapter 57C of the General Statutes or by a limited partnership pursuant to Chapter 59 of the General Statutes."

Sec. 5. G.S. 55-4-01(g) reads as rewritten:

"(g) The name of a corporation dissolved under Article 14 may not be used by another corporation ~~until the expiration of two years after the effective date of the dissolution unless the dissolved corporation consents in writing to the use.~~ until:

- (1) In the case of a voluntary dissolution, the expiration of 120 days after the effective date of the dissolution, or
(2) In the case of an administrative dissolution, the expiration of the period within which the corporation may be reinstated pursuant to G.S. 55-14-21,

unless the dissolved corporation changes its name to a name that is distinguishable upon the records of the Secretary of State from the names of other business corporations, nonprofit corporations, limited partnerships, or limited liability companies organized or transacting business in this State."

Sec. 6. G.S. 55-14-22(a) reads as rewritten:

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

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

Sec. 7. Effective July 1, 1996, G.S. 55-14-22(a), as amended by Section 6 of this act, reads as rewritten:

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

- (1) Recite the name of the corporation and the effective date of its administrative dissolution; and
(2) State that the ground or grounds for dissolution either did not exist or have been eliminated."

PART II. NONPROFIT CORPORATIONS.

Sec. 8. G.S. 55A-16-22 is repealed.

Sec. 9. G.S. 55A-1-21(a) reads as rewritten:

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

- (1) An application for a certificate of existence;
(2) A foreign corporation's application for a certificate of authority to conduct affairs in this State;
(3) A foreign corporation's application for a certificate of withdrawal; ~~and~~

- (4) ~~The annual report.~~ Designation of Principal Office Address; and
- (5) Corporation's Statement of Change of Principal Office.

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

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

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

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

Document	Fee
(1) Articles of incorporation	\$50.00
(2) Application for reserved name	\$10.00
(3) Notice of transfer of reserved name	\$10.00
(4) Application for registered name	\$10.00
(5) Application for renewal of registered name	\$10.00
(6) Corporation's statement of change of registered agent or registered office or both	\$5.00
(7) Agent's statement of change of registered office for each affected corporation	\$5.00
(8) Agent's statement of resignation	No fee
(9) Designation of registered agent or registered office or both	\$5.00
(10) Amendment of articles of incorporation	\$25.00
(11) Restated articles of incorporation without amendment of articles	\$10.00
(12) Restated articles of incorporation with amendment of articles	\$25.00
(13) Articles of merger	\$25.00
(14) Articles of dissolution	\$15.00
(15) Articles of revocation of dissolution	\$10.00
(16) Certificate of administrative dissolution	No fee
(17) Application for reinstatement following administrative dissolution	\$25.00
(18) Certificate of reinstatement	No fee
(19) Certificate of judicial dissolution	No fee
(20) Application for certificate of authority	\$100.00
(21) Application for amended certificate of authority	\$25.00
(22) Application for certificate of withdrawal	\$10.00
(23) Certificate of revocation of authority to conduct affairs	No fee
(24) Annual Report <u>Corporation's Statement of Change of Principal Office</u>	\$10.00 \$5.00
(24a) <u>Designation of Principal Office Address</u>	\$5.00
(25) Articles of correction	\$10.00
(26) Application for certificate of existence or authorization	\$5.00

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

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

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

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

Sec. 11. Article 1 of Chapter 55A of the General Statutes is amended by adding a new section to read:

"§ 55A-1-22.1. Expedited filings.

The Secretary of State shall guarantee the expedited filing of a document upon receipt of the document in proper form and the payment of the required filing fee. The Secretary of State may collect the following additional fees for the expedited filing of a document received in good form:

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

The Secretary of State shall not collect the fees allowed in this section unless the person submitting the document for filing requests an expedited filing and is informed by the Secretary of State of the fees prior to the filing of the document."

Sec. 12. G.S. 55A-1-25 reads as rewritten:

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

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

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

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

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

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

Sec. 13. G.S. 55A-1-27 reads as rewritten:

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

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

Sec. 14. G.S. 55A-1-28(b)(4) is repealed.

Sec. 15. G.S. 55A-1-40(20) reads as rewritten:

"(20) 'Principal office' means the office (in or out of this State) so designated in the ~~annual report filed pursuant to G.S. 55A-16-22~~ articles of incorporation, the Designation of Principal Office Address form, or in any subsequent Corporation's Statement of Change of Principal Office Address form filed with the Secretary of State where the principal offices of a domestic or foreign corporation are located."

Sec. 16. G.S. 55A-1-41(d) reads as rewritten:

"(d) Written notice to a domestic or foreign corporation (authorized to conduct affairs in this State) may be addressed to its registered agent at its registered office or to the corporation or its secretary at its principal office shown in its ~~most recent annual report on file in the office of the Secretary of State or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority~~ articles of incorporation, the Designation of Principal Office Address form, or any Corporation's Statement of Change of Principal Office Address form filed with the Secretary of State."

Sec. 17. G.S. 55A-2-02(a) reads as rewritten:

- "(a) The articles of incorporation shall set forth:
- (1) A corporate name for the corporation that satisfies the requirements of G.S. 55A-4-01;
 - (2) If the corporation is a charitable or religious corporation, a statement to that effect if it was incorporated on or after the effective date of this Chapter;
 - (3) The street address, and the mailing address if different from the street address, of the corporation's initial registered office, the county in which the initial registered office is located, and the name of the corporation's initial registered agent at that address;
 - (4) The name and address of each incorporator;
 - (5) Whether or not the corporation will have members; ~~and~~
 - (6) Provisions not inconsistent with law regarding the distribution of assets on ~~dissolution~~ dissolution; and
 - (7) The street address, and the mailing address, if different from the street address, of the principal office, and the county in which the principal office is located."

Sec. 18. G.S. 55A-4-01(b) reads as rewritten:

"(b) Except as authorized by subsection (c) of this section, a corporate name shall be distinguishable upon the records of the Secretary of State from:

- (1) The corporate name of a domestic nonprofit corporation or a foreign nonprofit corporation authorized to conduct affairs in this State;
- (2) The corporate name of a business corporation incorporated or authorized to transact business in this State;
- (3) A corporate name reserved or registered under G.S. 55A-4-02, 55A-4-03, 55-4-02, or 55-4-03; ~~or~~
- (4) The fictitious name adopted by a foreign business or nonprofit corporation authorized to transact business or conduct affairs in this State because its real name is ~~unavailable~~ unavailable; or
- (5) The name used, reserved, or registered by a limited liability company pursuant to Chapter 57C of the General Statutes or by a limited partnership pursuant to Chapter 59 of the General Statutes."

Sec. 19. G.S. 55A-4-01(f) reads as rewritten:

"(f) The name of a corporation dissolved under Article 14 of this Chapter shall not be used by another corporation ~~until the expiration of two years after the effective date of the dissolution unless the dissolved corporation consents in writing to the use~~ until:

- (1) In the case of a voluntary dissolution, the expiration of 120 days after the effective date of the dissolution, or
- (2) In the case of an administrative dissolution, the expiration of the period within which the corporation may be reinstated pursuant to G.S. 55A-14-22,

unless the dissolved corporation changes its name to a name that is distinguishable upon the records of the Secretary of State from the names of other nonprofit corporations, business corporations, limited partnerships, or limited liability companies organized or transacting business in this State."

Sec. 20. G.S. 55A-5-02(c) is repealed.

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

"§ 55A-5-02.1. Principal office address.

(a) Any corporation that does not designate the street address and the mailing address, if different from the street address, of the corporation's principal office and the county of location in an annual report or its articles of incorporation shall file a Designation of Principal Office Address form with the Secretary of State that contains that information.

(b) A corporation may change its principal office by delivering to the Secretary of State for filing a Corporation's Statement of Change of Principal Office form that sets forth:

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

Sec. 22. G.S. 55A-5-03(b) reads as rewritten:

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

Sec. 23. G.S. 55A-5-04(b) reads as rewritten:

"(b) When a corporation fails to appoint or maintain a registered agent in this State, or when its registered agent cannot with due diligence be found at the registered office, the Secretary of State shall be an agent of the corporation upon whom any process, notice, or demand may be served. Service on the Secretary of State of any process, notice, or demand shall be made by delivering to and leaving with the Secretary of State or with any clerk having charge of the corporation department of his office, duplicate copies of such process, notice, or demand. In the event any process, notice, or demand is served on the Secretary of State, he shall immediately mail one of the copies thereof, by registered or certified mail, return receipt requested, to the corporation at its principal office shown in its most recent annual ~~report~~ report, if applicable, the articles of incorporation, the Designation of Principal Office Address form, in any subsequent Corporation's Statement of Change of Principal Office Address form, or in any subsequent communication received from the corporation stating the current mailing address of its principal office or, if there is no mailing address for the principal office on file, to the corporation at its registered office. Service on a corporation under this subsection shall be effective for all purposes from and after the date of such service on the Secretary of State."

Sec. 24. G.S. 55A-14-20(2) is repealed.

Sec. 25. Effective July 1, 1996, G.S. 55A-14-20, as amended by Section 24 of this act, reads as rewritten:

"§ 55A-14-20. Grounds for administrative dissolution.

The Secretary of State may commence a proceeding under G.S. 55A-14-21 to dissolve administratively a corporation if:

- (1) The corporation does not pay within 60 days after they are due any penalties, fees, or other payments due under this Chapter;
- (2) Repealed.
- (3) The corporation is without a registered agent or registered office in this State for 60 days or more;
- (4) The corporation does not notify the Secretary of State within 60 days that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued;
- (5) The corporation's period of duration stated in its articles of incorporation expires; ~~or~~
- (6) The corporation knowingly fails or refuses to answer truthfully and fully within the time prescribed in this Chapter interrogatories propounded by the Secretary of State in accordance with the provisions of this ~~Chapter~~ Chapter; ~~or~~
- (7) The corporation does not designate the address of its principal office with the Secretary of State or does not notify the Secretary of State within 60 days that the principal office has changed."

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

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

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

"(b) When a foreign corporation authorized to conduct affairs in this State fails to appoint or maintain a registered agent in this State, or when its registered agent cannot with due diligence be found at the registered office, or when its certificate of authority shall have been revoked under G.S. 55A-15-31, the Secretary of State shall be an agent of such corporation upon whom any process, notice, or demand may be served. Service on the Secretary of State of any process, notice, or demand shall be made by delivering to and leaving with the Secretary of State or with any clerk having charge of the corporation department of the Secretary of State's office, duplicate copies of such process, notice, or demand. In the event any process, notice, or demand is served on the Secretary of State, he shall immediately mail one of the copies thereof, by registered or certified mail, return receipt requested, to the corporation at its principal office shown in its most recent annual ~~report~~ report, if applicable, the articles of incorporation, the Designation of Principal Office Address form, in any subsequent Corporation's Statement of Change of Principal Office Address form, or in any subsequent communication received from the corporation stating the current mailing address of its

principal office or, if there is no mailing address for the principal office on file, to the corporation at its registered office. Service on a foreign corporation under this subsection shall be effective for all purposes from and after the date of such service on the Secretary of State."

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

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

PART III. LIMITED LIABILITY COMPANIES.

Sec. 30. Article 1 of Chapter 57C of the General Statutes is amended by adding a new section to read:

"§ 57C-1-22.1. Expedited filings.

The Secretary of State shall guarantee the expedited filing of a document upon receipt of the document in proper form and the payment of the required filing fee. The Secretary of State may collect the following additional fees for the expedited filing of a document received in good form:

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

The Secretary of State shall not collect the fees allowed in this section unless the person submitting the document for filing requests an expedited filing and is informed by the Secretary of State of the fees prior to the filing of the document."

Sec. 31. G.S. 57C-1-25 reads as rewritten:

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

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

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

(c) If the Secretary of State refuses to file a document, the Secretary of State shall return it to the domestic or foreign limited liability company or its representative within five days after the document was received, together with a brief, written explanation of the reason for ~~his~~ refusal. The Secretary of State may correct apparent errors and omissions on a document submitted for filing if authorized to make the corrections by the person submitting the document for filing. The authorization to make

the corrections shall be confirmed, according to procedures adopted by rule, by the Secretary prior to making the correction.

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

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

Sec. 32. G.S. 57C-1-27 reads as rewritten:

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

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

Sec. 33. G.S. 57C-2-30(f) reads as rewritten:

"(f) The name of a limited liability company dissolved under G.S. 57C-6-03 may not be used by another limited liability company until the expiration of two years after the effective date of the ~~articles of dissolution~~ unless the dissolved limited liability company ~~consents in writing to the use.~~ changes its name to a name distinguishable upon the records of the Secretary of State from the names of other limited liability companies, business corporations, nonprofit corporations, or limited partnerships organized or transacting business in this State."

PART IV. LIMITED PARTNERSHIPS.

Sec. 34. G.S. 59-103(d) reads as rewritten:

"(d) The limited partnership name ~~shall be sufficiently unique to permit separate indexing in the limited partnership records in the Office of the Secretary of State. Filing of name does not confer any right to the use of the name in commerce.~~ shall be distinguishable upon the records of the Secretary of State from:

- (1) The name of a corporation, nonprofit corporation, limited partnership, or limited liability company organized in this State, or a foreign corporation or nonprofit corporation, foreign limited partnership, or foreign limited liability company authorized to transact business in this State;
- (2) A name reserved under G.S. 55-4-02, 55-4-03, 55A-4-02, 55A-4-03, 57C-2-31, 57C-2-32, 59-104, or 59-904; and
- (3) The fictitious name adopted by a foreign corporation or nonprofit corporation, foreign limited partnership, or foreign limited liability

company authorized to transact business in this State because its real name is unavailable."

Sec. 35. G.S. 59-206 reads as rewritten:

"§ 59-206. Filing requirements.

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

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

(2) The original document so signed, together with the conformed copy, shall be delivered to the Secretary of State. ~~Unless he~~the Secretary finds that it does not conform to law, the Secretary ~~of State~~ shall, when the proper fees have been tendered, endorse upon the original the word 'filed' and the hour, day, month and year of the filing thereof and shall file the same in ~~his~~the Secretary's office. The Secretary of State shall thereupon immediately compare the copy with the original and if ~~he~~the Secretary finds that they are identical ~~he~~the Secretary shall make upon the conformed copy the same endorsement which appears on the original and shall attach to the copy a certificate stating that attached thereto is a true copy of the document, designated by an appropriate title, filed in ~~his~~the Secretary's office and showing the date of ~~such~~the filing. ~~He~~The Secretary shall thereupon return the copy so certified to the limited partnership or its representatives. Any documents filed with the Secretary of State pursuant to this Chapter may be maintained by the Secretary either in their original form or in photographic, microfilm, optical disk media, or other reproduced form. The Secretary may make reproductions of documents filed under this Chapter, or under any predecessor act, by photographic, microfilm, optical disk media, or other means of reproduction, and may destroy the originals of the documents reproduced. The Secretary of State may correct apparent errors and omissions on a document submitted for filing if authorized to make the corrections by the person submitting the document for filing. The authorization to make the corrections shall be confirmed, according to procedures adopted by rule, by the Secretary prior to making the correction.

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

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

- (4) The Secretary of State shall adopt uniform certificates to be furnished for registration in accordance with this section. In the case of a foreign limited partnership, a similar certificate by any competent authority of the jurisdiction under which the limited partnership is organized may be registered in accordance with this section.
- (5) The certificate required by this section shall be recorded by the register of deeds in the same manner as deeds, and for the same fees, but no formalities as to acknowledgement, probate, or approval by any other officer shall be required. The former name of the limited partnership holding title to the real property before the amendment shall appear in the 'Grantor' index, and the amended name of the limited partnership holding title to the real property by virtue of the amendment shall appear in the 'Grantee' index.

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

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

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

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

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

(c) It shall be the duty of the Secretary of State, whenever so requested and upon tender of the proper fees, to certify as aforesaid any true copy of any ~~such~~ document on file in ~~his~~ the office, or if ~~such be the request,~~ requested, to make or cause to be made typewritten or photostatic copies of ~~such~~ the documents and to certify the same as aforesaid."

Sec. 36. Article 5 of Chapter 59 of the General Statutes is amended by adding a new section to read:

"§ 59-206.1. Evidentiary effect of copy of filed document.

A photographic, microfilm, optical disk media, or other reproduced copy of a document filed pursuant to this Chapter or any predecessor act, when certified by the Secretary, shall be considered an original for all purposes and is admissible in evidence in like manner as an original."

Sec. 37. G.S. 59-1106 reads as rewritten:

"§ 59-1106. Fees.

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

(1)	For filing a certificate of limited partnership (G.S. 59-201).....	\$50.00
(2)	For filing a certificate of amendment (G.S. 59-202; 59-905)	25.00
(3)	For filing a certificate of cancellation (G.S. 59-203; 59-906)	25.00
(4)	For filing an application for reservation of name (G.S. 59-104(a))	10.00
(5)	For filing a transfer of name (G.S. 59-104(d))	10.00
(6)	For filing an application for registration as foreign limited partnership (G.S. 59-502).....	50.00
(7)	For preparing and furnishing a copy of any document, instrument or paper filed or recorded relating to a limited partnership (G.S. 59-206(c)) For each page.....	1.00
	For affixing his certificate and official seal thereto	5.00
(8)	For comparing a copy furnished to him of any document, instrument or paper filed or recorded relating to a limited partnership For each page.....	1.00
(9)	For filing any other document not herein specifically provided for.....	10.00 <u>10.00</u>
(10)	<u>For the expedited filing by the end of the same business day of a document received in good order by 12:00 noon Eastern Standard Time</u>	<u>200.00</u>
	<u>additional fee</u>	
(11)	<u>For the expedited filing of a document received in good order within 24 hours after receipt, excluding weekends and holidays.....</u>	<u>100.00</u>
	<u>additional fee.</u>	

The Secretary of State shall not collect the fees allowed in subdivisions (10) and (11) of this section unless the person submitting the document for filing requests an expedited filing and is informed by the Secretary of State of the fees prior to the filing of the document. Upon receipt of a document in proper form and payment of the required filing fee, the Secretary of State shall guarantee the expedited filing of the document."

PART V. EFFECTIVE DATES.

Sec. 38. (a) Sections 3, 13, 32, and 36 of this act become effective October 1, 1995.

(b) Section 7 of this act becomes effective July 1, 1996, and applies to applications for reinstatement on or after that date. Section 25 of this act becomes effective July 1, 1996, and applies to proceedings commenced on or after that date.

(c) Sections 1, 11, 30, and 37 of this act apply to expedited filings submitted on or after the date of ratification. Sections 4, 5, 33, and 34 of this act apply to names filed, reserved, or registered on or after the date of ratification. Section 6 of this act applies to applications for reinstatement on or after the date of ratification. Section 17 of this act applies to articles of incorporation filed on or after the date of ratification. The remainder of this act is effective upon ratification.

In the General Assembly read three times and ratified this the 29th day of July, 1995.

Dennis A. Wicker
President of the Senate

Harold J. Brubaker
Speaker of the House of Representatives