

GENERAL ASSEMBLY OF NORTH CAROLINA
SESSION 2023

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HOUSE BILL 741

Short Title: Modify/Nonprofits & Charitable Solicitation. (Public)

Sponsors: Representatives Warren, Lofton, Howard, and Reives (Primary Sponsors).
For a complete list of sponsors, refer to the North Carolina General Assembly web site.

Referred to: Judiciary 1, if favorable, Finance, if favorable, Rules, Calendar, and Operations of
the House

April 19, 2023

1 A BILL TO BE ENTITLED
2 AN ACT TO MAKE VARIOUS CHANGES TO THE NORTH CAROLINA NONPROFIT
3 CORPORATIONS ACT AND TO MODIFY CERTAIN REQUIREMENTS GOVERNING
4 CHARITABLE SOLICITATION.

5 The General Assembly of North Carolina enacts:

6
7 **PART I. MODIFY LIMITATIONS ON MERGERS AND SALES OF ASSETS**

8 **SECTION 1.(a)** G.S. 55A-11-02 reads as rewritten:

9 "**§ 55A-11-02. Limitations on mergers by charitable or religious corporations.**

10 (a) Without the prior approval of the superior court in a proceeding in which the Attorney
11 General has been given written notice, a charitable or religious corporation may merge only with
12 any of the following:

13 ...

14 (5) A limited liability company that satisfies both of the following conditions:

- 15 a. Its sole member is a domestic or foreign corporation that is exempt
16 from income tax under section 501(c)(3) of the Internal Revenue Code
17 of 1986 or any successor section.
18 b. It is disregarded for income tax purposes but would be eligible for an
19 exemption under section 501(c)(3) of the Internal Revenue Code of
20 1986 or any successor section if it were not disregarded for income tax
21 purposes.

22"

23 **SECTION 1.(b)** G.S. 55A-11-09 reads as rewritten:

24 "**§ 55A-11-09. Merger with unincorporated entity.**

25 (a) As used in this section, "business entity" means a (i) domestic business corporation
26 (including corporation, including a professional corporation as defined in G.S. 55B-2), a
27 G.S. 55B-2, (ii) foreign business corporation (including corporation, including a foreign
28 professional corporation as defined in G.S. 55B-16), a G.S. 55B-16, (iii) domestic or foreign
29 nonprofit corporation, a (iv) domestic or foreign limited liability company, a (v) domestic or
30 foreign limited partnership, a (vi) registered limited liability partnership or foreign limited
31 liability partnership as defined in G.S. 59-32, or any other partnership as defined in G.S. 59-36
32 whether or not formed under the laws of this State, or (vii) nonprofit association as defined
33 in G.S. 59B-2 whether or not formed under the laws of this State.



1 (b) One or more domestic nonprofit corporations may merge with one or more
2 unincorporated entities and, if desired, one or more foreign nonprofit corporations, domestic
3 business corporations, or foreign business corporations ~~if~~ if all of the following apply:

4 (1) The merger is permitted by the laws of the state or country governing the
5 organization and internal affairs of each of the other merging business
6 ~~entities;~~ entities.

7 (2) Each merging domestic nonprofit corporation and each other merging
8 business entity comply with the requirements of this section and, to the extent
9 applicable, the laws referred to in subdivision (1) of this ~~subsection;~~
10 ~~and~~ subsection.

11 (3) The merger complies with G.S. 55A-11-02, if applicable.

12 ...

13 (c3) In the case of a merging domestic nonprofit corporation, approval of the plan of
14 merger requires that the plan of merger be adopted as provided in G.S. 55A-11-03. If any member
15 of a merging domestic nonprofit corporation has or will have personal liability for any existing
16 or future obligation of the surviving business entity solely as a result of holding an interest in the
17 surviving business entity, then in addition to the requirements of G.S. 55A-11-03, approval of
18 the plan of merger by the domestic nonprofit corporation shall require the affirmative vote or
19 written consent of the member. In the case of each other merging business entity, the plan of
20 merger ~~must~~ shall be approved in accordance with the laws of the state or country governing the
21 organization and internal affairs of such merging business entity.

22 ...

23 (d) After a plan of merger has been approved by each merging domestic nonprofit
24 corporation and each other merging business entity as provided in subsection (c) of this section,
25 the surviving business entity shall deliver articles of merger to the Secretary of State for filing.
26 The articles of merger shall set ~~forth;~~ forth all of the following:

27 ...

28 (e) A merger takes effect when the articles of merger become effective. When a merger
29 ~~takes effect;~~ effect, all of the following apply:

30 (1) Each other merging business entity merges into the surviving business entity
31 and the separate existence of each merging business entity except the
32 surviving business entity ~~ceases;~~ ceases.

33 (2) The title to all real estate and other property owned by each merging business
34 entity is vested in the surviving business entity without reversion or
35 ~~impairment;~~ impairment.

36 (3) The surviving business entity has all liabilities of each merging business
37 ~~entity;~~ entity.

38 (4) A proceeding pending by or against any merging business entity may be
39 continued as if the merger did not occur, or the surviving business entity may
40 be substituted in the proceeding for a merging business entity whose separate
41 existence ceases in the ~~merger;~~ merger.

42 (5) If a domestic nonprofit corporation is the surviving business entity, its articles
43 of incorporation shall be amended to the extent provided in the articles of
44 ~~merger;~~ merger.

45 (6) The interests in each merging business entity that are to be converted into
46 interests, obligations, or securities of the surviving business entity or into the
47 right to receive cash or other property are ~~thereupon~~ so converted, and the
48 former holders of the interests are entitled only to the rights provided to them
49 in the plan of merger or, in the case of former holders of shares in a domestic
50 business corporation, any rights they may have under Article 13 of Chapter
51 55 of the General ~~Statutes;~~ and Statutes.

1 ...
 2 (e1) If the surviving business entity is not a domestic limited liability company, a domestic
 3 business corporation, a domestic nonprofit corporation, or a domestic limited partnership, when
 4 the merger takes effect the surviving business entity is ~~deemed:~~deemed to have done all of the
 5 following:

- 6 (1) ~~To agree~~Agreed that it may be served with process in this State in any
 7 proceeding for enforcement of (i) any obligation of any merging domestic
 8 limited liability company, domestic business corporation, domestic nonprofit
 9 corporation, domestic limited partnership, or other partnership as defined in
 10 G.S. 59-36 that is formed under the laws of this State, or nonprofit association
 11 as defined in G.S. 59B-2 that is formed under the laws of this State, (ii) the
 12 appraisal rights of shareholders of any merging domestic business corporation
 13 under Article 13 of Chapter 55 of the General Statutes, and (iii) any obligation
 14 of the surviving business entity arising from the ~~merger; and~~merger.
- 15 (2) ~~To have appointed~~Appointed the Secretary of State as its agent for service of
 16 process in ~~any such~~the proceeding. Service on the Secretary of State of ~~any~~
 17 ~~such~~process shall be made by delivering to and leaving with the Secretary of
 18 State, or with any clerk authorized by the Secretary of State to accept service
 19 of process, duplicate copies of ~~such~~the process and the fee required by
 20 G.S. 55A-1-22(b). Upon receipt of service of process on behalf of a surviving
 21 business entity in the manner provided for in this section, the Secretary of
 22 State shall immediately mail a copy of the process by registered or certified
 23 mail, return receipt requested, to the surviving business entity. If the surviving
 24 business entity is authorized to transact business or conduct affairs in this
 25 State, the address for mailing shall be its principal office designated in the
 26 latest document filed with the Secretary of State that is authorized by law to
 27 designate the principal office or, if there is no principal office on file, its
 28 registered office. If the surviving business entity is not authorized to transact
 29 business or conduct affairs in this State, the address for mailing shall be the
 30 mailing address designated pursuant to subdivision (3) of subsection (d) of
 31 this section.

32 (f) This section does not apply to a merger that does not include a merging
 33 unincorporated entity."

34 **SECTION 1.(c)** G.S. 55A-12-02 reads as rewritten:

35 **"§ 55A-12-02. Sale of assets other than in regular course of activities.**

36 ...
 37 (b) Unless this Chapter, the articles of incorporation, bylaws, or the board of directors or
 38 members (acting pursuant to subsection (d) of this section) require a greater vote or voting by
 39 class, the proposed transaction to be authorized shall be ~~approved:~~approved by all of the
 40 following:

- 41 (1) ~~By the board;~~The board.
 42 (2) ~~By the~~The members entitled to vote thereon by two-thirds of the votes cast or
 43 a majority of the votes entitled to be cast on the proposed transaction,
 44 ~~whichever is less;~~andless.
 45 (3) In writing by any person or persons whose approval is required by a provision
 46 of the articles of incorporation authorized by G.S. 55A-10-30 for an
 47 amendment to the articles of incorporation or bylaws.

48 (c) If the corporation does not have members entitled to vote thereon, the transaction
 49 shall be approved by a vote of a majority of the directors then in office. The corporation shall
 50 provide at least five days' written notice of any directors' meeting at which ~~such~~the approval will
 51 be considered. The notice shall state that the purpose, or one of the purposes, of the meeting is to

1 consider the sale, lease, exchange, or other disposition of all, or substantially all, of the property
2 or assets of the corporation and contain or be accompanied by a description of the transaction.

3 ...

4 (g) A-Other than dispositions to a charitable or religious corporation authorized under a
5 plan of dissolution adopted pursuant to Article 14 of this Chapter, a charitable or religious
6 corporation shall give written notice to the Attorney General 30 days before it sells, leases,
7 exchanges, or otherwise disposes of all, or a majority of, its property if the transaction is not in
8 the usual and regular course of its activities unless the Attorney General has given the corporation
9 a written waiver of this subsection. This notice shall include all the information the Attorney
10 General determines is required for a complete review of the proposed transaction. The Attorney
11 General may require an additional 30-day period to review the proposed transaction by providing
12 written notice to the charitable or religious corporation prior to the expiration of the initial notice
13 period. During this 30-day period, the transaction may not be finalized.

14 (h) After a sale, lease, exchange, or other disposition of property is authorized, the
15 transaction may be ~~abandoned~~ (subject abandoned, subject to any contractual rights), rights,
16 without further action by the members or any other person who approved the transaction, in
17 accordance with the procedure set forth in the resolution proposing the transaction or, if none is
18 set forth, in the manner determined by the board of directors."

19 **SECTION 1.(d)** This section becomes effective October 1, 2023, and applies to
20 plans of mergers adopted on or after that date.

21 **PART II. REQUIRE ANNUAL REPORTS TO THE SECRETARY OF STATE**

22 **SECTION 2.(a)** Article 16 of Chapter 55A of the General Statutes is amended by
23 adding a new section to read:

24 **"§ 55A-16-22.1. Annual report to the Secretary of State.**

25 (a) Each domestic corporation and each foreign corporation authorized to conduct affairs
26 in this State shall submit an annual report to the Secretary of State, in electronic form as
27 prescribed by the Secretary of State, that sets forth all of the following:

- 28 (1) The name of the corporation and the state or country under whose law it is
29 incorporated.
- 30 (2) The street address, and the mailing address if different from the street address,
31 of the registered office in this State, the county in which the registered office
32 is located, the name and email address of its registered agent at that office, and
33 a statement of any change of the registered office or registered agent.
- 34 (3) The address and telephone number of its principal office.
- 35 (4) The names, titles, and business street addresses of its principal officers and
36 the name, mailing address, email address, and telephone number of an
37 individual who is authorized to provide information regarding persons with
38 the authority to bind the corporation.
- 39 (5) A brief description of the nature of its activities.
- 40 (6) An email address for the corporation, if different from the email address
41 provided under subdivision (2) of this subsection.

42 (b) The information in the annual report shall be current as of the date the annual report
43 is submitted on behalf of the corporation.

44 (c) The corporation shall submit an annual report to the Secretary of State by November
45 15 of each year following (i), in the case of a domestic corporation, the calendar year in which
46 the corporation was formed or (ii), in the case a foreign corporation, the calendar year in which
47 the Secretary of State issued to the foreign corporation a certificate of authority to conduct affairs
48 in this State. An annual report is due each year until (i), in the case of a domestic corporation, the
49 effective date of a voluntary or judicial dissolution or (ii), in the case of a foreign corporation,
50 the effective date of a certificate of withdrawal or revocation of a certificate of authority.
51

1 (d) If an annual report does not contain the information required by this section, the
 2 Secretary of State shall promptly notify the reporting corporation in writing and return the report
 3 to it for correction. If the report is corrected to contain the information required by this section
 4 and submitted to the Secretary of State within 30 days after the notice, the report shall be deemed
 5 to be timely submitted.

6 (e) Amendments to any previously filed annual report may be submitted for filing to the
 7 Secretary of State at any time for the purpose of correcting, updating, or augmenting the
 8 information contained in the annual report.

9 (f) If the Secretary of State does not receive an annual report within 60 days after the
 10 date the report is due, the Secretary of State may presume that the annual report is delinquent.
 11 This presumption may be rebutted by evidence of submission presented by the filing corporation.

12 (g) The Secretary of State may provide by email any notice or form required under this
 13 section if the submitting domestic or foreign corporation to be notified has consented to receiving
 14 notices and forms via email and has provided the Secretary of State an email address for receiving
 15 the notices or forms. Any email address provided by a submitting corporation in accordance with
 16 this section is confidential information and is not a public record under Chapter 132 of the
 17 General Statutes.

18 (h) A domestic or foreign corporation shall be deemed to have filed the annual report
 19 required by this section if all of the following have occurred:

20 (1) The corporation is a charitable organization or sponsor that is licensed under
 21 Article 2 of Chapter 131F of the General Statutes.

22 (2) The corporation applies for the license electronically in a form prescribed by
 23 the Secretary and provides additional information in that application that is
 24 required for the annual report in this section.

25 (3) The corporation is licensed on the annual report due date."

26 **SECTION 2.(b)** G.S. 55A-1-22, as amended by Section 3.2(a) of this act, reads as
 27 rewritten:

28 **"§ 55A-1-22. Filing, service, and copying fees.**

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

Document	Fee
31 ...	
32 (29) <u>Annual report</u>	<u>No fee</u>
33"	

34 **SECTION 2.(c)** G.S. 55A-14-20 reads as rewritten:

35 **"§ 55A-14-20. Grounds for administrative dissolution.**

36 The Secretary of State may commence a proceeding under G.S. 55A-14-21 to dissolve
 37 administratively a corporation ~~if~~ if any of the following occurs:

38 (1) The corporation does not pay within 60 days after they are due any penalties,
 39 fees, or other payments due under this ~~Chapter;~~ Chapter.

40 (2) Repealed by Session Laws 1995, c. 539, s. 24.

41 (2a) The corporation is delinquent in submitting its annual report.

42 (3) The corporation is without a registered agent or registered office in this State
 43 for 60 days or ~~more;~~ more.

44 (4) The corporation does not notify the Secretary of State within 60 days that its
 45 registered agent or registered office has been changed, that its registered agent
 46 has resigned, or that its registered office has been ~~discontinued;~~ discontinued.

47 (5) The corporation's period of duration stated in its articles of incorporation
 48 ~~expires;~~ expires.

49 (6) The corporation knowingly fails or refuses to answer truthfully and fully
 50 within the time prescribed in this Chapter interrogatories propounded by the
 51

1 Secretary of State in accordance with the provisions of this ~~Chapter;~~
 2 ~~or Chapter.~~

- 3 (7) The corporation does not designate the address of its principal office with the
 4 Secretary of State or does not notify the Secretary of State within 60 days that
 5 the principal office has changed."

6 **SECTION 2.(d)** G.S. 55A-14-22 reads as rewritten:

7 **"§ 55A-14-22. Reinstatement following administrative dissolution.**

8 (a) A corporation administratively dissolved under G.S. 55A-14-21 may apply to the
 9 Secretary of State for reinstatement. The application ~~shall~~shall do all of the following:

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

14 (a1) If, at the time the corporation applies for reinstatement, the name of the corporation
 15 is not distinguishable from the name of another entity authorized to be used under G.S. 55D-21,
 16 ~~then the corporation must~~shall change its name to a name that is distinguishable upon the records
 17 of the Secretary of State from the name of the other entity before the Secretary of State may
 18 prepare a certificate of reinstatement.

19 (b) If the Secretary of State determines that the application contains the information
 20 required by subsection (a) of this section, that the information is correct, ~~and~~and that the name of the
 21 corporation complies with G.S. 55D-21 and any other applicable section, and that any penalties,
 22 fees, or other payments due under this Chapter have been paid, the Secretary of State shall cancel
 23 the certificate of ~~dissolution and~~dissolution, prepare a certificate of reinstatement that recites the
 24 Secretary of State's determination and the effective date of reinstatement, file the original of the
 25 ~~certificate,~~certificate of reinstatement, and mail a copy of it to the corporation.

26 (c) When the reinstatement is effective, it relates back to and takes effect as of the
 27 effective date of the administrative dissolution and the corporation resumes carrying on its
 28 activities as if the administrative dissolution had never occurred, subject to the rights of any
 29 person who reasonably relied to ~~his~~the person's prejudice upon the certificate of dissolution."

30 **SECTION 2.(e)** Until January 1, 2026, the Secretary of State may waive the fee
 31 payable under G.S. 55A-1-22(a)(17) by a corporation seeking reinstatement following
 32 administrative dissolution for delinquent filing pursuant to G.S. 55A-14-20(2a).

33 **SECTION 2.(f)** This section becomes effective January 1, 2025, and applies to
 34 annual reports due on or after that date.

35
 36 **PART III. AUTHORIZE DOMESTICATION**

37 **SECTION 3.1.** Chapter 55A of the General Statutes is amended by adding a new
 38 Article to read:

39 "Article 11B.

40 "Domestication.

41 **"§ 55A-11B-01. Definitions.**

42 In this Article, the following definitions apply:

- 43 (1) Domesticated corporation. – The domesticating nonprofit corporation as it
 44 continues in existence after a domestication.
 45 (2) Domesticating corporation. – The domestic nonprofit corporation that
 46 approves a plan of domestication pursuant to G.S. 55A-11B-04 or the foreign
 47 corporation that approves a domestication pursuant to the law of the
 48 jurisdiction of the foreign corporation.
 49 (3) Domestication. – A transaction pursuant to this Article.
 50 (4) Interest holder liability. – Any of the following:

- 1 a. Personal liability for a liability of a domestic or foreign nonprofit
2 corporation that is imposed on a person by either of the following:
3 1. Solely by reason of the status of the person as an interest
4 holder.
5 2. By a provision of the articles of incorporation or bylaws that
6 make one or more specified interest holders or categories of
7 interest holders liable in their capacity as interest holders for
8 all or specified liabilities of the entity.
9 b. An obligation of an interest holder under the bylaws to contribute to
10 the domestic or foreign nonprofit corporation.
11 (5) Law of the jurisdiction. – The law of the jurisdiction governing the
12 organization and internal affairs of the corporation.

13 **"§ 55A-11B-02. Domestication; preliminary provisions.**

- 14 (a) By complying with the provisions of this Article applicable to foreign nonprofit
15 corporations, a foreign nonprofit corporation may become a domestic nonprofit corporation, if
16 the domestication is permitted by the law of the jurisdiction of the foreign corporation.
17 (b) By complying with the provisions of this Article, a domestic nonprofit corporation
18 may become a foreign nonprofit corporation pursuant to a plan of domestication, if the
19 domestication is permitted by the law of the jurisdiction of the foreign corporation.
20 (c) A charitable or religious corporation may only become a foreign nonprofit
21 corporation in accordance with the requirements of G.S. 55A-11-02 for mergers involving
22 charitable or religious corporations, and the domesticated corporation shall meet the same
23 requirements as the survivor in a merger.
24 (d) Any devise, gift, grant, or promise contained in a will or other instrument of donation,
25 subscription, or conveyance that is made to a domesticating corporation and that takes effect or
26 remains payable after the domestication becomes effective inures to the domesticated corporation
27 unless the will or other instrument otherwise specifically provides.

28 **"§ 55A-11B-03. Plan of domestication.**

- 29 (a) A domestic nonprofit corporation may become a foreign nonprofit corporation by
30 approving a plan of domestication. The plan of domestication shall include all of the following:
31 (1) The name of the domesticating corporation.
32 (2) The name and governing jurisdiction of the domesticated corporation.
33 (3) The manner and basis of converting the memberships, if any, of the
34 domesticating corporation into memberships, obligations, rights to acquire
35 memberships, cash, other property, or any combination thereof.
36 (4) The proposed articles of incorporation and bylaws of the domesticated
37 corporation.
38 (5) The other terms and conditions of the domestication.
39 (b) In addition to the requirements of subsection (a) of this section, a plan of
40 domestication may contain any other provision not prohibited by law.
41 (c) The terms of a plan of domestication, other than the terms described in subdivisions
42 (1), (2), and (4) of subsection (a) of this section, may be made dependent upon facts objectively
43 ascertainable outside the plan if the plan sets forth the manner in which the facts will operate
44 upon the terms of the plan. The facts may include any of the following:
45 (1) Statistical or market indices, market prices of any security or group of
46 securities, interest rates, currency exchange rates, or similar economic or
47 financial data.
48 (2) A determination or action by any person or body, including the nonprofit
49 corporation or any other party to the plan.
50 (3) The terms of, or actions taken under, an agreement to which the corporation
51 is a party, or any other agreement or record.

1 "§ 55A-11B-04. Approval of domestication.

2 (a) If a domestic nonprofit corporation is to be the domesticating corporation, the plan of
3 domestication shall be adopted in the following manner:

4 (1) The plan of domestication shall first be adopted by the board of directors. The
5 board may set conditions for (i) approval of the plan of domestication by the
6 members or (ii) the effectiveness of the plan of domestication. If the
7 domesticating corporation does not have any members entitled to vote on the
8 domestication, a plan of domestication is adopted by the corporation when it
9 has been adopted by the board of directors pursuant to this subdivision.

10 (2) Except as provided in subdivision (1) of this subsection, the plan of
11 domestication shall then be approved by the members. In submitting the plan
12 of domestication to the members for approval, the board of directors shall
13 recommend that the members approve the plan, unless the board of directors
14 makes a determination that because of conflicts of interest or other special
15 circumstances it should not make the recommendation, in which case the
16 board shall inform the members of the basis for not making the
17 recommendation.

18 (3) If the plan of domestication is required to be approved by the members, and if
19 the approval is to be given at a meeting, the corporation shall notify each
20 member entitled to vote of the meeting of the members at which the plan of
21 domestication is to be submitted for approval. The notice shall (i) state that
22 the purpose, or one of the purposes, of the meeting is to consider the plan of
23 domestication and (ii) contain or be accompanied by a copy or summary of
24 the plan. The notice shall include or be accompanied by a copy of the articles
25 of incorporation and the bylaws as they will be in effect immediately after the
26 domestication.

27 (4) Unless the articles of incorporation or bylaws, or the board of directors acting
28 pursuant to subdivision (1) of this subsection, require a greater vote or a
29 greater quorum, approval of the plan of domestication requires (i) the approval
30 of the members at a meeting at which a quorum exists consisting of a majority
31 of the votes entitled to be cast on the plan and (ii), if any class of membership
32 is entitled to vote as a separate group on the plan of merger, the approval of
33 each class of members voting as a separate voting group at a meeting at which
34 a quorum of the voting group exists consisting of a majority of the votes
35 entitled to be cast on the plan by that voting group.

36 (5) Subject to subdivision (6) of this subsection, separate voting by voting groups
37 on a plan of domestication is required in the following circumstances:

38 a. By each class of memberships that is either of the following:

39 1. To be converted under the plan of domestication into security
40 interests, obligations, rights to acquire securities or interests,
41 cash, other property, or any combination thereof.

42 2. Entitled to vote as a separate group on a provision in the plan
43 that constitutes a proposed amendment to the articles or bylaws
44 of the domesticated corporation that requires action by separate
45 voting groups under the provisions of this Chapter.

46 b. If the voting group is entitled under the articles of incorporation or
47 bylaws to vote as a group to approve a plan of domestication.

48 (6) The articles of incorporation or bylaws may expressly limit or eliminate the
49 separate voting rights provided in sub-sub-subdivision (5)a.1. of this
50 subsection as to any class of members, except when the plan includes what

1 would be in effect an amendment subject to sub-sub-subdivision (5)a.2. of this
2 subsection.

3 (7) If, as a result of a domestication, one or more members of the domesticating
4 corporation would become subject to new interest holder liability, approval of
5 the plan of domestication requires the signing in connection with the
6 domestication, by each affected member, of a separate consent in a record to
7 become subject to the new interest holder liability. This subdivision does not
8 apply in the case of a member that already has interest holder liability with
9 respect to the domesticating corporation, if the terms and conditions of the
10 new interest holder liability with respect to the domesticated corporation are
11 substantially identical to those of the existing interest holder liability, other
12 than for changes that eliminate or reduce the interest holder liability.

13 (8) In addition to the adoption and approval of the plan of domestication by the
14 board of directors and members as required by this section, the plan of
15 domestication shall also be approved in a record by any person or group of
16 persons whose approval is required under G.S. 55A-10-30 to amend the
17 articles or bylaws.

18 (b) The plan of domestication of a charitable or religious corporation is subject to the
19 approval requirements described in G.S. 55A-11B-02(c).

20 **"§ 55A-11B-05. Amendment or abandonment of plan of domestication; abandonment.**

21 (a) Before articles of domestication have taken effect, a plan of domestication of a
22 domestic nonprofit corporation may be amended, except as otherwise provided in the plan.

23 (b) A domestic nonprofit corporation may approve an amendment of a plan of
24 domestication in any of the following ways:

25 (1) In the same manner as the plan was approved, if the plan does not provide for
26 the manner in which it may be amended.

27 (2) In the manner provided in the plan, except that a member that was entitled to
28 vote on or consent to approval of the plan is entitled to vote on or consent to
29 any amendment of the plan that will change any of the following:

30 a. The amount or kind of memberships, securities, obligations, money
31 rights to acquire memberships, securities, money, other property, or
32 any combination thereof to be received by any of the members of the
33 domesticating corporation under the plan.

34 b. The articles of incorporation or bylaws of the domesticated
35 corporation that will be in effect immediately after the domestication
36 becomes effective, except for changes that do not require approval of
37 the members of the domesticated corporation under the law of the
38 jurisdiction of the domesticated corporation or its proposed articles or
39 bylaws as set forth in the plan.

40 c. Any of the other terms or conditions of the plan, if the change would
41 adversely affect the member in any material respect.

42 (c) After a plan of domestication has been approved and before the articles of
43 domestication have become effective, the plan may be abandoned as provided in the plan. Unless
44 prohibited by the plan, a domestic nonprofit corporation may abandon the plan in the same
45 manner as the plan was approved by the corporation without action by its members in accordance
46 with any procedures set forth in the plan or, if no such procedures are set forth in the plan, in the
47 manner determined by the board of directors.

48 (d) If a domestication is abandoned after articles of domestication have been delivered to
49 the Secretary of State for filing but before the articles are effective, articles of abandonment,
50 signed by the domesticating nonprofit corporation, shall be delivered to the Secretary of State for
51 filing before the articles of domestication are effective. The articles of abandonment take effect

1 upon filing, and the domestication is abandoned and does not become effective. The articles of
2 abandonment shall contain all of the following:

- 3 (1) The name of the domesticating corporation.
- 4 (2) The date on which the articles of domestication were filed by the Secretary of
5 State.
- 6 (3) A statement that the domestication has been abandoned in accordance with
7 this section.

8 **"§ 55A-11B-06. Articles of domestication; effective date.**

9 (a) Articles of domestication shall be signed by the domesticating corporation and
10 delivered to the Secretary of State for filing.

11 (b) The articles of domestication shall contain all of the following:

- 12 (1) The name and governing jurisdiction of the domesticating corporation.
- 13 (2) The name and governing jurisdiction of the domesticated corporation.
- 14 (3) If the domesticating corporation is a domestic nonprofit corporation, a
15 statement that the plan of domestication was approved in accordance with this
16 Article or, if the domesticating corporation is a foreign nonprofit corporation,
17 a statement that the domestication was approved in accordance with its law of
18 jurisdiction.
- 19 (4) If the domesticated corporation is a domestic nonprofit corporation, its articles
20 of incorporation, as an attachment, except that provisions that would not be
21 required to be included in restated articles of incorporation may be omitted
22 from the articles of the domesticated corporation and the articles do not need
23 to be signed.

24 (c) In addition to the requirements of subsection (b) of this section, articles of
25 domestication may contain any other provision not prohibited by law.

26 (d) If the domesticated corporation is a domestic nonprofit corporation, the domestication
27 becomes effective when the articles of domestication are effective. If the domesticated
28 corporation is a foreign nonprofit corporation, the domestication becomes effective on the later
29 of the following:

- 30 (1) The date and time provided by the law of the jurisdiction of the domesticated
31 corporation.
- 32 (2) When the articles of domestication are effective.

33 **"§ 55A-11B-07. Effect of domestication.**

34 (a) When a domestication becomes effective, all of the following apply:

- 35 (1) All property owned by, and every contract right possessed by, the
36 domesticating corporation becomes the property and contract rights of the
37 domesticated corporation without transfer, reversion, or impairment.
- 38 (2) All debts, obligations, and other liabilities of the domesticating corporation
39 remain the debts, obligations, and other liabilities of the domesticated
40 corporation.
- 41 (3) The name of the domesticated corporation may be, but is not required to be,
42 substituted for the name of the domesticating corporation in any pending
43 proceeding.
- 44 (4) The articles of incorporation and bylaws of the domesticated corporation
45 become effective.
- 46 (5) The memberships of the domesticating corporation are reclassified into
47 memberships, obligations, rights to acquire memberships, cash, or other
48 property in accordance with the terms of the domestication, and the members
49 of the domesticating corporation are entitled only to the rights provided to
50 them by those terms.
- 51 (6) The domesticated corporation is all of the following:

- 1 a. Incorporated under and subject to the current law of the jurisdiction of
- 2 the domesticated corporation.
- 3 b. The same corporation without interruption as the domesticating
- 4 corporation.
- 5 c. Deemed to have been incorporated on the date the domesticating
- 6 corporation was originally incorporated.

7 (b) Except as otherwise provided under the law of the jurisdiction or the articles of
 8 incorporation or bylaws of a foreign nonprofit corporation that is the domesticating corporation,
 9 the interest holder liability of a member in a foreign corporation that is domesticated into this
 10 State who had interest holder liability in respect of the domesticating corporation before the
 11 domestication becomes effective shall be as follows:

- 12 (1) The domestication does not discharge that prior interest holder liability with
 13 respect to any interest holder liabilities that arose before the domestication
 14 becomes effective.
- 15 (2) The provisions of the law of the jurisdiction of the domesticating corporation
 16 shall continue to apply to the collection or discharge of any interest holder
 17 liabilities preserved by subdivision (1) of this subsection, as if the
 18 domestication had not occurred.
- 19 (3) The member shall have such rights of contribution from other persons as are
 20 provided by the law of the jurisdiction of the domesticating corporation with
 21 respect to any interest holder liabilities preserved by subdivision (1) of this
 22 subsection, as if the domestication had not occurred.
- 23 (4) The member shall not, by reason of the prior interest holder liability, have
 24 interest holder liability with respect to any interest holder liabilities that are
 25 incurred after the domestication becomes effective.

26 (c) A member who becomes subject to interest holder liability in respect of the
 27 domesticated corporation as a result of the domestication shall have such interest holder liability
 28 only in respect of interest holder liabilities that arise after the domestication becomes effective.

29 (d) A domestication does not constitute or cause the dissolution of the domesticating
 30 corporation."

31 **SECTION 3.2.(a)** G.S. 55A-1-22 reads as rewritten:

32 "**§ 55A-1-22. Filing, service, and copying fees.**

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

	Fee
Document	
35 ...	
36 (13a) Reserved for future codification purposes.	
37 (13b) Reserved for future codification purposes.	
38 (13c) <u>Articles of domestication</u>	\$25.00
39 (13d) <u>Articles of abandonment of domestication</u>	\$10.00
40 "	

41 **SECTION 3.2.(b)** G.S. 55A-1-60 reads as rewritten:

42 "**§ 55A-1-60. Judicial relief.**

43 (a) If for any reason it is impracticable for any corporation to call or conduct a meeting
 44 of its members, delegates, or directors, or otherwise obtain their consent, in the manner prescribed
 45 by its articles of incorporation, bylaws, or this Chapter, then upon petition of a director, officer,
 46 delegate, member, or the Attorney General, the superior court may order that ~~such~~ a meeting be
 47 held or that a written ballot or other method be used for obtaining the vote of members, delegates,
 48 or directors, in such a manner as the court finds fair and equitable under the circumstances.

49 ...

1 (d) Whenever practical any order issued pursuant to this section shall limit the subject
 2 matter of meetings or other forms of consent authorized to items, including amendments to the
 3 articles of incorporation or bylaws, the resolution of which will or may enable the corporation to
 4 continue managing its affairs without further resort to this ~~section; provided, however, that~~
 5 section. However, an order under this section may also authorize the obtaining of whatever votes
 6 and approvals are necessary for the dissolution, domestication, merger, or sale of assets.

7"

8 **SECTION 3.2.(c)** G.S. 55A-8-25 reads as rewritten:

9 "**§ 55A-8-25. Committees of the board.**

10 ...

11 (d) To the extent specified by the board of directors or in the articles of incorporation or
 12 bylaws, each committee of the board may exercise the board's authority under
 13 ~~G.S. 55A-8-01.~~ G.S. 55A-8-01, except that a

14 (e) A committee of the board shall ~~not, however:~~ not exercise authority to do any of the
 15 following:

16 (1) Authorize ~~distributions;~~ distributions.

17 (2) Recommend to members or approve dissolution, ~~merger–domestication,~~
 18 merger, or the sale, pledge, or transfer of all or substantially all of the
 19 corporation's ~~assets;~~ assets.

20 (3) Elect, appoint or remove directors, or fill vacancies on the board of directors
 21 or on any of its ~~committees;~~ committees.

22 (4) Adopt, amend, or repeal the articles of incorporation or bylaws.

23"

24 **SECTION 3.3.(a)** Sections 3.1 and 3.2 of this Part become effective October 1, 2023.
 25 Except as otherwise provided, this Part is effective when it becomes law.

26 **SECTION 3.3.(b)** If a protected agreement of a domestic domesticating nonprofit
 27 corporation in effect immediately before the domestication becomes effective contains a
 28 provision applying to a merger of the corporation and the agreement does not refer to a
 29 domestication of the corporation, the provision applies to a domestication of the corporation as
 30 if the domestication were a merger until the provision is first amended after October 1, 2023.

31 **SECTION 3.3.(c)** For the purposes of this section, a protected agreement is any of
 32 the following in effect immediately before October 1, 2023:

33 (1) A document evidencing indebtedness of a domestic nonprofit corporation and
 34 any related agreement.

35 (2) An agreement that is binding on a domestic nonprofit corporation.

36 (3) The articles of incorporation or bylaws of a domestic nonprofit corporation.

37 (4) An agreement that is binding on any of the interest holders or directors of a
 38 domestic nonprofit corporation in their capacities as interest holders or
 39 directors.

40 **PART IV. MODIFY REQUIRED NUMBER OF DIRECTORS**

41 **SECTION 4.(a)** G.S. 55A-1-50 reads as rewritten:

42 "**§ 55A-1-50. Private Foundations.**

43 (a) Except where otherwise determined by a court of competent jurisdiction, a
 44 corporation that is a private foundation as defined in section 509(a) of the Internal Revenue Code
 45 of ~~1986;~~ 1986 shall comply with all of the following:

46 (1) Shall distribute such amounts for each taxable year at ~~such–the~~ such–the time and in
 47 ~~such–the~~ such–the manner required so as not to subject the corporation to tax under
 48 section 4942 of the Code.

49 (2) Shall not engage in any act of self-dealing as defined in section 4941(d) of the
 50 Code.
 51

- 1 (3) Shall not retain any excess business holdings as defined in section 4943(c) of
2 the Code.
3 (4) Shall not make any investments in ~~such a manner as to~~ that would subject the
4 corporation to tax under section 4944 of the Code.
5 (5) Shall not make any taxable expenditures as defined in section 4945(d) of the
6 Code.

7 All references in this section to sections of the Code shall be to sections of the Internal
8 Revenue Code of 1986 as amended from time to time, or to corresponding provisions of
9 subsequent internal revenue laws of the United States.

10 (b) A board of directors of a private foundation shall consist of one or more natural
11 persons, with the number specified in or fixed in accordance with the articles of incorporation or
12 bylaws."

13 **SECTION 4.(b)** G.S. 55A-8-03 reads as rewritten:

14 **"§ 55A-8-03. Number of directors.**

15 (a) ~~A~~ Except as provided in G.S. 55A-1-50(b), a board of directors shall consist of ~~one~~
16 three or more natural persons, with the number specified in or fixed in accordance with the
17 articles of incorporation or bylaws.

18 (b) The number of directors may be increased or decreased from time to time by
19 amendment to or in the manner prescribed in the articles of incorporation or bylaws.

20 (c) The articles of incorporation or bylaws may establish a variable range for the size of
21 the board of directors by fixing a minimum number not inconsistent with this Chapter and
22 maximum number of directors. If a variable range is established, the number of directors may be
23 fixed or changed from time to time, within the minimum and maximum, by the members entitled
24 to vote for directors ~~or (unless or, unless~~ the articles of incorporation or an agreement valid under
25 G.S. 55A-7-30 shall otherwise ~~provide) provide~~, the board of directors. If the corporation has
26 members entitled to vote for directors, only ~~such those~~ members may change the range for the
27 size of the board or change from a fixed to a variable-range size board or vice versa."

28 **SECTION 4.(c)** G.S. 55A-8-11 reads as rewritten:

29 **"§ 55A-8-11. Vacancy on board.**

30 (a) Unless the articles of incorporation or bylaws provide otherwise, and except as
31 provided in subsections (b) and (c) of this section, if a vacancy occurs on a board of directors,
32 including, without limitation, a vacancy resulting from an increase in the number of directors or
33 from the failure by the members to elect the full authorized number of directors, the vacancy may
34 be ~~filled:~~ filled by any of the following means:

- 35 (1) By the members entitled to vote for directors, if any, or if the vacant office
36 was held by a director elected by a class, chapter or other organizational unit,
37 or by region or other geographic grouping, by the members of that class,
38 chapter, unit, or ~~grouping;~~ grouping.
39 (2) By the board of ~~directors;~~ directors.
40 (3) If the directors remaining in the office constitute fewer than a quorum of the
41 board, by the affirmative vote of a majority of all the directors, or by the sole
42 director, remaining in office.

43 (b) Unless the articles of incorporation or bylaws provide otherwise, if a vacant office
44 was held by an appointed director, only the person who appointed the director may fill the
45 vacancy.

46 (c) If a vacant office was held by a designated director, the vacancy shall be filled only
47 as provided in the articles of incorporation or bylaws.

48 (d) A vacancy that will occur at a specific later ~~date (by date, by~~ reason of a resignation
49 effective at a later date under G.S. 55A-8-07(b) or ~~otherwise) otherwise~~, may be filled before the
50 vacancy occurs but the new director shall not take office until the vacancy occurs.

1 (e) Notwithstanding G.S. 55A-8-03(a), a board of directors may have fewer than three
2 members due to vacancies until the vacancies are filled."

3 **SECTION 4.(d)** This section becomes effective October 1, 2023, and applies to
4 corporations organized on or after that date.

5
6 **PART V. MODIFY THE REQUIREMENT FOR ESTABLISHING COMMITTEES OF**
7 **THE BOARD OF DIRECTORS**

8 **SECTION 5.(a)** G.S. 55A-8-25 reads as rewritten:

9 **"§ 55A-8-25. Committees of the board.**

10 (a) Unless the articles of incorporation or bylaws provide otherwise, a board of directors
11 may create one or more committees of the board and appoint members of the board to serve on
12 them. Each committee shall have two or more members, who serve at the pleasure of the board.

13 (b) ~~The~~ Unless the articles of incorporation or bylaws provide otherwise, the creation of
14 a committee and appointment of members to it shall be approved by the greater of: of the
15 following:

16 (1) A majority of all the directors in office when the action is ~~taken; or~~ taken.

17 (2) The number of directors required by the articles of incorporation or bylaws to
18 take action under G.S. 55A-8-24.

19 (c) G.S. 55A-8-20 through G.S. 55A-8-24, which govern meetings, action without
20 meetings, notice and waiver of notice, and quorum and voting requirements of the board, apply
21 to committees of the board and their members as well.

22 (d) To the extent specified by the board of directors or in the articles of incorporation or
23 bylaws, each committee of the board may exercise the board's authority under G.S. 55A-8-01.

24 (e) A committee of the board shall not, ~~however; however,~~ take the following actions:

25 (1) Authorize ~~distributions;~~ distributions.

26 (2) Recommend to members or approve dissolution, merger or the sale, pledge,
27 or transfer of all or substantially all of the corporation's ~~assets;~~ assets.

28 (3) Elect, appoint or remove directors, or fill vacancies on the board of directors
29 or on any of its ~~committees; or~~ committees.

30 (4) Adopt, amend, or repeal the articles of incorporation or bylaws.

31 (f) The creation of, delegation of authority to, or action by a committee does not alone
32 constitute compliance by a director with the standards of conduct described in G.S. 55A-8-30."

33 **SECTION 5.(b)** This section becomes effective October 1, 2023, and applies to
34 committees created on or after that date.

35
36 **PART VI. FURTHER AUTHORIZE AND CLARIFY CONVERSION**

37 **SECTION 6.(a)** Article 11A of Chapter 55A of the General Statutes is amended by
38 adding a new Part to read:

39 "Part 1. Conversion To Nonprofit Corporation.

40 **"§ 55A-11A-01. Conversion.**

41 (a) As used in this section, "business entity" means a domestic business corporation,
42 including a professional corporation as defined in G.S. 55B-2, a foreign business corporation,
43 including a foreign professional corporation as defined in G.S. 55B-16, a domestic or foreign
44 nonprofit corporation, a domestic or foreign limited liability company, a domestic or foreign
45 limited partnership, a registered limited liability partnership or foreign limited liability
46 partnership as defined in G.S. 59-32, or any other partnership as defined in G.S. 59-36 whether
47 or not formed under the laws of this State.

48 (b) A business entity, other than a domestic nonprofit corporation, may convert to a
49 domestic nonprofit corporation if both of the following apply:

50 (1) The conversion is permitted by the laws of the state or country governing the
51 organization and internal affairs of the converting business entity.

1 (2) The converting business entity complies with the requirements of this Part
2 and, to the extent applicable, the laws referred to in subdivision (1) of this
3 subsection.

4 **"§ 55A-11A-02. Plan of conversion.**

5 (a) The converting business entity shall approve a written plan of conversion containing
6 all of the following:

7 (1) The name of the converting business entity, its type of business entity, and the
8 state or country whose laws govern its organization and internal affairs.

9 (2) The name of the resulting domestic nonprofit corporation into which the
10 converting business entity will convert.

11 (3) The terms and conditions of the conversion.

12 (4) The manner and basis for converting the interests in the converting business
13 entity, if any, into any combination of eligible interests or other securities,
14 rights to acquire interests or other securities, obligations, cash, or other
15 property of the resulting domestic nonprofit corporation.

16 (b) The plan of conversion may contain any other provisions not prohibited by law.

17 (c) The provisions of the plan of conversion, other than the provisions required by
18 subdivisions (1) and (2) of subsection (a) of this section, may be made dependent on facts
19 objectively ascertainable outside the plan of conversion if the plan of conversion sets forth the
20 manner in which the facts will operate upon the affected provisions.

21 (d) The plan of conversion shall be approved in accordance with the laws of the state or
22 country governing the organization and internal affairs of the converting business entity.

23 (e) After a plan of conversion has been approved as provided in subsection (d) of this
24 section, but before articles of incorporation for the resulting domestic nonprofit corporation
25 become effective, the plan of conversion may be amended or abandoned to the extent permitted
26 by the laws that govern the organization and internal affairs of the converting business entity.

27 **"§ 55A-11A-03. Filing of articles of incorporation by converting business entity.**

28 (a) After a plan of conversion has been approved by the converting business entity as
29 provided in G.S. 55A-11A-02, the converting business entity shall deliver articles of conversion
30 to the Secretary of State for filing. In addition to the matters required or permitted by
31 G.S. 55A-2-02, the articles of incorporation shall contain articles of conversion stating all of the
32 following:

33 (1) That the corporation is being formed pursuant to a conversion of a business
34 entity.

35 (2) The name of the converting business entity, its type of business entity, and the
36 state or country whose laws govern its organization and internal affairs.

37 (3) That a plan of conversion has been approved by the converting business entity
38 as required by law.

39 (b) If the plan of conversion is abandoned after the articles of incorporation have been
40 filed with the Secretary of State but before the articles of incorporation become effective, the
41 converting business entity shall deliver to the Secretary of State for filing prior to the time the
42 articles of incorporation become effective an amendment to the articles of incorporation
43 withdrawing the articles of incorporation.

44 (c) The conversion takes effect when the articles of incorporation become effective.

45 (d) Certificates of conversion shall also be registered as provided in G.S. 47-18.1.

46 **"§ 55A-11A-04. Effects of conversion.**

47 When the conversion takes effect, all of the following apply:

48 (1) The converting business entity ceases its prior form of organization and
49 continues in existence as the resulting domestic nonprofit corporation.

- 1 (2) The title to all real estate and other property owned by the converting business
2 entity continues vested in the resulting domestic nonprofit corporation without
3 transfer, reversion, or impairment.
- 4 (3) Except as otherwise provided by law or by the plan of conversion, all rights,
5 privileges, immunities, powers, and purposes of the converting business entity
6 remain vested in the resulting domestic nonprofit corporation.
- 7 (4) All debts, obligations, and other liabilities of the converting business entity
8 continue as debts, obligations, and other liabilities of the resulting domestic
9 nonprofit corporation.
- 10 (5) A proceeding pending by or against the converting business entity may be
11 continued as if the conversion did not occur. The name of the resulting
12 domestic nonprofit corporation may be substituted for the name of the
13 converting business entity in any pending action or proceeding.
- 14 (6) The interests and obligations in the converting business entity are converted
15 to eligible interests or other securities, rights to acquire interests or other
16 securities, obligations, cash, or other property of the resulting domestic
17 corporation in accordance with the plan of conversion.
- 18 (7) All of the following apply to the resulting domestic nonprofit corporation:
- 19 a. It is incorporated under and subject to Chapter 55A of the General
20 Statutes.
- 21 b. It converts from the converting business entity into its new form of
22 organization interruption.
- 23 c. It is deemed to have been incorporated on the date that the converting
24 entity was originally incorporated or organized.

25 The conversion does not affect the liability or absence of liability of any holder of an interest
26 in the converting business entity for any acts, omissions, or obligations of the converting business
27 entity made or incurred prior to the effectiveness of the conversion. The cessation of the existence
28 of the converting business entity in its prior form of organization in the conversion does not
29 constitute a dissolution or termination of the converting business entity."

30 **SECTION 6.(b)** Part 2 of Article 11A of Chapter 55A of the General Statutes reads
31 as rewritten:

32 "Part 2. Conversion of Nonprofit Corporation.

33 **"§ 55A-11A-10. Conversion.**

34 (a) A charitable or religious corporation may convert to a domestic limited liability
35 company if the converting charitable or religious corporation complies with the requirements of
36 this ~~part~~ Part and the requirements of G.S. 57D-9-20, 57D-9-21, and 57D-9-22.

37 (b) The plan of conversion of a charitable or religious corporation to a domestic limited
38 liability company under G.S. 57D-9-21 shall comply with all of the following:

- 39 (1) If the converting charitable or religious corporation does not have any
40 members entitled to vote on the conversion, the plan shall be approved by the
41 board of directors of the converting charitable or religious corporation.
- 42 (2) If the charitable or religious corporation has members entitled to vote on the
43 conversion, the plan shall first be approved by the board of directors and then
44 by the members entitled to vote on the conversion in accordance with the
45 following:
- 46 a. In submitting the plan of conversion to the members for approval, the
47 board of directors shall recommend that the members approve the plan
48 unless the directors make a determination that because of conflicts of
49 interest or other special circumstances they should not make this
50 recommendation, in which case the directors shall inform the members
51 of the basis for so proceeding.

b. If the approval is to be given at a meeting, the charitable or religious corporation shall notify each member entitled to vote of the meeting of members at which the plan of conversion will be submitted for approval. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider the plan of conversion and shall contain or be accompanied by a copy or summary of the plan.

c. Unless the articles of incorporation, the bylaws, or the board of directors of the charitable or religious corporation require a different vote or quorum, approval of the plan of conversion requires (i) the approval of the members, consisting of the majority of the votes entitled to be cast on the plan, at a meeting at which a quorum exists and (ii) the approval of each separate voting group, consisting of a majority of the votes entitled to be cast on the plan by that voting group, at a meeting at which a quorum of the voting group is present.

(3) If, as a result of the conversion, one or more members of the converting entity would become subject to new member liability, approval of the plan of conversion requires that each of those members sign a separate record consenting to become subject to the new member liability.

(4) In addition to the adoption and approval of the plan of conversion by the board of directors and members as required by this section, the plan of conversion shall also be approved by any person or group of persons whose approval is required under G.S. 55A-10-30 to amend the articles of incorporation or bylaws of the charitable or religious corporation."

SECTION 6.(c) This section becomes effective October 1, 2023, and applies to plans of conversion approved on or after that date.

PART VII. MODIFY CHARITABLE SOLICITATION LICENSING LAWS

SECTION 7.(a) G.S. 131F-3 reads as rewritten:

"§ 131F-3. Exemptions.

The following are exempt from the provisions of this Chapter:

...
 (3) Any person who receives less than ~~twenty five thousand dollars (\$25,000)~~ fifty thousand dollars (\$50,000) in contributions in any calendar year and does not provide compensation to any officer, trustee, organizer, incorporator, fund-raiser, or solicitor. Compensation to any organizer or incorporator does not include professional fees paid to licensed attorneys or licensed accountants. A charitable organization may demonstrate to the Department that it receives less than fifty thousand dollars (\$50,000) in contributions by providing any of the following:

a. A copy of its most recently completed and filed Internal Revenue Service Form 990 or Form 990-EZ or an applicable successor form.

b. A copy of the message confirming its submission of the Internal Revenue Service Form 990-N or an applicable successor form.

c. A copy of its budget for the current year that was approved by its governing board and that includes projected revenue and projected expenses.

d. A completed financial form developed by the Department.

e. Any other evidence satisfactory to the Department.

...."

SECTION 7.(b) G.S. 131F-5 reads as rewritten:

"§ 131F-5. Licensure of charitable organizations and sponsors required.

1 ...
2 (c) License Renewal. – The license shall be renewed on an annual basis. Any change in
3 information from the original application for a license shall be filed annually on or before the
4 fifteenth day of the fifth calendar month after the close of each fiscal year in which the charitable
5 organization or sponsor solicited in this State, or by the date of any applicable extension of the
6 federal informational tax form filing date, whichever is later, ~~provided that extensions given~~
7 ~~under this section shall not exceed three months after the initial renewal date or eight months~~
8 ~~after the conclusion of the year for which financial information is due at the time of renewal.~~
9 later. For the purposes of this section, a license renewal application is considered filed as of the
10 date shown on the postmark affixed, or, if filed electronically, when it is sent as provided in
11 G.S. 66-325. A charitable organization or sponsor whose federal informational tax form filing
12 date has been extended pursuant to filing the federal application for automatic extension shall,
13 within seven days after receipt, forward filing the application for automatic extension, notify the
14 Department that the license renewal period is extended by forwarding a copy of the document
15 granting the extension application to the Department.

16 (d) Extension of Time. – For good cause shown, the Department may extend the time for
17 the license renewal and the annual filing of updated information for a period not to exceed 60
18 days, days beyond the (i) fifteenth day of the fifth calendar month after the close of each fiscal
19 year in which the charitable organization or sponsor solicited in this State or (ii) date of any
20 applicable extension of the federal informational tax form filing date, during which time the
21 previous license shall remain in effect. The Department may extend the time for a charitable
22 organization or sponsor whose federal informational tax form filing date has been extended
23 pursuant to filing the federal application for automatic extension for an additional period not to
24 exceed 60 days."

25 **SECTION 7.(c)** G.S. 131F-6(a) reads as rewritten:

26 **"§ 131F-6. Information required for licensure.**

27 (a) Initial Information Required. – The initial application for a license for a charitable
28 organization or sponsor shall be submitted on a form provided by the Department, signed ~~under~~
29 ~~oath~~ by the treasurer or chief fiscal officer of the charitable organization or sponsor, and shall
30 include the following:

31"

32 **SECTION 7.(d)** G.S. 131F-15 reads as rewritten:

33 **"§ 131F-15. License required for fund-raising consultant.**

34 ...
35 (b) License Application. – Applications for a license or renewal of a license shall be
36 submitted on a form provided by the Department, shall be ~~signed under oath,~~ signed, and shall
37 include the following:

38"

39 **SECTION 7.(e)** G.S. 131F-16 reads as rewritten:

40 **"§ 131F-16. License required for solicitors.**

41 ...
42 (b) Applications. – Applications for a license or renewal of a license shall be submitted
43 on a form provided by the Department, shall be ~~signed under oath,~~ signed, and shall include the
44 following information:

45 ...

46 (h) Financial Report. – Within 90 days after a solicitation campaign has been completed
47 and on the anniversary of the commencement of a solicitation campaign lasting more than one
48 year, the solicitor shall provide to the charitable organization or sponsor and file with the
49 Department a financial report of the campaign, including the gross revenue received, an
50 itemization of all expenses incurred, and the fixed percentage of the gross revenue that the
51 charitable organization or sponsor received as a benefit from the solicitation campaign. The

1 report shall be completed on a form provided by the Department and shall be signed by an
2 authorized official of the solicitor who shall certify ~~under oath~~ that the report is true and correct.
3"

4 **SECTION 7.(f)** Subsection (a) of this section is effective when it becomes law and
5 applies to requests for exemptions filed on or after that date. Subsection (b) of this section
6 becomes effective October 1, 2023, and applies to license renewals filed on or after that date.
7

8 **PART VIII. EFFECTIVE DATE AND APPLICABILITY**

9 **SECTION 8.** Except as otherwise provided, this act is effective when it becomes
10 law.