

GENERAL ASSEMBLY OF NORTH CAROLINA

SESSION 1995

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HOUSE BILL 490  
Committee Substitute Favorable 5/1/95  
Committee Substitute #2 Favorable 5/8/95  
Committee Substitute #3 Favorable 6/30/95  
Fifth Edition Engrossed 7/6/95  
Senate Appropriations Committee Substitute Adopted 7/28/95

Short Title: Corporate Filings.

(Public)

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Sponsors:

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Referred to:

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March 16, 1995

A BILL TO BE ENTITLED

1 AN ACT TO ESTABLISH FEES FOR EXPEDITED FILINGS, TO PROVIDE THAT  
2 NONPROFIT CORPORATIONS ARE NOT REQUIRED TO FILE ANNUAL  
3 REPORTS, TO ALLOW THE SECRETARY OF STATE TO RETAIN FILED  
4 DOCUMENTS IN REPRODUCED FORM, TO EXTEND THE DEADLINE TO  
5 ALLOW THE REINSTATEMENT OF DISSOLVED CORPORATIONS, AND TO  
6 PREVENT THE USE OF DUPLICATE CORPORATE NAMES.  
7

8 The General Assembly of North Carolina enacts:

9 PART I. CORPORATIONS.

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

12 "**§ 55-1-22.1. Expedited filings.**

13 The Secretary of State shall guarantee the expedited filing of a document upon receipt  
14 of the document in proper form and the payment of the required filing fee. The Secretary

1 of State may collect the following additional fees for the expedited filing of a document  
2 received in good form:

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

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

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

12 "**§ 55-1-25. Filing duty of Secretary of State.**

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

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

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

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

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

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

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

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

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

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

- 13 (1) The corporate name of a corporation incorporated or authorized to  
14 transact business in this State;
- 15 (2) A corporate name reserved or registered under G.S. 55-4-02 or G.S. 55-  
16 4-03;
- 17 (3) The fictitious name adopted by a foreign corporation authorized to  
18 transact business in this State because its real name is unavailable; ~~and~~
- 19 (4) The corporate name of a nonprofit corporation incorporated or  
20 authorized to transact business in this ~~State~~ State; ~~and~~
- 21 (5) The name used, reserved, or registered by a limited liability company  
22 pursuant to Chapter 57C of the General Statutes or by a limited  
23 partnership pursuant to Chapter 59 of the General Statutes."

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

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

- 28 (1) In the case of a voluntary dissolution, the expiration of 120 days after  
29 the effective date of the dissolution, or
- 30 (2) In the case of an administrative dissolution, the expiration of the period  
31 within which the corporation may be reinstated pursuant to G.S. 55-14-  
32 21,

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

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

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

- 41 (1) Recite the name of the corporation and the effective date of its  
42 administrative dissolution; and

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

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

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

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

15 PART II. NONPROFIT CORPORATIONS.

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

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

- 18 "(a) The Secretary of State may promulgate and furnish on request forms for:
- 19 (1) An application for a certificate of existence;
- 20 (2) A foreign corporation's application for a certificate of authority to
- 21 conduct affairs in this State;
- 22 (3) A foreign corporation's application for a certificate of withdrawal; ~~and~~
- 23 (4) ~~The annual report.~~ Designation of Principal Office Address; and
- 24 (5) Corporation's Statement of Change of Principal Office.

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

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

27 "**§ 55A-1-22. Filing, service, and copying fees.**

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

Document	Fee
31 (1) Articles of incorporation	\$50.00
32 (2) Application for reserved name	\$10.00
33 (3) Notice of transfer of reserved name	\$10.00
34 (4) Application for registered name	\$10.00
35 (5) Application for renewal of registered name	\$10.00
36 (6) Corporation's statement of change of registered agent or registered	
37 office or both	\$ 5.00
38 (7) Agent's statement of change of registered office for each affected	
39 corporation	\$ 5.00
40 (8) Agent's statement of resignation	No fee
41 (9) Designation of registered agent or registered office or both	\$ 5.00
42 (10) Amendment of articles of incorporation	\$25.00

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

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

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

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

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

35 "**§ 55A-1-22.1. Expedited filings.**

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

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

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

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

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

7 **"§ 55A-1-25. Filing duty of Secretary of State.**

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

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

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

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

33           (1) Except as provided in G.S. 55A-2-03(b), affect the validity or invalidity  
34 of the document in whole or part;

35           (2) Determine the correctness or incorrectness of information contained in  
36 the document;

37           (3) Create a presumption that the document is valid or invalid or that  
38 information contained in the document is correct or incorrect."

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

40 **"§ 55A-1-27. Evidentiary effect of certificate of filing.**

41 A certificate attached to a copy of a document filed by the Secretary of State, bearing  
42 the Secretary of State's signature (which may be in facsimile) and the seal of his office  
43 and certifying that the copy is a true copy of the document, is conclusive evidence that

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

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

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

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

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

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

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

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

- 23 (1) A corporate name for the corporation that satisfies the requirements of  
24 G.S. 55A-4-01;
- 25 (2) If the corporation is a charitable or religious corporation, a statement to  
26 that effect if it was incorporated on or after the effective date of this  
27 Chapter;
- 28 (3) The street address, and the mailing address if different from the street  
29 address, of the corporation's initial registered office, the county in which  
30 the initial registered office is located, and the name of the corporation's  
31 initial registered agent at that address;
- 32 (4) The name and address of each incorporator;
- 33 (5) Whether or not the corporation will have members; ~~and~~
- 34 (6) Provisions not inconsistent with law regarding the distribution of assets  
35 on ~~dissolution~~ dissolution; and
- 36 (7) The street address, and the mailing address, if different from the street  
37 address, of the principal office, and the county in which the principal  
38 office is located."

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

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

- 42 (1) The corporate name of a domestic nonprofit corporation or a foreign  
43 nonprofit corporation authorized to conduct affairs in this State;

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

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

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

- 15 (1) In the case of a voluntary dissolution, the expiration of 120 days after  
16 the effective date of the dissolution, or
- 17 (2) In the case of an administrative dissolution, the expiration of the period  
18 within which the corporation may be reinstated pursuant to G.S. 55A-  
19 14-22,

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

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

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

27 "**§ 55A-5-02.1. Principal office address.**

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

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

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

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



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

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

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

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

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

25 **"§ 55A-14-20. Grounds for administrative dissolution.**

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

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

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

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

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

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

9           "(b) When a foreign corporation authorized to conduct affairs in this State fails to  
10 appoint or maintain a registered agent in this State, or when its registered agent cannot  
11 with due diligence be found at the registered office, or when its certificate of authority  
12 shall have been revoked under G.S. 55A-15-31, the Secretary of State shall be an agent of  
13 such corporation upon whom any process, notice, or demand may be served. Service on  
14 the Secretary of State of any process, notice, or demand shall be made by delivering to  
15 and leaving with the Secretary of State or with any clerk having charge of the corporation  
16 department of the Secretary of State's office, duplicate copies of such process, notice, or  
17 demand. In the event any process, notice, or demand is served on the Secretary of State,  
18 he shall immediately mail one of the copies thereof, by registered or certified mail, return  
19 receipt requested, to the corporation at its principal office shown in its most recent annual  
20 ~~report~~ report, if applicable, the articles of incorporation, the Designation of Principal  
21 Office Address form, in any subsequent Corporation's Statement of Change of Principal  
22 Office Address form, or in any subsequent communication received from the corporation  
23 stating the current mailing address of its principal office or, if there is no mailing address  
24 for the principal office on file, to the corporation at its registered office. Service on a  
25 foreign corporation under this subsection shall be effective for all purposes from and after  
26 the date of such service on the Secretary of State."

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

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

### 29 PART III. LIMITED LIABILITY COMPANIES.

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

#### 32 **"§ 57C-1-22.1. Expedited filings.**

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

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

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

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

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

5 **"§ 57C-1-25. Filing duty of Secretary of State.**

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

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

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

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

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

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

36 **"§ 57C-1-27. Evidentiary effect of copy of filed document.**

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

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

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

9 PART IV. LIMITED PARTNERSHIPS.

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

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

15           (1) The name of a corporation, nonprofit corporation, limited partnership,  
16 or limited liability company organized in this State, or a foreign  
17 corporation or nonprofit corporation, foreign limited partnership, or  
18 foreign limited liability company authorized to transact business in this  
19 State;

20           (2) A name reserved under G.S. 55-4-02, 55-4-03, 55A-4-02, 55A-4-03,  
21 57C-2-31, 57C-2-32, 59-104, or 59-904; and

22           (3) The fictitious name adopted by a foreign corporation or nonprofit  
23 corporation, foreign limited partnership, or foreign limited liability  
24 company authorized to transact business in this State because its real  
25 name is unavailable."

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

27 **"§ 59-206. Filing requirements.**

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

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

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

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

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

17 (3a) Whenever the name of any domestic or foreign limited partnership  
18 holding title to real property in this State is changed upon amendment to  
19 the certificate of limited partnership, a certificate reciting ~~sueh~~ the  
20 change or transfer shall be recorded in the office of the register of deeds  
21 of the county where the property lies, or if the property is located in  
22 more than one county, then in each county where any portion of the  
23 property lies.

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

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

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

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

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

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

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

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

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

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

16 **"§ 59-206.1. Evidentiary effect of copy of filed document.**

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

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

22 **"§ 59-1106. Fees.**

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

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

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

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

23 PART V. EFFECTIVE DATES.

24           Sec. 38. (a) Sections 3, 13, 32, and 36 of this act become effective October 1,  
25           1995.

26           (b)    Section 7 of this act becomes effective July 1, 1996, and applies to applications  
27           for reinstatement on or after that date. Section 25 of this act becomes effective July 1,  
28           1996, and applies to proceedings commenced on or after that date.

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