

GENERAL ASSEMBLY OF NORTH CAROLINA
SESSION 1999

SESSION LAW 1999-151
SENATE BILL 483

AN ACT TO REVISE THE LAW GOVERNING THE LIMITATIONS OF
SUCCESSORS AND ASSIGNEES OF FOREIGN CORPORATIONS AND
FOREIGN NONPROFIT CORPORATIONS TO FILE CAUSES OF ACTION OR
PROCEEDINGS.

The General Assembly of North Carolina enacts:

Section 1. G.S. 55-15-02(a) reads as rewritten:

"(a) No foreign corporation transacting business in this State without permission obtained through a certificate of authority under this Chapter or through domestication under prior acts shall be permitted to maintain any action or proceeding in any court of this State unless ~~such~~ the foreign corporation shall have ~~has~~ obtained a certificate of authority prior to ~~trial~~; ~~nor shall any action or proceeding be maintained in any court of this State by any successor or assignee of such corporation on any cause of action arising out of the transaction of business by such corporation in this State until:~~

- (1) ~~A certificate of authority shall have been obtained by such corporation or by a foreign corporation which has acquired substantially all of its assets, or~~
- (2) ~~Substantially all of its assets have been acquired by a domestic corporation or one or more individuals. trial.~~

An issue arising under this subsection must be raised by motion and determined by the trial judge prior to trial."

Section 2. G.S. 55A-15-02(a) reads as rewritten:

"(a) No foreign corporation conducting affairs in this State without permission obtained through a certificate of authority under this Chapter or through domestication under prior acts shall be permitted to maintain any action or proceeding in any court of this State unless ~~each~~ the foreign corporation shall have ~~has~~ obtained a certificate of authority prior to ~~trial~~; ~~nor shall any action or proceeding be maintained in any court of this State by any successor or assignee of such corporation on any cause of action arising out of the conduct of affairs by such corporation in this State until:~~

- (1) ~~A certificate of authority shall have been obtained by the corporation or by a foreign entity which has acquired substantially all of its assets and is entitled to obtain a certificate of authority; or~~
- (2) ~~Substantially all of its assets have been acquired by a foreign entity which is not entitled to obtain a certificate of authority by a domestic corporation or by one or more individuals. trial.~~

An issue arising under this subsection ~~shall~~must be raised by motion and determined by the trial judge prior to trial."

Section 3. This act becomes effective October 1, 1999, and applies to causes of action or proceedings filed on or after that date.

In the General Assembly read three times and ratified this the 27th day of May, 1999.

s/ Dennis A. Wicker
President of the Senate

s/ James B. Black
Speaker of the House of Representatives

s/ James B. Hunt, Jr.
Governor

Approved 4:40 p.m. this 4th day of June, 1999