

§ 57C-1-03. Definitions.

The following definitions apply in this Chapter, unless otherwise specifically provided:

- (1) Articles of organization. – The document filed under G.S. 57C-2-20 of this Chapter for the purpose of forming a limited liability company, as amended or restated.
- (2) Bankrupt. – Bankrupt under the United States Bankruptcy Code, as amended, or insolvent under State insolvency laws.
- (3) Business. – Any lawful trade, investment, or other purpose or activity, whether or not such trade, investment, purpose, or activity is carried on for profit.
- (3a) Business entity. – A corporation (including a professional corporation as defined in G.S. 55B-2), a foreign corporation (including a foreign professional corporation defined in G.S. 55B-16), a domestic or foreign nonprofit corporation, a domestic or foreign limited liability company, a domestic or foreign limited partnership, a registered limited liability partnership or foreign limited liability partnership as defined in G.S. 59-32, or any other partnership as defined in G.S. 59-36 whether or not formed under the laws of this State.
- (4) Corporation or domestic corporation. – Has the same meaning as in G.S. 55-1-40(4).
- (5) Court. – Includes every court and judge having jurisdiction in the case.
- (5a) Director. – For any limited liability company the management of whose affairs is vested in whole or in part in persons other than its managers pursuant to G.S. 57C-3-20(b), any person who is so vested with, or is one of a group of persons so vested with, the authority to direct the management of the limited liability company's affairs.
- (6) Distribution. – A direct or indirect transfer of money or other property or inurrence of indebtedness by a limited liability company to or for the benefit of its members in respect of their membership interests.
- (6a) Domestic nonprofit corporation. – A corporation as defined in G.S. 55A-1-40(5).
- (6b) Executive. – For any limited liability company the management of whose affairs is vested in whole or in part in persons other than its managers pursuant to G.S. 57C-3-20(b), any person who is so vested with authority to participate in the management of the limited liability company's affairs under the direction of the limited liability company's managers or directors.
- (7) Foreign corporation. – Has the same meaning as in G.S. 55-1-40(10).
- (8) Foreign limited liability company. – An unincorporated organization formed under laws other than the laws of this State, that affords to each of its members, pursuant to the laws under which it is formed, limited liability with respect to the liabilities of the organization.
- (9) Foreign limited partnership. – Has the same meaning as in G.S. 59-102(5).
- (9a) Foreign nonprofit corporation. – A foreign corporation as defined in G.S. 55A-1-40(11).
- (10) Individual. – A human being.
- (10a) Liabilities, debts, and obligations. – Have one and the same meaning and are used interchangeably throughout this Chapter. Reference to "liabilities," "debts," or "obligations" whether individually or in any combination, is

- deemed to reference "all liabilities, debts, and obligations, whether arising in contract, tort, or otherwise."
- (11) Limited liability company or domestic limited liability company. – An entity formed and existing under this Chapter.
 - (12) Limited partnership or domestic limited partnership. – Has the same meaning as in G.S. 59-102(8).
 - (12a) Management of the affairs. – In respect of an entity, unless the context indicates otherwise, the authority to direct and participate in the management of the entity.
 - (13) Manager. – Has the following meanings: (i) with respect to a domestic limited liability company, any person designated in, or in accordance with, G.S. 57C-3-20(a), and (ii) with respect to a foreign limited liability company, any person authorized to act for and bind the foreign limited liability company.
 - (14) Member. – A person who has been admitted to membership in the limited liability company as provided in G.S. 57C-3-01 until the person's membership ceases as provided in G.S. 57C-3-02 or G.S. 57C-5-02.
 - (15) Membership interest or interest. – In the context of a member of a limited liability company, the terms mean all of a member's rights in the limited liability company, including any share of the profits and losses of the limited liability company, any right to receive distributions of the limited liability company assets, any right to vote on matters relating to the limited liability company, and any right to participate in the management of the limited liability company's affairs.
 - (16) Operating agreement. – Any agreement, written or oral, of the members with respect to the affairs of a limited liability company and the conduct of its business that is binding on all the members. An operating agreement shall include, in the case of a limited liability company with only one member, any writing signed by the member, without regard to whether the writing constitutes an agreement, that relates to the affairs of the limited liability company and the conduct of its business.
 - (16a) Organizer. – A person who executes the articles of organization of a limited liability company in the capacity of an organizer.
 - (17) Person. – An individual, a trust, an estate, or a domestic or foreign corporation, a domestic or foreign professional corporation, a domestic or foreign partnership, a domestic or foreign limited partnership, a domestic or foreign limited liability company, an unincorporated association, or another entity.
 - (17a) Principal office. – The office, in or out of this State, where the principal executive offices of a domestic or foreign limited liability company are located, as designated in its most recent annual report filed with the Secretary of State or, in the case of a domestic or foreign limited liability company that has not yet filed an annual report, in its articles of organization or application for a certificate of authority, respectively.
 - (18) State. – A state, territory, or possession of the United States, the District of Columbia, or the Commonwealth of Puerto Rico. (1993, c. 354, s. 1; 1995, c. 351, ss. 1, 2; 1999-189, s. 1; 1999-369, ss. 3.2, 3.3; 1999-456, s. 52(a); 2000-140, s. 101(t); 2001-387, ss. 48-52.)