

Part 2. Formation; Articles of Organization; Amendment of Articles; Annual Report.

**§ 57C-2-20. Formation.**

(a) One or more persons may form a limited liability company by delivering executed articles of organization to the Secretary of State for filing. A limited liability company may also be formed through the conversion of another business entity pursuant to Part 1 of Article 9A of this Chapter.

(b) (1) When the filing by the Secretary of State of the articles of organization becomes effective, the proposed organization becomes a limited liability company subject to this Chapter and to the purposes, conditions, and provisions stated in the articles of organization.

(2) Filing of the articles of organization by the Secretary of State is conclusive evidence of the formation of the limited liability company, except in a proceeding by the State to cancel or revoke the articles of organization or involuntarily dissolve the limited liability company.

(c) Organization of a limited liability company requires one or more initial members and any further action as may be determined by the initial member or members. If initial members are not identified in the articles of organization of a limited liability company in the manner provided in G.S. 57C-3-01(a), the organizers shall hold one or more meetings at the call of a majority of the organizers to identify the initial members of the limited liability company. Unless otherwise provided in this Chapter or in the articles of organization of the limited liability company, all decisions to be made by the organizers at such meetings shall require the approval, consent, agreement, or ratification of a majority of the organizers. Unless otherwise provided in the articles of organization, the organizers may, in lieu of a meeting, take action as described in this subsection by written consent signed by all of the organizers. The written consent may be incorporated in, or otherwise made part of, the initial written operating agreement of the limited liability company. (1993, c. 354, s. 1; 1997-485, s. 28; 1999-189, s. 2.2; 1999-369, s. 3.4; 1999-456, s. 50; 2000-140, ss. 10(a), 10(b); 2001-387, s. 57.)