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Short Title: Corporate Amendments.

(Public)

Sponsors:

Referred to:

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1 A BILL TO BE ENTITLED
2 AN ACT TO EXPAND THE TIME CORPORATIONS AND LIMITED LIABILITY
3 COMPANIES MAY APPLY FOR REINSTATEMENT FROM ADMINISTRATIVE
4 DISSOLUTION, TO AMEND THE LAW GOVERNING DISSENTERS' RIGHTS
5 PROCEDURES AND THE FILING OF DOCUMENTS BY LIMITED LIABILITY
6 COMPANIES, TO ALLOW FACSIMILE SIGNATURES AND ADVISORY
7 REVIEW OF DOCUMENTS BY THE SECRETARY OF STATE, AND TO
8 CLARIFY CORRECTIONS PROCEDURES, LIMITED LIABILITY NAME
9 AVAILABILITY, AND THE DEFINITION OF FOREIGN PROFESSIONAL
10 CORPORATIONS AS RECOMMENDED BY THE GENERAL STATUTES
11 COMMISSION AND OTHERS, AND TO AUTHORIZE THE CREATION OF
12 SINGLE MEMBER LIMITED LIABILITY COMPANIES, TO ALLOW A PARENT
13 CORPORATION TO BE MERGED INTO ITS SUBSIDIARY CORPORATION IN
14 CERTAIN CIRCUMSTANCES, TO REMOVE THE REQUIREMENT THAT A
15 PUBLIC CORPORATION MUST WAIT THIRTY DAYS BEFORE IT CAN FILE

1 ITS ARTICLES OF MERGER WITH THE SECRETARY OF STATE, TO
2 INCREASE THE FEES FOR THE FILING OF CERTAIN DOCUMENTS, AND TO
3 PROVIDE THAT ANNUAL REPORTS OF MOST BUSINESS CORPORATIONS
4 AND LIMITED LIABILITY COMPANIES SHALL BE FILED WITH THE
5 DEPARTMENT OF REVENUE RATHER THAN THE SECRETARY OF STATE.

6 The General Assembly of North Carolina enacts:

7 PART I. ADMINISTRATIVE DISSOLUTIONS.

8 Section 1. G.S. 55-14-22(a) reads as rewritten:

9 "(a) A corporation administratively dissolved under G.S. 55-14-21 may apply to the
10 Secretary of State for reinstatement ~~within two years~~ not later than five years after the
11 effective date of dissolution. The application must:

- 12 (1) Recite the name of the corporation and the effective date of its
13 administrative dissolution; and
- 14 (2) State that the ground or grounds for dissolution either did not exist or
15 have been eliminated.
- 16 (3) Reserved.
- 17 (4) Repealed by Session Laws 1995, c. 539, s. 6."

18 Section 2. G.S. 55A-14-22(a) reads as rewritten:

19 "(a) A corporation administratively dissolved under G.S. 55A-14-21 may apply to
20 the Secretary of State for reinstatement ~~within two years~~ not later than five years after the
21 effective date of dissolution. The application shall:

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

26 Section 3. G.S. 57C-6-03(c) reads as rewritten:

27 "(c) A limited liability company administratively dissolved under this section may
28 apply to the Secretary of State for reinstatement ~~within two years~~ not later than five years
29 after the effective date of the administrative dissolution. The procedures for reinstatement
30 and for the appeal of any denial of the limited liability company's application for
31 reinstatement shall be the same procedures applicable to business corporations under G.S.
32 55-14-22, 55-14-23, and 55-14-24."

33 PART II. AMENDMENT OF DISSENTERS' RIGHTS PROCEDURES.

34 Section 4. G.S. 55-13-22(b) reads as rewritten:

35 "(b) The dissenters' notice must be sent no later than 10 days after ~~the~~
36 ~~corporate action was taken,~~ shareholder approval, or if no shareholder approval is required,
37 after the approval of the board of directors, of the corporate action creating dissenters'
38 rights under G.S. 55-13-02, and must:

- 39 (1) State where the payment demand must be sent and where and when
40 certificates for certificated shares must be deposited;
- 41 (2) Inform holders of uncertificated shares to what extent transfer of the
42 shares will be restricted after the payment demand is received;
- 43 (3) Supply a form for demanding payment;

1 (4) Set a date by which the corporation must receive the payment demand,
2 which date may not be fewer than 30 nor more than 60 days after the
3 date the subsection (a) notice is mailed; and

4 (5) Be accompanied by a copy of this Article."

5 Section 5. G.S. 55-13-30 reads as rewritten:

6 **"§ 55-13-30. Court action.**

7 (a) If a demand for payment under G.S. 55-13-28 remains unsettled, the dissenter
8 may commence a proceeding within 60 days after the date of his payment demand under
9 G.S. 55-13-28 ~~and petition the court by filing a complaint with the Superior Court Division~~
10 of the General Court of Justice to determine the fair value of the shares and accrued
11 interest. Upon service upon it of the petition filed with the court, the corporation shall
12 pay to the dissenter the amount offered by the corporation under G.S. 55-13-25.

13 (a1) If the dissenter does not commence the proceeding within the 60-day period,
14 the dissenter shall have an additional 30 days to either (i) accept in writing the amount
15 offered by the corporation under G.S. 55-13-25, upon which the corporation shall pay
16 such amount to the dissenter in full satisfaction of his demand, or (ii) withdraw his
17 demand for payment and resume the status of a nondissenting shareholder. A dissenter
18 who takes no action within such 30-day period shall be deemed to have withdrawn his
19 dissent and demand for payment.

20 (b) Reserved for future codification purposes.

21 (c) The court shall have the discretion to make all dissenters (whether or not
22 residents of this State) whose demands remain unsettled parties to the proceeding as in an
23 action against their shares and all parties must be served with a copy of the ~~petition~~
24 complaint. Nonresidents may be served by registered or certified mail or by publication
25 as provided by law.

26 (d) The jurisdiction of the superior court in which the proceeding is commenced
27 ~~under subsection (b)~~ subsection (a) is plenary and exclusive. The court may appoint one
28 or more persons as appraisers to receive evidence and recommend decision on the
29 question of fair value. The appraisers have the powers described in the order appointing
30 them, or in any amendment to it. The parties are entitled to the same discovery rights as
31 parties in other civil proceedings. The proceeding shall be tried as in other civil actions.
32 However, in a proceeding by a dissenter in a ~~public corporation, corporation that was a~~
33 public corporation immediately prior to consummation of the corporate action giving rise
34 to the right of dissent under G.S. 55-13-02, there is no right to a trial by jury.

35 (e) Each dissenter made a party to the proceeding is entitled to judgment for the
36 amount, if any, by which the court finds the fair value of his shares, plus interest, exceeds
37 the amount paid by the corporation."

38 Section 5.1. G.S. 55-13-30(a), as amended by Section 5 of this act, reads as
39 rewritten:

40 "(a) If a demand for payment under G.S. 55-13-28 remains unsettled, the dissenter
41 may commence a proceeding within 60 days after the date of his payment demand under
42 G.S. 55-13-28 by filing a complaint with the Superior Court Division of the General
43 Court of Justice to determine the fair value of the shares and accrued interest. ~~Upon~~

1 ~~Within 10 days after service upon it of the petition filed with the court, complaint, the~~
2 ~~corporation shall pay to the dissenter the amount offered by the corporation under G.S.~~
3 ~~55-13-25."~~

4 PART III. ADVISORY REVIEW OF PRELIMINARY DRAFTS OF DOCUMENTS.

5 Section 6. Article 1 of Chapter 55 of the General Statutes is amended by
6 adding a new section to read:

7 "**§ 55-1-22.2. Advisory review of documents.**

8 Upon request, the Secretary of State shall provide for the review of a document prior
9 to its submission for filing to determine whether it satisfies the requirements of this
10 Chapter. Submission of a document for review shall be accompanied by the proper fee
11 and shall be in accordance with procedures adopted by rule by the Secretary of State.
12 The advisory review shall be completed within 24 hours after submission, excluding
13 weekends and holidays, unless the person submitting the document is otherwise notified
14 in accordance with procedures adopted by rule by the Secretary of State fixing priority
15 between submissions under this section and filings under G.S. 55-1-22.1. Upon
16 completion of the advisory review, the Secretary of State shall notify the person
17 submitting the document of any deficiencies in the document that would prevent its
18 filing."

19 Section 7. Article 1 of Chapter 55A of the General Statutes is amended by
20 adding a new section to read:

21 "**§ 55A-1-22.2. Advisory review of documents.**

22 Upon request, the Secretary of State shall provide for the review of a document prior
23 to its submission for filing to determine whether it satisfies the requirements of this
24 Chapter. Submission of a document for review shall be accompanied by the proper fee
25 and shall be in accordance with procedures adopted by rule by the Secretary of State. The
26 advisory review shall be completed within 24 hours after submission, excluding
27 weekends and holidays, unless the person submitting the document is otherwise notified
28 in accordance with procedures adopted by rule by the Secretary of State fixing priority
29 between submissions under this section and filings under G.S. 55A-1-22.1. Upon
30 completion of the advisory review, the Secretary of State shall notify the person
31 submitting the document of any deficiencies in the document that would prevent its
32 filing."

33 Section 8. Article 1 of Chapter 57C of the General Statutes is amended by
34 adding a new section to read:

35 "**§ 57C-1-22.2. Advisory review of documents.**

36 Upon request, the Secretary of State shall provide for the review of a document prior
37 to its submission for filing to determine whether it satisfies the requirements of this
38 Chapter. Submission of a document for review shall be accompanied by the proper fee
39 and shall be in accordance with procedures adopted by rule by the Secretary of State.
40 The advisory review shall be completed within 24 hours after submission, excluding
41 weekends and holidays, unless the person submitting the document is otherwise notified
42 in accordance with procedures adopted by rule by the Secretary of State fixing priority
43 between submissions under this section and filings under G.S. 57C-1-22.1. Upon

1 completion of the advisory review, the Secretary of State shall notify the person
 2 submitting the document of any deficiencies in the document that would prevent its
 3 filing."

4 Section 9. Article 5 of Chapter 59 of the General Statutes is amended by
 5 adding a new section to read:

6 "**§ 59-206.2. Advisory review of documents.**

7 Upon request, the Secretary of State shall provide for the review of a document prior
 8 to its submission for filing to determine whether it satisfies the requirements of this
 9 Article. Submission of a document for review shall be accompanied by the proper fee
 10 and shall be in accordance with procedures adopted by rule by the Secretary of State.
 11 The advisory review shall be completed within 24 hours after submission, excluding
 12 weekends and holidays, unless the person submitting the document is otherwise notified
 13 in accordance with procedures adopted by rule by the Secretary of State fixing priority
 14 between submissions under this section and expedited filings as authorized by G.S. 59-
 15 1106. Upon completion of the advisory review, the Secretary of State shall notify the
 16 person submitting the document of any deficiencies in the document that would prevent
 17 its filing."

18 Section 10. G.S. 55-1-22(a) reads as rewritten:

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

	Document	Fee
22	(1) Articles of incorporation	\$100.00
23	(2) Application for reserved name	10.00
24	(3) Notice of transfer of reserved name	10.00
25	(4) Application for registered name	10.00
26	(5) Application for renewal of	
27	registered name	10.00
28	(6) Corporation's statement of change of	
29	registered agent or registered	
30	office or both	5.00
31	(7) Agent's statement of change of	
32	registered office for each affected	
33	corporation	5.00
34	(8) Agent's statement of resignation	No fee
35	(9) Designation of registered agent or	
36	registered office or both	5.00
37	(10) Amendment of articles of	
38	incorporation	50.00
39	(11) Restated articles of incorporation	10.00
40	with amendment of articles	50.00
41	(12) Articles of merger or share exchange	50.00
42	(13) Articles of dissolution	30.00
43	(14) Articles of revocation of	

- 1 dissolution 10.00
- 2 (15) Certificate of administrative
- 3 dissolution No fee
- 4 (16) Application for reinstatement
- 5 following administrative dissolution ~~25.00~~ 100.00
- 6 (17) Certificate of reinstatement No fee
- 7 (18) Certificate of judicial dissolution No fee
- 8 (19) Application for certificate of
- 9 authority 200.00
- 10 (20) Application for amended certificate
- 11 of authority 50.00
- 12 (21) Application for certificate of
- 13 withdrawal 10.00
- 14 (22) Certificate of revocation of
- 15 authority to transact business No fee
- 16 (23) Annual report 10.00
- 17 (24) Articles of correction 10.00
- 18 (25) Application for certificate of
- 19 existence or authorization 5.00
- 20 (26) Any other document required or
- 21 permitted to be filed by this Chapter ~~10.00.~~ 10.00
- 22 (27) Advisory review of a document 200.00."

23 Section 11. G.S. 55A-1-22(a) reads as rewritten:

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

Document	Fee
(1) Articles of incorporation	\$50.00
(2) Application for reserved name	\$10.00
(3) Notice of transfer of reserved name	\$10.00
(4) Application for registered name	\$10.00
(5) Application for renewal of registered name	\$10.00
(6) Corporation's statement of change of registered agent or registered office or both	\$ 5.00
(7) Agent's statement of change of registered office for each affected corporation	\$ 5.00
(8) Agent's statement of resignation	No fee
(9) Designation of registered agent or registered office or both	\$ 5.00
(10) Amendment of articles of incorporation	\$25.00
(11) Restated articles of incorporation without amendment of articles	\$10.00

- 1 (12) Restated articles of incorporation with
- 2 amendment of articles \$25.00
- 3 (13) Articles of merger \$25.00
- 4 (14) Articles of dissolution \$15.00
- 5 (15) Articles of revocation of dissolution \$10.00
- 6 (16) Certificate of administrative dissolution No fee
- 7 (17) Application for reinstatement following
- 8 administrative dissolution ~~\$25.00~~ \$100.00
- 9 (18) Certificate of reinstatement No fee
- 10 (19) Certificate of judicial dissolution No fee
- 11 (20) Application for certificate of authority \$100.00
- 12 (21) Application for amended certificate of
- 13 authority \$25.00
- 14 (22) Application for certificate of withdrawal \$10.00
- 15 (23) Certificate of revocation of authority to
- 16 conduct affairs No fee
- 17 (24) Corporation's Statement of Change of
- 18 Principal Office \$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
- 22 authorization \$ 5.00
- 23 (27) Any other document required or
- 24 permitted to be filed by this Chapter ~~\$10.00~~ \$10.00
- 25 (28) Advisory review of a document \$200.00."

26 Section 12. G.S. 57C-1-22(a) reads as rewritten:

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

- | <u>Document</u> | <u>Fee</u> |
|---|------------|
| 30 (1) Articles of organization | \$100.00 |
| 31 (2) Application for reserved name | 10.00 |
| 32 (3) Notice of transfer of reserved name | 10.00 |
| 33 (4) Application for registered name | 10.00 |
| 34 (5) Application for renewal of registered name | 10.00 |
| 35 (6) Limited liability company's statement of | |
| 36 change of registered agent or registered | |
| 37 office or both | 5.00 |
| 38 (7) Agent's statement of change of registered | |
| 39 office for each affected limited | |
| 40 liability company | 5.00 |
| 41 (8) Agent's statement of resignation | No fee |
| 42 (9) Designation of registered agent or | |
| 43 registered office or both | 5.00 |

1	(10)	Amendment of articles of organization	50.00
2	(11)	Restated articles of organization	
3		without amendment of articles	10.00
4	(12)	Restated articles of organization	
5		with amendment of articles	50.00
6	(13)	Articles of merger	50.00
7	(14)	Articles of dissolution	30.00
8	(15)	Articles of revocation of dissolution	10.00
9	(16)	Certificate of administrative dissolution	No fee
10	(16a)	<u>Application for reinstatement following</u>	
11		<u>administrative dissolution</u>	<u>100.00</u>
12	(17)	Certificate of reinstatement	No fee
13	(18)	Certificate of judicial dissolution	No fee
14	(19)	Application for certificate of authority	200.00
15	(20)	Application for amended certificate	
16		of authority	50.00
17	(21)	Application for certificate of withdrawal	10.00
18	(22)	Certificate of revocation of authority	
19		to transact business	No fee
20	(23)	Articles of correction	10.00
21	(24)	Application for certificate of existence	
22		or authorization	5.00
23	(25)	Annual report	200.00
24	(26)	Any other document required or permitted	
25		to be filed by this Chapter	10.00 <u>10.00</u>
26	(27)	<u>Advisory review of a document</u>	<u>200.00.</u> "

Section 13. G.S. 59-1106 reads as rewritten:

"§ 59-1106. Fees.

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

- (1) For filing a certificate of limited partnership (G.S. 59-201) \$50.00
- (2) For filing a certificate of amendment (G.S. 59-202; 59-905) 25.00
- (3) For filing a certificate of cancellation (G.S. 59-203; 59-906) 25.00
- (4) For filing an application for reservation of name (G.S. 59-104(a)) 10.00
- (5) For filing a transfer of name (G.S. 59-104(d)) 10.00
- (6) For filing an application for registration as foreign limited partnership (G.S. 59-502) 50.00

- 1 (7) For preparing and furnishing a copy of any
2 document, instrument or paper filed or recorded
3 relating to a limited partnership (G.S. 59-206(c))
4 For each page 1.00
5 For affixing ~~his~~the certificate and official seal thereto 5.00
6 (8) For comparing a copy furnished to him of any
7 document, instrument or paper filed or recorded
8 relating to a limited partnership
9 For each page 1.00
10 (9) For filing any other document not herein specifically
11 provided for 10.00
12 (10) For the expedited filing by the end of the same
13 business day of a document received in good order
14 by 12:00 noon Eastern Standard Time 200.00
15 additional fee
16 (11) For the expedited filing of a document received in
17 good order within 24 hours after receipt, excluding
18 weekends and holidays 100.00
19 ~~additional fee.~~
20 additional fee
21 (12) Advisory review of a document 200.00.

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

27 PART IV. CLARIFICATION OF ARTICLES OF CORRECTION PROCEDURES.

28 Section 14. G.S. 55-1-24(a) reads as rewritten:

29 "(a) A domestic or foreign corporation may correct a document filed by the
30 Secretary of State if the document (1) contains ~~an incorrect statement~~ a statement that is
31 incorrect and was incorrect when the document was filed or (2) was defectively executed,
32 attested, sealed, verified, or acknowledged."

33 Section 15. G.S. 55A-1-24(a) reads as rewritten:

34 "(a) A domestic or foreign corporation may correct a document filed by the
35 Secretary of State if the document (i) contains ~~an incorrect statement~~ a statement that is
36 incorrect and was incorrect when the document was filed or (ii) was defectively executed,
37 attested, sealed, verified, or acknowledged."

38 Section 16. G.S. 57C-1-24(a) reads as rewritten:

39 "(a) A domestic or foreign limited liability company may correct a document filed
40 by the Secretary of State if the document (i) contains ~~an incorrect statement~~ a statement
41 that is incorrect and was incorrect when the document was filed or (ii) was defectively
42 ~~executed.~~ executed, attested, sealed, verified, or acknowledged."

43 Section 17. G.S. 59-206(a) is amended by adding a new subdivision to read:

1 "(2b) A domestic or foreign limited partnership may correct a document filed
2 by the Secretary of State if the document (i) contains a statement that is
3 incorrect and was incorrect when the document was filed or (ii) was
4 defectively executed, attested, sealed, verified, or acknowledged."

5 PART V. RESTATEMENT OF LIMITED LIABILITY COMPANY ARTICLES OF
6 ORGANIZATION.

7 Section 18. Article 2 of Chapter 57C of the General Statutes is amended by
8 adding a new section to read:

9 **"§ 57C-2-22.1. Restated articles of organization.**

10 (a) A limited liability company may restate its articles of organization at any time
11 with or without member action.

12 (b) The restated articles of organization may include one or more amendments to
13 the articles. Unless otherwise provided in the articles of organization or a written
14 operating agreement, any amendment requires the unanimous vote of the members. The
15 restated articles of organization may include a statement of the address of the current
16 registered office and the name of the current registered agent of the limited liability
17 company.

18 (c) A limited liability company restating its articles of organization shall deliver to
19 the Secretary of State for filing articles of restatement that:

20 (1) Set forth the name of the limited liability company.

21 (2) Attach as an exhibit thereto the text of the restated articles of
22 organization.

23 (3) State that the restated articles of organization do not contain an
24 amendment or, if the articles do contain an amendment, that there is an
25 amendment that was approved as required by this Chapter.

26 (d) Duly adopted restated articles of organization supersede the original articles of
27 organization and all amendments to them.

28 (e) The Secretary of State may certify restated articles of organization as the
29 articles of organization currently in effect, without including the other information
30 required by subsection (c) of this section."

31 PART VI. CANCELLATION OF ARTICLES OF DISSOLUTION OF LIMITED
32 LIABILITY COMPANY.

33 Section 19. Article 6 of Chapter 57C of the General Statutes is amended by
34 adding a new section to read:

35 **"§ 57C-6-06.1. Cancellation of articles of dissolution.**

36 After the filing of articles of dissolution by a limited liability company dissolved
37 pursuant to G.S. 57C-6-01(4) because of the happening of an event of withdrawal,
38 the articles of dissolution may be cancelled if, within 90 days after the event of
39 withdrawal, all remaining members agree in writing that the business of the limited
40 liability company should be continued and the limited liability company files articles of
41 cancellation with the Secretary of State. The articles of cancellation shall set forth:

42 (1) The name of the limited liability company;

- 1 (2) The date of the event of withdrawal described in the articles of
 2 dissolution;
 3 (3) The date of filing of the company's articles of dissolution;
 4 (4) A statement that within 90 days after the event of withdrawal all
 5 remaining members have agreed in writing that the business of the
 6 limited liability company may be continued; and
 7 (5) Any other information the members or managers filing the articles of
 8 cancellation determine."

9 Section 20. G.S. 57C-1-22(a) reads as rewritten:

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

12	<u>Document</u>	<u>Fee</u>
13	(1) Articles of organization	\$100.00
14	(2) Application for reserved name	10.00
15	(3) Notice of transfer of reserved name	10.00
16	(4) Application for registered name	10.00
17	(5) Application for renewal of registered name	10.00
18	(6) Limited liability company's statement of	
19	change of registered agent or registered	
20	office or both	5.00
21	(7) Agent's statement of change of registered	
22	office for each affected limited	
23	liability company	5.00
24	(8) Agent's statement of resignation	No fee
25	(9) Designation of registered agent or	
26	registered office or both	5.00
27	(10) Amendment of articles of organization	50.00
28	(11) Restated articles of organization	
29	without amendment of articles	10.00
30	(12) Restated articles of organization	
31	with amendment of articles	50.00
32	(13) Articles of merger	50.00
33	(14) Articles of dissolution	30.00
34	(15) Articles-Cancellation of articles of revocation of	
35	dissolution	10.00
36	(16) Certificate of administrative dissolution	No fee
37	(17) Certificate of reinstatement	No fee
38	(18) Certificate of judicial dissolution	No fee
39	(19) Application for certificate of authority	200.00
40	(20) Application for amended certificate	
41	of authority	50.00
42	(21) Application for certificate of withdrawal	10.00
43	(22) Certificate of revocation of authority	

- 1 to transact business No fee
2 (23) Articles of correction 10.00
3 (24) Application for certificate of existence
4 or authorization 5.00
5 (25) Annual report 200.00
6 (26) Any other document required or permitted
7 to be filed by this Chapter 10.00."

8 PART VII. AVAILABILITY OF LIMITED LIABILITY COMPANY NAME.

9 Section 21. G.S. 57C-2-30(f) reads as rewritten:

10 "(f) The name of a limited liability company dissolved under ~~G.S. 57C-6-03~~ Article
11 6 of this Chapter may not be used by another limited liability ~~company~~ company, ~~business~~
12 corporation, nonprofit corporation, or limited partnership ~~until the expiration of two years~~
13 ~~after the effective date of the dissolution~~ until:

14 (1) In the case of a dissolution pursuant to G.S. 57C-6-01, the later of (i) the
15 date of filing of articles of dissolution pursuant to G.S. 57C-6-06 or (ii)
16 the expiration of the time within which articles of dissolution of the
17 limited liability company may be canceled pursuant to G.S. 57C-6-06.1;
18 or

19 (2) In the case of an administrative dissolution pursuant to G.S. 57C-6-03,
20 the expiration of the period within which the limited liability company
21 may be reinstated pursuant to G.S. 57C-6-03, if the limited liability
22 company's period of duration stated in its articles of organization or
23 written operating agreement has not expired,

24 unless the dissolved limited liability company changes its name to a name distinguishable
25 upon the records of the Secretary of State from the names of other limited liability
26 companies, business corporations, nonprofit corporations, or limited partnerships
27 organized or transacting business in this State."

28 PART VIII. AUTHORIZATION OF FACSIMILE SIGNATURES FOR LIMITED
29 PARTNERSHIP DOCUMENTS.

30 Section 22. G.S. 59-204 is amended by adding a new subsection to read:

31 "(b1) Any signature on any document authorized to be filed with the Secretary of
32 State under any provision of this Article may be a facsimile."

33 PART IX. MODIFICATION OF DEFINITION OF FOREIGN PROFESSIONAL
34 CORPORATION.

35 Section 23. G.S. 55B-16(b) reads as rewritten:

36 "(b) For purposes of this section, 'foreign professional corporation' means a
37 corporation for profit ~~that is that~~:

38 (1) Is incorporated under a law other than the law of this State ~~State~~;

39 (2) Is incorporated for the sole and specific purpose of rendering
40 professional services of the type that if rendered in this State would
41 require the obtaining of a license from a licensing board pursuant to the
42 statutory provisions referred to in ~~G.S. 55B-2(6)~~ G.S. 55B-2(6); and ~~that~~
43 ~~(i) has as its shareholders only individuals who are duly licensed, in this State~~

1 or some other state, to render the same professional services as the
2 corporation, or (ii) is organized for the purpose of rendering professional
3 services of the type defined in Chapters 83A, 89A, 89C, and 89E of the
4 General Statutes, and has as its shareholders only individuals who are duly
5 licensed, in this State or in another state, to render the same professional
6 services as the corporation or who are nonlicensed employees of the
7 corporation, provided that nonlicensed employees own not more than one-
8 third of the total issued and outstanding shares of the corporation, or (iii) is
9 described in G.S. 55B-15.

10 (3) Has as its shareholders only individuals who:

- 11 a. Qualify to hold shares of a corporation organized under this
12 Chapter;
- 13 b. Are licensed to provide professional services as defined in G.S.
14 55B-2(6) in a state in which the corporation is incorporated or is
15 authorized to transact business, provided that such professional
16 services are the same as the professional service rendered by the
17 corporation; or
- 18 c. Are nonlicensed employees of a corporation rendering services
19 of the type defined in Chapters 83A, 89A, 89C, and 89E of the
20 General Statutes, provided that all such nonlicensed employees
21 own no more than one-third of the total issued and outstanding
22 shares of such corporation in the aggregate."

23 PART X. CORRECTION OF DELAYED EFFECTIVE DATE STATUTES FOR
24 LIMITED PARTNERSHIP DOCUMENTS.

25 Section 24. G.S. 59-201(b) reads as rewritten:

26 "(b) A—Unless a delayed effective date is specified in the certificate of limited
27 partnership, a limited partnership is formed at the time effective time and date of the
28 filing of the certificate of limited partnership in the office of the Secretary of State or at
29 any later time not more than 20 days subsequent to the endorsement of the Secretary of State
30 specified in the certificate of limited partnership if, in either case, if there has been substantial
31 compliance with the requirements of this section."

32 Section 25. G.S. 59-203 reads as rewritten:

33 "**§ 59-203. Cancellation of certificate.**

34 A certificate of limited partnership shall be cancelled upon the dissolution and the
35 commencement of winding up of the partnership or at any other time that there are no
36 limited partners. A certificate of cancellation shall be filed in the office of the Secretary
37 of State and set forth:

- 38 (1) The name of the limited partnership;
39 (2) The date of filing of its certificate of limited partnership;
40 (3) The reason for filing the certificate of cancellation;
41 (4) The effective date ~~(which shall be a date certain not more than 20 days from~~
42 ~~the date of filing)~~ of cancellation if it is not to be effective upon the filing
43 of the certificate; and
44 (5) Any other information the partners filing the certificate determine."

1 PART XI. REMOVAL OF "CONFORMING TO LAW" LANGUAGE IN REVISED
2 UNIFORM LIMITED PARTNERSHIP ACT.

3 Section 26. G.S. 59-206(a)(2) reads as rewritten:

4 "(2) The original document so signed, together with the conformed copy,
5 shall be delivered to the Secretary of State. ~~Unless~~ If the Secretary finds
6 that it ~~does not conform to law,~~ satisfies the requirements of this Article,
7 the Secretary shall, when the proper fees have been tendered, endorse
8 upon the original the word 'filed' and the hour, day, month and year of
9 the filing thereof and shall file the same in the Secretary's office. The
10 Secretary of State shall thereupon immediately compare the copy with
11 the original and if the Secretary finds that they are identical the
12 Secretary shall make upon the conformed copy the same endorsement
13 which appears on the original and shall attach to the copy a certificate
14 stating that attached thereto is a true copy of the document, designated
15 by an appropriate title, filed in the Secretary's office and showing the
16 date of the filing. The Secretary shall thereupon return the copy so
17 certified to the limited partnership or its representatives. Any documents
18 filed with the Secretary of State pursuant to this Chapter may be
19 maintained by the Secretary either in their original form or in
20 photographic, microfilm, optical disk media, or other reproduced form.
21 The Secretary may make reproductions of documents filed under this
22 Chapter, or under any predecessor act, by photographic, microfilm,
23 optical disk media, or other means of reproduction, and may destroy the
24 originals of the documents reproduced. The Secretary of State may
25 correct apparent errors and omissions on a document submitted for
26 filing if authorized to make the corrections by the person submitting the
27 document for filing. The authorization to make the corrections shall be
28 confirmed, according to procedures adopted by rule, by the Secretary
29 prior to making the correction."

30 Section 27. G.S. 59-903(a) reads as rewritten:

31 "(a) ~~If the Secretary of State finds that an application conforms to law he~~ satisfies the
32 requirements of this Article, the Secretary shall, when all requisite fees have been
33 tendered as in this Article prescribed:

- 34 (1) Endorse on the application the word 'filed', and the hour, day, month
35 and year of the filing thereof;
- 36 (2) File in ~~his~~ the office the application;
- 37 (3) Issue a certificate of authority to transact business in this State to which
38 ~~he~~ the Secretary shall affix the conformed copy of the application; and
- 39 (4) Send to the foreign limited partnership or its representative the
40 certificate of authority, together with the conformed copy of the
41 application affixed thereto."

42 PART XII. SINGLE MEMBER LIMITED LIABILITY COMPANIES.

43 Section 28. G.S. 57C-2-20(a) reads as rewritten:

1 "~~Two~~One or more persons may organize a limited liability company by
2 delivering executed articles of organization to the Secretary of State for filing."

3 PART XIII. CORPORATE MERGERS.

4 Section 29. G.S. 55-11-04 reads as rewritten:

5 "**§ 55-11-04. Merger ~~of~~ with subsidiary.**

6 (a) Subject to Article 9, a parent corporation owning at least 90 percent (90%) of
7 the outstanding shares of each class of a subsidiary corporation may merge the subsidiary
8 into itself without approval of the shareholders of the parent or subsidiary. Subject to
9 Article 9, a parent corporation owning at least ninety percent (90%) of the outstanding
10 shares of each class of a subsidiary corporation may merge itself into the subsidiary
11 without approval of the shareholders of the subsidiary if the merger is approved by the
12 directors and shareholders of the parent corporation in accordance with G.S. 55-11-01
13 and G.S. 55-11-03.

14 (b) The board of directors of the parent shall adopt a plan of merger that sets forth:

15 (1) The names of the parent and subsidiary; and

16 (2) The manner and basis of converting the shares of ~~the subsidiary~~ each
17 corporation into shares, obligations, or other securities of the ~~parent~~
18 surviving or any other corporation or into cash or other property in
19 whole or part.

20 (c) The parent shall mail a copy or summary of the plan of merger to each
21 shareholder of the subsidiary who does not waive the mailing requirement in writing.

22 (d) The parent may not deliver articles of merger to the Secretary of State for filing
23 until at least 30 days after the date it mailed a copy or summary of the plan of merger to
24 each shareholder of the subsidiary who did not waive the mailing requirement. This
25 subsection does not apply to a merger in which the subsidiary was a public corporation
26 before becoming a subsidiary qualifying for a merger under this section and is still a
27 public corporation on the effective date of the merger.

28 (e) Articles of merger under this section may not contain amendments to the
29 articles of incorporation of the ~~parent~~ surviving corporation (except for amendments
30 enumerated in G.S. 55-10-02).

31 (f) The provisions of G.S. 55-13-02(c) do not apply to subsidiary corporations that
32 are parties to mergers consummated under this section."

33 PART XIV. CORPORATE ANNUAL REPORTS TO BE FILED WITH THE
34 DEPARTMENT OF REVENUE.

35 Section 30.1. G.S. 55-16-22 reads as rewritten:

36 "**§ 55-16-22. Annual report for Secretary of State. report.**

37 (a) ~~Each~~ Except as provided in subsections (a1) and (a2) of this section, each
38 domestic corporation except those governed by Chapter 55B, and each foreign corporation
39 authorized to transact business in this State, State shall deliver to the Secretary of State for
40 filing an annual report that sets forth: an annual report to the Secretary of Revenue.

41 (a1) Each insurance company subject to the provisions of Chapter 58 of the General
42 Statutes shall deliver an annual report to the Secretary of State.

1 (a2) A domestic corporation governed by Chapter 55B of the General Statutes is
2 exempt from this section.

3 (a3) The annual report required by this section shall be in a form jointly prescribed
4 by the Secretary of Revenue and the Secretary of State. The Secretary of Revenue shall
5 provide the form needed to file an annual report. The annual report shall set forth all of
6 the following:

7 (1) The name of the corporation and the state or country under whose law it
8 is ~~incorporated;~~ incorporated.

9 (2) The street address, and the mailing address if different from the street
10 address, of the registered office, the county in which its registered office
11 is located, and the name of its registered agent at that office in this State,
12 and a statement of any change of such registered office or registered
13 agent, or ~~both;~~ both.

14 (3) The address ~~and telephone number~~ of its principal ~~office;~~ office.

15 (4) The names, titles, and business addresses of its principal ~~officers;~~
16 officers.

17 (4a) ~~The names and business addresses of its directors; and~~

18 (5) A brief description of the nature of its business.

19 If the information contained in the most recently filed annual report has not changed, a
20 certification to that effect may be made instead of setting forth the information required
21 by subdivisions (2) through (5) of this subsection.

22 (b) Information in the annual report must be current as of the date the annual
23 report is executed on behalf of the corporation.

24 (c) The annual report shall be ~~delivered to the Secretary of State each year within~~
25 ~~60 days immediately following the last day of the month in which the domestic~~
26 ~~corporation was incorporated or the foreign corporation received a certificate of authority~~
27 ~~in this State. Forms required for the filing of the annual report shall be mailed by the~~
28 ~~Secretary of State to the domestic or foreign corporation at its registered office for the~~
29 ~~first annual report, then to its principal office for subsequent annual reports. An annual~~
30 ~~report required to be delivered to the Secretary of Revenue is due by the due date for~~
31 ~~filing the corporation's income and franchise tax returns. An extension of time to file a~~
32 ~~return is an extension of time to file an annual report. An annual report required to be~~
33 ~~delivered to the Secretary of State is due by the fifteenth day of the third month following~~
34 ~~the close of the corporation's fiscal year.~~

35 (d) If an annual report does not contain the information required by this section,
36 the Secretary of State shall promptly notify the reporting domestic or foreign corporation
37 in writing and return the report to it for correction. If the report is corrected to contain
38 the information required by this section and delivered to the Secretary of State within 30
39 days after the effective date of notice, it is deemed to be timely filed.

40 (e) Amendments to any previously filed annual report may be filed with the
41 Secretary of State at any time for the purpose of correcting, updating, or augmenting the
42 information contained in ~~such~~ the annual report.

43 (f) Expired.

1 (g) When a statement of change of registered office or registered agent is filed in
2 the annual report, the change shall become effective when the statement is received by
3 the Secretary of State.

4 (h) If the Secretary of State does not receive an annual report within 120 days of
5 the date the return is due, the Secretary of State may presume that the annual report is
6 delinquent. This presumption may be rebutted by receipt of the annual report from the
7 Secretary of Revenue or by evidence of delivery presented by the filing corporation."

8 Section 30.2. G.S. 55-1-21(a) reads as rewritten:

9 "(a) The Secretary of State may promulgate and furnish on request forms ~~for~~ for
10 the following:

11 (1) An application for a certificate of ~~existence~~; existence.

12 (2) A foreign corporation's application for a certificate of authority to
13 transact business in this ~~State~~; State.

14 (3) A foreign corporation's application for a certificate of ~~withdrawal~~; and
15 withdrawal.

16 (4) ~~The annual report.~~

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

18 Section 30.3. G.S. 55-1-28(b)(4) reads as rewritten:

19 "(4) That its most recent annual report required by G.S. 55-16-22 either has
20 been delivered to the Secretary of State; ~~State~~ or is not delinquent;".

21 Section 30.4. G.S. 55-14-20(2) reads as rewritten:

22 "(2) The corporation ~~does not deliver its annual report to the Secretary of~~
23 ~~State within 60 days after it is due~~; is delinquent in delivering its annual
24 report;".

25 Section 30.5. G.S. 55-15-30(a)(1) reads as rewritten:

26 "(1) The foreign corporation ~~does not deliver its annual report to the~~
27 ~~Secretary of State within 60 days after it is due~~; is delinquent in
28 delivering its annual report;".

29 Section 30.6. G.S. 55-16-01(e)(7) reads as rewritten:

30 "(7) Its most recent annual report delivered ~~to the Secretary of State under as~~
31 required by G.S. 55-16-22."

32 Section 30.7. G.S. 57C-2-23 reads as rewritten:

33 **"§ 57C-2-23. Annual report for Secretary of State.**

34 (a) Each domestic limited liability company and each foreign limited liability
35 company authorized to transact business in this State, shall deliver to the Secretary of
36 State for filing an annual ~~report~~ report, in a form jointly prescribed by the Secretary of
37 Revenue and Secretary of State, that sets forth ~~forth~~ all of the following:

38 (1) The name of the limited liability or foreign limited liability company
39 and the state or country under whose law it is ~~organized~~; organized.

40 (2) The street address, and the mailing address if different from the street
41 address, of the registered office, the county in which the registered
42 office is located, and the name of its registered agent at that office in

1 this State, and a statement of any change of the registered office or
2 registered agent, or ~~both; both.~~

3 (3) The address and telephone number of its principal ~~office; office.~~

4 (4) The names and business addresses of its ~~managers; and managers.~~

5 (5) A brief description of the nature of its business.

6 If the information contained in the most recently filed annual report has not changed, a
7 certification to that effect may be made instead of setting forth the information required
8 by subdivisions (2) through (5) of this subsection. The Secretary of State shall make
9 available the form required to file an annual report.

10 (b) Information in the annual report must be current as of the date the annual
11 report is executed on behalf of the limited liability company or the foreign limited
12 liability company.

13 (c) The annual report shall be delivered to the Secretary of State ~~each year within~~
14 ~~60 days immediately following the last day of the month in which the domestic limited~~
15 ~~liability company was organized or the foreign limited liability company received a~~
16 ~~certificate of authority in this State. Forms required for the filing of the annual report~~
17 ~~shall be mailed by the Secretary of State to the domestic or foreign limited liability~~
18 ~~company at its registered office for the first annual report, and then to its principal office~~
19 ~~for subsequent annual reports. by the fifteenth day of the fourth month following the~~
20 ~~close of the limited liability company's fiscal year.~~

21 (d) If an annual report does not contain the information required by this section,
22 the Secretary of State shall promptly notify the reporting domestic or foreign limited
23 liability company in writing and return the report to it for correction. If the report is
24 corrected to contain the information required by this section and delivered to the
25 Secretary of State within 30 days after the effective date of notice, it is deemed to be
26 timely filed.

27 (e) Amendments to any previously filed annual report may be filed with the
28 Secretary of State at any time for the purpose of correcting, updating, or augmenting the
29 information contained in the annual report."

30 Section 30.8. G.S. 57C-3-25(a) reads as rewritten:

31 "(a) Any person dealing with a limited liability company or a foreign limited
32 liability company may rely conclusively upon its most recent annual report and any
33 amendments ~~thereto filed with to it on file with the~~ Secretary of State ~~pursuant to G.S. 57C-~~
34 ~~2-23~~ as to the identity of its managers, except to the extent the person has actual
35 knowledge that a person identified therein as a manager is not a manager."

36 Section 30.9. G.S. 105-228.90(a) reads as rewritten:

37 "(a) Scope. – This Article applies to Subchapters I, V, and VIII of this ~~Chapter~~
38 Chapter, to the annual report filing requirements of G.S. 55-16-22, and to inspection
39 taxes levied under Article 3 of Chapter 119 of the General Statutes."

40 Section 30.10. Article 9 of Chapter 105 of the General Statutes is amended by
41 adding a new section to read:

42 "**§ 105-256.1. Corporate annual report.**

1 A corporation that files its annual report with the Secretary must pay the amount
2 provided in G.S. 55-1-22 when it files the report. Amounts collected under this section
3 shall be credited to the General Fund as tax revenue. The Secretary must transmit an
4 annual report filed with the Secretary in accordance with G.S. 55-16-22 to the Secretary
5 of State."

6 Section 30.11. G.S. 105-259 reads as rewritten:

7 **"§ 105-259. Secrecy required of officials; penalty for violation.**

8 (a) Definitions. – The following definitions apply in this section:

9 (1) Employee or officer. – The term includes a former employee, a former
10 officer, and a current or former member of a State board or commission.

11 (2) Tax information. – Any information from any source concerning the
12 liability of a taxpayer for a tax, as defined in G.S. 105-228.90. The term
13 includes the following:

14 a. Information contained on a tax return, a tax report, or an
15 application for a license for which a tax is imposed.

16 b. Information obtained through an audit of a taxpayer or by
17 correspondence with a taxpayer.

18 c. Information on whether a taxpayer has filed a tax return or a tax
19 report.

20 d. A list or other compilation of the names, addresses, social
21 security numbers, or similar information concerning taxpayers.

22 The term does not include (i) statistics classified so that information
23 about specific taxpayers cannot be ~~identified or (ii) identified~~, (ii) an
24 annual report required to be filed under G.S. 55-16-22 or (iii)
25 information submitted to the Business License Information Office of the
26 Department of Secretary of State on a master application form for
27 various business licenses.

28 (b) Disclosure Prohibited. – An officer, an employee, or an agent of the State who
29 has access to tax information in the course of service to or employment by the State may
30 not disclose the information to any other person unless the disclosure is made for one of
31 the following purposes:

32 (1) To comply with a court order or a law.

33 (2) Review by the Attorney General or a representative of the Attorney
34 General.

35 (3) Review by a tax official of another state or the Internal Revenue
36 Commissioner of the United States to aid the state or the Commissioner
37 in collecting a tax imposed by this State, the other state, or the United
38 States if the laws of the other state or the United States allow the state or
39 the United States to provide similar tax information to a representative
40 of this State.

41 (4) To provide a governmental agency or an officer of an organized
42 association of taxpayers with a list of taxpayers who have paid a
43 privilege license tax under Article 2 of this Chapter.

- 1 (5) To furnish to the chair of a board of county commissioners information
2 on the county sales and use tax.
- 3 (6) To sort, process, or deliver tax information on behalf of the Department
4 of Revenue.
- 5 (6a) To furnish the chair of a board of county commissioners a list of
6 claimants that have received a refund of the county sales or use tax to
7 the extent authorized in G.S. 105- 164.14(f).
- 8 (7) To exchange information with the Division of Motor Vehicles of the
9 Department of Transportation when the information is needed to fulfill a
10 duty imposed on the Department of Revenue or the Division of Motor
11 Vehicles.
- 12 (8) To furnish to the Department of State Treasurer, upon request, the
13 name, address, and account and identification numbers of a taxpayer
14 who may be entitled to property held in the Escheat Fund.
- 15 (9) To furnish to the Employment Security Commission the name, address,
16 and account and identification numbers of a taxpayer when the
17 information is requested by the Commission in order to fulfill a duty
18 imposed under Article 2 of Chapter 96 of the General Statutes.
- 19 (10) Review by the State Auditor to the extent authorized in G.S. 147-64.7.
- 20 (11) To give a spouse who elects to file a joint tax return a copy of the return
21 or information contained on the return.
- 22 (11a) To provide a copy of a return to the taxpayer who filed the return.
- 23 (11b) In the case of a return filed by a corporation, a partnership, a trust, or an
24 estate, to provide a copy of the return or information on the return to a
25 person who has a material interest in the return if, under the
26 circumstances, section 6103(e)(1) of the Code would require disclosure
27 to that person of any corresponding federal return or information.
- 28 (11c) In the case of a return of an individual who is legally incompetent or
29 deceased, to provide a copy of the return to the legal representative of
30 the estate of the incompetent individual or decedent.
- 31 (12) To contract with a financial institution for the receipt of withheld
32 income tax payments under G.S. 105-163.6 or for the transmittal of
33 payments by electronic funds transfer.
- 34 (13) To furnish the Fiscal Research Division of the General Assembly, upon
35 request, a sample, suitable in character, composition, and size for
36 statistical analyses, of tax returns or other tax information from which
37 taxpayers' names and identification numbers have been removed.
- 38 (14) To exchange information concerning a tax imposed by Subchapter V of
39 this Chapter with the Standards Division of the Department of
40 Agriculture when the information is needed to administer the Gasoline
41 and Oil Inspection Act, Article 3 of Chapter 119 of the General Statutes.

- 1 (15) To exchange information concerning a tax imposed by Articles 2A, 2B,
2 2C, or 2D of this Chapter with one of the following agencies when the
3 information is needed to fulfill a duty imposed on the agency:
4 a. The North Carolina Alcoholic Beverage Control Commission.
5 b. The Division of Alcohol Law Enforcement of the Department of
6 Crime Control and Public Safety.
7 c. The Bureau of Alcohol, Tobacco, and Firearms of the United
8 States Treasury Department.
- 9 (16) To furnish to the Department of Secretary of State the name, address,
10 tax year end, and account and identification numbers of a corporation
11 liable for corporate income or franchise taxes or of a limited liability
12 company liable for a corporate or a partnership tax return to enable the
13 Secretary of State to notify the corporation or the limited liability
14 company of the annual report filing requirement or that its articles of
15 incorporation or articles of organization or its certificate of authority has
16 been suspended.
- 17 (17) To inform the Business License Information Office of the Department
18 of Secretary of State of the status of an application for a license for
19 which a tax is imposed and of any information needed to process the
20 application.
- 21 (18) To furnish to the Office of the State Controller the name, address, and
22 account and identification numbers of a taxpayer upon request to enable
23 the State Controller to verify statewide vendor files or track debtors of
24 the State.
- 25 (19) To furnish to the North Carolina Industrial Commission information
26 concerning workers' compensation reported to the Secretary under G.S.
27 105-163.7.

28 (c) Punishment. – A person who violates this section is guilty of a Class 1
29 misdemeanor. If the person committing the violation is an officer or employee, that
30 person shall be dismissed from public office or public employment and may not hold any
31 public office or public employment in this State for five years after the violation."

32 Section 30.12. G.S. 55-1-22(a)(23) is repealed.

33 Section 30.13. G.S. 105-256.1, as enacted by this act, reads as rewritten:

34 "**§ 105-256.1. Corporate annual report.**

35 ~~A corporation that files its annual report with the Secretary must pay the amount~~
36 ~~provided in G.S. 55-1-22 when it files the report. Amounts collected under this section~~
37 ~~shall be credited to the General Fund as tax revenue.~~ The Secretary must transmit an
38 annual report filed with the Secretary in accordance with G.S. 55-16-22 to the Secretary
39 of State."

40 Section 30.14. Section 30.11 of this act becomes effective September 1, 1997.
41 Sections 30.12 and 30.13 of this act become effective July 1, 1999. The remainder of this
42 Part becomes effective January 1, 1998, and applies to tax years ending on or after
43 December 31, 1997, in the case of corporations required to file annual reports with the

1 Secretary of Revenue and to fiscal years ending on or after December 31, 1997, in the
2 case of corporations and limited liability companies required to file annual reports with
3 the Secretary of State.

4 Annual reports delivered to either the Secretary of State or the Secretary of
5 Revenue after December 31, 1997, but before January 1, 1999, shall nevertheless be
6 deemed filed with the correct State agency. The Secretary of State shall notify the
7 Secretary of Revenue of reports erroneously filed with the Secretary of State, and the
8 Secretary of Revenue shall notify the Secretary of State of reports erroneously filed with
9 the Secretary of Revenue.

10 PART XV. EFFECTIVE DATES.

11 Section 31. Section 1 of this act becomes effective July 1, 1998. Sections 2
12 and 3 of this act become effective July 1, 1997. Sections 14 through 17, 23, 26, 27, and
13 31 of this act are effective when the act becomes law. The amendments to G.S. 55-1-
14 22(a)(16) and G.S. 55A-1-22(a)(17), made by Sections 10 and 11 of this act, become
15 effective September 1, 1997. G.S. 57C-1-22(a)(16a), as enacted by Section 12 of this act,
16 becomes effective September 1, 1997. The amendment to G.S. 55-1-22(a)(23), made by
17 Section 10 of this act, becomes effective January 1, 1998, and applies to tax years ending
18 on or after December 31, 1997. Except as otherwise provided, the remainder of this act
19 becomes effective October 1, 1997. Section 4 of this act applies to dissenters' rights
20 created pursuant to G.S. 55-13-02 on or after October 1, 1997. Section 5 of this act
21 applies to proceedings commenced on or after October 1, 1997. Section 5.1 of this act
22 applies to proceedings commenced on or after October 1, 1997, by dissenters to corporate
23 actions that occurred before October 1, 1997. Sections 6 through 13 of this act apply to
24 requests for review of documents on or after that date.