

Article 4.

Registered Office and Registered Agent.

§ 55D-30. Registered office and registered agent required.

(a) Each domestic corporation, nonprofit corporation, limited liability company, limited partnership, and limited liability partnership, each foreign limited liability partnership maintaining a statement of foreign registration, and each foreign corporation, nonprofit corporation, limited liability company, and limited partnership authorized to transact business or conduct affairs in this State must continuously maintain in this State:

- (1) A registered office that may be the same as any of its places of business or any place where it conducts affairs; and
- (2) A registered agent, who must be:
 - a. An individual who resides in this State and whose business office is identical with the registered office;
 - b. A domestic corporation, nonprofit corporation, or limited liability company whose business office is identical with the registered office; or
 - c. A foreign corporation, foreign nonprofit corporation, or foreign limited liability company authorized to transact business or conduct affairs in this State whose business office is identical with the registered office.

(b) The sole duty of the registered agent to the entity is to forward to the entity at its last known address any notice, process, or demand that is served on the registered agent. (1901, c. 5; Rev., s. 1243; C.S., s. 1137; 1937, c. 133, ss. 1-3; G.S., ss. 55-38, 55-39; 1955, c. 1371, s. 1; 1957, c. 979, s. 17; 1989, c. 265, s. 1; 2000-140, s. 101(a); 2001-358, ss. 44, 45; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)

§ 55D-31. Change of registered office or registered agent.

(a) An entity required to maintain a registered office and registered agent under G.S. 55D-30 may change its registered office or registered agent by delivering to the Secretary of State for filing a statement of change that sets forth all of the following:

- (1) The name of the entity.
- (2) The street address, and the mailing address if different from the street address, of its current registered office, and the county in which it is located.
- (3) If the address of the entity's registered office is to be changed, the street address, and the mailing address if different from the street address, of the new registered office, and the county in which it is located.
- (4) The name of its current registered agent.
- (5) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment.
- (6) That after the change or changes are made, the addresses of its registered office and the business office of its registered agent will be identical.

(b) If a registered agent changes the address of the agent's business office, the agent may change the address of the registered office of any entity for which the agent is the registered agent in this State by notifying the entity in writing of the change and signing and delivering to the Secretary of State for filing a statement that complies with the requirements of subsection (a) of this section and recites that the entity has been notified of the change.

(c) A domestic corporation, limited liability company, limited liability limited partnership, registered limited liability partnership, foreign corporation, foreign limited liability company, or foreign limited liability partnership may change its registered office or registered agent by including in its annual report required by G.S. 55-16-22, 57D-2-24, 59-84.4, or 59-210 the information and any written consent required by subsection (a) of this section. (1901, c. 2, s. 31; Rev., s. 1176; C.S., s. 1133; G.S., s. 55-34; 1955, c. 1371, s. 1; 1957, c. 979, ss. 6, 7; 1965, c. 298, s. 1; 1967, c. 823, s. 17; 1973, c. 262; c. 469, s. 3; 1989, c. 265, s. 1; 1991, c. 645, s. 3; 2001-358, ss. 44, 45; 2001-387, ss. 167, 173, 175(a); 2001-413, s. 6; 2013-157, s. 14.)

§ 55D-32. Resignation of registered agent.

(a) The registered agent of an entity may resign by signing and filing with the Secretary of State a statement of resignation which may include a statement that the registered office is also discontinued. The statement must include or be accompanied by a certification from the registered agent that the agent has mailed or delivered to the entity at its last known address written notice of this resignation. This certification shall include the name and title of the individual notified, if any, and the address to which the notice was mailed or delivered.

(b) After filing the statement the Secretary of State shall mail a copy to the registered office (if not discontinued) and a copy to the entity at its principal office address on file with the Secretary of State or, if none is on file, at the address contained in the certification included in or accompanying the statement of resignation.

(c) The agency appointment is terminated, and, if applicable, the registered office discontinued on the 31st day after the date on which the statement was filed. (1901, c. 2, s. 31; Rev., s. 1176; C.S., s. 1133; G.S., s. 55-34; 1955, c. 1371, s. 1; 1957, c. 979, ss. 6, 7; 1965, c. 298, s. 1; 1967, c. 823, s. 17; 1973, c. 262; c. 469, s. 3; 1989, c. 265, s. 1; 1989 (Reg. Sess., 1990), c. 1024, s. 12.6; 2001-358, ss. 44, 45; 2001-387, ss. 168, 173, 175(a); 2001-413, s. 6.)

§ 55D-33. Service on entities.

(a) Service of process, notice or demand required or permitted by law to be served on an entity may be served on the registered agent required by G.S. 55D-30.

(b) When an entity required to maintain a registered office and registered agent under G.S. 55D-30 fails to appoint or maintain a registered agent in this State, or when its registered agent cannot with due diligence be found at the registered office, or when the Secretary of State revokes a certificate of authority or a statement of foreign registration of a foreign entity authorized to transact business or conduct affairs in this State, the Secretary of State becomes an agent of the entity upon whom any such process, notice or demand may be served. Service on the Secretary of State of any such process, notice or demand is made by delivering to and leaving with the Secretary of State or any clerk authorized by the Secretary of State to accept service of process, duplicate

copies of the process, notice or demand and the applicable fee. In the event any such process, notice or demand is served on the Secretary of State in the manner provided by this subsection, the Secretary of State shall immediately mail one of the copies thereof, by registered or certified mail, return receipt requested, to the entity at its principal office or, if there is no mailing address for the principal office on file, to the entity at its registered office. Service on an entity under this subsection is effective for all purposes from and after the date of the service on the Secretary of State.

(c) The Secretary of State shall keep a record of all processes, notices and demands served upon the Secretary of State under this section and shall record therein the date of service and the Secretary of State's action with reference thereto.

(d) Nothing in this section affects the right to serve any process, notice or demand required or permitted by law to be served upon an entity in any other manner now or hereafter permitted by law. (1937, c. 133, ss. 1-3; G.S., s. 55-39; 1955, c. 1371, s. 1; 1977, 2nd Sess., c. 1219, s. 33; 1989, c. 265, s. 1; 2000-140, s. 43; 2001-358, ss. 44, 45; 2001-387, ss. 173, 175(a); 2001-413, s. 6.)