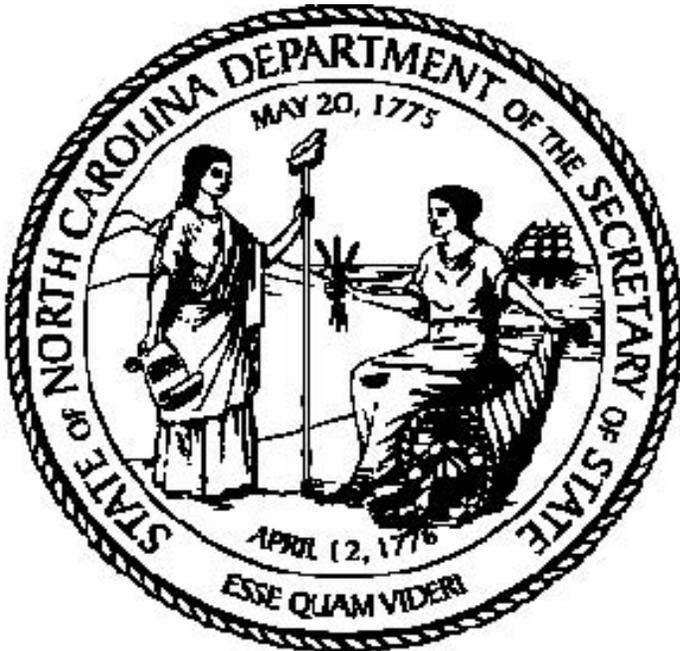


Organizing Your Limited Liability Company in North Carolina



Elaine F. Marshall
Secretary of State

A Message from The Secretary of State of North Carolina

Over the past few decades, North Carolina has earned a reputation on the national and international scale as a desirable place to conduct business. Our state's laws on limited liability company (LLC) organizations, considered some of the most progressive in the entire nation, have helped build that reputation. We here at the Department of the Secretary of State are proud of our ability to make the state's LLC laws work smoothly for our business customers. Organization is one of the biggest steps in setting up an LLC. We want to do everything we can to make a swift, easy process for our customers.



This guide, *Organizing Your Limited Liability Company in North Carolina* is designed to help you through the organization process. We have identified many of the most common questions customers ask during the organization process and have provided detailed answers to them in the [Frequently Asked Questions](#) on our Corporations Division website. At the same time, you should remember that this guide is not intended as legal advice or legal opinion. If you have any questions specifically regarding your business entity, we encourage you to consult an attorney. If you have a general question regarding business entities in North Carolina and you don't see it in this guide, please contact the Corporations Division. You can reach the Corporations Division at:

Corporations Division
N.C. Department of the Secretary of State
PO Box 29622
Raleigh, NC 27626-0622

(919) 807-2225
(888) 246-7636
(919) 807-2039 (fax)
corpinfo@sosnc.com
www.sosnc.com

On behalf of the staff here at the Department of the Secretary of State, I'd like to thank you for doing business in North Carolina. We look forward to making the organization process a pleasant one for you and your company.

A handwritten signature in cursive script that reads "Elaine F. Marshall".

Elaine F. Marshall
NC Secretary of State

Introduction

Limited liability companies differ from business corporations in many respects. You will need to consider many factors, from management structure to tax codes, when determining if you wish to establish a limited liability company. You may want to consult with an expert, such as an attorney, when making this decision. An attorney can help you determine which structure best suits your needs as well as reviewing the North Carolina General Statutes: Chapter 57D, the *North Carolina Limited Liability Company Act*; and 55D, *Filings, Names, and Registered Agents for Corporations*.

This publication is designed to provide guidance to those interested in organizing a limited liability company and should not be used as a substitute for competent legal counsel.

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A company official is any person exercising any management authority over the limited liability company whether the person is a manager or referred to as a manager, director, or officer or given any other title.	9
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Limited Liability Company Names

Part of the process of organizing is choosing and reserving a name for your limited liability company. Our office will approve or reject proposed corporate names according to North Carolina law, which requires that the name chosen must be distinguishable upon the records of the Secretary of State from the name of other business entity of record in North Carolina. Proper name selection is important in your process of organizing because other parties may sue for unfair competition or trade name infringement if the name chosen is so similar to another business entity's name as to deceive or confuse the public.

The steps involved in choosing a corporate name are the following:

1. Selecting a Name;
2. Determining whether it is feasible to use the name;
3. Putting the name in use; and
4. Deciding on a trademark or service mark.

If you are seeking to obtain protection for a particular corporate name or to resolve a dispute over such a name, you should seek the advice of an attorney rather than contact this office.

Selecting a Name

In choosing the limited liability company's name there are certain legal requirements of which you should be aware:

- 1 A limited liability company name shall not contain language stating or implying that the organization is organized for any purpose other than a purpose that is lawful and that is permitted by its Articles of Organization.
- 2 The limited liability company's name must be distinguishable upon the records of the Secretary of State, from the name of any business entity of record, a corporate name reserved or registered, or a name used, reserved, or registered by a limited liability company, or a limited partnership or a limited liability partnership.
- 3 The name of a limited liability company must contain the words, "limited liability company: or the abbreviation "L.L.C." or "LLC", or the combination "ltd. Liability Co." or "ltd. Liability company."

The choice of a name depends on many factors, but there is one important rule to follow. Do not choose a name because you have seen it elsewhere and believe it will work well for your own company unless you obtain written permission of the party already using the name. Also, examine N.C. Gen. Stat. § 55D-20 and 55D-21 and Chapter 80 of the North Carolina General Statutes for more details.

Feasibility of a Name

You may conduct the following in order to determine if the name chosen is available for use:

1. You can check the telephone books in your area for similar names.

2. You can check the Register of Deeds office in your county and surrounding counties for similar names listed as assumed names or partnership names.
3. You can check online or call the N.C. Department of the Secretary of State to determine if a proposed name would be available as a limited liability company name or if the name contains any words which are restricted.
4. You can check business directories, city directories, chamber of commerce lists, etc. in your locality for similar names.
5. For a fee, you can hire an attorney or a trademark search firm to conduct a trademark search through the U.S. Patent and Trademark Office for similar Federal trademark or service mark registrations.
6. You can check online or call the Trademark Registration Office to determine if the words which make up your proposed name have been registered as a trademark or service mark under North Carolina law.
7. You can conduct searches similar to those outlined above in other states which you plan to operate by contacting the officials in those states which are in charge of similar types of registration. The appropriate offices and the details of registration may vary according to the laws of each state.

You are responsible for deciding which of these steps you should follow to determine whether the name you've chosen for your company is available or not. We strongly recommend that you make sure you have received all of your final organization papers from the N.C. Department of the Secretary of State before you spend any money on supplies such as checks, stationery, signs or any other printed items.

Should your company decide upon a name that is already reserved by another North Carolina corporation, limited liability company, limited partnership or limited liability partnership, it is possible to transfer that name to your company if the current users of the name agree. To do this you need to fill out form BE-04, "Notice of Transfer of Reserved Name."

Statutory Prohibitions

Please keep in mind when naming your company that there are certain words and phrases that you are prohibited by law from using in your business entity name unless you have received permission from the proper legal authority. Those words and phrases include:

Bank, Banker and Banking
Cooperative, Co-op
Mutual
Trust

The Department of the Secretary of State will also reject the following words in business entity names unless the applicant can provide documentation that proves his or her company is legally qualified to provide the service indicated:

**Architect, Architecture, Architectural
Certified Public Accountant and abbreviations
Engineer, Engineering
Insurance
Realtor
Surveyor, Survey, Surveying**

Wholesale (unless a letter is submitted with the Articles of Organization stating that the company will comply with N.C. Gen. Stat. § 75-29 by engaging principally in wholesale rather than retail business.)

There are several other words which the Department of the Secretary of State could reject in your business entity name without adequate documentation that your business is legally qualified to provide the service implied in the corporate name. If you have any questions about whether or not you should provide documentation for your chosen name, call the Corporations Division at (919) 807-2225 or e-mail corpinfo@sosnc.com.

18 NCAC 04 .0502 Words Prohibited in Addition to Statutory Prohibitions

- (a) The words "engineer" or "engineering" or their derivatives shall not be included in the corporate name for a corporation unless it is organized pursuant to G.S. Chapter 55B or, if it is a foreign corporation, unless it complies with G.S. 55B-16, provided that the words specified shall not be prohibited in any case where such words are modified by another word or words in such manner as to indicate activity other than the practice of engineering as defined in G.S. 89C-3(b).
- (b) The words "surveyor", "survey", "surveying", or their derivatives shall not be included in the corporate name for a corporation unless it is organized pursuant to G.S. 55B or, if it is a foreign corporation, unless it complies with G.S. 55B-16, provided that the words specified shall not be prohibited in any case where such words are modified by another word or words in such manner as to indicate activity other than the practice of land surveying by registered land surveyors as defined in G.S. 89C-3(7).
- (c) The words "architecture", "architectural", "architect", or their derivatives shall not be included in the corporate name for a corporation unless it is organized pursuant to G.S. 55B or, if it is a foreign corporation, unless it complies with G.S. 55B-16, provided that the words specified shall not be prohibited in any case where such words are modified by another word or words in such manner as to indicate activity other than the practice of architecture as defined in G.S. 83A-1(7) or landscape architecture as defined in G.S. 89A-1(c).
- (d) The word "co-op" shall not be included in a corporate name in which the use of the word "cooperative" is prohibited by G.S. 54-139.
- (e) When a document is submitted conferring a corporate name containing the word "wholesale," unless the purpose clause of the document indicates clearly that the corporation shall not engage in retail sales, the Corporations Attorney shall not file the articles unless he finds, pursuant to written assurance by the principals or their attorney, that the corporation shall comply with G.S. 75-29.
- (f) The corporate name for a business corporation shall not contain the word "realtor."
- (g) The corporate name for a business corporation shall not contain the word "insurance" followed directly by a corporate ending or the word "insurance" followed directly by a geographical designation and a corporate ending.

18 NCAC 04 .0503 *Deceptively Similar and Distinguishable Names*

(a) Designations of entities, such as "company", "co.", "limited", "ltd.", "corporation", "corp.", "incorporated", "inc.", "professional association", "p.a.", "limited liability company", "L.L.C.", "professional limited liability company", and "limited partnership" shall be disregarded in determining if a proposed entity name is distinguishable upon the records of the Secretary of State, provided that such words appear at the end of the proposed entity name. Such words shall not be disregarded in such determination when they appear in the body, rather than at the ending, of the proposed entity name.

(b) Articles, conjunctions, prepositions, punctuation, spaces, and the substitution of an Arabic numeral for a word shall be disregarded in determining whether a proposed entity name is distinguishable upon the records of the Secretary of State or otherwise permissible for use in a proposed entity name.

Putting the Name in Use

Once you have gone through the necessary steps in determining the availability of your limited liability company's name, you are ready to put it in use. By properly filing its Articles of Organization, a domestic limited liability company is formed.

If you are a foreign limited liability company trying to qualify in North Carolina, you need to apply for a Certificate of Authority by filing a Form (L-09), Application for Certificate of Authority, with the Department in order to qualify to transact business in North Carolina. The filing fee is \$250.

This filing means only that the chosen name is acceptable under the North Carolina Limited Liability Company laws. It does not guarantee that the use of the name will not be challenged by someone who has been using a similar name and who charges that the use of your chosen name constitutes unfair competition.

You may reserve a name prior to filing Articles of Organization by filing Form BE-03, "Application for Reserved Name" and paying a \$10 fee. Foreign LLCs may register a name by filing For BE-13, "Application for Registered Name" and paying a \$10 fee.

Articles of Organization

Articles of Organization, Form L-01, is the legal document that must be filed in order to form a limited liability company. The information required to be included is detailed below. It is suggested that any other information be contained in your operating agreement. Operating Agreements are not usually filed with the Secretary of State. See N.C.G.S. § 57D-2-21 for more information.

Articles of Organization must include the following:

Company Name

The exact company name, including abbreviations, punctuation, etc. must be used consistently in all documents filed. For example, the company name stated in the caption of the documents filed must be identical to the name stated in Articles of Organization. The name must also include an ending (i.e., limited liability company, llc, etc.)

Organizers/Members

At least one person must execute the Articles of Organization. The articles must state the name, title, and business address of each person executing the Articles of Organization, and must also state whether each of those persons is executing the document in the capacity of a member or organizer.

The Articles of Organization may identify the initial members of the LLC. Unless the Articles of Organization provide otherwise, any person who executes the articles in the capacity of a member, and any person otherwise named in the articles as a member of the LLC, becomes a member at the time the filing becomes effective.

Principal Office Address

If the limited liability company has a principal office, the Articles of Organization must identify the complete street address of that office, along with the county in which it is located. The Articles of Organization must also state the complete mailing address of the limited liability company if the mailing address is different from the street address.

Registered Office and Agent

A limited liability company is required to have a registered office and a registered agent (N.C.G.S. § 55D-30). The duty of the registered agent is to forward to the business entity at its last known address any notice, process, or demand that is served on the company. A registered agent must be:

1. An individual who resides in North Carolina and whose business address is identical to the registered office;
2. A domestic business corporation, nonprofit corporation, limited liability company whose business address is identical to the registered office; **or**
3. A foreign business corporation, nonprofit corporation, or limited liability company authorized to transact business in this state and whose business address is identical to the registered office.

If the Registered Agent is a business entity required to be filed with the Secretary of State's Office, the entity must be active upon the records of the Secretary of State's Office.

The Articles of Organization must set forth the street address (**and the mailing address, if different from the street address**) of the registered agent's office, as well as the county in which the registered agent's office is located, and the name of the initial registered agent. The registered agent's office may, but need not be, the same as any of the company's places of business.

Managers

According to N.C.G.S. §§57D-3-20(a) and 57D-3-20(d); the management of an LLC and its business is vested in the managers. All members by virtue of their status as a member are managers of the LLC and its business.

Optional Provisions

The articles of Organization may set forth any provision that can be included in the operating agreement of a limited liability company or other provisions that are consistent with the law. The articles may contain:

1. A statement of the purpose or purposes for which the company is organized;
2. Provisions relating to management and regulation of the company's affairs;
3. Provisions which define, limit, or regulate the powers of the company, its company officials, managers, and its members;
4. Provisions defining the qualifications, rights, and responsibilities of its members; and
5. Provisions limiting or eliminating the personal liability of any company official for monetary damages for breach of any duty as a company official.

Powers

N.C.G.S. §57D-2-03 sets forth certain powers that all limited liability companies shall have, unless the Articles of Organization state otherwise. Because these powers are statutory, they do not need to be restated in the Articles of Organization. An LLC has the same powers as an individual or a domestic corporation to do all things necessary or convenient to carry out its business.

Notarization Not Required

Notarization is not required for corporate documents to be filed with the N.C. Department of the Secretary of State. It is permissible for such documents to be notarized or verified. However, the notarization or verification must not be defective in any way or the document will be rejected.

Filing the Document

One executed original of the Articles of Organization, Form L-01 signed by the organizers and the member must be submitted to the N.C. Department of the Secretary of State along with the filing fee of \$125.

The Office of the Secretary of State will examine the Articles of Organization, and if the articles satisfy the requirements of the NC Limited Liability Company Act, they will be stamped "filed" with a date and time of filing. The signed original will be retained by the N.C. Department of the Secretary of State. A certified copy will be returned to the person who submitted it for filing either electronically via e-mail or through regular mail. E-mailed certified documents provide notification as soon as the document is filed and an image of the document to be electronically retained in the corporate files of the business.

Articles of Organization are not required to be filed with the office of the Register of Deeds.

Certificate of Authority

A Certificate of Authority is a legal authorization which a foreign business entity must obtain in

order to be able to transact business in this state (N.C.G.S. § 57D-7-01(a)). In order to be qualified to transact business in North Carolina, the company must complete and submit one executed original application for a Certificate of Authority to the NC Department of the Secretary of State. All of the sections must be completed. The application must include the following (N.C.G.S. 57D-7-03(a)):

Company Name

The company name, including abbreviations, punctuation, etc., should be exactly as it appears on file in the state of organization. If the name is not available for use in North Carolina because it is not distinguishable from another business entity in the records of the Corporations Division, the company is required to use a fictitious name which must be stated on the application. If a fictitious name is necessary, the application must be accompanied by a resolution of the limited liability company's managers adopting the fictitious name.

State of Organization

You must specify the state or country in which your company was originally organized. This information must be consistent with the information found in the Articles of Organization.

Principal Office

You must state the street address, and mailing address, *if different from the street address*, of the principal office address in the state or country in which it is organized.

Registered Office/Agent

A foreign limited liability company is required to have a registered office and agent in North Carolina. The duty of the registered agent is to forward to the company at its last known address any notice, process, or demand that is served on the registered agent. A registered agent must be:

1. An individual who resides in North Carolina and whose business address is identical to the registered office;
2. A domestic business corporation, nonprofit corporation, limited liability company whose business address is identical to the registered office; **or**
3. A foreign business corporation, nonprofit corporation, or limited liability company authorized to transact business in this state and whose business address is identical to the registered office.

If the Registered Agent is a business entity required to be filed with the Secretary of State's Office, the entity must be active upon the records of the Secretary of State's Office.

You must specify the street address and the mailing address, *if different from the street address*, of the company's registered office in North Carolina, as well as the county in which such office is located. You must also identify the company's registered agent in North Carolina. The registered office may, but need not, be the same as any of the company's places of business.

Company Officials

The names, titles, and business addresses of the foreign LLC's principal company officials must be stated.

Certificate of Existence

The foreign company must include with the application a Certificate of Existence (or document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the country or state under whose law it is incorporated. This Certificate of Existence must be an original and not be more than 6 months old.

Filing the Document

One signed original copy of the application for the Certificate of Authority (Form L-09), along with an original Certificate of Existence, duly authenticated by the Secretary of State (or the appropriate official) of the state of organization, are submitted to the N.C. Department of the Secretary of State along with required filing fee of \$250.

The N.C. Department of the Secretary of State will examine the application for the Certificate of Authority, and if the application satisfies the requirements of the NC Limited Liability Company Act, it will be stamped filed with the date and time of filing. The signed original and the Certificate of Existence will be retained by the N.C. Department of the Secretary of State. A Certificate of Authority authorizing the company to conduct its affairs in this state and a filed copy of the application will be returned to the person who submitted it for filing either electronically via e-mail or through regular mail. E-mailed certified documents provide notification as soon as the document is filed and an image of the document to be electronically retained in the corporate files of the company.

Responsibilities of the Company

It is the responsibility of the company to:

1. Provide an annual report to the NC Secretary of State's Office in a timely manner;
2. Have a current Registered Agent of record with the NC Department of the Secretary of State;
3. Notify the NC Secretary of State within 60 days of any change in the Registered Agent name or address; that's its registered agent has resigned or that the registered agent office has been discontinued; and

Not providing the NC Secretary of State with the above listed information in a timely manner constitutes grounds for administrative dissolution. Grounds for administrative dissolution and the procedures for administrative dissolution can be found at N.C.G.S. §57D-6-06(a).

Annual Report Requirements

Each domestic limited liability company, other than a professional limited liability company governed by N.C.G.S. §57D-2-02, and each foreign limited liability company authorized to transact business in this State, shall deliver to the Secretary of State for filing an annual report, in a form prescribed by the Secretary of State.

Information contained in the annual report must be current as of the date the annual report is executed on behalf of the limited liability company. (N.C.G.S. §57D-2-24)

Annual Report Due Date and Fees

The first annual report is due on April 15th of the year following the creation year and every year thereafter on or before April 15th. The annual report may either be filed electronically or a pre-populated annual report may be downloaded online and mailed to the NC Secretary of State's Office. The address to mail the annual report is listed on the footer of the report.

The annual report fee for a limited liability company is \$200.00.

Company Officials, Members, and Managers

All limited liability companies must have an organizational structure and rules by which they are managed. The organizational structure is comprised of company officials and managers, who handle internal management of the company, and members, who have certain specified rights in the operation of the company. The internal management of the company is regulated by the Operating Agreement and the Articles of Organization.

Company Officials

A company official is any person exercising any management authority over the limited liability company whether the person is a manager or referred to as a manager, director, or officer or given any other title.

Members

A member is a person who has been admitted as a member of the LLC as provided in the operating agreement or N.C.G.S §57D-3-01 until the person ceases to be a member as provided in N.C.G.S §57D-3-02 or the operating agreement. With respect to a foreign LLC, a person who has been admitted as a member of the foreign LLC under the law of the jurisdiction in which the foreign LLC is organized until the person ceases to be a member under that law.

To be a member, a person need not make or have the obligation to make any contributions to the LLC or share in any profits or losses of, or distributions from, the LLC or otherwise own an economic interest in the LLC.

Managers

Managers are those persons who are responsible for the management of the limited liability company. Each manager has equal rights to participate in the management of the LLC and its business. Management decisions approved by a majority of the managers are controlling. The managers may make management decisions without meeting and without notice.

Subject to the direction and control of a majority of the managers as provided in N.C.G.S. §57D-3-20(b), each manager may act on behalf of the LLC in the ordinary course of the LLC's business.

All members, by virtue of their status as members are managers of the LLC, together with any other person or persons who may be designated as manager in, or in the manner provided, in the operating agreement. If the operating agreement provides or otherwise contemplates that members are not necessarily managers by virtue of their status as members, then those persons designated as managers in the operating agreement will be managers. The operating agreement may provide that the LLC is to be managed by one or more company officials who are not

designated as managers. All members will be managers for any period during which the LLC would otherwise not have any managers or other company officials.

A person shall continue to serve as a manager until the earliest of the following occurs:

1. The person's resignation as a manager;
2. Any event described in N.C.G.S. §57D-3-02(a) with respect to the person, substituting therein the term "manager" in lieu of the term "member" for purposes of this subsection; or
3. That person, or the member, or all of a class or group of less than all of the members who appointed the person to be a member, ceases to be a member.

Interest Owners

Interest Owner

An interest owner is a member or an economic interest owner.

Economic Interest Owner

An economic interest owner is a person who owns an economic interest, but is not a member. An economic interest is the proprietary interest of an interest owner in the capital, income, losses, credits, and other economic rights and interests of an LLC, including the right of the owner of the interest to receive distributions from the LLC.

A person becomes an economic interest owner by:

1. Unanimous approval of the members;
2. From an interest owner, as provided in N.C.G.S. §57D-5-02; or
3. In the case of an eligible entity converting or merging into an LLC, as provided in the plan of conversion or plan of merger upon such plan becoming effective as provided in N.C.G.S. §57D-9-23(a)(5) or §57D-9-43(a)(6).

Operating Agreement

Operating Agreement

A set of rules known as the Operating Agreement governs the internal administration and regulation of the affairs of the company along with the Articles of Organization. The Operating Agreement may contain any provisions not inconsistent with the law or the Articles of Organization. The written Operating Agreement is not usually filed with the N.C. Department of the Secretary of State. (N.C.G.S. § 57D-2-30).

Registering Trademarks and Service Marks

A ***trademark*** is any word, name, symbol, graphic image or combination of words and graphic images that your company has formally adopted and uses to identify its products and distinguish them from the products of its competitors. A ***service mark*** identifies your company's services and distinguishes them from the services offered by your competitors. Registering a trademark or service mark serves as public notice that you are claiming ownership of that distinguishing mark. It may protect your company from having a competitor adopt a conflicting mark. Registering

trademarks and service marks is voluntary.

While the Department of the Secretary of State does not require you to register any of the trademarks or service marks your company uses, we do strongly recommend that you protect those marks by registering them. The Trademark Registration Office can provide you with registration forms for your trademark or service mark. Trade names can qualify for registration as service marks if they meet certain statutory requirements set by the State of North Carolina. Call the Trademark Registration Office at (919) 807-2162 for more information on the registration process or for registration forms. You may fax requests for information to (919) 807-2215 or send them via e-mail to trademrk@sosnc.com.

Both trademarks and service marks must already be in use in North Carolina before they can be registered. Your company's goods must already be manufactured and distributed in this state or its services must already be rendered before you can apply for trademark or service mark registration. Simply advertising that your company's goods or services will be available in North Carolina in the future does not establish that they are currently in use here. When filing for trademark or service mark registration, you should also provide the Trademark Registration Office with actual specimens of the mark as it is used on your company's products or to advertise your company's services.

The NC Trademark Registration Act uses the International classification system. This classification system allows businesses in North Carolina to register similar names for unrelated products and services and prevents duplicate registration of marks that are so similar they could easily confuse consumers.

You can register trademarks and service marks at the Federal level as well as at the state level. While Federal registration will protect your mark throughout the entire United States, it is usually a time-consuming process. Many companies prefer to seek state mark registration in order to protect their marks until they receive Federal registration. State and Federal mark registrations are totally unrelated and the agencies on both levels which handle trademark and service mark registration do not cross-check other state or Federal records as part of the registration process. Requirements for state and Federal mark registration are not identical. Acquiring a Federal mark registration does not mean that your mark will be accepted at the state level. You must always meet the state requirements in order to obtain state trademark or service mark registration. For more information on Federal trademark and service mark registration, contact the Commissioner of Patents and Trademarks, Building Three, Crystal Plaza, Arlington, VA 20231 or call (703) 557-4636. You can view the Web page at www.uspto.gov.

For more information on State Trademark Registration, visit the Trademark Registration Office link from the main NC Secretary of State website at www.sosnc.com.

North Carolina Licensing Boards

Alarm Systems Licensing Board	(919) 788-5320
Board of Architecture	(919) 733-9544
Auctioneer Licensing Board	(919) 981-5066
Board of Barber Examiners	(919) 715-1159
Board of Certified Public Accountants Examiners	(919) 733-4222

Board of Chiropractic Examiners	(704) 782-0111
Board of Cosmetic Art Examiners	919) 733-4117
Board of Registered Counselors	(919) 787-1980
Board of Dental Examiners.....	(919) 781-4901
Board of Examiners of Electrical Contractors	(919) 733-9042
NC Board of Electrolysis Examiners.....	(336) 789-1538
Board of Examiners for Professional Engineers and Land Surveyors.....	(919) 881-2293
Board of Registration for Foresters.....	(919) 772-5883
Hearing Aid Dealers and Fitters Board.....	(919) 715-8750
State Board for General Contractors.....	919) 571-4183
NC Board for Licensing of Geologists	(919) 850-9669
Board of Landscape Architects	(919) 850-9088
Landscape Contractors Registration Board	(919) 266-8070
Board of Law Examiners	(919) 828-4886
Public Librarian Certification Commission.....	(919) 733-2570
Medical Board.....	(919) 326-1100
Midwifery Joint Committee.....	(919) 782-3211
Board of Nursing.....	(919) 782-3211
Board of Nursing Home Administrators.....	(919) 571-4164
NC Board of Occupational Therapy	(919) 832-1380
Board of Opticians	(919) 733-9321
Board of Optometry	(910) 285-3160
Board of Pharmacy	(919) 942-4454
NC Board of Physical Therapy Examiners.....	919) 490-6393
State Board of Plumbing, Heating and Fire Sprinkler Contractors	(919) 875-3612
Board of Podiatry Examiners.....	(919) 468-8055
Private Protective Services	919) 662-4387
NC Psychology Board.....	(704) 262-2258
Real Estate Commission	(919) 875-3700
State Board of Refrigeration Examiners.....	(919) 755-5022
Board of Sanitarian Examiners	(704) 212-2006
Board for Social Work.....	(336) 625-1679
Board of Examiners for Speech and Language Pathologists and Audiologists	(336) 272-1828

Frequently Asked Questions (FAQs)

Click Here to go to the Corporations Division FAQs located at
www.sosnc.com/corporations

Payment Policies

1. 18 NCAE 04 .0201 Tender of Payment

Filing of any document shall be accomplished only upon tender of applicable filing fee to the Division.

2. 18 NCAE 04 .0202 Form of Payment

Payment shall be by cash, check or money order. Check or money order shall be payable to Secretary of State, to the State of North Carolina, or to the State Treasurer.

3. 18 NCAE 04 .0204 Cancellation for Nonpayment

After the filing of any document, if the Division determines that the payment of fees and taxes tendered is for any reason insufficient; and, after notice and reasonable opportunity is given to the proper party to submit payment, it is determined that proper payment has not been made, the Secretary of State shall, by appropriate certificate, cancel such filing with a notation that the filing was an error.

4. Non-Sufficient Fund policy

Invoices are due and payable no later than 30 days from the invoice date. Failure to pay the entire invoice within the time described will result in an interest charge of **5% per year** until the invoice is paid, as mandated by G.S. 147-86.23. An additional 10% penalty for late payment shall also be due on invoices not paid within 30 days."

There will be a \$25.00 fee for all returned checks and the document filed may be subject to cancellation.

Administrative Rules can be viewed online at <http://ncrules.state.nc.us/ncac.asp?folderName=\Title%2018%20-%20Secretary%20of%20State>

Addresses

Annual Report Section (only)

PO Box 29525
Raleigh, NC 27626-0525

All other documents to be filed:

Corporations Division

PO Box 29622
Raleigh, NC 27626-0622

Directory of State Agencies

State Operator(919) 733-1110

Department of the Secretary of State

P.O. Box 29622
Raleigh, NC 27626-0622
www.sosnc.com

Corporations Division(919) 807-2225
toll-free (888) 246-7636
fax (919) 807-2039

Lobbyist Registration Division(919) 807-2156

Notary Section(919) 807-2131

Securities Division(919) 733-3924

Solicitation Licensing Section(919) 807-2214
toll-free (800) 830-4949

Trademarks Division.....(919) 807-2162
fax(919) 807-2215

Uniform Commercial Code Section.....(919) 807-2111

Department of Commerce

301 N. Wilmington St.
Education Building, Fourth Floor
Raleigh, NC 27601
www.nccommerce.com

Main Number(919) 733-4151

Business & Industry Development Division.....(919) 733-4151

Business Link North Carolina(919) 807-4280

<http://www.blnc.gov> *toll free* (800) 228-8443

Small Business Administration.....(704) 334-6563

Small Business & Technology Development Center(919) 715-7272

Utilities Commission(919) 733-4249

Department of Revenue

P.O. Box 25000
Raleigh, NC 27640-0640
www.dornc.com

Corporate, Excise & Insurance Tax Division toll free (877) 252-3052
Sales & Usage Tax Division toll free (877) 252-3052
Privilege License Division (877) 308-9103
Suspension Notices (877) 252-4982

Internal Revenue Service

www.irs.gov

Downloadable Forms <http://www.irs.gov/formspubs/index.html>

Telephone Assistance for:

Business Organizations (800) 829-4933

Exempt Organizations, Retirement Plan Administrators & Government Entities . (877) 829-5500

People with hearing impairments (800) 829-4059 (TDD)

Department of Crime Control and Public Safety

4704 Mail Service Center

Raleigh, NC 27699-4704

www.ncale.org

Bingo Licensing (919) 733-3029

Corporations Division Fee Schedule

Domestic and Foreign Limited Liability Companies	
Articles of Organization	\$125
Articles of Organization including Articles of Conversion	\$125
Articles of Conversion	\$50
Application for Reserved Name	\$10
Notice of Transfer of Reserved Name	\$10
Application for Registered Name by a Foreign LLC.....	\$10
Application for Renewal of Registered Name by a Foreign LLC.....	\$10
Statement of Change of Address of Registered Office for each affected LLC <i>domestic and foreign</i>	\$5
Amendment of Articles of Organization	\$50
Restated Articles of Organization	\$10 or \$50
Articles of Merger	\$50
Articles of Dissolution.....	\$30
Cancellation of Articles of Dissolution	\$10
Application for Certificate of Authority <i>foreign only</i>	\$250
Application for Amended Certificate of Authority <i>foreign only</i>	\$50
Application for Certificate of Withdrawal <i>foreign only</i>	\$10
Articles of Correction <i>domestic and foreign</i>	\$10
Annual Report	\$200
Application for Reinstatement following Administrative Dissolution	\$100
Designation of Registered Office and/or Agent <i>domestic and foreign</i>	\$5
Certificate of Existence (domestic) or Certificate of Authorization <i>foreign</i>	\$15

Advisory Review of a Document	\$200
Any other document required or permitted to be filed	\$10
Copying and/or comparing a copy of any filed document.....	\$1 per page
Certifying a copy of any filed document (paper).....	\$15
Certifying a copy of any filed document (electronic).....	\$10

Forms that require no fee:

Statement of Resignation of Registered Agent

Resolution of Foreign Limited Liability Company Adopting a Fictitious Name

domestic - a domestic or North Carolina corporation

foreign - a foreign or out of state corporation

Forms

All Business Entity forms can be found in pdf filling forms on the Corporations Division website at www.sosnc.com/corporations.