

DEPARTMENT OF THE SECRETARY OF STATE

Organizing Your Limited Liability Company in North Carolina



Elaine F. Marshall
Secretary of State

CORPORATIONS DIVISION

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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 new 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 a 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 here. At the same time, however, you should remember that this guide is not intended as legal advice or legal opinion. If you have any questions specifically regarding your organization, we encourage you to consult an attorney. If you have a general question regarding LLCs in North Carolina and you don't see it in this guide, please contact the Corporations Division. You can reach us at:

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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.

Elaine F. Marshall
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Introduction

Limited liability companies differ from business corporations in many respects. In determining if you wish to establish a limited liability company, you will want to consider many factors, from management structure to tax codes. In making this decision, you may want to consult with an expert such as an attorney, who could help you determine which structure best suits your needs. In addition, you may wish to refer to Chapter 57C of the North Carolina General Statutes, the North Carolina Limited Liability Company Act.

This publication is designed to provide anyone interested in setting up a limited liability company with some guidance. This information should not be used as a substitute for competent legal counsel.

These guidelines address the following subjects:

Limited Liability Company Names

Choice of Name

Trademark and Service Mark Registration

Articles of Organization

Certificate of Authority

Members and Managers

Frequently Asked Questions

In addition, this book contains all the forms necessary to establish a limited liability company as well as a complete schedule of the filing fees for these forms:

Articles of Organization

Application for Reserved Name

Application for Registered Name

Amendment of Articles of Organization

Application for Certificate of Authority

Application for Amended Certificate of Authority

Annual Report

Limited Liability Company Names

Part of the process of organizing is choosing a name for your limited liability company. The North Carolina Department of the Secretary of State (hereinafter referred to as “Department”) will approve or reject proposed company names according to North Carolina law, which requires that the name chosen must be distinguishable upon the records of the Department from the name of other limited liability companies, non-profit corporations, business corporations, limited partnerships and limited liability partnerships operating 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 entity’s name as to deceive or confuse the public.

The steps frequently involved in choosing a limited liability company name are the following:

- 1 Selecting a name;*
- 2 Determining whether it is feasible to use the name;*
- 3 Putting the name in use;*
- 4 Determining whether trademark or service mark protection should be obtained.*

If you are seeking to obtain protection for a particular company 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 The name of a limited liability company shall not contain language stating or implying that the company 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 Department from the name of any domestic corporation or the name of any foreign corporation authorized to transact business in this state, a corporate name reserved or registered, or a name used, reserved, or registered by a limited liability company, 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.”, “limited 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 limited liability company. 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

If you have chosen a limited liability company name, you may do the following in order to determine that the name chosen is available for use:

- 1 Check the telephone books in your area for similar names;*
- 2 Check the Register of Deeds office in your county and surrounding counties for similar names listed as assumed names or partnership names;*
- 3 Write, e-mail or call the Department to determine if a proposed name would be available as a limited liability company name;*
- 4 Check business directories, city directories, chamber of commerce lists, etc. in your locality for similar names;*
- 5 Hire an attorney or 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 Write or call the Department to determine if the words that make up your proposed name have been registered as a trademark or service mark under North Carolina law;*
- 7 Conduct searches similar to those outlined above in other states in 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.*

The Department makes the decision whether a name will be rejected or accepted only on the basis of whether it is distinguishable upon the records of the Department. It is your responsibility to decide how many of the searches outlined above are appropriate or necessary for your proposed company name. We strongly recommend that you make sure you have received all of your final organization documents from the Department before you spend any money on supplies such as checks, stationary, 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”.

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 to 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 \$30.00 fee. Foreign LLCs may register a name by filing Form BE-13, “Application for Registered Name” and paying a \$30.00 fee.

Trademark and Service Mark Registration

A trademark is a name, symbol, design, device or word used by a person to identify goods or products made or sold by him so that they will be distinguished from similar merchandise made or sold by others. A service mark is comparable to a trademark but is a mark used in connection with the sale or advertising of services, rather than goods or products.

Trademarks and service marks may be registered under North Carolina law by filing an application with the Trademark Section of the Department any time after the mark has been used in commerce in North Carolina. Forms are available from the Trademark Section of the Department. See N.C. Gen. Stat. §§ 80-1 through 80-14 for more information.

If you have any questions, please call the Trademarks Section of the Department at (919) 807-2162 or visit our web site:

www.sosnc.com

You may also email the Trademarks Section at:

trademrk@sosnc.com

*Note: Registration of trademarks and service marks under the federal law may be made by filing with the U.S. Patent and Trademark Office at any time after a mark has been used in a commercial transaction in interstate commerce. The assistance of a competent attorney is advised in case you want to procure a federal registration, due to the complexity of the registration procedure. Some public information is available directly from the U.S. Patent and Trademark Office. Both state and federal mark registration are voluntary rather than mandatory. In some circumstances, however, service mark registrations **may be** necessary to fully protect your organization. The address for the U.S. Patent and Trademark Office web site is www.uspto.gov.*

Articles of Organization

The “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. See N.C. Gen. Stat. § 57C-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. See “Selecting a Name” in this guidebook for more information.

Dissolution Date

The company may state a latest date of dissolution. If a date is stated, it must be a “date certain” – month, day and year. This date can be extended at some point in the future. The future date must also be a specific date. If no date is specified, the LLC will be considered to be perpetual.

Organizers/Members

At least one person must execute the Articles of Organization. The articles must state the name and 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 an 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 member of the LLC, becomes a member at the time the filing becomes effective.

Principal Office Address

If the limited liability company has a principle 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

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 company. A registered agent must be:

- 1 An individual who resides in North Carolina and whose business office is identical with the registered office;*

2 *A domestic business corporation, a non-profit corporation, or a limited liability company whose business office is identical with the registered office;*

or

3 *A foreign business corporation, a nonprofit corporation, or limited liability company authorized to transact business in this state whose business office is identical with the registered office.*

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

Managers

According to N.C. Gen. Stat. § 57C-3-20(a), all members of a limited liability company are also managers of the company unless it is specifically stated otherwise. Make sure to indicate on the Articles of Organization form which of these is true for your company.

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.

Powers

N.C. Gen. Stat. § 57C-2-02 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 listed in the Articles of Organization. Among these statutory powers are the following: to sue, and be sued; to complain and defend in its own name; to purchase, lease, acquire, hold, use, own, or otherwise deal in and with any real and personal property; to make contracts and incur liabilities; to elect or appoint managers, officers, employees, and agents; and to render professional service, subject to the regulations of N.C. Gen. Stat. § 57C-2-01(c).

Notarization not required

Notarization is no longer required for most documents filed with the Department, but it is permissible for such documents to be notarized or verified. If a notary certification is included it must be completed in its entirety.

Filing the Document

One executed original of the Articles of Organization, Form L-01, signed by at least one member or organizer, must be submitted to the Department by mail or in person, along with a check, money order, or cash in the amount of \$125.

The Department will examine the Articles of Organization. If the articles satisfy the requirements of the Limited Liability Company Act, they will be stamped “filed” with a date and time of filing. The Department will retain the signed original. A copy will be certified and returned to the person who submitted it for filing.

Conversion to a Limited Liability Company

A domestic limited liability company may also be formed by the conversion of another business entity. A business entity other than a domestic limited liability company may convert to a domestic limited liability company. There are special legal requirements that must be met in order for this sort of organization to be permissible. The conversion must be permitted by the laws of the state or country governing the organization and internal affairs of the converting business entity. Additionally, the converting business entity must comply with all the requirements of the State of North Carolina and its home state or country. The converting business entity must approve a plan of conversion that meets the requirements of N.C. Gen. Stat. § 57C-9A-02. The converting business entity must also file Articles of Organization that contain the information discussed in the preceding section, along with articles of conversion stating:

- (1) that the domestic limited liability company is being formed pursuant to a conversion of another business entity;
- (2) the name of the converting business entity, its type of business entity and the state or country whose laws govern its organization and internal affairs, and;
- (3) that a plan of conversion has been approved by the converting business entity as required by law.

For additional information regarding the Articles of Organization that must be filed to convert a business entity to a domestic limited liability company, please see Form L-01A

Certificate of Authority

A Certificate of Authority is a legal authorization that a foreign company must obtain in order to transact business in this state (N.C. Gen. Stat. § 57C-7-02(a)). In order to be qualified to transact business in North Carolina, the company must complete and submit one executed original of an Application for a Certificate of Authority to the Department. All of the sections must be completed.

The application must include the following (N.C. Gen. Stat. § 57C-7-04(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 the name of another entity in the records of the Department, 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 and Period of Duration

You must specify the name of the state or country in which your company was originally organized along with the date of organization. Also, the period of duration must be included. 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*, of the principal office of the company in the state or country in which it is organized.

Registered Office and 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 office is identical with the registered office;*
- 2 *A domestic corporation, nonprofit corporation, or limited liability company whose business office is identical with the registered office;*

or

- 3 *A foreign corporation, nonprofit corporation, or limited liability company authorized to transact business in this state whose business office is identical with the registered office.*

You must specify the street address and 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.

Managers

The names and usual business addresses of the current managers of the company must be included.

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 organized. ***This Certificate of Existence must be an original no more than 6 months old.***

Filing the Document

One signed original of the application for the Certificate of Authority, Form L-09, along with the Certificate of Existence, duly authenticated by the Secretary of State (or the appropriate official) of the state of organization, are submitted to the Department by mail or in person, along with a check, money order, or cash for the full filing fee required by law. The filing fee is \$250.

The Department will examine the application for the Certificate of Authority, and if the application satisfies the requirements of the North Carolina Limited Liability Company Act, it will be filed by time-stamping and dating. The signed original and the Certificate of Existence will be retained by the Department. A Certificate of Authority authorizing the company to transact business in this state and the copy of the application will be returned to the person who submitted it for filing.

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 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.

Members

Members are those persons who have membership rights in the organization in accordance with the provisions of its Articles of Organization or the operating agreement. All persons executing the Articles of Organization in the capacity of a member and any person otherwise named in the articles as a member of the LLC, become members of the company upon the effective date and time of filing of the Articles of Organization by the Department. Membership may later be acquired in accordance with the Articles of Organization or the operating agreement or, if no such provision is made therein, by the unanimous consent of the members.

Membership in a limited liability company entails certain rights and responsibilities. Unless stated otherwise in the Articles of Organization or the operating agreement, these rights include the ability to, upon the vote, approval, agreement, or consent of all members:

- 1 Adopt or amend an operating agreement;*
- 2 Admit any person as a member;*
- 3 Sell, transfer or otherwise dispose of all or substantially all of the assets of the limited liability company prior to the dissolution of the limited liability company;*
- 4 Merge the limited liability company into or with another limited liability company or other business entity.*

Managers

Managers are those persons who are responsible for the management of the limited liability company. Unless the Articles of Organization provide otherwise, all members by virtue of their status as members, shall be managers of the limited liability company.

The Articles of Organization or operating agreement of the company may set forth the number and qualifications of managers and the manner in which they are to be designated, removed, and replaced. Unless otherwise provided:

- 1 Managers need not be members;*
- 2 If all members are not managers by virtue of their status as members, the managers shall be those persons designated as managers in a written operating agreement shall be managers;*
- 3 Upon designation as a manager in a written operating agreement, the designated person shall serve as manager until he or she resigns or is removed from office according to the provisions of the North Carolina General Statutes or the Articles of Organization or operating agreement of the company.*

Frequently Asked Questions

Q: What is the difference between a “limited partnership”, a “limited liability partnership” and a “limited liability company?”

A: *A limited partnership is a partnership with two kinds of partners: general partners and limited partners. The general partners manage the business and are subject to unlimited liability; that is, the general partners are personally liable for the debts and obligations of the partnership. Generally, limited partners are not personally liable for the debts and obligations. Filing a certificate of limited partnership with the N. C. Department of the Secretary of State creates limited partnerships. A limited liability partnership, also called a registered limited liability partnership (RLLP), is a kind of general partnership. RLLPs are frequently businesses that provide professional services, such as law firms. An RLLP does not have “limited partners,” but a general partner is nevertheless NOT subject to personal liability for the malpractice of another partner unless he or she participates with or is responsible for supervising the partner committing the malpractice. A general partnership becomes a RLLP by filing an application for registration with the Secretary of State. A limited liability company (LLC) has some of the characteristics of partnerships and some of the characteristics of corporations. A LLC may be organized to avoid “double taxation” which frequently accompanies a corporation. The owners of a LLC are called members. LLCs are managed by the members or by managers who may or may not be members. Members enjoy “limited liability.” Filing Articles of Organization with the Secretary of State creates LLCs.*

Q: What is the difference between an LLC and a business corporation?

A: *There are a number of differences between LLCs and business corporations, many of which exceed the scope of these guidelines. In general, though, a business corporation has officers or directors and pays an annual report fee of \$20.00. An LLC has members or managers and pays an annual report fee of \$200.00. An LLC is an unincorporated association that offers a combination of limited liability and special tax treatment. A business corporation is an artificial entity and offers limited liability that protects the personal property of its shareholders.*

Q: How many people are required to organize a limited liability company?

A: *One or more.*

Q: How do I create an LLC in North Carolina?

A: *First, you must file the original and one copy of your company's Articles of Organization with the Corporations Division. Make sure the following information is provided in your filing:*

Company Name

The exact company name, including abbreviations, punctuation, etc., must be used consistently in all documents filed.

Dissolution Date

The company may state a latest date of dissolution which must be a date certain listing the month, day and year. This date can be extended at some point in the future. The future date must also be a specific date. If no date is specified, the LLC will be considered to be perpetual.

Organizers

At least one person must execute the Articles of Organization. The articles must state the name and 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 an 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.

Registered Office and Agent

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 company. A registered agent must be:

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

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

If the limited liability company is being formed pursuant to the conversion of another business entity, the Articles of Organization must also contain articles of conversion that state:

- (1) that the domestic limited liability company is being formed pursuant to a conversion of another business entity;
- (2) the name of the converting business entity, its type of business entity and the state or country whose laws govern its organization and internal affairs, and;
- (3) that a plan of conversion has been approved by the converting business entity as required by law.

Q: Where do I file my company's Articles of Organization?

A: *You can mail your filing to the Corporations Division, P. O. Box 29622, Raleigh, N.C. 27626-0622. If you want to deliver your Articles of Organization in person and need directions to our office, please call us at (919) 807-2000.*

Q: How much will it cost to file my Articles of Organization?

A: *The fee for limited liability companies is \$125.00.*

Q: How will I know when my Articles of Organization have been filed?

A: *Once your Articles of Organization have been filed, you will receive a certified copy of them from the Department of the Secretary of State.*

Q: Do I have to hire an attorney to create an LLC?

A: *No, but you should consult an attorney if you have any legal questions concerning your limited liability company, such as taxation, liability of the organizers, members or managers and other issues not directly related to the organization. Please keep in mind that we will do everything we can to make the process easy for you, but the Corporations Division can only act in an administrative capacity. We cannot offer you legal advice or opinion on your particular filing. We recommend that you consult with your own attorney and accountant or CPA during the organization process.*

Q: Can the Secretary of State's office answer questions regarding the legitimacy of a limited liability company?

A: *No. The Secretary of State can only tell a client how long an LLC has been organized and if it is in good standing with the agency. For questions on legitimacy, the client should contact the Attorney General's Office, Consumer Protection Section, www.jus.state.nc.us/cpframe.htm*

Q: What do I do once my Articles of Organization have been filed with the Department?

A: *Here are a few suggestions; however, the following information is not necessarily a complete list. You should consult with an attorney, an accountant and/or a CPA for additional post-organizational advice:*

- 1 Execute a written operating agreement;*
- 2 Designate a manager;*
- 3 Admit additional members;*
- 4 Apply for a federal employee identification number;*
- 5 Open bank accounts.*

Q: What are a registered agent and a registered office?

A: *A registered agent can be one of the following:*

An individual who lives in North Carolina and whose business office is identical with the registered office;

A domestic corporation, domestic limited liability company or non-profit domestic corporation whose business office is identical with the registered office and;

A foreign corporation, foreign limited liability company or nonprofit foreign corporation authorized to transact business in North Carolina and whose business office is identical with the registered office.

The registered agent need not be the organizer of the limited liability company. The only duty of the registered agent is to forward any notice, process or demand that is served on the registered agent, often by a deputy sheriff, to the limited liability company at its last known address. The registered office may, but need not, have the same address as any of the company's place of business. Under North Carolina law, the registered agent and the registered office must be continuously maintained in North Carolina.

Q: How do I change my registered agent and registered office?

A: *Simply file a Statement of Change of Registered Office and/or Registered Agent with the Corporations Division. When you file the statement you should include the \$5.00 fee. You can also change the registered agent and registered office by indicating the change in your Annual Report.*

Q: When are my company's Annual Reports due?

A: *Annual Reports for limited liability companies must be delivered with a \$200.00 fee to the N. C. Department of the Secretary of State each year by April 15th.*

Q: Is there any way I can reserve a certain name for my limited liability company before I file for organization?

A: *Yes, there is. You may reserve an LLC name for a nonrenewable 120-day period by filing an Application for Reserved Name with the Corporations Division. You must pay a \$30.00 fee at the time you file to reserve your LLC name. The name you choose for your LLC must be clearly distinguishable from the names of all other corporations, nonprofit corporations, limited partnerships, limited liability companies or limited liability partnerships organized or authorized to do business in this state. We encourage you to check the name you have chosen by calling the Corporations Division at (919) 807-2225. Please understand that any clearance you receive from us by phone for a company name is preliminary. We cannot guarantee that the name you have chosen will still be available when you file your Articles of Organization unless you file an Application to Reserve a Corporate Name. Because of this, we strongly recommend that you not have stationery, business signs, cards or other material printed until you have received your final papers from the N. C. Department of the Secretary of State.*

Q: I want to start a new LLC as soon as possible. Do I need to file a form to reserve the LLC name I want?

A: *No. A name may be reserved so as to save it for later use, but if you're ready to organize the LLC now, and the name is available for use, there is no need to reserve it.*

Q: I filed Articles of Organization with the Secretary of State, but it was sent back because the name was not available. What do I do now?

A: *Select a new name that is available, change the articles and send them back to the Corporations Division.*

Q: The name I want to use is currently in use by a company that has been dissolved. How long must I wait to use the name?

A: *The general rule is that the name becomes available 120 days after the effective date of filing articles of dissolution. N.C. Gen. Stat. §§ 55D-21(d)(1) and 57C-6-01.*

If the dissolution was administrative, then you must wait a period of five years following the effective date of the administrative dissolution. N.C. Gen. Stat. §§ 55D-21(d)(2) and 57C-6-03(c).

Q: I want my LLC to have a new name. How do I go about changing its name?

A: *Changing the name of a company requires the filing of an amendment to the Articles of Organization accompanied by a fee of \$50.00. Other changes that may be made in the same amendment include: 1) changing the dissolution date; 2) changing member managed to manager managed and vice versa; 3) and changing the registered office or agent. Changing the registered office or agent, however, can also be done by filing a Form BE-06, “Statement of Change of Registered Office and/or Registered Agent”, for a fee of only \$5.00, or by indicating the change on the Annual Report filed with the Department.*

Q: If my LLC is already organized in another state or country, what do I have to do in order to transact business in North Carolina?

A: You’ll need to file an Application for Certificate of Authority with the Corporations Division of the Department. You should include the following information in your application:

The name of your company—You should provide the name of your company exactly as it appears on file in the state or country where your company was originally organized. If that name is not available in North Carolina, you should also include the company name under which your company will transact business in this state. If your company must use a fictitious name, you will need to submit a copy of the resolution adopting the fictitious name chosen by your company’s managers.

The name of the state or country in which your company was originally organized.

The date of organization and the period of duration for your company.

The street address of your principal office in the state or country under whose law it is organized. This must be an actual geographic location. We will not accept a post office box number.

The mailing address of your principal office if it is different from the street address. This address may be a post office box.

The street address and county of your registered office—your registered office must be located somewhere in the state of North Carolina. The address provided must be the actual physical location of your registered office.

The mailing address of your registered office if it is different from the street address—this must be a North Carolina address.

The name of your company's registered agent.

The names, titles and business addresses of your company's current managers.

*A Certificate of Existence or similar document — This document will have to be authenticated by the Department or by the official who has custody of the company records in the state or country in which your company was originally organized. **In either event, the certification date must be no more than six months old.** The Certificate of Existence must also be an original. We will not accept photocopies or fax copies.*

Q: How much will it cost me to file my Application for Certificate of Authority?

A: *The filing fee for an Application for Certificate of Authority is \$250.*

Q: Can I change my Articles of Organization after they've been filed?

A: *Yes, you can. You should file Amendment of Articles of Organization. The Articles of Amendment must be signed by a manager, or if no manager, by an organizer of the company. Only one signature is required and we do not require a company seal or notarization on Articles of Amendment. There is a \$50 fee for filing Articles of Amendment.*

Q: Where do you file an assumed name certificate?

A: *At the office of the register of deeds in any county where you do business. N.C. Gen. Stat. § 66-68.*

Q: Do I need to file my company's Articles of Organization with the local register of deeds?

A: *No. The only time local recording is required is when a company owns real property and the company's name is changed due to an amendment of the Articles of Organization or the company's property is transferred by merger with another company. In that case, a certificate reciting such name change must be filed with the register of deeds of any county where the property lies. The Secretary furnishes certificates for this purpose. N.C. Gen. Stat. § 57D-26.*

Q: I'd like to get a "certificate of good standing" regarding a particular company. Does the Department issue such certificates?

A: *The Department issues "Certificates of Existence" pursuant to N.C. Gen. Stat. §§ 55-1-28, 55A-1-28 and 57C-1-28. The certificate gives information about the company's name, about its incorporation or organization, (or authorization to transact business in North Carolina if it is a foreign entity), about whether the company's Articles or Certificate of Authority has been suspended, if its Annual Report is current and if Articles of Dissolution have been filed. The Department will certify other facts of record as requested.*

The Certificate of Existence may be relied upon as conclusive evidence that the company is in existence or is authorized to transact business in North Carolina.

Q: I need a Certificate of Existence in a hurry. May I have it right away if I come to pick it up in person?

A: *No. You may order it by mail, by phone, fax, email or in person. However, a certificate of any kind cannot be picked up immediately after ordering. It presently takes approximately 5-6 days to process these requests.*

Q: Where can I get a copy of the Limited Liability Company laws of North Carolina?

A: *For paper copies, contact Lexis Law Publishing Company, P.O. Box 7587, Charlottesville, Va. 22906. You may also phone Lexis Law Publishing at (804) 295-6171 or toll-free at (800) 562-1197. Most public libraries in North Carolina have copies of the N.C. General Statutes available for public research. You may also access the N.C. General Statutes through the Secretary of State's home page www.sosnc.com and clicking on "NC General Statutes".*

Filing Fees for Limited Liability Companies

The forms that are included in this publication are in bold.

Articles of Organization	\$.125
Articles of Organization including Articles of Conversion	\$.125
Application for Reserved Name	\$.30
Notice of Transfer of Reserved Name	\$.10
Application for Registered Name	\$.10
Application for Renewal of Registered Name	\$.10
Statement of Change of Registered Agent and/or Registered Office	\$.5
Agent's Statement of Change of Registered Office	\$.5
Designation of Registered Agent and/or Registered Office	\$.5
Amendment of Articles of Organization	\$.50
Restated Articles of Organization without Amendment of Articles	\$.10
Restated Articles of Organization with Amendment of Articles	\$.50
Articles of Merger	\$.50
Articles of Dissolution	\$.30
Cancellation of Articles of Dissolution	\$.10
Application for reinstatement following administrative dissolution	\$.100
Application for Certificate of Authority	\$.250
Application for Amended Certificate of Authority	\$.50
Application for Certificate of Withdrawal	\$.10
Articles of Correction	\$.10
Certificate of Existence or Certificate of Authorization	\$.15
Annual Report	\$.200
Advisory Review of a Document	\$.200
Any other document required or permitted to be filed by Chapter 57C ..	\$.10

Forms that require no fee:

Statement of Resignation of Registered Agent

Resolution of Foreign Limited Liability Company Adopting a Fictitious Name

Appendix: Limited Liability Company Filing Forms

Articles of Organization

Articles of Organization including Articles of Conversion

Application for Reserved Name

Application for Registered Name

Amendment of Articles of Organization

Application for Certificate of Authority

Application for Amended Certificate of Authority

Annual Report