

# ADOPTED



NORTH CAROLINA GENERAL ASSEMBLY  
AMENDMENT  
Senate Bill 114

AMENDMENT NO. A1  
(to be filled in by  
Principal Clerk)

S114-ATG-36 [v.7]

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Amends Title [NO]  
Third Edition

Date \_\_\_\_\_, 2017

Senator Wells

1 moves to amend the bill on page 1, line 16, by rewriting the line to read:

2  
3 "(a2) Professional Corporations Exempt. – A domestic corporation governed by Chapter";  
4 and

5  
6 on page 1, lines 32-34, by rewriting the lines to read:

7  
8 (4) The names, titles, and business street addresses of its principal  
9 "~~officers-officers~~ and the name, mailing address, e-mail address, and  
10 telephone number of an individual who is authorized to provide information  
11 regarding persons with authority to bind the corporation."; and

12  
13 on page 2, lines 20-21, by rewriting the lines to read:

14  
15 "(e) Amendments. – Amendments to any previously filed annual report may be filed  
16 submitted for filing with the Secretary of State at any time for the purpose of correcting,  
17 updating, or augmenting"; and

18  
19 on page 2, lines 24-26, by rewriting the lines to read:

20  
21 "~~(g) When a statement of change of registered office or registered agent is filed in the~~  
22 ~~annual report, the change shall become effective when the statement is received by the~~  
23 ~~Secretary of State.~~"; and

24  
25 on page 3, lines 39-41, by rewriting the lines to read:

26  
27 "(5) The names, titles, and business street addresses of the limited liability  
28 company's ~~principal company~~ officials-managers, principal company  
29 officials, and the name, mailing address, e-mail address, and telephone  
30 number of an individual who is authorized to provide information regarding  
31 persons with the authority to bind the LLC."; and  
32



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1 on page 4, line 19, by rewriting the line to read:

2  
3 "submitted for filing by to the Secretary of State at any time for the purpose of correcting,"; and

4  
5 on page 5, lines 12-13, by rewriting the lines to read:

6  
7 "(4) The names, titles, and business street addresses of its principal officers and  
8 the name, mailing address, e-mail address and telephone number of an  
9 individual who is authorized to provide information regarding persons with  
10 authority to bind the corporation."; and

11  
12 on page 5, lines 15-16, by rewriting the lines to read:

13  
14 "(6) A valid e-mail address for the corporation, if different from the e-mail"; and

15  
16 on page 5, line 29, by rewriting the line to read:

17  
18 "(e) Amendments. – Amendments to any previously filed annual report may be submitted  
19 for filing to the Secretary of State at"; and

20  
21 on page 6, lines 50-51, by inserting the following between those lines:

22  
23 "(3a) The names, titles, and business street addresses of its partners and the name,  
24 mailing address, email address and telephone number of an individual who is  
25 authorized to provide information regarding persons with authority to bind  
26 the partnership."; and

27  
28 on page 7, lines 7-8, by rewriting the lines to read:

29  
30 "~~subdivisions (2) through (4) of this subsection. The Secretary of State shall make available the~~  
31 ~~form required to file an annual report.~~"; and

32  
33 on page 7, lines 21-22, by rewriting the lines to read:

34  
35 "(e) Amendments. – Amendments to any previously filed annual report may be filed  
36 with-submitted for filing to the Secretary of State at any time for the purpose of correcting,  
37 updating, or augmenting"; and

38  
39 on page 8, lines 32-34, by rewriting the lines to read:

40  
41 "**SECTION 4.(c)** G.S. 59-1106(a)(22) reads as rewritten:

42  
43 "(22) Annual report for a limited liability limited partnership ..... ~~200.00~~125.00".

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1  
2 **PART V. REPORTING REQUIREMENTS FOR LIMITED PARTNERSHIPS**

3 **SECTION 5.** Article 5 of Chapter 59 of the General Statutes is amended by adding  
4 the following sections to read:

5 **"§ 59-109. Annual report to Secretary of State.**

6 (a) Each limited partnership and each foreign limited partnership authorized to transact  
7 business in this State shall submit an annual report to the Secretary of State in electronic form  
8 as prescribed by the Secretary of State and as otherwise provided in this subsection. The  
9 following information must be included in each annual report:

10 (1) The name of the limited partnership, and in the case of a foreign limited  
11 partnership, any different name that the foreign limited partnership is  
12 authorized under Article 3 of Chapter 55D of the General Statutes to use to  
13 transact business in this State, as provided in the foreign limited partnership's  
14 certificate of authority.

15 (2) In the case of a foreign limited partnership, the name of the jurisdiction  
16 under whose law the foreign limited partnership is organized.

17 (3) The street address, and the mailing address if different from the street  
18 address, of the registered office, the county in which the registered office is  
19 located, and the name and e mail address of its registered agent at that office  
20 in this State, and a statement of any change of the registered office or  
21 registered agent, or both.

22 (4) The address and telephone number of its principal office.

23 (5) The names, titles, and business street addresses of all general partners, and  
24 the name, mailing address, e-mail address and telephone number of an  
25 individual who is authorized to provide information regarding persons with  
26 authority to bind the partnership.

27 (6) A brief description of the nature of its business.

28 (7) The fiscal year end of the limited partnership.

29 (8) The year for which the annual report applies.

30 (9) A valid e mail address for the limited partnership or foreign limited  
31 partnership, if different from the e mail address provided under subdivision  
32 (3) of this subsection.

33 (b) Information in the annual report must be current as of the date the annual report is  
34 executed on behalf of the limited partnership or the foreign limited partnership.

35 (c) Due Date. – The annual report shall be delivered to the Secretary of State by the  
36 fifteenth day of the fourth month following the close of the limited partnership's fiscal year.

37 (d) If an annual report does not contain the information required by this section, the  
38 Secretary of State shall promptly notify the limited partnership in writing and return the report  
39 to it for correction. If the report is corrected to contain the information required by this section  
40 and delivered submitted to the Secretary of State within 30 days after the effective date of  
41 notice, it is deemed to be timely submitted.

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1       (e) Amendments to any previously filed annual report may be submitted for filing to the  
2 Secretary of State at any time for the purpose of correcting, updating, or augmenting the  
3 information contained in the annual report.

4       (f) E Mail; Confidentiality. – The Secretary of State may provide by e mail any notice  
5 or form required under this section if the submitting limited partnership or foreign limited  
6 partnership to be notified has consented to receiving notices and forms via e mail and has  
7 provided the Secretary of State an e mail address for receiving the notices or forms. Any e mail  
8 address provided by a limited partnership or foreign limited partnership in accordance with this  
9 section shall be considered confidential information and shall not be subject to disclosure under  
10 Chapter 132 of the General Statutes.

11 **"§ 59-110. Grounds for Revocation**

12       (a) The Secretary of State may revoke the registration of a limited partnership or the  
13 certificate of authority of a foreign limited partnership if the Secretary of State determines that  
14 any of the following has occurred:

15           (1) The limited partnership or foreign limited partnership has not paid, within 60  
16 days after they are due, any penalties, fees, or other payments due under this  
17 Chapter.

18           (2) The limited partnership or foreign limited partnership does not submit its  
19 annual report to the Secretary of State on or before the date sixtieth day after  
20 it is due.

21           (3) The limited partnership or foreign limited partnership has been without a  
22 registered agent or registered office in this State for 60 days or more.

23           (4) The limited partnership or foreign limited partnership does not notify the  
24 Secretary of State within 60 days of the change, resignation, or  
25 discontinuance that its registered agent or registered office has been  
26 changed, that its registered agent has resigned, or that its registered office  
27 has been discontinued.

28       (b) If the Secretary of State determines that one or more grounds exist under subsection  
29 (a) of this section for revoking the registration of the limited partnership or the certificate of  
30 authority of a foreign limited partnership, the Secretary of State shall mail the registered limited  
31 partnership or foreign limited partnership written notice of that determination. If, within 60  
32 days after the notice is mailed, the limited partnership or foreign limited partnership does not  
33 correct each ground for revocation or demonstrate to the reasonable satisfaction of the  
34 Secretary of State that each ground does not exist, the Secretary of State shall revoke the  
35 registration of a limited partnership or foreign limited partnership by signing a certificate of  
36 revocation that recites the ground or grounds for revocation and its effective date. The  
37 Secretary of State shall file the original certificate of revocation and mail a copy to the limited  
38 partnership or foreign limited partnership.

39       (c) A limited partnership or foreign limited partnership whose registration is revoked  
40 under this section may apply to the Secretary of State for reinstatement. The procedures for  
41 reinstatement and for the appeal of any denial of the limited partnership's application for  
42 reinstatement are the same as those applicable to a domestic corporation under G.S. 55-14-22  
43 and 55-14-23.

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1 (d) If, at the time the limited partnership applies for reinstatement, the name of the  
2 limited partnership or foreign limited partnership is not distinguishable from the name of  
3 another entity authorized to be used under G.S. 55D-21, then the limited partnership or foreign  
4 limited partnership must change its name to a name that is distinguishable upon the records of  
5 the Secretary of State from the name of the other entity before the Secretary of State may  
6 prepare a certificate of reinstatement. The effect of reinstatement of a limited partnership or  
7 foreign limited partnership shall be the same as for a corporation under G.S. 55-14-22."

8  
9 **PART VI. DISALLOWANCE OF REFUNDS OF PAID SALES AND USE TAXES**

10 **SECTION 6.(a)** G.S. 105-164.14(b) reads as rewritten:"; and

11  
12 on page 9, line 3, by rewriting the line to read:

13  
14 "Before issuance of a timely filed request for refund, the Secretary must verify that a  
15 nonprofit entity is not"; and

16  
17 on page 9, line 19, by rewriting the line to read:

18  
19 "**SECTION 6.(b)** The Secretary of State and the Department of Revenue shall";

20 and

21  
22 on page 9, lines 28-29, by rewriting the lines to read:

23  
24 **"PART VII. REINSTATEMENT FEE REVISION**

25 **SECTION 7.** G.S. 105-232 reads as rewritten:"; and

26  
27 on page 10, lines 5-6, by rewriting the lines to read:

28  
29 **"PART VIII. PROGRAM EVALUATION DIVISION STUDY**

30 **SECTION 8.** The Joint Legislative Program Evaluation Oversight Committee  
31 shall"; and

32  
33

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1 on page 10, lines 14-15, by rewriting the lines to read:

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**"PART IX. EFFECTIVE DATE**

**SECTION 9.** For entities having gross revenues of at least one hundred seventy-five thousand dollars (\$175,000) in their fiscal year ending in 2017, Parts I, II, and IV of this act become effective January 1, 2018, and apply to annual reports due on or after that date. For entities having gross revenues less than one hundred seventy-five thousand dollars (\$175,000) in their fiscal year ending in 2017, Parts I, II, and IV of this act become effective January 1, 2019, and apply to annual reports due on or after that date. Parts III and V of this act become effective January 1, 2019, and apply to annual reports due on or after that date. Section 6(a) of Part VI of this act becomes effective January 1, 2019, and applies to requests for refunds submitted on or after that date. Section 6 of this act is effective when it becomes law and applies to fees collected on or after that date. The remainder of this act is effective when it becomes law."

SIGNED \_\_\_\_\_  
Amendment Sponsor

SIGNED \_\_\_\_\_  
Committee Chair if Senate Committee Amendment

ADOPTED \_\_\_\_\_ FAILED \_\_\_\_\_ TABLED \_\_\_\_\_

**The official copy of this document, with signatures  
and vote information, is available in the  
Senate Principal Clerk's Office**