

GENERAL ASSEMBLY OF NORTH CAROLINA
SESSION 2025

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HOUSE BILL DRH40278-MVf-17

Short Title: Modify Nonprofit Corp. Act/Charitable Org. (Public)

Sponsors: Representative Rhyne.

Referred to:

1 A BILL TO BE ENTITLED
2 AN ACT TO MAKE VARIOUS CHANGES TO THE NORTH CAROLINA NONPROFIT
3 CORPORATIONS ACT AND TO ALLOW A CHARITABLE ORGANIZATION'S
4 DISCLOSURE UNDER STATE LAW TO BE SATISFIED BY THE
5 ACKNOWLEDGEMENT REQUIRED FOR A TAX DEDUCTION UNDER FEDERAL
6 LAW.

7 The General Assembly of North Carolina enacts:

8
9 **PART I. MODIFY LIMITATIONS ON MERGERS AND SALES OF ASSETS**

10 **SECTION 1.(a)** G.S. 55A-11-02 reads as rewritten:

11 "**§ 55A-11-02. Limitations on mergers by charitable or religious corporations.**

12 (a) Without the prior approval of the superior court in a proceeding in which the Attorney
13 General has been given written notice, a charitable or religious corporation may merge only with
14 any of the following:

15 ...

16 (5) A limited liability company that satisfies both of the following conditions:

17 a. Its sole member is a domestic or foreign corporation that is exempt
18 from income tax under section 501(c)(3) of the Internal Revenue Code
19 of 1986 or any successor section.

20 b. It is disregarded for income tax purposes but would be eligible for an
21 exemption under section 501(c)(3) of the Internal Revenue Code of
22 1986 or any successor section if it were not disregarded for income tax
23 purposes.

24"

25 **SECTION 1.(b)** G.S. 55A-11-09 reads as rewritten:

26 "**§ 55A-11-09. Merger with unincorporated entity.**

27 (a) As used in this section, "business entity" means a (i) domestic business corporation
28 ~~(including corporation, including a professional corporation as defined in G.S. 55B-2),~~ a
29 G.S. 55B-2, (ii) foreign business corporation ~~(including corporation, including a foreign~~
30 professional corporation as defined in G.S. 55B-16), ~~a G.S. 55B-16, (iii) domestic or foreign~~
31 nonprofit corporation, a ~~(iv) domestic or foreign limited liability company, a~~ (v) domestic or
32 foreign limited partnership, a ~~(vi) registered limited liability partnership or foreign limited~~
33 liability partnership as defined in G.S. 59-32, or any other partnership as defined in G.S. 59-36
34 whether or not formed under the laws of this State. ~~State, or (vii) nonprofit association as defined~~
35 in G.S. 59B-2 whether or not formed under the laws of this State.



1 (b) One or more domestic nonprofit corporations may merge with one or more
2 unincorporated entities and, if desired, one or more foreign nonprofit corporations, domestic
3 business corporations, or foreign business corporations ~~if~~ if all of the following apply:

4 (1) The merger is permitted by the laws of the state or country governing the
5 organization and internal affairs of each of the other merging business
6 ~~entities;~~ entities.

7 (2) Each merging domestic nonprofit corporation and each other merging
8 business entity comply with the requirements of this section and, to the extent
9 applicable, the laws referred to in subdivision (1) of this ~~subsection;~~
10 ~~and~~ subsection.

11 (3) The merger complies with G.S. 55A-11-02, if applicable.

12 ...

13 (c3) In the case of a merging domestic nonprofit corporation, approval of the plan of
14 merger requires that the plan of merger be adopted as provided in G.S. 55A-11-03. If any member
15 of a merging domestic nonprofit corporation has or will have personal liability for any existing
16 or future obligation of the surviving business entity solely as a result of holding an interest in the
17 surviving business entity, then in addition to the requirements of G.S. 55A-11-03, approval of
18 the plan of merger by the domestic nonprofit corporation shall require the affirmative vote or
19 written consent of the member. In the case of each other merging business entity, the plan of
20 merger ~~must~~ shall be approved in accordance with the laws of the state or country governing the
21 organization and internal affairs of such merging business entity.

22 ...

23 (d) After a plan of merger has been approved by each merging domestic nonprofit
24 corporation and each other merging business entity as provided in subsection (c) of this section,
25 the surviving business entity shall deliver articles of merger to the Secretary of State for filing.
26 The articles of merger shall set ~~forth;~~ forth all of the following:

27 ...

28 (e) A merger takes effect when the articles of merger become effective. When a merger
29 ~~takes effect;~~ takes effect, all of the following apply:

30 (1) Each other merging business entity merges into the surviving business entity
31 and the separate existence of each merging business entity except the
32 surviving business entity ~~ceases;~~ ceases.

33 (2) The title to all real estate and other property owned by each merging business
34 entity is vested in the surviving business entity without reversion or
35 ~~impairment;~~ impairment.

36 (3) The surviving business entity has all liabilities of each merging business
37 ~~entity;~~ entity.

38 (4) A proceeding pending by or against any merging business entity may be
39 continued as if the merger did not occur, or the surviving business entity may
40 be substituted in the proceeding for a merging business entity whose separate
41 existence ceases in the ~~merger;~~ merger.

42 (5) If a domestic nonprofit corporation is the surviving business entity, its articles
43 of incorporation shall be amended to the extent provided in the articles of
44 ~~merger;~~ merger.

45 (6) The interests in each merging business entity that are to be converted into
46 interests, obligations, or securities of the surviving business entity or into the
47 right to receive cash or other property are ~~thereupon~~ so converted, and the
48 former holders of the interests are entitled only to the rights provided to them
49 in the plan of merger or, in the case of former holders of shares in a domestic
50 business corporation, any rights they may have under Article 13 of Chapter
51 55 of the General ~~Statutes;~~ and Statutes.

1 ...
 2 (e1) If the surviving business entity is not a domestic limited liability company, a domestic
 3 business corporation, a domestic nonprofit corporation, or a domestic limited partnership, when
 4 the merger takes effect the surviving business entity is ~~deemed:~~deemed to have done all of the
 5 following:

6 (1) ~~To agree~~Agreed that it may be served with process in this State in any
 7 proceeding for enforcement of (i) any obligation of any merging domestic
 8 limited liability company, domestic business corporation, domestic nonprofit
 9 corporation, domestic limited partnership, or other partnership as defined in
 10 G.S. 59-36 that is formed under the laws of this State, or nonprofit association
 11 as defined in G.S. 59B-2 that is formed under the laws of this State, (ii) the
 12 appraisal rights of shareholders of any merging domestic business corporation
 13 under Article 13 of Chapter 55 of the General Statutes, and (iii) any obligation
 14 of the surviving business entity arising from the ~~merger; and~~merger.
 15 (2) ~~To have appointed~~Appointed the Secretary of State as its agent for service of
 16 process in ~~any such~~the proceeding. Service on the Secretary of State of ~~any~~
 17 ~~such~~process shall be made by delivering to and leaving with the Secretary of
 18 State, or with any clerk authorized by the Secretary of State to accept service
 19 of process, duplicate copies of ~~such~~the process and the fee required by
 20 G.S. 55A-1-22(b). Upon receipt of service of process on behalf of a surviving
 21 business entity in the manner provided for in this section, the Secretary of
 22 State shall immediately mail a copy of the process by registered or certified
 23 mail, return receipt requested, to the surviving business entity. If the surviving
 24 business entity is authorized to transact business or conduct affairs in this
 25 State, the address for mailing shall be its principal office designated in the
 26 latest document filed with the Secretary of State that is authorized by law to
 27 designate the principal office or, if there is no principal office on file, its
 28 registered office. If the surviving business entity is not authorized to transact
 29 business or conduct affairs in this State, the address for mailing shall be the
 30 mailing address designated pursuant to subdivision (3) of subsection (d) of
 31 this section.

32 (f) This section does not apply to a merger that does not include a merging
 33 unincorporated entity."

34 **SECTION 1.(c) G.S. 55A-12-02 reads as rewritten:**
 35 **"§ 55A-12-02. Sale of assets other than in regular course of activities.**

36 ...
 37 (b) Unless this Chapter, the articles of incorporation, bylaws, or the board of directors or
 38 members (acting pursuant to subsection (d) of this section) require a greater vote or voting by
 39 class, the proposed transaction to be authorized shall be ~~approved:~~approved by all of the
 40 following:

41 (1) ~~By the board;~~The board.
 42 (2) ~~By the~~The members entitled to vote thereon by two-thirds of the votes cast or
 43 a majority of the votes entitled to be cast on the proposed transaction,
 44 ~~whichever is less;~~andless.
 45 (3) In writing by any person or persons whose approval is required by a provision
 46 of the articles of incorporation authorized by G.S. 55A-10-30 for an
 47 amendment to the articles of incorporation or bylaws.

48 (c) If the corporation does not have members entitled to vote thereon, the transaction
 49 shall be approved by a vote of a majority of the directors then in office. The corporation shall
 50 provide at least five days' written notice of any directors' meeting at which ~~such~~the approval will
 51 be considered. The notice shall state that the purpose, or one of the purposes, of the meeting is to

1 consider the sale, lease, exchange, or other disposition of all, or substantially all, of the property
2 or assets of the corporation and contain or be accompanied by a description of the transaction.

3 ...

4 (h) After a sale, lease, exchange, or other disposition of property is authorized, the
5 transaction may be ~~abandoned~~ ~~(subject abandoned, subject to any contractual rights)~~, rights,
6 without further action by the members or any other person who approved the transaction, in
7 accordance with the procedure set forth in the resolution proposing the transaction or, if none is
8 set forth, in the manner determined by the board of directors."

9 **SECTION 1.(d)** This section becomes effective October 1, 2025, and applies to
10 plans of mergers adopted on or after that date.

11 **PART II. REQUIRE ANNUAL REPORTS TO THE SECRETARY OF STATE**

12 **SECTION 2.(a)** Article 16 of Chapter 55A of the General Statutes is amended by
13 adding a new section to read:

14 **"§ 55A-16-22.1. Annual report to the Secretary of State.**

15 (a) Each domestic corporation and each foreign corporation authorized to conduct affairs
16 in this State shall submit an annual report to the Secretary of State, in electronic form as
17 prescribed by the Secretary of State, that sets forth all of the following:

- 18 (1) The name of the corporation and the state or country under whose law it is
19 incorporated.
- 20 (2) The street address, and the mailing address if different from the street address,
21 of the registered office in this State, the county in which the registered office
22 is located, the name and email address of its registered agent at that office, and
23 a statement of any change of the registered office or registered agent.
- 24 (3) The address and telephone number of its principal office.
- 25 (4) The names, titles, and business street addresses of its principal officers and
26 the name, mailing address, email address, and telephone number of an
27 individual who is authorized to provide information regarding persons with
28 the authority to bind the corporation.
- 29 (5) A brief description of the nature of its activities.
- 30 (6) An email address for the corporation, if different from the email address
31 provided under subdivision (2) of this subsection.

32 (b) The information in the annual report shall be current as of the date the annual report
33 is submitted on behalf of the corporation.

34 (c) The corporation shall submit an annual report to the Secretary of State by November
35 15 of each year following (i), in the case of a domestic corporation, the calendar year in which
36 the corporation was formed or (ii), in the case a foreign corporation, the calendar year in which
37 the Secretary of State issued to the foreign corporation a certificate of authority to conduct affairs
38 in this State. An annual report is due each year until (i), in the case of a domestic corporation, the
39 effective date of a voluntary or judicial dissolution or (ii), in the case of a foreign corporation,
40 the effective date of a certificate of withdrawal or revocation of a certificate of authority.

41 (d) If an annual report does not contain the information required by this section, the
42 Secretary of State shall promptly notify the reporting corporation in writing and return the report
43 to it for correction. If the report is corrected to contain the information required by this section
44 and submitted to the Secretary of State within 30 days after the notice, the report shall be deemed
45 to be timely submitted.

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

(f) If the Secretary of State does not receive an annual report within 60 days after the date the report is due, the Secretary of State may presume that the annual report is delinquent. This presumption may be rebutted by evidence of submission presented by the filing corporation.

(g) The Secretary of State may provide by email any notice or form required under this section if the submitting domestic or foreign corporation to be notified has consented to receiving notices and forms via email and has provided the Secretary of State an email address for receiving the notices or forms. Any email address provided by a submitting corporation in accordance with this section is confidential information and is not a public record under Chapter 132 of the General Statutes.

(h) A domestic or foreign corporation shall be deemed to have filed the annual report required by this section if all of the following have occurred:

(1) The corporation is a charitable organization or sponsor that is licensed under Article 2 of Chapter 131F of the General Statutes.

(2) The corporation applies for the license electronically in a form prescribed by the Secretary and provides additional information in that application that is required for the annual report in this section.

(3) The corporation is licensed on the annual report due date."

SECTION 2.(b) G.S. 55A-1-22, as amended by Section 3.2(a) of this act, reads as rewritten:

"§ 55A-1-22. Filing, service, and copying fees.

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

	Document	Fee
...		
(29)	<u>Annual report</u>	<u>No fee</u>
...."		

SECTION 2.(c) G.S. 55A-14-20 reads as rewritten:

"§ 55A-14-20. Grounds for administrative dissolution.

The Secretary of State may commence a proceeding under G.S. 55A-14-21 to dissolve administratively a corporation ~~if~~if any of the following occurs:

(1) The corporation does not pay within 60 days after they are due any penalties, fees, or other payments due under this ~~Chapter;~~Chapter.

(2) Repealed by Session Laws 1995, c. 539, s. 24.

(2a) The corporation is delinquent in submitting its annual report.

(3) The corporation is without a registered agent or registered office in this State for 60 days or ~~more;~~more.

(4) The corporation does not notify the Secretary of State within 60 days that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been ~~discontinued;~~discontinued.

(5) The corporation's period of duration stated in its articles of incorporation ~~expires;~~expires.

(6) The corporation knowingly fails or refuses to answer truthfully and fully within the time prescribed in this Chapter interrogatories propounded by the Secretary of State in accordance with the provisions of this ~~Chapter;~~Chapter.

(7) The corporation does not designate the address of its principal office with the Secretary of State or does not notify the Secretary of State within 60 days that the principal office has changed."

SECTION 2.(d) G.S. 55A-14-22 reads as rewritten:

"§ 55A-14-22. Reinstatement following administrative dissolution.

1 (a) A corporation administratively dissolved under G.S. 55A-14-21 may apply to the
2 Secretary of State for reinstatement. The application ~~shall~~shall do all of the following:

3 (1) Recite the name of the corporation and the effective date of its administrative
4 ~~dissolution; and~~dissolution.

5 (2) State that the ground or grounds for dissolution either did not exist or have
6 been eliminated.

7 (a1) If, at the time the corporation applies for reinstatement, the name of the corporation
8 is not distinguishable from the name of another entity authorized to be used under G.S. 55D-21,
9 ~~then the corporation must~~shall change its name to a name that is distinguishable upon the records
10 of the Secretary of State from the name of the other entity before the Secretary of State may
11 prepare a certificate of reinstatement.

12 (b) If the Secretary of State determines that the application contains the information
13 required by subsection (a) of this section, that the information is correct, ~~and~~ that the name of the
14 corporation complies with G.S. 55D-21 and any other applicable section, and that any penalties,
15 fees, or other payments due under this Chapter have been paid, the Secretary of State shall cancel
16 the certificate of ~~dissolution and~~dissolution, prepare a certificate of reinstatement that recites the
17 Secretary of State's determination and the effective date of reinstatement, file the original of the
18 ~~certificate,~~certificate of reinstatement, and mail a copy of it to the corporation.

19 (c) When the reinstatement is effective, it relates back to and takes effect as of the
20 effective date of the administrative dissolution and the corporation resumes carrying on its
21 activities as if the administrative dissolution had never occurred, subject to the rights of any
22 person who reasonably relied to ~~his~~the person's prejudice upon the certificate of dissolution."

23 **SECTION 2.(e)** Until January 1, 2029, the Secretary of State may waive the fee
24 payable under G.S. 55A-1-22(a)(17) by a corporation seeking reinstatement following
25 administrative dissolution for delinquent filing pursuant to G.S. 55A-14-20(2a).

26 **SECTION 2.(f)** This section becomes effective January 1, 2027, and applies to
27 annual reports due on or after that date.

28 **PART III. AUTHORIZE DOMESTICATION**

29 **SECTION 3.1.** Chapter 55A of the General Statutes is amended by adding a new
30 Article to read:

31 "Article 11B.

32 "Domestication.

33 "**§ 55A-11B-01. Definitions.**

34 In this Article, the following definitions apply:

35 (1) Domesticated corporation. – The domesticating nonprofit corporation as it
36 continues in existence after a domestication.

37 (2) Domesticating corporation. – The domestic nonprofit corporation that
38 approves a plan of domestication pursuant to G.S. 55A-11B-04 or the foreign
39 corporation that approves a domestication pursuant to the law of the
40 jurisdiction of the foreign corporation.

41 (3) Domestication. – A transaction pursuant to this Article.

42 (4) Interest holder liability. – Any of the following:

43 a. Personal liability for a liability of a domestic or foreign nonprofit
44 corporation that is imposed on a person by either of the following:

45 1. Solely by reason of the status of the person as an interest
46 holder.

47 2. By a provision of the articles of incorporation or bylaws that
48 make one or more specified interest holders or categories of
49 interest holders liable in their capacity as interest holders for
50 all or specified liabilities of the entity.

1 b. An obligation of an interest holder under the bylaws to contribute to
2 the domestic or foreign nonprofit corporation.

3 (5) Law of the jurisdiction. – The law of the jurisdiction governing the
4 organization and internal affairs of the corporation.

5 **"§ 55A-11B-02. Domestication; preliminary provisions.**

6 (a) By complying with the provisions of this Article applicable to foreign nonprofit
7 corporations, a foreign nonprofit corporation may become a domestic nonprofit corporation, if
8 the domestication is permitted by the law of the jurisdiction of the foreign corporation.

9 (b) By complying with the provisions of this Article, a domestic nonprofit corporation
10 may become a foreign nonprofit corporation pursuant to a plan of domestication, if the
11 domestication is permitted by the law of the jurisdiction of the foreign corporation.

12 (c) A charitable or religious corporation may only become a foreign nonprofit
13 corporation in accordance with the requirements of G.S. 55A-11-02 for mergers involving
14 charitable or religious corporations, and the domesticated corporation shall meet the same
15 requirements as the survivor in a merger.

16 (d) Any devise, gift, grant, or promise contained in a will or other instrument of donation,
17 subscription, or conveyance that is made to a domesticating corporation and that takes effect or
18 remains payable after the domestication becomes effective inures to the domesticated corporation
19 unless the will or other instrument otherwise specifically provides.

20 **"§ 55A-11B-03. Plan of domestication.**

21 (a) A domestic nonprofit corporation may become a foreign nonprofit corporation by
22 approving a plan of domestication. The plan of domestication shall include all of the following:

23 (1) The name of the domesticating corporation.

24 (2) The name and governing jurisdiction of the domesticated corporation.

25 (3) The manner and basis of converting the memberships, if any, of the
26 domesticating corporation into memberships, obligations, rights to acquire
27 memberships, cash, other property, or any combination thereof.

28 (4) The proposed articles of incorporation and bylaws of the domesticated
29 corporation.

30 (5) The other terms and conditions of the domestication.

31 (b) In addition to the requirements of subsection (a) of this section, a plan of
32 domestication may contain any other provision not prohibited by law.

33 (c) The terms of a plan of domestication, other than the terms described in subdivisions
34 (1), (2), and (4) of subsection (a) of this section, may be made dependent upon facts objectively
35 ascertainable outside the plan if the plan sets forth the manner in which the facts will operate
36 upon the terms of the plan. The facts may include any of the following:

37 (1) Statistical or market indices, market prices of any security or group of
38 securities, interest rates, currency exchange rates, or similar economic or
39 financial data.

40 (2) A determination or action by any person or body, including the nonprofit
41 corporation or any other party to the plan.

42 (3) The terms of, or actions taken under, an agreement to which the corporation
43 is a party, or any other agreement or record.

44 **"§ 55A-11B-04. Approval of domestication.**

45 (a) If a domestic nonprofit corporation is to be the domesticating corporation, the plan of
46 domestication shall be adopted in the following manner:

47 (1) The plan of domestication shall first be adopted by the board of directors. The
48 board may set conditions for (i) approval of the plan of domestication by the
49 members or (ii) the effectiveness of the plan of domestication. If the
50 domesticating corporation does not have any members entitled to vote on the

- 1 domestication, a plan of domestication is adopted by the corporation when it
2 has been adopted by the board of directors pursuant to this subdivision.
- 3 (2) Except as provided in subdivision (1) of this subsection, the plan of
4 domestication shall then be approved by the members. In submitting the plan
5 of domestication to the members for approval, the board of directors shall
6 recommend that the members approve the plan, unless the board of directors
7 makes a determination that because of conflicts of interest or other special
8 circumstances it should not make the recommendation, in which case the
9 board shall inform the members of the basis for not making the
10 recommendation.
- 11 (3) If the plan of domestication is required to be approved by the members, and if
12 the approval is to be given at a meeting, the corporation shall notify each
13 member entitled to vote of the meeting of the members at which the plan of
14 domestication is to be submitted for approval. The notice shall (i) state that
15 the purpose, or one of the purposes, of the meeting is to consider the plan of
16 domestication and (ii) contain or be accompanied by a copy or summary of
17 the plan. The notice shall include or be accompanied by a copy of the articles
18 of incorporation and the bylaws as they will be in effect immediately after the
19 domestication.
- 20 (4) Unless the articles of incorporation or bylaws, or the board of directors acting
21 pursuant to subdivision (1) of this subsection, require a greater vote or a
22 greater quorum, approval of the plan of domestication requires (i) the approval
23 of the members at a meeting at which a quorum exists consisting of a majority
24 of the votes entitled to be cast on the plan and (ii), if any class of membership
25 is entitled to vote as a separate group on the plan of merger, the approval of
26 each class of members voting as a separate voting group at a meeting at which
27 a quorum of the voting group exists consisting of a majority of the votes
28 entitled to be cast on the plan by that voting group.
- 29 (5) Subject to subdivision (6) of this subsection, separate voting by voting groups
30 on a plan of domestication is required in the following circumstances:
- 31 a. By each class of memberships that is either of the following:
- 32 1. To be converted under the plan of domestication into security
33 interests, obligations, rights to acquire securities or interests,
34 cash, other property, or any combination thereof.
- 35 2. Entitled to vote as a separate group on a provision in the plan
36 that constitutes a proposed amendment to the articles or bylaws
37 of the domesticated corporation that requires action by separate
38 voting groups under the provisions of this Chapter.
- 39 b. If the voting group is entitled under the articles of incorporation or
40 bylaws to vote as a group to approve a plan of domestication.
- 41 (6) The articles of incorporation or bylaws may expressly limit or eliminate the
42 separate voting rights provided in sub-sub-subdivision (5)a.1. of this
43 subsection as to any class of members, except when the plan includes what
44 would be in effect an amendment subject to sub-sub-subdivision (5)a.2. of this
45 subsection.
- 46 (7) If, as a result of a domestication, one or more members of the domesticating
47 corporation would become subject to new interest holder liability, approval of
48 the plan of domestication requires the signing in connection with the
49 domestication, by each affected member, of a separate consent in a record to
50 become subject to the new interest holder liability. This subdivision does not
51 apply in the case of a member that already has interest holder liability with

1 respect to the domesticating corporation, if the terms and conditions of the
2 new interest holder liability with respect to the domesticated corporation are
3 substantially identical to those of the existing interest holder liability, other
4 than for changes that eliminate or reduce the interest holder liability.

5 (8) In addition to the adoption and approval of the plan of domestication by the
6 board of directors and members as required by this section, the plan of
7 domestication shall also be approved in a record by any person or group of
8 persons whose approval is required under G.S. 55A-10-30 to amend the
9 articles or bylaws.

10 (b) The plan of domestication of a charitable or religious corporation is subject to the
11 approval requirements described in G.S. 55A-11B-02(c).

12 **"§ 55A-11B-05. Amendment or abandonment of plan of domestication; abandonment.**

13 (a) Before articles of domestication have taken effect, a plan of domestication of a
14 domestic nonprofit corporation may be amended, except as otherwise provided in the plan.

15 (b) A domestic nonprofit corporation may approve an amendment of a plan of
16 domestication in any of the following ways:

17 (1) In the same manner as the plan was approved, if the plan does not provide for
18 the manner in which it may be amended.

19 (2) In the manner provided in the plan, except that a member that was entitled to
20 vote on or consent to approval of the plan is entitled to vote on or consent to
21 any amendment of the plan that will change any of the following:

22 a. The amount or kind of memberships, securities, obligations, money
23 rights to acquire memberships, securities, money, other property, or
24 any combination thereof to be received by any of the members of the
25 domesticating corporation under the plan.

26 b. The articles of incorporation or bylaws of the domesticated
27 corporation that will be in effect immediately after the domestication
28 becomes effective, except for changes that do not require approval of
29 the members of the domesticated corporation under the law of the
30 jurisdiction of the domesticated corporation or its proposed articles of
31 or bylaws as set forth in the plan.

32 c. Any of the other terms or conditions of the plan, if the change would
33 adversely affect the member in any material respect.

34 (c) After a plan of domestication has been approved and before the articles of
35 domestication have become effective, the plan may be abandoned as provided in the plan. Unless
36 prohibited by the plan, a domestic nonprofit corporation may abandon the plan in the same
37 manner as the plan was approved by the corporation without action by its members in accordance
38 with any procedures set forth in the plan or, if no such procedures are set forth in the plan, in the
39 manner determined by the board of directors.

40 (d) If a domestication is abandoned after articles of domestication have been delivered to
41 the Secretary of State for filing but before the articles are effective, articles of abandonment,
42 signed by the domesticating nonprofit corporation, shall be delivered to the Secretary of State for
43 filing before the articles of domestication are effective. The articles of abandonment take effect
44 upon filing, and the domestication is abandoned and does not become effective. The articles of
45 abandonment shall contain all of the following:

46 (1) The name of the domesticating corporation.

47 (2) The date on which the articles of domestication were filed by the Secretary of
48 State.

49 (3) A statement that the domestication has been abandoned in accordance with
50 this section.

51 **"§ 55A-11B-06. Articles of domestication; effective date.**

1 (a) Articles of domestication shall be signed by the domesticating corporation and
2 delivered to the Secretary of State for filing.

3 (b) The articles of domestication shall contain all of the following:

4 (1) The name and governing jurisdiction of the domesticating corporation.

5 (2) The name and governing jurisdiction of the domesticated corporation.

6 (3) If the domesticating corporation is a domestic nonprofit corporation, a
7 statement that the plan of domestication was approved in accordance with this
8 Article or, if the domesticating corporation is a foreign nonprofit corporation,
9 a statement that the domestication was approved in accordance with its law of
10 jurisdiction.

11 (4) If the domesticated corporation is a domestic nonprofit corporation, its articles
12 of incorporation, as an attachment, except that provisions that would not be
13 required to be included in restated articles of incorporation may be omitted
14 from the articles of the domesticated corporation and the articles do not need
15 to be signed.

16 (c) In addition to the requirements of subsection (b) of this section, articles of
17 domestication may contain any other provision not prohibited by law.

18 (d) If the domesticated corporation is a domestic nonprofit corporation, the domestication
19 becomes effective when the articles of domestication are effective. If the domesticated
20 corporation is a foreign nonprofit corporation, the domestication becomes effective on the later
21 of the following:

22 (1) The date and time provided by the law of the jurisdiction of the domesticated
23 corporation.

24 (2) When the articles of domestication are effective.

25 **§ 55A-11B-07. Effect of domestication.**

26 (a) When a domestication becomes effective, all of the following apply:

27 (1) All property owned by, and every contract right possessed by, the
28 domesticating corporation becomes the property and contract rights of the
29 domesticated corporation without transfer, reversion, or impairment.

30 (2) All debts, obligations, and other liabilities of the domesticating corporation
31 remain the debts, obligations, and other liabilities of the domesticated
32 corporation.

33 (3) The name of the domesticated corporation may be, but is not required to be,
34 substituted for the name of the domesticating corporation in any pending
35 proceeding.

36 (4) The articles of incorporation and bylaws of the domesticated corporation
37 become effective.

38 (5) The memberships of the domesticating corporation are reclassified into
39 memberships, obligations, rights to acquire memberships, cash, or other
40 property in accordance with the terms of the domestication, and the members
41 of the domesticating corporation are entitled only to the rights provided to
42 them by those terms.

43 (6) The domesticated corporation is all of the following:

44 a. Incorporated under and subject to the current law of the jurisdiction of
45 the domesticated corporation.

46 b. The same corporation without interruption as the domesticating
47 corporation.

48 c. Deemed to have been incorporated on the date the domesticating
49 corporation was originally incorporated.

50 (b) Except as otherwise provided under the law of the jurisdiction or the articles of
51 incorporation or bylaws of a foreign nonprofit corporation that is the domesticating corporation,

1 the interest holder liability of a member in a foreign corporation that is domesticated into this
 2 State who had interest holder liability in respect of the domesticating corporation before the
 3 domestication becomes effective shall be as follows:

4 (1) The domestication does not discharge that prior interest holder liability with
 5 respect to any interest holder liabilities that arose before the domestication
 6 becomes effective.

7 (2) The provisions of the law of the jurisdiction of the domesticating corporation
 8 shall continue to apply to the collection or discharge of any interest holder
 9 liabilities preserved by subdivision (1) of this subsection, as if the
 10 domestication had not occurred.

11 (3) The member shall have such rights of contribution from other persons as are
 12 provided by the law of the jurisdiction of the domesticating corporation with
 13 respect to any interest holder liabilities preserved by subdivision (1) of this
 14 subsection, as if the domestication had not occurred.

15 (4) The member shall not, by reason of the prior interest holder liability, have
 16 interest holder liability with respect to any interest holder liabilities that are
 17 incurred after the domestication becomes effective.

18 (c) A member who becomes subject to interest holder liability in respect of the
 19 domesticated corporation as a result of the domestication shall have such interest holder liability
 20 only in respect of interest holder liabilities that arise after the domestication becomes effective.

21 (d) A domestication does not constitute or cause the dissolution of the domesticating
 22 corporation."

23 **SECTION 3.2.(a)** G.S. 55A-1-22 reads as rewritten:

24 "**§ 55A-1-22. Filing, service, and copying fees.**

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

Document	Fee
27 ...	
28	
29 (13a) Reserved for future codification purposes.	
30 (13b) Reserved for future codification purposes.	
31 (13c) <u>Articles of domestication</u>	<u>\$25.00</u>
32 (13d) <u>Articles of abandonment of domestication</u>	<u>\$10.00</u>
33"	

34 **SECTION 3.2.(b)** G.S. 55A-1-60 reads as rewritten:

35 "**§ 55A-1-60. Judicial relief.**

36 (a) If for any reason it is impracticable for any corporation to call or conduct a meeting
 37 of its members, delegates, or directors, or otherwise obtain their consent, in the manner prescribed
 38 by its articles of incorporation, bylaws, or this Chapter, then upon petition of a director, officer,
 39 delegate, member, or the Attorney General, the superior court may order that ~~such~~-a meeting be
 40 held or that a written ballot or other method be used for obtaining the vote of members, delegates,
 41 or directors, in such a manner as the court finds fair and equitable under the circumstances.

42 ...
 43 (d) Whenever practical any order issued pursuant to this section shall limit the subject
 44 matter of meetings or other forms of consent authorized to items, including amendments to the
 45 articles of incorporation or bylaws, the resolution of which will or may enable the corporation to
 46 continue managing its affairs without further resort to this ~~section; provided, however, that~~
 47 section. However, an order under this section may also authorize the obtaining of whatever votes
 48 and approvals are necessary for the dissolution, domestication, merger, or sale of assets.

49"
 50 **SECTION 3.2.(c)** G.S. 55A-8-25 reads as rewritten:

51 "**§ 55A-8-25. Committees of the board.**

1 ...
 2 (d) To the extent specified by the board of directors or in the articles of incorporation or
 3 bylaws, each committee of the board may exercise the board's authority under
 4 ~~G.S. 55A-8-01.~~G.S. 55A-8-01, except that a

5 (e) ~~A committee of the board shall not, however, not exercise authority to do any of the~~
 6 following:

- 7 (1) Authorize ~~distributions;~~distributions.
- 8 (2) Recommend to members or approve dissolution, ~~merger–domestication,~~
 9 merger, or the sale, pledge, or transfer of all or substantially all of the
 10 corporation's ~~assets;~~assets.
- 11 (3) Elect, appoint or remove directors, or fill vacancies on the board of directors
 12 or on any of its ~~committees;~~committees.
- 13 (4) Adopt, amend, or repeal the articles of incorporation or bylaws.

14"

15 **SECTION 3.3.(a)** Sections 3.1 and 3.2 of this Part become effective October 1, 2025.
 16 Except as otherwise provided, this Part is effective when it becomes law.

17 **SECTION 3.3.(b)** If a protected agreement of a domestic domesticating nonprofit
 18 corporation in effect immediately before the domestication becomes effective contains a
 19 provision applying to a merger of the corporation and the agreement does not refer to a
 20 domestication of the corporation, the provision applies to a domestication of the corporation as
 21 if the domestication were a merger until the provision is first amended after October 1, 2025.

22 **SECTION 3.3.(c)** For the purposes of this section, a protected agreement is any of
 23 the following in effect immediately before October 1, 2025:

- 24 (1) A document evidencing indebtedness of a domestic nonprofit corporation and
 25 any related agreement.
- 26 (2) An agreement that is binding on a domestic nonprofit corporation.
- 27 (3) The articles of incorporation or bylaws of a domestic nonprofit corporation.
- 28 (4) An agreement that is binding on any of the interest holders or directors of a
 29 domestic nonprofit corporation in their capacities as interest holders or
 30 directors.

31
 32 **PART IV. MODIFY REQUIRED NUMBER OF DIRECTORS**

33 **SECTION 4.(a)** G.S. 55A-1-50 reads as rewritten:

34 "**§ 55A-1-50. Private Foundations.**

35 (a) Except where otherwise determined by a court of competent jurisdiction, a
 36 corporation that is a private foundation as defined in section 509(a) of the Internal Revenue Code
 37 of ~~1986;~~1986 shall comply with all of the following:

- 38 (1) Shall distribute such amounts for each taxable year at ~~such–the~~the time and in
 39 ~~such–the~~the manner required so as not to subject the corporation to tax under
 40 section 4942 of the Code.
- 41 (2) Shall not engage in any act of self-dealing as defined in section 4941(d) of the
 42 Code.
- 43 (3) Shall not retain any excess business holdings as defined in section 4943(c) of
 44 the Code.
- 45 (4) Shall not make any investments in ~~such–a~~a manner ~~as to–that would~~that would subject the
 46 corporation to tax under section 4944 of the Code.
- 47 (5) Shall not make any taxable expenditures as defined in section 4945(d) of the
 48 Code.

49 All references in this section to sections of the Code shall be to sections of the Internal
 50 Revenue Code of 1986 as amended from time to time, or to corresponding provisions of
 51 subsequent internal revenue laws of the United States.

1 (b) A board of directors of a private foundation shall consist of one or more natural
2 persons, with the number specified in or fixed in accordance with the articles of incorporation or
3 bylaws."

4 **SECTION 4.(b)** G.S. 55A-8-03 reads as rewritten:

5 "**§ 55A-8-03. Number of directors.**

6 (a) ~~A-Except as provided in G.S. 55A-1-50(b),~~ a board of directors shall consist of ~~one~~
7 three or more natural persons, with the number specified in or fixed in accordance with the
8 articles of incorporation or bylaws.

9 (b) The number of directors may be increased or decreased from time to time by
10 amendment to or in the manner prescribed in the articles of incorporation or bylaws.

11 (c) The articles of incorporation or bylaws may establish a variable range for the size of
12 the board of directors by fixing a minimum number not inconsistent with this Chapter and
13 maximum number of directors. If a variable range is established, the number of directors may be
14 fixed or changed from time to time, within the minimum and maximum, by the members entitled
15 to vote for directors ~~or (unless or, unless the articles of incorporation or an agreement valid under~~
16 ~~G.S. 55A-7-30 shall otherwise provide) provide,~~ the board of directors. If the corporation has
17 members entitled to vote for directors, only ~~such those~~ members may change the range for the
18 size of the board or change from a fixed to a variable-range size board or vice versa."

19 **SECTION 4.(c)** G.S. 55A-8-11 reads as rewritten:

20 "**§ 55A-8-11. Vacancy on board.**

21 (a) Unless the articles of incorporation or bylaws provide otherwise, and except as
22 provided in subsections (b) and (c) of this section, if a vacancy occurs on a board of directors,
23 including, without limitation, a vacancy resulting from an increase in the number of directors or
24 from the failure by the members to elect the full authorized number of directors, the vacancy may
25 be ~~filled~~ filled by any of the following means:

26 (1) By the members entitled to vote for directors, if any, or if the vacant office
27 was held by a director elected by a class, chapter or other organizational unit,
28 or by region or other geographic grouping, by the members of that class,
29 chapter, unit, or ~~grouping~~ grouping.

30 (2) By the board of ~~directors~~ directors.

31 (3) If the directors remaining in the office constitute fewer than a quorum of the
32 board, by the affirmative vote of a majority of all the directors, or by the sole
33 director, remaining in office.

34 (b) Unless the articles of incorporation or bylaws provide otherwise, if a vacant office
35 was held by an appointed director, only the person who appointed the director may fill the
36 vacancy.

37 (c) If a vacant office was held by a designated director, the vacancy shall be filled only
38 as provided in the articles of incorporation or bylaws.

39 (d) A vacancy that will occur at a specific later ~~date (by date, by~~ reason of a resignation
40 effective at a later date under G.S. 55A-8-07(b) or ~~otherwise) otherwise,~~ may be filled before the
41 vacancy occurs but the new director shall not take office until the vacancy occurs.

42 (e) Notwithstanding G.S. 55A-8-03(a), a board of directors may have fewer than three
43 members due to vacancies until the vacancies are filled."

44 **SECTION 4.(d)** This section becomes effective October 1, 2025, and applies to
45 corporations organized on or after that date.

47 **PART V. MODIFY THE REQUIREMENT FOR ESTABLISHING COMMITTEES OF** 48 **THE BOARD OF DIRECTORS**

49 **SECTION 5.(a)** G.S. 55A-8-25 reads as rewritten:

50 "**§ 55A-8-25. Committees of the board.**

1 (a) Unless the articles of incorporation or bylaws provide otherwise, a board of directors
2 may create one or more committees of the board and appoint members of the board to serve on
3 them. Each committee shall have two or more members, who serve at the pleasure of the board.

4 (b) ~~The~~ Unless the articles of incorporation or bylaws provide otherwise, the creation of
5 a committee and appointment of members to it shall be approved by the greater of: of the
6 following:

7 (1) A majority of all the directors in office when the action is ~~taken; or~~ taken.

8 (2) The number of directors required by the articles of incorporation or bylaws to
9 take action under G.S. 55A-8-24.

10 (c) G.S. 55A-8-20 through G.S. 55A-8-24, which govern meetings, action without
11 meetings, notice and waiver of notice, and quorum and voting requirements of the board, apply
12 to committees of the board and their members as well.

13 (d) To the extent specified by the board of directors or in the articles of incorporation or
14 bylaws, each committee of the board may exercise the board's authority under G.S. 55A-8-01.

15 (e) A committee of the board shall not, ~~however; however,~~ take the following actions:

16 (1) Authorize ~~distributions;~~ distributions.

17 (2) Recommend to members or approve dissolution, merger or the sale, pledge,
18 or transfer of all or substantially all of the corporation's ~~assets;~~ assets.

19 (3) Elect, appoint or remove directors, or fill vacancies on the board of directors
20 or on any of its ~~committees; or~~ committees.

21 (4) Adopt, amend, or repeal the articles of incorporation or bylaws.

22 (f) The creation of, delegation of authority to, or action by a committee does not alone
23 constitute compliance by a director with the standards of conduct described in G.S. 55A-8-30."

24 **SECTION 5.(b)** This section becomes effective October 1, 2025, and applies to
25 committees created on or after that date.

26 **PART VI. FURTHER AUTHORIZE AND CLARIFY CONVERSION**

27 **SECTION 6.(a)** Article 11A of Chapter 55A of the General Statutes is amended by
28 adding a new Part to read:

29 "Part 1. Conversion To Nonprofit Corporation.

30 "§ 55A-11A-01. Conversion.

31 (a) As used in this section, "business entity" means a domestic business corporation,
32 including a professional corporation as defined in G.S. 55B-2, a foreign business corporation,
33 including a foreign professional corporation as defined in G.S. 55B-16, a domestic or foreign
34 nonprofit corporation, a domestic or foreign limited liability company, a domestic or foreign
35 limited partnership, a registered limited liability partnership or foreign limited liability
36 partnership as defined in G.S. 59-32, or any other partnership as defined in G.S. 59-36 whether
37 or not formed under the laws of this State.

38 (b) A business entity, other than a domestic nonprofit corporation, may convert to a
39 domestic nonprofit corporation if both of the following apply:

40 (1) The conversion is permitted by the laws of the state or country governing the
41 organization and internal affairs of the converting business entity.

42 (2) The converting business entity complies with the requirements of this Part
43 and, to the extent applicable, the laws referred to in subdivision (1) of this
44 subsection.

45 "§ 55A-11A-02. Plan of conversion.

46 (a) The converting business entity shall approve a written plan of conversion containing
47 all of the following:

48 (1) The name of the converting business entity, its type of business entity, and the
49 state or country whose laws govern its organization and internal affairs.

- 1 (2) The name of the resulting domestic nonprofit corporation into which the
2 converting business entity will convert.
3 (3) The terms and conditions of the conversion.
4 (4) The manner and basis for converting the interests in the converting business
5 entity, if any, into any combination of eligible interests or other securities,
6 rights to acquire interests or other securities, obligations, cash, or other
7 property of the resulting domestic nonprofit corporation.

8 (b) The plan of conversion may contain any other provisions not prohibited by law.

9 (c) The provisions of the plan of conversion, other than the provisions required by
10 subdivisions (1) and (2) of subsection (a) of this section, may be made dependent on facts
11 objectively ascertainable outside the plan of conversion if the plan of conversion sets forth the
12 manner in which the facts will operate upon the affected provisions.

13 (d) The plan of conversion shall be approved in accordance with the laws of the state or
14 country governing the organization and internal affairs of the converting business entity.

15 (e) After a plan of conversion has been approved as provided in subsection (d) of this
16 section, but before articles of incorporation for the resulting domestic nonprofit corporation
17 become effective, the plan of conversion may be amended or abandoned to the extent permitted
18 by the laws that govern the organization and internal affairs of the converting business entity.

19 **"§ 55A-11A-03. Filing of articles of incorporation by converting business entity.**

20 (a) After a plan of conversion has been approved by the converting business entity as
21 provided in G.S. 55A-11A-02, the converting business entity shall deliver articles of conversion
22 to the Secretary of State for filing. In addition to the matters required or permitted by
23 G.S. 55A-2-02, the articles of incorporation shall contain articles of conversion stating all of the
24 following:

- 25 (1) That the corporation is being formed pursuant to a conversion of a business
26 entity.
27 (2) The name of the converting business entity, its type of business entity, and the
28 state or country whose laws govern its organization and internal affairs.
29 (3) That a plan of conversion has been approved by the converting business entity
30 as required by law.

31 (b) If the plan of conversion is abandoned after the articles of incorporation have been
32 filed with the Secretary of State but before the articles of incorporation become effective, the
33 converting business entity shall deliver to the Secretary of State for filing prior to the time the
34 articles of incorporation become effective an amendment to the articles of incorporation
35 withdrawing the articles of incorporation.

36 (c) The conversion takes effect when the articles of incorporation become effective.

37 (d) Certificates of conversion shall also be registered as provided in G.S. 47-18.1.

38 **"§ 55A-11A-04. Effects of conversion.**

39 When the conversion takes effect, all of the following apply:

- 40 (1) The converting business entity ceases its prior form of organization and
41 continues in existence as the resulting domestic nonprofit corporation.
42 (2) The title to all real estate and other property owned by the converting business
43 entity continues vested in the resulting domestic nonprofit corporation without
44 transfer, reversion, or impairment.
45 (3) Except as otherwise provided by law or by the plan of conversion, all rights,
46 privileges, immunities, powers, and purposes of the converting business entity
47 remain vested in the resulting domestic nonprofit corporation.
48 (4) All debts, obligations, and other liabilities of the converting business entity
49 continue as debts, obligations, and other liabilities of the resulting domestic
50 nonprofit corporation.

1 (5) A proceeding pending by or against the converting business entity may be
2 continued as if the conversion did not occur. The name of the resulting
3 domestic nonprofit corporation may be substituted for the name of the
4 converting business entity in any pending action or proceeding.

5 (6) The interests and obligations in the converting business entity are converted
6 to eligible interests or other securities, rights to acquire interests or other
7 securities, obligations, cash, or other property of the resulting domestic
8 corporation in accordance with the plan of conversion.

9 (7) All of the following apply to the resulting domestic nonprofit corporation:

10 a. It is incorporated under and subject to this Chapter.

11 b. It converts from the converting business entity into its new form of
12 organization interruption.

13 c. It is deemed to have been incorporated on the date that the converting
14 entity was originally incorporated or organized.

15 The conversion does not affect the liability or absence of liability of any holder of an interest
16 in the converting business entity for any acts, omissions, or obligations of the converting business
17 entity made or incurred prior to the effectiveness of the conversion. The cessation of the existence
18 of the converting business entity in its prior form of organization in the conversion does not
19 constitute a dissolution or termination of the converting business entity."

20 **SECTION 6.(b)** Part 2 of Article 11A of Chapter 55A of the General Statutes reads
21 as rewritten:

22 "Part 2. Conversion of Nonprofit Corporation.

23 **"§ 55A-11A-10. Conversion.**

24 (a) A charitable or religious corporation may convert to a domestic limited liability
25 company if the converting charitable or religious corporation complies with the requirements of
26 this ~~part~~ Part and the requirements of G.S. 57D-9-20, 57D-9-21, and 57D-9-22.

27 (b) The plan of conversion of a charitable or religious corporation to a domestic limited
28 liability company under G.S. 57D-9-21 shall comply with all of the following:

29 (1) If the converting charitable or religious corporation does not have any
30 members entitled to vote on the conversion, the plan shall be approved by the
31 board of directors of the converting charitable or religious corporation.

32 (2) If the charitable or religious corporation has members entitled to vote on the
33 conversion, the plan shall first be approved by the board of directors and then
34 by the members entitled to vote on the conversion in accordance with the
35 following:

36 a. In submitting the plan of conversion to the members for approval, the
37 board of directors shall recommend that the members approve the plan
38 unless the directors make a determination that because of conflicts of
39 interest or other special circumstances they should not make this
40 recommendation, in which case the directors shall inform the members
41 of the basis for so proceeding.

42 b. If the approval is to be given at a meeting, the charitable or religious
43 corporation shall notify each member entitled to vote of the meeting
44 of members at which the plan of conversion will be submitted for
45 approval. The notice shall state that the purpose, or one of the
46 purposes, of the meeting is to consider the plan of conversion and shall
47 contain or be accompanied by a copy or summary of the plan.

48 c. Unless the articles of incorporation, the bylaws, or the board of
49 directors of the charitable or religious corporation require a different
50 vote or quorum, approval of the plan of conversion requires (i) the
51 approval of the members, consisting of the majority of the votes

entitled to be cast on the plan, at a meeting at which a quorum exists and (ii) the approval of each separate voting group, consisting of a majority of the votes entitled to be cast on the plan by that voting group, at a meeting at which a quorum of the voting group is present.

(3) If, as a result of the conversion, one or more members of the converting entity would become subject to new member liability, approval of the plan of conversion requires that each of those members sign a separate record consenting to become subject to the new member liability.

(4) In addition to the adoption and approval of the plan of conversion by the board of directors and members as required by this section, the plan of conversion shall also be approved by any person or group of persons whose approval is required under G.S. 55A-10-30 to amend the articles of incorporation or bylaws of the charitable or religious corporation."

SECTION 6.(c) This section becomes effective October 1, 2025, and applies to plans of conversion approved on or after that date.

PART VII. ALIGN STATE AND FEDERAL DISCLOSURE REQUIREMENTS FOR CHARITABLE ORGANIZATIONS

SECTION 7. G.S. 131F-9 reads as rewritten:

"§ 131F-9. Disclosure requirements of charitable organizations and sponsors.

...

(b) Disclosures. – A charitable organization or sponsor soliciting in this State shall include all of the following disclosures at the point of solicitation:

...

(4) Upon request, the amount of the contribution ~~which that~~ may be deducted as a charitable contribution under federal income tax laws. A written acknowledgement that provides the information set forth in section 170(f)(8) of the Internal Revenue Code satisfies this disclosure requirement.

...."

PART VIII. EFFECTIVE DATE AND APPLICABILITY

SECTION 8. Except as otherwise provided, this act is effective when it becomes law.