CHAPTER 04 – BUSINESS REGISTRATION DIVISION

SECTION .0100 - GENERAL PROVISIONS

18 NCAC 04 .0101 LOCATION AND HOURS

The Business Registration Division of the Department of the Secretary of State is located in the Old Revenue Complex, 2 S. Salisbury Street, Raleigh, North Carolina 27601. The mailing address is North Carolina Business Registration Division, Department of the Secretary of State, P.O. Box 29622, Raleigh, North Carolina 27626-0622. The hours of the Division are 8:00 a.m. until 5:00 p.m. Monday through Friday excepting legal holidays.

History Note: *Authority G.S. 55-1-30; 55D-5; 57D-1-30;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 for a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. April 1, 2003; February 1, 1991; September 1, 1988;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015;
Amended Eff. April 1, 2024.

18 NCAC 04 .0102 ADMINISTRATION AND FUNCTIONS

(a) The Division shall be responsible for filing and maintaining documents on behalf of corporations, limited liability companies, limited liability partnerships, and limited partnerships whenever filing with the Secretary of State is specified by statute.
(b) The Division prepares and certifies copies of documents on file upon request. Statutory fees shall be charged for preparation and certification.
(c) The Division provides information in response to written or telephone inquiry, based on information contained in documents on file. There shall be no fee for providing information by telephone or letter.
(d) The Division certifies to facts contained in documents on file, based on an examination of its documents and indices.

History Note: *Authority G.S. 55-1-22; 55-1-30; 55A-1-22; 55A-1-30; 55D-5; 55D-10; 55D-15; 57D-1-22; 57D-1-30; 59-84.2; 59-206;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

SECTION .0200 - PAYMENT OF FEES AND TAXES

18 NCAC 04 .0201 TENDER OF FEE

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

History Note: *Authority G.S. 55-1-22; 55-1-30; 55A-1-22; 55A-1-30; 55D-5; 57D-1-22; 57D-1-30; 59-1106;*
Eff. February 1, 1976;
Amended Eff. March 1, 1996;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0202 FORM OF PAYMENT

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

History Note: *Authority G.S. 55-1-22; 55-1-30; 55A-1-22; 55A-1-30; 55D-5; 57D-1-22; 57D-1-30; 59-1106; 147-86.11(e)(6); 147-86.20(2)(a); 147-86.22(b);*
Eff. February 1, 1976;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0203 INVOICES

Upon request for documents on file or certificates of information not accompanied by the applicable fee, the Division shall prepare and remit the material requested, accompanied by an invoice for the applicable fee, unless it is determined by the Business Registration Director that it is in the interest of the state to require prepayment.

History Note: *Authority G.S. 55-1-22; 55-1-30; 55A-1-22; 55A-1-30; 55D-5; 57D-1-22; 57D-1-30; 59-35.2;*
Eff. February 1, 1976;
Amended Eff. March 1, 1996;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015;
Amended Eff. April 1, 2024.

18 NCAC 04 .0204 CANCELLATION FOR NONPAYMENT

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

History Note: *Authority G.S. 55-1-22; 55-1-30; 55A-1-22; 55A-1-30; 55D-5; 55D-10; 57D-1-22; 57D-1-30; 59-35.2; 59-1106;*
Eff. February 1, 1976;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0205 OVERPAYMENT

History Note: *Authority G.S. 55-1-30; 55A-1-30; 55D-5; 57D-1-30;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Expired Eff. January 1, 2016 pursuant to G.S. 150B-21.3A.

18 NCAC 04 .0206 DOCUMENTS NOT SPECIFICALLY PROVIDED FOR

When any document is filed for any corporation organized under a statute other than one found in Chapter 55 or 55A, and no fee is specifically provided in the applicable statute, the fee for such filing shall be the fee provided in G.S. 55-1-22 or 55A-1-22 for a comparable type of document, and if no comparable type of document exists, the fee shall be the fee provided in G.S. 55-1-22(a)(26) or 55A-1-22(27).

History Note: *Authority G.S. 55-1-22; 55-1-30; 55A-1-22; 55D-5; 55D-10; 57D-1-22; 57D-1-30;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;

Amended Eff. March 1, 1996; February 1, 1991;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

SECTION .0300 - FILING OF DOCUMENTS

18 NCAC 04 .0301 GENERAL PROVISIONS

History Note: *Filed as a Temporary Repeal Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;*
Authority G.S. 55-168; 55-170; 55A-81; 55A-83; 55B-13; 105-230; 105-232;
Eff. February 1, 1976;
Repealed Eff. February 1, 1991.

18 NCAC 04 .0302 EXECUTION

When execution is required by any person acting in the capacity of officer, director, incorporator, member, manager, or registered agent, execution by a holder of a power of attorney shall be rejected.

History Note: *Authority G.S. 55-1-20; 55-1-30; 55A-1-20; 55A-1-30; 55D-5; 55D-10; 57D-1-20; 57D-1-30;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0303 REJECTION

History Note: *Authority G.S. 55-1-20; 55A-1-20; 55B-3; 55D-5; 55D-15(d); 57D-1-20; 59-35.1; 59-206;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 for a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Expired Eff. January 1, 2016 pursuant to G.S. 150B-21.3A.

18 NCAC 04 .0304 IDENTIFICATION OF CORPORATION/LLC AND TYPE OF DOCUMENT

(a) Each document shall consistently identify the corporation or limited liability company executing such document, if executed by a corporation or limited liability company. The entity's name shall be recited throughout the document in the identical form, as to spelling, spacing, and punctuation, as the name appears in the existing charter of the entity.
(b) If captioned, a document shall contain in its caption words identical to the words which appear in the applicable statute to identify the type of document.
(c) Articles of incorporation for a business corporation shall identify the corporation as a "business corporation" or make reference to G.S. Chapter 55. Articles of incorporation for a nonprofit corporation shall identify the corporation as a "nonprofit corporation" or make reference to G.S. Chapter 55A. Articles of incorporation for a professional corporation shall identify the corporation as a "professional corporation" or make reference to G.S. Chapter 55B. Articles of organization for a professional limited liability company shall identify the limited liability company as a "professional limited liability company."

History Note: *Authority G.S. 55-1-30; 55A-1-30; 55B-3; 55B-4; 55D-5; 57D-1-30; 59-35.1;*
Eff. February 1, 1976;
Amended Eff. March 1, 1996;

Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0305 CORRECTIVE FILINGS - LIMITED PARTNERSHIPS

History Note: *Authority G.S. 55D-5; 59-202; 59-206; 59-905;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Expired Eff. January 1, 2016 pursuant to G.S. 150B-21.3A.

18 NCAC 04 .0306 INCORPORATION BY REFERENCE

Articles of incorporation or articles of organization in which bylaws or an operating agreement are incorporated by reference shall be rejected. Reference may be made in articles of incorporation or articles of organization to bylaw provisions or provisions in an operating agreement so long as such provisions are not thereby incorporated in the charter.

History Note: *Authority G.S. 55-2-02; 55A-2-02; 55B-3; 55D-5; 57D-2021; 59-35.1;*
Eff. February 1, 1976;
Amended Eff. August 8, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0307 APPLICATION FOR RESERVATION OF NAME

(a) If an applicant requests reservation of more than one name for a corporation, a limited liability company, or a limited partnership, a separate application shall be submitted for each name.
(b) The date of filing shall be the first day in determining the date of expiration of reservation. The reservation shall expire immediately after the termination of filings by the Division on the final day of the reservation period. If the final day of the reservation period is not an operating day of the Division, the reservation shall nevertheless expire on such final day.
(c) A person who wishes to reserve a particular limited partnership name after having reserved that name on a previous occasion may apply to reserve such name again after the elapse of one full business day following the expiration of the previous reservation.

History Note: *Authority G.S. 55D-5; 55D-23; 59-103;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0308 REGISTERED OFFICE AND REGISTERED AGENT

(a) In the event that a corporation has never designated a registered office or registered agent, or in the event that a corporation's or limited liability company's registered agent has resigned, the entity may designate a registered agent and/or registered office.

(b) The information required for the designation of a registered agent or a registered office shall be set forth in a statement which shall be substantially the same as that provided for in the change of a registered agent or registered office, except that it shall be unnecessary to set forth information concerning the current registered agent or current registered office.
(c) With respect to documents permitted to be filed with the Office of the Secretary of State, a person shall consistently use the same name and same business office address in each instance in which that person serves as registered agent for any corporation or limited liability company.
(d) A person who serves as registered agent for more than one corporation or limited liability company may notify the Secretary of State of the change of the address of the registered offices of such entities by attaching a list of the names of those entities to the statement required to be filed by G.S. 55-5-02, 55-15-08, 55A-5-02, 55A-15-08, or 55D-31.

History Note: *Authority G.S. 55-1-30; 55-5-01; 55-15-07; 55A-1-30; 55A-5-01; 55A-15-07; 55D-5; 55D-30; 55D-31; 55D-32; 57D-1-30; 57D-2-40; 57D-7-06;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015;
Amended Eff. April 1, 2024.

18 NCAC 04 .0309 ARTICLES OF AMENDMENT

(a) Articles of amendment which convert a nonprofit corporation to a business corporation shall not be filed.
(b) Any articles of amendment which convert a corporation organized pursuant to any statute to a corporation organized pursuant to any other statute shall also contain amendments which shall bring its charter into conformity with the statute applicable to organization for the type of corporation to which it is being converted.

History Note: *Authority G.S. 55-10-01; 55A-10-01; 55B-3; 55D-5; 57D-2-22; 59-202;*
Eff. February 1, 1976;
Amended Eff. February 25, 1977;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0310 TAX ON FILING DOC WHICH INCREASE AUTHORIZED CAPITAL

History Note: *Filed as a Temporary Repeal Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;*
Authority G.S. 55-147; 55-148; 55-156;
Eff. February 1, 1976;
Amended Eff. August 8, 1976;
Repealed Eff. February 1, 1991.

18 NCAC 04 .0311 ART OF MERGER/SHARE EXCH INVOLVING FOREIGN ENTITY

Each foreign entity which is a party to a merger or a share exchange pursuant to G.S. 55-11-07, 55-11-09, 55A-11-06, 55A-11-08, 57D-9-40, 57D-9-41, or 57D-9-42 shall be identified in the articles of merger or share exchange by state or country of incorporation or organization. Articles of merger filed pursuant to these statutes shall contain:

(1) a statement that the merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party, and
(2) a statement that each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization regarding such merger.

History Note: *Authority G.S. 55-11-07; 55-11-09; 55A-11-06; 55A-11-08; 55D-5; 57D-9-40; 57D-9-41; 57D-9-42;*

Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015;
Amended Eff. April 1, 2024.

18 NCAC 04 .0312 APPL FOR CERT OF AUTHORITY BY FOREIGN PROF CORPORATION
18 NCAC 04 .0313 FILING MERGER INVOLVING FOREIGN CORPORATION
18 NCAC 04 .0314 FILING EVIDENCE OF DISSOLUTION OF FOREIGN NONPROFIT CORP

History Note: *Filed as a Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;*
ARRC Objection Lodged June 21, 1990;
ARRC Objection Removed August 20, 1990;
Authority G.S. 55-15-03; 55A-41; 55A-42.1; 55A-70; 55A-72; 55A-81; 55B-2; 55B-4; 55B-15;
Eff. February 1, 1976;
Amended Eff. February 1, 1991; August 8, 1976;
Repealed Eff. March 1, 1996.

18 NCAC 04 .0315 FILING PURSUANT TO G.S. 55-164.1

History Note: *Filed as a Temporary Repeal Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;*
Authority G.S. 55-164.1;
Eff. February 1, 1976;
Repealed Eff. February 1, 1991.

18 NCAC 04 .0316 FORM FOR ANNUAL REPORT

A corporation filing its annual report in order to comply with G.S. 55-16-22 or a limited liability company filing an annual report pursuant to G.S. 57D-2-24 shall use the annual report form promulgated by the Secretary of State. Exact copies of the annual report form provided by the Business Registration Division may be made and used to satisfy the annual filing requirement. However, annual reports with formats different from the form prescribed by the Business Registration Division shall not be accepted for filing.

History Note: *Authority G.S. 55-1-21; 55-16-22; 55D-5; 57D-1-21; 57D-1-30; 57D-2-24; 59-84.4; 59-210;*
Eff. February 1, 1991;
ARRC Objection Lodged June 21, 1990;
Temporary Adoption Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015;
Amended Eff. April 1, 2024.

18 NCAC 04 .0317 AUTHORIZATION OF CORRECTIONS ON DOCUMENTS

A document that is submitted to the Business Registration Division for filing but rejected because it does not satisfy the requirements of Chapter 55, 55A, 57C, or 59 may be corrected by the examiner in charge of examining the document provided that the examiner is authorized by the person submitting the document to make the correction. Upon receiving such authorization, the examiner shall obtain and record by memorandum the following information:

(1) the name of the entity to which the document relates;
(2) the type of document;
(3) the name of the person authorizing the correction;

(4) the name of the person or entity represented by the person authorizing the correction;
(5) the instructions received by the examiner making the correction;
(6) the time, date, and manner of the authorization, including a telephone number by which the person authorizing the correction may be reached; and
(7) the name of the examiner making the correction.

The memorandum of authorization shall be retained by the Division with the original of the document so corrected. Upon request, a copy of the memorandum of authorization shall be furnished to any person desiring one.

History Note: *Authority G.S. 55D-5; 55D-15; 57D-1-20; 57D-1-30; 59-206;*
Temporary Adoption Eff. November 10, 1995;
Eff. March 1, 1996;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015;
Amended Eff. April 1, 2024.

18 NCAC 04 .0318 AUTHORIZATION OF FOREIGN PROFESSIONAL CORPORATIONS

A foreign professional corporation (as defined in G.S. 55B-16(b)) shall submit with its application for a certificate of authority to transact business in this State a written certification by the applicant corporation to the effect that such corporation meets the definitional requirement of a "foreign professional corporation" as set forth in G.S. 55B-16(b).

History Note: *Authority G.S. 55-1-30; 55B-3; 55B-16; 55D-5; 57D-2-02; 57D-7-03;*
Temporary Adoption Eff. November 10, 1995;
Eff. March 1, 1996;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

SECTION .0400 - CERTIFICATIONS

18 NCAC 04 .0401 DOCUMENTS

(a) Copies of documents filed with respect to a limited liability company may be certified as its articles of organization only if such copies begin chronologically with the articles of organization, the latest restated articles of organization, or the latest articles of amendment or articles of merger purporting to rewrite the articles of organization in their entity. If requested, the copies to be certified as the limited liability company's articles of organization shall include only such beginning document, all subsequent articles of amendment, and all subsequent articles of merger. If not otherwise requested, copies to be certified as the articles of organization shall begin chronologically with the latest restatement and shall include all subsequent documents on file.

(b) Copies of documents filed with respect to corporations subject to the provisions of Chapter 55 or Chapter 55A may be certified as the articles of incorporation of such corporation only if such copies begin chronologically with the articles of incorporation or other documents of incorporation, the latest restated articles of incorporation, or the latest articles of amendment or articles of merger purporting to rewrite the corporation's articles of incorporation in their entirety. If requested, the documents requested to be so certified shall include only such beginning document, all subsequent articles of amendment, and all subsequent articles of merger. If not otherwise requested, such documents to be certified shall begin chronologically with the latest restated or rewritten articles of incorporation and shall include all related documents subsequently filed.

(c) When certification of a certificate of limited partnership of a domestic limited partnership or a certificate of authority of a foreign limited partnership is requested, such certification shall include the original certificate of limited partnership or certificate of authority and all amendments or changes thereto.

History Note: *Authority G.S. 55-1-30; 55-1-40(1); 55-10-07(e); 55A-1-30; 55A-1-40(1); 55A-10-06(f); 55D-5; 57D-1-30(2); 57D-2-23(d); 59-206;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;

Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0402 CERTIFICATION OF FACTS/CERTIFICATE OF EXISTENCE/AUTHORIZATION

No certification of facts, certificate of existence, or certificate of authorization shall contain information relating to more than one corporation or limited liability company unless such information pertains to a merger to which such corporations or limited liability companies were parties.

History Note: *Authority G.S. 55-1-28; 55A-1-28; 55D-5; 57D-1-24; 59-209;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991; September 1, 1988;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

SECTION .0500 - CORPORATE NAME

18 NCAC 04 .0501 GENERAL

(a) The Secretary of State expressly reserves the right pursuant to G.S. 55-4-01, G.S. 55A-4-01, G.S. 55-15-06, G.S. 55A-15-06, G.S. 55D-20, G.S. 55D-21, G.S. 59-103, or any other applicable statute, to reject filing of any document conferring a corporate, limited liability company, or limited partnership name, if he determines that such name is contrary to law.

(b) When a corporation applies to the Secretary of State for authorization to use a name which is not distinguishable upon his records from a name used, reserved, or registered by another entity, and provides the consent of the other entity to such use, the undertaking required of the consenting entity shall consist of the consenting entity's amendment to the appropriate document filed with the division effecting a change of that entity's name to a name distinguishable on the records of the Secretary of State from the name sought to be used by the applying entity.

History Note: *Authority G.S. 55D-5; 55D-20; 55D-21; 57D-2-21(a)(2); 57D-7-03(a)(1); 59-103;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015;
Amended Eff. April 1, 2024.

18 NCAC 04 .0502 WORDS PROHIBITED IN ADDITION TO STATUTORY PROHIBITIONS

(a) The words "engineer" or "engineering" or their derivatives shall not be included in the corporate name for a corporation unless it is organized pursuant to G.S. Chapter 55B or, if it is a foreign corporation, unless it complies with G.S. 55B-16, provided that the words specified shall not be prohibited in any case where such words are modified by another word or words in such manner as to indicate activity other than the practice of engineering as defined in G.S. 89C-3(b).

(b) The words "surveyor", "survey", "surveying", or their derivatives shall not be included in the corporate name for a corporation unless it is organized pursuant to G.S. 55B or, if it is a foreign corporation, unless it complies with G.S. 55B-16, provided that the words specified shall not be prohibited in any case where such words are modified by another word or words in such manner as to indicate activity other than the practice of land surveying by registered land surveyors as defined in G.S. 89C-3(7).

(c) The words "architecture", "architectural", "architect", or their derivatives shall not be included in the corporate name for a corporation unless it is organized pursuant to G.S. 55B or, if it is a foreign corporation, unless it complies

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

History Note: *Authority G.S. 54-139; 55B-3; 55B-5; 55B-16; 55D-5; 55D-20; 55D-21; 57D-2-02; 57D-2-21; 57D-7-03; 59-103;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991; December 10, 1980;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0503 DECEPTIVELY SIMILAR AND DISTINGUISHABLE NAMES
(a) Designations of entities, such as "company", "co.", limited", "ltd.", "corporation", "corp.", "incorporated", "inc.", "professional association", "p.a.", "limited liability company", "L.L.C.", "professional limited liability company", and "limited partnership" shall be disregarded in determining if a proposed entity name is distinguishable upon the records of the Secretary of State, provided that such words appear at the end of the proposed entity name. Such words shall not be disregarded in such determination when they appear in the body, rather than at the ending, of the proposed entity name.
(b) Articles, conjunctions, prepositions, punctuation, spaces, and the substitution of an Arabic numeral for a word shall be disregarded in determining whether a proposed entity name is distinguishable upon the records of the Secretary of State or otherwise permissible for use in a proposed entity name.

History Note: *Authority G.S. 55D-5; 55D-20; 55D-21; 55D-22; 57D-1-30; 57D-2-21(a)(2); 59-103;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
Pursuant to G.S. 150B-21.3A, rule is necessary without substantive public interest Eff. December 20, 2015.

18 NCAC 04 .0504 FILING FICTITIOUS OR ASSUMED NAME FOR FOREIGN ENTITY
(a) A foreign corporation, limited liability company, or limited partnership whose name contains a word which is prohibited by statute or by Rule .0502 of this Chapter shall agree to use an assumed or fictitious name as a condition of the issuance of a certificate of authority to transact business in this State.
(b) A foreign entity which has been granted authority to transact business in this State, and which desires to add to or delete from a fictitious name or to adopt a fictitious name in order to avoid or remove a conflict over the use of a name, or which desires to change its assumed or fictitious name, shall file an application for an amended certificate of authority.
(c) No fictitious name shall be filed with the Division unless required by statute or rule.

History Note: *Authority G.S. 55-15-03; 55-15-04; 55A-15-03; 55A-15-04; 55D-5; 55D-21; 55D-22; 55D-24; 57D-7-03; 57D-7-03(a)(1); 57D-7-04; 59-103; 59-904; 59-905;*
Eff. February 1, 1976;
ARRC Objection Lodged June 21, 1990;
Temporary Amendment Eff. July 1, 1990 For a Period of 180 Days to Expire on December 27, 1990;
ARRC Objection Removed August 20, 1990;
Amended Eff. March 1, 1996; February 1, 1991;
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