

GENERAL ASSEMBLY OF NORTH CAROLINA
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HOUSE PRINCIPAL CLERK

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HOUSE BILL DRH10098-MVf-11A

Short Title: Waive Annual Report/Fee For Deployed Military. (Public)

Sponsors: Representative Carver.

Referred to:

A BILL TO BE ENTITLED
AN ACT TO WAIVE THE ANNUAL REPORT REQUIREMENT AND FEE FOR BUSINESS
ENTITIES OWNED BY DEPLOYED MEMBERS OF THE ARMED FORCES.

The General Assembly of North Carolina enacts:

SECTION 1.(a) G.S. 55-16-22(a) reads as rewritten:

"§ 55-16-22. Annual report.

(a) Requirement. – Except as provided in G.S. 55-16-22.3 and in subsections (a1) and (a2) of this section, each domestic corporation and each foreign corporation authorized to transact business in this State shall deliver an annual report directly to the Secretary of State in electronic form or in paper form as prescribed by the Secretary of State under this section."

SECTION 1.(b) Article 16 of Chapter 55 of the General Statutes is amended by adding a new section to read:

"§ 55-16-22.3. Exemptions for corporations owned by deployed members of the Armed Forces.

(a) For the purposes of this section, a deployed member of the Armed Forces is a member of the United States Air Force, Army, Coast Guard, Marine Corps, or Navy, or a member of any reserve component, who is removed from his or her county of residence pursuant to an official order for a deployment period that ends on or after the ninetieth day preceding the due date of the annual report required by G.S. 55-16-22.

(b) Notwithstanding G.S. 55-16-22, an annual report is deemed timely filed if it is filed by a domestic or foreign corporation (i) in which more than fifty percent (50%) of the ownership interest is owned by one or more deployed members of the Armed Forces and (ii) within 90 days of the end of the deployment period. The following provisions apply:

(1) Prior to the start of the deployment, the corporation shall file notice of deployment with the Secretary of State in electronic or paper form as prescribed by the Secretary of State. The notice shall include the following:

a. The name of the corporation and the state under whose law it is incorporated.

b. A copy of the orders for deployment or written verification from the commanding officer.

c. A statement either certifying that the information contained in the most recently filed annual report has not changed or setting forth the updated information required by G.S. 55-16-22(a3)(2) through (5).

(2) The due date of the corporation's next annual report is the ninetieth business day following the end of the deployment. If the deployment is extended, the corporation's annual report is due the ninetieth business day following the end



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of the extension period. At the time of filing, the corporation may submit a copy of orders or written verification from the commanding officer of the extension period, and the report is retroactively deemed timely filed.

(3) The grounds for dissolution under G.S. 55-14-20 apply to corporations that are subject to this section only if the period of delinquency for the applicable ground is 180 days or more past the end of the deployment period indicated in the documentation provided to the Secretary of State under this section.

(c) Any fees required by G.S. 55-1-22 for documents filed under subdivision (b)(1) of this section are waived. Additionally, the fee required by G.S. 55-1-22 for the annual report due on the ninetieth business day following the end of deployment under subdivision (b)(2) of this section is waived."

SECTION 2.(a) G.S. 57D-2-24 reads as rewritten:

"§ 57D-2-24. Annual report for Secretary of State.

(a) Excluding professional limited liability companies governed by ~~G.S. 57D-2-02~~, G.S. 57D-2-02 and except as provided in G.S. 57D-2-26, each LLC and each foreign LLC authorized to transact business in this State must deliver to the Secretary of State for filing annual reports on a form prescribed by, and in the manner required by, the Secretary of State and as otherwise provided in subsection (b) of this section. Each annual report must specify the year for which the report applies and provide the information required by this subsection. The information must be current as of the date the limited liability company completes the report. If the information in the limited liability company's most recent annual report has not changed, the limited liability company may certify in its annual report that the information has not changed in lieu of restating the information.

The following information must be included in each annual report:

- (1) The name of the limited liability company and, in the case of a foreign LLC, any different name that the foreign LLC is authorized under Article 3 of Chapter 55D of the General Statutes to use to transact business in this State, as provided in the foreign LLC's certificate of authority.
- (2) In the case of a foreign LLC, the name of the jurisdiction under whose law the foreign LLC is organized.
- (3) The street address, and the mailing address if different from the street address, of the limited liability company's registered office in the State, the county in which the registered office is located, the name of its registered agent at that office, and a statement of any change of the registered office or registered agent.
- (4) The address and telephone number of its principal office.
- (5) The names, titles, and business addresses of the limited liability company's principal company officials.
- (6) A brief description of the nature of its business.

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SECTION 2.(b) Article 2 of Chapter 57D of the General Statutes is amended by adding a new section to read:

"§ 57D-2-26. Exemptions for LLCs owned by deployed members of the Armed Forces.

(a) For the purposes of this section, a deployed member of the Armed Forces is a member of the United States Air Force, Army, Coast Guard, Marine Corps, or Navy, or a member of any reserve component, who is removed from his or her county of residence pursuant to an official order for a deployment period that ends on or after January 15 of the year in which the annual report is due under G.S. 57D-2-24.

(b) Notwithstanding G.S. 57D-2-24, an annual report is deemed timely filed if it is filed by an LLC or foreign LLC (i) in which more than fifty percent (50%) of the ownership interest

is owned by one or more deployed members of the Armed Forces and (ii) by April 15 of the year immediately following the end of the deployment period. The following provisions apply:

- (1) Prior to the start of the deployment, the LLC or foreign LLC shall file notice of deployment with the Secretary of State in electronic or paper form as prescribed by the Secretary of State. The notice shall include the following:
 - a. The name of the LLC or foreign LLC and, for a foreign LLC, any different name under which it is authorized to transact business in this State.
 - b. A copy of the orders for deployment or written verification from the commanding officer.
 - c. A statement either certifying that the information contained in the most recently filed annual report has not changed or setting forth the updated information required by G.S. 57D-2-24.
 - (2) The due date of the LLC's or foreign LLC's next annual report is April 15 of the year immediately following the end of the deployment.
 - (3) If the extension of a deployment results in the annual report being deemed delinquent, the LLC or foreign LLC may submit a copy of orders or written verification from the commanding officer of the original deployment and extension period at the time the annual report is submitted. The report is retroactively deemed timely filed, and any adverse action taken by the Secretary of State shall be reversed.
 - (4) The grounds for dissolution under G.S. 57D-6-06 apply to LLCs and foreign LLCs that are subject to this section only if the period of delinquency for the applicable ground is 180 days or more past the end of the deployment period indicated in the documentation provided to the Secretary of State under this section.
- (c) Any fees required by G.S. 57D-1-22 for documents filed under subdivision (b)(1) of this section are waived. Additionally, the fee required by G.S. 57D-1-22 for the annual report due April 15 of the year immediately following the end of deployment under subdivision (b)(2) of this section is waived."

SECTION 3.(a) G.S. 59-84.4 reads as rewritten:
"§ 59-84.4. Annual report for Secretary of State.

(a) ~~Each~~ Except as provided in G.S. 59-84.6, each registered limited liability partnership and each foreign limited liability partnership authorized to transact business in this State shall deliver to the Secretary of State for filing an annual report, in a form prescribed by the Secretary of State, that sets forth all of the following:

- (1) The name of the registered limited liability partnership or foreign limited liability partnership and the state or country under whose law it is formed.
- (2) The street address, and the mailing address if different from the street address, of the registered office, the county in which the registered office is located, and the name of its registered agent at that office in this State, and a statement of any change of the registered office or registered agent, or both.
- (3) The street address and telephone number of its principal office.
- (4) A brief description of the nature of its business.
- (5) The fiscal year end of the partnership.

If the information contained in the most recently filed annual report has not changed, a certification to that effect may be made instead of setting forth the information required by subdivisions (2) through (4) of this subsection. The Secretary of State shall make available the form required to file an annual report.

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1 **SECTION 3.(b)** Article 3B of Chapter 59 of the General Statutes is amended by
2 adding a new section to read:

3 **"§ 59-84.6. Exemptions for limited liability partnerships owned by deployed members of**
4 **the Armed Forces.**

5 (a) For the purposes of this section, a deployed member of the Armed Forces is a member
6 of the United States Air Force, Army, Coast Guard, Marine Corps, or Navy, or a member of any
7 reserve component, who is removed from his or her county of residence pursuant to an official
8 order for a deployment period that ends on or after the ninetieth day preceding the due date of
9 the annual report required by G.S. 59-84.4.

10 (b) Notwithstanding G.S. 59-84.4, an annual report is deemed timely filed if it is filed by
11 a registered or foreign limited liability partnership (i) in which more than fifty percent (50%) of
12 the ownership interest is owned by one or more deployed members of the Armed Forces and (ii)
13 within 90 days of the end of the deployment period. The following provisions apply:

14 (1) Prior to the start of the deployment, the registered or foreign limited liability
15 partnership shall file notice of deployment with the Secretary of State in
16 electronic or paper form as prescribed by the Secretary of State. The notice
17 shall include the following:

18 a. The name of the registered or foreign limited liability partnership and
19 the state under whose law it is incorporated.

20 b. A copy of the orders for deployment or written verification from the
21 commanding officer.

22 c. A statement either certifying that the information contained in the most
23 recently filed annual report has not changed or setting forth the
24 updated information required by G.S. 59-84.4(a)(2) through (5).

25 (2) The due date of the registered or foreign limited liability partnership's next
26 annual report is the ninetieth business day following the end of the
27 deployment. If the deployment is extended, the corporation's annual report is
28 due the ninetieth business day following the end of the extension period. At
29 the time of filing, the corporation may submit a copy of orders or written
30 verification from the commanding officer of the extension period, and the
31 annual report is retroactively deemed timely filed.

32 (3) The grounds for revocation of registration under G.S. 59-84.4(f) apply to
33 registered and foreign limited liability partnerships that are subject to this
34 section only if the period of delinquency for the applicable ground is 180 days
35 or more past the end of the deployment period indicated in the documentation
36 provided to the Secretary of State under this section.

37 (c) Any fees required by G.S. 59-35.2 for documents filed under subdivision (b)(1) of
38 this section are waived. Additionally, the fee required by G.S. 59-35.2 for the annual report due
39 on the ninetieth business day following the end of deployment under subdivision (b)(2) of this
40 section is waived."

41 **SECTION 4.** The Secretary of State shall make available the form or forms needed
42 for the notice of deployment required by this act and shall take any other action necessary to
43 allow business entities to begin filing pursuant to this act on October 1, 2025.

44 **SECTION 5.** Sections 1 through 3 of this act become effective October 1, 2025. The
45 remainder of this act is effective when it becomes law.