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Short Title: Annual Rep't Due Date/Deployed Servicemembers.

(Public)

Sponsors:

Referred to:

March 3, 2025

A BILL TO BE ENTITLED
AN ACT TO EXTEND THE ANNUAL REPORT DUE DATE 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) Definitions. As used in this section, the following terms have the following meanings:

(1) Armed Forces. – The United States Air Force, Army, Coast Guard, Marine Corps, Navy, or Space Force, or any reserve component of the foregoing.

(2) Deployed member. – A member of the Armed Forces 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 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 electronically with the Secretary of State a sworn affidavit of deployment executed by the deployed member that includes the following information:

a. The full name of the deployed member.

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

c. The percentage ownership interest in the corporation currently held by the deployed member.

d. The expected start and end dates of the deployment.



- 1 e. A statement either certifying that the information contained in the most
2 recently filed annual report has not changed or setting forth the
3 updated information required by G.S. 55-16-22(a3)(2) through (5).
4 (2) In the event the deployment is extended beyond the date stated in the affidavit
5 of deployment, the corporation shall file electronically with the Secretary of
6 State, within 180 days of the end date stated in the affidavit of deployment
7 filed with the Secretary of State pursuant to subdivision (1) of this subsection,
8 a sworn affidavit of extended deployment by an authorized representative of
9 the corporation that includes the following information:
10 a. The title or position in the corporation held by the affiant.
11 b. The full name of the deployed member.
12 c. The name of the corporation and the state under whose law it is
13 incorporated.
14 d. The percentage ownership interest in the corporation currently held by
15 the deployed member.
16 e. The expected end date of the extended deployment.
17 f. A statement either certifying that the information contained in the most
18 recently filed annual report has not changed or setting forth the
19 updated information required by G.S. 55-16-22(a3)(2) through (5).
20 (3) The due date of the corporation's next annual report is the ninetieth day
21 following the end date stated in the affidavit of deployment filed pursuant to
22 subdivision (1) of this subsection; provided, however, that if the deployment
23 is extended, the due date of the corporation's annual report is the ninetieth day
24 following the end date stated in the affidavit of extended deployment filed
25 pursuant to subdivision (2) of this subsection.
26 (4) The grounds for dissolution under G.S. 55-14-20 apply to corporations that
27 are subject to this section only if the period of delinquency for the applicable
28 ground is 180 days or more past the end date stated in the affidavit of
29 deployment filed with the Secretary of State pursuant to subdivision (1) of this
30 subsection.
31 (c) Any fees required by G.S. 55-1-22 for documents filed pursuant to subsection (b) of
32 this section are waived."

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

34 **"§ 57D-2-24. Annual report for Secretary of State.**

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

45 The following information must be included in each annual report:

- 46 (1) The name of the limited liability company and, in the case of a foreign LLC,
47 any different name that the foreign LLC is authorized under Article 3 of
48 Chapter 55D of the General Statutes to use to transact business in this State,
49 as provided in the foreign LLC's certificate of authority.
50 (2) In the case of a foreign LLC, the name of the jurisdiction under whose law the
51 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.

...."

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) Definitions. As used in this section, the following terms have the following meanings:

- (1) Armed Forces. – The United States Air Force, Army, Coast Guard, Marine Corps, Navy, or Space Force, or any reserve component of the foregoing.
- (2) Deployed member. – A member of the Armed Forces 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. 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 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 electronically with the Secretary of State a sworn affidavit of deployment executed by the deployed member that includes the following information:
 - a. The full name of the deployed member.
 - b. The name of the LLC or foreign LLC and, for a foreign LLC, any different name under which the foreign LLC is authorized to transact business in this State, and the name of the jurisdiction under whose law the foreign LLC is organized.
 - c. The percentage ownership interest in the LLC or foreign LLC currently held by the deployed member.
 - d. The expected start and end dates of the deployment.
 - e. 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) In the event the deployment is extended beyond the date stated in the affidavit of deployment, the LLC or foreign LLC shall file electronically with the Secretary of State, within 180 days of the end date stated in the affidavit of deployment filed with the Secretary of State pursuant to subdivision (1) of this subsection, a sworn affidavit of extended deployment by an authorized representative of the corporation that includes the following information:
 - a. The title or position in the LLC or foreign LLC held by the affiant.
 - b. The full name of the deployed member.
 - c. The name of the LLC or foreign LLC and, for a foreign LLC, any different name under which the foreign LLC is authorized to transact business in this State, and the name of the jurisdiction under whose law the foreign LLC is organized.

- d. The percentage ownership interest in the LLC or foreign LLC currently held by the deployed member.
- e. The expected end date of the extended deployment.
- f. 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.

(3) The due date of the LLC's or foreign LLC's next annual report is the ninetieth day following the end date stated in the affidavit of deployment filed pursuant to subdivision (1) of this subsection; provided, however, that if the deployment is extended, the due date of the LLC's or foreign LLC's annual report is the ninetieth day following the end date stated in the affidavit of extended deployment filed pursuant to subdivision (2) of this subsection.

(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 date stated in the affidavit of deployment filed with the Secretary of State pursuant to subdivision (1) of this subsection.

(c) Any fees required by G.S. 57D-1-22 for documents filed pursuant to subsection (b) of this section are 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.

...."

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

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

(a) Definitions. As used in this section, the following terms have the following meanings:

- (1) Armed Forces. – The United States Air Force, Army, Coast Guard, Marine Corps, Navy, or Space Force, or any reserve component of the foregoing.
- (2) Deployed member. – A member of the Armed Forces 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. 59-84.4.

(b) Notwithstanding G.S. 59-84.4, an annual report is deemed timely filed if it is filed by a registered or foreign limited liability partnership (i) in which more than fifty percent (50%) of the ownership interest is owned by one or more deployed members 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 registered or foreign limited liability partnership shall file electronically with the Secretary of State a sworn affidavit of deployment executed by the deployed member that includes the following information:

a. The full name of the deployed member.

b. The name of the registered or foreign limited liability partnership and the state or country under whose law it is formed.

c. The percentage ownership interest in the registered or foreign limited liability partnership currently held by the deployed member.

d. The expected start and end dates of the deployment.

e. 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. 59-84.4(a)(2) through (5).

(2) In the event the deployment is extended beyond the date stated in the affidavit of deployment, the registered or foreign limited liability partnership shall file electronically with the Secretary of State, within 180 days of the end date stated in the affidavit of deployment filed with the Secretary of State pursuant to subdivision (1) of this subsection, a sworn affidavit of extended deployment by an authorized representative of the registered or foreign limited liability partnership that includes the following information:

a. The title or position in the registered or foreign limited liability partnership held by the affiant.

b. The full name of the deployed member.

c. The name of the registered or foreign limited liability partnership and the state or country under whose law it is formed.

d. The percentage ownership interest in the registered or foreign limited liability partnership currently held by the deployed member.

e. The expected end date of the extended deployment.

f. 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. 59-84.4(a)(2) through (5).

(3) The due date of the registered or foreign limited liability partnership's next annual report is the ninetieth business day following the end date stated in the affidavit of deployment filed pursuant to subdivision (1) of this subsection; provided, however, that if the deployment is extended, the due date of the registered or foreign limited liability partnership's annual report is the ninetieth day following the end date stated in the affidavit of extended deployment filed pursuant to subdivision (2) of this subsection.

(4) The grounds for revocation of registration under G.S. 59-84.4(f) apply to registered and foreign limited liability partnerships that are subject to this section only if the period of delinquency for the applicable ground is 180 days or more past the end date stated in the affidavit of deployment filed with the Secretary of State pursuant to subdivision (1) of this subsection.

(c) Any fees required by G.S. 59-35.2 for documents filed pursuant to subsection (b) of this section are waived."

SECTION 4. G.S. 132-1.2 reads as rewritten:

"§ 132-1.2. Confidential information.

1 Nothing in this Chapter shall be construed to require or authorize a public agency or its
2 subdivision to disclose any information that:

3 ...

4 (11) Reveals information contained in an affidavit of deployment or an affidavit of
5 extended deployment filed with the Secretary of State pursuant to
6 G.S. 55-16-22.3, 57D-2-26, or 59-84.6."

7 **SECTION 5.** The Secretary of State shall make available the form or forms needed
8 for the affidavit of deployment and affidavit of extended deployment required by this act and
9 shall take any other action necessary to allow business entities to begin filing pursuant to this act
10 on October 1, 2025.

11 **SECTION 6.** Sections 1 through 4 of this act become effective October 1, 2025. The
12 remainder of this act is effective when it becomes law.
13