

GENERAL ASSEMBLY OF NORTH CAROLINA  
SESSION 2025

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HOUSE BILL 517  
Senate Judiciary Committee Substitute Adopted 6/16/26  
Senate Finance Committee Substitute Adopted 6/18/26

Short Title: Modify Nonprofit Corp. Act/Charitable Org.

(Public)

Sponsors:

Referred to:

March 27, 2025

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, 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; ~~and~~ less.  
 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, 2026, 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 paper or 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.

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

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

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

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

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

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

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

20 **"§ 55A-1-22. Filing, service, and copying fees.**

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

Document	Fee
23 ...	
24	
25 (29) <u>Annual report (paper)</u>	<u>25.00</u>
26 (29a) <u>Annual report (electronic)</u>	<u>18.00</u>
27 ...."	

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

29 **"§ 55A-14-20. Grounds for administrative dissolution.**

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

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

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

35 (2a) The corporation is delinquent in submitting its annual report.

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

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

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

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

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

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

51 **"§ 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. The domesticating corporation must continue, in the state to  
15 which it domesticated, to be a charitable or religious corporation or a corporation that would  
16 qualify as charitable or religious under this Chapter after domestication.

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

21 **"§ 55A-11B-03. Plan of domestication.**

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

24                    (1) The name of the domesticating corporation.

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

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

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

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

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

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

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

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

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

45 **"§ 55A-11B-04. Approval of domestication.**

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

48                    (1) The plan of domestication shall first be adopted by the board of directors. The  
49 board may set conditions for (i) approval of the plan of domestication by the  
50 members or (ii) the effectiveness of the plan of domestication. If the  
51 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, 2026.  
 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, 2026.

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, 2026:

- 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~~ time and in  
 39 ~~such—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 manner as to—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, 2026, 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 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, 2026, 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.



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, 2026, 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.