



TO: North Carolina Chicago Title Approved Attorneys and Agents

FROM: Chicago Title, North Carolina State Office

**RE: CERTIFICATES OF NAME CHANGE, MERGER, CONSOLIDATION & CONVERSION
BUSINESSES REGISTERED WITH THE NORTH CAROLINA SECRETARY OF STATE**

DATE: December 5, 2023

As real estate attorneys know, whenever a business holds title to real estate and changes its name, whether by name change, merger, consolidation, or conversion – they are required to obtain a Certificate issued by the Secretary of State and record it in the applicable register(s) of deeds in which the property is located. See N.C.G.S. 55D-26 and N.C.S.G. 47-18.1 (attached). In response to this request, the North Carolina Secretary of State has posted instructions on how to obtain these Certificates from their office for businesses registered in North Carolina. The instructions are now on-line on the Secretary's Frequently Asked Questions website: https://www.sosnc.gov/frequently_asked_questions/by_title/secretary_of_state under **Division: Business Registration** → **Topic: Ordering Certificates**, as shown below:

? The company owns real estate and has either filed a name change, merger, conversion or other document revising the ownership of the company. How do I obtain the certificate to file with the Register of Deeds Office?

Customers can obtain a custom certificate for Name Changes, Mergers, Consolidations or Conversions when property is owned by the company for filing with the Register of Deeds Office. The certificate provided will have the 3" header required for filing. Here is what you will need to do:

- Contact the Service Center at the NC Department of the Secretary of State at 919-814-5400 ext. 3
- You will need to provide your name, address and email address as well as the company name, SOSID #, and Document ID# for the certificate being requested.
- The Business Service Center will email you an invoice for payment and once payment is complete, you will have access to open the certificate and print or save the document to your records.

You may also email corpinfo@sosnc.gov and provide all of the information in the second bullet above. An invoice will also be emailed to you for payment prior to receiving the certified document.

Hopefully, this will help expedite your transactions and complete the chain of title for these situations!

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N.C. Gen. Stat. § 55D-26, Real Property Records, provides:

(a) A certificate issued by the Secretary of State as described in subsection (b) of this section must be recorded when:

(1) The name of any domestic corporation, nonprofit corporation, limited liability company, limited partnership, or registered limited liability partnership or foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership that holds title to real property in this State is changed upon amendment to its articles of incorporation or organization, its certificate of limited partnership, or its registration as a limited liability partnership or foreign limited liability partnership; or

(2) Title to real property in this State held by any entity listed in subdivision (1) of this subsection is vested by operation of law in another entity upon merger, consolidation, or conversion of the entity.

The certificate must recite the name change, merger, consolidation, or conversion and must be recorded in the office of the register of deeds of the county where the property lies or, if the property is located in more than one county in each county where any portion of the property lies.

(b) The Secretary of State shall issue uniform certificates for recordation in accordance with this section. In the case of a foreign corporation, foreign nonprofit corporation, foreign limited liability company, foreign limited partnership, or foreign limited liability partnership, a similar certificate by any competent authority of the jurisdiction of incorporation may be recorded in accordance with this section.

(c) The certificate required by this section must be recorded by the register of deeds in the same manner as deeds, and for the same fees, but no formalities as to acknowledgement, probate, or approval by any other officer shall be required. The former name of the entity holding title to the real property before the name change, merger, consolidation, or conversion shall appear in the “Grantor” index, and the new name of the corporation or the name of the other entity holding title to the real property by virtue of the merger, consolidation, or conversion shall appear in the “Grantee” index.

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§ 47-18.1. Registration of certificate of entity name change, merger, consolidation, or conversion

(a) If title to real property in this State is vested by operation of law in another entity upon the name change, merger, consolidation, or conversion of an entity, the vesting is effective against lien creditors or purchasers for a valuable consideration from the entity formerly owning the property, only from the time of registration of a certificate as provided in this section, in the county where the land lies, or if the land is located in more than one county, then in each county where any portion of the land lies to be effective as to the land in that county.

(b) The Secretary of State shall adopt uniform certificates of name change, merger, consolidation, or conversion, to be furnished for registration, and shall adopt fees as necessary for the expense of these certifications. If the entity involved is not a domestic entity, a similar certificate by any competent authority in the jurisdiction of incorporation or organization may be registered in accordance with this section.

(c) A certificate of the Secretary of State prepared in accordance with this section shall be registered by the register of deeds in the same manner as deeds, and for the same fees, but no formalities as to acknowledgment, probate, or approval by any other officer are required. The name of the entity formerly owning the property shall appear in the “Grantor” index, and the name of the entity owning the property by virtue of the merger, consolidation, or conversion shall appear in the “Grantee” index.

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