

## INSTRUCTIONS TO FORM SOP-19.1

Whenever by statute the Clerk of the State Corporation Commission is appointed or deemed to have been appointed the agent of any individual, corporation, limited partnership or other entity ("defendant") for the purpose of service of any process, notice, order or demand ("process"), service on the Clerk shall be made by leaving two copies of the process for each defendant at each address, together with payment for the requisite fee(s), in the Office of the Clerk of the Commission. The party seeking service shall recite the statute or other authority pursuant to which process is being served and shall include the mailing address of each defendant. A fee of \$30.00 for service on each defendant at each address must accompany the papers to be served. See § 12.1-19.1 of the Code of Virginia.

This form can be downloaded from our website at [www.scc.virginia.gov/clk/svcproc.aspx](http://www.scc.virginia.gov/clk/svcproc.aspx).

**Section 1:** If the requested service relates to a pending proceeding, indicate the style of the proceeding (i.e., plaintiff(s) versus defendant(s)) or the short style of the proceeding (i.e., first plaintiff, et al. vs. first defendant, et al.); the name of the court or tribunal including its geographical designation (i.e., jurisdiction); the case or matter number of proceeding; and the court's mailing address. The Clerk's certificate of compliance will be mailed to the listed court or tribunal. If the requested service does not relate to a proceeding, set forth the name and address of the person to whom the Clerk of the Commission should mail the certificate of compliance.

**Section 2:** Mark the applicable Virginia Code section under which service is being made on the Clerk of the Commission. Only mark one box. If the applicable statutory authority is not listed, mark the "Other Virginia Code section or statutory authority" box and specify the applicable statute. See Schedule A, below, for a list of Virginia Code sections that are frequently, and less frequently, cited when service is made on the Clerk of the Commission.

**Section 3:** Provide the name of the defendant who is being served through the Clerk of the Commission. If two or more defendants are being so served, use a separate form for each defendant. Set forth the address where the Clerk of the Commission is to mail the process to the named defendant. **If a copy of the process is to be mailed to a defendant at two or more addresses, use a separate form (and provide a separate fee, with requisite copies) for each address.**

List the defendant's last known mailing address. If that address is not known, the following address should be used:

Domestic corporations: the principal office address or, if no such address is on record with the Commission, the address of any officer or director of the corporation.

Foreign corporations authorized to transact business in Virginia: the principal office address, or if no such address is on record with the Commission, the address of any officer or director of the corporation, or, in case of withdrawal from this Commonwealth, the address shown in the application for withdrawal or any change thereto.

Domestic and foreign limited partnerships on record with the Commission: the principal office address or, if no such address is on record with the Commission, the address of any general partner or the address listed in a foreign limited partnership's application for cancellation or any change thereto.

Individuals and other entities (including limited liability companies) on record with the Commission: the address set forth in any document on record with the Commission which is required or permitted to be filed by or on behalf of the defendant.

**Section 4:** Set forth the name and address to which the Clerk of the Commission is to mail (i) a receipt for the fee received, along with a copy of the Clerk's certificate of compliance, or (ii) a letter explaining why service was not accepted. Note, however, that upon request of the sheriff or other process server who serves the Clerk, a rejection letter, if one is issued, will be given to that process server.

Deliver **three copies of this form and two copies of the process** (i.e., the papers to be served) to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> floor, Richmond, Virginia 23219), along with a check in the amount of **\$30.00** made payable to the State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, call the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Revised: December 4, 2017

## Schedule A

The following tables identify the sections of the Code of Virginia that specify when the Clerk of the Commission is deemed to be the statutory agent of the business entities or business groups described below. This list is not exhaustive. The Code of Virginia may be accessed online at <http://law.lis.virginia.gov/vacode>.

**Most frequently cited:** (Mark the applicable box in Section 2 of Form SOP-19.1.)

Entity or Business Sector	Circumstance or Business Group	Va. Code Section
Virginia Stock Corporation	Registered agent cannot be found	13.1-637 B
Foreign Stock Corporation	Transacting business in Virginia without a certificate of authority	13.1-758 F
	Registered agent cannot be found	13.1-766 B
	Authority to transact business in Virginia was voluntarily withdrawn	13.1-767 E
	Authority to transact business in Virginia was automatically revoked	13.1-768 D
Virginia Nonstock Corporation	Registered agent cannot be found	13.1-836 B
Foreign Nonstock Corporation	Transacting business in Virginia without a certificate of authority	13.1-920 E
	Registered agent cannot be found	13.1-928 B
	Authority to transact business in Virginia was voluntarily withdrawn	13.1-929 E
	Authority to transact business in Virginia was automatically revoked	13.1-930 D
Virginia Limited Liability Company	Registered agent cannot be found	13.1-1018 B
Foreign Limited Liability Company	Registered agent cannot be found	13.1-1018 B
	Registration to transact business in Virginia was voluntarily canceled	13.1-1056 D
	Registration to transact business in Va. was automatically canceled	13.1-1056.1 C
	Transacting business in Virginia without a certificate of registration	13.1-1057 E
Virginia Limited Partnership	Registered agent cannot be found	50-73.7 B
Foreign Limited Partnership	Registered agent cannot be found	50-73.7 B
	Registration to transact business in Virginia was voluntarily canceled	50-73.58 D
	Registration to transact business in Va. was automatically canceled	50-73.58:1 C
	Transacting business in Virginia without a certificate of registration	50-73.59 E
Virginia Registered Limited Liability Partnership	Registered agent cannot be found	50-73.135 G
Foreign Registered Limited Liability Partnership	Transacting business in Virginia without a certificate of registration	50-73.134 F
	Registered agent cannot be found	50-73.135 G
	Registration to transact business in Virginia was voluntarily canceled	50-73.139
	Transacting business in Virginia without a certificate of registration	50-73.140
Insurance	Unlicensed Insurers, including Surplus Lines Insurers	38.2-801
	Unlicensed Nonresident Insurance Brokers and Agents	38.2-809
	Reciprocal Insurers, if a power of attorney is filed with the Commission	38.2-1216
	Nonresident risk retention groups	38.2-5103

**NOTE:** The Clerk of the State Corporation Commission is not an agent for service of process on a Virginia limited partnership formed prior to January 1, 1987, unless it has filed an amended and restated certificate of limited partnership with the Commission pursuant to § 50-73.77 C of the Code of Virginia. See § 50-73.77 E of the Code of Virginia.

**Schedule A is continued on the next page.**

**Schedule A (Continued)**

**Less frequently cited:** (Mark the “Other” box in Section 2 and provide the applicable Virginia Code section.)

Entity or Business Sector	Circumstance or Business Group	Va. Code Section
Foreign Stock Corporation	Formerly incorporated as a Virginia Stock Corporation	13.1-722.5 A 6
	Authority to transact business in Virginia was involuntarily revoked	13.1-769 E
Foreign Nonstock Corporation	Formerly incorporated as a Virginia Nonstock Corporation	13.1-898.5 A 7
	Authority to transact business in Virginia was involuntarily revoked	13.1-931 E
Foreign Limited Liability Company	Registration to transact business in Va. was involuntarily canceled	13.1-1056.2 D
	Formerly organized as a Virginia Limited Liability Company	13.1-1078 A 6
Foreign Limited Partnership	Registration to transact business in Va. was involuntarily canceled	50-73.58:2 D
Virginia Business Trust	Registered agent cannot be found	13.1-1223 B
Foreign Business Trust	Registered agent cannot be found	13.1-1223 B
	Registration to transact business in Virginia was voluntarily canceled	13.1-1246 A 4
	Registration to transact business in Va. was automatically canceled	13.1-1246.1 C
	Registration to transact business in Va. was involuntarily canceled	13.1-1246.2 D
	Transacting business in Virginia without a certificate of registration	13.1-1247 E
	Formerly organized as a Virginia Business Trust	13.1-1269 A 7
Foreign Stock or Nonstock Corporation, Limited Liability Company, Limited Partnership, or Business Trust	Survivor of a merger with a Virginia Stock Corporation	13.1-721 C 1
	Survivor of a merger with a Virginia Nonstock Corporation	13.1-897 B
	Survivor of a merger with a Va. partnership or limited partnership	50-73.129 B
Unincorporated Association	Principal office outside of Virginia and transacts business in Virginia	8.01-306
Insurance	Insurance-support organizations	38.2-616
	Unlicensed public adjusters	38.2-813
	Unlicensed foreign or alien insurers	38.2-1039
	Reciprocals doing business in Virginia	38.2-1217 C
	Reinsurance intermediary brokers	38.2-1348 E
	Managing general agents	38.2-1359 G
	Insurance agents	38.2-1819 C
	Insurance consultants	38.2-1838 B 3
	Public adjusters	38.2-1845.2
	Surplus lines brokers	38.2-1857.2
	Viatical settlement brokers	38.2-1865.1
	Purchasing groups	38.2-5108
	Nonresident viatical settlement providers	38.2-6002 E
Securities and Retail Franchising	Nonresidents registered as a broker-dealer, investment advisor, or investment advisor representative or agent	13.1-517
	Nonresident issuers who sell in Virginia a security that has been registered with the Virginia State Corporation Commission	13.1-517
	Nonresident, non-corporate franchisors who sell or offer to sell a franchise registered with the Commission and nonresident franchisors whose franchise is sold or offered to be sold in Virginia.	13.1-566
Miscellaneous	Insurer of shares of an out-of-state credit union	6.2-1379
	Labor unions and organizations, if the Clerk of the Commission is appointed as an agent by a power of attorney that has been filed with the Department of Labor and Industry and the Commission	40.1-68
	Tobacco products distributor with no registered agent in Virginia	58.1-1021.04:1 B
	Nonresident registrant of a trademark or service mark with the SCC	59.1-92.14