



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

SCC819  
(06/14)

ARTICLES OF INCORPORATION  
OF A VIRGINIA NONSTOCK CORPORATION

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is

\_\_\_\_\_

2. (Mark appropriate box or insert applicable provisions; see instructions.)

- The corporation shall have no members. **OR**
- The corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws. **OR**
- The designation of the class(es) of members and the members' qualifications and rights are as follows:

\_\_\_\_\_  
\_\_\_\_\_

3. (Mark appropriate box or insert applicable provisions; see instructions.)

- The directors shall elect their successors. **OR**
- The directors shall be elected by the members. **OR**
- The directors shall be elected or appointed as follows: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

4. A. The name of the corporation's initial registered agent is

\_\_\_\_\_

B. The initial registered agent is (mark appropriate box):

- (1) an individual who is a resident of Virginia **and**
  - an initial director of the corporation.
  - a member of the Virginia State Bar.
- (2)  a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

**OR**

5. A. The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

\_\_\_\_\_, VA \_\_\_\_\_  
(number/street) (city or town) (zip)

B. The registered office is located in the  county **OR**  city of \_\_\_\_\_.

6. The initial directors are (see instructions):

**NAME(S)**

**ADDRESS(ES)**

_____	_____
_____	_____
_____	_____

INCORPORATOR(S):

\_\_\_\_\_

**SIGNATURE(S)**

**PRINTED NAME(S)**

**DATE**

**TELEPHONE NUMBER (OPTIONAL)**

**Personal Information**, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).

**REVIEW THE INSTRUCTIONS THAT FOLLOW BEFORE SUBMITTING THIS FORM.**

## NOTES

Articles of incorporation can be submitted in PDF format to the Clerk's Office for review and processing by visiting our website at <https://sccefile.scc.virginia.gov/NewEntity>. (A user account is required.) This form can also be downloaded from our website at [http://www.scc.virginia.gov/clk/vanon\\_corp.aspx](http://www.scc.virginia.gov/clk/vanon_corp.aspx).

A Virginia nonstock corporation does not have "owners" and distributions to its members, directors and officers are restricted by law. See § 13.1-814 of the Code of Virginia. Accordingly, it is recommended that a person consult with an accountant or a tax professional before organizing a for-profit business as a Virginia nonstock corporation.

**The articles must be in the English language, typewritten or printed in black, legible, and reproducible.**

If the corporation intends to obtain **tax-exempt status** under the Internal Revenue Code, the articles of incorporation must include certain provisions that can be found in IRS Publication 557, "Tax-Exempt Status for Your Organization."

**Important:** This form contains the provisions that are required by Virginia law to be included in the articles of incorporation of a Virginia nonstock corporation. If additional provisions are desired, articles of incorporation that include the applicable provisions of this form and the desired additional provisions must be separately prepared on white, opaque paper, 8 1/2" by 11" in size, using only one side of a page, which is free of visible watermarks and background logos. Each page should have at least a 1" margin on each side and the font size should be at least 11 pt. **Do not submit this form and separately prepared articles of incorporation. This form may not be filed with an attachment.**

## INSTRUCTIONS TO FORM SCC819

**Name:** The name of the corporation may not contain any word or phrase that indicates or implies that it is organized for the purpose of conducting any business other than a business which it is authorized to conduct, and the proposed corporate name must be distinguishable upon the records of the Commission. See § 13.1-829 of the Code of Virginia. To check the availability of a corporate name, visit our website at <https://sccefile.scc.virginia.gov/NameAvailability>, or contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at 1-866-722-2551.

**Members:** If the corporation will not have members, a statement to that effect must be included in the articles. If the corporation is to have one or more classes of members, set forth the designation of each class and the qualifications and rights of the members of each class, including voting rights, or provide that such membership provisions will be set forth in the corporation's bylaws. See §§ 13.1-819 and 13.1-837 of the Code of Virginia.

**Director selection:** The articles of incorporation must set forth the manner by which the directors will be elected or appointed, as well as the designation of ex officio directors, if any. It is not sufficient for the articles to provide that the directors will be elected or appointed as set forth in the bylaws. See §§ 13.1-819 and 13.1-855 of the Code of Virginia.

**Registered agent:** Paragraph 4.A. Provide the name of the registered agent. The corporation may not serve as its own registered agent. See §§ 13.1-819 and 13.1-833 of the Code of Virginia.

Paragraph 4.B. Check one box to indicate the qualification of the registered agent. Only an individual or entity that meets one of the qualifications may serve as the corporation's registered agent. The sole duty of the registered agent is to forward to the corporation at its last known address any process, notice or demand that is served on the registered agent. See § 13.1-833 of the Code of Virginia.

**Registered office:** Paragraph 5.A. The location of the registered office must be identical to the business office of the registered agent. See § 13.1-833 of the Code of Virginia. The address of the registered office must include a street address. A rural route and box number may only be used if no street address is associated with the registered office's location. A post office box is only acceptable for a town that has a population of 2,000 or less if no street address or rural route and box number are associated with the registered office's location.

Paragraph 5.B. Provide the name of the county or independent city where the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions. See §§ 13.1-819 and 13.1-833 of the Code.

**Initial directors:** If the registered agent's qualification in Paragraph 4.B is as an initial director, then the names and addresses of all initial directors must be set forth in the articles of incorporation. A corporation can have directors immediately upon formation only if they are named in the articles.

**Incorporator(s):** The articles must be signed by one or more incorporators and the printed name of the incorporator must be set forth next to each signature. See § 13.1-803 of the Code of Virginia.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-811 of the Code of Virginia.***

Submit the signed articles to State Corporation Commission, Office of the Clerk, 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 for the filing fee in the amount of **\$75.00**, payable to the State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.