

NOTICE TO FOREIGN CORPORATIONS

Welcome to Virginia. Please take a few minutes to read the information below, which describes several statutory provisions applicable to corporations.

Corporate name: The certificate of authority shows the exact name of the corporation as set forth in its articles of incorporation, as amended, or, in the case of a foreign corporation that was required to designate a name for use in Virginia, the designated name followed by the corporation's exact name in parentheses. If the corporation intends to conduct business in Virginia under a name other than its exact name, it must make the required filings under Virginia's fictitious name statutes. See § 59.1-69 *et seq.* of the Code of Virginia.

Registered agent and registered office: Each foreign corporation is required to maintain in Virginia a registered agent and a registered office at which the registered agent may be found during normal business hours. See §§ 13.1-763 and 13.1-766 of the Code of Virginia for stock corporations and §§ 13.1-925 and 13.1-928 of the Code for nonstock corporations. *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.* Official notices and correspondence from the Commission to the corporation will be mailed to the registered agent at the registered office address.

A corporation may change its registered agent and/or registered office information on file with the Commission at any time, at no cost. The corporation **must** promptly change its registered agent and registered office information if its registered agent (i) moves his business office, (ii) resigns, dies or ceases to be a resident of Virginia, (iii) ceases to be a member of the Virginia State Bar or an officer or director of the corporation (when that was the basis for his qualification as registered agent), or (iv) is a business entity that has had its existence canceled or terminated or its authority to transact business in Virginia canceled or revoked. To change this information, the corporation must file a Statement of Change on form SCC635/834, which can be completed and filed online at <https://sccefile.scc.virginia.gov>. A pre-printed paper version of the form can also be obtained by visiting www.scc.virginia.gov/clk/ElectronicFormRequest.aspx.

Annual registration fees: The corporation will be assessed an annual registration fee as of the first day of the second month preceding the month in which it was issued its certificate of authority to transact business in Virginia. For a stock corporation, the fee is based on the number of shares of stock that the corporation is authorized to issue, as stated in the articles of incorporation, on file with the Commission on the date of assessment. See Annual Corporation Requirements and Fee Schedule at www.scc.virginia.gov/clk/for_corp.aspx. The annual registration fee for a nonstock corporation is \$25.00. Notice of the assessment will be mailed to the corporation's registered agent at the registered office address approximately 15 days after the assessment. The Commission must **receive** the corporation's annual registration fee payment on or before the last day of the month in which the corporation was issued its certificate of authority (the "due date"), or a penalty will be imposed equal to 10% of the fee (but not less than \$10.00). Annual registration fees may be paid online at <https://sccefile.scc.virginia.gov>. For payments delivered by mail, *postmarks are not considered*.

Annual reports: The corporation must file an annual report, on a form prescribed by the Commission, each year after the year in which it was issued its certificate of authority. The annual report will be mailed to the registered agent with the annual registration fee assessment notice. The corporation's annual report must be received on or before the last day of the month in which the corporation was issued its certificate of authority (the "due date"). An annual report that does not change director or officer information on the Commission's records may be filed online at <https://sccefile.scc.virginia.gov>.

Automatic revocation: If a corporation's annual registration fee is not paid or its annual report is not filed on or before the last day of the fourth month after the due date, the corporation's authority to transact business in Virginia will be automatically revoked as of that date by operation of law. See §§ 13.1-768, 13.1-775 and 13.1-775.1 of the Code of Virginia for stock corporations and §§ 13.1-930, 13.1-936 and 13.1-936.1 of the Code for nonstock corporations.

Amendments, mergers, domestications and entity conversions: A foreign corporation that files an amendment or merger or instrument of domestication or entity conversion in its home jurisdiction must file an authenticated copy of the document in the Clerk's Office of the Commission within 30 days after the document's effective date. The copy of the document must be duly certified or otherwise authenticated by the Secretary of State or other official having custody of the corporate records in the state or country under whose law the corporation is incorporated. If an amendment, merger or domestication changes the name of the corporation or the state or country of incorporation, the authenticated document must be accompanied by form [SCC760/922](http://www.scc.virginia.gov/clk/SCC760/922). If an amendment, merger or domestication increases the number of authorized shares, an additional entrance fee may be due. Contact the Clerk's Office for a fee quote. See §§ 13.1-760 and 13.1-766.1 of the Code for stock corporations and §§ 13.1-922 and 13.1-928.1 of the Code for nonstock corporations.

Voluntary withdrawal: A foreign corporation may voluntarily surrender its certificate of authority to transact business in Virginia by filing form SCC767/929, an Application for a Certificate of Withdrawal, in the Clerk's Office of the Commission. See § 13.1-767 of the Code of Virginia for stock corporations and § 13.1-929 of the Code for nonstock corporations. If withdrawal is completed on or before the annual registration fee due date of any year, the annual registration fee assessed for the year will be canceled. If withdrawal is not completed on or before the due date, the fee must be paid. See § 13.1-615 of the Code of Virginia for stock corporations and § 13.1-815 of the Code for nonstock corporations.

Additional assistance: For forms or more information, visit www.scc.virginia.gov/clk/index.aspx or contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.