



SCC722.4
(04/08)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF DOMESTICATION
(Foreign stock corporation intending to become a Virginia stock corporation)

ARTICLES OF DOMESTICATION OF
(corporation's name prior to domestication)

The undersigned, on behalf of the foreign corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the filing of these articles of domestication is (corporation's name prior to domestication). Upon the filing of these articles, the name of the corporation shall be (corporation's name as a Virginia corporation).
2. The corporation was originally incorporated under the laws of (jurisdiction) on (date). *(If the corporation subsequently changed its jurisdiction of incorporation, set forth each jurisdiction and date of incorporation in which the corporation was subsequently domesticated.)*
3. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:
 - A. The corporation is presently domesticated in the (state or other jurisdiction of incorporation).
 - B. The jurisdiction in which the corporation is to be domesticated is the Commonwealth of Virginia.
 - C. *(Set forth the terms and conditions of the domestication; provided, however, that such terms and conditions may not alter the designation, rights, preferences or limitations of all or any part of the authorized shares except to the extent required to conform to the requirements of Chapter 9 of Title 13.1.)*
 - D. *(Set forth any additional provisions that are included in the plan of domestication.)*
4. The full text of the articles of incorporation that will be in effect immediately after consummation of the domestication is attached hereto.
5. The domestication is permitted by the laws of the jurisdiction in which the corporation is incorporated immediately prior to the filing of these articles, and the corporation has complied with those laws in effecting the domestication.

Executed in the name of the corporation by:

(signature)

(date)

(printed name)

(corporate title)

(corporation's SCC ID no., if assigned)

(telephone number (optional))

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

THIS FORM IS TO BE USED AS A GUIDE ONLY.

SEE INSTRUCTIONS ON THE REVERSE

INSTRUCTIONS TO FORM SCC722.4

Guideform SCC722.4 has been produced by the Commission as a guide to help you prepare the corporation's articles of domestication. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the Commission's seal, the first four lines of the guideform's caption, and the italicized portions).

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this guideform from our website at www.scc.virginia.gov/clk/formfee.aspx.

The articles of domestication must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name and the corporate title below or next to the signature. See § 13.1-604 of the Code of Virginia.

The articles of incorporation that will be in effect immediately after consummation of the domestication must comply with the requirements of Chapter 9 of Title 13.1 of the Code of Virginia and must be attached to the articles of domestication. Form SCC619 contains the minimum provisions required by Virginia law to be set forth in the articles of incorporation of a Virginia corporation. You may download the form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

If the name of the corporation prior to the filing of the articles of domestication is unavailable for use in this Commonwealth or the corporation desires to change its name in connection with the domestication, it must set forth a new name that satisfies the requirements of § 13.1-630 of the Code of Virginia. The corporate name must contain the word corporation, incorporated, company or limited; or the abbreviation corp., inc., co. or ltd. The proposed name must be distinguishable upon the records of the Commission. See § 13.1-630 of the Code of Virginia. To check the availability of a corporate name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

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 § 13.1-612 of the Code of Virginia.

These articles may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Stock Corporation Act have been paid by or on behalf of the foreign corporation. See § 13.1-615 of the Code of Virginia.

Send the original, signed articles of domestication and articles of incorporation to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the total amount of the charter and filing fees, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Charter fee: 1,000,000 or fewer authorized shares - \$50 for each 25,000 shares or fraction thereof; more than 1 million shares - \$2,500. **Filing fee:** \$25.

Important Note: For any foreign corporation that files articles of domestication and that has authority to transact business in this Commonwealth at the time of such filing, the charter fee to be charged upon domestication shall be an amount equal to the difference between the amount that would be required by § 13.1-615.1 of the Code of Virginia and the amount already paid as an entrance fee by such corporation. See § 13.1-615.1 of the Code of Virginia. **You may contact the Clerk's Office Legal Services section for assistance in determining the charter fee.**

NOTE

A foreign corporation's existence as a Virginia corporation shall begin when the certificate of domestication is effective. See § 13.1-722.4 of the Code of Virginia.

If a foreign corporation is authorized to transact business in Virginia at the time of the filing of the articles of domestication, its certificate of authority shall be canceled automatically on the effective date of the certificate of domestication issued by the Commission. See § 13.1-722.4 of the Code of Virginia.