

## NOTICE TO VIRGINIA LIMITED LIABILITY COMPANIES

Congratulations on successfully forming a Virginia limited liability company (“LLC”). Please take a few minutes to read the information below, which describes several statutory provisions applicable to limited liability companies.

**Company name:** The certificate of organization shows the exact name of the LLC as set forth in its articles of organization. If the LLC 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 limited liability company 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 §§ 13.1-1015 and 13.1-1018 of the Code of Virginia. *The sole duty of the registered agent is to forward to the LLC 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 LLC will be mailed to the registered agent at the registered office address on file in the office of the clerk of the Commission.

The LLC may change its registered agent and/or the address of its registered office on the records of the Commission by filing a Statement of Change of Registered Office and/or Registered Agent on form LLC-1016. The LLC must promptly file a Statement of Change 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, a member or manager of the LLC, a member or manager of a limited liability company that is a member or manager of the LLC, an officer or director of a corporation that is a member or manager of the LLC, a general partner of a general or limited partnership that is a member or manager of the LLC, or a trustee of a business trust that is a member or manager of the LLC (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. The Statement of Change form can be completed and filed online at [sccfile.scc.virginia.gov](http://sccfile.scc.virginia.gov) or obtained in paper format upon [request](#) from the Clerk’s Office. There is no fee associated with the filing of this form.

**Principal office:** The principal office is the office where the principal executive offices of the LLC are located. See § 13.1-1002 of the Code of Virginia. It is also the location at which the LLC is required to keep a current list of the full name and last known address of each member of the LLC, as well as the other limited liability company information and records specified in § 13.1-1028 of the Code of Virginia.

The LLC may change the address of its principal office on the records of the Commission by filing a Statement of Change of Principal Office on form LLC-1018.1. The Statement of Change can be completed and filed online at [sccfile.scc.virginia.gov](http://sccfile.scc.virginia.gov) or obtained in paper format upon [request](#) from the Clerk’s Office. There is no fee associated with the filing of this form.

**Annual registration fees:** Each year after the year of its formation, the LLC will be assessed an annual registration fee of \$50 by the Commission as of the first day of the second month preceding the month in which it was formed. Notice of the assessment will be mailed to the LLC’s registered agent at the registered office address. The Commission must receive the annual registration fee payment on or before the last day of the month in which the LLC was formed or a \$25 penalty will be imposed. *Postmarks are not considered.* See §§ 13.1-1062 and 13.1-1064 of the Code of Virginia. Annual registration fees may be paid online at [sccfile.scc.virginia.gov](http://sccfile.scc.virginia.gov).

**Automatic cancellation:** If the annual registration fee is not paid on or before the last day of the third month following its due date, the LLC’s existence will be automatically canceled by operation of law. See § 13.1-1050.2 of the Code of Virginia.

**Voluntary cancellation:** The LLC may voluntarily have its existence canceled by delivering to the Clerk’s Office articles of cancellation along with the \$25 filing fee. See § 13.1-1050 of the Code of Virginia. The articles of cancellation can be prepared using form LLC-1050, which can be downloaded with its instructions from the Clerk’s Office Forms and Fees [webpage](#) or obtained in paper format by contacting the Clerk’s Office. If articles of cancellation are received, processed and filed with the Commission on or before the annual registration fee due date, the LLC will not be required to pay the annual registration fee assessment for that year.

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

**Raising capital:** A person who intends to solicit money or property from other persons to finance the operation of a business may need to first file certain information with the Commission’s Division of Securities and Retail Franchising pursuant to the Virginia Securities Act. See § 13.1-501 *et seq.* of the Code of Virginia. For more information, visit [www.scc.virginia.gov/srf/lawsregs.aspx](http://www.scc.virginia.gov/srf/lawsregs.aspx) or contact the Division of Securities & Retail Franchising, P.O. Box 1197, Richmond, VA 23218-1197, (804) 371-9051.