



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

LLC-1078

GUIDE FOR ARTICLES OF ORGANIZATION SURRENDER

(08/16) (Virginia limited liability company to be domesticated under the laws of another jurisdiction)

ARTICLES OF ORGANIZATION SURRENDER OF  
*(name of limited liability company)*

The undersigned, on behalf of the Virginia limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 14 of the Code of Virginia, states as follows:

1. The name of the limited liability company immediately before the filing of these articles of organization surrender is *(name of limited liability company)*.
2. The jurisdiction in which the limited liability company is to be domesticated is *(new jurisdiction of organization)*, and upon its domestication under the laws of that jurisdiction, the name of the limited liability company will be *(name of limited liability company in new jurisdiction of organization)*.
3. The plan of domestication, pursuant to § 13.1-1075 of the Code of Virginia, is set forth as follows:
  - A. The limited liability company is presently domesticated under the laws of Virginia.
  - B. *(Set forth the terms and conditions of the domestication, including any additional provisions that are related to the domestication.)*
4. These articles of organization surrender are being filed in connection with the domestication of the limited liability company as a foreign limited liability company to be organized under the laws of another jurisdiction and the limited liability company is surrendering its certificate of organization under the laws of Virginia.
5. The plan of domestication was adopted by limited liability company in accordance with the provisions of § 13.1-1076 of the Code of Virginia. *(See Instructions for requisite vote.)*
6. The limited liability company hereby revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was organized in this Commonwealth.
7. The limited liability company's mailing address to which the clerk may mail a copy of any process served on him as the limited liability company's agent is *(insert mailing address)*.
8. The limited liability company hereby commits to notify the clerk of the Commission in the future of any change in the mailing address of the limited liability company.

Signed in the name of the limited liability company by:

_____	_____
<i>(signature)</i>	<i>(date)</i>
_____	_____
<i>(printed name)</i>	<i>(title (e.g., manager or member))</i>
_____	_____
<i>(limited liability company's SCC ID no.)</i>	<i>(telephone number (optional))</i>

*(Include the following statement, if needed. See Instructions.)*

The person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company.

*(The articles of organization surrender must be signed (i) by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or (ii) if no managers or other such persons have been selected, by any member of the limited liability company. See § 13.1-1003 of the Code of Virginia.)*

**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).

**THIS FORM IS TO BE USED AS A GUIDE ONLY.**

**REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THE ARTICLES.**

## INSTRUCTIONS TO FORM LLC-1078

Guideform LLC-1078 has been produced by the Clerk's Office as a guide to help you prepare the limited liability company's articles of organization surrender. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type the articles, and if using this form as a guide, inserting appropriate information and omitting all inapplicable portions (such as the Commission's seal, and italicized instructions).

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 each margin. Use only one side of a page. Set the point size of the text to make the words easy to read.

This guideform can download as a Word document from our website at [http://www.scc.virginia.gov/clk/dom\\_llc.aspx](http://www.scc.virginia.gov/clk/dom_llc.aspx).

**Approval:** The plan of domestication must be approved by **all** of the members, unless the articles of organization or a written operating agreement provides otherwise, or a written operating agreement provides that an amendment to the company's operating agreement may be approved by a lesser number or percentage of members, in which case the plan of domestication shall be likewise approved. See § 13.1-1076 of the Code of Virginia.

**Signature.** See the italicized paragraph below the signature area on the front of the guideform.

If the person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company, but the person's title is not "manager" or "member," the articles must set forth that the person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. The delegation of this authority, without this statement, will not be inferred when the articles are signed by a person with an officer title, such as "president."

The person signing the articles of entity conversion must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature.

**Important:** A person signing on behalf of a business entity that is a manager or member of the limited liability company must set forth the business entity's name, the business entity's title as to the limited liability company (e.g., "manager"), the person's printed name, the person's title as to the business entity. See § 13.1-1003 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 § 13.1-1006 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 Limited Liability Company Act have been paid by or on behalf of the limited liability company; provided, however, that an assessed annual registration fee does not have to be paid if these articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-1065 of the Code of Virginia.

Submit the signed articles to Office of the Clerk, 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 for the filing fee in the amount of **\$25.00**, payable to 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.

### NOTES

**Important:** A domestic limited liability company not required by law to be a domestic limited liability company may become a foreign limited liability company if, and only if, the laws of the jurisdiction in which the limited liability company intends to domesticate allows for the domestication. See § 13.1-1074 of the Code of Virginia.

The limited liability company shall automatically cease to be a Virginia limited liability company when the certificate of organization surrender becomes effective. See § 13.1-1078 of the Code of Virginia.

The terms and conditions of the plan of domestication may not alter the ownership proportion and relative rights, preferences, and limitations of the interests of the limited liability company. See § 13.1-1075 of the Code of Virginia.

If the limited liability company intends to continue to transact business in the Commonwealth as a foreign limited liability company after domestication, then, within thirty days after the effective date of the certificate of organization surrender, it must deliver to the Commission an application for a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-1052 of the Code of Virginia together with a copy of its instrument of domestication and articles of organization and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of limited liability company records in the state or country under whose laws it is organized or domesticated. See § 13.1-1078 of the Code of Virginia.