

NOTICE TO FOREIGN LIMITED LIABILITY COMPANIES

Welcome to Virginia. 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 registration shows the exact name of the limited liability company as set forth in its articles of organization, as amended, or, in the case of a foreign limited liability company that was required to designate a name for use in Virginia, the designated name followed by the company's exact name in parentheses. If the limited liability company 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 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. *Court papers served on and notices mailed or delivered to the registered agent at the registered office address are deemed to have been received by the limited liability company as a matter of law.* Official notices and correspondence from the Commission to the company will be mailed to the registered agent.

The limited liability company may change its registered agent or registered office address on record with the Commission at any time at no cost. Such change can be accomplished only by filing form LLC-1016, a pre-printed Commission-prescribed form that must be obtained from and filed in the Clerk's Office of the Commission. The limited liability company must promptly file form LLC-1016 if the 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 limited liability company, a member or manager of a limited liability company that is a member or manager of the limited liability company, an officer or director of a corporation that is a member or manager of the limited liability company, a general partner of a general or limited partnership that is a member or manager of the limited liability company, or a trustee of a business trust that is a member or manager of the limited liability company (when that was the basis for his qualification as registered agent), or (iv) is a business entity that has its existence canceled or terminated or its authority to transact business in Virginia canceled or revoked.

Annual registration fees: On July 1 of each year after the year of registration, the limited liability company will be assessed an annual registration fee of \$50 by the Commission. Notice of the assessment will be mailed in mid-July to the limited liability company's registered agent at the registered office address. The Commission must receive the company's annual registration fee payment on or before October 1, or a \$25 penalty will be imposed. *Postmarks are not considered.* If the annual registration fee is unpaid as of December 31, the limited liability company's certificate of registration to transact business in Virginia will be automatically canceled by operation of law. See §§ 13.1-1056.2, 13.1-1062, 13.1-1063 and 13.1-1064 of the Code of Virginia.

Amendments, mergers, domestications and entity conversions: A foreign limited liability company that files an amendment or merger or instrument of domestication 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 limited liability company records in the state or other jurisdiction under whose law the company is organized. If an amendment, merger or domestication changes the name of the limited liability company or any other statement in the application for registration, the authenticated copy of the document must be accompanied by form LLC-1055. See §§ 13.1-1055 and 13.1-1060 of the Code of Virginia. In addition, if the company files an instrument of entity conversion in its home jurisdiction, the resulting entity, if it intends to continue transacting business in Virginia, must promptly apply for and obtain a certificate of authority or registration from the Commission. Otherwise, it must file an authenticated copy of the instrument of entity conversion and a certificate of cancellation in the Clerk's Office within 30 days of the instrument's effective date. See § 13.1-1060.1 of the Code of Virginia.

Voluntary cancellation of certificate: A foreign limited liability company may voluntarily have its certificate of registration canceled by delivering to the Clerk's Office a properly completed certificate of cancellation on Commission-prescribed form LLC-1056 along with the filing fee. See § 13.1-1056 of the Code of Virginia. If form LLC-1056 is received, processed and filed by the Commission on or before October 1, the limited liability company will not be required to pay the annual registration fee for that year.

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