

## 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 ("LLC") as set forth in its articles or certificate of organization, as amended, or, if the LLC was required to designate a name for use in Virginia, the designated name followed by the LLC's exact name in parentheses. 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 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. *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, or a member or manager of a limited liability company, an officer or director of a corporation, a general partner of a general or limited partnership, 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. 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 registration to transact business in Virginia, 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 registered. Notice of the assessment will be mailed to the LLC's Virginia 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 registered 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 registration to transact business in Virginia will be automatically canceled by operation of law. See § 13.1-1056.1 of the Code of Virginia.

Voluntary cancellation of certificate: The LLC may voluntarily have its certificate of registration canceled by delivering to the Clerk's Office an application for a certificate of cancellation on form LLC-1056 along with the \$25 filing fee. See § 13.1-1056 of the Code of Virginia. The form 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 the application is 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.

Amendments, mergers, and domestications: If the LLC files an instrument of amendment, merger or domestication in its home jurisdiction, it must file an authenticated copy of the document in the Clerk's Office within 30 days after the document's effective date. The authenticated copy must include a certification 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 LLC is organized, indicating that it is a true and correct copy of the filed document. If the document changes the name of the LLC or any other statement in the application for registration, the authenticated copy must be accompanied by form LLC-1055, 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. See §§ 13.1-1055 and 13.1-1060 of the Code of Virginia.

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.