



LLC-1052  
(06/16)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

APPLICATION FOR A CERTIFICATE OF REGISTRATION TO TRANSACT  
BUSINESS IN VIRGINIA AS A FOREIGN LIMITED LIABILITY COMPANY

Provide a  
Certified  
Copy of the  
Formation  
Document,  
as Amended

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

LLC's name: \_\_\_\_\_

Designated name (if required): \_\_\_\_\_

State or other jurisdiction of organization: \_\_\_\_\_

Date of formation: \_\_\_\_\_ Period of duration: \_\_\_\_\_

(Mark if applicable)  The LLC was previously authorized or registered to transact business in Virginia as a foreign business entity. (See Instructions.) **Set forth additional information on an attachment.**

The post office address, including the street and number, of the LLC's principal office is

\_\_\_\_\_  
(number/street) (city or town) (state) (zip)

The LLC's registered agent in VIRGINIA is \_\_\_\_\_.

The registered agent is (mark appropriate box):

(1) an INDIVIDUAL who is a resident of Virginia **and**

- 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.
- a trustee of a trust that is a member or manager of the LLC.
- a member of the Virginia State Bar.

**OR**

(2)  a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

The LLC's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

\_\_\_\_\_, VA \_\_\_\_\_  
(number/street) (city or town) (zip)

which is physically located in the  county **or**  city of \_\_\_\_\_.

The Clerk of the Commission is hereby irrevocably appointed as the agent of the limited liability company for service of process if (i) the company fails to maintain a registered agent in Virginia as required by § 13.1-1015 of the Code of Virginia, (ii) the registered agent's authority has been revoked, (iii) the registered agent has resigned, or (iv) the registered agent cannot be found or served with the exercise of reasonable diligence.

The LLC affirms that it is a "foreign limited liability company" as defined in § 13.1-1002 of the Code of Virginia.

Signed in the name of the foreign limited liability company by:

\_\_\_\_\_  
(signature) (date) (telephone number (optional))

\_\_\_\_\_  
(printed name) (title) (see Instructions for examples of acceptable titles)

The person signing above has been delegated the right and power to manage the LLC's business and affairs.

**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).

## INSTRUCTIONS TO FORM LLC-1052

The application is a Commission-prescribed form that must be filed with the Commission by a foreign limited liability company ("LLC") in order to obtain a certificate of registration to transact business in Virginia. It must be completed in the English language, typewritten or printed in black, legible and reproducible, and presented on uniformly white, opaque paper, free of visible watermarks and background logos. See § 13.1-1052 of the Code of Virginia. Visit [www.scc.virginia.gov/clk/for\\_llc.aspx](http://www.scc.virginia.gov/clk/for_llc.aspx) to complete a pdf-fillable version.

**STEP 1:** Obtain a **certified or otherwise authenticated copy** of the LLC's articles of organization or other constituent documents, and all amendments and corrections thereto, filed in the foreign LLC's state or other jurisdiction of organization, **authenticated within the past 12 months** by the Secretary of State or other public official having custody of limited liability company records in the state or other jurisdiction of its organization. The certificate of the public custodian of limited liability company records must indicate that each document is a "**true and correct copy**" of the official records, or words to that effect. **These certified documents must be submitted with the application.** See § 13.1-1052 of the Code of Virginia. (Note: A certificate of existence, fact, or good standing is not sufficient, acceptable, or needed.)

**Name:** Set forth the name of the LLC exactly as it appears in its organizational instrument, as amended, without alteration or abbreviation.

If the limited liability company's name does not contain the abbreviation L.C., LC, L.L.C. or LLC, or the words limited company or limited liability company, it must adopt a designated name for use in Virginia that adds one of the foregoing to its name.

The LLC's name or, if its name is not available, its designated name must be distinguishable upon the records of the Commission. See § 13.1-1012 of the Code of Virginia. To check the availability of a LLC name or a designated name, visit <https://sccefile.scc.virginia.gov/NameAvailability> or contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

**Period of duration:** Set forth the date on which the LLC's existence is set to expire or indicate that its existence is "perpetual."

**Prior registration:** If the LLC was previously authorized or registered to transact business in Virginia as a foreign corporation, limited liability company, business trust, limited partnership or registered limited liability partnership, with respect to every such prior authorization or registration, set forth **on an attachment** the name of the entity, the entity's type, the state or other jurisdiction of incorporation, organization or formation, and the identification number that was issued to the entity by the Commission.

The **principal office** is the office where the principal executive offices of the limited liability company are located. See § 13.1-1002 of the Code of Virginia. The address of the principal office must include a street and number if one is associated with the principal office's location. A rural route and box number may only be used if no street address is associated with the principal office's location. A post office box is not acceptable given the aforementioned statutory provision.

The LLC may not serve as its own **registered agent**. The LLC may have only one registered agent in Virginia.

The **registered office** must be identical to the business office of the registered agent, and the address of the registered office must include a street and number if one is associated with the registered office's location. See § 13.1-1015 of the Code of Virginia. A rural route and box number may only be used if no street address is associated with the registered office's location. Set forth the name of the county or independent city in which the registered office is physically located. When the registered office address lists a town, the application needs to list the county in which the town is located.

**Signature:** The application must be signed by (i) a manager of the LLC, (ii) a person (with a different title) who has been delegated the right and power to manage the business and affairs of the LLC (which requires checking the box below the signature area, (iii) if no managers or such other persons have been selected, any member of the LLC, or (iv) a person who is authorized to sign an amendment to the articles of organization or other constituent documents delivered for filing to 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 formed. (Note: The title "**owner**" is not acceptable.)

**IMPORTANT:** The printed name and title of the person who signs must be set forth next to the signature. An individual signing on behalf of a business entity that is (i) a manager or member of the LLC, or (ii) authorized to sign post-formation documents on behalf of the LLC, **must set forth** the business entity's name, the capacity in which the business entity is signing on behalf of the LLC, the individual's printed name, and the capacity in which he or she is signing on behalf of 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.***

Submit the signed application and the original certified copy of the limited liability company's formation instrument, as amended, to the Clerk of the 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 **\$100.00**, payable to the State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

**Note:** If the articles of the LLC provide that its sole and specific purpose is to render a "professional service," as that term is defined in § 13.1-1102 of the Code of Virginia (i.e., a **professional limited liability company**), set forth on an attachment the name and address of each member, manager, employee, and agent of the LLC who will be providing the professional service in Virginia and whether those members, managers, employees, and agents are duly licensed or otherwise legally qualified to perform the professional service in Virginia. See § 13.1-1105 of the Code of Virginia.