



LLC-1056  
(05/16)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

APPLICATION FOR A CERTIFICATE OF CANCELLATION  
OF A FOREIGN LIMITED LIABILITY COMPANY  
REGISTERED TO TRANSACT BUSINESS IN VIRGINIA

FILING  
FEE:  
\$25.00

The undersigned, on behalf of the foreign limited liability company named below, pursuant to § 13.1-1056 of the Code of Virginia, hereby makes this application for a certificate of cancellation and states as follows:

1. The name of the limited liability company is \_\_\_\_\_.
2. The name of the state or other jurisdiction under whose law the company is or was formed is \_\_\_\_\_.
3. The identification number issued by the Commission to the company is \_\_\_\_\_.
4. **[Only mark this box if the statement is true]:**  
 The limited liability company (i) was a party to a statutory merger permitted by the laws of the state or other jurisdiction under whose laws it was organized and it was not the survivor of that merger, or (ii) has converted to another type of entity under the laws of the state or other jurisdiction under whose law it was formed.
5. The limited liability company 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 registered to transact business in Virginia.
6. The mailing address to which the Commission may mail a copy of any process served on the Clerk of the Commission as agent for the limited liability company is \_\_\_\_\_.
7. The limited liability company is not transacting business in Virginia, surrenders its registration to transact business in Virginia, and commits to notify the Clerk of the Commission in the future of any change in its mailing address.

Signed on behalf of the limited liability company by:

(signature)	(date)
(printed name)	(telephone number (optional))
(title (e.g., manager or member))	(See Instructions for acceptable titles and required notations.)

CHECK IF APPLICABLE (See Instructions):

- The person signing this application on behalf of the limited liability company has been delegated the right and power to manage the company'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).

**REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.**

Correspondence regarding the filing of this document will be sent to the address on a cover letter, if any. Otherwise, it will be sent to the address of the registered agent unless a name and address is set forth below.

\_\_\_\_\_

(name)

\_\_\_\_\_

(mailing address)

## INSTRUCTIONS TO FORM LLC-1056

This form must be used whenever a foreign limited liability company that is authorized to transact business in Virginia desires to have its certificate of registration voluntarily canceled. See § 13.1-1056 of the Code of Virginia.

The application must be in the English language, typewritten or printed in black, legible and reproducible, and it must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

This form can be downloaded from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx).

The application must set forth the exact name of the limited liability company as it is currently on file with the Commission. Include the limited liability company's designated name for use in Virginia (in parentheses), if one was adopted.

### Signing Requirements

If the limited liability company has not been merged, consolidated or converted, the application 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 such other persons have been selected, by any member of the limited liability company, or (iii) by 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 it is formed, or (iv) if the limited liability company is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary. See § 13.1-1003 of the Code of Virginia.

If the limited liability company has been merged into or consolidated with another business entity, or has converted into another type of business entity, the application must be signed by a person who is authorized to act on behalf of the surviving or resulting business entity.

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 limited liability company, or (ii) the surviving or resulting entity of a merger or consolidation with or conversion by the limited liability company, must set forth his or her printed name, the person's title as to the business entity or surviving or resulting entity, the entity's name, and entity's title as to the limited liability company (e.g., manager, member, surviving entity, etc.). 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.***

This application 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 the Commission issues the certificate of cancellation on or before the due date of the annual registration fee payment. See § 13.1-1065 of the Code of Virginia.

The signed application may be submitted to the Clerk's Office for review and processing as a PDF Submission by visiting <https://sccfile.scc.virginia.gov/Business>. (This requires a user account and payment of a small convenience fee.)

The signed application also may be submitted on paper to State Corporation Commission, Office of the Clerk, 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** made payable to 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.

### NOTES

Until cancellation has been completed (or the limited liability company's certificate of registration to transact business is canceled for failure to pay its annual registration fee or maintain a registered office and registered agent), the limited liability company will remain active on the Commission's records and remain liable for the assessment and payment of annual registration fees, even though the limited liability company has had its existence canceled in its home jurisdiction, has stopped transacting business in Virginia, or has wound up its affairs.

If the foreign limited liability company has merged or converted into an entity that is not registered or applying for registration to transact business in Virginia (see below), the application will need to be accompanied by a certified copy of the instrument of merger or entity conversion, authenticated by the Secretary of State or custodian of limited liability company records of the state or jurisdiction under whose laws the limited liability company is formed, with \$25.00 for the filing fee to record that instrument.

An application for a certificate of cancellation does not need to be filed with the Commission on behalf of a foreign limited liability company that has been merged into another entity or converted into another type of entity if (i) the surviving entity is authorized or registered to transact business in Virginia or the surviving or resulting entity files an application for authority or registration to transact business in Virginia within 30 days of the effective date of the merger or conversion, and (ii) a certified copy of the instrument of merger or conversion, duly authenticated by the Secretary of State or other official having custody of business entity records, is filed with the Commission on behalf of the surviving or resulting entity within 30 days of the effective date of the merger or conversion, or with its application for authority or registration to transact business in Virginia. See §§ 13.1-1060 and 13.1-1060.1 of the Code of Virginia.