



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF DOMESTICATION  
(Foreign limited liability company intending to  
become a Virginia limited liability company)

LLC-1077  
(08/16)

ARTICLES OF DOMESTICATION OF  
(foreign limited liability company's name)

The undersigned, on behalf of the foreign 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 foreign limited liability company immediately before the filing of these articles of domestication is (foreign limited liability company's name). Upon the filing of these articles, the name of the limited liability company shall be (Virginia limited liability company's name).
2. The limited liability company was originally formed, organized, or incorporated under the laws of (state or other jurisdiction) on (date) as a (entity type) with the name (original name). *(If the limited liability company subsequently changed its entity type or jurisdiction of formation, organization, or incorporation, set forth the effective date of the change and the limited liability company's name, entity type, and jurisdiction of formation, organization, or incorporation upon consummation of each change.)*
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 (state or other jurisdiction of organization), and the jurisdiction in which the limited liability company is to be domesticated is the Commonwealth of Virginia.
  - B. The full text of the amended and restated articles of organization of the limited liability company that will be in effect upon consummation of the domestication is attached hereto.
  - C. *(Set forth the additional terms and conditions of the domestication, including any additional provisions that are related to the domestication.)*
4. The domestication is permitted by the laws of the jurisdiction in which the limited liability company is organized immediately before the filing of these articles, and the limited liability company has complied with those laws in effecting the domestication.

Executed in the name of the limited liability company by:

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

*(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 must be signed (i) by a manager, (ii) by a person (with a different title) who has been delegated the right and power to manage the business and affairs of the company (which requires the inclusion of the statement above this paragraph), (iii) if no managers or such other persons have been selected, by any member, or (iv) 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 the limited liability company is formed before the filing of the articles of domestication. 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-1077

Guideform LLC-1077 has been produced by the Commission as a guide to help you prepare the limited liability company's articles of domestication. 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 inapplicable text (such as the Commission's seal, the first four lines of the guideform's caption, and the italicized portions).

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 be downloaded as a Word file from our website at [www.scc.virginia.gov/clk/for\\_llc.aspx](http://www.scc.virginia.gov/clk/for_llc.aspx).

**Name:** The name of a Virginia limited liability must contain the words **limited company** or **limited liability company** or the abbreviation **L.C.**, **LC**, **L.L.C.** or **LLC**. The proposed 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 limited liability company name, visit our website at <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.

**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 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. (Note: The title "**owner**" is not acceptable.)

**Important:** A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, the business entity's title as to the limited liability company (e.g., manager or member), the person'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.

The **amended and restated articles of organization** that will be in effect upon consummation of the domestication must comply with the requirements of Chapter 12 of Title 13.1 of the Code of Virginia and must be attached to the articles of domestication. Form LLC-1011, which contains the minimum provisions required by Virginia law to be set forth in the articles of organization of a Virginia limited liability company, may be downloaded from our website at [www.scc.virginia.gov/clk/dom\\_llc.aspx](http://www.scc.virginia.gov/clk/dom_llc.aspx). Change the caption to Amended and Restated Articles of Organization.

***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.***

The articles of domestication may not be filed with the Commission until all fees and penalties assessed, imposed, or to be collected by the Commission under the Virginia Limited Liability Company Act have been paid by or on behalf of the foreign limited liability company. See § 13.1-1065 of the Code of Virginia.

Submit the signed articles of domestication and amended and restated articles of organization 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 **\$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.

### NOTES

A foreign limited liability company's existence as a Virginia limited liability company shall begin when the certificate of domestication is effective. See § 13.1-1077 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 a foreign limited liability company is authorized to transact business in Virginia at the time of the filing of the articles of domestication, its certificate of registration shall be canceled automatically on the effective time and date of the certificate of domestication issued by the Commission. See § 13.1-1077 of the Code of Virginia.