

# Form SCC21.2 – Expedited Service Request

## Information & Instructions

Revised: January 16, 2017

### SCC eFile

Virginia stock corporations and limited liability companies, whose purpose is to conduct general business activities, can be formed online, in real time, using SCC eFile Express **without** having to pay an expedited service fee. SCC eFile can also be used to change, without payment of an expedited service fee, the registered agent or registered office address of a Virginia or foreign corporation, limited liability company, limited partnership or business trust, or the principal office address of a limited liability company.

Post-formation documents that are eligible for online submission using the SCC eFile PDF submission option can be expedited, *subject to the conditions set forth below*, except that (i) the Expedited Service Request form is not needed and (ii) documents submitted while the Commission is closed shall be deemed to have been received by the Clerk's Office at the start of the next business day on which the Commission is open.

Visit <https://sccefile.scc.virginia.gov> for more information about SCC eFile and the transactions it supports.

### General Considerations

The Clerk's Office of the State Corporation Commission will use its best efforts to timely review and process business entity documents that are submitted for expedited service in accordance with these instructions and procedures.

Expedited service requests will be processed, to the extent possible, in the order in which they are received. *No document submitted for regular processing will be upgraded to receive expedited processing until Form SCC 21.2 and the requisite expedite fee(s) are received by the appropriate staff in the Clerk's Office and the staff locates the document.*

The following transactions are **not subject to expedited services**: requests for reinstatement packets; providing copies of filed documents and certificates of fact, including *certificates of good standing and existence*; *UCC filings*; tax lien filings; *registered agent resignations*; *annual report filings*; annual continuation report filings; *annual registration fee payments*; and service of process. These matters are only subject to regular processing, but most of the *italicized* transactions can be completed in real time through [SCC eFile](#).

### Request Requirements

An Expedited Service Request form (Form SCC21.2) must be completed and placed on **top** of each business entity document that is submitted on paper for expedited service (so the submission can be readily identified as a request for expedited service). Generally, each document that is to be expedited requires its own expedite form and fee. See Multiple Submissions, below, for additional information and exceptions.

Payment for all required fees (including expedite, filing, charter/entrance, reinstatement and information order fees) must accompany the expedited service request. Include one check for the total of all fees related to the submission.

The Expedited Service Request form has been prescribed by the Clerk's Office and, therefore, may not include information that is not called for on the form. Additional information and requests may be included in a cover letter, which should be placed immediately behind the Expedited Service Request form.

### Hand Deliveries

To ensure that a hand-delivered document is promptly identified as an "expedite" at the time of delivery, it must be presented to the information desk of the Clerk's Office either (i) removed from its envelope (or with no envelope), with an Expedited Service Request form (SCC21.2) on top, or (ii) in an envelope that prominently displays the words "FORM SCC21.2 ENCLOSED."

(Note: "Hand deliveries" do not include documents delivered to the Commission by overnight delivery companies.)

## Overnight Deliveries

Overnight delivery companies are required to make deliveries to the Commission's mailroom. They do not make their deliveries to the information desk of the Clerk's Office. Accordingly, there is usually a delay between the time that an overnight delivery is received by the Commission's mailroom and the time that it is received and identified as an expedited submission by the staff of the Clerk's Office.

## Multiple Submissions

Each document submitted for expedited service must be accompanied by an Expedited Service Request form (on top, in duplicate) and a separate expedited service fee payment, unless the document is required for the expedited processing of a reinstatement application.

Example 1: Articles of dissolution and articles of termination are submitted for a Virginia corporation. To expedite the filing of both of these documents, an expedited service fee of \$50.00 will be charged for each document.

Example 2: An application for reinstatement is submitted for a terminated corporation, along with articles of amendment for a required name change. To expedite the filing of both submissions, a single expedited service fee of \$50.00 will be charged.

If two or more documents that relate to the same entity or transaction are submitted on the same day for expedited service, they should be submitted together. This will facilitate our concurrent processing of the documents. If the submissions include documents from Category A and Category C, the Category A submission should be presented on top, even if the customer's cover letter requests the Clerk's Office to file the Category C document first. If a single cover letter has been prepared for multiple submissions (which is preferred), the original or a copy of the cover letter should be placed behind the Expedited Service Request form for each submission.

## Categories of Expedited Service

### Category A – Business Entity Documents listed in Schedule A

Entails the review and processing of any document listed in Schedule A.

Same Day Service – \$200

Next Day Service – \$100

### Category B – Preliminary Review of a Document listed in Schedule A (2<sup>nd</sup> Business Day Service only)

Entails the review of a draft of any document listed in Schedule A to determine if it contains a deficiency that would make the document unacceptable if submitted for filing. Subsequent, modified drafts of a document that was submitted for preliminary review will be examined at no additional charge if the revised drafts are submitted with Form SCC21.2 within 30 days of the initial submission. The resubmission should include the original submission's document control number (DCN), if known. (The DCN is printed on the receipt for the initial submission's expedited service fee.)

**Note: Preliminary review is not the equivalent of pre-filing clearance.** Overlooked deficiencies will not be waived if recognized when a document is presented for filing.

Preliminary review is only available through an expedited service request. The Clerk's Office does not offer regular processing of a preliminary review request.

Initial Submissions and resubmissions more than 30 days after the Initial Submission – \$50

Resubmissions within 30 days of Initial Submission – No Charge

## Category C – Business Entity Documents listed in Schedule C

Entails the review and processing of any document listed in Schedule C.

Next Day Service – \$50

## Category D – Business Entity Applications for Reinstatement

Entails the review and processing of an application for reinstatement or restoration of a Virginia business entity's existence, a foreign business entity's certificate of authority or registration to transact business in Virginia, or a Virginia or foreign partnership's or limited partnership's status as a registered limited liability partnership, along with any other documents that are required to be filed to obtain reinstatement or restoration.

(Note: Requests for a reinstatement instruction packet, which lists all of the requirements for reinstatement, are normally processed promptly and are not subject to expedited service.)

Next Day Service – \$50

## Expedited Service Schedule

Same Day Service – Documents received in the Clerk's Office by 10:00 a.m. will be processed by 4:00 p.m. on the day of receipt.

Next Day Service – Documents received in the Clerk's Office by 2:00 p.m. will be processed by 4:00 p.m. on the next business day after receipt.

2<sup>nd</sup> Business Day Service – Documents received in the Clerk's Office by 2:00 p.m. will be processed by 4:00 p.m. on the 2<sup>nd</sup> business day after receipt.

A document accompanied by a request for expedited service is considered "received" when it is received and identified as an "expedite" by the Clerk's Office staff that processes such expedited documents.

The above schedules for the anticipated completion of expedited services are based on full business days (8:15 a.m. – 5:00 p.m.). When the Commission is closed for all or part of a day due to a [holiday](#) or emergency (e.g., inclement weather), the schedules will be extended for a like period of time.

The Clerk's Office strives to provide expedited services as promptly as possible. A request for Next Day Service does not preclude Same Day Service when that can be reasonably accomplished.

## Effective Dates

Virginia Business Entities – Documents submitted for filing by a Virginia business entity are effective when filed with the Commission or upon the issuance of a certificate by the Commission, unless a delayed effective date is permitted by statute and set forth in the document. See §§ 13.1-606, 13.1-806, 13.1-1004, 13.1-1203, 50-73.17 and 50-73.83 of the Code of Virginia. (Note: It is not sufficient to request a delayed effective date in the cover letter that accompanies the document.)

Foreign (Non-Virginia) Business Entities – Documents submitted for filing by a foreign business entity are effective when filed with the Commission or upon the issuance of a certificate by the Commission. See §§ 13.1-606, 13.1-806, 13.1-1004, 13.1-1203, and 50-73.17 of the Code of Virginia. (Note: There is no provision in the Code of Virginia for a delayed effective date with respect to the filing of a foreign business entity document. Also, a foreign business entity document may not be filed with the Commission unless it is effective in the foreign business entity's home jurisdiction.)

To obtain the earliest possible effective date in accordance with the schedule for expedited services, the document MUST (1) be presented with an Expedited Service Request form, (2) be accompanied by payment for all required fees and (3) **be acceptable for filing as presented to the Commission**. Otherwise, the document will become effective when all deficiencies are remedied and it is reviewed, processed and filed.

## Return of Evidence

The evidence of a document's filing in the Clerk's Office of the Commission consists of a receipt addressed to the customer and, when the Code of Virginia so provides, a certificate issued by the Commission. The evidence of an expedited document's filing will be sent or made available in accordance with the method selected on the expedite form. Only one method may be selected.

When evidence is to be sent by email, customer-supplied information on the expedite form must be completed in typed format, using the PDF-fillable version of the form (which forces the email address to be displayed in uppercase letters), and two duplicate, original copies of the completed form must be submitted. Forms completed by hand or typewriter are not acceptable for the sending of evidence by email.

When evidence is to be sent using an overnight delivery company, the customer must provide a completed waybill. For Federal Express, the waybill must include the barcode generated from the Federal Express website. Waybills completed by hand are not acceptable for the sending of evidence via Federal Express.

If a customer does not comply with the requirements for the selected method of sending the evidence (e.g., a hand-completed expedite form is submitted that requests the evidence by Email), the evidence will be sent by First-Class Mail.

## Deficiencies, Corrections and Rejections

If a document submitted for any Category of expedited service contains a deficiency, the customer's contact person will be notified of all identified deficiencies, within the timeframe for the requested service, by telephone (messages will be left on voicemail) or, if an attempt to reach a customer by telephone is unsuccessful, by email.

For a Category A, C or D submission, the customer will have until 3:00 p.m. of the second business day following the date of notice to correct all deficiencies and make the document acceptable for filing. If the customer presents a revised submission to correct the deficiencies before the deadline, the document will be processed from the time the revised submission is received as if the revised submission was the original submission. A revised document will be reviewed under the service level originally requested, and if it still contains deficiencies, another revised submission may be presented by 3:00 p.m. of the second business day after notice of the additional deficiencies. An unlimited number of revised submissions may be tendered to correct the deficiencies in an expedited document, provided that they are received before the deadline established by each deficiency notice. No additional expedited service fee will be required for any revised submission that is received before the deadline established by a deficiency notice.

If a revised Category A, C or D submission is not received within the time allotted to correct identified deficiencies, the document will be rejected and returned to the customer, and the expedited service fee shall be deemed fully utilized. Any resubmission of the document thereafter will require a new expedited service fee (and request form) if the resubmitted document is to be processed as an expedite.

## Information Orders

The Clerk's Office does not offer expedited service for the processing of a request for a certified or an uncertified copy of a filed document, or a certificate of the existence or nonexistence of any fact appearing from the official records of the Commission. However, a certificate of good standing for a Virginia or foreign corporation and a certificate of fact of the existence or registration of a Virginia or foreign limited liability company can be obtained online, in real time, through [SCC eFile](#).

When a cover letter accompanying a document submitted for expedited processing includes an information order request, the evidence of the expedited document's filing (receipt, order, certificate, etc.) and the copies or certificates issued pursuant to the information order request will be forwarded to the customer separately. Therefore, if a customer wants both the evidence of the expedited filing and the documents to be issued for a related information order request returned by overnight delivery carrier, the customer must provide two computer-generated waybills with the expedited submission. See the Return of Evidence section, above.

Note: In most instances there will be a delay between the filing of an expedited document and the fulfillment of a related information order request.

Send the completed Expedited Service Request form with a check payable to “State Corporation Commission” for all required fees to Office of the Clerk, State Corporation Commission, FORM SCC21.2 ENCLOSED, P. O. Box 1197, Richmond, VA 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> floor, Richmond, VA 23219). The Expedite form needs to be placed on top of each document submitted for Expedited service so we can readily identify the submission as an Expedite when the papers are removed from the envelope. If you have any questions, call (804) 371-9733 or toll-free in Virginia, (866) 722-2551. To obtain the current version of this form, visit our web site at [www.scc.virginia.gov/clk/expsvc.aspx](http://www.scc.virginia.gov/clk/expsvc.aspx).

[Schedules A and C are on the next page.]

**Schedule A: Business Entity Formation Documents, Amendments, Mergers, etc.**

**Corporations, Stock and Nonstock**

- (1) Articles of Incorporation
- (2) Articles of Correction
- (3) Articles of Amendment or Restatement
- (4) Articles of Merger or Share Exchange
- (5) Articles of Entity Conversion
- (6) Articles of Domestication
- (7) Articles of Incorporation Surrender
- (8) Application for a Certificate of Authority (as a foreign Corp.)
- (9) Amended Application for a Certificate of Authority
- (10) Application for a Certificate of Withdrawal (for a foreign Corp.)

**Limited Liability Companies**

- (1) Articles of Organization
- (2) Articles of Correction
- (3) Articles of Amendment or Restatement
- (4) Articles of Merger
- (5) Articles of Entity Conversion
- (6) Articles of Domestication
- (7) Articles of Organization Surrender
- (8) Articles of Cancellation (for a Virginia LLC)
- (9) Application for a Certificate of Registration as a Foreign LLC
- (10) Amended Application for Registration as a Foreign LLC
- (11) Application for a Certificate of Cancellation of a Foreign LLC

**Limited Partnerships**

- (1) Certificate of Limited Partnership
- (2) Amended and Restated Certificate of Limited Partnership
- (3) Certificate of Amendment to Certificate of Limited Partnership
- (4) Articles of Merger
- (5) Certificate of Cancellation – Virginia Limited Partnership
- (6) Application for a Certificate of Registration as a Foreign LP
- (7) Amended Application for Registration as a Foreign LP
- (8) Application for a Certificate of Cancellation of a Foreign LP

**General Partnerships**

- (1) Statement of Partnership Authority
- (2) Amendment to Partnership Statement
- (3) Cancellation of Partnership Statement
- (4) Renewal of a Statement of Partnership Authority
- (5) Statement of Denial
- (6) Statement of Dissociation
- (7) Statement of Dissolution
- (8) Statement of Merger

**Registered Limited Liability Partnerships**

- (1) Statement of Registration as a Virginia LLP
- (2) Statement of Registration as a Foreign LLP
- (3) Statement of Amendment
- (4) Statement of Cancellation of a Virginia LLP
- (5) Statement of Cancellation of a Foreign LLP

**Business Trusts**

- (1) Articles of Trust
- (2) Articles of Correction
- (3) Articles of Amendment
- (4) Articles of Restatement
- (5) Articles of Merger
- (6) Articles of Domestication
- (7) Articles of Trust Surrender
- (8) Articles of Entity Conversion
- (9) Articles of Cancellation – Virginia Business Trust
- (10) Application for a Certificate of Registration as a Foreign BT
- (11) Amended Application for Registration as a Foreign BT
- (12) Application for a Certificate of Cancellation of a Foreign BT



**Schedule C: Business Entity Documents – Other**

**Corporations, Stock and Nonstock**

- (1) Articles of Dissolution
- (2) Articles of Termination of Corporate Existence
- (3) Articles of Revocation of Dissolution
- (4) Name Reservation Application
- (5) Name Reservation Renewal
- (6) Transfer of Reserved Name
- (7) Application for Registered Name
- (8) Registered Name Release
- (9) Fictitious Name Filing
- (10) Release of Fictitious Name
- (11) Change of Registered Office/Registered Agent

**Limited Liability Companies**

- (1) Name Reservation Application
- (2) Name Reservation Renewal
- (3) Transfer of Reserved Name
- (4) Fictitious Name Filing
- (5) Release of Fictitious Name
- (6) Change of Registered Office/Registered Agent
- (7) Change of Principal Office Address

**Limited Partnerships**

- (1) Name Reservation Application
- (2) Name Reservation Renewal
- (3) Transfer of Reserved Name
- (4) Fictitious Name Filing
- (5) Release of Fictitious Name
- (6) Change of Registered Office/Registered Agent

**Registered Limited Liability Partnerships**

- (1) Change of Registered Office/Registered Agent

**Business Trusts**

- (1) Name Reservation Application
- (2) Name Reservation Renewal
- (3) Transfer of Reserved Name
- (4) Change of Registered Office/Registered Agent