

# Application for a Certificate of Cancellation to Cancel a Certificate of Registration to Transact Business in Virginia by a Foreign Limited Liability Company Instructions

<b>Filing Requirements</b>									
Pay all fees and penalties before submitting this application to the Commission. If the Commission issues the certificate of cancellation on or before the annual registration fee due date, payment of the registration fee for the current year is not required.									
Filing this form with the Commission on behalf of a foreign company that has been merged into another entity or converted into another type of entity is not required <b>if</b> : (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, <b>and</b> (ii) a certified copy of the instrument of merger or conversion authenticated by the Secretary of State or other public official with custody of corporate 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.									
<b>Required Fees</b>									
<b>Filing Fee: \$25.00</b>	<b>Additional Filing Fee: \$25.00</b> – 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, the application must be accompanied by a certified copy of the instrument of merger or entity conversion, authenticated by the Secretary of State or custodian of company records of the state or jurisdiction under whose laws the company is formed, with the filing fee to record that instrument.								
<b>File Online Today</b>	<b>Paper Filing</b>								
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file a certificate of cancellation of a Foreign Virginia Limited Liability Company Registered to Transact Business in Virginia in real time.	Download from <a href="https://scc.virginia.gov/pages/Foreign-Limited-Liability-Companies">https://scc.virginia.gov/pages/Foreign-Limited-Liability-Companies</a> complete, print, and mail or deliver to below address:								
<b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%;"><b>State Corporation Commission</b></td> <td style="width: 40%;"><b>Courier Delivery Address</b></td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1<sup>st</sup> floor</td> </tr> <tr> <td>P.O. Box 1197</td> <td>Richmond, VA 23219</td> </tr> <tr> <td>Richmond, VA 23218-1197</td> <td></td> </tr> </table>	<b>State Corporation Commission</b>	<b>Courier Delivery Address</b>	Clerk's Office	1300 E. Main St, 1 <sup>st</sup> floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
<b>State Corporation Commission</b>	<b>Courier Delivery Address</b>								
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Richmond, VA 23218-1197									
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>								

## Note

A company that has had its existence canceled in its home jurisdiction, has stopped transacting business in Virginia, or has wound up its affairs will remain active on the Commission's records and will remain liable for paying annual registration fees until cancellation has been completed (or the 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).

## Specific Instructions

### I Name

Provide the name of the company exactly as it appears on record with the Commission. Include the company's designated name for use in Virginia (in parentheses), if one was adopted.

### III Identification Number

To obtain the company's SCC ID number, visit <https://cis.scc.virginia.gov>, or contact the Clerk's Office.

### Signature

If the company has **not** been merged, consolidated or converted, one of the following with the right and power to manage the company's business affairs must sign the application:

- a manager or other selected person
- a member (e.g., an owner is a member), if there is no manager or other person selected
- a person authorized to sign an amendment to the articles of organization or other constituent documents or other official having custody of company records

- a receiver, trustee, or other court-appointed fiduciary, if applicable

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

Include the signature, printed name, position title (e.g., manager or member), and date signed. 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.). Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

## Important Information

The application must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- size 8 1/2" x 11"
- no visible watermarks or background logos
- minimum 1.25" top margin and 0.75" all other sides

**Do not include Personally Identifiable Information**, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).

