

# INSTRUCTIONS TO FORM SCC722.5-FN – GUIDE FOR ARTICLES OF DOMESTICATION

(Virginia stock corporation to be domesticated under the laws of another jurisdiction)

<b>Filing Requirements</b>									
Pay all fees and penalties before submitting articles to the Commission. If the Commission issues the certificate of domestication on or before the annual registration fee due date, payment of the registration fee for the current year is not required.									
<b>Required Fees</b>	<b>Filing Fee: \$25.00</b>								
File Online Today	Paper Filing								
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to submit for filing articles of domestication in real time.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Stock-Corporations">https://scc.virginia.gov/pages/Virginia-Stock-Corporations</a> complete, print, and mail or deliver to:								
<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	
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P.O. Box 1197	Richmond, VA 23219								
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>								

The terms and conditions of the plan of domestication may not alter the designation, rights, preferences or limitations of all or part of the authorized shares except to the extent required to conform to the requirements of Chapter 9 of Title 13.1 of the Code of Virginia.

If all of the shareholders consented to the domestication, in paragraph 4 set forth the statement in part A (and omit part B). If the shareholders' consent was less than unanimous, in paragraph 4 provide the information required in both (1) and (2) of part B. The plan of domestication must be approved by each group entitled to vote on the plan by more than two-thirds of all votes entitled to be cast by that voting group, unless the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, so long as the vote provided for is not less than a majority of all votes cast on the plan by each voting group entitled to vote at a meeting at which a quorum of the voting group exists. See §§ 13.1-722.3 and 13.1-722.5 of the Code of Virginia.

The articles of domestication must be signed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name of the person signing and his or her corporate title below or next to the signature.

### NOTE

The corporation shall automatically cease to be a Virginia corporation when the certificate of domestication becomes effective.

If, after domestication, the former Virginia corporation intends to continue to transact business in Virginia as a foreign corporation, then, within thirty days after the effective date of the certificate of domestication, it must deliver to the Commission an application for a certificate of authority to transact business in Virginia pursuant to § 13.1-759 of the Code of Virginia together with a copy of its instrument of domestication and articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose laws it is incorporated or domesticated.

### Important Information

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

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

**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).



# GUIDE FOR ARTICLES OF DOMESTICATION

(Virginia stock corporation to be domesticated under the laws of another jurisdiction)

The Commission produced this guide to help you prepare the corporation's articles of domestication. You *must* prepare your articles as a separate document, using this form as a guide only, inserting appropriate information and omitting all inapplicable text (like the header, seal of the Commission, and the italicized portions).

**NOTE:** A marked-up version of this guide **will not** be accepted.

## ARTICLES OF DOMESTICATION OF

(name of corporation)

The undersigned, on behalf of the stock corporation named below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

1. The name of the corporation is (name of corporation).
2. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:
  - A. The jurisdiction in which the corporation is to be domesticated is (new jurisdiction of incorporation).
  - B. Upon its domestication in the foregoing jurisdiction, the name of the corporation will be (name of corporation in new jurisdiction of incorporation).
  - C. *(Set forth the terms, conditions and any additional provisions of the plan of domestication.)*
3. These articles of domestication are being filed in connection with the domestication of the corporation as a foreign stock corporation to be incorporated under the laws of another jurisdiction.
4. *(Set forth how the plan of domestication was adopted by the shareholders of the corporation using A or B, below, whichever is applicable.)*
  - A. The plan of domestication was adopted by the unanimous consent of the shareholders. **OR**
  - B. The plan of domestication was adopted by the board of directors and was duly approved by the shareholders on (date) in the manner required by Chapter 9 of Title 13.1 of the Code of Virginia and by the articles of incorporation.
5. The corporation hereby 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 incorporated under the laws of Virginia.
6. The corporation's mailing address to which the clerk may mail a copy of any process served on the clerk as the corporation's agent is (insert mailing address).
7. The corporation hereby commits to notify the clerk of the Commission in the future of any change in the mailing address of the corporation.

Executed in the name of the corporation by:

\_\_\_\_\_  
*(signature)*

\_\_\_\_\_  
*(printed name)*

\_\_\_\_\_  
*(corporation's SCC ID no.)*

\_\_\_\_\_  
*(date)*

\_\_\_\_\_  
*(corporate title)*

\_\_\_\_\_  
*(telephone number (optional))*