

**INSTRUCTIONS TO FORM LLC-1011.1 – GUIDE FOR ARTICLES OF CORRECTION TO THE ARTICLES OF ORGANIZATION OF A VIRGINIA LIMITED LIABILITY COMPANY**

<b>Filing Requirements</b>									
Pay all fees and penalties before submitting these articles to the commission. If these articles are filed with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required prior to filing the articles.									
<b>Required Fees</b>	<b>Filing Fee: \$25.00</b>								
<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 articles of correction to the articles of organization of a Virginia Limited Liability Company in real time.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Limited-Liability-Companies">https://scc.virginia.gov/pages/Virginia-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 border="0"> <tr> <td><b>State Corporation Commission</b></td> <td><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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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>								

**Specific Instructions**

A limited liability company may file articles of correction at any time only to **correct** a name or address specified in the articles of organization that was **inadvertently or improperly** set forth.

The articles must be signed 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 if no managers or other such persons have been selected, by any member of the limited liability company, or if the limited liability company has been formed without any managers or members and no members have been admitted, by an organizer or 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.

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. A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, his or her 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.

**IMPORTANT:** If the articles are being signed by a person who is not a manager or member, but who has been delegated the right and power to manage the business and affairs of the limited liability company, a statement to this effect must be set forth in the articles. See the sample statement on the guideform below the signature area. The delegation of the right and power to manage the business and affairs of the limited liability company will not be inferred from execution of the articles by a person whose title is "president" or any other officer of the limited liability company.

***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.***

**NOTE:** When the name of the registered agent and address of the registered office were correctly set forth in the articles of organization, any change to that information must be accomplished by filing a statement of change on form LLC-1016, which can be **filed online** in real time by visiting our website at <https://cis.scc.virginia.gov>. A request for a paper version of this form can also be made via the Commission's website at <https://scc.virginia.gov/pages/Online-Forms-Request>. No fee is associated with the filing of a statement of change.

**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
- 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).



# Guide for Articles of Correction to the Articles of Organization of a Virginia Limited Liability Company

The Commission produced this guide to help you prepare the articles of correction to the articles of organization of a Virginia limited liability company. 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 CORRECTION OF

(limited liability company's name as currently on record with the SCC)

The undersigned, on behalf of the limited liability company set forth below, pursuant to § 13.1-1011.1 of the Code of Virginia, states as follows:

1. The name of the limited liability company is \_\_\_\_\_ *(name currently on record with the SCC)*.
2. *(Set forth a statement of the nature of the error necessitating each correction.)*
3. *(Set forth the text of each correction. **NOTE:** Articles of correction can correct only a name or address specified in the articles of organization that was inadvertently or improperly set forth.)*
4. *(Set forth the manner by which the correction(s) was (were) adopted on behalf of the limited liability company; only set forth the applicable option listed below.)*

The correction(s) to the articles of organization was (were) approved:

Option A: By a majority vote of the managers.

Option B: By a majority vote of the members entitled to vote. Manager action was not required because the limited liability company was formed without any managers and no managers have been appointed.

Option C: By a vote of at least [insert the supermajority fraction or percentage] of the members entitled to vote as required by the articles of organization. Manager action was not required because the limited liability company was formed without any managers and no managers have been appointed.

Option D: By a majority vote of the organizers of the limited liability company. Neither manager nor member action was required because the limited liability company was formed without any managers or members, and no members have been admitted.

Executed in the name of the limited liability company by:

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

\_\_\_\_\_ *(printed name)* \_\_\_\_\_ *(title (e.g., manager or member))*

\_\_\_\_\_ *(limited liability company's SCC ID no.)* \_\_\_\_\_ *(telephone number (optional))*

*(If applicable, set forth the following statement: The person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. See instructions.)*

*(The articles must be executed in the name of the limited liability company by any manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company, or if the limited liability company was formed without any managers or members and no members have been admitted, by an organizer.)*