INSTRUCTIONS TO FORM SCC898.5-FN – GUIDE FOR ARTICLES OF DOMESTICATION

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

Filing Requirements	
Pay all fees and penalties before submitting articles to the Common or before the annual registration fee due date, payment of the registration fee due date.	ission. If the Commission issues the certificate of domestication on stration fee for the current year is not required.
Required Fees Filing Fee: \$25.00	
File Online Today	Paper Filing
Visit <u>https://cis.scc.virginia.gov</u> to submit for filing articles of domestication in real time.	Download from <u>https://scc.virginia.gov/pages/Virginia-Nonstock-</u> <u>Corporations</u> complete, print, and mail or deliver to:
Questions? Visit the CIS help page at <u>https://scc.virginia.gov/pages/CIS-Help</u> for how-to guides, answers to frequently asked questions, and helpful videos.	State Corporation Commission Clerk's OfficeCourier Delivery Address 1300 E. Main St, 1st floor Richmond, VA 23218-1197State Corporation Commission Clerk's Office Richmond, VA 23218-1197Courier Delivery Address 1300 E. Main St, 1st floor
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. DO NOT SEND CASH .

If all of the members consented to the domestication, in paragraph 4 set forth the statement in part A (and omit parts B and C). If the members' 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. If the corporation has no members or no members with voting rights, in paragraph 4 set forth the appropriate statement in part C (and omit parts A and B).

The articles of domestication must be <u>signed</u> 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 and the 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 § 13.1-921 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
 size 8 1/2" x 11"
- one-sided

- minimum 1.25" top margin and 0.75" all other sides
- 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 <u>www.scc.virginia.gov/clk</u>.

Form SCC898.5-FN (Rev. 07/21)



GUIDE FOR ARTICLES OF DOMESTICATION

(Virginia nonstock 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)

1. The name of the corporation is <u>(name of corporation)</u>

2. The plan of domestication, pursuant to § 13.1-898.2 of the Code of Virginia, is set forth as follows:

- A. The jurisdiction in which the corporation is to be domesticated is <u>(new jurisdiction of incorporation)</u>.
- 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 nonstock corporation to be incorporated under the laws of another jurisdiction.
- 4. (Set forth how the plan of domestication was adopted on behalf of the corporation using A, B or C, below, whichever is applicable.)
 - A. The plan of domestication was adopted by the unanimous consent of the members.
 - B. The plan of domestication was proposed by the board of directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:
 - (1) Either (a) the total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan was:

Voting group

Total votes FOR

Total votes AGAINST

<u>Or</u> (b) the total number of undisputed votes cast for the plan separately by each voting group was: Voting group Total undisputed votes **FOR**

- (2) And the number cast for the plan by each voting group was sufficient for approval by that voting group.
- C. The plan was adopted at a meeting of the board of directors held on <u>(date)</u> by a vote of a majority of the directors in office. Member approval of the plan was not required because: (Set forth either (1) or (2), below.)
 - (1) The corporation has no members. <u>Or</u>
 - (2) The corporation has no members with voting rights.
- 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 _______.
- 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)	(date)	
(printed name)	(corporate title)	
(corporation's SCC ID no.)	(telephone number (optional))	
THIS FORM IS TO BE USED AS A GUIDE ONLY.		