# **INSTRUCTIONS TO FORM LLC-1078 – GUIDE FOR THE ARTICLES OF DOMESTICATION**

(Virginia limited liability company to be domesticated under the laws of another jurisdiction)

Filing Requirements					
	penalties before submitting these articles to the negistration feedue date, payment of the registration feedue				
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 of a Virginia Limited Liability Company in real time.		Download from <u>https://scc.virginia.gov/pages/Virginia-Limited-Liability-</u> <u>Companies</u> complete, print, and mail or deliver to:			
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.		State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197	<b>Courier Delivery Address</b> 1300 E. Main St, 1 <sup>st</sup> floor Richmond, VA 23219		
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.			

The terms and conditions of the plan of domestication may not alter the ownership proportion and relative rights, preferences, and limitations of the interests of the limited liability company.

The plan of domestication must be approved by <u>all</u> of the members, unless the articles of organization or a written operating agreement provides otherwise, or a written operating agreement provides that an amendment to the company's operating agreement may be approved by a lesser number or percentage of members, in which case the plan of domestication shall be likewise approved.

The articles of domestication must be signed by:

- a manager or a person with a different title (e.g., president) who has been delegated the right and power to manage the company's business and affairs, or
- a member (an owner is known as a member), if there is no manager or other person with management authority.

If signing on behalf of a manager or member that is a business entity, also include the business entity's name, the capacity in which the business entity is signing on behalf of the LLC, and the printed name and title of the person signing on behalf of the business entity.

### NOTE

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

If the limited liability company intends to continue to transact business in the Commonwealth as a foreign limited liability company after domestication, 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 registration to transact business in the Commonwealth pursuant to § 13.1-1052 of the Code of Virginia together with a copy of its instrument of domestication and articles of organization and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of limited liability company records in the state or country under whose laws it is organized 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
  - 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 <a href="http://www.scc.virginia.gov/clk">www.scc.virginia.gov/clk</a>.



**GUIDE FOR ARTICLES OF DOMESTICATION** 

(Virginia limited liability company to be domesticated under the laws of another jurisdiction)

State Corporation Commission

The Commission produced this guide to help you prepare the limited liability company'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 limited liability company)

The undersigned, on behalf of the Virginia limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 14 of the Code of Virginia, states as follows:

- The name of the limited liability company immediately before the filing of these articles of domestication is (name of 1 limited liability company).
- 2. The jurisdiction in which the limited liability company is to be domesticated is (new jurisdiction of organization), and upon its domestication under the laws of that jurisdiction, the name of the limited liability company will be (name of limited liability company in new jurisdiction of organization).
- 3. The plan of domestication, pursuant to § 13.1-1075 of the Code of Virginia, is set forth as follows:
  - A. The limited liability company is presently domesticated under the laws of Virginia.
  - B. (Set forth the terms and conditions of the domestication, including any additional provisions that are related to the domestication.)
- These articles of domestication are being filed in connection with the domestication of the limited liability company as a 4 foreign limited liability company to be organized under the laws of another jurisdiction and the limited liability company is surrendering its certificate of organization under the laws of Virginia.
- 5. The plan of domestication was adopted by limited liability company in accordance with the provisions of § 13.1-1076 of the Code of Virginia. (See Instructions for requisite vote.)
- The limited liability company hereby revokes the authority of its registered agent to accept service on its behalf and 6. 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 organized in this Commonwealth.
- 7. The limited liability company's mailing address to which the clerk may mail a copy of any process served on him as the limited liability company's agent is (insert mailing address).
- The limited liability company hereby commits to notify the clerk of the Commission in the future of any change in the 8. mailing address of the limited liability company.

(If the person signing has management authority but is not a "manager," include) The person signing this document has been delegated the right and power to manage the company's business and affairs.

Signed in the name of the limited liability company by:

(signature)	(date)	(tel. # (optional))
(printed name)	(title)	(email address (optional))
(LLC's SCC ID #)	(business tel. # (optional))	(business email address (optional))

# THIS FORM IS TO BE USED AS A GUIDE ONLY.