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

## Filing Requirements

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 **if**:

(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, **and** 

(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.

#### **Required Fees**

**Filing Fee: \$25.00**Additional Filing Fee: \$25.00 – 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.			
File Online Today Paper Filing			
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:		
Questions? 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.	State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197	Courier Delivery Address 1300 E. Main St, 1st 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.		

#### 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

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 <a href="https://www.scc.virginia.gov/clk">www.scc.virginia.gov/clk</a>.



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

Pursuant to § 13.1-1056 of the Code of Virginia, the undersigned, on behalf of the foreign limited liability company named below, states as follows:

	Name				
	Provide a name and mailing address for left blank, correspondence will be sent				
В	usiness Tel. # (optional)	Business Email Address (optional)			
Pr	inted Name	Title	Email Address (optional)		
Si	gnature	Date	Tel. # (optional)		
	e person signing this application has been of affirms the above statements are true.	delegated the right and power to man	age the company's business affairs		
	,	Signature			
	☐ It is not required to file any return or p		<b>.</b>		
/II	Virginia, and commits to notify the Clerk of The limited liability company certifies that ☐ It has filed returns and has paid all state.	(Mark appropriate box.)	· ·		
/II	The limited liability company is not transact				
/I	A mailing address to which the Commission may mail a copy of any process served on the Clerk of the Commission as agent for the limited liability company:				
/	The limited liability company 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 registered to transact business in Virginia.				
V	<ul> <li>✓ (Only mark this box if the statement is true.)</li> <li>□ The limited liability company (i) was a party to a statutory merger permitted by the laws of the state or other jurisdiction under whose laws it was organized and it was not the survivor of that merger, or (ii) has converted to another type of entity under the laws of the state or other jurisdiction under whose law it was formed.</li> </ul>				
	The LLC's SCC ID Number:				
I	The name of the state or other jurisdiction under whose law the LLC is or was formed:				
	The limited liability company's name:				

Required Fee: \$25.00