

# Instructions to Form SCC767/929 - Application for a Certificate of Withdrawal of a Foreign Corporation Authorized to Transact Business in Virginia

| <b>Filing Requirements</b>  |  |                                     |                                 |                |  |               |                    |                         |  |
|---|--|-------------------------------------|---------------------------------|----------------|--|---------------|--------------------|-------------------------|--|
| Pay all fees and penalties before submitting this application to the Commission. If the Commission issues a certificate of withdrawal 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 corporation that has been merged into another entity or converted into another type of entity is not required <b>if</b> :<br>(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, <b>and</b><br>(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   | <b>Filing Fee: \$10.00</b>   |                                     |                                 |                |  |               |                    |                         |  |
| File Online Today   | Paper Filing   |                                     |                                 |                |  |               |                    |                         |  |
| Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file an application for certificate of withdrawal in real time.  | Download from <a href="https://scc.virginia.gov/pages/Foreign-Corporations">https://scc.virginia.gov/pages/Foreign-Corporations</a> complete, print, and mail or deliver to below address:   |                                     |                                 |                |  |               |                    |                         |  |
| <b>Questions?</b><br>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: 50%;"><b>State Corporation Commission</b></td> <td style="width: 50%;"><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 |  |
| <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   |  |                                     |                                 |                |  |               |                    |                         |  |
| Pay online with a credit card or eCheck. No additional processing fees apply for filing online.   | Include a check payable to State Corporation Commission.<br><b>DO NOT SEND CASH.</b>   |                                     |                                 |                |  |               |                    |                         |  |

## Note

A corporation that has had its existence terminated in its home jurisdiction, has stopped transacting business in Virginia, or has wound up its affairs will remain active on the Commission's records, will remain liable for paying annual registration fees, and will be responsible for filing annual reports until a certificate of withdrawal has been recorded in the Clerk's Office of the Commission (or until the corporation's certificate of authority to transact business is revoked for failure to file its annual report, pay its annual registration fee, or maintain a registered office and registered agent).

## Specific Instructions

### I Name

State the exact name of the corporation as currently on file with the Commission. Include the corporation's designated name for use in Virginia, if one was adopted.

### III Merger, Consolidation, or Conversion

If the foreign corporation has been merged into another business entity that is not authorized or registered to transact business in Virginia, or has been converted to another type of entity that is not registering to transact business in Virginia, the business entity that was the survivor of the merger, or the resulting entity of the conversion, must file in this office (i) the application for withdrawal and (ii) a certified copy of the instrument of merger or instrument of conversion, authenticated as a true and correct copy by the Secretary of State or other custodian of corporate records of the state or other jurisdiction under whose law the foreign corporation is or was incorporated.

### Signature

If the corporation has **not** been merged, consolidated or converted, one of the following must sign the application:

- the chairman or any vice-chairman of the corporation's board of directors
  - the president
  - any officer authorized to act on behalf of the corporation
  - a receiver, trustee or other court-appointed fiduciary
- Include the printed name and corporate title next to the signature. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

If the corporation 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 name of the surviving or resulting entity and the printed name and title of the person who signs on behalf of the surviving or resulting entity next to the signature.

## 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
- 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).



Form  
**SCC767/  
 929**  
 (Rev. 09/21)

## Application for a Certificate of Withdrawal of a Foreign Corporation Authorized to Transact Business in Virginia

State Corporation Commission

Pursuant to § 13.1-767 or § 13.1-929 of the Code of Virginia, the undersigned, on behalf of the foreign corporation set forth below, states as follows:

- I        The corporation's name:  
 \_\_\_\_\_
  
- II       The name of the state or other jurisdiction under whose law the corporation is or was incorporated:  
 \_\_\_\_\_
  
- III     **(Only mark this box if the statement is true.)**  
 The corporation (i) was a party to a statutory merger permitted by the laws of the state or other jurisdiction under whose law it was organized and it was not the survivor of that merger, (ii) has consolidated with another entity, or (iii) has converted to another type of entity under the laws of the state or other jurisdiction under whose law it was incorporated.
  
- IV     The corporation 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 authorized to transact business in Virginia.
  
- V       A mailing address to which the Clerk of the Commission may mail a copy of any process served on the Clerk as agent for the corporation:  
 \_\_\_\_\_
  
- VI     The corporation is not transacting business in Virginia, surrenders its authority to transact business in Virginia, and commits to notify the Clerk of the Commission of any future change in its mailing address.
  
- VII    The corporation certifies that: **(Mark appropriate box.)**  
 It has filed returns and has paid all state taxes to the time of this application; **or**  
 It is not required to file any return or pay any state taxes.

**Signature**

The person signing this application certifies the statements and other information provided herein to be true, under penalty of law.

|                        |                            |                                   |
|------------------------|----------------------------|-----------------------------------|
| Signature              | Date                       | Tel. # (optional)                 |
| Printed Name           | Title                      | Email Address (optional)          |
| Corporation's SCC ID # | Business Tel. # (optional) | Business Email Address (optional) |

**Provide a name and mailing address for sending correspondence regarding the filing of this document (if left blank, correspondence will be sent to the registered agent at the registered office):**

\_\_\_\_\_  
 Name

\_\_\_\_\_  
 Address

**Required Fee: \$10.00**