

VIRGINIA ACTS OF ASSEMBLY -- 2000 SESSION

CHAPTER 537

An Act to amend and reenact §§ 13.1-1015, 50-73.4, and 50-73.135 of the Code of Virginia, relating to partnerships and limited liability companies; registered agent; trustees.

[H 1060]

Approved April 6, 2000

Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-1015, 50-73.4, and 50-73.135 of the Code of Virginia are amended and reenacted as follows:

§ 13.1-1015. Registered office and registered agent.

A. Each domestic limited liability company and each foreign limited liability company registered pursuant to Article 10 (§ 13.1-1051 et seq.) of this chapter shall continuously maintain in this Commonwealth:

1. A registered office that may be the same as any of its places of business; and

2. A registered agent who shall be either:

a. An individual who is a resident of this Commonwealth and is either (i) a member or manager of the limited liability company, (ii) an officer or director of a corporation that is a member or manager of the limited liability company, (iii) a general partner of a general or limited partnership that is a member or manager of the limited liability company, *(iv) a trustee of a trust that is a member of the limited liability company*, or ~~(iv)~~ (v) a member of the Virginia State Bar, and whose business office is identical with the registered office; or

b. A professional corporation, professional limited liability company or professional registered limited liability partnership registered under § 54.1-3902, the business office of which is identical with the registered office.

B. The sole duty of the registered agent is to forward to the limited liability company or foreign limited liability company at its last known address any notice that is served on the registered agent.

§ 50-73.4. Specified office and registered agent.

A. Each domestic limited partnership and each foreign limited partnership registered pursuant to Article 9 (§ 50-73.53 et seq.) of this chapter shall continuously maintain:

1. A specified office, which shall be a place of its business and which may but need not be within this Commonwealth, at which shall be kept the records required to be maintained by § 50-73.8; and

2. A registered agent who shall be either:

a. An individual who is a resident of this Commonwealth and is (i) a general partner of the limited partnership, (ii) an officer or director of a corporate general partner, (iii) a general partner of a general partner of the limited partnership, (iv) a member or manager of a limited liability company that is a general partner, (v) *a trustee of a trust that is a general partner of the registered limited liability partnership*, or (vi) a member of the Virginia State Bar; ~~or~~

b. A professional corporation or professional limited liability company registered under § 54.1-3902; *or*

c. An individual who is a trustee of a trust that is a general partner of the limited partnership.

A1. The business address of the registered agent shall be within this Commonwealth.

B. The sole duty of the registered agent is to forward to the limited partnership at its last known address any notice that is served on the registered agent.

§ 50-73.135. Registered office and registered agent.

A. Each registered limited liability partnership and each foreign registered limited liability partnership registered pursuant to this article shall continuously maintain in this Commonwealth:

1. A registered office that may be the same as any of its places of business; and

2. A registered agent who shall be either:

a. An individual who is a resident of this Commonwealth and is either (i) a general partner of the registered limited liability partnership, (ii) an officer or director of a corporate general partner of the registered limited liability partnership, (iii) a general partner of a general partner of the registered limited liability partnership, (iv) a member or manager of a limited liability company that is a general partner of the registered limited liability partnership, (v) *a trustee of a trust that is a general partner of the registered limited liability partnership*, or (vi) a member of the Virginia State Bar, and whose business office is identical with the registered office; or

b. A professional corporation or professional limited liability company, or limited liability partnership registered under § 54.1-3902, the business office of which is identical with the registered office.

B. The registered agent of a registered limited liability partnership or foreign registered limited liability partnership is the partnership's agent for service of process, notice, or demand required or

permitted by law to be served on the partnership. The sole duty of the registered agent is to forward to the registered limited liability partnership or foreign registered limited liability partnership at its last known address any process, notice or demand that is served on the registered agent.

C. A registered limited liability partnership or a foreign registered limited liability partnership may change its registered agent or the address of its registered office, or both, upon filing with the Commission a certificate of change on a form supplied by the Commission that sets forth:

1. The name of the partnership;
2. The address of its current registered office;
3. If the current address of its registered office is to be changed, the post-office address, including the street and number, if any, of the new address of its registered office, and the name of the city or county in which it is located;
4. The name of its current registered agent;
5. If the current registered agent is to be changed, the name of the new registered agent; and
6. That after the change or changes are made, the partnership will be in compliance with the requirements of ~~§ 50-73.135~~ *this section*.

D. Whenever its registered agent dies, resigns or ceases to satisfy the requirements of subsection A of ~~§ 50-73.135~~ *this section*, a registered limited liability partnership or foreign registered limited liability partnership shall promptly execute and file with the Commission a certificate of change.

E. If a registered agent changes his business address to another place within this Commonwealth, he shall change his address for any registered limited liability partnership or foreign registered limited liability partnership of which he is a registered agent by filing a certificate of change as required in subsection D, except that it need be signed, either manually or in facsimile, only by the registered agent and shall recite that a copy of the certificate has been mailed to the partnership at its principal office.

F. A registered agent may resign his agency appointment by signing and filing with the Commission a certificate of resignation accompanied by his certification that he has mailed a copy thereof by certified mail to the address of the principal office of the partnership set forth in the statement of registration for the registered limited liability partnership or foreign registered limited liability partnership. The agency appointment is terminated on the thirty-first day after the date on which the certificate was filed.

G. Whenever a registered limited liability partnership or a foreign registered limited liability partnership fails to appoint or maintain a registered agent in this Commonwealth or whenever its registered agent cannot with reasonable diligence be found at his address, the clerk of the Commission shall be the agent of the partnership upon whom service may be made in accordance with § 12.1-19.1.

H. This section does not prescribe the only means, or necessarily the required means, of serving a registered limited liability partnership or a foreign registered limited liability partnership.