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## SENATE BILL NO. 1001

Offered January 10, 2001

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*A BILL to amend and reenact §§ 13.1-1011, 13.1-1015, 50-73.4, 50-73.11, 50-73.132, and 50-73.135 of the Code of Virginia, relating to registered agents of limited liability companies, limited partnerships, and registered limited liability partnerships.*

\_\_\_\_\_  
Patron—Wampler

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Referred to Committee on Commerce and Labor

**Be it enacted by the General Assembly of Virginia:**

**1. That §§ 13.1-1011, 13.1-1015, 50-73.4, 50-73.11, 50-73.132, and 50-73.135 of the Code of Virginia are amended and reenacted as follows:**

§ 13.1-1011. Articles of organization.

A. The articles of organization shall set forth:

1. A name for the limited liability company that satisfies the requirements of § 13.1-1012;  
2. The post-office address, including the street and number, if any, of the limited liability company's initial registered office, the name of the city or county in which it is located, the name of its initial registered agent at that office, and that the agent is either (i) *an individual who is a resident of Virginia and either a member or manager of the limited liability company, an officer or director of a corporation that is a member or manager of the limited liability company, a general partner of a general or limited partnership that is a member or manager of the limited liability company, a trustee of a trust that is a member or manager of the limited liability company, or a member of the Virginia State Bar* or (ii) a professional corporation, professional limited liability company or registered limited liability partnership registered with the Virginia State Bar under § 54.1-3902; and

3. The post-office address, including the street and number, if any, of the principal office of the limited liability company, which may be the same as the registered office, but need not be within this Commonwealth.

B. The articles of organization may set forth any other matter that under this chapter is permitted to be set forth in an operating agreement of a limited liability company.

C. The articles of organization need not set forth any of the powers enumerated in this chapter.

§ 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 or manager of the limited liability company, or (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 registered limited liability partnership registered with the Virginia State Bar 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 of the limited partnership, (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 of the limited partnership, (v) a trustee of a trust that is a

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59 general partner of the ~~registered~~ limited liability partnership, or (vi) a member of the Virginia State Bar;  
60 or

61 b. A professional corporation, professional limited liability company or registered limited liability  
62 partnership registered with the Virginia State Bar under § 54.1-3902; ~~or~~

63 e. ~~An individual who is a trustee of a trust that is a general partner of the limited partnership.~~

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

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

67 § 50-73.11. Certificate of limited partnership.

68 A. In order to form a limited partnership, a certificate of limited partnership shall be executed and  
69 filed in the office of the Commission as set forth in § 50-73.17. The certificate shall set forth:

70 1. The name of the limited partnership that satisfies the requirements of § 50-73.2;

71 2. ~~[Repealed.]~~

72 ~~3.~~ The post-office address of the office at which the records required to be maintained by § 50-73.8  
73 are kept; the name, the *business* post-office address (including street and number, if any) of the  
74 registered agent required to be maintained by § 50-73.4, and that the agent is either (i) an individual  
75 who is a resident of Virginia and either a general partner of the limited partnership, an officer or  
76 director of a corporate general partner *of the limited partnership*, a general partner of a general partner  
77 of the limited partnership, a member or manager of a limited liability company that is a general partner  
78 *of the limited partnership, a trustee of a trust that is a general partner of the limited partnership*, or a  
79 member of the Virginia State Bar or (ii) a professional corporation ~~or~~, professional limited liability  
80 company *or registered limited liability partnership* registered *with the Virginia State Bar* under  
81 § 54.1-3902; and the name of the city or county in which each office is located;

82 4 3. The name and the post-office address, including the street and number, if any, of each general  
83 partner;

84 5 ~~through 10.~~ ~~[Repealed.]~~

85 ~~11~~ 4. The latest date upon which the limited partnership is to be dissolved and its affairs wound up;  
86 and

87 ~~12.~~ ~~[Repealed.]~~

88 ~~13~~ 5. Any other matters the general partners determine to include therein.

89 B. A limited partnership is formed at the time of the filing of the certificate of limited partnership in  
90 the office of the Commission as set forth in § 50-73.17 or at any later time specified in the certificate of  
91 limited partnership if, in either case, there has been substantial compliance with the requirements of this  
92 section.

93 § 50-73.132. Registered limited liability partnerships.

94 A. To become a registered limited liability partnership, a partnership shall file with the Commission  
95 a statement of registration as a registered limited liability partnership stating: the name of the  
96 partnership; the address of its principal office (which may, but need not be, located within the  
97 Commonwealth); the post office address, including the street and number, if any, of its initial registered  
98 office; the name of the city or county in which the registered office is located; the name of its initial  
99 registered agent at that office and that the agent is either (i) an individual who is a resident of Virginia  
100 and is either a general partner of the registered limited liability partnership, an officer or director of a  
101 corporate general partner of the registered limited liability partnership, a general partner of a general  
102 partner of the registered limited liability partnership, a member or manager of ~~the~~ a limited liability  
103 company that is a general partner of the registered limited liability partnership, *a trustee of a trust that*  
104 *is a general partner of the registered limited liability partnership*, or a member of the Virginia State Bar  
105 or (ii) a professional corporation, professional limited liability company, or registered limited liability  
106 partnership registered with the Virginia State Bar under § 54.1-3902; any other matters that the  
107 partnership determines to include; and that the partnership thereby applies for status as a registered  
108 limited liability partnership. A partnership becomes a registered limited liability partnership at the time  
109 of the filing of the initial statement of registration with the Commission or at any later date or time  
110 specified in the statement of registration as provided in subsection J of § 50-73.83.

111 B. The Commission shall register as a registered limited liability partnership any partnership that  
112 submits a completed statement of registration with the required fee.

113 C. The registration of a partnership as a registered limited liability partnership shall be approved by  
114 the partners in the manner provided in the partnership's partnership agreement for amendments to the  
115 partnership agreement or, if no provision is made in the partnership agreement, by all of the partners.

116 D. A partnership that has registered shall continue to be a registered limited liability partnership  
117 until:

118 1. Registration statement is revoked pursuant to subsection D of § 50-73.134; or

119 2. The partnership or limited partnership files with the Commission a statement of cancellation of  
120 registration under § 50-73.137.

E. A partnership that has been registered as a registered limited liability partnership under this chapter is, for all purposes, the same entity that existed before it registered.

§ 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 *registered* limited liability partnership registered *with the Virginia State Bar* 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 this section.

D. Whenever its registered agent dies, resigns or ceases to satisfy the requirements of subsection A of 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.