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SENATE BILL NO. 1001

AMENDMENT IN THE NATURE OF A SUBSTITUTE

(Proposed by the House Committee on Corporations, Insurance and Banking
on February 15, 2001)

(Patron Prior to Substitute—Senator Wampler)

A BILL to amend and reenact §§ 13.1-316, 13.1-619, 13.1-634, 13.1-637, 13.1-759, 13.1-763, 13.1-766, 13.1-819, 13.1-833, 13.1-836, 13.1-921, 13.1-925, 13.1-928, 13.1-1011, 13.1-1015, 13.1-1018, 50-73.4, 50-73.7, 50-73.11, 50-73.132, and 50-73.135 of the Code of Virginia, relating to registered agents.

Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-316, 13.1-619, 13.1-634, 13.1-637, 13.1-759, 13.1-763, 13.1-766, 13.1-819, 13.1-833, 13.1-836, 13.1-921, 13.1-925, 13.1-928, 13.1-1011, 13.1-1015, 13.1-1018, 50-73.4, 50-73.7, 50-73.11, 50-73.132, and 50-73.135 of the Code of Virginia are amended and reenacted as follows:

§ 13.1-316. Articles of incorporation.

Articles of incorporation shall be signed in triplicate by each of the incorporators and acknowledged by them, if natural persons, and, if associations, by the president and secretary of each such association, before an officer authorized to take acknowledgments, and shall state:

(a) The name of the association which shall not be the same as, or confusingly similar to, the name of any association or corporation, whether issuing shares or not issuing shares, existing under the laws of this Commonwealth, or the name of any foreign corporation, whether issuing shares or not issuing shares, authorized to transact business in this Commonwealth, or any corporate name reserved or registered as provided by law;

(b) The address of its initial registered office (including both (i) the post-office address with street and number, if any, and (ii) the name of the county or city in which it is located) and the name of its initial registered agent at such address and that ~~he~~ the agent is either (i) an individual who is a resident of Virginia and ~~that he is~~ either a director of the corporation or a member of the Virginia State Bar or (ii) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in this Commonwealth;

(c) Its purposes;

(d) Whether organized with or without capital stock; and if organized with capital stock, a description thereof in accordance with the requirements of § 13.1-619;

(e) If organized without capital stock, whether the property rights and interests of each member are equal or unequal; if unequal, the rule by which such rights and interests shall be determined;

(f) The maximum number of directors, not less than five, who are to manage the affairs of the association;

(g) The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as the initial directors;

(h) If the duration of a corporation is not to be perpetual, the period of its duration;

(i) The articles may also contain any other provisions, consistent with law for regulating the association's business or the conduct of its affairs, the establishment of election districts, the election of delegates to represent the members residing therein and the election of directors to represent such election districts, either directly or indirectly by said delegates, for voting by proxy or mail ballot and the issuance, retirement and transfer of membership certificates and stock.

§ 13.1-619. Articles of incorporation.

A. The articles of incorporation shall set forth:

1. A corporate name for the corporation that satisfies the requirements of § 13.1-630;

2. The number of shares the corporation is authorized to issue;

3. If more than one class of shares is authorized, the number of authorized shares of each class and a distinguishing designation for each class; and

4. The address of the corporation's initial registered office (including both (i) the post-office address with street and number, if any, and (ii) the name of the city or county in which it is located), and 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 director of the corporation or a member of the Virginia State Bar or (ii) a ~~professional~~ domestic or foreign stock or nonstock corporation, ~~professional~~ limited liability company, or registered limited liability partnership registered with the Virginia State Bar under § 54.1-3902 authorized to transact business in this Commonwealth.

B. The articles of incorporation may set forth:

1. The names and addresses of the individuals who are to serve as the initial directors;

2. Any provision defining or denying the preemptive right of shareholders to acquire unissued shares

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60 of the corporation;

61 3. Provisions not inconsistent with law:

62 a. Stating the purpose or purposes for which the corporation is organized;

63 b. Regarding the management of the business and regulation of the affairs of the corporation;

64 c. Defining, limiting, and regulating the powers of the corporation, its directors, and shareholders;

65 d. Establishing a par value for authorized shares or classes of shares; and

66 4. Any provision that under this chapter is required or permitted to be set forth in the bylaws.

67 C. The articles of incorporation need not set forth any of the corporate powers enumerated in this
68 chapter.

69 § 13.1-634. Registered office and registered agent.

70 A. Each corporation shall continuously maintain in this Commonwealth:

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

72 2. A registered agent, who shall be:

73 a. An individual who is a resident of this Commonwealth, ~~is and either~~ an officer or director of the
74 corporation or a member of the Virginia State Bar, and whose business office is identical with the
75 registered office; or

76 b. A ~~professional domestic or foreign stock or nonstock~~ corporation, ~~professional~~ limited liability
77 company or registered limited liability partnership ~~registered with the Virginia State Bar under the~~
78 ~~provisions of § 54.1-3902 authorized to transact business in this Commonwealth,~~ the business office of
79 which is identical with the registered office; *provided such a registered agent (i) shall not be its own*
80 *registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public,*
81 *one or more natural persons at the office of the registered agent upon whom any process, notice or*
82 *demand may be served and shall continuously maintain at least one such person at that office.*
83 *Whenever any such person accepts service, a photographic copy of such instrument shall be attached to*
84 *the return.*

85 B. The sole duty of the registered agent is to forward to the corporation at its last known address any
86 *process, notice or demand* that is served on the registered agent.

87 § 13.1-637. Service on corporation.

88 A. A corporation's registered agent is the corporation's agent for service of process, notice, or
89 demand required or permitted by law to be served on the corporation. The registered agent may by
90 instrument in writing, acknowledged before a notary public, designate a *natural* person or persons in the
91 office of the registered agent upon whom any such process, notice or demand may be served and may,
92 by instrument in writing, authorize service of process by facsimile by the sheriff, provided
93 ~~acknowledgement~~ *acknowledgement* of receipt of service is returned by facsimile to the sheriff. Whenever
94 any person so designated by the registered agent accepts service of process or whenever service is by
95 facsimile, a photographic copy of the instruments designating the person or authorizing the method of
96 service and receipt shall be attached to the return.

97 B. Whenever a corporation fails to appoint or maintain a registered agent in this Commonwealth, or
98 whenever its registered agent cannot with reasonable diligence be found at the registered office, then the
99 clerk of the Commission shall be an agent of the corporation upon whom service may be made in
100 accordance with § 12.1-19.1.

101 C. This section does not prescribe the only means, or necessarily the required means, of serving a
102 corporation.

103 § 13.1-759. Application for certificate of authority.

104 A. A foreign corporation may apply to the Commission for a certificate of authority to transact
105 business in this Commonwealth. The application shall be made on forms prescribed and furnished by the
106 Commission. The application shall set forth:

107 1. The name of the corporation;

108 2. The name of the state or country under whose law it is incorporated;

109 3. The date of incorporation and period of duration;

110 4. The street address of the foreign corporation's principal office;

111 5. The address of the proposed registered office of the foreign corporation in this Commonwealth
112 (including both (i) the post-office address with street and number, if any, and (ii) the name of the
113 county or city in which it is located) and the name of its proposed registered agent in this
114 Commonwealth at such address and that the registered agent is *either* (a) *an individual who is* a resident
115 of Virginia and *either* an officer or director of the corporation or a member of the Virginia State Bar or
116 (b) a ~~professional domestic or foreign stock or nonstock~~ corporation ~~or professional~~, limited liability
117 company ~~registered under the provisions of § 54.1-3902,~~ *or registered limited liability partnership*
118 *authorized to transact business in this Commonwealth,* the business office of which is identical with the
119 registered office;

120 6. The names and usual business addresses of the current directors and officers of the foreign
121 corporation; and

7. The number of shares the corporation is authorized to issue, itemized by classes and series, if any, within a class.

B. The foreign corporation shall deliver with the completed application a copy of its articles of incorporation and all amendments thereto duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated.

C. If the Commission finds that the application complies with the requirements of law and that all required fees have been paid, it shall issue a certificate of authority to transact business in this Commonwealth.

§ 13.1-763. Registered office and registered agent of foreign corporation.

A. Each foreign corporation authorized to transact business in this Commonwealth 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, ~~which agent~~ *who* shall be:

a. *An individual who is a resident of Virginia who is and either an officer or director of the corporation or a member of the Virginia State Bar, and whose business address* ~~office~~ is identical with the registered office; or

b. ~~A professional domestic or foreign stock or nonstock corporation, professional~~ limited liability company or registered limited liability partnership ~~registered with the Virginia State Bar under the provisions of § 54.1-3902 authorized to transact business in this Commonwealth,~~ the business office of which is identical with the registered office; *provided such a registered agent (i) shall not be its own registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public, one or more natural persons at the office of the registered agent upon whom any process, notice or demand may be served and shall continuously maintain at least one such person at that office. Whenever any such person accepts service, a photographic copy of such instrument shall be attached to the return.*

B. The sole duty of the registered agent is to forward to the corporation at its last known address any process, notice or demand that is served on the registered agent.

§ 13.1-766. Service of process on foreign corporation.

A. The registered agent of a foreign corporation authorized to transact business in this Commonwealth shall be an agent of such corporation upon whom any process, notice, order or demand required or permitted by law to be served upon the corporation may be served. The registered agent may by instrument in writing, acknowledged before a notary public, designate a *natural* person or persons in the office of the registered agent upon whom any such process, notice, order or demand may be served. Whenever any such person accepts service of process, a photographic copy of such instrument shall be attached to the return.

B. Whenever a foreign corporation authorized to transact business in this Commonwealth fails to appoint or maintain a registered agent in this Commonwealth, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the clerk of the Commission shall be an agent of the corporation upon whom service may be made in accordance with § 12.1-19.1.

C. Nothing in this section shall limit or affect the right to serve any process, notice, order or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

§ 13.1-819. Articles of incorporation.

A. The articles of incorporation shall set forth:

1. A corporate name for the corporation that meets the requirements of § 13.1-829.

2. If the corporation is to have no members, a statement to that effect.

3. If the corporation is to have one or more classes of members, any provision which the incorporators elect to set forth in the articles of incorporation or, if the articles of incorporation so provide, in the bylaws designating the class or classes of members, stating the qualifications and rights of the members of each class and conferring, limiting or denying the right to vote.

4. If the directors or any of them are not to be elected or appointed by one or more classes of members, a statement of the manner in which such directors shall be elected or appointed, and a designation of ex officio directors, if any.

5. The address of its initial registered office (including both (i) the post-office address with street and number, if any, and (ii) the name of the city or county in which it is located), and 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 director of the corporation or a member of the Virginia State Bar* or (ii) ~~a professional domestic or foreign stock or nonstock corporation, professional~~ limited liability company or registered limited liability partnership ~~registered with the Virginia State Bar under § 54.1-3902 authorized to transact business in this Commonwealth.~~

B. The articles of incorporation may set forth:

183 1. The names and addresses of the persons who are to serve as the initial directors.
184 2. Any provisions not inconsistent with law:
185 a. Stating the purpose or purposes for which the corporation is organized.
186 b. Regarding the management or regulation of the business of the corporation.
187 c. Defining, limiting and regulating the powers of the corporation, its directors and its members.
188 d. Any provision that under this chapter is required or permitted to be set forth in the bylaws.
189 C. It shall not be necessary to set forth in the articles of incorporation any of the corporate powers
190 enumerated in this chapter.
191 D. Except as provided in subsection A of § 13.1-855, whenever a provision of the articles of
192 incorporation is inconsistent with a bylaw, the provision of the articles of incorporation shall be
193 controlling.
194 § 13.1-833. Registered office and registered agent.
195 A. Each corporation shall continuously maintain in this Commonwealth:
196 1. A registered office which may be the same as any of its places of business;
197 2. A registered agent, who shall be:
198 a. An individual who is a resident of this Commonwealth *and either an officer or director of the*
199 *corporation or a member of the Virginia State Bar, and whose business office is identical with such*
200 *registered office and who is an officer or director of the corporation or a member of the Virginia State*
201 *Bar; or*
202 b. A ~~professional~~ *domestic or foreign stock or nonstock corporation, professional* limited liability
203 company or registered limited liability partnership ~~registered with the Virginia State Bar under the~~
204 ~~provisions of § 54.1-3902 authorized to transact business in this Commonwealth,~~ the business office of
205 which is identical with the registered office; *provided such a registered agent (i) shall not be its own*
206 *registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public,*
207 *one or more natural persons at the office of the registered agent upon whom any process, notice or*
208 *demand may be served and shall continuously maintain at least one such person at that office.*
209 *Whenever any such person accepts service, a photographic copy of such instrument shall be attached to*
210 *the return.*
211 B. The sole duty of the registered agent is to forward to the corporation at its last known address any
212 *process, notice or demand* that is served on the registered agent.
213 § 13.1-836. Service on corporation.
214 A. The registered agent of a corporation is the corporation's agent for service of process, notice, or
215 demand required or permitted by law to be served on the corporation. The registered agent may by
216 instrument in writing, acknowledged before a notary public, designate a *natural* person or persons in the
217 office of the registered agent upon whom any such process, notice or demand may be served. Whenever
218 any such person accepts service of process, a photographic copy of such instrument shall be attached to
219 the return.
220 B. Whenever a corporation shall fail to appoint or maintain a registered agent in this Commonwealth,
221 or whenever its registered agent cannot with reasonable diligence be found at the registered office, then
222 the clerk of the Commission shall be an agent of the corporation upon whom service may be made in
223 accordance with § 12.1-19.1.
224 C. This section does not prescribe the only means, or necessarily the required means, of serving a
225 corporation.
226 § 13.1-921. Application for certificate of authority.
227 A. A foreign corporation may apply to the Commission for a certificate of authority to transact
228 business in this Commonwealth. The application shall be made on forms prescribed and furnished by the
229 Commission. The application shall set forth:
230 1. The name of the corporation, or if the corporation is prevented by § 13.1-829 from using its own
231 name in this Commonwealth, a designated name that satisfies the requirements of subsection B of
232 § 13.1-924.
233 2. The name of the state or country under whose laws it is incorporated.
234 3. The date of incorporation and the period of duration of the corporation.
235 4. The street address of the foreign corporation's principal office.
236 5. The address of the proposed registered office of the foreign corporation in this Commonwealth
237 (including both (i) the post-office address with street and number, if any, and (ii) the name of the
238 county or city in which it is located), and the name of its proposed registered agent in this
239 Commonwealth at such address and that the registered agent is *either (a) an individual who is a resident*
240 *of Virginia and either an officer or director of the corporation or a member of the Virginia State Bar or*
241 *(b) a professional domestic or foreign stock or nonstock corporation or professional,* limited liability
242 company ~~registered pursuant to § 54.1-3902 or registered limited liability partnership authorized to~~
243 *transact business in this Commonwealth,* the business office of which is identical with the registered
244 office.

6. The names and usual business addresses of the current directors and officers of the foreign corporation.

B. The foreign corporation shall deliver to the Commission with the completed application a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper official having custody of corporate records in the state or country under whose laws it is incorporated.

C. If the Commission finds that such application complies with the requirements of law, and that all required fees have been paid, it shall issue a certificate of authority to transact business in this Commonwealth.

§ 13.1-925. Registered office and registered agent of foreign corporation.

A. Each foreign corporation authorized to transact business in this Commonwealth shall continuously maintain in this Commonwealth:

1. A registered office which may be the same as any of its places of business.

2. A registered agent ~~which~~, who shall be:

a. ~~A~~ *An individual who is a resident of this Commonwealth and either an officer or director of the corporation or a member of the Virginia State Bar, and whose business address office is identical with the registered office; and who is an officer or director of the corporation or a member of the Virginia State Bar;* or

b. A ~~professional~~ *domestic or foreign stock or nonstock corporation, professional* limited liability company or registered limited liability partnership ~~registered with the Virginia State Bar under § 54.1-3902~~ *authorized to transact business in this Commonwealth*, the business office of which is identical with the registered office; *provided such a registered agent (i) shall not be its own registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public, one or more natural persons at the office of the registered agent upon whom any process, notice or demand may be served and shall continuously maintain at least one such person at that office. Whenever any such person accepts service, a photographic copy of such instrument shall be attached to the return.*

B. The sole duty of the registered agent is to forward to the corporation at its last known address any process, notice or demand served on the registered agent.

§ 13.1-928. Service of process on foreign corporation.

A. The registered agent of a foreign corporation authorized to transact business in this Commonwealth shall be an agent of such corporation upon whom any process, notice, order or demand required or permitted by law to be served upon the corporation may be served. The registered agent may, by a written instrument acknowledged before a notary public, designate a *natural* person or persons in the registered agent's office upon whom any such process, notice, order or demand may be served. Whenever any such person accepts service of process, a photographic copy of such instrument shall be attached to the return.

B. Whenever a foreign corporation authorized to transact business in this Commonwealth fails to appoint or maintain a registered agent in this Commonwealth, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the clerk of the Commission shall be an agent of the corporation upon whom service may be made in accordance with § 12.1-19.1.

C. Nothing in this section shall limit or affect the right to serve any process, notice, order or demand, required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

§ 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~~ *domestic or foreign stock or nonstock corporation, professional* limited liability company or registered limited liability partnership ~~registered with the Virginia State Bar under § 54.1-3902~~ *authorized to transact business in this Commonwealth*; 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.

306 § 13.1-1015. Registered office and registered agent.

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

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

311 2. A registered agent who shall be either:

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

318 b. A ~~professional~~ domestic or foreign stock or nonstock corporation, ~~professional~~ limited liability
319 company or registered limited liability partnership ~~registered with the Virginia State Bar under~~
320 ~~§ 54.1-3902~~ authorized to transact business in this Commonwealth, the business office of which is
321 identical with the registered office; *provided such a registered agent (i) shall not be its own registered*
322 *agent and (ii) shall designate by instrument in writing, acknowledged before a notary public, one or*
323 *more natural persons at the office of the registered agent upon whom any process, notice or demand*
324 *may be served and shall continuously maintain at least one such person at that office. Whenever any*
325 *such person accepts service, a photographic copy of such instrument shall be attached to the return.*

326 B. The sole duty of the registered agent is to forward to the limited liability company or foreign
327 limited liability company at its last known address any *process, notice or demand* that is served on the
328 registered agent.

329 § 13.1-1018. Service on limited liability company.

330 A. A domestic or foreign limited liability company's registered agent is the limited liability
331 company's agent for service of process, notice, or demand required or permitted by law to be served on
332 the limited liability company. The registered agent may by instrument in writing, acknowledged before a
333 notary public, designate a *natural* person or persons in the office of the registered agent upon whom any
334 such process, notice or demand may be served. Whenever any such person accepts service of process, a
335 photographic copy of such instrument shall be attached to the return.

336 B. Whenever a domestic or foreign limited liability company fails to appoint or maintain a registered
337 agent in this Commonwealth, or whenever its registered agent cannot with reasonable diligence be found
338 at the registered office, then the clerk of the Commission shall be an agent of the limited liability
339 company upon whom service may be made in accordance with § 12.1-19.1.

340 C. This section does not prescribe the only means, or necessarily the required means, of serving a
341 domestic or foreign limited liability company.

342 § 50-73.4. Specified office and registered agent.

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

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

347 2. A registered agent who shall be either:

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

354 b. A ~~professional~~ domestic or foreign stock or nonstock corporation, ~~professional~~ limited liability
355 company or registered limited liability partnership ~~registered with the Virginia State Bar under~~
356 ~~§ 54.1-3902~~ authorized to transact business in this Commonwealth; *provided such a registered agent (i)*
357 *shall not be its own registered agent and (ii) shall designate by instrument in writing, acknowledged*
358 *before a notary public, one or more natural persons at the office of the registered agent upon whom*
359 *any process, notice or demand may be served and shall continuously maintain at least one such person*
360 *at that office. Whenever any such person accepts service, a photographic copy of such instrument shall*
361 *be attached to the return; or*

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

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

364 C. The sole duty of the registered agent is to forward to the limited partnership at its last known
365 address any *process, notice or demand* that is served on the registered agent.

366 § 50-73.7. Service on limited partnership.

367 A. A limited partnership's registered agent is the limited partnership's agent for service of process,

notice, or demand required or permitted by law to be served on the limited partnership. The registered agent, by instrument in writing, acknowledged before a notary public, may designate a *natural* person or persons in the office of the registered agent upon whom any such process, notice or demand may be served. Whenever any such person accepts service of process, a photographic copy of such instrument shall be attached to the return.

B. Whenever a limited 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, then the clerk of the Commission shall be an agent of the limited partnership upon whom service may be made in accordance with § 12.1-19.1.

C. This section does not prescribe the only means, or necessarily the required means, of serving a limited partnership.

~~D. [Repealed.]~~

§ 50-73.11. Certificate of limited partnership.

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

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

~~2. [Repealed.]~~

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

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

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

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

~~12. [Repealed.]~~

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

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

§ 50-73.132. Registered limited liability partnerships.

A. To become a registered limited liability partnership, a partnership shall file with the Commission a statement of registration as a registered limited liability partnership stating: the name of the partnership; the address of its principal office (which may, but need not be, located within the Commonwealth); the post office address, including the street and number, if any, of its initial registered office; the name of the city or county in which the registered office 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 is either a general partner of the registered limited liability partnership, an officer or director of a corporate general partner of the registered limited liability partnership, a general partner of a general partner of the registered limited liability partnership, a member or manager of the a limited liability company that is a general partner of the registered limited liability partnership, a trustee of a trust that is a general partner of the registered limited liability partnership, or a member of the Virginia State Bar or (ii) a ~~professional domestic or foreign stock or nonstock corporation, professional~~ limited liability company, or registered limited liability partnership registered with the Virginia State Bar under ~~§ 54.1-3902~~ authorized to transact business in this Commonwealth; any other matters that the partnership determines to include; and that the partnership thereby applies for status as a registered limited liability partnership. A partnership becomes a registered limited liability partnership at the time of the filing of the initial statement of registration with the Commission or at any later date or time specified in the statement of registration as provided in subsection J of § 50-73.83.

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

C. The registration of a partnership as a registered limited liability partnership shall be approved by

the partners in the manner provided in the partnership's partnership agreement for amendments to the partnership agreement or, if no provision is made in the partnership agreement, by all of the partners.

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

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

2. The partnership or limited partnership files with the Commission a statement of cancellation of 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 domestic or foreign stock or nonstock corporation or professional~~ limited liability company; or registered limited liability partnership ~~registered under § 54.1-3902 authorized to transact business in this Commonwealth~~, the business office of which is identical with the registered office; *provided such a registered agent (i) shall not be its own registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public, one or more natural persons at the office of the registered agent upon whom any process, notice or demand may be served and shall continuously maintain at least one such person at that office. Whenever any such person accepts service, a photographic copy of such instrument shall be attached to the return.*

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

491 registered agent cannot with reasonable diligence be found at his address, the clerk of the Commission
492 shall be the agent of the partnership upon whom service may be made in accordance with § 12.1-19.1.
493 H. This section does not prescribe the only means, or necessarily the required means, of serving a
494 registered limited liability partnership or a foreign registered limited liability partnership.