

VIRGINIA ACTS OF ASSEMBLY -- 2004 SESSION

CHAPTER 274

An Act to amend and reenact §§ 13.1-616, 13.1-759, 13.1-766.1, 13.1-769.1, 13.1-816, 13.1-921, 13.1-931.1, 13.1-1005, 13.1-1052, 13.1-1060, 13.1-1064, 13.1-1072, 13.1-1204, 13.1-1242, 13.1-1254, 50-73.17, 50-73.48:3, 50-73.54, 50-73.57:2, 50-73.69, 50-73.93, and 50-73.138 of the Code of Virginia and to amend the Code of Virginia by adding sections numbered 13.1-766.2 and 13.1-928.2, by adding in Article 10 of Chapter 12 of Title 13.1 a section numbered 13.1-1060.1, by adding in Article 9 of Chapter 14 of Title 13.1 a section numbered 13.1-1250.1, and 50-73.57:3, relating to conversions and mergers of business entities.

[H 342]

Approved March 31, 2004

Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-616, 13.1-759, 13.1-766.1, 13.1-769.1, 13.1-816, 13.1-921, 13.1-931.1, 13.1-1005, 13.1-1052, 13.1-1060, 13.1-1064, 13.1-1072, 13.1-1204, 13.1-1242, 13.1-1254, 50-73.17, 50-73.48:3, 50-73.54, 50-73.57:2, 50-73.69, 50-73.93, and 50-73.138 of the Code of Virginia are amended and reenacted, and that the Code of Virginia is amended by adding sections numbered 13.1-766.2 and 13.1-928.2, by adding in Article 10 of Chapter 12 of Title 13.1 a section numbered 13.1-1060.1, by adding in Article 9 of Chapter 14 of Title 13.1 a section numbered 13.1-1250.1, and 50-73.57:3 as follows:

§ 13.1-616. Fees for filing documents or issuing certificates.

The Commission shall charge and collect the following fees, except as provided in § 12.1-21.2:

A. For filing any one of the following, the fee shall be ~~twenty-five dollars~~ \$25:

1. Articles of incorporation, domestication, entity conversion or incorporation surrender.
2. Articles of amendment or restatement.
3. Articles of merger or share exchange.
4. Articles of correction.

5. An application of a foreign corporation for a certificate of authority to transact business in ~~this the~~ the Commonwealth.

6. An application of a foreign corporation for an amended certificate of authority to transact business in ~~this the~~ the Commonwealth.

7. A copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to transact business in ~~this the~~ the Commonwealth.

8. A copy of articles of merger of a foreign corporation holding a certificate of authority to transact business in ~~this the~~ the Commonwealth.

9. *A copy of an instrument of entity conversion of a foreign corporation holding a certificate of authority to transact business in the Commonwealth.*

B. For filing any one of the following, the fee shall be ~~ten dollars~~ \$10:

1. An application to reserve a corporate name.
2. A notice of transfer of a reserved corporate name.
3. An application for use of an indistinguishable name.
4. Articles of dissolution.
5. Articles of revocation of dissolution.
6. Articles of termination of corporate existence.
7. A statement of withdrawal of a foreign corporation.

C. For issuing a certificate of change of name the fee shall be ~~five dollars~~ \$5.

§ 13.1-759. Application for certificate of authority.

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

1. The name of the corporation, and if the corporation is prevented by § 13.1-762 from using its own name in ~~this the~~ the Commonwealth, a designated name that satisfies the requirements of subsection B of § 13.1-762;

2. The name of the state or ~~country~~ other jurisdiction under whose law it is incorporated, and if the corporation was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization, or formation; and (iv) the entity identification number issued to it by the Commission;

3. The date of incorporation and period of duration;

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

5. The address of the proposed registered office of the foreign corporation in ~~this the~~ the Commonwealth (including both (i) the ~~post-office~~ *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 proposed registered agent in ~~this the~~ the Commonwealth at such address and that the registered agent is either (a) an individual who is a resident of Virginia and either an officer or director of the corporation or a member of the Virginia State Bar or (b) a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in ~~this the~~ the Commonwealth, the business office of which is identical with the registered office;

6. The names and usual business addresses of the current directors and officers of the foreign 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~~ *other jurisdiction* 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 the~~ the Commonwealth.

§ 13.1-766.1. Merger of foreign corporation authorized to transact business in Commonwealth.

A. Whenever a foreign corporation authorized to transact business in ~~this the~~ the Commonwealth is a party to a merger permitted by the laws of the state or ~~country~~ *other jurisdiction* under whose laws it is incorporated, and such corporation is the surviving entity of the merger, it shall, within ~~thirty~~ 30 days after such merger becomes effective, file with the Commission a copy of the instrument of merger duly authenticated by the Secretary of State or other official having custody of corporate records in the state or ~~country~~ *other jurisdiction* under whose laws such merger was effected.

B. Whenever a foreign corporation authorized to transact business in ~~this the~~ the Commonwealth is a party to a merger permitted by the laws of the state or ~~country~~ *other jurisdiction* under the laws of which it is incorporated, and such corporation is not the surviving entity of the merger or, whenever such a foreign corporation is a party to a consolidation so permitted, the surviving or resulting domestic or foreign corporation, limited liability company, *business trust*, partnership or limited partnership shall, if not continuing to transact business in ~~this the~~ the Commonwealth, within ~~thirty~~ 30 days after such merger or consolidation becomes effective, deliver to the Commission a copy of the instrument of merger or consolidation duly authenticated by the Secretary of State or other official having custody of corporate records in the state or ~~country~~ *other jurisdiction* under whose laws such merger or consolidation was effected, and comply in behalf of the predecessor corporation with the provisions of § 13.1-767. If a surviving or resulting corporation or limited liability company, *business trust*, registered limited liability partnership or limited partnership is to continue to transact business in ~~this the~~ the Commonwealth and has not received a certificate of authority to transact business in the Commonwealth or registered as a foreign limited liability company under § 13.1-1052, *as a foreign business trust under § 13.1-1242*, as a foreign registered limited liability partnership under § 50-73.138 ~~or 50-43.7~~, or as a foreign limited partnership under § 50-73.54, then, within such ~~thirty~~ 30 days, it shall deliver to the Commission an application, if a foreign corporation, for a certificate of authority to transact business in ~~this the~~ the Commonwealth, if a foreign limited liability company, for registration as a foreign limited liability company, *if a foreign business trust, for registration as a foreign business trust*, if a foreign registered limited liability partnership, for registration as a foreign registered limited liability partnership, or, if a foreign limited partnership, for registration as a foreign limited partnership, together with a duly authenticated copy of the instrument of merger or consolidation and also, in case of a merger, a copy of its articles of incorporation, certificate of limited partnership, partnership certificate, statement of registered limited liability partnership, *articles of trust*, or articles of organization and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of corporate, limited partnership, registered limited liability partnership, *business trust*, or limited liability company records in the state or ~~country~~ *other jurisdiction* under whose laws it is incorporated, formed, *registered*, or organized.

C. Upon the merger or consolidation of a foreign corporation with one or more foreign corporations, partnerships, limited partnerships, *business trusts*, or limited liability companies, all property in ~~this the~~ the Commonwealth owned by any of the foreign corporations, partnerships, limited partnerships, *business trusts*, or limited liability companies shall pass to the surviving or resulting foreign corporation, limited liability company, *business trust*, or limited partnership except as otherwise provided by the laws of the state or ~~country~~ *other jurisdiction* by which it is governed, but only from and after the time when a duly authenticated copy of the instrument of merger or consolidation is filed with the Commission.

§ 13.1-766.2. *Entity conversion of foreign corporation authorized to transact business in Commonwealth.*

A. Whenever a foreign corporation that is authorized to transact business in the Commonwealth converts to another type of entity, the surviving or resulting entity shall, within 30 days after such entity conversion becomes effective, file with the Commission a copy of the instrument of entity conversion duly authenticated by the Secretary of State or other official having custody of corporate records in the state or other jurisdiction under whose laws such entity conversion was effected; and

1. If the surviving or resulting entity is not continuing to transact business in the Commonwealth or is not a foreign limited liability company, business trust, limited partnership, or registered limited liability partnership, then, within 30 days after such entity conversion, it shall comply on behalf of the predecessor corporation with the provisions of § 13.1-767; or

2. If the surviving or resulting entity is a foreign limited liability company, business trust, limited partnership, or registered limited liability partnership and is to continue to transact business in the Commonwealth, then, within such 30 days, it shall deliver to the Commission an application for a certificate of registration to transact business in the Commonwealth or, in the case of a foreign registered limited liability partnership, a statement of registration.

B. Upon the entity conversion of a foreign corporation that is authorized to transact business in the Commonwealth, all property in the Commonwealth owned by the foreign corporation shall pass to the surviving or resulting entity except as otherwise provided by the laws of the state or other jurisdiction by which it is governed, but only from and after the time when a duly authenticated copy of the instrument of entity conversion is filed with the Commission.

§ 13.1-769.1. Reentry of a foreign corporation whose certificate of authority has been surrendered or revoked.

A foreign corporation whose certificate of authority issued by the Commission has been surrendered or revoked may apply to the Commission for reentry within five years thereafter unless the certificate of authority was revoked by order of the Commission upon a finding that the corporation has continued to exceed or abuse the authority conferred upon it by law. The Commission shall enter an order reentering the certificate of authority upon receiving an annual report, together with payment of a reentry fee of \$100 plus all registration fees and penalties that were due before the certificate of authority was surrendered or revoked and that would have become due thereafter if the corporation had not had its certificate of authority surrendered or revoked. The application for reentry may be by letter signed by an officer or director of the corporation. A corporation need not refile a copy of its charter or any amendment thereof that is then on file in the office of the Clerk of the Commission. After the authority of a foreign corporation to transact business in ~~this the~~ the Commonwealth has been surrendered or revoked, the Clerk shall retain in the files of his office the charter and amendments thereto filed by the corporation and its original application for authority to transact business for a period of five years. ~~Any~~ A duly authenticated copy of any amendments made to the articles of incorporation by a foreign corporation and any mergers entered into by a foreign corporation from the date of surrender or revocation of its certificate of authority to the date of application for reentry shall be filed with the application for reentry. If the name of a foreign corporation, whose certificate of authority issued by the Commission has been surrendered or revoked, is not distinguishable upon the records of the Commission at the time application is made for reentry, such foreign corporation shall adopt a designated name for use in ~~this the~~ the Commonwealth that is distinguishable upon the records of the Commission. Upon compliance with the provisions of this section the Commission shall enter an order reentering the certificate of authority to do business in ~~this the~~ the Commonwealth.

§ 13.1-816. Fees for filing documents or issuing certificates.

The Commission shall charge and collect the following fees:

1. For filing any one of the following, the fee shall be \$25:

- a. Articles of incorporation, domestication, or incorporation surrender.
- b. Articles of amendment or restatement.
- c. Articles of merger.
- d. Articles of correction.

e. An application of a foreign corporation for a certificate of authority to transact business in ~~this the~~ the Commonwealth.

f. An application of a foreign corporation for an amended certificate of authority to transact business in ~~this the~~ the Commonwealth.

g. A copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to transact business in ~~this the~~ the Commonwealth.

h. A copy of articles of merger or consolidation of a foreign corporation holding a certificate of authority to transact business in ~~this the~~ the Commonwealth.

i. A copy of an instrument of entity conversion of a foreign corporation holding a certificate of authority to transact business in the Commonwealth.

2. For filing any one of the following, the fee shall be \$10:

- a. An application to reserve a corporate name.
- b. A notice of transfer of a reserved corporate name.
- c. An application for use of an indistinguishable name.

- d. Articles of dissolution.
- e. Articles of revocation of dissolution.
- f. Articles of termination of corporate existence.
- g. A statement of withdrawal of a foreign corporation.
- 3. For issuing a certificate of change of name the fee shall be \$5.

§ 13.1-921. Application for certificate of authority.

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

1. The name of the corporation, and if the corporation is prevented by § 13.1-924 from using its own name in ~~this~~ the Commonwealth, a designated name that satisfies the requirements of subsection B of § 13.1-924.

2. The name of the state or ~~country~~ other jurisdiction under whose laws it is incorporated; and if the corporation was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization or formation; and (iv) the entity identification number issued to it by the Commission.

3. The date of incorporation and the period of duration of the corporation.

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

5. The address of the proposed registered office of the foreign corporation in ~~this~~ the Commonwealth (including both (i) the ~~post-office~~ 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 proposed registered agent in ~~this~~ the Commonwealth at such address and that the registered agent is either (a) an individual who is a resident of Virginia and either an officer or director of the corporation or a member of the Virginia State Bar or (b) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in ~~this~~ the Commonwealth, the business office of which is identical with the registered 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~~ other jurisdiction 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~~ the Commonwealth.

§ 13.1-928.2. Entity conversion of foreign corporation authorized to transact business in Commonwealth.

A. Whenever a foreign corporation that is authorized to transact business in the Commonwealth converts to another type of entity, the surviving or resulting entity shall, within 30 days after such entity conversion becomes effective, file with the Commission a copy of the instrument of entity conversion duly authenticated by the Secretary of State or other official having custody of corporate records in the state or other jurisdiction under whose laws such entity conversion was effected; and

1. If the surviving or resulting entity is not continuing to transact business in the Commonwealth or is not a foreign limited liability company, business trust, limited partnership, or registered limited liability partnership, then, within 30 days after such entity conversion, it shall comply on behalf of the predecessor corporation with the provisions of § 13.1-929; or

2. If the surviving or resulting entity is a foreign limited liability company, business trust, limited partnership, or registered limited liability partnership and is to continue to transact business in the Commonwealth, then, within such 30 days, it shall deliver to the Commission an application for a certificate of registration to transact business in the Commonwealth or, in the case of a foreign registered limited liability partnership, a statement of registration.

B. Upon the entity conversion of a foreign corporation that is authorized to transact business in the Commonwealth, all property in the Commonwealth owned by the foreign corporation shall pass to the surviving or resulting entity except as otherwise provided by the laws of the state or other jurisdiction by which it is governed, but only from and after the time when a duly authenticated copy of the instrument of entity conversion is filed with the Commission.

§ 13.1-931.1. Reentry of foreign corporation whose certificate of authority has been surrendered or revoked.

A foreign corporation whose certificate of authority issued by the Commission has been surrendered or revoked may apply to the Commission for reentry within five years thereafter unless the certificate of authority was revoked by order of the Commission upon a finding that the corporation has continued to exceed or abuse the authority conferred upon it by law. The Commission shall enter an order reentering

the certificate of authority upon receiving an annual report, together with payment of a reentry fee of ~~ten dollars~~ \$10 plus all registration fees and penalties that were due before the certificate of authority was surrendered or revoked and that would have become due thereafter if the corporation had not had its certificate of authority surrendered or revoked. The application for reentry may be by letter signed by an officer or director of the corporation. A corporation need not refile a copy of its charter or any amendment thereof that is then on file in the office of the Clerk of the Commission. After the authority of a foreign corporation to transact business in ~~this the~~ the Commonwealth has been surrendered or revoked, the Clerk shall retain in the files of his office the charter and amendments thereto filed by the corporation and its original application for authority to transact business for a period of five years. ~~Any~~ *A duly authenticated copy of any amendments made to the articles of incorporation by a foreign corporation and any mergers entered into by a foreign corporation from the date of surrender or revocation of its certificate of authority to the date of application for reentry shall be filed with the application for reentry. If the name of a foreign corporation, whose certificate of authority issued by the Commission has been surrendered or revoked, is not distinguishable upon the records of the Commission at the time application is made for reentry, such foreign corporation shall adopt a designated name for use in this the Commonwealth that is distinguishable upon the records of the Commission. Upon compliance with the provisions of this section the Commission shall enter an order reentering the certificate of authority to do business in this the Commonwealth.*

§ 13.1-1005. Fees.

The Commission shall charge and collect the following fees:

1. For filing any one of the following, the fee shall be \$100:
 - a. Articles of organization.
 - b. An application for registration as a foreign limited liability company.
 - c. Articles of reinstatement.
 - d. Articles of entity conversion.
2. For filing any one of the following, the fee shall be \$25:
 - a. Articles of amendment.
 - b. A certificate of cancellation with respect to a domestic or foreign limited liability company.
 - c. Articles of correction referred to in § 13.1-1011.1 or a certificate of correction referred to in

§ 13.1-1055.

- d. A copy of an instrument of merger of a foreign limited liability company referred to in

§ 13.1-1060.

- e. Articles of merger.
- f. *A copy of an instrument of entity conversion of a foreign limited liability company holding a certificate of registration to transact business in the Commonwealth.*

3. For filing any one of the following, the fee shall be \$10:

- a. An application to reserve or to renew the reservation of a name for use by a domestic or foreign limited liability company.
- b. A notice of the transfer of a name reserved for use by a domestic or a foreign limited liability company.

4. For issuing a certificate pursuant to § 13.1-1067, ~~six dollars~~ \$6 for each certificate.

§ 13.1-1052. Registration.

Before transacting business in ~~this the~~ the Commonwealth, a foreign limited liability company shall register with the Commission. In order to register, a foreign limited liability company shall deliver to the Commission an application for registration as a foreign limited liability company on forms prescribed and furnished by the Commission, executed by a person with authority to do so under the laws of the state or other jurisdiction under which the foreign limited liability company is formed, and setting forth:

1. The name of the foreign limited liability company and, if the limited liability company is prevented by § 13.1-1054 from using its own name in ~~this the~~ the Commonwealth, a designated name that satisfies the requirements of § 13.1-1054;

2. *The name of the state or other jurisdiction and under whose law it is formed, the date of its formation, and if the limited liability company was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization or formation; and (iv) the entity identification number issued to it by the Commission;*

3. *The post-office address, including the street number, if any, of the registered office of the foreign limited liability company in this Commonwealth, the name of the city or county in which the registered office is located, the name of the registered agent at such office and a statement that the registered office and registered agent comply with the requirements of § 13.1-1015 address of the proposed registered office of the foreign limited liability company in the Commonwealth (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 proposed registered agent in the Commonwealth at such address and that*

the registered agent is either (a) an individual who is a resident of the Commonwealth and is either (1) a member or manager of the limited liability company, (2) a member or manager of a limited liability company that is a member or manager of the limited liability company, (3) an officer or director of a corporation that is a member or manager of the limited liability company, (4) a general partner of a general or limited partnership that is a member or manager of the limited liability company, (5) a trustee of a trust that is a member or manager of the limited liability company, or (6) a member of the Virginia State Bar, or (b) a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in the Commonwealth, the business office of which is identical with the registered office;

4. A statement that the clerk of the Commission is irrevocably appointed the agent of the foreign limited liability company for service of process if no registered agent has been appointed under subdivision 3 or, if appointed, the registered agent's authority has been revoked or if the registered agent either has resigned or cannot be found or served with the exercise of reasonable diligence;

5. The *post office* address of the office required to be maintained in the state or other jurisdiction of its formation by the laws of that state or jurisdiction or, if not so required, of the principal office of the foreign limited liability company, including the street and number, if any, of the foreign limited liability company's principal office;

6. A copy of the articles of organization or other constituent documents filed in the foreign limited liability company's state or other jurisdiction of formation authorizing it to do business in that state or other jurisdiction, duly authenticated by the secretary of state or other official having custody of the limited liability company records in the state or other jurisdiction of its formation; and

7. A statement evidencing that the foreign limited liability company is a "foreign limited liability company" as defined in § 13.1-1002.

§ 13.1-1060. Merger of foreign limited liability company registered to transact business in Commonwealth.

A. Whenever a foreign limited liability company ~~authorized that is registered~~ to transact business in ~~this the~~ Commonwealth is a party to a merger permitted by the laws of the state or ~~country~~ other jurisdiction under whose laws it is organized, and that limited liability company is the surviving entity of the merger, it shall, within ~~thirty~~ 30 days after the merger becomes effective, file with the Commission a copy of the instrument of merger duly authenticated by the Secretary of State or other official having custody of limited liability company records in the state or ~~country~~ other jurisdiction under whose laws the merger was effected.

B. Whenever a foreign limited liability company ~~authorized that is registered~~ to transact business in ~~this the~~ Commonwealth is a party to a merger permitted by the laws of the state or ~~country~~ other jurisdiction under the laws of which it is organized, and that limited liability company is not the surviving entity of the merger, the surviving partnership, limited liability company, *business trust*, limited partnership, or corporation shall, if not continuing to transact business in ~~this the~~ Commonwealth, within ~~thirty~~ 30 days after such merger becomes effective, deliver to the Commission a copy of the instrument of merger duly authenticated by the Secretary of State or other official having custody of limited liability company records in the state or ~~country~~ other jurisdiction under whose laws the merger was effected, and comply in behalf of the predecessor limited liability company with § 13.1-1056. If a surviving *business trust*, registered limited liability partnership, limited liability company, limited partnership or corporation is to continue to transact business in ~~this the~~ Commonwealth and has not registered as a foreign registered limited liability partnership, limited liability company, *business trust*, or limited partnership or received a certificate of authority to transact business in ~~this the~~ Commonwealth as a foreign corporation, as the case may be, it shall, within ~~thirty~~ 30 days after the merger becomes effective, deliver to the Commission an application, if a foreign registered limited liability partnership, for registration as a foreign registered limited liability partnership, *if a foreign limited liability company*, for registration as a foreign limited liability company, *if a foreign business trust*, for registration as a foreign business trust, if a foreign limited partnership, for registration as a foreign limited partnership, or, if a foreign corporation, for a certificate of authority to transact business in ~~this the~~ Commonwealth, together with a duly authenticated copy of the instrument of merger and also a copy of its partnership certificate, statement of registered limited liability partnership, articles of organization, *articles of trust*, certificate of limited partnership or articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of registered limited liability partnership, limited liability company, *business trust*, limited partnership or corporate records in the state or ~~country~~ other jurisdiction under whose laws it is organized, formed or incorporated.

C. Upon the merger of a foreign limited liability company with one or more foreign partnerships, limited liability companies, *business trusts*, limited partnerships, or corporations, all property in ~~this the~~ Commonwealth owned by any of the partnerships, limited liability companies, *business trusts*, limited partnerships or corporations shall pass to the surviving partnership, limited liability company, *business trust*, limited partnership or corporation except as otherwise provided by the laws of the state or ~~country~~ other jurisdiction by which it is governed, but only from and after the time when a duly authenticated

copy of the instrument of merger is filed with the Commission.

§ 13.1-1060.1. Entity conversion of foreign limited liability company registered to transact business in Commonwealth.

A. Whenever a foreign limited liability company that is registered to transact business in the Commonwealth converts to another type of entity, the surviving or resulting entity shall, within 30 days after such entity conversion becomes effective, file with the Commission a copy of the instrument of entity conversion duly authenticated by the Secretary of State or other official having custody of limited liability company records in the state or other jurisdiction under whose laws such entity conversion was effected; and

1. If the surviving or resulting entity is not continuing to transact business in the Commonwealth or is not a foreign corporation, business trust, limited partnership, or registered limited liability partnership, then, within 30 days after such entity conversion, it shall comply on behalf of the predecessor limited liability company with the provisions of § 13.1-1056; or

2. If the surviving or resulting entity is a foreign corporation, business trust, limited partnership, or registered limited liability partnership and is to continue to transact business in the Commonwealth, then, within such 30 days, it shall deliver to the Commission an application for a certificate of authority or registration to transact business in the Commonwealth or, in the case of a foreign registered limited liability partnership, a statement of registration.

B. Upon the entity conversion of a foreign limited liability company that is registered to transact business in the Commonwealth, all property in the Commonwealth owned by the foreign limited liability company shall pass to the surviving or resulting entity except as otherwise provided by the laws of the state or other jurisdiction by which it is governed, but only from and after the time when a duly authenticated copy of the instrument of entity conversion is filed with the Commission.

§ 13.1-1064. Penalty for failure to timely pay annual registration fees or file statement of change.

A. Any domestic or any foreign limited liability company failing to pay the annual registration fee into the state treasury within the time prescribed in § 13.1-1062 shall incur a penalty thereon of ~~twenty-five dollars~~ \$25, which shall be added to the amount of the annual registration fee due. The penalty prescribed herein shall be in addition to any other penalties and liabilities imposed by law.

B. 1. If any domestic or foreign limited liability company fails to pay on or before October 1 of the year assessed the annual registration fee, the Commission shall mail notice to the limited liability company of impending cancellation of its certificate of organization or certificate of registration, as the case may be. The certificate shall be automatically canceled if any annual registration fee is unpaid as of December 31 of that year. A domestic limited liability company whose certificate has been canceled pursuant to this section is dissolved upon cancellation and shall be wound up pursuant to Article 9 (§ 13.1-1046 et seq.) of this chapter.

2. If any domestic or foreign limited liability company whose registered agent has filed with the Commission his statement of resignation pursuant to § 13.1-1017 fails to file a statement of change pursuant to § 13.1-1016 within ~~thirty-one~~ 31 days after the date on which the statement of resignation was filed, the Commission shall mail notice to the limited liability company of impending cancellation of its certificate of organization or certificate of registration, as the case may be. If the limited liability company fails to file the statement of change before the last day of the second month immediately following the month in which the impending cancellation notice was mailed, the certificate shall be automatically canceled as of that day. A domestic limited liability company whose certificate has been canceled pursuant to this section is dissolved upon cancellation and shall be wound up pursuant to Article 9 (§ 13.1-1046 et seq.) of this chapter.

C. No member, manager or other agent of a limited liability company shall have any personal obligation for any liabilities of the limited liability company, whether such liabilities arise in contract, tort or otherwise, solely by reason of the failure or refusal of that limited liability company to pay the annual registration fee or by reason of the cancellation of the limited liability company's certificate of organization or certificate of registration, as applicable, pursuant to subsection B of this section.

D. A domestic or foreign limited liability company whose certificate of organization or certificate of registration has been canceled pursuant to subsection B of this section may be relieved of the cancellation, and its certificate of organization or certificate of registration shall be reinstated (i) by paying, not later than two years following the date of cancellation, the annual registration fee required by § 13.1-1062, together with the late fee imposed by subsection A of this section; a reinstatement fee of \$100; and all registration fees and penalties that were due before the certificate was canceled and would have become due had the certificate not been canceled; and (ii) by filing a duly authenticated copy of any amendments made to the articles of organization by a foreign limited liability company and any mergers entered into by a foreign limited liability company, from the date of cancellation pursuant to subsection B of this section to the date of reinstatement. If the name of the limited liability company is not available at the time of reinstatement, as a precondition to reinstatement the limited liability company, if domestic, shall file an amendment to its articles of organization to change its name, or if foreign, shall adopt a designated name, to satisfy the requirements of § 13.1-1012.

E. If the domestic or foreign limited liability company complies with the provision of, and pays the

fees required by, subsection D of this section, the Commission shall reinstate the certificate of organization or certificate of registration of the limited liability company. A domestic or foreign limited liability company whose certificate of organization or certificate of registration is reinstated within two years after the date on which it was canceled pursuant to subsection B of this section shall be deemed not to have had its certificate of organization or certificate of registration canceled. In that event, the reinstated domestic or foreign limited liability company resumes carrying on its business as if neither cancellation nor dissolution had ever occurred, and any liability incurred by that domestic or foreign limited liability company or a member, manager or other agent after the cancellation and before the reinstatement is determined as if cancellation had never occurred.

§ 13.1-1072. Articles of merger.

A. After a plan of merger is approved by each domestic or foreign limited liability company, partnership, limited partnership, business trust or corporation party to the merger, the surviving domestic or foreign limited liability company, partnership, limited partnership, business trust or corporation shall file with the Commission articles of merger executed by each party to the merger setting forth:

1. The plan of merger;
2. If the surviving entity of the merger is a foreign limited liability company not registered with the Commission under § 13.1-1052, a foreign limited partnership not registered with the Commission under § 50-73.54, a foreign registered limited liability partnership not registered with the Commission under § 50-73.138 or § 50-43.7, a foreign business trust not registered with the Commission under § 13.1-1242, or a foreign corporation without a certificate of authority issued by the Commission under § 13.1-759, the address, including street and number, if any, of its principal office under the laws of the jurisdiction in which it was organized, formed or incorporated;
3. A statement that the plan of merger was adopted by each domestic partnership party to the merger in accordance with § 50-73.128, by each domestic limited liability company party to the merger in accordance with § 13.1-1071, by each domestic limited partnership party to the merger in accordance with § 50-73.48:2, and by each domestic business trust party to the merger in accordance with § 13.1-1258; and
4. If a domestic corporation is a party to the merger, any additional information required by § 13.1-720.

B. If a foreign limited liability company, partnership, limited partnership, business trust or corporation is a party to the merger, the articles of merger may contain a statement that the merger is permitted by the state or ~~country~~ *other jurisdiction* under whose law that limited liability company is organized, that partnership, limited partnership or business trust is formed or that corporation is incorporated and that the foreign limited liability company, partnership, limited partnership, business trust or corporation has complied with that law in effecting the merger. If such a statement is included in the articles of merger, the surviving partnership, limited partnership, limited liability company, business trust or corporation shall not be required to file with the Commission any copy of a duly authenticated instrument of merger that would otherwise be required pursuant to §§ 13.1-766.1, 13.1-1060, 13.1-1250 or § 50-73.57:2.

C. If the Commission finds that the articles of merger comply with the requirements of law and that all required fees have been paid, it shall issue a certificate of merger. The certificate of merger shall become effective when issued unless the plan of merger specifies a future effective date, in which case the certificate of merger shall be effective on the earlier of (i) that date or (ii) the date that is 15 days after the date on which the Commission issues the certificate of merger.

D. A certificate of merger shall act as a certificate of cancellation as described in § 13.1-1050 for a domestic limited liability company that is not the surviving entity of the merger, and that limited liability company's certificate of organization shall be canceled upon the effective date of the certificate of merger.

§ 13.1-1204. Fees.

The Commission shall charge and collect the following fees:

1. For filing any one of the following, the fee shall be \$100:
 - a. Articles of trust.
 - b. An application for registration as a foreign business trust.
 - c. Articles of reinstatement.
 - d. Articles of domestication.
 - e. Articles of *entity* conversion.
2. For filing any one of the following, the fee shall be \$25:
 - a. Articles of amendment.
 - b. Articles of restatement.
 - c. Articles of cancellation with respect to a domestic or foreign business trust.
 - d. Articles of correction referred to in § 13.1-1213 or a certificate of correction referred to in § 13.1-1245.
 - e. A copy of an instrument of merger of a foreign business trust referred to in § 13.1-1250.
 - f. Articles of merger.

g. Articles of trust surrender.

h. A copy of an instrument of entity conversion of a foreign business trust holding a certificate of registration to transact business in the Commonwealth.

3. For filing any one of the following, the fee shall be \$10:

a. An application to reserve or to renew the reservation of a name for use by a domestic or foreign business trust.

b. A notice of the transfer of a name reserved for use by a domestic or foreign business trust.

§ 13.1-1242. Registration.

Before transacting business in ~~this~~ the Commonwealth, a foreign business trust shall register with the Commission. In order to register, a foreign business trust shall deliver to the Commission an application for registration as a foreign business trust on forms prescribed and furnished by the Commission, executed by a person with authority to do so under the laws of the state or other jurisdiction under which the foreign business trust is formed, and setting forth:

1. The name of the foreign business trust and, if the business trust is prevented by § 13.1-1244 from using its own name in ~~this~~ the Commonwealth, a designated name that satisfies the requirements of § 13.1-1244;

2. The name of the state or other jurisdiction ~~and~~ under whose law it is formed, the date of its formation, and if the business trust was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization, or formation; and (iv) the entity identification number issued to it by the Commission;

3. The post office address, including the street number, if any, of the registered office of the foreign business trust in this Commonwealth, the name of the city or county in which the registered office is located, the name of the registered agent at such office and a statement that the registered office and registered agent comply with the requirements of § 13.1-1220 address of the proposed registered office of the foreign business trust in the Commonwealth (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 proposed registered agent in the Commonwealth at such address and that the registered agent is either (a) an individual who is a resident of the Commonwealth and is either (1) a trustee or officer of the business trust, (2) an officer or director of a corporation that is a trustee of the business trust, (3) a general partner of a general or limited partnership that is a trustee of the business trust, (4) a member or manager of a limited liability company that is a trustee of the business trust, (5) a trustee of a business trust or other trust that is a trustee of the business trust, or (6) a member of the Virginia State Bar, or (b) a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in the Commonwealth, the business office of which is identical with the registered office;

4. A statement that the clerk of the Commission is irrevocably appointed the agent of the foreign business trust for service of process if no registered agent has been appointed under subdivision 3 or, if appointed, the registered agent's authority has been revoked or if the registered agent either has resigned or cannot be found or served with the exercise of reasonable diligence;

5. The post office address of the office required to be maintained in the state or other jurisdiction of its formation by the laws of that state or jurisdiction or, if not so required, of the principal officer of the foreign business trust, including the street and number, if any, of the foreign business trust's principal office;

6. A copy of the articles of trust or other constituent documents filed in the foreign business trust's state or other jurisdiction of formation authorizing it to do business in that state or other jurisdiction, duly authenticated by the Secretary of State or other official having custody of the business trust records in the state or other jurisdiction of its formation; and

7. A statement evidencing that the foreign business trust is a "foreign business trust" as defined in § 13.1-1201.

§ 13.1-1250.1. Entity conversion of foreign business trust registered to transact business in Commonwealth.

A. Whenever a foreign business trust that is registered to transact business in the Commonwealth converts to another type of entity, the surviving or resulting entity shall, within 30 days after such entity conversion becomes effective, file with the Commission a copy of the instrument of entity conversion duly authenticated by the Secretary of State or other official having custody of business trust records in the state or other jurisdiction under whose laws such entity conversion was effected; and

1. If the surviving or resulting entity is not continuing to transact business in the Commonwealth or is not a foreign corporation, limited liability company, limited partnership, or registered limited liability partnership, then, within 30 days after such entity conversion, it shall comply on behalf of the predecessor business trust with the provisions of § 13.1-1246; or

2. If the surviving or resulting entity is a foreign corporation, limited liability company, limited partnership, or registered limited liability partnership and is to continue to transact business in the

Commonwealth, then, within such 30 days, it shall deliver to the Commission an application for a certificate of authority or registration to transact business in the Commonwealth or, in the case of a foreign registered limited liability partnership, a statement of registration.

B. Upon the entity conversion of a foreign business trust that is registered to transact business in the Commonwealth, all property in the Commonwealth owned by the foreign business trust shall pass to the surviving or resulting entity except as otherwise provided by the laws of the state or other jurisdiction by which it is governed, but only from and after the time when a duly authenticated copy of the instrument of entity conversion is filed with the Commission.

§ 13.1-1254. Penalty for failure to timely pay annual registration fees or file statement of change.

A. Any domestic or any foreign business trust failing to pay the annual registration fee into the state treasury within the time prescribed in § 13.1-1252 shall incur a penalty thereon of \$25, which shall be added to the amount of the annual registration fee due. The penalty prescribed herein shall be in addition to any other penalties and liabilities imposed by law.

B. 1. If any domestic or foreign business trust fails to pay on or before October 1 of the year assessed the annual registration fee, the Commission shall mail notice to the business trust of impending cancellation of its certificate of trust or certificate of registration, as the case may be. The certificate shall be automatically canceled if any annual registration fee is unpaid as of December 31 of that year. A domestic business trust whose certificate has been canceled pursuant to this section is dissolved upon cancellation and shall be wound up pursuant to Article 8 (§ 13.1-1234 et seq.) of this chapter.

2. If any domestic or foreign business trust whose registered agent has filed with the Commission his statement of resignation pursuant to § 13.1-1222 fails to file a statement of change pursuant to § 13.1-1221 within 31 days after the date on which the statement of resignation was filed, the Commission shall mail notice to the business trust of impending cancellation of its certificate of trust or certificate of registration, as the case may be. If the business trust fails to file the statement of change before the last day of the second month immediately following the month in which the impending cancellation notice was mailed, the certificate shall be automatically canceled as of that day. A domestic business trust whose certificate has been canceled pursuant to this section is dissolved upon cancellation and shall be wound up pursuant to Article 8 (§ 13.1-1234 et seq.) of this chapter.

C. No beneficial owner, trustee or other agent of a business trust shall have any personal obligation for any liabilities of the business trust, whether such liabilities arise in contract, tort or otherwise, solely by reason of the failure or refusal of that business trust to pay the annual registration fee or by reason of the cancellation of the business trust's certificate of trust or certificate of registration, as applicable, pursuant to subsection B of this section.

D. A domestic or foreign business trust whose certificate of trust or certificate of registration has been canceled pursuant to subsection B of this section may be relieved of the cancellation, and its certificate of trust or certificate of registration shall be reinstated (i) by paying, not later than two years following the date of cancellation, the annual registration fee required by § 13.1-1252, together with the late fee imposed by subsection A of this section; a reinstatement fee of \$100; and all registration fees and penalties that were due before the certificate was canceled and would have become due had the certificate not been canceled; and (ii) by filing a duly authenticated copy of any amendments made to the articles of trust by a foreign business trust and any mergers entered into by a foreign business trust, from the date of cancellation pursuant to subsection B of this section to the date of reinstatement. If the name of the business trust is not available at the time of reinstatement, as a precondition to reinstatement, the business trust, if domestic, shall file an amendment to its articles of trust to change its name or, if foreign, shall adopt a designated name, to satisfy the requirements of § 13.1-1214.

E. If the domestic or foreign business trust complies with the provisions of, and pays the fees required by, subsection D of this section, the Commission shall reinstate the certificate of trust or certificate of registration of the business trust. A domestic or foreign business trust whose certificate of trust or registration is reinstated within two years after the date on which it was canceled pursuant to subsection B of this section shall be deemed not to have had its certificate of trust or certificate of registration canceled. In that event, the reinstated domestic or foreign business trust resumes carrying on its business as if neither cancellation nor dissolution had ever occurred, and any liability incurred by that domestic or foreign business trust or a beneficial owner, trustee or other agent after the cancellation and before the reinstatement is determined as if cancellation had never occurred.

§ 50-73.17. Filing; fees.

A. 1. One signed copy of the certificate of limited partnership, of any certificate of amendment or cancellation, of any restated certificate of limited partnership or of any articles of merger shall be delivered to the Commission for filing and shall be accompanied by the required filing fee. One signed copy of any amended and restated certificate referred to in § 50-73.77 plus one photocopy for each circuit court where the certificate of limited partnership was originally filed shall be delivered to the Commission for filing and shall be accompanied by the required filing fee.

2. Any document delivered to the Commission for filing shall be typewritten or printed in black. Photocopies, or other reproduced copies, of typewritten or printed certificates may be filed. In every case, information in the document shall be legible and the document shall be capable of being

reformatted and reproduced in copies of archival quality.

3. The document shall be in the English language. A limited partnership name need not be in English if written in English letters or Arabic or Roman numerals. The certificate of limited partnership or partnership agreement, duly authenticated by the official having custody of the applicable records in the state or other jurisdiction under whose law the limited partnership is formed, which is required of foreign limited partnerships, need not be in English if accompanied by a reasonably authenticated English translation.

4. If, pursuant to any provision of this chapter, the Commission has prescribed a mandatory form for the document, the document shall be in or on the prescribed form.

5. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his authority as a prerequisite to filing. If the Commission finds that the certificate complies with the provisions of this chapter, that it has been signed as required by this chapter, and that the required filing fee has been paid, it shall endorse on the certificate the word "Filed" and the day, month and year of the filing thereof and admit the certificate to record in its office. A signature on any document filed under this chapter may be a facsimile.

6. The Commission may accept the electronic filing of any information required or permitted to be filed by this chapter and may prescribe the methods of execution, recording, reproduction and certification of electronically filed information pursuant to § 59.1-496.

B. Upon the filing with the Commission of a certificate of amendment, the certificate of limited partnership shall be amended as set forth therein, and upon the effective date of a certificate of cancellation the certificate of limited partnership is canceled.

C. The Commission shall charge and collect the following fees:

1. For filing any one of the following, the fee shall be ~~ten dollars~~ \$10:

a. An application to reserve or to renew the reservation of a name for use by a domestic or a foreign limited partnership;

b. A notice of the transfer of a name reserved for the use by a domestic or a foreign limited partnership;

c. A certificate of cancellation with respect to either a domestic or a foreign limited partnership;

d. A certificate declaring withdrawal referred to in § 50-73.25;

e. A certificate of correction referred to in § 50-73.57;

f. ~~An instrument of merger referred to in § 50-73.57:2.~~

2. For filing any one of the following, the fee shall be \$100:

a. A certificate of limited partnership referred to in § 50-73.11;

b. An application for registration as a foreign limited partnership;

c. An amended and restated certificate of limited partnership referred to in § 50-73.77.

3. For filing any one of the following, the fee shall be ~~fifty dollars~~ \$50:

a. A certificate of amendment or a short form of such certificate;

b. A restated certificate of limited partnership.

4. For filing ~~articles of merger referred to in § 50-73.48:3~~ any one of the following, the fee shall be ~~twenty-five dollars~~ \$25:

a. ~~Articles of merger referred to in § 50-73.48:3;~~

b. ~~An instrument of merger referred to in § 50-73.57:2;~~

c. ~~An instrument of entity conversion referred to in § 50-73.57:3.~~

5. For issuing a certificate pursuant to § 50-73.130, the fee shall be ~~six dollars~~ \$6.

§ 50-73.48:3. Articles of merger.

A. After a plan of merger is approved by each domestic or foreign limited partnership, limited liability company, business trust or corporation that is a party to the merger, the surviving domestic or foreign partnership, limited partnership, limited liability company, business trust or corporation shall file with the Commission articles of merger executed by each party to the merger setting forth:

1. The plan of merger;

2. If the surviving entity of the merger is a foreign limited liability partnership not registered with the Commission under ~~§ 50-43.7 or~~ § 50-73.138, a foreign limited partnership not registered with the Commission under § 50-73.54, a foreign limited liability company not registered with the Commission under § 13.1-1052, a foreign business trust not registered with the Commission under § 13.1-1242 or a foreign corporation without a certificate of authority issued by the Commission under § 13.1-759, the address, including street and number, if any, of its principal office under the laws of the jurisdiction in which it was formed, organized or incorporated;

3. A statement that the plan of merger was adopted by each domestic partnership party to the merger in accordance with § 50-73.128, each domestic limited partnership party to the merger in accordance with § 50-73.48:2, each domestic business trust party to the merger in accordance with § 13.1-1258, and by each domestic limited liability company party to the merger in accordance with § 13.1-1071; and

4. If a domestic corporation is a party to the merger, any additional information required by § 13.1-720.

B. If a foreign partnership, limited partnership, limited liability company, business trust or

corporation is a party to the merger, the articles of merger may contain a statement that the merger is permitted by the state or ~~country~~ *other jurisdiction* under whose law that partnership, limited partnership or business trust is formed, that limited liability company is organized or that corporation is incorporated and that the foreign partnership, limited partnership, limited liability company, business trust or corporation has complied with that law in effecting the merger. If such a statement is included in the articles of merger, a surviving limited partnership, limited liability company, business trust or corporation shall not be required to file with the Commission any copy of a duly authenticated instrument of merger that would otherwise be required pursuant to §§ 13.1-766.1, 13.1-1060, 13.1-1250 or § 50-73.57:2, as the case may be.

C. If the Commission finds that the articles of merger comply with the requirements of law and that all required fees have been paid, it shall issue a certificate of merger. The certificate of merger shall become effective when issued unless the plan of merger specifies a future effective date, in which case the certificate of merger shall be effective on the earlier of (i) that date or (ii) the date that is 15 days after the date on which the Commission issues the certificate of merger.

D. A certificate of merger shall act as a certificate of cancellation as described in § 50-73.13 for a domestic limited partnership that is not the surviving entity of the merger, and that partnership's certificate of limited partnership shall be cancelled upon the effective date of the certificate of merger.

§ 50-73.54. Registration.

Before transacting business in ~~this the~~ Commonwealth, a foreign limited partnership shall register with the Commission. In order to register, a foreign limited partnership shall deliver to the Commission an application for registration as a foreign limited partnership on forms prescribed and furnished by the Commission, executed by a general partner and setting forth:

1. The name of the foreign limited partnership and, if the limited partnership is prevented by § 50-73.56 from using its own name in ~~this the~~ Commonwealth, a designated name that satisfies the requirements of § 50-73.56;

2. The *name of the state or other jurisdiction and under whose law it is formed, the date of its formation, and if the limited partnership was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization or formation; and (iv) the entity identification number issued to it by the Commission;*

3. The registered agent's name, qualification as prescribed in subdivision A 2 of § 50-73.4, and ~~post-office~~ *post office* address, including the street and number, if any, and the name of the city or county in which the address is located;

4. A statement that the Clerk of the Commission is irrevocably appointed the agent of the foreign limited partnership for service of process if no registered agent has been appointed under § 50-73.4 or, if appointed, the registered agent's authority has been revoked or if the registered agent either has resigned or cannot be found or served with the exercise of reasonable diligence;

5. The ~~post office~~ *post office* address of the office required to be maintained in the state or other jurisdiction of its formation by the laws of that state or jurisdiction or, if not so required, of the principal office of the foreign limited partnership, including the street and number, if any, of the foreign limited partnership's principal office;

6. A copy of the certificate of limited partnership or, if there is no such certificate, a copy of the partnership agreement, filed in the foreign limited partnership's state or other jurisdiction of formation authorizing it to do business in that state or other jurisdiction, duly authenticated by the secretary of state or other official having custody of the limited partnership records in the state or other jurisdiction of its formation;

7. The name and ~~post-office~~ *post office* address, including the street and number, if any, of each general partner and, if a general partner is a business entity that is of record with the Commission, the identification number issued by the Commission to such general partner; and

8. The ~~post-office~~ *post office* address, including the street and number, if any, of the specified office required to be maintained by § 50-73.4, at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in ~~this the~~ Commonwealth is cancelled or withdrawn.

§ 50-73.57:2. Merger of foreign limited partnership registered to transact business in Commonwealth.

A. Whenever a foreign limited partnership ~~authorized that is registered~~ to transact business in ~~this the~~ Commonwealth is a party to a merger permitted by the laws of the state or ~~country~~ *other jurisdiction* under whose laws it is formed, and that limited partnership is the surviving entity of the merger, it shall, within ~~thirty~~ 30 days after the merger becomes effective, file with the Commission a copy of the instrument of merger duly authenticated by the Secretary of State or other official having custody of limited partnership records in the state or ~~country~~ *other jurisdiction* under whose laws the merger was effected.

B. Whenever a foreign limited partnership ~~authorized that is registered~~ to transact business in ~~this the~~ Commonwealth is a party to a merger permitted by the laws of the state or ~~country~~ *other jurisdiction* under the laws of which it is formed, and that limited partnership is not the surviving entity of the merger, the surviving partnership, limited partnership, limited liability company, *business trust*, or corporation shall, if not continuing to transact business in ~~this the~~ Commonwealth, within ~~thirty~~ 30 days after the merger becomes effective, deliver to the Commission a copy of the instrument of merger duly authenticated by the Secretary of State or other official having custody of limited partnership records in the state or ~~country~~ *other jurisdiction* under whose laws the merger was effected, and comply in behalf of the predecessor limited partnership with § 50-73.58. If a surviving *business trust*, registered limited liability partnership, limited partnership, limited liability company or corporation is to continue to transact business in ~~this the~~ Commonwealth and has not registered with the Commission as a foreign registered limited liability partnership under ~~§ 50-43.7 or~~ § 50-73.138, as a foreign limited partnership under § 50-73.54, *as a foreign business trust under § 13.1-1242*, or as a foreign limited liability company under § 13.1-1052 or received a certificate of authority to transact business in ~~this the~~ Commonwealth as a foreign corporation, as the case may be, it shall, within ~~thirty~~ 30 days after the merger becomes effective, deliver to the Commission an application, if a foreign registered limited liability partnership, for registration as a foreign registered limited liability partnership, if a foreign limited partnership, for registration as a foreign limited partnership, if a foreign limited liability company, for registration as a foreign limited liability company, *if a foreign business trust, for registration as a foreign business trust*, or, if a foreign corporation, for a certificate of authority to transact business in ~~this the~~ Commonwealth, together with a duly authenticated copy of the instrument of merger and also a copy of its partnership certificate, statement of registered limited liability partnership, certificate of limited partnership, articles of organization, *articles of trust*, or articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of registered limited liability partnership, limited partnership, limited liability company, *business trust*, or corporate records in the state or ~~country~~ *other jurisdiction* under whose laws it is formed, organized, *registered*, or incorporated.

C. Upon the merger of a foreign limited partnership with one or more foreign partnerships, limited partnerships, limited liability companies, *business trusts*, or corporations, all property in ~~this the~~ Commonwealth owned by the foreign limited partnership shall pass to the surviving foreign partnership, limited partnership, limited liability company, *business trust*, or corporation except as otherwise provided by the laws of the state or ~~country~~ *other jurisdiction* by which it is governed, but only from and after the time when a duly authenticated copy of the instrument of merger is filed with the Commission.

§ 50-73.57:3. *Entity conversion of foreign limited partnership registered to transact business in Commonwealth.*

A. *Whenever a foreign limited partnership registered to transact business in the Commonwealth converts to another type of entity, the surviving or resulting entity shall, within 30 days after such entity conversion becomes effective, file with the Commission a copy of the instrument of entity conversion duly authenticated by the Secretary of State or other official having custody of limited partnership records in the state or other jurisdiction under whose laws such entity conversion was effected; and*

1. *If the surviving or resulting entity is not continuing to transact business in the Commonwealth or is not a foreign corporation, limited liability company, business trust, or partnership registered as a registered limited liability partnership, then, within 30 days after such entity conversion, it shall comply on behalf of the predecessor limited partnership with the provisions of § 50-73.58; or*

2. *If the surviving or resulting entity is a foreign corporation, limited liability company, business trust, or partnership registered as a registered limited liability partnership and is to continue to transact business in the Commonwealth, then, within such 30 days, it shall deliver to the Commission an application for a certificate of authority or registration to transact business in the Commonwealth or, in the case of a foreign registered limited liability partnership, a statement of registration.*

B. *Upon the entity conversion of a foreign limited partnership that is registered to transact business in the Commonwealth, all property in the Commonwealth owned by the foreign limited partnership shall pass to the surviving or resulting entity except as otherwise provided by the laws of the state or other jurisdiction by which it is governed, but only from and after the time when a duly authenticated copy of the instrument of entity conversion is filed with the Commission.*

§ 50-73.69. *Penalty for failure to timely pay annual registration fee or file statement of change.*

A. Any domestic or any foreign limited partnership failing to pay the annual registration fee into the state treasury within the time prescribed in § 50-73.67 shall incur a penalty thereon of ~~twenty-five dollars~~ \$25, which shall be added to the amount of the annual registration fee due. The penalty prescribed herein shall be in addition to any other penalties and liabilities imposed by law.

B. 1. If any domestic or foreign limited partnership fails to pay on or before October 1 of the year assessed the annual registration fee, the Commission shall mail notice to the limited partnership of impending cancellation of its certificate of limited partnership or certificate of registration, as the case may be. The certificate shall be automatically canceled if any annual registration fee is unpaid as of December 31 of that year. A domestic limited partnership whose certificate has been canceled pursuant

to this section is dissolved upon cancellation and shall be wound up pursuant to Article 8 (§ 50-73.49 et seq.) of this chapter.

2. If any domestic or foreign limited partnership whose registered agent has filed with the Commission his statement of resignation pursuant to § 50-73.6 fails to file a statement of change pursuant to § 50-73.5 within ~~thirty-one~~ 31 days after the date on which the statement of resignation was filed, the Commission shall mail notice to the limited partnership of impending cancellation of its certificate. If the limited partnership fails to file the statement of change as of the last day of the second month immediately following the month in which the impending cancellation notice was mailed, the certificate shall be automatically canceled as of that day. A domestic limited partnership whose certificate has been canceled pursuant to this section is dissolved upon cancellation and shall be wound up pursuant to Article 8 (§ 50-73.49 et seq.) of this chapter.

C. A limited partner of a domestic or foreign limited partnership is not liable as a general partner of that domestic or foreign limited partnership solely by reason of the failure or refusal of that limited partnership to pay the annual registration fee or by reason of the cancellation of the limited partnership's certificate of limited partnership or certificate of registration, as applicable, pursuant to subsection B of this section.

D. A domestic or foreign limited partnership whose certificate of limited partnership or certificate of registration has been canceled pursuant to either subsection B of this section or § 50-73.13 or § 50-73.58 may be relieved of the cancellation, and its certificate of limited partnership or certificate of registration shall be reinstated (i) by paying, not later than two years following the date of cancellation, the annual registration fee required by § 50-73.67, together with any late fee imposed by subsection A of this section; a reinstatement fee of \$100; and all registration fees and penalties that were due before the certificate was canceled and would have become due had the certificate not been canceled; and (ii) by *filing a duly authenticated copy of any amendments made to the certificate of limited partnership by a foreign limited partnership and any mergers entered into by a foreign limited partnership, from the date of cancellation pursuant to subsection B of this section to the date of reinstatement.* If the name of the limited partnership is not available at the time of reinstatement, the limited partnership shall file an amendment to its certificate of limited partnership or certificate of registration or adopt an assumed name for use in ~~this~~ the Commonwealth as a precondition to reinstatement.

E. If the domestic or foreign limited partnership complies with the provisions of, and pays the fees required by, subsection D of this section, the Commission shall reinstate the certificate of limited partnership or certificate of registration of the limited partnership. A domestic or foreign limited partnership whose certificate of limited partnership or certificate of registration is reinstated within two years after the date on which it was canceled pursuant to subsection B of this section shall be deemed not to have had its certificate of limited partnership or certificate of registration canceled. In that event, the reinstated domestic or foreign limited partnership resumes carrying on its business as if neither cancellation nor dissolution had ever occurred, and any liability incurred by that domestic or foreign limited partnership or a partner after the cancellation and before the reinstatement is determined as if cancellation had never occurred.

§ 50-73.93. Statement of partnership authority.

A. A partnership may file a statement of partnership authority, which:

1. Shall include:

a. The name of the partnership;

b. The name of the state or other jurisdiction ~~of its formation~~ *under whose law it is formed, and if the partnership was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization, or formation; and (iv) the entity identification number issued to it by the Commission;*

c. The street address of its chief executive office and of one office in ~~this~~ the Commonwealth, if there is one;

d. The names and mailing addresses of all of the partners or of an agent appointed and maintained by the partnership for the purpose of subsection B; and

e. The names of the partners authorized to execute an instrument transferring real property held in the name of the partnership; and

2. May state the authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any other matter.

B. If a statement of partnership authority names an agent, the agent shall maintain a list of the names and mailing addresses of all of the partners and make it available to any person on request for good cause shown.

C. If a filed statement of partnership authority is executed pursuant to subsection C of § 50-73.83 and states the name of the partnership but does not contain all of the other information required by subsection A, the statement nevertheless operates with respect to a person not a partner as provided in subsections D and E.

D. Except as otherwise provided in subsection G, a filed statement of partnership authority supplements the authority of a partner to enter into transactions on behalf of the partnership as follows:

1. Except for transfers of real property, a grant of authority contained in a filed statement of partnership authority is conclusive in favor of a person who gives value without knowledge to the contrary, so long as and to the extent that a limitation on that authority is not then contained in another filed statement. A filed cancellation of a limitation on authority revives the previous grant of authority.

2. A grant of authority to transfer real property held in the name of the partnership contained in a filed statement of partnership authority is conclusive in favor of a person who gives value without knowledge to the contrary, so long as and to the extent that a limitation on that authority is not then of record with the Commission. The filing of a cancellation of a limitation on authority revives the previous grant of authority.

E. A person not a partner is deemed to know of a limitation on the authority of a partner to transfer real property held in the name of the partnership if a filed statement containing the limitation on authority is of record with the Commission.

F. Except as otherwise provided in subsections D and E and §§ 50-73.115 and 50-73.121, a person not a partner is not deemed to know of a limitation on the authority of a partner merely because the limitation is contained in a filed statement.

G. Unless earlier canceled, a filed statement of partnership authority is canceled by operation of law five years after the date on which the statement, the most recent renewal, or the most recent amendment, was filed with the Commission.

H. A partnership that changes its name shall promptly amend its statement of partnership authority to reflect its new name unless its statement of partnership authority has been canceled.

§ 50-73.138. Registration of foreign registered limited liability partnerships.

A. Before transacting business in ~~this~~ the Commonwealth, a foreign registered limited liability partnership shall register with the Commission. An applicant for registration as a foreign registered limited liability partnership shall file with the Commission a certificate of status from the filing office in the jurisdiction in which the foreign registered limited liability partnership is registered and a statement of registration as a foreign limited liability partnership setting forth the information described in subsection B.

B. A statement of registration as a foreign registered limited liability partnership shall set forth the following:

1. The name of the foreign registered limited liability partnership and, if the name of the foreign registered limited liability partnership does not comply with § 50-73.133, a designated name for use in ~~this~~ the Commonwealth that satisfies the requirements of § 50-73.133;

2. The *name of the state or other jurisdiction in which under whose law it is formed and registered as a limited liability partnership and the laws of which govern the agreement pursuant to which it was formed, and if the registered limited liability partnership was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization or formation; and (iv) the entity identification number issued to it by the Commission;*

3. If the partnership is of record with the Commission, the identification number issued by the Commission to the partnership;

4. The address, including the street and number, if any, of its principal office;

5. The post office address, including the street and number, if any, of its initial registered office, which in the case of a foreign limited partnership registered pursuant to Chapter 2.1 (§ 50-73.1 et seq.) of this title shall be identical to the foreign limited partnership's registered office address on record with the Commission;

6. The name of the city or county in which the registered office is located;

7. The name of its initial registered agent at that office, which in the case of a foreign limited partnership registered pursuant to Chapter 2.1 (§ 50-73.1 et seq.) of this title shall be identical to the foreign limited partnership's registered agent on record with the Commission, 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 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 domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in ~~this~~ the Commonwealth; and

8. That the partnership thereby applies for status as a foreign registered limited liability partnership.

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

D. Registration as a foreign registered limited liability partnership is effective until:

1. The registration is revoked pursuant to subsection C of § 50-73.134;
2. The partnership files with the Commission a statement of cancellation of registration under § 50-73.139; or
3. The registration is revoked pursuant to subsection B of § 50-73.137:1.