6       corporations and professional limited liability companies.         7       Patron—Joannou         8       Referred to Committee on Commerce and Labor         10       Be it enacted by the General Assembly of Virginia:         11       That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894,         13.1-106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:         § 13.1-545.1, Merger with foreign professional corporation or foreign professional limited liability company.         7       Any corporation organized under this chapter may merge or eonsolidate with a one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in this the Commonwealth pursuant to § 13.1-1607, 010111111111111111111111111111111111	2 3 4 5 6 7 8 9 10 11 12 1 13 1 14 15 16 17 p 18 4 19 20 b 21 t <sup>1</sup> 22 p 23 w 24 0 26 FR	Offered January 9, 2008 Prefiled January 8, 2008 <i>BILL to amend and reenact §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 13.1-1106, and 13.1-1121 of the Code of Virginia, relating to professional corporations and professional limited liability companies.</i> Patron—Joannou Referred to Committee on Commerce and Labor <b>Be it enacted by the General Assembly of Virginia:</b> <b>. That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows: § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany.</b> Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional eorporation which has qualified corporations that have obtained a certificate of authority to be transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact usiness in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and he professional limited liability companies are organized to render the same professional service;
Offered January 9, 2008           Prefiled January 9, 2008           A BILL to amend and reenact §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-884, 13.1-106, and 13.1-121 of the Code of Virginia, relating to professional corporations and professional limited liability companies.           Patron—Joannou           Be it enacted by the General Assembly of Virginia:           11         That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-807, 13.1-815.1, 13.1-894, 13.1-1006, and 13.1-1121 of the Code of Virginia:           12         1. That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 13.1-106, and 13.1-121 of the Code of Virginia are amended and reenacted as follows:           § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability company.           Any corporation organized under this chapter may merge or eonsolidate with a one or more foreign professional limited liability companies that have obtained a certificate of authority to the tawns or the singen and the professional corporations and the professional limited liability company is a organized to render the same professional service, are organized to render the same professional service, and engenetis on the same professional limited liability company is a organized and operation or foreign professional limited liability company is a professional limited liability company is a professional limited liability company is a professional limited liability company is organized, and (ii) if the surviving or new professional business entity is a professional limited liability company is organized and operation is shareholders shall be licensed or otherwise legally authorized vith the somm	2 3 4 5 6 7 8 9 10 11 12 1 13 1 14 15 16 17 p 18 4 19 20 b 21 t <sup>1</sup> 22 p 23 w 24 0 26 FR	Prefiled January 8, 2008 <i>BILL to amend and reenact §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 13.1-1106, and 13.1-1121 of the Code of Virginia, relating to professional corporations and professional limited liability companies.</i> Patron—Joannou Referred to Committee on Commerce and Labor <b>Be it enacted by the General Assembly of Virginia:</b> <b>. That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</b> § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany. Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to be transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact usiness in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and he professional limited liability companies are organized to render the same professional service;
<ul> <li>13.1-815.1, 13.1-894, 13.1-1106, and 13.1-1121 of the Code of Virginia, relating to professional corporations and professional limited liability companies.</li> <li>Patron—Joannou</li> <li>Referred to Committee on Commerce and Labor</li> <li>Be it enacted by the General Assembly of Virginia:         <ol> <li>That §§ 13.1-545.1, 13.1-555. 13.1-607. 13.1-615.1, 13.1-716. 13.1-807. 13.1-815.1, 13.1-894.</li> <li>I.That §§ 13.1-545.1 (J.1-555. 13.1-607. 13.1-615.1, 13.1-716. 13.1-807. 13.1-815.1, 13.1-894.</li> <li>I.That §§ 13.1-545.1 (Det Code of Virginia are amended and reenacted as follows:                  <ul></ul></li></ol></li></ul>	5 6 7 8 9 10 11 12 1 13 1 13 1 14 15 16 17 p 18 4 19 20 b 21 t/ 22 p 23 w 24 0 26 FR	<ul> <li>BILL to amend and reenact §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 13.1-1106, and 13.1-1121 of the Code of Virginia, relating to professional corporations and professional limited liability companies.</li> <li>Patron—Joannou</li> <li>Referred to Committee on Commerce and Labor</li> <li>Be it enacted by the General Assembly of Virginia:</li> <li>That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</li> <li>§ 13.1-545.1. Merger with foreign professional corporations or foreign professional limited liability ompany.</li> <li>Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporations that have obtained a certificate of authority to be transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and he professional limited liability companies are organized to render the same professional service;</li> </ul>
<ul> <li>13.1-815.1, 13.1-894, 13.1-1106, and 13.1-1121 of the Code of Virginia, relating to professional corporations and professional limited liability companies.</li> <li>Patron—Joannou</li> <li>Referred to Committee on Commerce and Labor</li> <li>Be it enacted by the General Assembly of Virginia:         <ol> <li>That §§ 13.1-545.1, 13.1-555. 13.1-607. 13.1-615.1, 13.1-716. 13.1-807. 13.1-815.1, 13.1-894.</li> <li>I.That §§ 13.1-545.1 (J.1-555. 13.1-607. 13.1-615.1, 13.1-716. 13.1-807. 13.1-815.1, 13.1-894.</li> <li>I.That §§ 13.1-545.1 (Det Code of Virginia are amended and reenacted as follows:                  <ul></ul></li></ol></li></ul>	5 6 7 8 9 10 11 12 1 13 1 13 1 14 15 16 17 p 18 4 19 20 b 21 t/ 22 p 23 w 24 0 26 FR	<ul> <li>13.1-815.1, 13.1-894, 13.1-1106, and 13.1-1121 of the Code of Virginia, relating to professional corporations and professional limited liability companies.</li> <li>Patron—Joannou</li> <li>Referred to Committee on Commerce and Labor</li> <li>Be it enacted by the General Assembly of Virginia:</li> <li>That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</li> <li>§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany.</li> <li>Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional eorporation which has qualified corporations that have obtained a certificate of authority to be transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact pusiness in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and he professional limited liability companies are organized to render the same professional service;</li> </ul>
6       corporations and professional limited liability companies.         7       Patron—Joannou         8       Referred to Committee on Commerce and Labor         10       Be it enacted by the General Assembly of Virginia:         11.       That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894,         13.1-1066, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:         § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability company.         7       Any corporation organized under this chapter may merge or eonsolidate with a one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in the off enomonwealth pursuant to § 13.1-103, 019 if both the professional corporations and the professional limited liability companies are organized to render the same professional service, provided that (i) such the the merger er eonsolidation is permitted by the laws of the state jurisdiction under the laws of Virginia the Commonwealth, pursuant to § 13.1-103, 019 if both the soft the same professional service as the corporation and in the professional service and ecoporation is shareholders shall be licensed or otherwise legally authorized to render the same professional limited liability company is organized and operating under the laws of Virginia the Commonwealth pursuant to § 13.1-103, 010 to the state jurisdiction under the same professional limited liability company is organized and operating under the laws of the stare shall be held by individuals who are licensed or otherwise legally authorized to render the same professional linitite liability company organizea or otherwise	6 7 8 9 10 11 12 13 11 13 1 13 1 13 1 13 1 13 1	corporations and professional limited liability companies. Patron—Joannou Referred to Committee on Commerce and Labor Be it enacted by the General Assembly of Virginia: That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows: § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany. Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to to transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact pusiness in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and the professional limited liability companies are organized to render the same professional service;
<ul> <li>Patron—Joannou</li> <li>Referred to Committee on Commerce and Labor</li> <li>Be it enacted by the General Assembly of Virginia:</li> <li>I. That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 13.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</li> <li>§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability company.</li> <li>Any corporation organized under this chapter may merge or eon-solidate with a one or more foreign professional limited liability companies are organized to render the same professional limited liability companies are organized to render the same professional corporations to transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies are organized to render the same professional corporations and the professional limited liability companies are organized to render the same professional corporations and the professional limited liability companies are organized to render the same professional corporation is organized and operating under the laws of Virginia the Commonwealth, all stockholders of such rendering professional limited liability companies is shares shall be licensed or otherwise legally authorized to render the same professional service as the corporation, provided that if such service is shall be licensed or otherwise legally authorized to render the same professional limited liability companies and operating under the laws of the Commonwealth all of its members and managers shall be licensed or otherwise legally authorized to render the same professional limited liability company is a professional limited liability company organized and operating under the laws of the Commonwealth all of its members and managers shall be licensed or otherwise legally authorized to render the same professional limited liability company organized and operating under the laws</li></ul>	7 8 9 10 11 12 1 13 1 13 1 13 1 14 15 c 16 17 p 18 4 19 p 20 b 21 t <sup>1</sup> 22 p 23 w 24 0 26 FR	Patron—Joannou Patron—Joannou Referred to Committee on Commerce and Labor Be it enacted by the General Assembly of Virginia: . That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows: § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany. Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to the transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact pusiness in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and the professional limited liability companies are organized to render the same professional service;
<ul> <li>Referred to Committee on Commerce and Labor</li> <li>Be it enacted by the General Assembly of Virginia:         <ol> <li>That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 13.1-106, and 13.1-1120 of the Code of Virginia are amended and reenacted as follows:                 § 13.1-545.1. Merger with foreign professional corporation or foreign professional ilmited liability company.</li></ol></li></ul>	8       9         10       11         12       1         13       1         14       15         16       17         18       d         19       p         20       b         21       th         22       p         23       w         24       0         25       0         26       F6	Referred to Committee on Commerce and Labor <b>Be it enacted by the General Assembly of Virginia:</b> <b>. That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894,</b> <b>3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</b> § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany. Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to to transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact pusiness in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and the professional limited liability companies are organized to render the same professional service;
<ul> <li>Referred to Committee on Commerce and Labor</li> <li>Be it enacted by the General Assembly of Virginia:         <ol> <li>That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 13.1-103, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:                 § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability companies that have obtained a certificate of authority to the de transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies are organized to render the same professional comporations and the professional limited liability companies are organized to render the same professional service, provided that (i) such the merger er ensolidation is permitted by the laws of the state jurisdiction under which each such foreign professional comporation or new professional business entity is a professional corporation is organized, and (ii) if the surviving or new professional business entity is a professional corporation are sprained business entity is a professional corporation are shareholders shall be licensed or otherwise legally authorized with the state budnized which extres without and the professional service is that of architects, or any combination thereof, and tastive site for such stockholders in shareholders shall be held by individuals who are licensed or otherwise legally authorized within this the Commonwealth to render the applicable service, and (iii) if the surviving or new professional business and managers shall be licensed or otherwise legally authorized within this such service or ordination thereof, at least two-thirds of such services of the Commonwealth to render the applicable service, and (iii) if the surviving or new professional limited liability companies, or otherwise legally authorized to the Commonwealth to render the aphilcable service.</li> <li>gentating under the laws of t</li></ol></li></ul>	9         10         11         12       1         13       1         14       15         15       c         16       17         18       4         19       p         20       b         21       th         22       p         23       w         24       0         25       0         26       FR	Referred to Committee on Commerce and Labor <b>Be it enacted by the General Assembly of Virginia:</b> <b>. That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894,</b> <b>3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</b> § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany. Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional eorporation which has qualified corporations that have obtained a certificate of authority to to transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact pusiness in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and the professional limited liability companies are organized to render the same professional service;
<ul> <li>9 Referred to Committee on Commerce and Labor</li> <li>10 Be it enacted by the General Assembly of Virginia:</li> <li>11. That §§ 131-545.1, 131-555, 131-607, 131-615.1, 131-716, 13.1-807, 131-815.1, 131-894,</li> <li>13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability company.</li> <li>Any corporation organized under this chapter may merge er ensolidate with a one or more foreign professional limited liability companies that have obtained a certificate of authority to de transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transacci business in the Commonwealth pursuant to § 13.1-106, only if besi he professional corporations and the professional limited liability companies are organized to render the same professional service, provided that (i) such he merger or ensolidation is permitted by the laws of the state jurisdiction under which each such foreign professional corporation or foreign professional limited liability company is shareholders shall be licensed or otherwise legally authorized to render the same professional envices the corporation provided that if such-service is that of architects.</li> <li>13 organized and operating under the laws of Virginia the Commonwealth, all stockholdees of such render the same professional envices at the corporation, provided that if such service is that of architects.</li> <li>14 professional engineers, land surveyors or certified landscape architects, or any combination thereof, at least two-thirds of such service as the corporation, provided that if such service is that of architects.</li> <li>15 professional engineers, land surveyors or certified landscape architects, or any combination thereof, at least two-thirds of its emperating under the laws of the state that are licensed or otherwise legally authorized within this the Commonwealth lo render</li></ul>	9         10         11         12       1         13       1         14       15         15       c         16       17         18       4         19       p         20       b         21       th         22       p         23       w         24       0         25       0         26       FR	Be it enacted by the General Assembly of Virginia: That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows: § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany. Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to to transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact pusiness in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and the professional limited liability companies are organized to render the same professional service;
<ul> <li>Be it enacted by the General Assembly of Virginia:</li> <li>That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894,</li> <li>13.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</li> <li>§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability company.</li> <li>Any corporation organized under this chapter may merge or eonsolidate with a one or more foreign professional emporation which has qualified corporations that have obtained a certificate of authority to do transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of professional to transact business in the Commonwealth pursuant to § 13.1-105, only if both the professional corporations and the professional limited liability companies are organized to render the same professional services, provided that (i) such the merger or eonsolidation is permitted by the laws of the state jurisdiction under which each such foreign professional corporation or foreign professional limited liability companies are organized. The commonwealth, all stockholders of such remaining professional entroprise its shares shall be licensed or otherwise legally authorized to render the same professional service as the corporation, provided that if such service is that of architects.</li> <li>professional engineers, land surveyors or certified landscape architects, or any combination thereof, at least two-thirds of such stockholders its shares shall be held by individuals who are licensed or otherwise legally authorized to render the same professional limited liability company organized are otherwise legally authorized to render the same professional limited liability company or ganized are otherwise legally authorized to render the same professional engineers, land surveyors or certified landscape architects, or any combination the</li></ul>	10         11         12       1         13       1         14       15         16       17         18       4         19       p         20       b         21       th         22       p         23       w         24       0         25       0         26       F6	Be it enacted by the General Assembly of Virginia: That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows: § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany. Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to to transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact pusiness in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and the professional limited liability companies are organized to render the same professional service;
<ul> <li>Be it enacted by the General Assembly of Virginia:</li> <li>1. That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894,</li> <li>13.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</li> <li>§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability company.</li> <li>Any corporation organized under this chapter may merge expessional with a one or more foreign professional limited liability companies that have obtained a certificate of authority to de transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-105, only if both the professional corporations and the professional limited liability companies are organized to render the same professional corporation under which each such foreign professional corporation or foreign professional limited liability company is organized, and (ii) if the surviving or new professional business entity is a professional corporation with the surviving or new professional business entity is a professional corporation thereof, at professional eroperation scheckholders its shareholders shall be licensed or otherwise legally authorized within this to Commonwealth or render the applicable service, and (iii) if the surviving or new professional business entity is a professional service is that of architects, professional service as the corporation, provided that if such service as the professional service, as the commonwealth, all of its members and limited liability company organized and operating under the laws of the Commonwealth or ender the applicable service, and (iii) if the surviving or new professional service is that of architects, or any combination thereof, at least wo-thites of such service as the professional service as the professional limited liabi</li></ul>	11         12       1         13       1         14       1         15       c         16       1         17       p         18       d         19       p         20       b         21       th         22       p         23       w         24       0         25       0         26       FR	<ul> <li>That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894,</li> <li>3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</li> <li>§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany.</li> <li>Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to to transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and he professional limited liability companies are organized to render the same professional service;</li> </ul>
<ol> <li>1. That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894, 13.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:         <ul> <li>§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability company.</li> <li>Any corporation organized under this chapter may merge or eonsolidate with a one or more foreign professional limited liability companies that have obtained a certificate of authority to do transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and the professional limited liability companies are organized to render the same professional service, provided that (i) such the merger or consolidation is permitted by the laws of the state jurisdiction under which each such foreign professional corporation or foreign professional limited liability company is organized, and (ii) if the surviving or new professional business entity is a professional corporation is shareholders shall be licensed or otherwise legally authorized to render the same professional service as the corporation, provided that if such service is that of architects, professional engineers, land surveyors or certified landscape architects, or any combination thereof, at least two-thirds of such stockholders its shares shall be held by individuals who are licensed or otherwise legally authorized to render the same professional limited liability company organized and operating under the laws of the Commonwealth, all of its members and managers shall be licensed or otherwise legally authorized to render the same professional engineers, land surveyors or certified landscape architects, or any combination thereof, at least two-thirds of its members on thange liability comp</li></ul></li></ol>	12       1         13       1         14       15         15       c         16       17         17       p         18       d         19       p         20       b         21       th         22       p         23       w         24       0         25       0         26       F6	<ul> <li>That §§ 13.1-545.1, 13.1-555, 13.1-607, 13.1-615.1, 13.1-716, 13.1-807, 13.1-815.1, 13.1-894,</li> <li>3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</li> <li>§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany.</li> <li>Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to to transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and he professional limited liability companies are organized to render the same professional service;</li> </ul>
<ul> <li>13.1-1106. and 13.1-121 of the Code of Virginia are amended and researcted as follows:         <ul> <li>§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability company.</li> <li>Any corporation organized under this chapter may merge ee eensolidate with a one or more foreign professional empreation which has qualified corporations that have obtained a certificate of authority to do transact business in the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in the commonwealth pursuant to § 13.1-105, only if beth the professional service, provided that (i) such the merger or eensolidation is permitted by the laws of the state jurisdiction under which each such foreign professional corporation or foreign professional limited liability company is organized, and (ii) if the surviving or new professional business entity is a professional corporation is organized and operating under the laws of Virginia the Commonwealth, all stoekholders of such remaining professional service as the corporation, provided that if such service is that of architects.</li> <li>professional engineers, land surveyors or certified landscape architects, or any combination thereof, at otherwise legally authorized to individuals who are licensed or otherwise legally authorized to trade the same professional lexiness and managers shall be licensed or otherwise legally authorized to render the same professional lexiness and managers shall be licensed or otherwise legally authorized to render the same professional lexines and managers shall be licensed or otherwise legally authorized to render the same professional lexines and surveyors or certified landscape architects, professional lexines and managers shall be licensed or otherwise legally authorized to render the same professional lexines areas and surveyors or certified landscape arch</li></ul></li></ul>	13       1         14       15         15       c         16       17         17       p         18       dt         19       p         20       b         21       th         22       p         23       w         24       0         25       0         26       F6	<b>3.1-1106, and 13.1-1121 of the Code of Virginia are amended and reenacted as follows:</b> § 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany. Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and he professional limited liability companies are organized to render the same professional service;
<ul> <li>§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability company.</li> <li>Any corporation organized under this chapter may merge er eensolidate with a one or more foreign professional limited liability companies that have obtained a certificate of authority to de transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact.</li> <li>business in the Commonwealth pursuant to § 13.1-105, only if beth the professional corporations and the professional limited liability companies are organized to render the same professional service, provided that (i) such the merger or eensolidation is permitted by the laws of the state jurisdiction under which each such foreign professional corporation is shareholders shall be licensed or otherwise legally authorized to render the laws of Virginia the Commonwealth, all stoekholders of such two-thirds of such stockholders is shares shall be licensed or otherwise legally authorized within this the Commonwealth to render the applicable service, and (iii) if the surviving or new professional periodic as shareholders shall be held by individuals who are licensed or otherwise legally authorized within this the Commonwealth to render the applicable service, and (iii) if the surviving or new professional service is that of architects, or any combination thereof, at least two-thirds of such stockholders is shares shall be held by individuals who are licensed or otherwise legally authorized within the comnonwealth, all of its members and managers shall be licensed or otherwise legally authorized to render the same professional limited liability company, provided that if such service is that of architects, professional limited in surviving or new professional the render the applicable service.</li> <li>§ 13.1-555. Merger.</li> <li>A professional corporation operating pursuant to the terms</li></ul>	14         15       c.         16       17         17       p         18       d         19       p         20       b         21       th         22       p         23       w         24       0         25       0         26       FR	§ 13.1-545.1. Merger with foreign professional corporation or foreign professional limited liability ompany. Any corporation organized under this chapter may merge or consolidate with a one or more foreign professional corporation which has qualified corporations that have obtained a certificate of authority to the transact business in this the Commonwealth pursuant to § 13.1-544.2, or one or more foreign professional limited liability companies that have obtained a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-1105, only if both the professional corporations and he professional limited liability companies are organized to render the same professional service;
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<ul> <li>organized, and (ii) if the surviving or new professional business entity is a professional corporation is organized and operating under the laws of Virginia the Commonwealth, all stockholders of such render the same professional corporation its shareholders shall be licensed or otherwise legally authorized to render the same professional service as the corporation, provided that if such service is that of architects, professional engineers, land surveyors or certified landscape architects, or any combination thereof, at least two-thirds of such stockholders its shareholders shall be held by individuals who are licensed or otherwise legally authorized within this the Commonwealth to render the applicable service, and (iii) if the surviving or new professional business entity is a professional limited liability company organized and operating under the laws of the Commonwealth, all of its members and managers shall be licensed or otherwise legally authorized to render the same professional service as the professional limited liability company, provided that if such service is that of architects, professional engineers, land surveyors or certified landscape architects, or any combination thereof, at least two-thirds of its membership interests shall be held by individuals or professional business entities that are licensed or otherwise legally authorized within the Commonwealth to render the applicable service.</li> <li>§ 13.1-555. Merger.</li> <li>A professional corporation perating pursuant to the terms of this chapter may consolidate or merged with another corporation, ilmited liability company, or domestic partnership is a professional limited liability company, or domestic partnership is a professional limited liability company, or domestic partnership is a professional corporation, professional limited liability company, or domestic partnership is a professional corporation, professional limited liability company, or domestic partnership was in another corporation, professional limited l</li></ul>	24 0 25 0 26 ft	solution that (1) such the merger of consolitation is permitted by the laws of the state jurisdiction under
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	54 55	2. A description of the articles to be corrected, including their effective date;
		3. Each inaccuracy and defect that is to be corrected;
		<ul> <li>3. Each inaccuracy and defect that is to be corrected;</li> <li>4. The correction of each inaccuracy and defect; and</li> <li>5. A statement that the board of directors authorized the correction and the date of such</li> </ul>

59 C. Upon the issuance of a certificate of correction by the Commission, the articles of correction shall 60 become effective as of the effective date and time of the articles they correct except as to persons relying on the uncorrected articles and adversely affected by the correction. As to those persons, articles 61 62 of correction are effective upon the issuance of the certificate of correction.

63 D. No articles of correction may shall be filed with accepted by the Commission when received more 64 than 30 days after the effective date of the certificate relating to the articles to be corrected. 65

§ 13.1-615.1. Charter and entrance fees for corporations.

A. Every domestic corporation, upon the granting of its charter or upon domestication, shall pay a 66 charter fee into the state treasury, and every foreign corporation, when it obtains from the State 67 Corporation Commission a certificate of authority to transact business in the Commonwealth, shall pay 68 69 an entrance fee into the state treasury. The fee in each case is to be ascertained and fixed as follows:

For any domestic or foreign corporation whose number of authorized shares is 1,000,000 or fewer 70 71 shares - \$50 for each 25,000 shares or fraction thereof;

72 For any domestic or foreign corporation whose number of authorized shares is more than 1,000,000 shares - \$2,500. 73

74 B. For any foreign corporation that files articles of domestication and that had authority to transact 75 business in the Commonwealth at the time of such filing, the charter fee to be charged upon domestication shall be an amount equal to the difference between the amount that would be required by 76 77 this section and the amount already paid as an entrance fee by such corporation. For any foreign 78 corporation that files an application for a certificate of authority to transact business in the 79 Commonwealth and that had previously surrendered its articles of incorporation as a domestic 80 corporation, the entrance fee to be charged upon obtaining a certificate of authority to transact business in the Commonwealth shall be an amount equal to the difference between the amount that would be 81 required by this section and the amount already paid as a charter fee by such corporation. Whenever by articles of amendment or articles of merger, the number of authorized shares of any domestic or 82 83 foreign corporation or of the surviving corporation is increased, the charter or entrance fee to be charged 84 shall be an amount equal to the difference between the amount already paid as a charter or entrance fee 85 by such corporation and the amount that would be required by this chapter section to be paid if the 86 87 increased number of authorized shares were being stated at that time in the original articles of 88 incorporation. If no charter or entrance fee has been heretofore paid to the Commonwealth, the amount 89 to be paid shall be the same as would have to be paid on original incorporation or application for 90 authority to transact business.

§ 13.1-716. Merger.

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92 A. One or more domestic corporations may merge with one or more domestic or foreign corporations 93 or eligible entities pursuant to a plan of merger, or two or more foreign corporations or domestic or 94 foreign eligible entities may merge into a new domestic corporation to be created in the merger in the 95 manner provided in this chapter. When a domestic corporation is the survivor of a merger with a 96 domestic nonstock corporation, it may become, pursuant to subdivision C 5, a domestic nonstock 97 corporation, provided that the only parties to the merger are domestic corporations and domestic 98 nonstock corporations.

99 B. A foreign corporation or a foreign eligible entity may be a party to a merger with a domestic 100 corporation, or may be created pursuant to the terms of the plan of merger, only if the merger is 101 permitted by the laws under which the foreign corporation or eligible entity is organized or by which it 102 is governed. 103

C. The plan of merger shall include:

104 1. The name of each domestic or foreign corporation or eligible entity that will merge and the name 105 of the domestic or foreign corporation or eligible entity that will be the survivor of the merger;

2. The terms and conditions of the merger; 106

107 3. The manner and basis of converting the shares of each merging domestic or foreign corporation 108 and eligible interests of each merging domestic or foreign eligible entity into shares or other securities, eligible interests, obligations, rights to acquire shares, other securities or eligible interests, cash, or other 109 110 property or any combination of the foregoing;

4. The manner and basis of converting any rights to acquire the shares of each merging domestic or 111 foreign corporation and eligible interests of each merging domestic or foreign eligible entity into shares 112 113 or other securities, eligible interests, obligations, rights to acquire shares, other securities or eligible interests, cash, or other property or any combination of the foregoing; 114

115 5. The articles of incorporation of any domestic or foreign corporation or nonstock corporation, or 116 the organic document of any domestic or foreign unincorporated entity, to be created by the merger, or if a new domestic or foreign corporation or nonstock corporation or unincorporated entity is not to be 117 created by the merger, any amendments to the survivor's articles of incorporation or organic document; 118 119 and

120 6. Any other provisions required by the laws under which any party to the merger is organized or by

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121 which it is governed, or by the articles of incorporation or organic document of any such party.

D. Terms of a plan of merger may be made dependent on facts objectively ascertainable outside theplan in accordance with subsection L of § 13.1-604.

E. The plan of merger may also include a provision that the plan may be amended prior to the effective date of the certificate of merger, but if the shareholders of a domestic corporation that is a party to the merger are required or permitted to vote on the plan, the plan must provide that subsequent to approval of the plan by such shareholders the plan may not be amended to change:

128 1. The amount or kind of shares or other securities, eligible interests, obligations, rights to acquire
129 shares, other securities or eligible interests, cash or other property to be received under the plan by the
130 shareholders of or owners of eligible interests in any party to the merger;

131 2. The articles of incorporation of any domestic or foreign corporation or nonstock corporation, or
132 the organic document of any unincorporated entity, that will survive or be created as a result of the
133 merger, except for changes permitted by § 13.1-706; or

3. Any of the other terms or conditions of the plan if the change would adversely affect suchshareholders in any material respect.

F. 1. One or more domestic corporations may merge pursuant to this section into another domestic
 corporation if the articles of incorporation of each of them could lawfully contain all the corporate
 powers and purposes of all of them.

2. Any corporation authorized by its articles of incorporation to engage in a special kind of business enumerated in § 13.1-620 may be merged with another corporation authorized by its articles of incorporation to engage in the same special kind of business, including mergers authorized under § 6.1-194.40, whether or not either or both of such corporations are actually engaged in the transaction of such business, and the shareholders of the corporation parties to the merger may receive shares of a corporation not authorized by its articles of incorporation to engage in such special kind of business.
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A. The board of directors of a corporation may authorize correction of any articles filed with the
Commission if (i) the articles contain an inaccuracy; (ii) the articles were defectively executed, attested,
sealed, verified, or acknowledged; or (iii) the electronic transmission of the articles to the Commission
was defective.

**150** B. Articles are corrected by filing with the Commission articles of correction setting forth:

**151** 1. The name of the corporation prior to filing;

152 2. A description of the articles to be corrected, including their effective date;

**153** 3. Each inaccuracy and defect that is to be corrected;

**154** 4. The correction of each inaccuracy and defect; and

155 5. A statement that the board of directors authorized the correction and the date of such 156 authorization.

157 C. Upon the issuance of a certificate of correction by the Commission, the articles of correction shall
158 become effective as of the effective date and time of the articles they correct except as to persons
159 relying on the uncorrected articles and adversely affected by the correction. As to those persons, articles
160 of correction are effective upon the issuance of the certificate of correction.

161 D. No articles of correction may *shall* be filed with *accepted by* the Commission *when received* more 162 than 30 days after the effective date of the certificate relating to the articles to be corrected.

163 § 13.1-815.1. Charter and entrance fees for corporations.

A. Every domestic corporation, upon the granting of its charter or upon domestication, shall pay a
 charter fee in the amount of \$50 into the state treasury, and every foreign corporation shall pay an
 entrance fee of \$50 into the state treasury for its certificate of authority to transact business in the
 Commonwealth.

168 B. For any foreign corporation that files articles of domestication and that had authority to transact business in the Commonwealth at the time of such filing, the charter fee to be charged upon 169 170 domestication shall be an amount equal to the difference between the amount that would be required by 171 this section and the amount already paid as an entrance fee by such corporation. For any foreign corporation that files an application for a certificate of authority to transact business in the 172 173 Commonwealth and that had previously surrendered its articles of incorporation as a domestic 174 corporation, the entrance fee to be charged upon obtaining a certificate of authority to transact business 175 in the Commonwealth shall be an amount equal to the difference between the amount that would be 176 required by this section and the amount already paid as a charter fee by such corporation.

177 § 13.1-894. Merger.

A. One or more domestic corporations may merge with one or more domestic or foreign corporations
or eligible entities pursuant to a plan of merger, or two or more foreign corporations or domestic or
foreign eligible entities may merge into a new domestic corporation to be created in the merger in the
manner provided in this Act. The When a domestic corporation is the survivor of a merger with a

182 domestic stock corporation, it may be or become, pursuant to subdivision C 5, become a domestic stock
 183 or nonstock corporation, provided that the only parties to the merger are domestic corporations and

**184** *domestic stock corporations.* 

185 B. A foreign corporation or a foreign eligible entity may be a party to a merger with a domestic
186 corporation or may be created pursuant to the terms of the plan of merger only if the merger is
187 permitted by the laws under which the foreign corporation or eligible entity is organized or by which it
188 is governed.

**189** C. The plan of merger shall include:

190 1. The name of each domestic or foreign corporation or eligible entity that will merge and the name191 of the domestic or foreign corporation or eligible entity that will be the survivor of the merger;

**192** 2. The terms and conditions of the merger;

193 3. The manner and basis of converting the membership interests of each merging domestic or foreign
194 corporation and eligible interests of each domestic or foreign eligible entity into membership interests,
195 eligible interests or other securities, obligations, rights to acquire membership interests, eligible interests
196 or other securities, cash or other property, or any combination of the foregoing;

4. The manner and basis of converting any rights to acquire the membership interests of each merging domestic or foreign corporation and eligible interests of each merging domestic or foreign eligible entity into membership interests, eligible interests or other securities, obligations, rights to acquire membership interests, eligible interests or other securities, cash or other property, or any combination of the foregoing;

5. The articles of incorporation of any domestic or foreign corporation or stock corporation or the organic document of any domestic or foreign unincorporated entity to be created by the merger or, if a new domestic or foreign corporation or stock corporation or unincorporated entity is not to be created by the merger, any amendments to the survivor's articles of incorporation or organic document; and

6. Any other provisions required by the laws under which any party to the merger is organized or bywhich it is governed or required by the articles of incorporation or organic document of any such party.

208 D. Terms of a plan of merger may be made dependent on facts objectively ascertainable outside the209 plan in accordance with subsection L of § 13.1-804.

E. The plan of merger may also include a provision that the plan may be amended prior to the effective date of the certificate of merger, but if the members of a domestic corporation that is a party to the merger are required or permitted to vote on the plan, the plan must provide that, subsequent to approval of the plan by such members, the plan may not be amended to change:

1. The amount or kind of membership interests, eligible interests or other securities, obligations,
rights to acquire membership interests, eligible interests or other securities, cash, or other property to be
received under the plan by the members of or owners of eligible interests in any party to the merger;

217 2. The articles of incorporation of any domestic or foreign corporation or stock corporation or the organic document of any unincorporated entity that will survive or be created as a result of the merger, except for changes permitted by subsection B of § 13.1-885; or

3. Any of the other terms or conditions of the plan if the change would adversely affect such members in any material respect.

§ 13.1-1106. Merger with foreign professional limited liability company or foreign professionalcorporation.

224 Any limited liability company organized under this chapter may merge or consolidate with a one or 225 more foreign professional limited liability company companies that has qualified have obtained a 226 *certificate of registration* to do *transact* business in this the Commonwealth pursuant to § 13.1-1105, or 227 a one or more foreign professional corporation corporations that has qualified have obtained a 228 *certificate of authority* to do *transact* business in this the Commonwealth pursuant to § 13.1-544.2, only 229 if both the professional limited liability companies or the limited liability company and the professional 230 corporation corporations are organized to render the same professional services, provided that (i) the 231 merger or consolidation is permitted by the laws of the state jurisdiction under which theeach such 232 foreign professional limited liability company or foreign professional corporation is organized, (ii) if the 233 surviving professional business entity or new professional business entity is a professional limited 234 liability company, organized and operating under the laws of Virginia the Commonwealth, all of its 235 members and managers of the remaining professional limited liability company shall be licensed or 236 otherwise legally authorized to render the same professional service as the professional limited liability 237 company, provided that if such service is that of architects, professional engineers, land surveyors or 238 certified landscape architects, or any combination thereof, at least two-thirds of those holding its 239 membership interests shall be held by individuals or professional business entities that are licensed or 240 otherwise legally authorized within this the Commonwealth to render the applicable service, and (iii) if the surviving professional business entity or new professional business entity is a professional corporation organized and operating under the laws of Virginia the Commonwealth, all stockholders of 241 242 243 the remaining professional corporation its shareholders shall be licensed or otherwise legally authorized

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to render the same professional service as the professional corporation, provided that if such service is
that of architects, professional engineers, land surveyors or certified landscape architects, or any
combination thereof, at least two-thirds of such stockholders its shares shall be held by individuals who
are licensed or otherwise legally authorized within this the Commonwealth to render the applicable
service.

## **249** § 13.1-1121. Merger.

250 A professional limited liability company operating pursuant to the terms of this chapter may 251 consolidate or merge with another corporation one or more corporations, limited liability company companies, or partnership domestic partnerships only if the surviving corporation, limited liability 252 253 company, or *domestic* partnership is a professional corporation, a professional limited liability company, 254 or a *domestic* partnership, all of the partners of which are professional corporations, professional limited 255 liability companies, or individuals duly licensed or otherwise legally authorized to render the same 256 professional services as those for which the surviving professional corporation, professional limited 257 liability company or *domestic* partnership was incorporated or organized.