2010 SESSION

ENROLLED

1

VIRGINIA ACTS OF ASSEMBLY - CHAPTER

An Act to amend and reenact §§ 13.1-635, 13.1-636, 13.1-764, 13.1-765, 13.1-834, 13.1-835, 13.1-926, 2 13.1-927, 13.1-1016, 13.1-1017, 13.1-1221, 13.1-1222, 50-73.6, and 50-73.135 of the Code of 3 4 Virginia, relating to business entities; registered office and registered agent.

5 6

15

16

21

52

Approved

[H 1105]

7 Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-635, 13.1-636, 13.1-764, 13.1-765, 13.1-834, 13.1-835, 13.1-926, 13.1-927, 13.1-1016, 8 9 13.1-1017, 13.1-1221, 13.1-1222, 50-73.6, and 50-73.135 of the Code of Virginia are amended and 10 reenacted as follows: 11

§ 13.1-635. Change of registered office or registered agent.

12 A. A corporation may change its registered office or registered agent, or both, upon filing in the 13 office of with the Commission a statement of change on a form supplied prescribed and furnished by 14 the Commission that sets forth:

1. The name of the corporation;

2. The address of its current registered office;

17 3. If the current registered office is to be changed, the post office address, including the street and 18 number, if any, of the new registered office, and the name of the city or county in which it is to be 19 located: 20

4. The name of its current registered agent;

5. If the current registered agent is to be changed, the name of the new registered agent; and

22 6. That after the change or changes are made, the corporation will be in compliance with the 23 requirements of § 13.1-634.

24 B. A statement of change shall forthwith be filed in the office of with the Commission by a 25 corporation whenever its registered agent dies, resigns or ceases to satisfy the requirements of 26 § 13.1-634.

27 C. If A corporation's registered agent may sign a statement as required above if (i) the business 28 address of a the registered agent changes to another place post office address within this the 29 Commonwealth, or (ii) the name of a the registered agent changes, or (iii) a has been legally changed. 30 A corporation's new registered agent may sign and submit for filing a statement as required above if (a) 31 the former registered agent merges is a business entity that has been merged into the new registered 32 agent, (b) the instrument of merger is on record in the office of the clerk of the Commission, and (c) the 33 new registered agent is an entity that is qualified to serve as a registered agent pursuant to § 13.1-634. 34 In either instance, the registered agent or surviving entity shall forthwith file a statement as required 35 above except that it need be signed, either manually or in facsimile, only by the registered agent or the 36 surviving entity and must, which shall recite that a copy of the statement has been shall be mailed to 37 the principal office address of the corporation on whose behalf it is to be or before the business day 38 following the day on which the statement is filed. 39

§ 13.1-636. Resignation of registered agent.

40 A. A registered agent may resign the agency appointment by signing and filing with the Commission 41 his a statement of resignation accompanied by a certification that the registered agent has mailed shall 42 mail a copy thereof to the principal office of the corporation by certified mail on or before the business 43 day following the day on which the statement is filed. The statement of resignation may include a 44 statement that the registered office is also discontinued.

45 B. The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed. 46 47

§ 13.1-764. Change of registered office or registered agent of a foreign corporation.

48 A. A foreign corporation authorized to transact business in this the Commonwealth may change its 49 registered office or registered agent by, or both, upon filing with the Commission a statement of change 50 on a form prescribed and furnished by the Commission that sets forth: 51

1. The name of the foreign corporation;

2. The address of its current registered office;

53 3. If the current registered office is to be changed, the post office address of the new registered 54 office, including both (i) the post-office address with street and number, if any, of the new registered 55 office, and (ii) the name of the county or city or county in which it is to be located;

56 4. The name of its current registered agent; ENROLLED

HB1105ER

2 of 6

57 5. If the current registered agent is to be changed, the name of the new registered agent; and

58 6. That after the change or changes are made, the corporation will be in compliance with the 59 requirements of § 13.1-763.

60 B. 1. A new statement of change shall forthwith be filed with the Commission by the a foreign 61 corporation whenever its registered agent dies, resigns or ceases to satisfy the requirements of 62 § 13.1-763.

63 2. If C. A foreign corporation's registered agent may sign a statement as required above if (i) the 64 business address of a the registered agent changes to another place post office address within this the Commonwealth, or (ii) the name of a the registered agent changes, or (iii) a has been legally changed. 65 66 A foreign corporation's new registered agent may sign and submit for filing a statement as required 67 above if (a) the former registered agent merges is a business entity that has been merged into the new 68 registered agent, (b) the instrument of merger is on record in the office of the clerk of the Commission, and (c) the new registered agent is an entity that is qualified to serve as a registered agent pursuant to 69 70 § 13.1-763. In either instance, the registered agent or surviving entity shall forthwith file a statement as 71 required above except that it need be signed only by the registered agent or the surviving entity and 72 must, which shall recite that a copy of the statement has been shall be mailed to the principal office of 73 the foreign corporation on whose behalf it is to be or before the business day following the day on 74 which the statement is filed.

§ 13.1-765. Resignation of registered agent of foreign corporation.

76 A. The registered agent of a foreign corporation may resign the agency appointment by signing and 77 filing with the Commission a statement of resignation accompanied by a certification that the registered 78 agent has mailed shall mail a copy thereof to the principal office of the corporation by certified mail on 79 or before the business day following the day on which the statement is filed. The statement of resignation may include a statement that the registered office is also discontinued. 80

B. The agency appointment is terminated, and the registered office discontinued if so provided, on 81 the thirty-first day after the date on which the statement was filed. 82 83

§ 13.1-834. Change of registered office or registered agent.

A. A corporation may change its registered office or registered agent, or both, upon filing in the 84 85 office of with the Commission a statement of change on a form supplied prescribed and furnished by 86 the Commission that sets forth: 87

1. The name of the corporation;

75

88

2. The address of its current registered office;

89 3. If the current registered office is to be changed, the post-office address, including the street and 90 number, if any, of the new registered office, and the name of the county or city or county in which it is 91 to be located; 92

4. The name of its current registered agent;

93 5. If the current registered agent is to be changed, the name of the new registered agent; and

94 6. That after the change or changes are made, the corporation will be in compliance with the 95 requirements of § 13.1-833.

96 B. A statement of change shall forthwith be filed in the office of with the Commission by a 97 corporation whenever its registered agent dies, resigns or ceases to satisfy the requirements of 98 § 13.1-833.

99 C. If A corporation's registered agent may sign a statement as required above if (i) the business address of a the registered agent changes to another place post office address within the Commonwealth, 100 or (ii) the name of a the registered agent changes, or (iii) a has been legally changed. A corporation's 101 102 new registered agent may sign and submit for filing a statement as required above if (a) the former 103 registered agent merges is a business entity that has been merged into the new registered agent, (b) the 104 instrument of merger is on record in the office of the clerk of the Commission, and (c) the new 105 registered agent is an entity that is qualified to serve as a registered agent pursuant to § 13.1-833. In 106 either instance, the registered agent or surviving entity shall forthwith file a statement as required above 107 except that it need be signed, either manually or in facsimile, only by the registered agent or the 108 surviving entity, reciting, which shall recite that a copy of the statement has been shall be mailed to the 109 principal office address of the corporation on whose behalf it is to be or before the business day 110 following the day on which the statement is filed. 111

§ 13.1-835. Resignation of registered agent.

A. A registered agent may resign his the agency appointment by signing and filing with the 112 Commission his a statement of resignation accompanied by a certification that he has mailed the 113 114 registered agent shall mail a copy thereof to the principal office of the corporation by certified mail on or before the business day following the day on which the statement is filed. The statement of 115 resignation may include a statement that the registered office is also discontinued. 116

B. The agency appointment is terminated, and the registered office discontinued if so provided, on 117

HB1105ER

118 the thirty-first day after the date on which the statement was filed. 119

§ 13.1-926. Change of registered office or registered agent of a foreign corporation.

120 A. A foreign corporation authorized to transact business in the Commonwealth may change its 121 registered office or registered agent by, or both, upon filing with the Commission a statement of change 122 on a form prescribed and furnished by the Commission that sets forth:

123 1. The name of the foreign corporation;

124 2. The address of its current registered office;

125 3. If the current registered office is to be changed, the post office address of the new registered 126 office, including both (i) the post-office address with street and number, if any, of the new registered 127 office, and (ii) the name of the city or county in which it is to be located;

128 4. The name of its current registered agent;

129 5. If the current registered agent is to be changed, the name of the new registered agent; and

130 6. That after the change or changes are made, the corporation will be in compliance with the 131 requirements of § 13.1-925.

132 B. A new statement of change shall forthwith be filed with the Commission by the a foreign 133 corporation whenever its registered agent dies, resigns or ceases to satisfy the requirements of 134 § 13.1-925.

135 C. If A foreign corporation's registered agent may sign a statement as required above if (i) the 136 business address of a the registered agent changes to another place post office address within the 137 Commonwealth, or (ii) the name of a *the* registered agent changes, or (iii) a has been legally changed. 138 A foreign corporation's new registered agent may sign and submit for filing a statement as required above if (a) the former registered agent merges is a business entity that has been merged into the new 139 140 registered agent, (b) the instrument of merger is on record in the office of the clerk of the Commission, 141 and (c) the new registered agent is an entity that is qualified to serve as a registered agent pursuant to 142 § 13.1-925. In either instance, the registered agent or surviving entity shall forthwith file a statement as required above except that it need be signed only by the registered agent or the surviving entity and, 143 144 which shall contain a statement recite that a copy of the statement has been shall be mailed to the principal office address of the foreign corporation on whose behalf it is to be or before the business day 145 146 following the day on which the statement is filed. 147

§ 13.1-927. Resignation of registered agent of foreign corporation.

148 A. The registered agent of a foreign corporation may resign his the agency appointment by signing 149 and filing with the Commission his a statement of resignation accompanied by a certification that he has 150 mailed the registered agent shall mail a copy thereof to the principal office of the corporation by 151 certified mail on or before the business day following the day on which the statement is filed. The 152 statement of resignation may include a statement that the registered office is also discontinued.

153 B. The agency appointment is terminated, and the registered office discontinued if so provided, on 154 the thirty-first day after the date on which the statement was filed. 155

§ 13.1-1016. Change of registered office or registered agent.

156 A. A limited liability company or a foreign limited liability company registered pursuant to Article 157 10 (§ 13.1-1051 et seq.) of this chapter to transact business in the Commonwealth may change its 158 registered office or registered agent, or both, upon filing in the office of with the Commission a 159 statement of change on a form supplied prescribed and furnished by the Commission that sets forth: 160

1. The name of the limited liability company or foreign limited liability company;

161 2. The address of its current registered office;

162 3. If the current registered office is to be changed, the post-office address, including the street and number, if any, of the new registered office, and the name of the city or county in which it is to be 163 164 located;

165 4. The name of its current registered agent;

166 5. If the current registered agent is to be changed, the name of the new registered agent; and

167 6. That after the change or changes are made, the limited liability company domestic or foreign 168 limited liability company will be in compliance with the requirements of § 13.1-1015.

169 B. A statement of change shall forthwith be filed in the office of with the Commission by a limited 170 liability company domestic or a foreign limited liability company registered pursuant to Article 10 171 (\$ 13.1-1051 et seq.) of this chapter whenever its registered agent dies, resigns or ceases to satisfy the 172 requirements of § 13.1-1015.

C. If A domestic or foreign limited liability company's registered agent may sign a statement as 173 174 required above if (i) the business address of a the registered agent changes to another place post office 175 address within this the Commonwealth, or (ii) the name of a the registered agent changes, or (iii) a has 176 been legally changed. A domestic or foreign limited liability company's new registered agent may sign 177 and submit for filing a statement as required above if (a) the former registered agent merges is a

178 business entity that has been merged into the new registered agent, (b) the instrument of merger is on 179 record in the office of the clerk of the Commission, and (c) the new registered agent is an entity that is 180 qualified to serve as a registered agent pursuant to § 13.1-1015. In either instance, the registered agent 181 or surviving entity shall forthwith file a statement as required above except that it need be signed, either 182 manually or in facsimile, only by the registered agent or the surviving entity and must, which shall 183 recite that a copy of the statement has been shall be mailed to the principal office address of the 184 domestic or foreign limited liability company on whose behalf it is to be or before the business day 185 following the day on which the statement is filed.

§ 13.1-1017. Resignation of registered agent.

186

201

205

206

187 A. A The registered agent of a domestic or foreign limited liability company may resign his the 188 agency appointment by signing and filing with the Commission a statement of resignation accompanied 189 by his a certification that he has mailed the registered agent shall mail a copy thereof by certified mail 190 to the principal office of the limited liability company domestic or foreign limited liability company by 191 certified mail on or before the business day following the day on which the statement is filed. The 192 statement of resignation may also include a statement that the registered office is also discontinued.

193 B. The agency appointment is terminated, and the registered office discontinued if so provided, on 194 the thirty-first day after the date on which the statement was filed. 195

§ 13.1-1221. Change of registered office or registered agent.

196 A. A business trust or a foreign business trust registered pursuant to Article 9 (§ 13.1-1241 et seq.) 197 of this chapter to transact business in the Commonwealth may change its registered office or registered 198 agent, or both, upon filing in the office of with the Commission a statement of change on a form 199 supplied *prescribed and furnished* by the Commission that sets forth: 200

1. The name of the business trust or foreign business trust;

2. The address of its current registered office;

202 3. If the current registered office is to be changed, the post office address, including the street and 203 number, if any, of the new registered office, and the name of the city or county in which it is to be 204 located;

4. The name of its current registered agent;

5. If the current registered agent is to be changed, the name of the new registered agent; and

207 6. That after the change or changes are made, the business trust domestic or foreign business trust 208 will be in compliance with the requirements of § 13.1-1220.

209 B. A statement of change shall forthwith be filed in the office of with the Commission by a business 210 trust domestic or a foreign business trust registered pursuant to Article 9 (§ 13.1-1241 et seq.) of this 211 chapter whenever its registered agent dies, resigns or ceases to satisfy the requirements of § 13.1-1220.

212 C. If A domestic or foreign business trust's registered agent may sign a statement as required above 213 if (i) the business address of a the registered agent changes to another place post office address within 214 this the Commonwealth, or (ii) the name of a registered agent changes, or (iii) a has been legally 215 changed. A domestic or foreign business trust's new registered agent may sign and submit for filing a 216 statement as required above if (a) the former registered agent merges is a business entity that has been 217 merged into the new registered agent, (b) the instrument of merger is on record in the office of the clerk 218 of the Commission, and (c) the new registered agent is an entity that is qualified to serve as a registered 219 agent pursuant to § 13.1-1220. In either instance, the registered agent or surviving entity shall forthwith 220 file a statement as required above except that it need be signed, either manually or in facsimile, only by 221 the registered agent or the surviving entity and, which shall recite that a copy of the statement has been 222 shall be mailed to the principal office address of the domestic or foreign business trust on whose behalf 223 it is to be or before the business day following the day on which the statement is filed. 224

§ 13.1-1222. Resignation of registered agent.

225 A. A registered agent may resign his the agency appointment by signing and filing with the 226 Commission a statement of resignation accompanied by his a certification that he has mailed the 227 registered agent shall mail a copy thereof by certified mail to the principal office of the business trust 228 domestic or foreign business trust on or before the business day following the day on which the 229 statement is filed. The statement of resignation may also include a statement that the registered office is 230 also discontinued.

231 B. The agency appointment is terminated, and the registered office discontinued if so provided, on 232 the thirty-first day after the date on which the statement was filed. 233

§ 50-73.6. Resignation of registered agent.

234 A. A registered agent may resign his the agency appointment by signing and filing with the 235 Commission a statement of resignation accompanied by his a certification that he has mailed the 236 registered agent shall mail a copy thereof by certified mail to the business address of any general 237 partner set forth in the limited partnership's certificate of principal office of the domestic or foreign 238 limited partnership by certified mail on or before the business day following the day on which the 239 statement is filed. The statement of resignation may include a statement that the registered office is also

HB1105ER

240 discontinued.

278

241 B. The agency appointment is terminated, and the registered office discontinued if so provided, on 242 the thirty-first day after the date on which the statement was filed.

243 § 50-73.135. Registered office and registered agent.

244 A. Each registered limited liability partnership and each foreign registered limited liability partnership 245 registered pursuant to this article shall continuously maintain in this Commonwealth:

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

247 2. A registered agent who shall be either:

248 a. An individual who is a resident of this Commonwealth and is either (i) a general partner of the 249 registered limited liability partnership, (ii) an officer or director of a corporate general partner of the 250 registered limited liability partnership, (iii) a general partner of a general partner of the registered limited 251 liability partnership, (iv) a member or manager of a limited liability company that is a general partner of 252 the registered limited liability partnership, (v) a trustee of a trust that is a general partner of the 253 registered limited liability partnership, or (vi) a member of the Virginia State Bar, and whose business 254 office is identical with the registered office; or

255 b. A domestic or foreign stock or nonstock corporation, limited liability company or registered 256 limited liability partnership authorized to transact business in this Commonwealth, the business office of 257 which is identical with the registered office; provided such a registered agent (i) shall not be its own 258 registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public, 259 one or more natural persons at the office of the registered agent upon whom any process, notice or 260 demand may be served and shall continuously maintain at least one such person at that office. Whenever 261 any such person accepts service, a photographic copy of such instrument shall be attached to the return.

B. The registered agent of a registered limited liability partnership or foreign registered limited 262 liability partnership is the partnership's agent for service of process, notice, or demand required or 263 264 permitted by law to be served on the partnership. The sole duty of the registered agent is to forward to 265 the registered limited liability partnership or foreign registered limited liability partnership at its last 266 known address any process, notice or demand that is served on the registered agent.

C. A registered limited liability partnership or a foreign registered limited liability partnership that is 267 268 registered to transact business in the Commonwealth may change its registered agent office or the 269 address of its registered office agent, or both, upon filing with the Commission a certificate of change 270 on a form supplied *prescribed and furnished* by the Commission that sets forth:

271 1. The name of the registered limited liability partnership or foreign registered limited liability partnership: 272 273

2. The address of its current registered office;

274 3. If the current address of its registered office is to be changed, the post-office address, including 275 the street and number, if any, of the new address of its registered office, and the name of the city or 276 county in which it is located; 277

4. The name of its current registered agent;

5. If the current registered agent is to be changed, the name of the new registered agent; and

279 6. That after the change or changes are made, the registered limited liability partnership or foreign 280 registered limited liability partnership will be in compliance with the requirements of this section.

281 D. Whenever A certificate of change shall forthwith be filed with the Commission by a registered 282 limited liability partnership or foreign registered limited liability partnership whenever its registered 283 agent dies, resigns or ceases to satisfy the requirements of subsection A of this section, a registered 284 limited liability partnership or foreign registered limited liability partnership shall promptly execute and 285 file with the Commission a certificate of change.

286 E. If A registered limited liability partnership's or foreign registered limited liability partnership's 287 registered agent may sign a certificate as required above if (i) the business address of a the registered 288 agent changes to another place post office address within this the Commonwealth, or (ii) the name of a 289 the registered agent changes, or (iii) a has been legally changed. A registered limited liability 290 partnership's or foreign registered limited liability partnership's new registered agent may sign and 291 submit for filing a certificate as required above if (a) the former registered agent merges is a business 292 entity that has been merged into the new registered agent, (b) the instrument of merger is on record in 293 the office of the clerk of the Commission, and (c) the new registered agent is an entity that is qualified 294 to serve as a registered agent pursuant to subsection A of this section. In either instance, the registered 295 agent or surviving entity shall forthwith file a certificate of change as required in subsection D, except 296 that it need be signed, either manually or in facsimile, only by the registered agent or the surviving 297 entity and which shall recite that a copy of the certificate has been shall be mailed to the principal 298 office of the registered limited liability partnership or foreign registered limited liability partnership on 299 whose behalf it is to be or before the business day following the day on which the certificate is filed at 300 its principal office.

6 of 6

301 F. A registered agent may resign his the agency appointment by signing and filing with the 302 Commission a certificate of resignation accompanied by his a certification that he has mailed the 303 registered agent shall mail a copy thereof by certified mail to the address of the principal office of the 304 partnership set forth in the statement of registration for the registered limited liability partnership or 305 foreign registered limited liability partnership by certified mail on or before the business day following 306 the day on which the certificate is filed. The certificate of resignation may include a statement that the registered office is also discontinued. The agency appointment is terminated, and the registered office 307 discontinued if so provided, on the thirty-first day after the date on which the certificate was filed. If 308 any registered limited liability partnership or foreign registered limited liability partnership whose 309 registered agent has filed with the Commission a certificate of resignation fails to file a certificate of 310 change pursuant to subsection C within 31 days after the date on which the certificate of resignation was 311 312 filed, the Commission shall mail notice to the registered limited liability partnership or foreign registered limited liability partnership of the impending cancellation of its status as a registered limited liability 313 partnership. If the registered limited liability partnership or foreign registered limited liability partnership 314 fails to file a certificate of change on or before the last day of the second month immediately following 315 316 the month in which the impending cancellation notice was mailed, the registered limited liability 317 partnership's or foreign registered limited liability partnership's status as a registered limited liability 318 partnership shall be automatically canceled as of that day.

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

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