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HOUSE BILL NO. 1640

Offered January 14, 2015

Prefiled January 9, 2015

A BILL to amend and reenact § 12.1-20 of the Code of Virginia, relating to certificates of fact issued by the clerk of the State Corporation Commission.

Patron—Marshall, D.W. (By Request)

Referred to Committee on Commerce and Labor

Be it enacted by the General Assembly of Virginia:

1. That § 12.1-20 of the Code of Virginia is amended and reenacted as follows:

§ 12.1-20. Facts to be certified by clerk upon request; signing and sealing; fees.

The clerk of the Commission shall, when requested, certify any one or more of the following facts:

1. That a named domestic corporation is organized and existing under and by virtue of the laws of ~~Virginia the Commonwealth~~ and whether it is in good standing.

2. That a named foreign corporation of a named state or other jurisdiction is authorized to do transact business in ~~Virginia the Commonwealth~~ and whether it is in good standing in the Commonwealth.

3. That the corporate existence of a named domestic corporation has been terminated, together with the date of termination and the reason for the termination.

4. That a named domestic corporation has filed articles of dissolution, together with the date thereof, and whether or not voluntary dissolution proceedings have been revoked.

5. That a named domestic corporation whose corporate existence was automatically terminated has been reinstated, together with the date thereof.

6. That a named foreign corporation of a named state is not authorized to do business in Virginia; and, if it was previously authorized to do business in Virginia, the date when it ceased to be so authorized, and the reason therefor.

7. That a name alleged or supposed to be the name of a corporation is not the name of a domestic corporation or of a foreign corporation authorized to do business in Virginia.

8. The names and addresses of the officers and directors of a corporation contained in its annual report of a particular date.

9. The name and address of the registered agent and registered office of a corporation, together with the date of his appointment.

10. The name and address of a former registered agent and registered office of a corporation, together with the date of his appointment and the date when the corporation filed a statement appointing a new registered agent.

11. That a particular security has or has not been registered for sale in ~~Virginia the Commonwealth~~ pursuant to the provisions of the Securities Act (§ 13.1-501 et seq.).

12. 4. That a statement or other document required or permitted by law to be filed in the office of the clerk of the Commission has not been filed in his that office.

13. 5. The existence or nonexistence of any other fact appearing from the official records of the Commission, unless the disclosure of such fact is forbidden by law, regulation, or legal privilege.

The certificate shall be signed by the clerk or by a member of his the clerk's staff and shall be sealed with the seal of the Commission, or a facsimile thereof. Any signature may be a facsimile. When so sealed, the certificate shall be admitted in evidence in all cases, civil and criminal, as prima facie evidence of the facts contained in it.

For each certificate, the clerk shall charge and collect fees pursuant to § 12.1-21.1 or subsection C of § 12.1-21.2.

INTRODUCED

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