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HOUSE BILL NO. 175

Offered January 13, 2016

Prefiled December 23, 2015

A BILL to amend and reenact §§ 13.1-766, 13.1-928, 13.1-1018, and 13.1-1223 of the Code of Virginia, relating to service of process on the registered agent of a foreign business entity.

Patrons—Albo and Sullivan

Referred to Committee on Commerce and Labor

Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-766, 13.1-928, 13.1-1018, and 13.1-1223 of the Code of Virginia are amended and reenacted as follows:

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

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

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

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

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

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

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

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

§ 13.1-1018. Service on limited liability company.

A. A domestic or foreign limited liability company's registered agent is the limited liability company's agent for service of process, notice, or demand required or permitted by law, *or any subpoena for depositions, discovery, or documents, regardless of where the limited liability company's documents are located*, to be served on the limited liability company. The registered agent may by instrument in writing, acknowledged before a notary public, designate a natural person or persons in the office of the registered agent upon whom any such process, notice ~~or~~, demand, *or subpoena* may be served. Whenever any such person accepts service of process, a photographic copy of such instrument shall be attached to the return.

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

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

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59 domestic or foreign limited liability company.

60 **§ 13.1-1223. Service on business trust.**

61 A. A domestic or foreign business trust's registered agent is the business trust's agent for service of
62 process, notice, or demand required or permitted by law, *or any subpoena for depositions, discovery, or*
63 *documents, regardless of where the business trust's documents are located*, to be served on the business
64 trust. The registered agent may, by instrument in writing and acknowledged before a notary public,
65 designate a person or persons in the office of the registered agent upon whom any such process, notice
66 or demand, *or subpoena* may be served. Whenever any such person accepts service of process, a
67 photographic copy of such instrument shall be attached to the return.

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

72 C. This section does not prescribe the only means, or necessarily the required means, of serving a
73 domestic or foreign business trust.