2016 SESSION

ENROLLED

VIRGINIA ACTS OF ASSEMBLY - CHAPTER

An Act to amend and reenact §§ 13.1-603, 13.1-722.8 through 13.1-722.14, 13.1-944.2, 13.1-944.3, 2 13.1-944.5, 13.1-944.6, 13.1-944.7, 13.1-1002, 13.1-1010, 13.1-1018.1, 13.1-1038.1, 13.1-1052, 13.1-1054, 13.1-1055, 13.1-1056, 13.1-1060, 13.1-1066, 13.1-1070, 13.1-1071, 13.1-1072, 13.1-1076, 3 4 13.1-1077, 13.1-1078, 13.1-1080, 13.1-1264, 13.1-1272 through 13.1-1277, 50-73.48:1, 50-73.128, 5 6 and 56-1 of the Code of Virginia; to amend the Code of Virginia by adding a section numbered 7 13.1-1003.1, by adding in Article 9 of Chapter 12 of Title 13.1 a section numbered 13.1-1050.5, by 8 adding in Article 13 of Chapter 12 of Title 13.1 sections numbered 13.1-1069.1 and 13.1-1073.1, and 9 by adding in Chapter 12 of Title 13.1 an article numbered 15, consisting of sections numbered 10 13.1-1081 through 13.1-1087; and to repeal §§ 13.1-1010.1 through 13.1-1010.4 of the Code of Virginia, relating to limited liability companies; entity conversions. 11

[H 955]

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Approved

14 Be it enacted by the General Assembly of Virginia:

15 1. That §§ 13.1-603, 13.1-722.8 through 13.1-722.14, 13.1-944.2, 13.1-944.3, 13.1-944.5, 13.1-944.6, 13.1-944.7, 13.1-1002, 13.1-1010, 13.1-1018.1, 13.1-1038.1, 13.1-1052, 13.1-1054, 13.1-1055, 16 13.1-1056, 13.1-1060, 13.1-1066, 13.1-1070, 13.1-1071, 13.1-1072, 13.1-1076, 13.1-1077, 13.1-1078, 17 13.1-1080, 13.1-1264, 13.1-1272 through 13.1-1277, 50-73.48:1, 50-73.128, and 56-1 of the Code of 18 19 Virginia are amended and reenacted and that the Code of Virginia is amended by adding a section numbered 13.1-1003.1, by adding in Article 9 of Chapter 12 of Title 13.1 a section numbered 20 13.1-1050.5, by adding in Article 13 of Chapter 12 of Title 13.1 sections numbered 13.1-1069.1 and 21 22 13.1-1073.1, and by adding in Chapter 12 of Title 13.1 an article numbered 15, consisting of 23 sections numbered 13.1-1081 through 13.1-1087, as follows:

24 § 13.1-603. Definitions. 25

In this chapter:

26 "Articles of incorporation" means all documents constituting, at any particular time, the charter of a 27 corporation. It includes the original charter issued by the General Assembly, a court or the Commission 28 and all amendments including certificates of consolidation, serial designation, reduction, correction, and 29 merger. It excludes articles of share exchange filed by an acquiring corporation. When the articles of 30 incorporation have been restated pursuant to any articles of restatement, amendment, domestication, or 31 merger, it includes only the restated articles of incorporation, including any articles of serial designation, 32 without the accompanying articles of restatement, amendment, domestication, or merger.

33 "Authorized shares" means the shares of all classes a domestic or foreign corporation is authorized to 34 issue.

35 "Certificate," when relating to articles filed with the Commission, means the order of the Commission that makes the articles effective, together with the articles. 36

37 Commission" means the State Corporation Commission of Virginia.

38 "Conspicuous" means so written, displayed, or presented that a reasonable person against whom the 39 writing is to operate should have noticed it. For example, text that is italicized, is in boldface, 40 contrasting colors, or capitals, or is underlined, is conspicuous.

41 "Corporation" or "domestic corporation" means a corporation authorized by law to issue shares, 42 irrespective of the nature of the business to be transacted, organized under this chapter or existing 43 pursuant to the laws of the Commonwealth on January 1, 1986, or which, by virtue of articles of incorporation, amendment, or merger, has become a domestic corporation of the Commonwealth, even 44 45 though also being a corporation organized under laws other than the laws of the Commonwealth, or which that has become a domestic corporation of the Commonwealth pursuant to Article 12.1 46 (§ 13.1-722.2 et seq.) or Article 12.2 (§ 13.1-722.8 et seq.) of this chapter or Article 15 (§ 13.1-1081 et 47 48 seq.) of Chapter 12.

Deliver" or "delivery" means any method of delivery used in conventional commercial practice, 49 50 including delivery by hand, mail, commercial delivery, and, if authorized in accordance with § 13.1-610, 51 electronic transmission.

"Derivative proceeding" means a civil suit in the right of a domestic corporation or, to the extent 52 53 provided in Article 8.1 (§ 13.1-672.1 et seq.) of Chapter 9 of this title, a foreign corporation.

54 "Disinterested director" means, except with respect to Article 14 (§ 13.1-725 et seq.) of this chapter, 55 a director who, at the time action is to be taken under § 13.1-672.4, 13.1-691, 13.1-699 or 13.1-701, 56 does not have (i) a financial interest in a matter that is the subject of such action or (ii) a familial, HB955ER

57 financial, professional, employment or other relationship with a person who has a financial interest in the matter, either of which would reasonably be expected to affect adversely the objectivity of the 58 59 director when participating in the action, and if the action is to be taken under § 13.1-699 or 13.1-701, 60 is also not a party to the proceeding. The presence of one or more of the following circumstances shall 61 not by itself prevent a person from being a disinterested director: (i) nomination or election of the director to the current board by any person, acting alone or participating with others, who is so 62 interested in the matter; (ii) service as a director of another corporation of which an interested person is 63 64 also a director; or (iii) at the time action is to be taken under § 13.1-672.4, status as a named defendant, 65 as a director against whom action is demanded, or as a director who approved the act being challenged.

66 "Distribution" means a direct or indirect transfer of money or other property, except its own shares, 67 or incurrence of indebtedness by a corporation to or for the benefit of its shareholders in respect of any 68 of its shares. A distribution may be in the form of a declaration or payment of a dividend; a purchase, 69 redemption, or other acquisition of shares; a distribution of indebtedness of the corporation; or 70 otherwise. Distribution does not include acquisition by a corporation of its shares from the estate or 71 personal representative of a deceased shareholder, or any other shareholder, but only to the extent the 72 acquisition is effected using the proceeds of insurance on the life of such deceased shareholder and the 73 board of directors approved the policy and the terms of the redemption prior to the shareholder's death.

74 "Document" means (i) any tangible medium on which information is inscribed, and includes any 75 writing or written instrument, or (ii) an electronic record.

76 "Domestic business trust" has the same meaning as specified in § 13.1-1201.

"Domestic limited liability company" has the same meaning as specified in § 13.1-1002.

78 "Domestic limited partnership" has the same meaning as specified in § 50-73.1.

79 "Domestic nonstock corporation" has the same meaning as "domestic corporation" as specified in 80 § 13.1-803.

81 "Domestic partnership" means an association of two or more persons to carry on as co-owners a
82 business for profit formed under § 50-73.88, or predecessor law of the Commonwealth, and includes, for
83 all purposes of the laws of the Commonwealth, a registered limited liability partnership.

"Effective date of notice" is defined in § 13.1-610.

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85 "Electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, 86 electromagnetic, or similar capabilities.

87 "Electronic record" means information that is stored in an electronic or other medium and is
88 retrievable in paper form through an automated process used in conventional commercial practice, unless
89 otherwise authorized in accordance with subsection J of § 13.1-610.

"Electronic transmission" or "electronically transmitted" means any form or process of communication, not directly involving the physical transfer of paper or other tangible medium, that (i) is suitable for the retention, retrieval, and reproduction of information by the recipient, and (ii) is retrievable in paper form by the recipient through an automated process used in conventional commercial practice, unless otherwise authorized in accordance with subsection J of § 13.1-610.

95 "Eligible entity" means a domestic or foreign unincorporated entity or a domestic or foreign nonstock96 corporation.

97 "Eligible interests" means interests or memberships.

98 "Employee" includes, unless otherwise provided in the bylaws, an officer but not a director. A99 director may accept duties that make him also an employee.

"Entity" includes any domestic or foreign corporation; any domestic or foreign nonstock corporation;
 any domestic or foreign unincorporated entity; any estate or trust; and any state, the United States and
 any foreign government.

103 "Foreign business trust" has the same meaning as specified in § 13.1-1201.

104 "Foreign corporation" means a corporation authorized by law to issue shares, organized under laws105 other than the laws of the Commonwealth.

106 "Foreign limited liability company" has the same meaning as specified in § 13.1-1002.

107 "Foreign limited partnership" has the same meaning as specified in § 50-73.1.

108 "Foreign nonstock corporation" has the same meaning as "foreign corporation" as specified in **109** § 13.1-803.

110 "Foreign partnership" means an association of two or more persons to carry on as co-owners of a 111 business for profit formed under the laws of any state or jurisdiction other than the Commonwealth, and 112 includes, for all purposes of the laws of the Commonwealth, a foreign registered limited liability 113 partnership.

"Foreign registered limited liability partnership" has the same meaning as specified in § 50-73.79.

- 115 "Foreign unincorporated entity" means an unincorporated entity whose internal affairs are governed 116 by an organic law of a jurisdiction other than the Commonwealth.
- 117 "Government subdivision" includes authority, county, district, and municipality.

118 "Includes" denotes a partial definition.

119 "Individual" means a natural person.

120 "Interest" means either or both of the following rights under the organic law of an unincorporated 121 entity:

122 1. The right to receive distributions from the entity either in the ordinary course or upon liquidation; 123 or

124 2. The right to receive notice or vote on issues involving its internal affairs, other than as an agent, 125 assignee, proxy or person responsible for managing its business and affairs.

126 "Means" denotes an exhaustive definition.

127 "Membership" means the rights of a member in a domestic or foreign nonstock corporation or 128 limited liability company.

129 "Notice" is defined in § 13.1-610.

"Organic document" means the document, if any, that is filed of public record to create an 130 131 unincorporated entity. Where an organic document has been amended or restated, the term means the 132 organic document as last amended or restated.

133 "Organic law" means the statute governing the internal affairs of a domestic or foreign corporation or 134 eligible entity. 135

"Person" includes an individual and an entity.

136 "Principal office" means the office, in or out of the Commonwealth, where the principal executive 137 offices of a domestic or foreign corporation are located, or, if there are no such offices, the office, in or 138 out of the Commonwealth, so designated by the board of directors. The designation of the principal 139 office in the most recent annual report filed pursuant to § 13.1-775 shall be conclusive for purposes of 140 this chapter.

141 "Proceeding" includes civil suit and criminal, administrative, and investigatory action conducted by a 142 governmental agency.

143 "Public corporation" means a corporation that has shares listed on a national securities exchange or 144 regularly traded in a market maintained by one or more members of a national or affiliated securities 145 association.

146 "Record date" means the date established under Article 7 (§ 13.1-638 et seq.) or Article 8 (§ 13.1-654 147 et seq.) of this chapter on which a corporation determines the identity of its shareholders and their 148 shareholdings for purposes of this chapter. The determination shall be made as of the close of business 149 at the principal office of the corporation on the record date unless another time for doing so is specified 150 when the record date is fixed.

151 "Shareholder" means the person in whose name shares are registered in the records of the 152 corporation, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on 153 file with a corporation, or the beneficial owner of shares held in a voting trust.

154 "Shares" means the units into which the proprietary interests in a corporation are divided.

155 "Sign" or "signature" means, with present intent to authenticate or adopt a document: (i) to execute or adopt a tangible symbol to a document, and includes any manual, facsimile, or conformed signature; 156 157 or (ii) to attach to or logically associate with an electronic transmission an electronic sound, symbol, or process, and includes an electronic signature in an electronic transmission. 158

159 "State" when referring to a part of the United States, includes a state, commonwealth, and the 160 District of Columbia, and their agencies and governmental subdivisions; and a territory or insular possession, and their agencies and governmental subdivisions, of the United States. 161

162 "Subscriber" means a person who subscribes for shares in a corporation, whether before or after 163 incorporation.

164 "Subsidiary" means, as to any corporation, any other corporation of which it owns, directly or 165 indirectly, voting shares entitled to cast a majority of the votes entitled to be cast generally in an election of directors of such other corporation. 166

"Unincorporated entity" or "domestic unincorporated entity" means a domestic partnership, limited 167 168 liability company, limited partnership or business trust.

169 "United States" includes district, authority, bureau, commission, department, and any other agency of 170 the United States.

171 "Voting group" means all shares of one or more classes or series that under the articles of 172 incorporation or this chapter are entitled to vote and be counted together collectively on a matter at a 173 meeting of shareholders. All shares entitled by the articles of incorporation or this chapter to vote 174 generally on the matter are for that purpose a single voting group.

175 "Voting power" means the current power to vote in the election of directors.

176 "Writing" or "written" means any information in the form of a document.

§ 13.1-722.8. Definitions. 177

178 In As used in this article, unless the context requires a different meaning:

179 "Articles of organization" has the same meaning specified in § 13.1-1002.

180 "Converting entity" means the domestic corporation or domestic limited liability company that adopts 181 a plan of entity conversion pursuant to this article.

- 182 "Corporation" has the same meaning specified in § 13.1-603.
- 183 "Limited liability company" has the same meaning specified in § 13.1-1002.
- 184 "Member" has the same meaning specified in § 13.1-1002.
- "Membership interest" or "interest" has the same meaning specified in § 13.1-1002. 185

"Surviving Resulting entity" means the corporation or limited liability company that is in existence 186 187 immediately after upon consummation of an entity conversion pursuant to this article.

§ 13.1-722.9. Entity conversion.

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189 A. A domestic corporation may become a domestic limited liability company pursuant to a plan of 190 entity conversion. Such a plan shall be *that is* adopted and approved by the corporation in accordance 191 with the procedures provisions of this article.

192 B. A *domestic* limited liability company may become a domestic corporation pursuant to a plan of entity conversion. Such plan shall be adopted and that is approved by the limited liability company in 193 accordance with the provisions of this article Article 15 (§ 13.1-1081 et seq.) of Chapter 12. 194 195

§ 13.1-722.10. Plan of entity conversion.

196 A. A To become a domestic limited liability company, a domestic corporation shall adopt a plan of 197 entity conversion shall set setting forth:

198 1. In the case of a conversion of a corporation into A statement of the corporation's intention to convert to a limited liability company; 199

200 a. 2. The terms and conditions of the conversion, including the manner and basis of converting the 201 shares of the corporation into interests of the surviving resulting entity preserving the ownership 202 proportion and relative rights, preferences, and limitations of each such share; and

203 b. 3. As a separate attachment to the plan, the full text of the articles of organization of the surviving 204 resulting entity as they will be in effect immediately after upon consummation of the conversion-205

2. In the case of a conversion of a limited liability company into a corporation:

206 a. The terms and conditions of the conversion, including the manner and basis of converting the 207 interests of the limited liability company into shares of the surviving entity preserving the ownership 208 proportion and relative rights, preferences, and limitations of each such interest; and

209 b. As a separate attachment to the plan, the full text of the articles of incorporation of the surviving 210 entity as they will be in effect immediately after consummation of the conversion; and 211

3. 4. Any other provision relating to the conversion that may be desired.

212 B. In the case of a corporation that is a converting entity, the The plan of entity conversion may also 213 include a provision that the board of directors may amend the plan prior to before the issuance effective *time and date* of the certificate of entity conversion. An amendment made subsequent to after the submission of the plan to the shareholders shall not alter or change any of the terms or conditions of the 214 215 216 plan if the change would adversely affect the shares of any class or series of the converting entity, 217 unless the amendment has been approved by the shareholders in the manner set forth in § 13.1-722.11.

218 C. In the case of a limited liability company that is a converting entity, the plan of entity conversion 219 may also include a provision that the plan of entity conversion may be amended prior to the issuance of 220 the certificate of entity conversion. An amendment made subsequent to the submission of the plan to the 221 members shall not alter or change any of the terms or conditions of the plan if the change would 222 adversely affect the membership interests of the converting entity. 223

§ 13.1-722.11. Action on plan of entity conversion.

224 A. In the case of a corporation that is a converting entity, a Except as provided in subsection B, the 225 plan of entity conversion shall be adopted by the corporation in the following manner: 226

1. Except where shareholder approval of a plan of entity conversion is not required by subdivision 5: a. The board of directors of the converting entity shall adopt the plan of entity conversion.

228 b. 2. After adopting the plan of entity conversion, the board of directors shall submit the plan to the shareholders for their approval. The board of directors shall also transmit to the shareholders a recommendation that the shareholders approve the plan of entity conversion, unless the board of 229 230 231 directors determines that because of conflicts of interest or other special circumstances it should make 232 no recommendation and communicates the basis of its determination to the shareholders with the plan; 233 and

234 e. The shareholders entitled to vote on the plan of entity conversion shall approve the plan as 235 provided in subdivision 4.

236 2. 3. The board of directors may condition its submission of the plan of entity conversion to the 237 shareholders on any basis.

238 3. 4. The corporation shall notify each shareholder, whether or not entitled to vote, of the proposed 239 shareholders' meeting in accordance with § 13.1-658 at which the plan of entity conversion is to be

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240 submitted for approval. The notice shall also state that the purpose, or one of the purposes, of the 241 meeting is to consider the plan and shall contain or be accompanied by a copy of the plan.

242 4. 5. Unless this chapter or the board of directors, acting pursuant to subdivision 23, requires a 243 greater vote, the plan of entity conversion shall be approved by each voting group entitled to vote on 244 the plan by more than two-thirds of all the votes entitled to be cast by that voting group. The articles of 245 incorporation may provide for a greater or lesser vote than that provided for in this subsection or a vote 246 by separate voting groups so long as the vote provided for is not less than a majority of all the votes 247 cast on the plan by each voting group entitled to vote on the plan at a meeting at which a quorum of 248 the voting group exists.

249 5. B. If a corporation has not yet issued shares, a majority of its initial board of directors or 250 incorporators, in the event that there is no board of directors, may adopt the plan of entity conversion. 251

B. In the case of a limited liability company that is a converting entity:

252 1. The plan of entity conversion shall be approved by the members of the limited liability company 253 in the manner provided in the limited liability company's operating agreement or articles of organization 254 for amendments or, if no such provision is made in an operating agreement or articles of organization, 255 by the unanimous vote of the members of the limited liability company; and

256 2. If the limited liability company has been formed without any members and no members have been 257 admitted, the plan of entity conversion may be adopted by a majority of the persons named as a 258 manager in the articles of organization or, if there are no members or managers, by a majority of the 259 organizers of the limited liability company.

§ 13.1-722.12. Articles of entity conversion.

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261 A. After the *plan of entity* conversion of a corporation into a limited liability company has been 262 adopted and approved as required by this article, the converting entity shall file with deliver to the 263 Commission for filing articles of entity conversion setting forth:

264 1. The name of the corporation immediately prior to before the filing of the articles of entity 265 conversion and the name to which the name of the corporation is to be changed, which name shall satisfy the requirements of the laws of this Commonwealth; 266

2. The date on which the corporation was originally incorporated, organized, or formed; its original 267 268 name, entity type, and jurisdiction of incorporation, organization, or formation; and, for each 269 subsequent change of entity type or jurisdiction of incorporation, organization, or formation made 270 before the filing of the articles of entity conversion, the effective date of the change and the corporation's name, entity type, and jurisdiction of incorporation, organization, or formation upon 271 272 consummation of the change;

273 3. The plan of entity conversion, including the full text of the articles of organization of the 274 surviving resulting entity that comply with the requirements of Chapter 12 (§ 13.1-1000 et seq.), as they 275 will be in effect immediately after upon consummation of the conversion;

276 3. 4. The date the plan of entity conversion was approved;

277 5. If the plan of entity conversion was adopted by the board of directors or the incorporators without 278 shareholder approval, a statement that the plan was duly approved by the board of directors or by a 279 majority of the incorporators, as the case may be, including the reason shareholder and, if applicable, 280 director approval was not required; and

281 4. 6. If the plan of entity conversion was approved by the shareholders, either:

282 a. A statement that the plan was adopted by the unanimous consent of the shareholders; or

283 b. A statement that the plan was submitted to the shareholders by the board of directors in 284 accordance with this chapter, and a statement of:

285 (1) The designation, number of outstanding shares, and number of votes entitled to be cast by each 286 voting group entitled to vote separately on the plan; and

287 (2) Either the total number of votes cast for and against the plan by each voting group entitled to 288 vote separately on the plan or the total number of undisputed votes cast for the plan separately by each 289 voting group and a statement that the number cast for the plan by each voting group was sufficient for 290 approval by that voting group.

291 B. After the conversion of a limited liability company into a corporation has been adopted and 292 approved as required by this article, the converting entity shall file with the Commission articles of 293 entity conversion setting forth:

294 1. The name of the limited liability company immediately prior to the filing of the articles of entity 295 conversion and the name to which the name of the limited liability company is to be changed, which 296 name shall satisfy the requirements of § 13.1-630;

2. The plan of entity conversion, including the full text of the articles of incorporation of the 297 298 surviving entity that comply with the requirements of this chapter, as they will be in effect immediately 299 after the consummation of the conversion; and

300 3. A statement that the plan was adopted by the members of the limited liability company in the 301 manner provided in the limited liability company's operating agreement or articles of organization for 302 amendments, or, if no such provision is made in an operating agreement or articles of organization, by 303 the unanimous vote of the members of the limited liability company.

304 C. If the Commission finds that the articles of entity conversion comply with the requirements of law 305 and that all required fees have been paid, it shall issue a certificate of entity conversion.

306 § 13.1-722.13. Effect of entity conversion. 307

A. When an entity conversion under this article becomes effective, with respect to that entity:

308 1. The title to all real estate and other property remains in the surviving resulting entity without 309 reversion or impairment;

310 2. The liabilities remain the liabilities of the surviving resulting entity;

311 3. A pending proceeding may be continued by or against the surviving resulting entity as if the 312 conversion did not occur;

313 4. The articles of incorporation or articles of organization attached to the articles of *entity* conversion 314 constitute the articles of incorporation or articles of organization of the surviving resulting entity;

5. The shares or interests of the converting entity are reclassified into shares or interests in accordance with the plan of entity conversion; and the shareholders or members of the converting entity 315 316 317 are entitled only to the rights provided in the plan of entity conversion or, in the case of a converting 318 entity that is a corporation, to the rights, if any, they may have under subdivision A 5 of § 13.1-730; 319

6. The surviving resulting entity is deemed to:

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a. Be a corporation or limited liability company for all purposes;

321 b. Be the same corporation or limited liability company entity without interruption as the converting 322 entity that existed prior to before the conversion;

c. Have been incorporated or otherwise organized on the date that the converting entity was 323 324 originally incorporated or, organized, or formed; and

325 7. The converting entity shall cease to be a corporation or a limited liability company, as the case may be, when the certificate of entity conversion becomes effective. 326

327 B. Any shareholder or member of a converting entity who, prior to before the entity conversion, was 328 liable for the liabilities or obligations of the converting entity is not released from those liabilities or 329 obligations by reason of the entity conversion. 330

§ 13.1-722.14. Abandonment of entity conversion.

331 A. Unless otherwise provided in a plan of entity conversion of a *domestic* corporation to become a 332 domestic limited liability company, after the plan has been approved and adopted as required by this 333 article, and at any time before the certificate of entity conversion has become effective, the conversion 334 may be abandoned by the corporation without action by the shareholders in accordance with any 335 procedures set forth in the plan of entity conversion or, if no such procedures are set forth in the plan of 336 entity conversion, in the manner determined by the board of directors.

337 B. Unless otherwise provided in a plan of entity conversion of a limited liability company to become a corporation, after the plan has been approved and adopted as required by this article, and at any time 338 339 before the certificate of entity conversion has become effective, the conversion may be abandoned in the 340 manner set forth in the plan of entity conversion or, if no such procedures are set forth in the plan of 341 entity conversion, by a vote of the members, managers, or organizers of the limited liability company 342 that is equal to or greater than the vote cast for entity conversion pursuant to subsection B of § 343 13.1-722.11.

344 C. If an entity conversion is abandoned under subsection A Θ B after articles of entity conversion 345 have been filed with the Commission but before the certificate of entity conversion has become 346 effective, written notice a statement that the entity conversion has been abandoned in accordance with 347 this section shall be filed with delivered to the Commission prior to for filing before the effective time 348 and date of the certificate of entity conversion. The notice Upon filing, the statement shall take effect 349 upon filing and the entity conversion shall be deemed abandoned and shall not become effective. 350

§ 13.1-944.2. Entity conversion.

351 A *domestic* corporation may become a *domestic* limited liability company pursuant to a plan of entity 352 conversion. Such a plan shall be that is adopted and approved by the corporation in accordance with the 353 procedures provisions of this article. 354

§ 13.1-944.3. Plan of entity conversion.

355 A. A To become a domestic limited liability company, a domestic corporation shall adopt a plan of 356 entity conversion shall set setting forth: 357

1. A statement of the corporation's intention to convert to a limited liability company;

2. The terms and conditions of the conversion, including the manner and basis of converting the 358 359 membership interests, if any, of the corporation into LLC membership interests of the resulting entity;

360 2. Where 3. If the corporation has no members, the plan of entity conversion shall provide for the designation of the persons each person who are is to become a member of the limited liability company 361

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362 upon conversion- No, provided that no person shall be designated as a member of the resulting entity 363 without the person's prior consent;

364 3. 4. As a separate attachment to the plan, the full text of the articles of organization of the resulting 365 entity as they will be in effect immediately after upon consummation of the conversion; and 4. 5. Any other provision relating to the conversion that may be desired.

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367 B. The plan of entity conversion may also include a provision that the board of directors may amend 368 the plan prior to before the issuance effective time and date of the certificate of entity conversion. An 369 amendment made subsequent to after the submission of the plan to the members shall not alter or 370 change any of the terms or conditions of the plan if the change would adversely affect the membership 371 interests of the corporation, unless the amendment has been approved by the members in the manner set 372 forth in § 13.1-944.4. 373

§ 13.1-944.5. Articles of entity conversion.

374 A. After the *plan of entity* conversion of a corporation into a limited liability company has been 375 adopted and approved as required by this article, the converting entity shall file with deliver to the 376 Commission for filing articles of entity conversion setting forth:

377 1. The name of the corporation immediately prior to before the filing of the articles of entity 378 conversion and the name to which the name of the converting entity is to be changed, which name shall 379 satisfy the requirements of the laws of the Commonwealth;

380 2. The date on which the corporation was originally incorporated, organized, or formed; its original 381 name, entity type, and jurisdiction of incorporation, organization, or formation; and, for each 382 subsequent change of entity type or jurisdiction of incorporation, organization, or formation made 383 before the filing of the articles of entity conversion, the effective date of the change and the 384 corporation's name, entity type, and jurisdiction of incorporation, organization, or formation upon 385 consummation of the change;

386 3. The plan of entity conversion, including the full text of the articles of organization of the resulting 387 entity that comply with the requirements of Chapter 12 (§ 13.1-1000 et seq.), as they will be in effect 388 immediately after upon consummation of the conversion;

389 3. 4. The date the plan of entity conversion was approved; and 390

5. A statement:

391 a. That the plan was adopted by the vote of at least two-thirds of the directors in office, including 392 the reason member approval was not required;

393 b. That the plan was adopted by the unanimous consent of the members having voting rights; or

394 c. That the plan was proposed by the board of directors and submitted to the members in accordance 395 with this chapter, and a statement of: 396

(1) The existence of a quorum of each voting group entitled to vote separately on the plan; and

397 (2) Either the total number of votes cast for and against the plan by each voting group entitled to 398 vote separately on the plan or the total number of undisputed votes cast for the plan separately by each 399 voting group and a statement that the number cast for the plan by each voting group was sufficient for 400 approval by that voting group.

401 B. If the Commission finds that the articles of entity conversion comply with the requirements of law 402 and that all required fees have been paid, it shall issue a certificate of entity conversion.

403 § 13.1-944.6. Effect of entity conversion.

404 A. When an entity conversion under this article becomes effective, with respect to that entity:

405 1. The title to all real estate and other property remains in the resulting entity without reversion or 406 impairment;

407 2. The liabilities remain the liabilities of the resulting entity;

408 3. A pending proceeding may be continued by or against the resulting entity as if the conversion did 409 not occur;

410 4. The articles of organization attached to the articles of entity conversion constitute the articles of 411 organization of the resulting entity;

412 5. The membership interests, if any, of the corporation are reclassified into LLC membership 413 interests in accordance with the plan of entity conversion, and the members of the corporation 414 converting entity are entitled only to the rights provided in the plan of entity conversion;

415 6. The resulting entity is deemed to:

416 a. Be a limited liability company for all purposes;

417 b. Be the same entity without interruption as the converting entity that existed prior to before the 418 conversion; and

419 c. Have been organized on the date that the converting entity was originally incorporated, organized, 420 or formed; and

421 7. The corporation shall cease to be a corporation when the certificate of entity conversion becomes 422 effective.

423 B. Any member of a corporation that converts to a limited liability company converting entity who, 424 prior to before the conversion, was liable for the liabilities or obligations of the limited liability 425 company converting entity is not released from those liabilities or obligations by reason of the entity 426 conversion. 427

§ 13.1-944.7. Abandonment of entity conversion.

428 A. Unless otherwise provided in a plan of entity conversion of a domestic corporation to become a 429 limited liability company, after the plan has been approved and adopted as required by this article, and at any time before the certificate of entity conversion has become effective, the conversion may be 430 abandoned by the corporation without action by the members in accordance with any procedures set 431 432 forth in the plan of entity conversion or, if no such procedures are set forth in the plan of entity 433 conversion, in the manner determined by the board of directors.

434 B. If an entity conversion is abandoned under subsection A after articles of entity conversion have 435 been filed with the Commission but before the certificate of entity conversion has become effective, written notice a statement that the entity conversion has been abandoned in accordance with this section 436 437 shall be filed with delivered to the Commission prior to for filing before the effective time and date of the certificate of entity conversion. The notice Upon filing, the statement shall take effect upon filing 438 439 and the entity conversion shall be deemed abandoned and shall not become effective. 440

§ 13.1-1002. Definitions.

As used in this chapter:

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442 "Articles of organization" means all documents constituting, at any particular time, the articles of organization of a limited liability company. It includes The articles of organization include the original 443 articles of organization, the original certificate of organization issued by the Commission, and all 444 445 amendments to the articles of organization. When the articles of organization have been restated 446 pursuant to any articles of restatement, amendment, it includes domestication, or merger, the articles of 447 organization include only the restated articles of organization and any subsequent amendments to the **448** restated articles of organization, but does not include without the articles of restatement, amendment 449 accompanying the restated articles of organization, domestication, or merger.

450 "Bankruptcy" means, with respect to any person, being the subject of an order for relief under Title 451 11 of the United States Code. 452

"Commission" means the State Corporation Commission of Virginia.

"Contribution" means any cash, property or services rendered, or a promissory note or other binding 453 454 obligation to contribute cash or property or to perform services, which a member contributes to a limited 455 liability company in his capacity as a member.

456 "Distribution" means a direct or indirect transfer of money or other property, or incurrence of 457 indebtedness by a limited liability company, to or for the benefit of its members in respect of their 458 interests. 459

"Domestic business trust" has the same meaning as specified in § 13.1-1201. 460

"Domestic corporation" has the same meaning as specified in § 13.1-603.

"Domestic limited partnership" has the same meaning as specified in § 50-73.1. 461

"Domestic nonstock corporation" has the same meaning as "domestic corporation" as specified in 462 463 § 13.1-803.

464 "Domestic other business entity" means a partnership, limited partnership, business trust, stock 465 corporation, or nonstock corporation that is formed, organized, or incorporated under the laws of the 466 Commonwealth.

"Domestic partnership" means an association of two or more persons to carry on as co-owners a 467 468 business for profit formed under § 50-73.88, or predecessor law of the Commonwealth, and includes, for 469 all purposes of the laws of the Commonwealth, a registered limited liability partnership.

470 "Domestic stock corporation" has the same meaning as "domestic corporation" as specified in 471 § 13.1-603.

472 "Electronic transmission" means any form of communication, not directly involving the physical 473 transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a the recipient through an automated 474 475 process. Any term used in this definition that is defined in § 59.1-480 of the Uniform Electronic 476 Transactions Act (§ 59.1-479 et seq.) shall have the meaning set forth in such that section.

"Eligible interests" means, as to a partnership, partnership interest as specified in § 50-73.79; as to 477 a limited partnership, partnership interest as specified in § 50-73.1; as to a business trust, the beneficial 478 479 interest of a beneficial owner as specified in § 13.1-1226; as to a stock corporation, shares as specified 480 in § 13.1-603; or, as to a nonstock corporation, membership interest as specified in § 13.1-803.

481 "Foreign business trust" has the same meaning as specified in § 13.1-1201.

482 "Foreign corporation" has the same meaning as specified in § 13.1-603.

"Foreign limited liability company" means an entity, excluding a foreign business trust, that is an 483

484 unincorporated organization that is organized under laws other than the laws of this the Commonwealth **485** and that is denominated by that law as a limited liability company, and that affords to each of its 486 members, pursuant to the laws under which it is organized, limited liability with respect to the liabilities 487 of the entity.

488 "Foreign limited partnership" has the same meaning as specified in § 50-73.1.

489 "Foreign nonstock corporation" has the same meaning as "foreign corporation" as specified in **490** § 13.1-803.

491 "Foreign other business entity" means a partnership, limited partnership, business trust, stock 492 corporation, or nonstock corporation that is formed, organized, or incorporated under the laws of a 493 state or jurisdiction other than the Commonwealth.

494 "Foreign partnership" means an association of two or more persons to carry on as co-owners a 495 business for profit formed under the laws of any state or jurisdiction other than the Commonwealth, and 496 includes, for all purposes of the laws of the Commonwealth, a foreign registered limited liability 497 partnership.

498 "Foreign registered limited liability partnership" has the same meanings as specified in §§ 50-2 and 499 50-73.79.

500 "Foreign stock corporation" has the same meaning as "foreign corporation" as specified in 501 § 13.1-603.

502 "Limited liability company" or "domestic limited liability company" means an entity that is an 503 unincorporated organization that is organized and existing under this chapter, or that has become a 504 domestic limited liability company of the Commonwealth pursuant to § 13.1-1010.3 as it existed prior to 505 its repeal, even though also being a non-United States entity organized under laws other than the laws 506 of the Commonwealth, or that has become a domestic limited liability company of the Commonwealth 507 pursuant to § 56-1, even though also being a limited liability company non-United States entity organized under laws other than the laws of the Commonwealth, or that has become a domestic limited 508 509 liability company of the Commonwealth pursuant to § 13.1-1010.1 as it existed prior to its repeal, or 510 that has become a domestic limited liability company of the Commonwealth pursuant to Article 12.2 511 (§ 13.1-722.8 et seq.) of Chapter 9 of this title, or, effective on and after November 1, 2006 Article 17.1 (§ 13.1-944.1 et seq.) of Chapter 10, Article 14 (§ 13.1-1074 et seq.) or Article 15 (§ 13.1-1081 et seq.) 512 of Chapter 12 of this title this chapter, or Article 12 (§ 13.1-1264 et seq.) of Chapter 14. A limited 513 514 liability company's status for federal tax purposes shall not affect its status as a distinct entity organized 515 and existing under this chapter.

516 "Manager" or "managers" means a person or persons designated by the members of a limited liability 517 company to manage the limited liability company as provided in the articles of organization or an 518 operating agreement.

519 "Manager-managed limited liability company" means a limited liability company that is managed by 520 a manager or managers as provided for in its articles of organization or an operating agreement.

521 "Member" means a person that has been admitted to membership in a limited liability company as 522 provided in § 13.1-1038.1 and that has not ceased to be a member.

523 "Member-managed limited liability company" means a limited liability company that is not a 524 manager-managed limited liability company.

525 "Membership interest" or "interest" means a member's share of the profits and the losses of the 526 limited liability company and the right to receive distributions of the limited liability company's assets.

527 "Non-United States entity" means a foreign limited liability company (other than one formed under 528 the laws of a state), or a corporation, business trust or association, real estate investment trust, 529 common-law trust, or any other unincorporated business, including a partnership, formed, incorporated, 530 organized, created or that otherwise came into being under the laws of any foreign country or other 531 foreign jurisdiction (other than any state).

532 "Operating agreement" means an agreement of the members as to the affairs of a limited liability 533 company and the conduct of its business, or a writing or agreement of a limited liability company with 534 one member that satisfies the requirements of subdivision A 2 of § 13.1-1023. 535

"Person" has the same meaning as specified in § 13.1-603.

536 "Principal office" means the office, in or out of the Commonwealth, where the principal executive 537 offices of a domestic or foreign limited liability company are located or, if there are no such offices, the 538 office, in or out of the Commonwealth, so designated by the limited liability company. The designation 539 of the principal office in the most recent statement of change filed pursuant to § 13.1-1018.1 shall be 540 conclusive for the purpose of this chapter.

541 "State," when referring to a part of the United States, includes a state, commonwealth and the 542 District of Columbia, and their agencies and governmental subdivisions; and a territory or insular 543 possession, and their agencies and governmental subdivisions, of the United States.

544 "United States" includes a district, authority, bureau, commission, department, and any other agency 545 of the United States. 546

§ 13.1-1003.1. Filings with the Commission pursuant to reorganization.

547 A. Notwithstanding anything to the contrary contained in § 13.1-1003, 13.1-1011, 13.1-1014, 548 13.1-1014.1, 13.1-1050, 13.1-1072, or 13.1-1085, whenever, pursuant to any applicable statute of the 549 United States relating to reorganizations of limited liability companies, a plan of reorganization of a 550 limited liability company has been confirmed by the decree or order of a court of competent jurisdiction, the limited liability company may put into effect and carry out the plan and decrees of the court relative 551 552 thereto (i) through one or more amendments to the limited liability company's articles of organization containing terms and conditions permitted by this chapter; (ii) through a plan of merger or entity 553 conversion; or (iii) through cancellation, without action by the managers or members, to carry out the 554 555 plan of reorganization decreed or ordered by the court of competent jurisdiction under federal statute.

556 B. The individual or individuals designated by the court shall deliver to the Commission for filing 557 articles of amendment, restatement, merger, entity conversion, or cancellation, which, in addition to the 558 matters otherwise required or permitted by law to be set forth therein, shall set forth: 559

1. The name of the limited liability company;

560 2. Any provision relating to the amendment or amendments, plan of merger or entity conversion, or 561 cancellation approved by the court;

562 3. The name of the court and the date of the court's order or decree approving the amendment, plan 563 of merger or entity conversion, or cancellation;

564 4. The title and case number, if any, of the reorganization proceeding in which the order or decree 565 was entered; and 566

5. A statement that the court had jurisdiction of the proceeding under federal statute.

567 C. If the Commission finds that the articles of amendment, restatement, merger, entity conversion, or 568 cancellation comply with the requirements of law and that all required fees have been paid, it shall issue a certificate of amendment, restatement, merger, entity conversion, or cancellation. 569

570 D. This section does not apply after entry of a final decree in the reorganization proceeding even 571 though the court retains jurisdiction of the proceeding for limited purposes unrelated to consummation of the reorganization plan. 572 573

§ 13.1-1010. Organizers.

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574 One or more persons may act as organizers of a limited liability company by signing and filing delivering articles of organization with to the Commission for filing. Such person or persons An 575 576 organizer need not be members a member of the limited liability company after formation has occurred. 577

§ 13.1-1018.1. Change of principal office.

578 A. A limited liability company or a foreign limited liability company registered pursuant to Article 579 10 (§ 13.1-1051 et seq.) of this chapter may change its principal office upon filing in the office of the 580 Commission a statement of change on a form supplied by the Commission that sets forth: 581

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

2. The address of its current principal office; and

3. The post office address, including the street and number, if any, of the new principal office.

584 B. A statement of change shall forthwith be delivered to the Commission for filing by a domestic 585 limited liability company or a foreign limited liability company registered pursuant to Article 10 586 (§ 13.1-1051 et seq.) whenever the address of its principal office ceases to be the office at which the 587 principal executive offices of the domestic or foreign limited liability company are located. 588

§ 13.1-1038.1. Admission of members.

A. Subject to subsection B, a person may become a member in a limited liability company:

590 1. In the case of a person acquiring a membership interest directly from the limited liability 591 company, upon compliance with an operating agreement or, if the operating agreement does not so 592 provide, upon the consent of a majority of the managers of a manager-managed limited liability company or a majority vote of the members of a member-managed limited liability company; 593 594

2. In the case of an assignee of a membership interest, as provided in subsection A of § 13.1-1040;

595 3. In the case of a limited liability company that has no members as of the commencement of its 596 existence under § 13.1-1004, as provided in any writing signed by both the initial member or members 597 and the managers, if any are designated in the articles of organization, or, if no managers are so **598** designated, the organizers;

599 4. In the case of a limited liability company the last remaining member of which has dissociated, (i) 600 as provided in a writing executed by the successor in interest of that member, who may provide for the 601 admission of the successor in interest or its nominee or designee to the limited liability company as a 602 member, effective as of the occurrence of the event that caused the dissociation of the last remaining 603 member, provided that the articles of organization or an operating agreement may provide that the 604 successor in interest of the last remaining member shall be obligated to agree in writing to the admission 605 of the successor in interest of that member or its nominee or designee to the limited liability company

as a member, effective as of the occurrence of the event that caused the dissociation of the last 606 **607** remaining member, or (ii) in the manner provided for in the articles of organization or an operating 608 agreement, effective as of the occurrence of the event that caused the dissociation of the last remaining 609 member, pursuant to a provision of the articles of organization or an operating agreement that 610 specifically provides for the admission of a member to the limited liability company after there is no 611 longer a remaining member of the limited liability company;

612 5. In the case of a person being admitted as a member of a limited liability company pursuant to a 613 merger approved in accordance with § 13.1-1071, as provided in the articles of merger or an operating 614 agreement of the surviving limited liability company; and

6. In the case of a person being admitted as a member of a limited liability company pursuant to a 615 616 conversion or domestication of a partnership, non-United States entity, foreign limited liability company, 617 or corporation into a domestic limited liability company in accordance with Article 12.2 (§ 13.1-722.8 et seq.) of Chapter 9 of this title of $\frac{13.1-1010.1}{10.1}$ or $\frac{13.1-1010.3}{13.1-1010.3}$, or, effective on and after November 1, 618 619 2006, Article 14 (§ 13.1-1074 et seq.) of Chapter 12 of this title, as provided in the articles of 620 organization or an operating agreement of the converted or domesticated limited liability company at the **621** time of conversion or domestication.

622 B. The effective time of admission of a member to a limited liability company shall be the later of:

1. The date the limited liability company is formed; or

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624 2. The time provided in an operating agreement, articles of merger or articles of organization, as 625 applicable, or, if no such time is provided therein, then when the person's admission is reflected in the 626 records of the limited liability company.

627 C. A person may be admitted to a limited liability company as a member of the limited liability 628 company and may receive a membership interest in the limited liability company without making a 629 contribution or being obligated to make a contribution to the limited liability company. Unless otherwise 630 provided in the articles of organization or an operating agreement:

631 1. A person may be admitted to a limited liability company as a member of the limited liability company without acquiring a membership interest in the limited liability company; and 632

633 2. A person may be admitted as the sole member of a limited liability company without making a 634 contribution or being obligated to make a contribution to the limited liability company or without 635 acquiring a membership interest in the limited liability company.

§ 13.1-1050.5. Survival of remedy after cancellation of existence.

636 637 The cancellation of existence of a limited liability company shall not take away or impair any 638 remedy available to or against the limited liability company or its members or managers for any right 639 or claim existing, or any liability incurred, before the cancellation. Any action or proceeding by or 640 against the limited liability company may be prosecuted or defended by the limited liability company in 641 its name. The members or managers shall have power to take limited liability company action or other 642 action as shall be appropriate to protect any remedy, right, or claim.

§ 13.1-1052. Application for certificate of registration.

644 A. A foreign limited liability company may apply to the Commission for a certificate of registration 645 to transact business in the Commonwealth. The application shall be made on a form prescribed and 646 furnished by the Commission. The application shall set forth:

647 1. The name of the foreign limited liability company and, if the limited liability company is 648 prevented by § 13.1-1054 from using its own name in the Commonwealth, a designated name that 649 satisfies the requirements of § 13.1-1054;

650 2. The name of the state or other jurisdiction under whose law it is formed, the its date of its 651 formation and period of duration, and if the limited liability company was previously authorized or 652 registered to transact business in the Commonwealth as a foreign corporation, limited liability company, 653 business trust, limited partnership, or registered limited liability partnership, with respect to every such 654 prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other 655 jurisdiction of incorporation, organization or formation; and (iv) the entity identification number issued 656 to it by the Commission;

657 3. The address of the proposed registered office of the foreign limited liability company in the 658 Commonwealth (including both (i) the post office address with street and number, if any, and (ii) the 659 name of the county or city in which it is located) and the name of its proposed registered agent in the 660 Commonwealth at such that address and a statement that the registered agent is either (a) an individual 661 who is a resident of the Commonwealth and is either (1) a member or manager of the limited liability 662 company, (2) a member or manager of a limited liability company that is a member or manager of the limited liability company, (3) an officer or director of a corporation that is a member or manager of the 663 664 limited liability company, (4) a general partner of a general or limited partnership that is a member or 665 manager of the limited liability company, (5) a trustee of a trust that is a member or manager of the limited liability company, or (6) a member of the Virginia State Bar, or (b) a domestic or foreign stock 666

or nonstock corporation, limited liability company, or registered limited liability partnership authorized 667 668 to transact business in the Commonwealth, the business office of which is identical with the registered 669 office;

670 4. A statement that the clerk of the Commission is irrevocably appointed the agent of the foreign 671 limited liability company for service of process if the foreign limited liability company fails to maintain 672 a registered agent in the Commonwealth as required by § 13.1-1015, the registered agent's authority has 673 been revoked, the registered agent has resigned, or the registered agent cannot be found or served with 674 the exercise of reasonable diligence;

675 5. The post office address, including the street and number, if any, of the foreign limited liability company's principal office; and 676

677 6. A statement evidencing that the foreign limited liability company is a "foreign limited liability 678 company" as defined in § 13.1-1002.

679 B. The foreign limited liability company shall deliver with the completed application a copy of its **680** articles of organization or other constituent documents and all amendments and corrections thereto filed in the foreign limited liability company's state or other jurisdiction of organization, duly authenticated by 681 682 the Secretary of State or other official having custody of the limited liability company records in the state or other jurisdiction under whose law it is organized. 683

684 C. If the Commission finds that the application complies with the requirements of law and that all 685 required fees have been paid, it shall issue a certificate of registration to transact business in the 686 Commonwealth. **687**

§ 13.1-1054. Name of foreign limited liability company.

A. No certificate of registration shall be issued to a foreign limited liability company unless the name 688 689 of such the foreign limited liability company satisfies the requirements of § 13.1-1012.

690 B. If the name of a foreign limited liability company does not satisfy the requirements of 691 § 13.1-1012, to obtain or maintain a certificate of registration to transact business in the Commonwealth: 1. The foreign limited liability company may add adopt a designated name for use in the Commonwealth that adds the words "limited company" or "limited liability company₇" or the abbreviation "L.C.," "LC," "L.C." or "LLC₅" to its name for use in the Commonwealth or, if it is a professional limited liability company, the words "professional company" or "professional limited liability company, the words "PLC." or "PLLC" at the end of its name, if it 692 693 694 695 696 697 informs the Commission of its designated name; or

698 2. If its real name is unavailable, the foreign limited liability company may use *adopt* a designated 699 name that is available, and which satisfies the requirements of § 13.1-1012, if it informs the Commission 700 of the designated name. 701

§ 13.1-1055. Amendments; amended applications for registration.

702 A. Whenever the articles of organization or other constituent document of a A foreign limited 703 liability company that is registered to transact business in the Commonwealth is amended or corrected, 704 the foreign limited liability company shall promptly file with the Commission a copy of the amendment 705 or correction duly authenticated by the Secretary of State or other official having custody of the limited 706 liability company records in the state or other jurisdiction of its organization. an amended application 707 for registration on a form prescribed and furnished by the Commission:

708 **B.** 1. If any statement in the application for registration of a foreign limited liability company was 709 false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the foreign limited liability company shall promptly file with the Commission 710 an amended application for registration amending such statement or information. The amended 711 712 application for registration shall be made on a form prescribed and furnished by the Commission; or

713 2. To abandon or change the designated name adopted by the limited liability company for use in 714 the Commonwealth pursuant to subsection B of § 13.1-1054.

C. B. Notwithstanding the provisions of subsection \mathbf{B} A, the manner by which a foreign limited 715 liability company shall change its registered office or principal office is by filing a statement of change 716 717 pursuant to § 13.1-1016 or 13.1-1018.1, as the case may be.

718 C. Whenever the articles of organization or other constituent document of a foreign limited liability 719 company that is registered to transact business in the Commonwealth is amended or corrected, the 720 foreign limited liability company shall promptly deliver to the Commission for filing a copy of the amendment or correction duly authenticated by the Secretary of State or other official having custody of 721 722 the limited liability company records in the state or other jurisdiction of its organization. 723

§ 13.1-1056. Voluntary cancellation of certificate of registration.

724 A. A foreign limited liability company registered to transact business in the Commonwealth may 725 apply to the Commission for a certificate of cancellation to cancel its certificate of registration. The 726 application shall be on a form prescribed and furnished by the Commission, which shall set forth:

1. The name of the foreign limited liability company, the name of the state or other jurisdiction 727

under whose law it is or was formed, and the identification number issued by the Commission to the *foreign* limited liability company;

730 2. If applicable, a statement that the foreign limited liability company was a party to a merger
731 permitted by the laws of the state or other jurisdiction under whose laws it was organized and that it
732 was not the surviving entity of the merger, or has converted to another type of entity under the laws of
733 the state or other jurisdiction under whose law it was formed;

734 3. That the foreign limited liability company is not transacting business in the Commonwealth and735 that it surrenders its registration to transact business in the Commonwealth;

4. That the foreign limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in the Commonwealth;

5. A mailing address to which the clerk of the Commission may mail a copy of any process servedon him under subdivision 4; and

6. A commitment to notify the clerk of the Commission in the future of any change in the mailingaddress of the *foreign* limited liability company.

744 B. The Commission shall not issue a certificate of cancellation to any foreign limited liability 745 company unless the foreign limited liability company files with the Commission a statement certifying 746 that the foreign limited liability company has filed returns and has paid all state taxes to the time of the 747 certificate, or a statement that no returns are required to be filed or taxes are required to be paid. In 748 that case the foreign limited liability company may file returns and pay taxes before they would 749 otherwise be due. If the Commission finds that the application complies with the requirements of law 750 and all required fees have been paid, it shall issue a certificate of cancellation canceling the certificate of 751 registration.

752 C. Before any foreign limited liability company registered to transact business in the Commonwealth 753 cancels its existence, it shall file with deliver to the Commission for filing an application for a certificate 754 of cancellation. Whether or not such an application is filed, the cancellation of the existence of such a 755 foreign limited liability company shall not take away or impair any remedy available against such the 756 foreign limited liability company for any right or claim existing or any liability incurred prior to such before the cancellation. Any such action or proceeding against such a foreign limited liability company 757 758 whose existence has been canceled may be defended by such the foreign limited liability company in its 759 name. The members, managers, and officers shall have power to take such any action as shall be 760 appropriate to protect such any remedy, right, or claim. The right of a foreign limited liability company 761 that whose existence has been canceled its existence to institute and maintain in its name actions, suits, 762 or proceedings in the courts of the Commonwealth shall be governed by the law of the state or other 763 *jurisdiction* of its organization.

D. Service of process on the clerk of the Commission is service of process on a foreign limited
liability company whose certificate of registration has been canceled pursuant to this section. Service
upon the clerk shall be made in accordance with § 12.1-19.1, and service upon the foreign limited
liability company may be made in any other manner permitted by law.

768 § 13.1-1060. Merger of foreign limited liability company registered to transact business in 769 Commonwealth.

770 A. Whenever a foreign limited liability company that is registered to transact business in the 771 Commonwealth is a party to a merger permitted by the laws of the state or other jurisdiction under 772 whose laws it is organized, and that limited liability company is the surviving entity of the merger, it 773 shall, within 30 days after the merger becomes effective, file with deliver to the Commission for filing a 774 copy of the instrument of merger duly authenticated by the Secretary of State or other official having 775 custody of limited liability company records in the state or other jurisdiction under whose laws the 776 merger was effected law it is organized. However, the filing shall not be required when a foreign limited liability company merges with a domestic corporation, limited liability company, limited 777 778 partnership, business trust, or partnership; the foreign limited liability company's articles of organization 779 or other constituent documents are not amended by the merger; and the articles or statement of merger 780 filed on behalf of the domestic corporation, limited liability company, limited partnership, business trust, 781 or partnership pursuant to § 13.1-720, 13.1-1072, 13.1-1261, 50-73.48:3, or 50-73.131 contains a statement that the merger is permitted under the laws of the state or other jurisdiction in which the 782 783 foreign limited liability company is organized and that the foreign limited liability company has 784 complied with that law in effecting the merger.

B. Whenever a foreign limited liability company that is registered to transact business in the
Commonwealth is a party to a merger permitted by the laws of the state or other jurisdiction under the
laws of which it is organized, and that limited liability company is not the surviving entity of the
merger, the surviving partnership, limited liability company, business trust, limited partnership, or

789 corporation shall, if not continuing to transact business in the Commonwealth, within 30 days after such 790 the merger becomes effective, deliver to the Commission a copy of the instrument of merger duly 791 authenticated by the Secretary of State or other official having custody of limited liability company 792 records in the state or other jurisdiction under whose laws the merger was effected law it was organized, 793 and comply in behalf of the predecessor limited liability company with § 13.1-1056. If a surviving 794 business trust, registered limited liability partnership, limited liability company, limited partnership, or 795 corporation is to continue to transact business in the Commonwealth and has not registered as a foreign 796 registered limited liability partnership, limited liability company, business trust, or limited partnership or 797 received a certificate of authority to transact business in the Commonwealth as a foreign corporation, as 798 the case may be, it shall, within 30 days after the merger becomes effective, deliver to the Commission 799 an application, if a foreign registered limited liability partnership, for registration as a foreign registered 800 limited liability partnership, if a foreign limited liability company, for registration as a foreign limited liability company, if a foreign business trust, for registration as a foreign business trust, if a foreign 801 802 limited partnership, for registration as a foreign limited partnership, or, if a foreign corporation, for a certificate of authority to transact business in the Commonwealth, together with a duly authenticated 803 804 copy of the instrument of merger and also a copy of its partnership certificate, statement of registered 805 limited liability partnership, articles of organization, articles of trust, certificate of limited partnership, or 806 articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or 807 other official having custody of registered limited liability partnership, limited liability company, 808 business trust, limited partnership, or corporate records in the state or other jurisdiction under whose 809 laws it is organized, formed, or incorporated.

810 C. Upon the merger of a foreign limited liability company with one or more foreign partnerships, 811 limited liability companies, business trusts, limited partnerships, or corporations, all property in the 812 Commonwealth owned by any of the partnerships, limited liability companies, business trusts, limited partnerships, or corporations shall pass to the surviving partnership, limited liability company, business 813 814 trust, limited partnership, or corporation except as otherwise provided by the laws of the state or other jurisdiction by which it is governed, but only from and after the time when a duly authenticated copy of 815 816 the instrument of merger is filed with the Commission. 817

§ 13.1-1066. Collection of unpaid bills for annual registration fees.

818 The provisions of §§ 13.1-775.1 and 58.1-2814, so far as they are applicable, shall apply to the 819 annual registration fees and penalties imposed by this chapter fee with penalty and interest shall be 820 enforceable, in addition to existing remedies for the collection of taxes, levies, and fees, by action in the 821 name of the Commonwealth in the appropriate circuit court. Venue shall be in accordance with 822 § 8.01-261.

823 § 13.1-1069.1. Definitions.

824 As used in this article: 825

"Merger" means a business combination pursuant to § 13.1-1070.

"Party to a merger" means any domestic or foreign limited liability company or other business entity 826 827 that will merge under a plan of merger.

"Survivor" in a merger means the domestic or foreign limited liability company or other business 828 829 entity into which one or more other domestic or foreign limited liability companies or other business 830 entities are merged. 831

§ 13.1-1070. Merger.

832 A. Pursuant to a written plan of merger, a One or more domestic limited liability company 833 *companies* may merge with one or more domestic or foreign limited liability companies, partnerships, 834 limited partnerships, business trusts or corporations if: or other business entities pursuant to a plan of 835 merger.

836 1. The merger is not prohibited by the articles of organization or operating agreement of any 837 domestic limited liability company that is a party to the merger, and each domestic limited liability 838 company party to the merger approves the plan of merger in accordance with § 13.1-1071 and complies 839 with the terms of its articles of organization and operating agreement;

840 2. Each domestic partnership that is a party to the merger complies with the applicable provisions of 841 Article 9 (§ 50-73.124 et seq.) of Chapter 2.2 of Title 50;

842 3. Each domestic limited partnership that is a party to the merger complies with the applicable 843 provisions of Article 7.1 (§ 50-73.48:1 et seq.) of Chapter 2.1 of Title 50;

844 4. Each domestic business trust that is a party to the merger complies with the applicable provisions 845 of Article 11 (§ 13.1-1257 et seq.) of Chapter 14 of this title;

846 5. Each domestic corporation that is a party to the merger complies with the applicable provisions of 847 Article 12 (§ 13.1-715.1 et seq.) of Chapter 9 of this title;

848 6. The B. A foreign limited liability company or other business entity may be a party to a merger with a domestic limited liability company only if the merger is permitted by the laws under which each 849

850 the foreign limited liability company, foreign partnership, foreign limited partnership, foreign business trust, and foreign corporation party to the merger or other business entity is organized, formed, or 851 852 incorporated, and each such foreign limited liability company, partnership, limited partnership, business 853 trust or corporation complies with those laws in effecting the merger; and

854 7. No member of a domestic limited liability company that is a party to the merger will, as a result 855 of the merger, become personally liable for the liabilities or obligations of any other person or entity 856 unless that member approves the plan of merger or otherwise consents to becoming personally liable. 857

B. C. The plan of merger shall set forth include:

858 1. The name and entity type of each domestic or foreign limited liability company, partnership, 859 limited partnership, business trust or corporation planning to or other business entity that will merge and 860 the name of the surviving domestic or foreign limited liability company, partnership, limited partnership, business trust or corporation into which each other domestic or foreign limited liability company, 861 partnership, limited partnership, business trust or corporation plans to merge or other business entity that 862 863 will be the survivor of the merger;

864 2. The name of the state or country other jurisdiction under whose law each domestic or foreign limited liability company, partnership, limited partnership, business trust or corporation planning to 865 866 merge party to the merger is organized, formed, or incorporated and the name of the state or country of 867 organization, formation or incorporation of the surviving domestic or foreign limited liability company, 868 partnership, limited partnership, business trust or corporation;

869 3. The terms and conditions of the merger; and

870 4. The manner and basis of converting the membership interests of each merging domestic or foreign 871 limited liability company, the shares of beneficial interest of each domestic business trust, the 872 partnership and eligible interests of each merging domestic partnership or limited partnership and the 873 shares of each domestic corporation party to the merger or foreign other business entity into membership interests, partnership eligible interests, shares of beneficial interest, shares, obligations or other securities 874 875 of the surviving or any other domestic or foreign limited liability company, partnership, limited 876 partnership, business trust or corporation or into, obligations, rights to acquire membership interests, 877 eligible interests, or other securities, cash, or other property in whole or in part, and the, or any 878 combination of the foregoing;

5. The manner and basis of converting any rights to acquire the membership interests of each 879 880 merging domestic or foreign limited liability company, the partnership and eligible interests of each 881 merging domestic partnership or limited partnership, the shares of beneficial interest of each domestic 882 business trust, and the shares of each domestic corporation party to the merger or foreign other business 883 entity into membership interests, eligible interests, or other securities, obligations, rights to acquire **884** membership interests, partnership eligible interests, shares of beneficial interest, shares, obligations or 885 other securities of the surviving or any other domestic or foreign limited liability company, partnership, 886 limited partnership, business trust, or corporation or into, cash, or other property in whole or in part, or 887 any combination of the foregoing;

888 6. When the survivor is a domestic limited liability company, any amendments to its articles of 889 organization, which may be in the form of amended and restated articles of organization; and

890 7. Any other provisions required by the laws under which any party to the merger is organized or by 891 which it is governed, or by the articles of organization or other organizational document of any party.

892 C. D. The plan of merger may set forth also include a provision that the plan may be amended 893 before the effective time and date of the certificate of merger, but if the members of a domestic limited **894** liability company that is a party to the merger are required by any provision of this chapter to approve 895 the plan, the plan may not be amended after approval of the plan by the members to change any of the 896 following, unless the amendment is approved by the members:

897 1. If a domestic limited liability company is to be the surviving entity, amendments to the articles of 898 organization or an operating agreement of that limited liability company The amount or kind of eligible 899 interests or other securities, obligations, rights to acquire eligible interests, or other securities, cash, or 900 other property to be received by the members, shareholders, or holders of eligible interests in any party 901 to the merger;

902 2. If the merger is not to be effective upon the issuance of the certificate of merger described in 903 subsection C of § 13.1-1072 by the Commission, the future effective date or time of the merger The 904 articles of organization of any domestic or foreign limited liability company, the articles of 905 incorporation of any domestic or foreign stock or nonstock corporation, the articles of trust or 906 governing instrument of any domestic or foreign business trust, the certificate of limited partnership of 907 any domestic or foreign limited partnership, or the partnership agreement of any domestic or foreign 908 partnership that will survive the merger; and or

909 3. Other provisions relating to the merger Any of the other terms or conditions of the plan if the 910 change would adversely affect the members in any material respect.

911 § 13.1-1071. Action on a plan of merger.

912 A. Each domestic limited liability company that is to be a party to a proposed merger shall approve 913 the proposed plan of merger, unless the articles of organization or a written operating agreement of that 914 the limited liability company provides otherwise, by the unanimous vote of the members of the limited 915 liability company. However, a provision of a limited liability company's articles of organization or 916 operating agreement purporting to authorize the limited liability company to approve a merger by a less 917 than unanimous vote of the members shall be effective to permit approval of a merger by a less than 918 unanimous vote only if either (i) the articles of organization or operating agreement included that 919 provision at the time each member who does not vote in favor of the merger became bound by the 920 articles of organization or operating agreement or (ii) the provision was added to the articles of 921 organization or operating agreement through an amendment to which each member who does not vote in 922 favor of the merger specifically consented.

923 B. Any plan of merger may provide for the manner, if any, in which the plan may be amended by a 924 domestic limited liability company party to the merger at any time before the effective date of the 925 certificate of merger issued by the Commission for the merger.

926 C. If an amendment to a plan of merger is made in accordance with subsection B of this section, and 927 articles of merger already have been filed with the Commission, amended articles of merger shall be 928 filed with the Commission before the effective date of any certificate of merger issued by the 929 Commission for the articles of merger which the amended articles are to supersede.

930 D. Unless the domestic limited liability company's articles of organization, operating agreement or 931 the plan of merger provides otherwise, after the merger has been authorized and at any time before the 932 effective date of the certificate of merger issued by the Commission for the merger, the merger may be 933 abandoned by majority vote of the members of the domestic limited liability company. If articles of 934 merger already have been filed with the Commission, written notice of abandonment must be filed with 935 the Commission before the effective date of the certificate of merger. 936

§ 13.1-1072. Articles of merger.

937 A. After a plan of merger is has been adopted and approved as required by each domestic or foreign 938 limited liability company, partnership, limited partnership, business trust or corporation party to the 939 merger, the surviving domestic or foreign limited liability company, partnership, limited partnership, 940 business trust or corporation shall file with the Commission this chapter, articles of merger executed by 941 shall be signed on behalf of each party to the merger setting. The articles shall set forth: 942

1. The plan of merger;

943 2. If the surviving entity of the merger is a foreign articles of organization of a domestic limited 944 liability company not registered with the Commission under § 13.1-1052, a foreign limited partnership 945 not registered with the Commission under § 50-73.54, a foreign registered limited liability partnership not registered with the Commission under § 50-73.138, a foreign business trust not registered with the 946 947 Commission under § 13.1-1242, or a foreign corporation without a certificate of authority issued by the Commission under § 13.1-759, the address, including street and number, if any, of its principal office 948 949 under the laws of the jurisdiction in which it was organized, formed or incorporated that is the survivor 950 of a merger are amended, as an attachment to the articles of merger, the amendments to the survivor's 951 articles of organization;

952 3. The date the plan of merger was approved by each domestic limited liability company that is a 953 party to the merger;

954 4. A statement that the plan of merger was adopted approved by each domestic partnership party to 955 the merger in accordance with § 50-73.128, by each domestic limited liability company that is a party 956 to the merger in accordance with the provisions of § 13.1-1071, by each domestic limited partnership 957 party to the merger in accordance with § 50-73.48:2, and by each domestic business trust party to the 958 merger in accordance with § 13.1-1258; and

959 4. If a domestic corporation is a party to the merger, any additional information required by § 960 13.1-720.

961 B. If a 5. As to each foreign limited liability company, partnership, limited partnership, business trust 962 or corporation other business entity that is a party to the merger, the articles of merger shall contain a 963 statement that the merger is permitted by the state or other jurisdiction under whose law the *foreign* 964 limited liability company is organized, the partnership, limited partnership or business trust is formed or 965 the corporation other business entity is organized, formed, or incorporated and that the foreign limited 966 liability company, partnership, limited partnership, business trust or corporation other business entity has 967 complied with that law in effecting the merger.

 \hat{C} . B. Articles of merger shall be delivered to the Commission for filing by the survivor of the 968 969 merger. If the Commission finds that the articles of merger comply with the requirements of law and 970 that all required fees have been paid, it shall issue a certificate of merger. The certificate of merger shall 971 become effective as provided in subsection D of § 13.1-1004. Articles of merger filed under this section

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972 may be combined with any filing required under the provisions of this title and Title 50 regarding any 973 domestic other business entity that is a party to the merger if the combined filing satisfies the 974 requirements of this section and the requirements for the filing of articles of merger or a statement of 975 merger on behalf of the domestic other business entity.

976 D. A certificate of merger shall act as a certificate of cancellation as described in § 13.1-1050 for a 977 domestic limited liability company that is not the surviving party to the merger, and such limited 978 liability company's existence shall be canceled upon the effective date of the certificate of merger. 979

§ 13.1-1073.1. Abandonment of merger.

980 A. Unless otherwise provided in a plan of merger or in the laws under which a foreign limited 981 liability company or a domestic or foreign other business entity that is a party to a merger is organized **982** or by which the merger is governed, after the plan has been approved as required by this article, and at 983 any time before the certificate of merger has become effective, it may be abandoned by a domestic **984** limited liability company that is a party thereto without action by members in accordance with any 985 procedures set forth in the plan of merger or, if no procedures are set forth in the plan, by a vote of the 986 members of the limited liability company that is equal to or greater than the vote cast for the plan of **987** merger pursuant to § 13.1-1071, subject to any contractual rights of other parties to the merger.

988 B. If a merger is abandoned under subsection A after articles of merger have been filed with the 989 Commission but before the certificate of merger has become effective, a statement that the merger has 990 been abandoned in accordance with this section, signed on behalf of a party to the merger, shall be 991 delivered to the Commission for filing before the effective time and date of the certificate of merger. 992 Upon filing, the statement shall take effect and the merger shall be deemed abandoned and shall not 993 become effective.

994 § 13.1-1076. Action on plan of domestication by a domestic limited liability company. 995

In the case of a domestic limited liability company:

996 A. Unless, unless the articles of organization or a written operating agreement of the limited liability 997 company provides otherwise, the members of the limited liability company shall approve the plan of **998** domestication by the members in the manner provided in the limited liability company's operating 999 agreement for amendments to the operating agreement by the members or, if no such provision is made 1000 in an operating agreement, by all the members.

1001 B. If an amendment to a plan of domestication is made in accordance with subsection C of § 1002 13.1-1075, and articles of domestication already have been filed with the Commission, amended articles 1003 of domestication shall be filed with the Commission before the effective date of any certificate of 1004 domestication issued by the Commission for the articles of domestication which the amended articles are 1005 to supersede. 1006

§ 13.1-1077. Articles of domestication.

1007 A. After the domestication of a foreign limited liability company to a domestic limited liability 1008 *company* is approved in the manner required by the laws of the jurisdiction in which the limited liability 1009 company is organized, the limited liability company shall file with deliver to the Commission for filing 1010 articles of domestication setting forth:

1011 1. The name of the *foreign* limited liability company immediately prior to before the filing of the 1012 articles of domestication and, if that the name is unavailable for use in the Commonwealth or of the 1013 limited liability company desires to change its name in connection with the upon its domestication as a 1014 domestic limited liability company, a name that satisfies which shall satisfy the requirements of 1015 § 13.1-1012;

1016 2. The date on which the foreign limited liability company was originally formed, organized, or 1017 incorporated, and its original name, entity type, and jurisdiction of formation, organization, or 1018 incorporation, and, for each subsequent change of entity type or jurisdiction of formation, organization, 1019 or incorporation made before the filing of the articles of domestication, the effective date of the change 1020 and the limited liability company's name, entity type, and jurisdiction of formation, organization, or 1021 incorporation upon consummation of the change;

1022 3. The plan of domestication, including the full text of the amended and restated articles of 1023 organization of the domestic limited liability company that comply with the requirements of this chapter, 1024 as they will be in effect upon consummation of the domestication;

1025 3. The original jurisdiction of the limited liability company and the date the limited liability company 1026 was organized in that jurisdiction, and each subsequent jurisdiction and the date the limited liability 1027 company was domesticated in each such jurisdiction, if any, prior to the filing of the articles of 1028 domestication; and

1029 4. A statement that the domestication is permitted by the laws of the jurisdiction in which the *foreign* 1030 limited liability company is organized and that the *foreign* limited liability company has complied with 1031 those laws in effecting the domestication.

1032 B. If the Commission finds that the articles of domestication comply with the requirements of law

1033 and that all required fees have been paid, it shall issue a certificate of domestication. 1034

C. The certificate of domestication shall become effective pursuant to subsection D of § 13.1-1004.

1035 D. A foreign limited liability company's existence as a domestic limited liability company shall begin 1036 when the certificate of domestication is effective. Upon becoming effective, the certificate of 1037 domestication shall be conclusive evidence that all conditions precedent required to be performed by the 1038 foreign limited liability company have been complied with and that the limited liability company has 1039 been organized under this chapter.

1040 E. If the foreign limited liability company is authorized to transact business in the Commonwealth 1041 under Article 10 (§ 13.1-1051 et seq.), its certificate of registration shall be canceled automatically on 1042 the effective *time and* date of the certificate of domestication issued by the Commission. 1043

§ 13.1-1078. Surrender of articles of organization upon domestication.

1044 A. Whenever a domestic limited liability company has approved, in the manner required by this article, a plan of domestication providing for the limited liability company to be domesticated under the 1045 1046 laws of another jurisdiction, the limited liability company shall file with deliver to the Commission for 1047 *filing* articles of organization surrender setting forth:

1048 1. The name of the limited liability company *immediately before the filing of the articles of* 1049 organization surrender;

1050 2. The limited liability company's new jurisdiction of organization in which the limited liability 1051 company is to be domesticated and the name of the limited liability company upon its domestication 1052 under the laws of that jurisdiction; 1053

3. The plan of domestication;

1054 4. A statement that the plan of domestication was adopted by the limited liability company in 1055 accordance with § 13.1-1076;

1056 5. A statement that the articles of organization surrender are being filed in connection with the 1057 domestication of the limited liability company as a foreign limited liability company to be organized 1058 under the laws of another jurisdiction and that the limited liability company is surrendering its certificate 1059 of organization under the laws of this Commonwealth;

1060 6. A statement that the limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process 1061 1062 in any proceeding based on a cause of action arising during the time it was organized in this the 1063 Commonwealth;

1064 7. A mailing address to which the clerk may mail a copy of any process served on him under 1065 subdivision 6; and

1066 8. A commitment by the limited liability company to notify the clerk of the Commission in the future 1067 of any change in the mailing address of the limited liability company.

1068 B. If the Commission finds that the articles of organization surrender comply with the requirements 1069 of law and that all required fees have been paid, it shall issue a certificate of organization surrender.

1070 C. The limited liability company shall automatically cease to be a domestic limited liability company 1071 when the certificate of organization surrender becomes effective.

1072 D. If the former domestic limited liability company intends to continue to transact business in the Commonwealth, then, within thirty days after the effective date of the certificate of organization 1073 1074 surrender, it shall deliver to the Commission an application for a certificate of registration to transact 1075 business in the Commonwealth pursuant to § 13.1-1052 together with a copy of its instrument of 1076 domestication and articles of organization and all amendments thereto, duly authenticated by the 1077 Secretary of State or other official having custody of limited liability company records in the state or 1078 other jurisdiction under whose laws it is organized or domesticated. 1079

§ 13.1-1080. Abandonment of domestication.

1080 A. Unless the otherwise provided in a plan of domestication of a domestic limited liability company's 1081 articles of organization, operating agreement or the plan of domestication provides otherwise company to 1082 become a foreign limited liability company, after the domestication plan has been authorized approved 1083 as required by this article, and at any time before the effective date of the certificate of domestication 1084 issued by the Commission organization surrender has become effective, the domestication may be 1085 abandoned without action by the members in accordance with any procedures set forth in the plan of 1086 domestication or, if no procedures are set forth in the plan, by majority a vote of the members of the 1087 domestic limited liability company that is equal to or greater than the vote cast for the plan of 1088 domestication pursuant to § 13.1-1076.

1089 B. If a domestication is abandoned under subsection A after articles of organization surrender have 1090 been filed with the Commission but before the certificate of organization surrender has become effective, 1091 written notice a statement that the domestication has been abandoned in accordance with this section shall befiled with delivered to the Commission prior to for filing before the effective time and date of 1092 the certificate of organization surrender. The notice Upon filing, the statement shall take effect upon 1093

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1094 filing and the domestication shall be deemed abandoned and shall not become effective.

1095 C. If the domestication of a foreign limited liability company into this the Commonwealth is 1096 abandoned in accordance with the laws of the foreign jurisdiction in which the foreign limited liability 1097 company is organized after articles of domestication have been filed with the Commission but before the 1098 certificate of domestication has become effective in this Commonwealth, written notice a statement that 1099 the domestication has been abandoned shall be filed with delivered to the Commission prior to for filing 1100 before the effective time and date of the certificate of domestication. The notice Upon filing, the 1101 statement shall take effect upon filing and the domestication shall be deemed abandoned and shall not 1102 become effective.

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Article 15. Conversion.

§ 13.1-1081. Definitions. 1105

1106 As used in this article:

1107 "Articles of incorporation" has the same meaning as specified in § 13.1-603.

"Articles of trust" has the same meaning as specified in § 13.1-1201. 1108

"Certificate of limited partnership" has the same meaning as specified in § 50-73.1.

1110 "Converting entity" means the domestic limited liability company, partnership, or limited partnership 1111 that adopts a plan of entity conversion pursuant to this article.

1112 "Partnership agreement," as to a limited partnership, has the same meaning as specified in 1113 § 50-73.1, and, as to a partnership, has the same meaning as specified in § 50-73.79.

1114 "Resulting entity" means the domestic stock corporation, business trust, or limited liability company 1115 that is in existence upon consummation of an entity conversion pursuant to this article. 1116

"Stock corporation" has the same meaning as "domestic corporation" as specified in § 13.1-603.

§ 13.1-1082. Entity conversion.

1118 A. A domestic limited liability company may become a domestic stock corporation or a domestic 1119 business trust pursuant to a plan of entity conversion that is approved by the limited liability company 1120 in accordance with the provisions of this article.

1121 B. A domestic stock corporation may become a domestic limited liability company pursuant to a plan 1122 of entity conversion that is adopted and approved by the corporation in accordance with the provisions 1123 of Article 12.2 (§ 13.1-722.8 et seq.) of Chapter 9.

1124 C. A domestic nonstock corporation may become a domestic limited liability company pursuant to a 1125 plan of entity conversion that is adopted and approved by the corporation in accordance with the 1126 provisions of Article 17.1 (§ 13.1-944.1 et seq.) of Chapter 10.

1127 D. A domestic business trust may become a domestic limited liability company pursuant to a plan of 1128 entity conversion that is approved by the business trust in accordance with the provisions of Article 12 1129 (§ 13.1-1264 et seq.) of Chapter 14.

1130 E. Unless otherwise provided for in Chapter 2.2 (§ 50-73.79 et seq.) of Title 50, a domestic 1131 partnership that has filed either a statement of partnership authority or a statement of registration as a 1132 registered limited liability partnership with the Commission that is not canceled may become a domestic 1133 limited liability company pursuant to a plan of entity conversion that is approved by the domestic 1134 partnership in accordance with the provisions of this article.

1135 F. Unless otherwise provided for in Chapter 2.1 (§ 50-73.1 et seq.) of Title 50, a domestic limited 1136 partnership that has filed a certificate of limited partnership with the Commission that is not canceled 1137 may become a domestic limited liability company pursuant to a plan of entity conversion that is 1138 approved by the domestic limited partnership in accordance with the provisions of this article.

1139 § 13.1-1083. Plan of entity conversion. 1140

A. In the case of a domestic limited liability company that is a converting entity:

1141 1. The limited liability company shall approve a plan of entity conversion setting forth:

1142 a. A statement of the limited liability company's intention to convert to a domestic stock corporation 1143 or business trust;

1144 b. The terms and conditions of the conversion, including the manner and basis of converting the 1145 membership interests of the limited liability company into shares of the stock corporation or beneficial 1146 interests of the business trust, preserving the ownership proportion and relative rights, preferences, and 1147 limitations of each membership interest of the converting entity;

1148 c. As an attachment to the plan, the full text of the articles of incorporation or articles of trust of the 1149 converting entity as they will be in effect upon consummation of the conversion; and

1150 d. Any other provision relating to the conversion that may be desired.

1151 2. The plan of entity conversion may also include a provision that the plan may be amended before the effective time and date of the certificate of entity conversion. An amendment made after the 1152 1153 submission of the plan to the members shall not alter or change any of the terms or conditions of the plan if the change would adversely affect the membership interests of the converting entity, unless the 1154

1155 amendment has been approved by the members in the manner set forth in § 13.1-1084.

1156 B. In the case of a domestic partnership or limited partnership that is a converting entity: 1157

1. The partnership or limited partnership shall approve a plan of entity conversion setting forth:

1158 a. A statement of the partnership's or limited partnership's intention to convert to a domestic limited 1159 *liability company;*

1160 b. The terms and conditions of the conversion, including the manner and basis of converting the 1161 partnership interests of the partnership or limited partnership into membership interests of the limited 1162 liability company, preserving the ownership proportion and relative rights, preferences, and limitations of each partnership interest; 1163

1164 c. As an attachment to the plan, the full text of the articles of organization of the resulting entity as 1165 they will be in effect upon consummation of the conversion; and 1166

d. Any other provision relating to the conversion that may be desired.

1167 2. The plan of entity conversion may also include a provision that the plan of entity conversion may be amended before the effective time and date of the certificate of entity conversion. An amendment 1168 1169 made after the submission of the plan:

1170 a. To the partners of a partnership shall not alter or change any of the terms or conditions of the 1171 plan if the change would adversely affect the partnership interests of the partnership, unless the 1172 amendment is approved by the partners in the manner set forth in § 13.1-1084; and

1173 b. To the partners of a limited partnership shall not alter or change any of the terms or conditions 1174 of the plan if the change would adversely affect the partnership interests of the limited partnership, 1175 unless the amendment is approved by the partners in the manner set forth in § 13.1-1084. 1176

§ 13.1-1084. Action on plan of entity conversion.

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A. In the case of a domestic limited liability company that is the converting entity:

1178 1. If the limited liability company has members, unless the articles of organization or a written 1179 operating agreement of the limited liability company provides otherwise, the members shall approve the 1180 plan of entity conversion in the manner provided in the limited liability company's operating agreement 1181 for amendments to the operating agreement by the members or, if no provision is made in the operating 1182 agreement, by all the members; and

1183 2. If the limited liability company has been formed without any members and no members have been 1184 admitted, the plan of entity conversion shall be approved by a majority of the persons named as a 1185 manager in the articles of organization or, if there are no members or managers, by a majority of the 1186 organizers of the limited liability company.

1187 B. In the case of a partnership that is a converting entity, unless a written partnership agreement of 1188 the partnership provides otherwise, the plan of entity conversion shall be approved by the partners of 1189 the partnership in the manner provided in a written partnership agreement for amendments to the 1190 partnership agreement by the partners or, if no provision is made in the partnership agreement, by all 1191 the partners.

1192 C. In the case of a limited partnership that is a converting entity, unless the certificate of limited 1193 partnership or a written partnership agreement of the limited partnership provides otherwise, the plan of 1194 entity conversion shall be approved by the partners of the limited partnership in the manner provided in 1195 a written partnership agreement for amendments to the partnership agreement by the partners or, if no 1196 provision is made in the partnership agreement, by all the partners. 1197

§ 13.1-1085. Articles of entity conversion.

1198 A. After the conversion of a domestic limited liability company into a domestic stock corporation or 1199 business trust has been approved as required by this article, the converting entity shall deliver to the 1200 *Commission for filing articles of entity conversion setting forth:*

1201 1. The name of the domestic limited liability company immediately before the filing of the articles of 1202 entity conversion and the name of the converting entity upon its conversion to a domestic stock 1203 corporation or business trust, which shall satisfy the requirements of § 13.1-630 or 13.1-1214, as the 1204 case may be:

1205 2. The date on which the converting entity was originally organized, formed, or incorporated, and its 1206 original name, entity type, and jurisdiction of organization, formation, or incorporation, and, for each subsequent change of entity type or jurisdiction of organization, formation, or incorporation made 1207 1208 before the filing of the articles of entity conversion, the effective date of the change and the converting 1209 entity's name, entity type, and jurisdiction of organization, formation, or incorporation upon 1210 consummation of the change;

3. The plan of entity conversion, including the full text of the articles of incorporation or articles of 1211 1212 trust of the resulting entity that comply with the requirements of Chapter 9 (§ 13.1-601 et seq.) or 1213 Chapter 14 (§ 13.1-1200 et seq.), as they will be in effect upon consummation of the conversion;

1214 4. The date the plan of entity conversion was approved; and

1215 5. A statement that the plan of entity conversion was adopted by the limited liability company in

1216 accordance with § 13.1-1084.

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1217 B. After the conversion of a domestic partnership or limited partnership into a domestic limited 1218 liability company has been approved as required by this article, the converting entity shall deliver to the 1219 Commission for filing articles of entity conversion setting forth:

1220 1. The name of the domestic partnership or limited partnership immediately before the filing of the 1221 articles of entity conversion and the name of the converting entity upon its conversion to a domestic 1222 *limited liability company, which shall satisfy the requirements of this chapter;*

1223 2. The date on which the converting entity was originally organized, formed, or incorporated, and its 1224 original name, entity type, and jurisdiction of organization, formation, or incorporation, and, for each 1225 subsequent change of entity type or jurisdiction of organization, formation, or incorporation made 1226 before the filing of the articles of entity conversion, the effective date of the change and the converting 1227 entity's name, entity type, and jurisdiction of organization, formation, or incorporation upon 1228 consummation of the change;

1229 3. The plan of entity conversion, including the full text of the articles of organization of the resulting 1230 entity that comply with the requirements of this chapter as they will be in effect upon consummation of 1231 the conversion;

1232 4. The date the plan of entity conversion was approved; and

1233 5. A statement that the plan of entity conversion was adopted by the partnership or limited 1234 partnership in accordance with § 13.1-1084.

1235 C. If the Commission finds that the articles of entity conversion comply with the requirements of law 1236 and that all required fees have been paid, it shall issue a certificate of entity conversion. 1237

§ 13.1-1086. Effect of entity conversion.

A. When an entity conversion under this article becomes effective, with respect to that entity:

1239 1. The title to all real estate and other property remains in the resulting entity without reversion or 1240 *impairment;*

1241 2. The liabilities of the converting entity remain the liabilities of the resulting entity; and

1242 3. A proceeding pending may be continued by or against the resulting entity as if the conversion did 1243 not occur. 1244

B. When the resulting entity is a domestic stock corporation or business trust:

1245 1. The articles of incorporation or articles of trust attached to the articles of entity conversion 1246 constitute the articles of incorporation or articles of trust of the resulting entity;

1247 2. The interests of the converting entity are reclassified into shares or beneficial interests of the 1248 resulting entity in accordance with the plan of entity conversion; and the members of the converting 1249 entity are entitled only to the rights provided in the plan of entity conversion; 1250

3. The resulting entity is deemed to: 1251

a. Be a domestic stock corporation or business trust, as the case may be, for all purposes;

1252 b. Be the same stock corporation or business trust without interruption as the converting entity that 1253 existed before the conversion; and

1254 c. Have been incorporated or formed on the date that the converting entity was originally 1255 incorporated, organized, or formed;

1256 4. The converting entity shall cease to be a limited liability company when the certificate of entity 1257 conversion becomes effective; and

1258 5. Any member of a converting entity who, before the conversion, was liable for the liabilities or 1259 obligations of the converting entity is not released from those liabilities or obligations by reason of the 1260 conversion. 1261

C. When the converting entity is a partnership or a limited partnership:

1262 1. The articles of organization attached to the articles of entity conversion constitute the articles of 1263 organization of the resulting entity;

1264 2. The eligible interests of the converting entity are reclassified into membership interests in 1265 accordance with the plan of entity conversion; and the partners of the converting entity are entitled only 1266 to the rights provided in the plan of entity conversion: 1267

3. The resulting entity is deemed to:

1268 a. Be a domestic limited liability company for all purposes;

1269 b. Be the same limited liability company without interruption as the converting entity that existed 1270 before the conversion; and

1271 c. Have been organized on the date that the converting entity was originally formed, organized, or 1272 *incorporated*;

1273 4. The converting entity shall cease to be a partnership or limited partnership when the certificate of 1274 entity conversion becomes effective;

1275 5. If the converting entity is a partnership, a statement of partnership authority filed by the 1276 partnership that has not been canceled shall be deemed canceled when the certificate of entity

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1277 conversion becomes effective;

1278 6. If the converting entity is a limited partnership, its certificate of limited partnership shall be 1279 deemed canceled when the certificate of entity conversion becomes effective;

1280 7. If the partnership or limited partnership is registered as a registered limited liability partnership, 1281 that status shall be deemed canceled when the certificate of entity conversion becomes effective; and

1282 8. Any partner of a converting entity who, before the conversion, was liable for the liabilities or 1283 obligations of the converting entity is not released from those liabilities or obligations by reason of the 1284 conversion. 1285

§ 13.1-1087. Abandonment of entity conversion.

1286 A. Unless otherwise provided in a plan of entity conversion of a domestic limited liability company 1287 to become a domestic stock corporation or business trust, after the plan has been approved as required 1288 by this article, and at any time before the certificate of entity conversion has become effective, the conversion may be abandoned by the limited liability company without action by the members in 1289 1290 accordance with any procedures set forth in the plan of entity conversion or, if no procedures are set forth in the plan of entity conversion, by a vote of the members, managers, or organizers of the limited 1291 1292 liability company that is equal to or greater than the vote cast for entity conversion pursuant to 1293 subsection A of § 13.1-1084.

1294 B. Unless otherwise set forth in a plan of entity conversion of a domestic partnership to become a 1295 domestic limited liability company, after the plan has been approved as required by this article, and at 1296 any time before the certificate of entity conversion has become effective, the conversion may be 1297 abandoned by the partnership without action by the partners in accordance with any procedures set 1298 forth in the plan of entity conversion or, if no procedures are set forth in the plan of entity conversion, 1299 by a vote of the partners of the domestic partnership that is equal to or greater than the vote cast for 1300 the plan of entity conversion pursuant to subsection B of § 13.1-1084.

1301 C. Unless otherwise set forth in a plan of entity conversion of a domestic limited partnership to 1302 become a limited liability company, after the plan has been approved as required by this article, and at 1303 any time before the certificate of entity conversion has become effective, the conversion may be 1304 abandoned by the domestic limited partnership without action by the partners in accordance with any 1305 procedures set forth in the plan of entity conversion or, if no procedures are set forth in the plan of 1306 entity conversion, by a vote of the partners of the domestic limited partnership that is equal to or 1307 greater than the vote cast for the plan of entity conversion pursuant to subsection C of \S 13.1-1084.

1308 D. If an entity conversion is abandoned under subsection A, B, or C after articles of entity 1309 conversion have been filed with the Commission but before the certificate of entity conversion has 1310 become effective, a statement that the entity conversion has been abandoned in accordance with this 1311 section shall be delivered to the Commission for filing before the effective time and date of the 1312 certificate of entity conversion. Upon filing, the statement shall take effect and the entity conversion 1313 shall be deemed abandoned and shall not become effective.

1314 § 13.1-1264. Definitions.

As used in this article:

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1316 "Articles of organization" has the same meaning specified in § 13.1-1002.

1317 "Converting entity" means the domestic or foreign business trust, corporation, limited liability 1318 company, limited partnership, partnership, or other entity that adopts a plan of domestication or plan of 1319 entity conversion pursuant to this article.

1320 "Corporation" and "domestic corporation" have the same meaning specified in § 13.1-603.

1321 "Domestic entity" means a domestic corporation, limited liability company, limited partnership, partnership, or other entity. 1322

1323 "Foreign corporation" has the same meaning specified in § 13.1-603.

1324 "Foreign entity" means a foreign business trust, corporation, limited liability company, limited partnership, partnership, or other entity. 1325

1326 "Foreign limited liability company" has the same meaning specified in § 13.1-1002.

1327 "Foreign limited partnership" has the same meaning specified in § 50-73.1.

1328 "Foreign partnership" has the same meaning specified in § 13.1-1002.

"Limited liability company" and "domestic limited liability company" have the same meaning 1329 1330 specified in § 13.1-1002.

"Limited partnership" and "domestic limited partnership" have the same meaning specified in 1331 1332 § 50-73.1.

1333 "Member" has the same meaning specified in § 13.1-1002.

1334 "Membership interest" or "interest" has the same meaning specified in § 13.1-1002.

1335 "Other entity" means a domestic or foreign real estate investment trust or common law trust.

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- "Partnership" and "domestic partnership" mean an association of two or more persons to carry on as co-owners a business for profit formed under § 50-73.88, or predecessor law of this Commonwealth, and 1337

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includes, for all purposes of the laws of this Commonwealth, a registered limited liability partnership. 1338

1339 "Resulting entity" means the domestic limited liability company or business trust that is in existence 1340 upon consummation of an entity conversion pursuant to this article.

1341 "Surviving entity" means the domestic business trust that is in existence immediately after upon 1342 consummation of a domestication or an entity conversion pursuant to this article.

1343 § 13.1-1272. Entity conversion.

1344 A. A domestic corporation, limited liability company, limited partnership, partnership and other entity 1345 business trust may become a domestic business trust limited liability company pursuant to a plan of 1346 entity conversion. Such a plan shall be adopted and that is approved by the domestic entity business 1347 *trust* in accordance with the procedures *provisions* of this article.

1348 B. A domestic business trust limited liability company may become a domestic entity business trust 1349 pursuant to a plan of entity conversion that is authorized under the provisions of the Code regulating the 1350 business and affairs of the entity type to which the domestic business trust desires to convert approved 1351 by the limited liability company in accordance with the provisions of Article 15 (§ 13.1-1081 et seq.) of 1352 Chapter 12.

1353 C. Unless otherwise provided for in Chapter 2.2 (§ 50-73.79 et seq.) of Title 50, a domestic 1354 partnership that has filed either a statement of partnership authority or a statement of registration as a 1355 registered limited liability partnership with the Commission that is not canceled may become a domestic 1356 business trust pursuant to a plan of entity conversion that is approved by the domestic partnership in 1357 accordance with the provisions of this article.

1358 D. Unless otherwise provided for in Chapter 2.1 (§ 50-73.1 et seq.) of Title 50, a domestic limited 1359 partnership that has filed a certificate of limited partnership with the Commission that is not canceled 1360 may become a domestic business trust pursuant to a plan of entity conversion that is approved by the 1361 domestic limited partnership in accordance with the provisions of this article.

1362 E. An other entity may become a domestic business trust pursuant to a plan of entity conversion that 1363 is approved by the other entity in accordance with the provisions of its governing instrument for 1364 amendments to the governing instrument. 1365

§ 13.1-1273. Plan of entity conversion.

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A. The In the case of a domestic business trust that is a converting domestic entity:

1. The business trust shall adopt approve a plan of entity conversion setting forth:

1368 1. a. A statement of the domestic entity's business trust's intention to convert to a business trust 1369 domestic limited liability company;

1370 2. b. The terms and conditions of the conversion, including the manner and basis of converting the 1371 shares or beneficial interests of the domestic entity into interests of the business trust into membership 1372 interests of the limited liability company, preserving the ownership proportion and relative rights, 1373 preferences, and limitations of each such share or beneficial interest;

1374 3. c. As an attachment to the plan, the full text of the articles of trust organization of the business 1375 trust converting entity as it they will be in effect immediately after upon consummation of the 1376 conversion; and 1377

4. d. Any other provision relating to the conversion that may be desired.

1378 B. In the case of a corporation that is a converting entity, the plan of entity conversion may also 1379 include a provision that the board of directors may amend the plan prior to the issuance of the 1380 certificate of entity conversion. An amendment made subsequent to the submission of the plan to the 1381 shareholders shall not alter or change any of the terms or conditions of the plan if the change would 1382 adversely affect the shares of any class or series of the corporation. 1383

C. In the case of a limited liability company that is a converting entity, the

1384 2. The plan of entity conversion may also include a provision that the plan of entity conversion may 1385 be amended prior to before the issuance effective time and date of the certificate of entity conversion. 1386 An amendment made subsequent to after the submission of the plan to the members trustees shall not alter or change any of the terms or conditions of the plan if the change would adversely affect the 1387 1388 membership beneficial interests of the limited liability company converting entity, unless the amendment 1389 has been approved by the trustees in the manner set in § 13.1-1274.

1390 D. B. In the case of a *domestic partnership or* limited partnership that is a converting entity, the:

1391 1. The partnership or limited partnership shall approve a plan of entity conversion setting forth:

1392 a. A statement of the partnership's or limited partnership's intention to convert to a domestic 1393 business trust;

1394 b. The terms and conditions of the conversion, including the manner and basis of converting the 1395 partnership interests of the limited partnership or partnership into beneficial interests of the business 1396 trust, preserving the ownership proportion and relative rights, preferences, and limitations of each 1397 *partnership interest;*

1398 c. As an attachment to the plan, the full text of the articles of trust of the resulting entity as they will

1399 be in effect upon consummation of the conversion; and

1400 d. Any other provision relating to the conversion that may be desired.

2. The plan of entity conversion may also include a provision that the plan of entity conversion may 1401 1402 be amended prior to before the issuance effective time and date of the certificate of entity conversion. 1403 An amendment made subsequent to after the submission of the plan to:

1404 a. To the partners of a partnership shall not alter or change any of the terms or conditions of the 1405 plan if the change would adversely affect the partnership interests of the partnership, unless the 1406 amendment has been approved by the partners in the manner set forth in § 13.1-1274; and

1407 b. To the limited partners of a limited partnership shall not alter or change any of the terms or 1408 conditions of the plan if the change would adversely affect the partnership interests of the limited 1409 partners partnership, unless the amendment has been approved by the partners in the manner set forth 1410 in § 13.1-1274.

C. In the case of an other entity that is a converting entity:

1. The other entity shall approve a plan of entity conversion setting forth:

a. A statement of the other entity's intention to convert to a domestic business trust;

1414 b. The terms and conditions of the conversion, including the manner and basis of converting the 1415 interests of the other entity into beneficial interests of the business trust, preserving the ownership 1416 proportion and relative rights, preferences, and limitations of each interest of the other entity;

1417 c. As an attachment to the plan, the full text of the articles of trust of the resulting entity as they will 1418 be in effect upon consummation of the conversion; and

d. Any other provision relating to the conversion that may be desired.

1420 2. The plan of entity conversion may also include a provision that the plan may be amended before 1421 the effective time and date of the certificate of entity conversion. An amendment made after the 1422 submission of the plan to the persons who are authorized to approve the plan of entity conversion on 1423 behalf of the other entity shall not alter or change any of the terms or conditions of the plan if the 1424 change would adversely affect the interests of the other entity, unless the amendment has been approved 1425 by the persons who are authorized to approve the plan in the manner set forth in § 13.1-1274. 1426

§ 13.1-1274. Action on plan of entity conversion.

A. In the case of a corporation *domestic business trust* that is a converting entity:

1. The board of directors of the converting entity shall adopt the plan of entity conversion.

1429 2. After adopting the plan of entity conversion, the board of directors shall submit the plan for 1430 approval by the shareholders.

1431 3. For the conversion to be approved:

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1432 a. The board of directors shall recommend the plan to the shareholders unless the board of directors 1433 determines that because of conflicts of interest or other special circumstances it should make no 1434 recommendation and communicates the basis of its determination to the shareholders with the plan; and 1435 b. The shareholders shall approve the plan as provided in subdivision 6.

1436 4. The board of directors may condition its submission of the plan of entity conversion to the 1437 shareholders on any basis.

1438 5. The corporation shall notify each shareholder, whether or not entitled to vote, of the proposed 1439 shareholders' meeting in accordance with § 13.1-658 at which the plan of entity conversion is to be 1440 submitted for approval. The notice shall also state that the purpose, or one of the purposes, of the 1441 meeting is to consider the plan and shall contain or be accompanied by a copy of the plan.

1442 6. Unless this chapter or the board of directors, acting pursuant to subdivision 4, requires a greater 1443 vote, the plan of entity conversion shall be approved by each voting group entitled to vote on the plan 1444 by more than two-thirds of all the votes entitled to be cast by that voting group. The articles of 1445 incorporation may provide for a greater or lesser vote than that provided for in this subsection or a vote 1446 by separate voting groups so long as the vote provided for is not less than a majority of all the votes 1447 cast on the plan by each voting group entitled to vote on the plan at a meeting at which a quorum of 1448 the voting group exists.

1449 B. In the case of a limited liability company that is a converting entity, the plan of entity conversion 1450 shall be approved by the members of the limited liability company in the manner provided in the limited liability company's operating agreement or articles of organization for amendments or, if no such 1451 1452 provision is made in an operating agreement or articles of organization, by the unanimous vote of the 1453 members of the limited liability company, unless the articles of trust or governing instrument of the 1454 business trust provides otherwise, the plan of entity conversion shall be approved by the trustees of the 1455 business trust in the manner provided in a written governing instrument for amendments to the 1456 governing instrument by the trustees or, if no provision is made in the governing instrument, by the sole 1457 trustee or a majority of the trustees.

1458 C. B. In the case of a limited partnership that is a converting entity, the plan of entity conversion 1459 shall be approved by the partners of the limited partnership in the manner provided in the limited

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1460 partnership's a written partnership agreement or certificate of limited partnership for amendments to the 1461 *partnership agreement by the partners* or, if no such provision is made in a *the* partnership agreement or 1462 certificate of limited partnership, by all the unanimous vote of the partners of the limited partnership.

1463 D. C. In the case of a limited partnership that is a converting entity, the plan of entity conversion 1464 shall be approved by the partners of the *limited* partnership in the manner provided in the partnership's a 1465 written partnership agreement for amendments to the partnership agreement by the partners or, if no 1466 such provision is made in the partnership agreement, by all the unanimous vote of the partners of the 1467 partnership.

1468 E. D. In the case of an other entity that is a converting entity, the plan of entity conversion shall be 1469 approved by the persons who have authority to approve the entity conversion in the manner provided in 1470 the other entity's a written governing instruments instrument for amendments to the governing 1471 *instrument by those persons* or, if no such provision is made in a *the* governing instrument, by the 1472 unanimous vote of all the persons who have authority to approve the entity conversion on behalf of the 1473 other entity. 1474

§ 13.1-1275. Articles of entity conversion.

1475 A. After the conversion of a domestic entity into a business trust into a domestic limited liability 1476 *company* has been adopted and approved as required by this article, the converting entity shall file with 1477 *deliver to* the Commission *for filing* articles of entity conversion setting forth:

1478 1. The name of the domestic entity business trust immediately prior to before the filing of the 1479 articles of entity conversion and the name to which the name of the domestic converting entity is to be 1480 changed upon its conversion to a domestic limited liability company, which name shall satisfy the 1481 requirements of § 13.1-1214 13.1-1012;

1482 2. The date on which the converting entity was originally organized, formed, or incorporated, and its 1483 original name, entity type, and jurisdiction of organization, formation, or incorporation, and, for each 1484 subsequent change of entity type or jurisdiction of organization, formation, or incorporation made 1485 before the filing of the articles of entity conversion, the effective date of the change and the converting 1486 entity's name, entity type, and jurisdiction of organization, formation, or incorporation upon 1487 consummation of the change;

1488 3. The plan of entity conversion, including as an attachment to the plan, the full text of the articles 1489 of trust organization of the surviving resulting entity that comply with the requirements of $\frac{13.1-1212}{12}$ 1490 Chapter 12 (§ 13.1-1000 et seq.), as it they will be in effect immediately after upon consummation of 1491 the conversion;

1492 3. If the converting entity is a corporation, a statement:

1493 a. That the plan was adopted by the unanimous consent of the shareholders; or

1494 b. That the plan was submitted to the shareholders by the board of directors in accordance with this 1495 chapter, and a statement of:

1496 (1) The designation, number of outstanding shares, and number of votes entitled to be cast by each 1497 voting group entitled to vote separately on the plan; and

1498 (2) Either the total number of votes cast for and against the plan by each voting group entitled to 1499 vote separately on the plan or the total number of undisputed votes cast for the plan separately by each 1500 voting group and a statement that the number cast for the plan by each voting group was sufficient for 1501 approval by that voting group;

1502 4. If the converting entity is a limited liability company, a statement that the plan was adopted by 1503 the members of the limited liability company in the manner provided in the limited liability company's 1504 operating agreement or articles of organization for amendments, or, if no such provision is made in an 1505 operating agreement or articles of organization, by the unanimous vote of the members of the limited 1506 liability company;

1507 5. If the converting entity is a limited partnership, a statement that the plan was adopted by the 1508 partners of the limited partnership in the manner provided in the limited partnership's partnership 1509 agreement or certificate of limited partnership for amendments, or, if no such provision is made in the 1510 partnership agreement or certificate of limited partnership, by the unanimous vote of the partners of the 1511 limited partnership;

1512 6. If the converting entity is a partnership, a statement that the plan was adopted by the partners of 1513 the partnership in the manner provided in the partnership's partnership agreement for amendments, or, if 1514 no such provision is made in the partnership agreement, by the unanimous vote of the partners of the 1515 partnership; and

1516 7. If the converting entity is an other entity, a statement that the plan was adopted by the other entity 1517 in the manner provided in the other entity's governing documents for amendments, or, if no such 1518 provision is made in the governing documents, by the unanimous vote of the persons who have 1519 authority to approve the entity conversion on behalf of the other entity

1520 4. The date the plan of entity conversion was approved; and 1521 5. A statement that the plan of entity conversion was adopted by the business trust in accordance 1522 with § 13.1-1274.

1523 B. After the conversion of a domestic partnership or limited partnership into a domestic business 1524 trust has been approved as required by this article, the converting entity shall deliver to the Commission 1525 for filing articles of entity conversion setting forth:

1526 1. The name of the domestic partnership or limited partnership immediately before the filing of the 1527 articles of entity conversion and the name of the converting entity upon its conversion to a domestic 1528 business trust, which shall satisfy the requirements of this chapter;

1529 2. The date on which the converting entity was originally organized, formed, or incorporated, and its 1530 original name, entity type, and jurisdiction of organization, formation, or incorporation, and, for each 1531 subsequent change of entity type or jurisdiction of organization, formation, or incorporation made before the filing of the articles of entity conversion, the effective date of the change and the converting 1532 1533 entity's name, entity type, and jurisdiction of organization, formation, or incorporation upon 1534 consummation of the change;

1535 3. The plan of entity conversion, including the full text of the articles of trust of the resulting entity 1536 that comply with the requirements of this chapter as they will be in effect upon consummation of the 1537 conversion; 1538

4. The date the plan of entity conversion was approved; and

1539 5. A statement that the plan of entity conversion was adopted by the partnership or limited 1540 partnership in accordance with § 13.1-1274.

1541 C. After the conversion of an other entity into a domestic business trust has been approved as 1542 required by this article, the converting entity shall deliver to the Commission for filing articles of entity 1543 conversion setting forth:

1544 1. The name of the other entity immediately before the filing of the articles of entity conversion and 1545 the name of the converting entity upon its conversion to a domestic business trust, which shall satisfy 1546 the requirements of this chapter;

1547 2. The date on which the converting entity was originally organized, formed, or incorporated, and its 1548 original name, entity type, and jurisdiction of organization, formation, or incorporation, and, for each subsequent change of entity type or jurisdiction of organization, formation, or incorporation made 1549 1550 before the filing of the articles of entity conversion, the effective date of the change and the converting 1551 entity's name, entity type, and jurisdiction of organization, formation, or incorporation upon 1552 consummation of the change;

1553 3. The plan of entity conversion, including the full text of the articles of trust of the resulting entity 1554 that comply with the requirements of this chapter as they will be in effect upon consummation of the 1555 conversion; 1556

4. The date the plan of entity conversion was approved; and

1557 5. A statement that the plan of entity conversion was adopted by the other entity in accordance with 1558 § 13.1-1274.

1559 D. If the Commission finds that the articles of entity conversion comply with the requirements of law 1560 and that all required fees have been paid, it shall issue a certificate of entity conversion. 1561

§ 13.1-1276. Effect of entity conversion.

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A. When an entity conversion under this article becomes effective, with respect to that entity:

1563 1. The title to all real estate and other property remains in the surviving resulting entity without 1564 reversion or impairment; 1565

2. The liabilities of the converting entity remain the liabilities of the surviving resulting entity; and

1566 3. A proceeding pending may be continued by or against the surviving resulting entity as if the 1567 conversion did not occur;. 1568

B. When the resulting entity is a domestic limited liability company:

1569 1. The articles of organization attached to the articles of entity conversion constitute the articles of 1570 organization of the resulting entity;

1571 2. The beneficial interests of the converting entity are reclassified into membership interests of the 1572 resulting entity in accordance with the plan of entity conversion; and the holders of the beneficial 1573 interests of the converting entity are entitled only to the rights provided in the plan of entity conversion; 1574

3. The resulting entity is deemed to:

1575 a. Be a domestic limited liability company for all purposes;

1576 b. Be the same limited liability company without interruption as the converting entity that existed 1577 before the conversion; and

1578 c. Have been organized on the date that the converting entity was originally incorporated, organized, 1579 or formed;

1580 4. The converting entity shall cease to be a business trust when the certificate of entity conversion 1581 becomes effective; and

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5. Any trustee of a converting entity who, before the conversion, was liable for the liabilities or

1. The articles of trust attached to the articles of entity conversion constitute the articles of trust of

obligations of the converting entity is not released from those liabilities or obligations by reason of the

C. When the converting entity is a partnership or a limited partnership:

1587 the resulting entity; 1588 2. The partnership interests of the converting entity are reclassified into beneficial interests of the 1589 resulting entity in accordance with the plan of entity conversion; and the partners of the converting 1590 entity are entitled only to the rights provided in the plan of entity conversion; 1591 3. The resulting entity is deemed to: 1592 a. Be a domestic business trust for all purposes; 1593 b. Be the same business trust without interruption as the converting entity that existed before the 1594 conversion; and 1595 c. Have been organized on the date that the converting entity was originally formed, organized, or 1596 *incorporated;* 1597 4. The converting entity shall cease to be a partnership or limited partnership when the certificate of 1598 entity conversion becomes effective; 1599 5. If the converting entity is a partnership, a statement of partnership authority filed by the 1600 partnership that has not been canceled shall be deemed canceled when the certificate of entity 1601 conversion becomes effective; 1602 6. If the converting entity is a limited partnership, its certificate of limited partnership shall be 1603 deemed canceled when the certificate of entity conversion becomes effective; 1604 7. If the partnership or limited partnership is registered as a registered limited liability partnership, that status shall be deemed canceled when the certificate of entity conversion becomes effective; and 1605 8. Any partner of a converting entity who, before the conversion, was liable for the liabilities or 1606 obligations of the converting entity is not released from those liabilities or obligations by reason of the 1607 1608 conversion. 1609 D. When the converting entity is an other entity: 1610 4. 1. The articles of trust attached to the articles of entity conversion constitute the articles of trust of 1611 the surviving resulting entity; 1612 5. 2. The shares or interests of the converting entity are reclassified into beneficial ownership 1613 interests of the resulting entity in accordance with the plan of entity conversion; and the shareholders, 1614 members or partners of, or other persons having an ownership or beneficial interest in, the converting 1615 entity are entitled only to the rights provided in the plan of entity conversion or, in the case of a 1616 converting entity that is a corporation, to the rights, if any, they may have under subdivision A 5 of 1617 <u>§ 13.1-730</u>; 1618 6. 3. The surviving entity is deemed to: 1619 a. Be a business trust for all purposes; 1620 b. Be the same entity business trust without interruption as the converting entity that existed prior to 1621 *before* the conversion; and 1622 c. Have been formed on the date that the converting entity was originally incorporated, organized, or 1623 formed; and

1624 7. 4. The converting entity shall cease to be a corporation, limited liability company, limited 1625 partnership, partnership or an other entity, as the case may be, when the certificate of entity conversion 1626 becomes effective.

§ 13.1-1277. Abandonment of entity conversion.

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conversion.

1627 1628 A. Unless otherwise provided in a plan of entity conversion of a corporation prohibits abandonment 1629 of the conversion without shareholder approval domestic business trust to become a domestic limited liability company, after the conversion plan has been authorized approved as required by this article, 1630 and at any time before the certificate of entity conversion has become effective, the conversion may be 1631 1632 abandoned without further shareholder action in accordance with the procedure by the business trust 1633 without action by the trustees in accordance with any procedures set forth in the plan of entity 1634 conversion or, if no procedures are set forth in the plan or, if none is set forth, in the manner 1635 determined by the board of directors a vote of the trustees of the business trust that is equal to or 1636 greater than the vote cast for entity conversion pursuant to subsection A of § 13.1-1274.

1637 B. Unless the limited liability company's articles of organization, operating agreement or otherwise 1638 provided in a plan of entity conversion prohibits abandonment of the conversion of a domestic 1639 partnership to become a domestic business trust, after the conversion plan has been authorized approved 1640 as required by this article, and at any time before the certificate of entity conversion has become 1641 effective, the conversion may be abandoned in the manner by the partnership without action by the partners in accordance with any procedures set forth in the plan or, if none is no procedures are set 1642

1643 forth in the plan, by majority a vote of the members partners of the limited liability company domestic 1644 partnership that is equal to or greater than the vote cast for the plan of entity conversion pursuant to 1645 subsection B of § 13.1-1274.

1646 C. Unless the limited partnership's certificate of limited partnership, partnership agreement or otherwise provided in a plan of entity conversion prohibits abandonment of the conversion of a domestic 1647 1648 limited partnership to become a domestic business trust, after the conversion plan has been authorized 1649 approved as required by this article, and at any time before the certificate of entity conversion has 1650 become effective, the conversion may be abandoned in the manner by the limited partnership without 1651 action by the partners in accordance with any procedures set forth in the plan or, if none is no 1652 procedures are set forth in the plan, by majority a vote of the partners of the domestic limited 1653 partnership that is equal to or greater than the vote cast for the plan of entity conversion pursuant to 1654 subsection C of § 13.1-1274.

1655 D. Unless the partnership's partnership agreement or plan of entity conversion prohibits abandonment 1656 of the conversion after the conversion has been authorized, and at any time before the certificate of 1657 entity conversion has become effective, the conversion may be abandoned in the manner set forth in the 1658 plan or, if none is set forth, by majority vote of the partners of the partnership.

1659 E. Unless the governing documents or otherwise provided in a plan of entity conversion of an other 1660 entity prohibits abandonment of the conversion to become a domestic business trust, after the conversion 1661 plan has been authorized approved as required by this article, and at any time before the certificate of 1662 entity conversion has become effective, the conversion may be abandoned in the manner by the other 1663 entity without action by the persons who had authority to approve the entity conversion in accordance 1664 with any procedures set forth in the plan or, if none is no procedures are set forth in the plan, by majority a vote of the persons who had authority to approve the entity conversion on behalf of the other 1665 entity that is equal to or greater than the vote cast for the plan of entity conversion pursuant to 1666 1667 subsection D of § 13.1-1274.

F. E. If an entity conversion is abandoned under subsection A, B, C, or D or E after articles of 1668 1669 entity conversion have been filed with the Commission but before the certificate of entity conversion has 1670 become effective, written notice a statement that the entity conversion has been abandoned in accordance with this section shall be filed with delivered to the Commission prior to for filing before the 1671 1672 effective time and date of the certificate of entity conversion. The notice Upon filing, the statement shall 1673 take effect upon filing and the entity conversion shall be deemed abandoned and shall not become 1674 effective.

§ 50-73.48:1. Merger.

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1676 A. Pursuant to a written plan of merger, a domestic limited partnership that has filed a certificate of 1677 limited partnership with the Commission that is not canceled may merge with one or more domestic or 1678 foreign partnerships, limited partnerships, limited liability companies, business trusts or corporations if:

1679 1. The merger is not prohibited by the partnership agreement of any domestic limited partnership that 1680 is a party to the merger, and each domestic limited partnership party to the merger approves the plan of 1681 merger in accordance with § 50-73.48:2 and complies with the terms of its partnership agreement;

1682 2. Each domestic partnership that is a party to the merger complies with the applicable provisions of Article 9 (§ 50-73.124 et seq.) of Chapter 2.2 of this title; 1683

1684 3. Each domestic limited liability company that is a party to the merger complies with the applicable provisions of Article 13 (§ 13.1-1070 13.1-1069.1 et seq.) of Chapter 12 of Title 13.1; 1685

1686 4. Each domestic business trust that is a party to the merger complies with the applicable provisions 1687 of Article 11 (§ 13.1-1257 et seq.) of Chapter 14 of Title 13.1;

1688 5. Each domestic corporation that is a party to the merger complies with the applicable provisions of 1689 Article 12 (§ 13.1-715.1 et seq.) of Chapter 9 of Title 13.1;

1690 6. The merger is permitted by the laws under which each foreign partnership, limited partnership, 1691 foreign limited liability company, foreign business trust, and foreign corporation party to the merger is 1692 formed, organized or incorporated, and each such foreign partnership, limited partnership, limited 1693 liability company, business trust or corporation complies with those laws in effecting the merger; and

1694 7. No partner of a domestic limited partnership that is a party to the merger will, as a result of the 1695 merger, become personally liable for the liabilities or obligations of any other person or entity unless 1696 that partner approves the plan of merger or otherwise consents to becoming personally liable. 1697

B. The plan of merger shall set forth:

1698 1. The name of each domestic or foreign limited partnership, limited liability company, business trust 1699 or corporation planning to merge and the name of the surviving domestic or foreign partnership, limited 1700 partnership, limited liability company, business trust or corporation into which each other domestic or 1701 foreign partnership, limited partnership, limited liability company, business trust or corporation plans to 1702 merge;

1703 2. The name of the state or country under whose law each domestic or foreign partnership, limited

1704 partnership, limited liability company, business trust or corporation planning to merge is formed, 1705 organized or incorporated and the name of the state or country of formation, organization or 1706 incorporation of the surviving domestic or foreign partnership, limited partnership, limited liability 1707 company, business trust or corporation;

1708 3. The terms and conditions of the merger; and

4. The manner and basis of converting the partnership interests of each domestic partnership or 1709 1710 limited partnership, the membership interests of each domestic limited liability company, the shares of 1711 beneficial interest of each domestic business trust, and the shares of each domestic corporation party to the merger into partnership interests, membership interests, shares of beneficial interest, shares, 1712 1713 obligations or other securities of the surviving or any other domestic or foreign partnership, limited 1714 partnership, limited liability company, business trust, or corporation or into cash or other property in 1715 whole or in part, and the manner and basis of converting rights to acquire the partnership interests of 1716 each domestic partnership or limited partnership, the membership interests of each domestic limited 1717 liability company, the shares of beneficial interest of each domestic business trust, and the shares of 1718 each domestic corporation party to the merger into rights to acquire partnership interests, membership 1719 interests, shares of beneficial interest, shares, obligations or other securities of the surviving or any other 1720 domestic or foreign partnership, limited partnership, limited liability company, business trust or 1721 corporation or into cash or other property in whole or in part.

C. The plan of merger may set forth:

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1723 1. If a domestic limited partnership is to be the surviving entity, amendments to the certificate of 1724 limited partnership or partnership agreement of that limited partnership;

1725 2. If the merger is not to be effective upon the issuance of the certificate of merger described in 1726 subsection C of § 50-73.48:3 by the Commission, the future effective date or time of the merger; and

1727 3. Other provisions relating to the merger. 1728

§ 50-73.128. Merger of partnerships.

1729 A. Pursuant to a written plan of merger approved as provided in subsection C, a partnership may be 1730 merged with one or more domestic or foreign partnerships, limited partnerships, limited liability 1731 companies, business trusts, or corporations if:

1732 1. The merger is not prohibited by the partnership agreement of any domestic partnership that is a 1733 party to the merger, and each domestic partnership party to the merger approves the plan of merger in 1734 accordance with subsection C and complies with the terms of its partnership agreement;

1735 2. Each domestic limited partnership that is a party to the merger complies with the applicable provisions of Article 7.1 (§ 50-73.48:1 et seq.) of Chapter 2.1 of this title; 1736

1737 3. Each domestic limited liability company that is a party to the merger complies with the applicable 1738 provisions of Article 13 (§ 13.1-1070 13.1-1069.1 et seq.) of Chapter 12 of Title 13.1;

1739 4. Each domestic business trust that is a party to the merger complies with the applicable provisions 1740 of Article 11 (§ 13.1-1257 et seq.) of Chapter 14 of Title 13.1;

1741 5. Each domestic corporation that is a party to the merger complies with the applicable provisions of 1742 Article 12 (§ 13.1-715.1 et seq.) of Chapter 9 or Article 11 (§ 13.1-894 et seq.) of Chapter 10 of Title 1743 13.1; and

1744 6. The merger is permitted by the laws under which each foreign limited liability company, foreign 1745 partnership, foreign limited partnership, foreign business trust, and foreign corporation party to the 1746 merger is organized, formed or incorporated, and each such foreign limited liability company, 1747 partnership, limited partnership, business trust, or corporation complies with those laws in effecting the 1748 merger. 1749

B. The plan of merger shall set forth:

1750 1. The name of each partnership, limited partnership, limited liability company, business trust, or 1751 corporation that is a party to the merger;

1752 2. The name of the surviving entity into which the other partnerships, limited partnerships, limited 1753 liability companies, business trusts, or corporations will merge;

1754 3. Whether the surviving entity is a partnership, a limited partnership, a limited liability company, a 1755 business trust, or a corporation and the status of each partner;

1756 4. The terms and conditions of the merger;

1757 5. The manner and basis of converting the interests of each party to the merger into interests or 1758 obligations of the surviving entity, or into money or other property in whole or part; and

1759 6. The street address of the surviving entity's principal office.

1760 C. The plan of merger shall be approved:

1761 1. In the case of a partnership that is a party to the merger, by all of the partners, or a number or 1762 percentage specified for merger in the partnership agreement; and

1763 2. In the case of a limited partnership that is a party to the merger, by the vote required for approval 1764 of a merger by the law of the state or foreign jurisdiction in which the limited partnership is organized

1765 and, in the absence of such a specifically applicable law, by all of the partners, notwithstanding a 1766 provision to the contrary in the partnership agreement.

1767 D. After a plan of merger is approved and before the merger takes effect, the plan may be amended 1768 or abandoned as provided in the plan.

1769 E. The merger takes effect on the later of:

1770 1. The approval of the plan of merger by all parties to the merger, as provided in subsection C;

1771 2. The filing of all documents required by law to be filed as a condition to the effectiveness of the 1772 merger; or

1773 3. Any later effective date stated pursuant to subsection J of § 50-73.83 in a statement of merger 1774 filed pursuant to § 50-73.131 or, if no statement of merger is filed, any effective date specified in the 1775 plan of merger. 1776

§ 56-1. Definitions.

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Whenever used in this title, unless the context requires a different meaning:

1778 "Broadband connection," for purposes of this section, means a connection where transmission speeds 1779 exceed 200 kilobits per second in at least one direction.

"Commission" means the State Corporation Commission.

"Corporation" or "company" includes all corporations created by acts of the General Assembly of 1781 1782 Virginia, or under the general incorporation laws of this Commonwealth, or doing business therein, and 1783 shall exclude all municipal corporations, other political subdivisions, and public institutions owned or 1784 controlled by the Commonwealth.

1785 "Electric vehicle charging service" means the replenishment of the battery of a plug-in electric motor 1786 vehicle, which replenishment occurs by plugging the motor vehicle into an electric power source in 1787 order to charge or recharge its battery.

1788 "Interexchange telephone service" means telephone service between points in two or more exchanges that is not classified as local exchange telephone service. "Interexchange telephone service" shall not include Voice-over-Internet protocol service for purposes of regulation by the Commission, including the 1789 1790 1791 imposition of certification processing fees and other administrative requirements, and the filing or 1792 approval of tariffs. Nothing herein shall be construed to either mandate or prohibit the payment of 1793 switched network access rates or other intercarrier compensation, if any, related to Voice-over-Internet 1794 protocol service.

1795 "Local exchange telephone service" means telephone service provided in a geographical area 1796 established for the administration of communication services and consists of one or more central offices 1797 together with associated facilities which are used in providing local exchange service. Local exchange 1798 service, as opposed to interexchange service, consists of telecommunications between points within an 1799 exchange or between exchanges which are within an area where customers may call at specified rates 1800 and charges. "Local exchange telephone service" shall not include Voice-over-Internet protocol service for purposes of regulation by the Commission, including the imposition of certification processing fees 1801 1802 and other administrative requirements, and the filing or approval of tariffs. Nothing herein shall be 1803 construed to either mandate or prohibit the payment of switched network access rates or other 1804 intercarrier compensation, if any, related to Voice-over-Internet protocol service.

1805 "Mail" includes electronic mail and other forms of electronic communication when the customer has 1806 requested or authorized electronic bill delivery or other electronic communications.

"Municipality" or "municipal corporation" shall include an authority created by a governmental unit 1807 1808 exempt from the referendum requirement of § 15.2-5403. 1809

"Person" includes individuals, partnerships, limited liability companies, and corporations.

1810 "Plug-in electric motor vehicle" means an on-road motor vehicle that draws propulsion using a 1811 traction battery that has at least four kilowatt hours of capacity, uses an external source of electric 1812 energy to charge or recharge the battery, has a gross vehicle weight of not more than 14,000 pounds, 1813 and meets any applicable emissions standards.

1814 "Public service corporation" or "public service company" includes gas, pipeline, electric light, heat, 1815 power and water supply companies, sewer companies, telephone companies, and all persons authorized 1816 to transport passengers or property as a common carrier. "Public service corporation" or "public service 1817 company" shall not include (i) a municipal corporation, other political subdivision or public institution 1818 owned or controlled by the Commonwealth; however, if such an entity has obtained a certificate to 1819 provide services pursuant to § 56-265.4:4, then such entity shall be deemed to be a public service 1820 corporation or public service company and subject to the authority of the Commission with respect only 1821 to its provision of the services it is authorized to provide pursuant to such certificate; or (ii) any 1822 company described in subdivision (b)(10) of § 56-265.1.

1823 "Railroad" includes all railroad or railway lines, whether operated by steam, electricity, or other 1824 motive power, except when otherwise specifically designated.

"Railroad company" includes any company, trustee or other person owning, leasing or operating a 1825

31 of 31

1826 railroad.

1827 "Rate" means rate charged for any service rendered or to be rendered.

1828 "Rate," "charge" and "regulation" include joint rates, joint charges and joint regulations, respectively.
1829 "Regulated operating revenue" includes only revenue from services not found to be competitive.

1830 "Transportation company" includes any railroad company, any company transporting express by
 1831 railroad, and any ship or boat company.

"Virginia limited liability company" means (i) any limited liability company organized under Chapter 1832 1833 12 (§ 13.1-1000 et seq.) of Title 13.1, (ii) any entity that has become a limited liability company 1834 pursuant to Article 12.2 (§ 13.1-722.8 et seq.) of Chapter 9 of Title 13.1 or pursuant to conversion or domestication under Chapter 12 (§ 13.1-1000 et seq.) of Title 13.1, or (iii) any has the same meaning 1835 1836 ascribed to "limited liability company" in § 13.1-1002. A foreign limited liability company, as that term is organized or is domesticated defined in § 13.1-1002, may become a Virginia limited liability company, 1837 1838 even though also being a limited liability company organized under laws other than the laws of the 1839 Commonwealth, by filing articles of organization that meet the requirements of §§ 13.1-1003 and 13.1-1011 and include (a) (i) the name of the foreign limited liability company immediately prior to the 1840 1841 filing of the articles of organization; (b) (ii) the date on which and the jurisdiction in which the foreign 1842 limited liability company was first formed, organized, created or otherwise came into being; and (c) (iii) 1843 the jurisdiction that constituted the seat, siege social, or principal place of business or central 1844 administration of the foreign limited liability company, or any equivalent thereto under applicable law, 1845 immediately prior to the filing of the articles of organization. With respect to an organization or 1846 domestication pursuant to elause (iii) a foreign limited liability company that is also organized as a 1847 Virginia limited liability company, the terms and conditions of a domestication its organization as a 1848 Virginia limited liability company shall be approved in the manner provided for by the document, 1849 instrument, agreement or other writing, as the case may be, governing the internal affairs of the foreign limited liability company in the conduct of its business or by applicable law other than the law of the 1850 1851 Commonwealth, as appropriate, and the provisions governing the status, powers, obligations, and choice of law applicable under § 13.1-1010.3 shall apply to any limited liability company so domesticated or 1852 1853 organized.

1854 "Voice-over-Internet protocol service" or "VoIP service" means any service that: (i) enables real-time,
1855 two-way voice communications that originate or terminate from the user's location using Internet
1856 protocol or any successor protocol and (ii) uses a broadband connection from the user's location. This
1857 definition includes any such service that permits users generally to receive calls that originate on the
1858 public switched telephone network and to terminate calls to the public switched telephone network.

1859 2. That §§ 13.1-1010.1 through 13.1-1010.4 of the Code of Virginia are repealed.

1860 3. That the provisions of this act shall not affect the validity of any filing made, or other action 1861 taken, before the effective date of this act with respect to (i) the conversion of a domestic or 1862 foreign partnership or limited partnership to a limited liability company or (ii) the domestication 1863 of a non-United States entity as a limited liability company.