

16104188D

SENATE BILL NO. 688

Offered January 20, 2016

A *BILL to amend and reenact § 13.1-1015 of the Code of Virginia, relating to limited liability companies; registered agent.*

Patron—Petersen

Referred to Committee on Commerce and Labor

Be it enacted by the General Assembly of Virginia:**1. That § 13.1-1015 of the Code of Virginia is amended and reenacted as follows:****§ 13.1-1015. Registered office and registered agent.**

A. Each domestic limited liability company and each foreign limited liability company registered pursuant to Article 10 (§ 13.1-1051 et seq.) of this chapter shall continuously maintain in the Commonwealth:

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

2. A registered agent who shall be either:

a. An individual who is a resident of the Commonwealth and is (i) a member or manager of the limited liability company, (ii) a member or manager of a limited liability company that is a member or manager of the limited liability company, (iii) an officer or director of a corporation that is a member or manager of the limited liability company, (iv) a general partner of a general or limited partnership that is a member or manager of the limited liability company, (v) a trustee of a trust that is a member or manager of the limited liability company, or (vi) a member of the Virginia State Bar, and whose business office is identical with the registered office; ~~or~~

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

c. A Virginia resident who is an officer of the limited liability company, provided that such a registered agent or a natural person designated by the registered agent shall be available during regular business hours at the registered office to accept service of any process, notice, or demand. Whenever any such person accepts service, a photographic copy of such instrument shall be attached to the return. As used in this subdivision, "officer of the limited liability company" means any employee of the limited liability company, other than a member or manager of the limited liability company, who has been designated by the limited liability company by instrument in writing as a person upon whom any process, notice, or demand may be served.

B. The sole duty of the registered agent is to forward to the limited liability company or foreign limited liability company at its last known address any process, notice, or demand that is served on the registered agent.

INTRODUCED

SB688