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HOUSE BILL NO. 2110

Offered January 11, 2017

Prefiled January 10, 2017

A *BILL to amend and reenact §§ 13.1-604, 13.1-615, 13.1-616, 13.1-632, 13.1-754, 13.1-769.1, 13.1-804, 13.1-815, 13.1-816, 13.1-831, 13.1-916, 13.1-931.1, 13.1-1003, 13.1-1005, 13.1-1050.4, 13.1-1056.3, 13.1-1065, 13.1-1202, 13.1-1204, 13.1-1239, 13.1-1246.3, 13.1-1255, 50-73.17, 50-73.52:7, 50-73.58:3, 50-73.70, 50-73.83, and 50-73.134 of the Code of Virginia, relating to the office of the clerk of the State Corporation Commission; business entities; fees.*

Patron—Keam

Referred to Committee on Commerce and Labor

Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-604, 13.1-615, 13.1-616, 13.1-632, 13.1-754, 13.1-769.1, 13.1-804, 13.1-815, 13.1-816, 13.1-831, 13.1-916, 13.1-931.1, 13.1-1003, 13.1-1005, 13.1-1050.4, 13.1-1056.3, 13.1-1065, 13.1-1202, 13.1-1204, 13.1-1239, 13.1-1246.3, 13.1-1255, 50-73.17, 50-73.52:7, 50-73.58:3, 50-73.70, 50-73.83, and 50-73.134 of the Code of Virginia are amended and reenacted as follows:

§ 13.1-604. Filing requirements.

A. A document shall satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to be filed with the Commission.

B. The document shall be one that this chapter requires or permits to be filed with the Commission.

C. The document shall contain the information required by this chapter. It may contain other information as well.

D. The document shall be typewritten or printed or, if electronically transmitted, shall be in a format that can be retrieved or reproduced in typewritten or printed form. The typewritten or printed portion shall be in black. Photocopies, or other reproduced copies, of typewritten or printed documents may be filed. In every case, information in the document shall be legible and the document shall be capable of being reformatted and reproduced in copies of archival quality.

E. The document shall be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals. The articles of incorporation, duly authenticated by the official having custody of corporate records in the state or country under whose law the corporation is incorporated, which are required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

F. The document shall be signed in the name of the domestic or foreign corporation:

1. By the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation;

2. If directors have not been selected or the corporation has not been formed, by an incorporator; or

3. If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

G. Any annual report required to be filed by § 13.1-775 shall be signed in the name of the corporation by an officer or director listed in the report or, if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

H. The person signing the document shall state beneath or opposite his signature his name and the capacity in which he signs. Any signature may be a facsimile. The document may but need not contain a corporate seal, attestation, acknowledgment, or verification.

I. If, pursuant to any provision of this chapter, the Commission has prescribed a mandatory form for the document, the document shall be in or on the prescribed form.

J. The document shall be delivered to the Commission for filing and shall be accompanied by the required filing fee, and any ~~franchise tax~~, charter or entrance fee or registration fee required by this chapter.

K. The Commission may accept the electronic filing of any information required or permitted to be filed by this chapter and may prescribe the methods of execution, recording, reproduction and certification of electronically filed information pursuant to § 59.1-496.

L. Whenever a provision of this chapter permits any of the terms of a plan or a filed document to be dependent on facts objectively ascertainable outside the plan or filed document, the following provisions apply:

1. The plan or filed document shall specify the nationally recognized news or information medium in which the facts can be found or otherwise state the manner in which the facts can be objectively

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59 ascertained. The manner in which the facts will operate upon the terms of the plan or filed document
60 shall be set forth in the plan or filed document.

61 2. The facts may include:

62 a. Any of the following that are available in a nationally recognized news or information medium
63 either in print or electronically: statistical or market indices, market prices of any security or group of
64 securities, interest rates, currency exchange rates or similar economic or financial data;

65 b. A determination or action by any person or body, including the corporation or any other party to a
66 plan or filed document; or

67 c. The terms of, or actions taken under, an agreement to which the corporation is a party, or any
68 other agreement or document.

69 3. As used in this subsection:

70 a. "Filed document" means a document filed with the Commission under § 13.1-619 or Article 11
71 (§ 13.1-705 et seq.) or 12 (§ 13.1-715.1 et seq.) of this chapter; and

72 b. "Plan" means a plan of merger or share exchange.

73 4. The following terms of a plan or filed document may not be made dependent on facts outside the
74 plan or filed document:

75 a. The name and address of any person required in a filed document;

76 b. The registered office of any entity required in a filed document;

77 c. The registered agent of any entity required in a filed document;

78 d. The number of authorized shares and designation of each class or series of shares;

79 e. The effective date of a filed document; and

80 f. Any required statement in a filed document of the date on which the underlying transaction was
81 approved or the manner in which that approval was given.

82 5. If a term of a filed document is made dependent on a fact objectively ascertainable outside of the
83 filed document, and that fact is not objectively ascertainable by reference to a source described in
84 subdivision 2 a of this subsection or a document that is a matter of public record, or the affected
85 shareholders have not received notice of the fact from the corporation, then the corporation shall file
86 with the Commission articles of amendment setting forth the fact promptly after the time when the fact
87 referred to is first objectively ascertainable or thereafter changes. Articles of amendment under this
88 subdivision are deemed to be authorized by the authorization of the original filed document or plan to
89 which they relate and may be filed by the corporation without further action by the board of directors or
90 the shareholders.

91 6. The provisions of subdivisions 1, 2, and 5 of this subsection shall not be considered by the
92 Commission in deciding whether the terms of a plan or filed document comply with the requirements of
93 law.

94 **§ 13.1-615. Fees to be collected by Commission; application of payment; payment of fees**
95 **prerequisite to Commission action; exceptions.**

96 A. The Commission shall assess the *annual* registration fees and shall charge and collect the ~~filing~~
97 fees, *including* charter fees, and entrance fees, imposed by law. The Commission shall have authority to
98 certify to the Comptroller directing refund of any overpayment of a fee, or of any *charter or entrance*
99 fee collected for a document that is not accepted for filing, at any time within one year from the date of
100 its payment. When the Commission receives payment of an annual registration fee assessed against a
101 domestic or foreign corporation, such payment shall be applied against any unpaid annual registration
102 fees previously assessed against such corporation, including any penalties incurred thereon, beginning
103 with the assessment or penalty that has remained unpaid for the longest period of time.

104 B. The Commission shall not file or issue with respect to any domestic or foreign corporation any
105 document or certificate specified in this chapter, except the annual report required by § 13.1-775, a
106 statement of change pursuant to § 13.1-635 or 13.1-764, and a statement of resignation pursuant to
107 § 13.1-636 or 13.1-765, until all fees, fines, penalties, and interest assessed, imposed, charged, or to be
108 collected by the Commission pursuant to this chapter or Title 12.1 have been paid by or on behalf of
109 such corporation. Notwithstanding the foregoing, the Commission may file or issue any document or
110 certificate with respect to a domestic or foreign corporation that has been assessed an annual registration
111 fee if the document or certificate is filed or issued with an effective date that is on or before the due
112 date of the corporation's annual registration fee payment in any year, provided that the Commission shall
113 not issue a certificate of domestication with respect to a foreign corporation until the annual registration
114 fee has been paid by or on behalf of that corporation.

115 C. A domestic or foreign corporation shall not be required to pay the annual registration fee assessed
116 against it pursuant to subsection B of § 13.1-775.1 in any year if (i) the Commission issues or files any
117 of the following types of certificate or instrument and (ii) the certificate or instrument is effective on or
118 before the annual registration fee due date:

119 1. A certificate of termination of corporate existence, a certificate of incorporation surrender, or a
120 certificate of entity conversion for a domestic corporation;

2. A certificate of withdrawal for a foreign corporation;
 3. A certificate of merger or an authenticated copy of an instrument of merger for a domestic or foreign corporation that has merged into a surviving domestic corporation or eligible entity or into a surviving foreign corporation or eligible entity; or

4. An authenticated copy of an instrument of entity conversion for a foreign corporation that has converted to a different entity type.

The Commission shall cancel the annual registration fee assessments specified in this subsection that remain unpaid.

D. A foreign corporation that has amended its articles of incorporation to reduce the number of shares it is authorized to issue, effective prior to its annual registration fee assessment date pursuant to subsection B of § 13.1-775.1 of a given year, and has timely filed an authenticated copy of the amendment with the Commission pursuant to § 13.1-760 after its annual registration fee assessment date pursuant to subsection B of § 13.1-775.1 shall have its annual registration fee reassessed to reflect the new number of authorized shares.

E. Annual registration fee assessments that have been paid shall not be refunded.

§ 13.1-616. Fees.

A. The Commission shall charge and collect the following fees, ~~except as provided in § 12.1-21.2 which are nonrefundable:~~

1. ~~For~~ When articles of entity conversion are delivered to the Commission for filing ~~any one of the following~~, the document shall be accompanied by a fee ~~shall be~~ \$25: ~~of \$100.~~

2. When any one of the following documents is delivered to the Commission for filing, the document shall be accompanied by a fee of \$25:

a. Articles of incorporation, domestication, or incorporation surrender.

b. ~~Articles of entity conversion to convert a domestic limited liability company to a corporation.~~

c. Articles of amendment or restatement.

d. Articles of merger or share exchange.

e. Articles of correction.

f. An application of a foreign corporation for a certificate of authority to transact business in the Commonwealth.

g. An application of a foreign corporation for an amended certificate of authority to transact business in the Commonwealth.

h. A copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to transact business in the Commonwealth.

i. A copy of articles of merger of a foreign corporation holding a certificate of authority to transact business in the Commonwealth.

j. A copy of an instrument of entity conversion of a foreign corporation holding a certificate of authority to transact business in the Commonwealth.

3. ~~For filing~~ When any one of the following documents is delivered to the Commission for filing, the document shall be accompanied by a fee ~~shall be~~ of \$10:

a. An application to reserve or to renew the reservation of a corporate name.

b. A notice of transfer of a reserved corporate name.

c. An application for use of an indistinguishable name.

d. Articles of dissolution.

e. Articles of revocation of dissolution.

f. Articles of termination of corporate existence.

g. An application for a certificate of withdrawal of a foreign corporation.

4. ~~For issuing~~ A request to issue a certificate pursuant to under § 13.1-781, the fee shall be accompanied by a fee of \$6.

B. For the purposes of this section, a document not accepted for filing for which the required fee was paid may be resubmitted for filing without an additional fee, provided that the resubmitted document is received within one year from the date of payment.

§ 13.1-632. Registered name.

A. A foreign corporation may register its corporate name, or its corporate name with any addition required by § 13.1-762, if the name is distinguishable upon the records of the Commission from the corporate names that are not available under subsection C of § 13.1-630.

B. A foreign corporation registers its corporate name, or its corporate name with any addition required by § 13.1-762, by:

1. Filing with the Commission (i) an application setting forth its corporate name, or its corporate name with any addition required by § 13.1-762, the state or country and date of its incorporation, and a brief description of the nature of the business in which it is engaged; and (ii) a certificate setting forth that such corporation is in good standing, or a document of similar import, from the state or country of

incorporation, executed by the official who has custody of the records pertaining to corporations; and

2. Paying to the Commission a *nonrefundable* registration fee in the amount of \$20. Except as provided in subsection E, registration is effective for one year after the date an application is filed.

C. If the Commission finds that the corporate name applied for is available, it shall register the name for the applicant's exclusive use.

D. A foreign corporation whose registration is effective may renew it for the succeeding year by filing with the Commission, during the 60-day period preceding the date of expiration of the registration, a renewal application that complies with the requirements of subsection B, and paying a *nonrefundable* renewal fee of \$20. The renewal application is effective when filed in accordance with this section and, except as provided in subsection E, renews the registration for one year after the date the registration would have expired if such subsequent renewal of the registration had not occurred.

E. A foreign corporation whose registration is effective may thereafter obtain a certificate of authority to transact business in the Commonwealth under the registered name or consent in writing to the use of that name by a corporation thereafter incorporated under this chapter or by another foreign corporation thereafter authorized to transact business in the Commonwealth. The registration terminates when the domestic corporation is incorporated or the foreign corporation obtains a certificate of authority to transact business in the Commonwealth or consents to the authorization of another foreign corporation to transact business in the Commonwealth under the registered name.

F. A foreign corporation that has in effect a registration of its corporate name may release such name by filing a notice of release of a registered name with the Commission and by paying a *nonrefundable* fee of \$10.

§ 13.1-754. Reinstatement of a corporation that has ceased to exist.

A. A corporation that has ceased to exist pursuant to this article may apply to the Commission for reinstatement within five years thereafter unless the corporate existence was terminated by order of the Commission (i) upon a finding that the corporation has continued to exceed or abuse the authority conferred upon it by law or (ii) entered pursuant to § 13.1-749 and the circuit court's decree directing dissolution contains no provision for reinstatement of corporate existence.

B. To have its corporate existence reinstated, the corporation shall provide the Commission with the following:

1. An application for reinstatement, which shall include the identification number issued by the Commission to the corporation, and which may be in the form of a letter signed by an officer or director of the corporation, or which may be by affidavit signed by an agent of any shareholder's interests stating that after diligent search by such agent, no officer or director can be found;

2. A *nonrefundable* reinstatement fee of \$100;

3. All annual registration fees and penalties that were due before the corporation ceased to exist and that would have been assessed or imposed to the date of reinstatement if the corporation's existence had not been terminated;

4. An annual report for the calendar year that corresponds to the calendar year of the latest annual registration fee that was assessed or that would have been assessed to the date of reinstatement;

5. If the name of the corporation does not comply with the provisions of § 13.1-630 at the time of reinstatement, articles of amendment to the articles of incorporation to change the corporation's name to a name that satisfies the provisions of § 13.1-630, with the fee required by this chapter for the filing of articles of amendment; and

6. If the corporation's registered agent has filed a statement of resignation and a new registered agent has not been appointed, a statement of change pursuant to § 13.1-635.

C. If the corporation complies with the provisions of this section, the Commission shall enter an order of reinstatement of corporate existence. Upon entry of the order, the corporate existence shall be deemed to have continued from the date of termination as if the termination had never occurred, and any liability incurred by the corporation or a director, officer, or other agent after the termination and before the reinstatement is determined as if the termination of the corporation's existence had never occurred.

§ 13.1-769.1. Reinstatement of a certificate of authority that has been withdrawn or revoked.

A. A foreign corporation whose certificate of authority to transact business in the Commonwealth has been withdrawn or revoked may be relieved of the withdrawal or revocation and have its certificate of authority reinstated by the Commission within five years after the date of withdrawal or revocation unless the certificate of authority was revoked by order of the Commission pursuant to subdivision A 1 of § 13.1-769.

B. To have its certificate of authority reinstated, a foreign corporation shall provide the Commission with the following:

1. An application for reinstatement, which shall include the identification number issued by the Commission to the corporation, and which may be in the form of a letter signed by an officer or director of the corporation, or which may be by affidavit signed by an agent of any shareholder's

interests stating that after diligent search by such agent, no officer or director can be found;

2. A *nonrefundable* reinstatement fee of \$100;

3. All annual registration fees and penalties that were due before the certificate of withdrawal was issued or the certificate of authority was revoked and that would have been assessed or imposed to the date of reinstatement if the corporation had not withdrawn or had its certificate of authority revoked;

4. An annual report for the calendar year that corresponds to the calendar year of the latest annual registration fee that was assessed or that would have been assessed to the date of reinstatement;

5. A duly authenticated copy of any amendments or corrections made to the articles of incorporation or other constituent documents of the foreign corporation and any mergers entered into by the foreign corporation from the date of withdrawal or revocation of its certificate of authority to the date of its application for reinstatement, along with an application for an amended certificate of authority if required as a result of an amendment or a correction, and all fees required by this chapter for the filing of such instruments;

6. If the name of the foreign corporation does not comply with the provisions of § 13.1-762 at the time of reinstatement, an application for an amended certificate of authority to adopt a designated name for use in the Commonwealth that satisfies the requirements of § 13.1-762, with the fee required by this chapter for the filing of an application for an amended certificate of authority; and

7. If the foreign corporation's registered agent has filed a statement of resignation and a new registered agent has not been appointed, a statement of change pursuant to § 13.1-764.

C. If the foreign corporation complies with the provisions of this section, the Commission shall enter an order of reinstatement, reinstating the foreign corporation's certificate of authority to transact business in the Commonwealth.

§ 13.1-804. Filing requirements.

A. A document shall satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to be filed with the Commission.

B. The document shall be one that this Act requires or permits to be filed with the Commission.

C. The document shall contain the information required by this Act. It may contain other information as well.

D. The document shall be typewritten or printed or, if electronically transmitted, shall be in a format that can be retrieved or reproduced in typewritten or printed form. The typewritten or printed portion shall be in black. Photocopies, or other reproduced copies, of typewritten or printed documents may be filed. In every case, information in the document shall be legible and the document shall be capable of being reformatted and reproduced in copies of archival quality.

E. The document shall be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals. The articles of incorporation, duly authenticated by the official having custody of corporate records in the state or country under whose law the corporation is incorporated, which are required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

F. The document shall be signed in the name of the domestic or foreign corporation:

1. By the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation;

2. If directors have not been selected or the corporation has not been formed, by an incorporator; or

3. If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

G. Any annual report required to be filed by § 13.1-936 shall be signed in the name of the corporation by an officer or director listed in the report or, if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

H. The person signing the document shall state beneath or opposite his signature his name and the capacity in which he signs. Any signature may be a facsimile. The document may but need not contain a corporate seal, attestation, acknowledgment, or verification.

I. If, pursuant to any provision of this Act, the Commission has prescribed a mandatory form for the document, the document shall be in or on the prescribed form.

J. The document shall be delivered to the Commission for filing and shall be accompanied by the required filing fee, and any charter or entrance fee or registration fee required by this Act.

K. The Commission may accept the electronic filing of any information required or permitted to be filed by this Act and may prescribe the methods of execution, recording, reproduction and certification of electronically filed information pursuant to § 59.1-496.

L. Whenever a provision of this Act permits any of the terms of a plan or a filed document to be dependent on facts objectively ascertainable outside the plan or filed document, the following provisions apply:

1. The plan or filed document shall specify the nationally recognized news or information medium in

305 which the facts may be found or otherwise state the manner in which the facts can be objectively
306 ascertained. The manner in which the facts will operate upon the terms of the plan or filed document
307 shall be set forth in the plan or filed document.

308 2. The facts may include:

309 a. Any of the following that are available in a nationally recognized news or information medium
310 either in print or electronically: statistical or market indices, market prices of any security or group of
311 securities, interest rates, currency exchange rates, or similar economic or financial data;

312 b. A determination or action by any person or body, including the corporation or any other party to a
313 plan or filed document; or

314 c. The terms of or actions taken under an agreement to which the corporation is a party, or any other
315 agreement or document.

316 3. As used in this subsection:

317 a. "Filed document" means a document filed with the Commission under § 13.1-819 or Article 10
318 (§ 13.1-884 et seq.) or 11 (§ 13.1-893.1 et seq.) of this Act; and

319 b. "Plan" means a plan of merger.

320 4. The following terms of a plan or filed document may not be made dependent on facts outside the
321 plan or filed document:

322 a. The name and address of any person required in a filed document;

323 b. The registered office of any entity required in a filed document;

324 c. The registered agent of any entity required in a filed document;

325 d. The number of members and designation of each class of members;

326 e. The effective date of a filed document; and

327 f. Any required statement in a filed document of the date on which the underlying transaction was
328 approved or the manner in which that approval was given.

329 5. If a term of a filed document is made dependent on a fact objectively ascertainable outside of the
330 filed document and that fact is not objectively ascertainable by reference to a source described in
331 subdivision 2a or to a document that is a matter of public record, or if the affected members have not
332 received notice of the fact from the corporation, then the corporation shall file with the Commission
333 articles of amendment setting forth the fact promptly after the time when the fact referred to is first
334 objectively ascertainable or thereafter changes. Articles of amendment under this subdivision are deemed
335 to be authorized by the authorization of the original filed document or plan to which they relate and
336 may be filed by the corporation without further action by the board of directors or the members.

337 6. The provisions of subdivisions 1, 2, and 5 of this subsection shall not be considered by the
338 Commission in deciding whether the terms of a plan or filed document comply with the requirements of
339 law.

340 **§ 13.1-815. Fees to be collected by Commission; payment of fees prerequisite to Commission**
341 **action; exceptions.**

342 A. The Commission shall assess the *annual* registration fees and shall charge and collect the ~~filing~~
343 fees, *including* charter fees and entrance fees, imposed by law. The Commission shall have authority to
344 certify to the Comptroller directing refund of any overpayment of a fee, or of any *charter or entrance*
345 fee collected for a document that is not accepted for filing, at any time within one year from the date of
346 its payment. When the Commission receives payment of an annual registration fee assessed against a
347 domestic or foreign corporation, such payment shall be applied against any unpaid annual registration
348 fees previously assessed against such corporation, including any penalties incurred thereon, beginning
349 with the assessment or penalty that has remained unpaid for the longest period of time.

350 B. The Commission shall not file or issue with respect to any domestic or foreign corporation any
351 document or certificate specified in this Act, except the annual report required by § 13.1-936, a
352 statement of change pursuant to § 13.1-834 or 13.1-926, and a statement of resignation pursuant to
353 § 13.1-835 or 13.1-927, until all fees, charges, fines, penalties, and interest assessed, imposed, charged,
354 or to be collected by the Commission pursuant to this Act or Title 12.1 have been paid by or on behalf
355 of such corporation. Notwithstanding the foregoing, the Commission may file or issue any document or
356 certificate with respect to a domestic or foreign corporation that has been assessed an annual registration
357 fee if the document or certificate is filed or issued with an effective date that is on or before the due
358 date of the corporation's annual registration payment in any year, provided that the Commission shall not
359 issue a certificate of domestication with respect to a foreign corporation until the annual registration fee
360 has been paid by or on behalf of that corporation.

361 C. A domestic or foreign corporation shall not be required to pay the annual registration fee assessed
362 against it pursuant to subsection B of § 13.1-936.1 in any year if (i) the Commission issues or files any
363 of the following types of certificate or instrument and (ii) the certificate or instrument is effective on or
364 before the annual registration fee due date:

365 1. A certificate of termination of corporate existence, a certificate of incorporation surrender, or a
366 certificate of entity conversion for a domestic corporation;

2. A certificate of withdrawal for a foreign corporation;
 3. A certificate of merger or an authenticated copy of an instrument of merger for a domestic or foreign corporation that has merged into a surviving domestic corporation or eligible entity, or into a surviving foreign corporation or eligible entity; or

4. An authenticated copy of an instrument of entity conversion for a foreign corporation that has converted to a different entity type.

The Commission shall cancel the annual registration fee assessments specified in this subsection that remain unpaid.

D. Annual registration fee assessments that have been paid shall not be refunded.

§ 13.1-816. Fees.

A. The Commission shall charge and collect the following fees, ~~except as provided in § 12.1-21.2 which are nonrefundable:~~

1. ~~For~~ When articles of entity conversion are delivered to the Commission for filing ~~any one of the following~~, the document shall be accompanied by a fee ~~shall be~~ \$25: of \$100.

2. When any one of the following documents is delivered to the Commission for filing, the document shall be accompanied by a fee of \$25:

a. Articles of incorporation, domestication, or incorporation surrender.

b. Articles of amendment or restatement.

c. Articles of merger.

d. Articles of correction.

e. An application of a foreign corporation for a certificate of authority to transact business in the Commonwealth.

f. An application of a foreign corporation for an amended certificate of authority to transact business in the Commonwealth.

g. A copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to transact business in the Commonwealth.

h. A copy of articles of merger of a foreign corporation holding a certificate of authority to transact business in the Commonwealth.

i. A copy of an instrument of entity conversion of a foreign corporation holding a certificate of authority to transact business in the Commonwealth.

~~2. For~~ 3. When any one of the following documents is delivered to the Commission for filing ~~any one of the following~~, the document shall be accompanied by a fee ~~shall be~~ of \$10:

a. An application to reserve or to renew the reservation of a corporate name.

b. A notice of transfer of a reserved corporate name.

c. An application for use of an indistinguishable name.

d. Articles of dissolution.

e. Articles of revocation of dissolution.

f. Articles of termination of corporate existence.

g. An application for withdrawal of a foreign corporation.

~~3. For issuing~~ 4. A request to issue a certificate pursuant to under § 13.1-945; the shall be accompanied by a fee ~~shall be~~ of \$6.

B. For the purposes of this section, a document not accepted for filing for which the required fee was paid may be resubmitted for filing without an additional fee, provided that the resubmitted document is received within one year from the date of payment.

§ 13.1-831. Registered name.

A. A foreign corporation may register its corporate name, or its corporate name with any addition required by § 13.1-924, if the name is distinguishable upon the records of the Commission from the corporate names that are not available under subsection B of § 13.1-829.

B. A foreign corporation registers its corporate name, or its corporate name with any addition required by § 13.1-924, by:

1. Filing with the Commission (i) an application setting forth its corporate name, or its corporate name with any addition required by § 13.1-924, the state or country and date of its incorporation, and a brief description of the nature of the business in which it is engaged; and (ii) a certificate setting forth that such corporation is in good standing, or a document of similar import, from the state or country of incorporation, executed by the official who has custody of the records pertaining to corporations; and

2. Paying to the Commission a *nonrefundable* registration fee in the amount of \$20. Except as provided in subsection E, registration is effective for one year after the date an application is filed.

C. If the Commission finds that the corporate name applied for is available, it shall register the name for the applicant's exclusive use.

D. A foreign corporation whose registration is effective may renew it for the succeeding year by filing with the Commission, during the 60-day period preceding the date of expiration of the registration,

428 a renewal application that complies with the requirements of subsection B, and paying a *nonrefundable*
429 renewal fee of \$20. The renewal application is effective when filed in accordance with this section and,
430 except as provided in subsection E, renews the registration for one year after the date the registration
431 would have expired if such subsequent renewal of the registration had not occurred.

432 E. A foreign corporation whose registration is effective may thereafter obtain a certificate of
433 authority to transact business in the Commonwealth under the registered name or consent in writing to
434 the use of that name by a corporation thereafter incorporated under this Act or by another foreign
435 corporation thereafter authorized to transact business in the Commonwealth. The registration terminates
436 when the domestic corporation is incorporated or the foreign corporation obtains a certificate of
437 authority to transact business in the Commonwealth or consents to the authorization of another foreign
438 corporation to transact business in the Commonwealth under the registered name.

439 F. A foreign corporation that has in effect a registration of its corporate name may release such name
440 by filing a notice of release of a registered name with the Commission and by paying a *nonrefundable*
441 fee of \$10.

442 **§ 13.1-916. Reinstatement of a corporation that has ceased to exist.**

443 A. A corporation that has ceased to exist pursuant to this article may apply to the Commission for
444 reinstatement within five years thereafter unless the corporate existence was terminated by order of the
445 Commission (i) upon a finding that the corporation has continued to exceed or abuse the authority
446 conferred upon it by law or (ii) entered pursuant to § 13.1-911 and the circuit court's decree directing
447 dissolution contains no provision of reinstatement of corporate existence.

448 B. To have its corporate existence reinstated, the corporation shall provide the Commission with the
449 following:

450 1. An application for reinstatement, which shall include the identification number issued by the
451 Commission to the corporation, and which may be in the form of a letter signed by an officer or
452 director of the corporation, or which may be by affidavit signed by an agent of any member's interests
453 stating that after diligent search by such agent, no officer or director can be found;

454 2. A *nonrefundable* reinstatement fee of \$10;

455 3. All annual registration fees and penalties that were due before the corporation ceased to exist and
456 that would have been assessed or imposed to the date of reinstatement if the corporation's existence had
457 not been terminated;

458 4. An annual report for the calendar year that corresponds to the calendar year of the latest annual
459 registration fee that was assessed or that would have been assessed to the date of reinstatement;

460 5. If the name of the corporation does not comply with the provisions of § 13.1-829 at the time of
461 reinstatement, articles of amendment to the articles of incorporation to change the corporation's name to
462 a name that satisfies the provisions of § 13.1-829, with the fee required by this chapter for the filing of
463 articles of amendment; and

464 6. If the corporation's registered agent has filed a statement of resignation and a new registered agent
465 has not been appointed, a statement of change pursuant to § 13.1-834.

466 C. If the corporation complies with the provisions of this section, the Commission shall enter an
467 order of reinstatement of corporate existence. Upon entry of the order of reinstatement, the corporate
468 existence shall be deemed to have continued from the date of termination as if termination had never
469 occurred, and any liability incurred by the corporation or a director, officer, or other agent after the
470 termination and before the reinstatement is determined as if the termination of the corporation's existence
471 had never occurred.

472 **§ 13.1-931.1. Reinstatement of a certificate of authority that has been withdrawn or revoked.**

473 A. A foreign corporation whose certificate of authority to transact business in the Commonwealth has
474 been withdrawn or revoked may be relieved of the withdrawal or revocation and have its certificate of
475 authority reinstated by the Commission within five years after the date of withdrawal or revocation
476 unless the certificate of authority was revoked by order of the Commission pursuant to subdivision A 1
477 of § 13.1-931.

478 B. To have its certificate of authority reinstated, a foreign corporation shall provide the Commission
479 with the following:

480 1. An application for reinstatement, which shall include the identification number issued by the
481 Commission to the corporation, and which may be in the form of a letter signed by an officer or
482 director of the corporation, or which may be by affidavit signed by an agent of any member's interests
483 stating that after diligent search by such agent, no officer or director can be found;

484 2. A *nonrefundable* reinstatement fee of \$10;

485 3. All annual registration fees and penalties that were due before the certificate of withdrawal was
486 issued or the certificate of authority was revoked and that would have been assessed or imposed to the
487 date of reinstatement if the corporation had not withdrawn or had its certificate of authority revoked;

488 4. An annual report for the calendar year that corresponds to the calendar year of the latest annual
489 registration fee that was assessed or that would have been assessed to the date of reinstatement;

5. A duly authenticated copy of any amendments or corrections made to the articles of incorporation or other constituent documents of the foreign corporation and any mergers entered into by the foreign corporation from the date of withdrawal or revocation of its certificate of authority to the date of its application for reinstatement, along with an application for an amended certificate of authority if required as a result of an amendment or a correction, and all fees required by this chapter for the filing of such instruments;

6. If the name of the foreign corporation does not comply with the provisions of § 13.1-924 at the time of reinstatement, an application for an amended certificate of authority to adopt a designated name for use in the Commonwealth that satisfies the requirements of § 13.1-924, with the fee required by this chapter for the filing of an application for an amended certificate of authority; and

7. If the foreign corporation's registered agent has filed a statement of resignation and a new registered agent has not been appointed, a statement of change pursuant to § 13.1-926.

C. If the foreign corporation complies with the provisions of this section, the Commission shall enter an order of reinstatement, reinstating the foreign corporation's certificate of authority to transact business in the Commonwealth.

§ 13.1-1003. Filing requirements.

A. A document shall satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to be filed with the Commission.

B. The document shall be one that this chapter requires or permits to be filed with the Commission.

C. The document shall contain the information required by this chapter. It may contain other information as well.

D. The document shall be typewritten or printed or, if electronically transmitted, shall be in a format that can be retrieved or reproduced in typewritten or printed form. The typewritten or printed portion shall be in black. Photocopies, or other reproduced copies, of typewritten or printed documents may be filed. In every case, information in the document shall be legible and the document shall be capable of being reformatted and reproduced in copies of archival quality.

E. The document shall be in the English language. A limited liability company name need not be in English if written in English letters or Arabic or Roman numerals. The articles of organization, duly authenticated by the official having custody of the applicable records in the state or country under whose law the limited liability company is formed, which are required of foreign limited liability companies, need not be in English if accompanied by a reasonably authenticated English translation.

F. The document shall be signed in the name of the domestic or foreign limited liability company:

1. By any manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company;

2. If the limited liability company has not been formed, or has been formed without any managers or members and no members have been admitted, by an organizer;

3. In the case of a foreign limited liability company, by a person who is authorized to sign an amendment to the articles of organization or other constituent documents delivered for filing to the Secretary of State or other official having custody of limited liability company records in the state or other jurisdiction under whose law it is formed; or

4. If the limited liability company is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

G. The person executing the document shall sign it and state beneath or opposite his signature his name and the capacity in which he signs. Any signature may be a facsimile.

H. If, pursuant to any provision of this chapter, the Commission has prescribed a mandatory form for the document, the document shall be in or on the prescribed form.

I. The document shall be delivered to the Commission for filing and shall be accompanied by the required filing fee and any registration fee required by this chapter.

J. The Commission may accept the electronic filing of any information required or permitted to be filed by this chapter and may prescribe the methods of execution, recording, reproduction and certification of electronically filed information pursuant to § 59.1-496.

§ 13.1-1005. Fees.

A. The Commission shall charge and collect the following fees, *which are nonrefundable*:

1. ~~For filing~~ When any one of the following documents is delivered to the Commission for filing, the document shall be accompanied by a fee ~~shall be~~ of \$100:

a. Articles of organization or domestication.

b. An application for registration as a foreign limited liability company.

c. Articles of entity conversion to convert a ~~domestic corporation~~ to a limited liability company to a domestic business trust.

d. Articles of ~~domestication~~ entity conversion to convert a domestic partnership or limited

551 *partnership to a limited liability company.*

552 2. ~~For~~ When any one of the following documents is delivered to the Commission for filing ~~any one of~~
553 ~~the following~~, the document shall be accompanied by a fee ~~shall be~~ of \$25:

554 a. Articles of amendment.

555 b. Articles of cancellation.

556 c. Articles of correction referred to in § 13.1-1011.1, a copy of an amendment or correction referred
557 to in § 13.1-1055, or an amended application for registration referred to in § 13.1-1055, provided that an
558 amended application shall not require a separate fee when it is filed with a copy of an amendment or a
559 correction referred to in § 13.1-1055.

560 d. A copy of an instrument of merger of a foreign limited liability company referred to in
561 § 13.1-1060.

562 e. Articles of merger.

563 f. A copy of an instrument of entity conversion of a foreign limited liability company holding a
564 certificate of registration to transact business in the Commonwealth.

565 g. Articles of restatement.

566 h. Articles of organization surrender.

567 i. An application for *cancellation* of a certificate of ~~cancellation~~ registration of a foreign limited
568 liability company.

569 j. Articles of entity conversion to convert a limited liability company to a domestic corporation, in
570 addition to a charter fee ascertained in accordance with § 13.1-615.1.

571 3. ~~For~~ When any one of the following documents is delivered to the Commission for filing ~~any one of~~
572 ~~the following~~, the document shall be accompanied by a fee ~~shall be~~ of \$10:

573 a. An application to reserve or to renew the reservation of a name for use by a domestic or foreign
574 limited liability company.

575 b. A notice of the transfer of a name reserved for use by a domestic or a foreign limited liability
576 company.

577 4. ~~For issuing~~ A request to issue a certificate ~~pursuant to~~ under § 13.1-1067, shall be accompanied
578 by a fee of \$6 ~~for each certificate~~.

579 B. For the purposes of this section, a document not accepted for filing for which the required fee
580 was paid may be resubmitted for filing without an additional fee, provided that the resubmitted
581 document is received within one year from the date of payment.

582 **§ 13.1-1050.4. Reinstatement of a limited liability company that has ceased to exist.**

583 A. A limited liability company that has ceased to exist may apply to the Commission for
584 reinstatement within five years thereafter, unless the cancellation was by order of the Commission (i)
585 entered pursuant to subdivision A 1 of § 13.1-1050.3 or (ii) entered pursuant to § 13.1-1047 and the
586 circuit court's decree directing dissolution contains no provision for reinstatement of the existence of the
587 limited liability company.

588 B. To have its existence reinstated, a limited liability company shall provide the Commission with
589 the following:

590 1. An application for reinstatement, which may be in the form of a letter, that includes the
591 identification number issued by the Commission to the limited liability company;

592 2. A *nonrefundable* reinstatement fee of \$100;

593 3. All annual registration fees and penalties that were due before the limited liability company ceased
594 to exist and that would have been assessed or imposed to the date of reinstatement if the limited liability
595 company's existence had not been canceled;

596 4. If the name of the limited liability company does not comply with the provisions of § 13.1-1012 at
597 the time of reinstatement, articles of amendment to the articles of organization to change the limited
598 liability company's name to a name that satisfies the provisions of § 13.1-1012, with the fee required by
599 this chapter for the filing of articles of amendment; and

600 5. If the limited liability company's registered agent has filed a statement of resignation and a new
601 registered agent has not been appointed, a statement of change pursuant to § 13.1-1016.

602 C. If the limited liability company complies with the provisions of this section, the Commission shall
603 enter an order of reinstatement of existence. Upon entry of the order, the existence of the limited
604 liability company shall be deemed to have continued from the date of the cancellation as if cancellation
605 had never occurred, and any liability incurred by the limited liability company or a member, manager,
606 or other agent after the cancellation and before the reinstatement is determined as if cancellation of the
607 limited liability company's existence had never occurred.

608 **§ 13.1-1056.3. Reinstatement of a certificate of registration that has been canceled.**

609 A. A foreign limited liability company whose certificate of registration to transact business in the
610 Commonwealth has been canceled may be relieved of the cancellation and have its certificate of
611 registration reinstated by the Commission within five years of the date of cancellation unless the
612 certificate of registration was canceled by order of the Commission entered pursuant to subdivision A 1

of § 13.1-1056.2.

B. To have its certificate of registration reinstated, a foreign limited liability company shall provide the Commission with the following:

1. An application for reinstatement, which may be in the form of a letter, that includes the identification number issued by the Commission to the limited liability company;

2. A *nonrefundable* reinstatement fee of \$100;

3. All annual registration fees and penalties that were due before the certificate of registration was canceled and that would have been assessed or imposed to the date of reinstatement if the limited liability company had not had its certificate of registration canceled;

4. A duly authenticated copy of any amendments or corrections made to the articles of organization or other constituent documents of the foreign limited liability company and any mergers entered into by the foreign limited liability company from the date of cancellation of its certificate of registration to the date of its application for reinstatement, along with an amended application for registration if required for an amendment or a correction, and all fees required by this chapter for the filing of such instruments;

5. If the name of the foreign limited liability company does not comply with the provisions of § 13.1-1054 at the time of reinstatement, an amended application for registration to adopt a designated name for use in the Commonwealth that satisfies the requirements of § 13.1-1054, with the fee required by this chapter for the filing of an amended application for registration; and

6. If the foreign limited liability company's registered agent has filed a statement of resignation and a new registered agent has not been appointed, a statement of change pursuant to § 13.1-1016.

C. If the foreign limited liability company complies with the provisions of this section, the Commission shall enter an order of reinstatement, reinstating the foreign limited liability company's certificate of registration to transact business in the Commonwealth.

§ 13.1-1065. Payment of fees, fines, penalties, and interest prerequisite to Commission action; refunds.

A. The Commission shall not file or issue with respect to any domestic or foreign limited liability company any document or certificate specified in this chapter, except a statement of change pursuant to § 13.1-1016, a statement of resignation pursuant to § 13.1-1017, and a statement of change pursuant to § 13.1-1018.1, until all fees, fines, penalties, and interest assessed, imposed, charged, or to be collected by the Commission pursuant to this chapter or Title 12.1 have been paid by or on behalf of such limited liability company. Notwithstanding the foregoing, the Commission may file or issue any document or certificate with respect to a domestic or foreign limited liability company that has been assessed an annual registration fee if the document or certificate is filed or issued with an effective date that is on or before the due date of the limited liability company's annual registration fee payment in any year, provided that the Commission shall not issue a certificate of domestication with respect to a foreign limited liability company until the annual registration fee has been paid by or on behalf of that limited liability company.

B. The Commission shall have authority to certify to the Comptroller directing refund of any overpayment of a fee; ~~or of any fee collected for a document that is not accepted for filing,~~ at any time within one year from the date of its payment.

§ 13.1-1202. Filing requirements.

A. A document shall satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to be filed with the Commission.

B. The document shall be one that this chapter requires or permits to be filed with the Commission.

C. The document shall contain the information required by this chapter. It may also contain other information.

D. The document shall be typewritten or printed. The typewritten or printed portion shall be in black. Photocopies, or other reproduced copies, of typewritten or printed documents may be filed. In every case, information in the document shall be legible and the document shall be capable of being reformatted and reproduced in copies of archival quality.

E. The document shall be in the English language. A business trust name need not be in English if written in English letters or Arabic or Roman numerals. The articles of trust, duly authenticated by the official having custody of the applicable records in the state or other jurisdiction under whose law the business trust is formed, which are required of each foreign business trust, need not be in English if accompanied by a reasonably authenticated English translation.

F. The document shall be signed in the name of the domestic or foreign business trust:

1. By a trustee or by an officer of the business trust;

2. If the business trust has not been formed, by the person forming the business trust; or

3. If the business trust is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

674 G. The person executing the document shall sign it and state beneath or opposite his signature his
675 name and the capacity in which he executes the document. Any signature may be a facsimile.

676 H. If, pursuant to any provision of this chapter, the Commission has prescribed a mandatory form for
677 the document, the document shall be in or on the prescribed form.

678 I. The document shall be delivered to the Commission for filing and shall be accompanied by the
679 required filing fee and any registration fee required by this chapter.

680 J. The Commission may accept the electronic filing of any information required or permitted to be
681 filed by this chapter and may prescribe the methods of execution, recording, reproduction and
682 certification of electronically filed information.

683 **§ 13.1-1204. Fees.**

684 A. The Commission shall charge and collect the following fees, ~~except as provided in § 12.1-21.2~~
685 ~~which are nonrefundable:~~

686 1. ~~For filing~~ When any one of the following documents is delivered to the Commission for filing, the
687 ~~fee document~~ shall be accompanied by a fee of \$100:

688 a. Articles of trust, domestication, or entity conversion.

689 b. An application for registration as a foreign business trust.

690 ~~e. Articles of domestication.~~

691 ~~d. Articles of entity conversion.~~

692 2. ~~For~~ When any one of the following documents is delivered to the Commission for filing ~~any one of~~
693 ~~the following~~, the document shall be accompanied by a fee ~~shall be~~ of \$25:

694 a. Articles of amendment.

695 b. Articles of restatement.

696 c. Articles of cancellation.

697 d. Articles of correction referred to in § 13.1-1213, a copy of an amendment or a correction referred
698 to in § 13.1-1245, or an amended application for registration referred to in § 13.1-1245, provided that an
699 amended application shall not require a separate fee when it is filed with a copy of an amendment or a
700 correction referred to in § 13.1-1245.

701 e. A copy of an instrument of merger of a foreign business trust referred to in § 13.1-1250.

702 f. Articles of merger.

703 g. Articles of trust surrender.

704 h. A copy of an instrument of entity conversion of a foreign business trust holding a certificate of
705 registration to transact business in the Commonwealth.

706 i. An application for a ~~certificate of~~ cancellation of a *certificate of registration of a* foreign business
707 trust.

708 3. ~~For~~ When any one of the following documents is delivered to the Commission for filing ~~any one of~~
709 ~~the following~~, the document shall be accompanied by a fee ~~shall be~~ of \$10:

710 a. An application to reserve or to renew the reservation of a name for use by a domestic or foreign
711 business trust.

712 b. A notice of the transfer of a name reserved for use by a domestic or foreign business trust.

713 4. ~~For issuing~~ A request to issue a certificate pursuant to under § 13.1-1285, ~~the shall be~~
714 ~~accompanied by a fee shall be~~ of \$6.

715 B. For the purposes of this section, a document not accepted for filing for which the required fee
716 was paid may be resubmitted for filing without an additional fee, provided that the resubmitted
717 document is received within one year from the date of payment.

718 **§ 13.1-1239. Reinstatement of a business trust that has ceased to exist.**

719 A. A business trust that has ceased to exist may apply to the Commission for reinstatement within
720 five years thereafter, unless the cancellation was by order of the Commission (i) entered pursuant to
721 subdivision A 1 of § 13.1-1238.2 or (ii) entered pursuant to § 13.1-1235 and the circuit court's decree
722 directing dissolution contains no provision for reinstatement of the existence of the business trust.

723 B. To have its existence reinstated, a business trust shall provide the Commission with the following:

724 1. An application for reinstatement, which may be in the form of a letter, that includes the
725 identification number issued by the Commission to the business trust;

726 2. A *nonrefundable* reinstatement fee of \$100;

727 3. All annual registration fees and penalties that were due before the business trust ceased to exist
728 and that would have been assessed or imposed to the date of reinstatement if the business trust's
729 existence had not been canceled;

730 4. If the name of the business trust does not comply with the provisions of § 13.1-1214 at the time
731 of reinstatement, articles of amendment to the articles of trust to change the business trust's name to a
732 name that satisfies the provisions of § 13.1-1214, with the fee required by this chapter for the filing of
733 articles of amendment; and

734 5. If the business trust's registered agent has filed a statement of resignation and a new registered
735 agent has not been appointed, a statement of change pursuant to § 13.1-1221.

C. If the business trust complies with the provisions of this section, the Commission shall enter an order of reinstatement of existence. Upon entry of the order, the existence of the business trust shall be deemed to have continued from the date of the cancellation as if the cancellation had never occurred, and any liability incurred by the business trust or a beneficial owner, trustee or other agent after the cancellation and before the reinstatement is determined as if cancellation of the business trust's existence had never occurred.

§ 13.1-1246.3. Reinstatement of a certificate of registration that has been canceled.

A. A foreign business trust whose certificate of registration to transact business in the Commonwealth has been canceled may be relieved of the cancellation and have its certificate of registration reinstated by the Commission within five years of the date of cancellation unless the certificate of registration was canceled by order of the Commission entered pursuant to subdivision A 1 of § 13.1-1246.2.

B. To have its certificate of registration reinstated, a foreign business trust shall provide the Commission with the following:

1. An application for reinstatement, which may be in the form of a letter, that includes the identification number issued by the Commission to the business trust;

2. A *nonrefundable* reinstatement fee of \$100;

3. All annual registration fees and penalties that were due before the certificate of registration was canceled and that would have been assessed or imposed to the date of reinstatement if the business trust had not had its certificate of registration canceled;

4. A duly authenticated copy of any amendments or corrections made to the articles of trust or other constituent documents of the foreign business trust and any mergers entered into by the foreign business trust from the date of cancellation of its certificate of registration to the date of its application for reinstatement, with an amended application for registration if required for an amendment or a correction, and all fees required by this chapter for the filing of such instruments;

5. If the name of the foreign business trust does not comply with the provisions of § 13.1-1214 at the time of reinstatement, an amended application for registration to adopt a designated name for use in the Commonwealth that satisfies the requirements of § 13.1-1214, along with the fee required by this chapter for the filing of an amended application for registration; and

6. If the foreign business trust's registered agent has filed a statement of resignation and a new registered agent has not been appointed, a statement of change pursuant to § 13.1-1221.

C. If the foreign business trust complies with the provisions of this section, the Commission shall enter an order of reinstatement, reinstating the foreign business trust's certificate of registration to transact business in the Commonwealth.

§ 13.1-1255. Payment of fees, fines, penalties, and interest prerequisite to Commission action; refunds.

A. The Commission shall not file or issue with respect to any domestic or foreign business trust any document or certificate specified in this chapter, except a statement of change pursuant to § 13.1-1221 and a statement of resignation pursuant to § 13.1-1222, until all fees, fines, penalties, and interest assessed, imposed, charged, or to be collected by the Commission pursuant to this chapter or Title 12.1 have been paid by or on behalf of such business trust. Notwithstanding the foregoing, the Commission may file or issue any document or certificate with respect to a domestic or foreign business trust that has been assessed an annual registration fee if the document or certificate is filed or issued with an effective date that is on or before the due date of the business trust's annual registration fee payment in any year, provided that the Commission shall not issue a certificate of domestication with respect to a foreign business trust until the annual registration fee has been paid by or on behalf of that business trust.

B. The Commission shall have the authority to certify to the Comptroller directing refund of any overpayment of a fee; ~~or of any fee collected for a document that is not accepted for filing~~, at any time within one year from the date of its payment.

§ 50-73.17. Filing; fees; effective time and date.

A.1. One signed copy of the certificate of limited partnership, of any amended and restated certificate referred to in § 50-73.77, of any certificate of amendment or cancellation, of any restated certificate of limited partnership or of any articles of merger shall be delivered to the Commission for filing and shall be accompanied by the required ~~filing~~ fee.

2. Any document delivered to the Commission for filing shall be typewritten or printed in black. Photocopies, or other reproduced copies, of typewritten or printed certificates may be filed. In every case, information in the document shall be legible and the document shall be capable of being reformatted and reproduced in copies of archival quality.

3. The document shall be in the English language. A limited partnership name need not be in English if written in English letters or Arabic or Roman numerals. The certificate of limited partnership or

797 partnership agreement, duly authenticated by the official having custody of the applicable records in the
798 state or other jurisdiction under whose law the limited partnership is formed, which is required of
799 foreign limited partnerships, need not be in English if accompanied by a reasonably authenticated
800 English translation.

801 4. If, pursuant to any provision of this chapter, the Commission has prescribed a mandatory form for
802 the document, the document shall be in or on the prescribed form.

803 5. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his
804 authority as a prerequisite to filing. If the Commission finds that the certificate complies with the
805 provisions of this chapter, that it has been signed as required by this chapter, and that the required filing
806 fee has been paid, it shall file the certificate and admit it to record in its office.

807 6. The Commission may accept the electronic filing of any information required or permitted to be
808 filed by this chapter and may prescribe the methods of execution, recording, reproduction and
809 certification of electronically filed information pursuant to § 59.1-496.

810 B. The Commission shall charge and collect the following fees, ~~except as provided in § 12.1-21.2~~
811 ~~which are nonrefundable~~:

812 1. ~~For filing~~ When any one of the following documents is delivered to the Commission for filing, the
813 document shall be accompanied by a fee ~~shall be~~ of \$10:

814 a. An application to reserve or to renew the reservation of a name for use by a domestic or a foreign
815 limited partnership;

816 b. A notice of the transfer of a name reserved for the use by a domestic or a foreign limited
817 partnership; and

818 c. A certificate declaring withdrawal referred to in § 50-73.25.

819 2. ~~For filing~~ When any one of the following documents is delivered to the Commission for filing, the
820 document shall be accompanied by a fee ~~shall be~~ of \$100:

821 a. A certificate of limited partnership;

822 b. An application for registration as a foreign limited partnership; and

823 c. An amended and restated certificate of limited partnership referred to in § 50-73.77.

824 3. ~~For filing~~ When any one of the following documents is delivered to the Commission for filing, the
825 document shall be accompanied by a fee ~~shall be~~ of \$25:

826 a. A certificate of amendment;

827 b. A restated certificate of limited partnership;

828 c. A copy of an amendment or correction referred to in § 50-73.57, or an amended application
829 referred to in § 50-73.57, provided that an amended application shall not require a separate fee when it
830 is filed with a copy of an amendment or a correction referred to in § 50-73.57;

831 d. Articles of merger;

832 e. A copy of an instrument of merger of a foreign limited partnership holding a certificate of
833 registration to transact business in the Commonwealth;

834 f. A copy of an instrument of entity conversion of a foreign limited partnership holding a certificate
835 of registration to transact business in the Commonwealth;

836 g. A certificate of cancellation; and

837 h. An application for cancellation of a certificate of registration of a foreign limited partnership.

838 4. ~~For issuing~~ A request to issue a certificate pursuant to under § 50-73.76:1; the shall be
839 accompanied by a fee ~~shall be~~ of \$6.

840 C. 1. A certificate filed with or issued by the Commission pursuant to the provisions of this chapter
841 is effective at the time such certificate is filed or issued unless the certificate or articles to which the
842 certificate relates are filed on behalf of a limited partnership and state that they shall become effective at
843 a later time and date. In that event, the certificate shall become effective at the earlier of the time and
844 date so specified or 11:59 p.m. on the fifteenth day after the date on which the certificate is filed with
845 or issued by the Commission. Any other document filed with the Commission shall be effective when
846 accepted for filing unless otherwise provided for in this chapter.

847 2. Notwithstanding subdivision 1, as to any certificate that has a delayed effective time and date if,
848 prior to the effective time and date, a party to which the certificate relates files a request for cancellation
849 with the Commission, the Commission shall cancel the certificate and it shall not become effective.

850 3. Notwithstanding subdivision 1, for purposes of §§ 50-73.2 and 50-73.56, any certificate that has a
851 delayed effective date shall be deemed to be effective when the certificate is filed or, in the case of a
852 certificate of merger, issued.

853 D. Notwithstanding any other provision of law to the contrary, the Commission shall have the power
854 to act upon a petition filed by a limited partnership at any time to correct Commission records so as to
855 eliminate the effects of clerical errors and of filings made by a person without authority to act for the
856 limited partnership.

857 E. For the purposes of this section, a document not accepted for filing for which the required fee
858 was paid may be resubmitted for filing without an additional fee, provided that the resubmitted

document is received within one year from the date of payment.

§ 50-73.52:7. Reinstatement of a limited partnership that has ceased to exist.

A. A limited partnership that has ceased to exist may apply to the Commission for reinstatement within five years thereafter, unless the cancellation was by order of the Commission (i) entered pursuant to subdivision A 1 of § 50-73.52:6 or (ii) entered pursuant to § 50-73.50 and the circuit court's decree directing dissolution contains no provision for reinstatement of the existence of the limited partnership.

B. To have the certificate of limited partnership reinstated, a limited partnership shall provide the Commission with the following:

1. An application for reinstatement signed by a general partner of the limited partnership or, if there are no general partners, a limited partner, which may be in the form of a letter;

2. A *nonrefundable* reinstatement fee of \$100;

3. All annual registration fees required by § 50-73.67 and penalties that were due before the certificate of limited partnership was canceled and that would have been assessed or imposed to the date of reinstatement if the limited partnership's certificate of limited partnership had not been canceled;

4. If the name of the limited partnership does not comply with the provisions of § 50-73.2 at the time of reinstatement, an amendment to the certificate of limited partnership to change the limited partnership's name to a name that satisfies the provisions of § 50-73.2, with the fee required by this chapter for the filing of an amendment to the certificate of limited partnership; and

5. If the limited partnership's registered agent has filed a statement of resignation and a new registered agent has not been appointed, a statement of change pursuant to § 50-73.5.

C. If the limited partnership complies with the provisions of this section, the Commission shall enter an order of reinstatement of existence. Upon entry of the order, the existence of the limited partnership shall be deemed to have continued from the date of the cancellation as if cancellation had never occurred, and any liability incurred by the limited partnership or a partner or other agent after the cancellation and before the reinstatement is determined as if cancellation of the limited partnership's existence had never occurred.

§ 50-73.58:3. Reinstatement of a certificate of registration that has been canceled.

A. A foreign limited partnership whose certificate of registration to transact business in the Commonwealth has been canceled may apply to the Commission for reinstatement within five years thereafter unless the cancellation was by order of the Commission entered pursuant to subdivision A 1 of § 50-73.58:2.

B. To have its certificate of registration reinstated, a foreign limited partnership shall provide the Commission with the following:

1. An application for reinstatement signed by a general partner of the foreign limited partnership, or, if there are no general partners, a limited partner, which may be in the form of a letter;

2. A *nonrefundable* reinstatement fee of \$100;

3. All annual registration fees required by § 50-73.67 and penalties that were due before the certificate of registration was canceled and that would have been assessed or imposed to the date of reinstatement if the limited partnership's certificate of registration had not been canceled;

4. A duly authenticated copy of any amendments or corrections made to the certificate of limited partnership or other constituent document of the foreign limited partnership and any mergers entered into by the foreign limited partnership from the date of cancellation of its certificate of registration to the date of its application for reinstatement, with an amended application for registration if required for an amendment or a correction, and all fees required by this chapter for the filing of such instruments;

5. If the name of the foreign limited partnership does not comply with the provisions of § 50-73.56 at the time of reinstatement, an amended application for registration to adopt a designated name for use in the Commonwealth that satisfies the requirements of § 50-73.56, with the fee required by this chapter for the filing of an amended application for registration; and

6. If the foreign limited partnership's registered agent has filed a statement of resignation and a new registered agent has not been appointed, a statement of change pursuant to § 50-73.5.

C. If the foreign limited partnership complies with the provisions of this section, the Commission shall enter an order of reinstatement, reinstating the foreign limited partnership's certificate of registration to transact business in the Commonwealth.

§ 50-73.70. Payment of fees, fines, penalties, and interest prerequisite to Commission action; refunds.

A. The Commission shall not file or issue with respect to any domestic or foreign limited partnership any document or certificate specified in this chapter, except a statement of change pursuant to § 50-73.5 and a statement of resignation pursuant to § 50-73.6, until all fees, fines, penalties, and interest assessed, imposed, charged, or to be collected by the Commission pursuant to this chapter or Title 12.1 have been paid by or on behalf of such limited partnership. Notwithstanding the foregoing, the Commission may file or issue any document or certificate with respect to a domestic or foreign limited partnership that

has been assessed an annual registration fee if the document or certificate is filed or issued with an effective date that is on or before the due date of the limited partnership's annual registration fee payment in any year.

B. The Commission shall have authority to certify to the Comptroller directing refund of any overpayment of a fee, ~~or of any fee collected for a document that is not accepted for filing~~, at any time within one year from the date of its payment.

§ 50-73.83. Execution, filing, and recording of statements; fees and refunds; penalty.

A. A statement may be filed with the Commission. A duly authenticated copy of a statement that is filed in an office in another state may be filed with the Commission. Either filing has the effect provided in this chapter with respect to partnership property located in or transactions that occur in the Commonwealth.

B. A duly authenticated copy of a statement that has been filed with the Commission and recorded in the office for recording transfers of real property has the effect provided for recorded statements in this chapter. A recorded statement that is not a duly authenticated copy of a statement filed with the Commission does not have the effect provided for recorded statements in this chapter.

C. A statement filed by a partnership shall be executed by at least two partners, except as provided in subdivision A 1 of § 50-73.78. Other statements shall be executed by a partner or other person authorized by this chapter. The person executing a statement shall sign it and state beneath or opposite his signature his name and the capacity in which he executes the document. Any person may execute a statement by an attorney-in-fact. It shall be unlawful for any person to sign a document he knows is false in any material respect with intent that the document be delivered to the Commission for filing, and any person who violates this provision shall be guilty of a Class 1 misdemeanor.

D. A person authorized by this chapter to file a statement may:

1. Amend or cancel the statement by filing an amendment or cancellation that names the partnership, states the identification number issued by the Commission to the partnership, identifies the statement, and states the substance of the amendment or cancellation; and

2. Renew a statement of partnership authority by filing during the 90-day period preceding the date of the statement's cancellation by operation of law, a renewal of a statement of partnership authority that names the partnership, states the identification number issued by the Commission to the partnership, states the partnership's desire to renew the statement of partnership authority, and states that all of the information set forth in the statement of partnership authority is true and correct as of the execution date of the renewal.

E. A person who files a statement pursuant to this section shall promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. Failure to send a copy of a statement to a partner or other person does not limit the effectiveness of the statement as to a person not a partner.

F. The fees paid into the state treasury under this section shall be set aside and paid into the special fund created under § 13.1-775.1, subject to that section. The Commission shall have the authority to certify to the Comptroller directing refund of any overpayment of a fee ~~or of any fee collected for a document that is not accepted for filing~~, at any time within one year from the date of its payment. The Commission shall charge and collect the following fees, *which are nonrefundable*:

1. *The fee shall be \$100 for filing. When any one of the following documents is delivered to the Commission for filing, the document shall be accompanied by a fee of \$100:*

- a. A statement of registration as a registered limited liability partnership; or
- b. A statement of registration as a foreign registered limited liability partnership.

2. *The fee shall be \$50 for filing. When an annual continuation report pursuant to under § 50-73.134 is delivered to the Commission for filing, the document shall be accompanied by a fee of \$50.*

3. *The fee shall be \$25 for filing. When any one of the following documents is delivered to the Commission for filing, the document shall be accompanied by a fee of \$25:*

- a. An amendment to a statement of registration as a registered limited liability partnership;
- b. An amendment to a statement of registration as a foreign registered limited liability partnership; or
- c. A statement of partnership authority or any other statement or an amendment thereto or cancellation thereof, or a renewal of a statement of partnership authority.

4. ~~For issuing A request to issue a certificate pursuant to under § 50-73.150, the shall be accompanied by a fee shall be of \$6.~~

The court responsible for recording transfers of real property may collect a fee for recording a statement.

G. The Commission may provide forms for statements and reports.

H. Any statement filed with the Commission under this chapter shall be typewritten or printed. The typewritten or printed portion shall be in black. Photocopies, or other reproduced copies, of typewritten or printed statements may be filed. In every case, information in the statement shall be legible and the document shall be capable of being reformatted and reproduced in copies of archival quality. The

statement shall be in the English language. A partnership name need not be in English if written in English letters or Arabic or Roman numerals. Any signature on a statement may be a facsimile.

I. The Commission may accept the electronic filing of any information required or permitted to be filed under this chapter and may prescribe the methods of execution, recording, reproduction and certification of electronically filed information pursuant to § 59.1-496.

J. A statement shall be effective at the time of the filing of the statement with the Commission as set forth in this section unless the statement states that it shall become effective at a later time and date specified in the statement. In that event, the statement shall become effective at the earlier of the time and date so specified or 11:59 p.m. on the fifteenth day after the date on which the statement is filed with the Commission.

K. Notwithstanding the terms of subsection J, any statement that has a delayed effective time and date shall not become effective if, prior to the effective time and date, the parties to which the statement relates file a written notice of abandonment with the Commission.

L. For the purposes of this section, a document not accepted for filing for which the required fee was paid may be resubmitted for filing without an additional fee, provided that the resubmitted document is received within one year from the date of payment.

§ 50-73.134. Registered limited liability partnership annual continuation reports; automatic cancellation of registration; restoration of status.

A. On or before July 1 of each year after the calendar year in which it became registered under § 50-73.132, each registered limited liability partnership and each foreign registered limited liability partnership authorized to transact business in this Commonwealth shall file an annual continuation report with the Commission setting forth the name of the partnership, the partnership's current principal office address and, if a foreign registered limited liability partnership, the jurisdiction in which it is registered as a registered limited liability partnership. If the report appears to be incomplete or inaccurate, the Commission shall return it for correction or explanation. Otherwise, it shall be deemed filed in the office of the clerk of the Commission. The report shall be made on forms furnished by the Commission and shall be forwarded by the clerk of the Commission, before June 1, to each registered limited liability partnership.

B. The information required shall be given as of the date of the execution of the report, and it shall be executed by a partner in the registered limited liability partnership or foreign registered limited liability partnership or, if a receiver or trustee has been appointed for the partnership, by the receiver or trustee on behalf of the registered limited liability partnership or foreign registered limited liability partnership. The report shall be accompanied by the fee prescribed in subdivision F 2 of § 50-73.83.

C. If any registered limited liability partnership or foreign registered limited liability partnership fails to pay the fee or file any report required by this section on or before September 1 of the year due, the Commission shall mail notice to the partnership of the impending cancellation of its registration. Whether or not such notice is mailed, if the partnership fails to file the report or pay the fee on or before November 1 of the year it is due, the registration of the partnership shall be automatically canceled and the partnership shall automatically cease to be a registered limited liability partnership or foreign registered limited liability partnership as of November 1, but shall continue to be a partnership or limited partnership, as the case may be, under this title.

D. Any partnership formed under the laws of the Commonwealth that has ceased to be a registered limited liability partnership under subsection C shall not be considered to have dissolved as a result of ceasing to be a registered limited liability partnership.

E. A registered limited liability partnership or foreign registered limited liability partnership that has ceased to be a registered limited liability partnership or a foreign registered limited liability partnership under subsection C, subsection F of § 50-73.135, § 50-73.137, 50-73.137:1, or 50-73.139, as the case may be, may apply to the Commission to have its status as a registered limited liability partnership or foreign registered limited liability partnership restored within five years of the date on which its status was canceled. To have its status restored, a registered limited liability partnership or foreign registered limited liability partnership shall provide the Commission with the following:

1. An application for restoration signed by a partner of a partnership or a general partner of a limited partnership, as the case may be;

2. A *nonrefundable* restoration fee of \$100;

3. An annual continuation report and payment of the fee due upon filing the annual continuation report for the year in which restoration is sought, unless the report previously was filed;

4. All fees that were due before its status as a registered limited liability partnership or foreign registered limited liability partnership was canceled and that would have become due thereafter for the filing of its annual continuation reports if its status had not been canceled;

5. Any amendment to its statement of registration with the Commission as required by subsection D of § 50-73.136; and

1043 6. If the registered limited liability partnership's or foreign registered limited liability partnership's
1044 registered agent has filed a certificate of resignation and a new registered agent has not been appointed,
1045 a certificate of change pursuant to § 50-73.135.

1046 F. The automatic cancellation of a foreign registered limited liability partnership's registration
1047 constitutes the appointment of the clerk of the Commission as the foreign registered limited liability
1048 partnership's agent for service of process in any proceeding based on a cause of action arising during the
1049 time the foreign registered limited liability partnership was registered to transact business in the
1050 Commonwealth. Service of process on the clerk of the Commission under this subsection is service on
1051 the foreign registered limited liability partnership and shall be made on the clerk in accordance with
1052 § 12.1-19.1.

1053 G. Cancellation of a foreign registered limited liability partnership's registration does not terminate
1054 the authority of the registered agent of the foreign registered limited liability partnership.

1055 H. A registered limited liability partnership or foreign registered limited liability partnership that has
1056 ceased to be a registered limited liability partnership or foreign registered limited liability partnership
1057 under this section, subsection F of § 50-73.135, § 50-73.137, 50-73.137:1, or 50-73.139 that restores its
1058 status as a registered limited liability partnership or foreign registered limited liability partnership shall
1059 be deemed not to have lost its status as a registered limited liability partnership or foreign registered
1060 limited liability partnership under this article.

1061 I. The Commission shall not file with respect to any domestic or foreign registered limited liability
1062 partnership any statement referred to in this chapter until all annual continuation reports required to be
1063 filed with the Commission under this article have been filed.