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## HOUSE BILL NO. 1827

Offered January 19, 1995

A *BILL to amend and reenact §§ 13.1-632 and 13.1-831 of the Code of Virginia, relating to corporations; registered names of foreign corporations.*

Patrons—Parrish, Forbes, Hargrove, Heilig, Morgan, Shuler, Tata and Watkins; Senators: Colgan and Norment

Referred to Committee on Corporations, Insurance and Banking

**Be it enacted by the General Assembly of Virginia:**

**1. That §§ 13.1-632 and 13.1-831 of the Code of Virginia are amended and reenacted as follows:**

§ 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 registration fee in the amount of ~~two dollars for each month, or fraction of a month, between the date of filing such application and December 31 of the calendar year in which such application is filed~~ twenty dollars. *Except as provided in subsection E of this section, 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. ~~Such registration shall expire at the end of the calendar year in which it became effective.~~

D. A foreign corporation whose registration is effective may renew it for the succeeding year by filing with the Commission ~~between October 1 and December 31, during the sixty-day period preceding the date of expiration of the registration,~~ a renewal application, which complies with the requirements of subsection B of this section, and paying a renewal fee of twenty dollars. The renewal application is effective when filed in accordance with this section and ~~renews the registration for the following calendar year,~~ *except as provided in subsection E of this section, 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 this Commonwealth under that 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 this Commonwealth. The registration terminates when the domestic corporation is incorporated or the foreign corporation obtains a certificate of authority to transact business in this Commonwealth or consents to the authorization of another foreign corporation to transact business in this Commonwealth under the registered name.

F. A foreign corporation which 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 fee of ten dollars.

§ 13.1-831. Registered name.

A. A foreign corporation may register its corporate name, or its corporate name with any addition required by § 13.1-919, 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 additions required by § 13.1-919, by:

1. Filing with the Commission (i) an application setting forth the name of the corporation, or its corporate name with any addition required by § 13.1-919, 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

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60 to corporations; and

61 2. Paying to the Commission a registration fee of ~~two dollars for each month, or fraction thereof,~~  
62 ~~between the date of filing such application and December 31 of the calendar year in which such~~  
63 ~~application is filed twenty dollars. Except as provided in subsection E of this section, registration is~~  
64 ~~effective for one year after the date an application is filed.~~

65 C. If the Commission finds that the corporate name applied for is available, it shall register the name  
66 for the applicant's exclusive use. ~~The registration shall expire at the end of the calendar year in which it~~  
67 ~~became effective.~~

68 D. A foreign corporation whose registration is effective may renew it for the succeeding year by  
69 filing with the Commission ~~between October 1 and December 31~~, *during the sixty-day period preceding*  
70 *the date of expiration of the registration*, a renewal application which complies with subsection B of this  
71 section, and by paying a renewal fee of twenty dollars. The renewal application becomes effective when  
72 filed in accordance with this section and ~~renews the registration for the following calendar year., except~~  
73 *as provided in subsection E of this section, renews the registration for one year after the date the*  
74 *registration would have expired if such subsequent renewal of the registration had not occurred.*

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

82 F. A foreign corporation which has in effect a registration of its corporate name may release such  
83 name by filing a notice of release of a registered name with the Commission and by paying a fee of ten  
84 dollars.