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SENATE BILL NO. 817

Offered January 18, 1995

A BILL to amend and reenact §§ 13.1-604, 13.1-804, 13.1-1003 and 50-73.17 of the Code of Virginia, relating to filing requirements for documents of certain companies.

Patron—Norment

Referred to the Committee on Commerce and Labor

Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-604, 13.1-804, 13.1-1003 and 50-73.17 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. The typewritten or printed portion shall be in black. ~~Manually signed photocopies~~ 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 executed in the name of the corporation:

1. By the chairman or any vice-chairman of the board of directors, the president, *or any vice-president, the treasurer, the secretary or any assistant secretary* 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. ~~Notwithstanding subsection F of this section, any~~ Any annual report required to be filed by § 13.1-775 ~~may~~ shall be executed in the name of the corporation by ~~any~~ an officer or director listed in ~~such~~ the report.

H. 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.* The document may but need not contain the corporate seal; an attestation by the secretary or an assistant secretary; and an ~~acknowledgement~~ acknowledgment, verification, or proof.

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 or by § 13.1-775.1.

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.*

§ 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 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. The typewritten or printed portion shall be in black. ~~Manually signed photocopies~~ 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.*

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

65 F. The document shall be executed in the name of the corporation:

66 1. By the chairman or any vice-chairman of the board of directors, or the president, *or any*
67 ~~vice-president, the treasurer, the secretary or any assistant secretary~~ *other of its officers authorized to act*
68 *on behalf of the corporation;*

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

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

72 G. ~~Notwithstanding subsection F of this section, any~~ Any annual report required to be filed by
73 § 13.1-936 ~~may~~ shall be executed in the name of the corporation by ~~any~~ an officer or director listed in
74 ~~such~~ the report.

75 H. The person executing the document shall sign it and state beneath or opposite his signature his
76 name and the capacity in which he signs. *Any signature may be a facsimile.* The document may but
77 need not contain:

78 1. The corporate seal;

79 2. An attestation by the secretary or an assistant secretary;

80 3. An ~~acknowledgment~~ *acknowledgment*, verification, or proof.

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

83 J. The document shall be delivered to the Commission for filing and shall be accompanied by the
84 required filing fee, and any charter or entrance fee or registration fee required by this chapter or by Title
85 ~~58.1~~ § 13.1-936.1.

86 K. *The Commission may accept the electronic filing of any information required or permitted to be*
87 *filed by this chapter and may prescribe the methods of execution, recording, reproduction and*
88 *certification of electronically filed information.*

89 § 13.1-1003. Filing requirements.

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

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

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

95 D. The document shall be typewritten or printed. The typewritten or printed portion shall be in black.
96 ~~Manually signed photocopies~~ *Photocopies*, or other reproduced copies, of typewritten or printed
97 documents may be filed. *In every case, information in the document shall be legible and the document*
98 *shall be capable of being reformatted and reproduced in copies of archival quality.*

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

104 F. The document shall be executed in the name of the limited liability company:

105 1. By any manager, or if no managers have been selected, by any member of the limited liability
106 company;

107 2. If the limited liability company has not been formed, by the person forming the limited liability
108 company; or

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

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

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

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

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

120 § 50-73.17. Filing; fees.

121 A. One signed copy of the certificate of limited partnership, 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. One signed copy of any amended and restated certificate referred to in § 50-73.77 plus one photocopy for each circuit court where the certificate of limited partnership was originally filed shall be delivered to the Commission for filing and shall be accompanied by the required filing fee. The certificate shall be in the English language and shall be typewritten or printed in black ink. ~~Manually signed photocopies~~ 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.*

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. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his authority as a prerequisite to filing. If the Commission finds that the certificate complies with the provisions of this chapter, that it has been signed as required by this chapter, and that the required filing fee has been paid, it shall endorse on the certificate the word "Filed" and the day, month and year of the filing thereof and admit the certificate to record in its office. *A signature on any document filed under this chapter may be a facsimile.*

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.

B. Upon the filing with the Commission of a certificate of amendment, the certificate of limited partnership shall be amended as set forth therein, and upon the effective date of a certificate of cancellation the certificate of limited partnership is canceled.

C. The Commission shall charge and collect the following fees:

1. For filing any one of the following, the fee shall be ten dollars:

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

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

c. A certificate of cancellation with respect to either a domestic or a foreign limited partnership;

d. A certificate declaring withdrawal referred to in § 50-73.25;

e. A certificate of correction referred to in § 50-73.57;

f. A statement of change of registered agent or the address of the registered agent;

g. An instrument of merger referred to in § 50-73.57:2.

2. For filing any one of the following, the fee shall be \$100:

a. A certificate of limited partnership referred to in § 50-73.11 or § 50-73.11:1;

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

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

3. For filing any one of the following, the fee shall be fifty dollars:

a. A certificate of amendment or a short form of such certificate;

b. A restated certificate of limited partnership.

4. For filing articles of merger referred to in § 50-73.48:3, the fee shall be twenty-five dollars.

5. For issuing a certificate pursuant to § 50-37.3, the fee shall be six dollars.