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## HOUSE BILL NO. 498

Offered January 18, 1996

A BILL to amend and reenact §§ 13.1-633, 13.1-832, 13.1-1067 and 50-37.3 of the Code of Virginia, relating to corporations, partnerships and limited liability companies; name change; title records and fees.

Patron—Woodrum

Referred to Committee on Corporations, Insurance and Banking

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

1. That §§ 13.1-633, 13.1-832, 13.1-1067 and 50-37.3 of the Code of Virginia are amended and reenacted as follows:

§ 13.1-633. Property title records.

Whenever by merger or amendment to the articles of incorporation the name of any domestic or foreign corporation is changed or another domestic or foreign corporation succeeds to the ownership of its property, a certificate reciting such change or succession shall be issued by the clerk of the Commission upon request and such certificate may be admitted to record in *the deed books, in accordance with § 17-60, of any recording office within the jurisdiction of which any property of the corporation is located in order to maintain the continuity of title records upon paying the a fee of ten dollars to the clerk of the court, but no tax shall be due thereon.* If such corporation is not a domestic corporation or a foreign corporation authorized to do business in this Commonwealth, a similar certificate by any competent authority of the state of incorporation, may be admitted to record in *the deed books, in accordance with § 17-60, of any recording office within the jurisdiction of which any property of the corporation is located in order to maintain the continuity of title records upon paying the a fee of ten dollars to the clerk of the court, but no tax shall be due thereon.*

§ 13.1-832. Property title records.

Whenever by merger or amendment to the articles of incorporation the name of any domestic or foreign corporation is changed or another domestic or foreign corporation succeeds to the ownership of its property, a certificate reciting such change or succession shall be issued by the clerk of the Commission upon request and such certificate, or if such corporation is not a domestic corporation or a foreign corporation authorized to transact business in this Commonwealth, a similar certificate by any competent authority of the state of incorporation, may be admitted to record in *the deed books, in accordance with § 17-60, of any recording office within the jurisdiction of which any property of the corporation is located in order to maintain the continuity of title records upon paying the a fee of ten dollars to the clerk of the court, but no tax shall be due thereon.*

§ 13.1-1067. Property title records.

A. Whenever by (i) amendment to the articles of organization pursuant to § 13.1-1014, (ii) certificate of correction of the application for registration of a foreign limited liability company pursuant to § 13.1-1055, or (iii) conversion of a general partnership or limited partnership to a limited liability company pursuant to § 13.1-1010.1, the name of any domestic or foreign limited liability company is changed or a general or limited partnership is converted to limited liability company form, the clerk of the Commission, upon request, shall issue a certificate that recites the change of name or conversion. The certificate may be admitted to record in *the deed books, in accordance with § 17-60, of any court's office within the jurisdiction of which any property of the limited liability company is located in order to maintain the continuity of title records. The person filing the certificate shall pay the a fee of ten dollars to the clerk of the court, but no tax shall be due thereon.*

B. Whenever by merger of a domestic or foreign limited liability company with one or more domestic or foreign limited liability companies, limited partnerships or corporations pursuant to Article 13 (§ 13.1-1070 et seq.) of Chapter 12 of this title or to the laws of a foreign jurisdiction, a domestic or foreign limited liability company succeeds to the ownership of or any interest in real estate, and when such domestic or foreign limited liability company furnishes the Commission with a certificate of merger issued by the Commission or a similar certificate issued by any competent authority of the jurisdiction under which any such foreign limited liability company is organized, the clerk of the Commission, upon request, shall issue a certificate that recites the succession to ownership of or interest in real estate. The certificate may be admitted to record in *the deed books, in accordance with § 17-60, of any recording office within the jurisdiction of which any property of the limited liability company is located in order to maintain the continuity of title records. The person filing the certificate shall pay the a fee of ten dollars to the clerk of the court, but no tax shall be due thereon.*

INTRODUCED

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60 § 50-37.3. Property title records of certain limited partnerships.

61 A. Whenever by (i) amendment to the certificate of limited partnership pursuant to § 50-73.12, (ii)  
62 certificate of correction of the application for registration of a foreign limited partnership pursuant to  
63 § 50-73.57 or (iii) conversion of a general partnership to limited partnership form pursuant to  
64 § 50-73.11:1, the name of any domestic or foreign limited partnership is changed, or a general  
65 partnership is converted to limited partnership form, the Clerk of the Commission, upon request, shall  
66 issue a certificate which recites such change of name or conversion. Such certificate may be admitted to  
67 record in *the deed books, in accordance with § 17-60, of* any court's recording office within the  
68 jurisdiction of which any real estate of the limited partnership is located in order to maintain the  
69 continuity of title records. The person filing such certificate shall pay ~~the~~ a fee of *ten dollars* to the  
70 clerk of the court, but no tax shall be due thereon.

71 B. Whenever by merger of a domestic or foreign limited partnership with one or more domestic or  
72 foreign limited partnerships or limited liability companies or foreign corporations pursuant to Article 7.1  
73 (§ 50-73.48:1 et seq.) of Chapter 2.1 of this title or to the laws of a foreign jurisdiction a domestic or  
74 foreign limited partnership succeeds to the ownership of or any interest in real estate, and when such  
75 domestic or foreign limited partnership furnishes the Commission with a certificate of merger issued by  
76 the Commission or a similar certificate issued by any competent authority of the jurisdiction under  
77 which any such foreign limited partnership is formed, the Clerk of the Commission, upon request, shall  
78 issue a certificate which recites such succession to ownership of or interest in real estate. The certificate  
79 may be admitted to record in *the deed books, in accordance with § 17-60, of* any court's recording office  
80 within the jurisdiction of which any such real estate of the limited partnership is located in order to  
81 maintain the continuity of title records. The person filing such certificate shall pay ~~the~~ a fee of *ten*  
82 *dollars* to the clerk of the court, but no tax shall be due thereon.