

# VIRGINIA ACTS OF ASSEMBLY -- 2004 SESSION

## CHAPTER 314

*An Act to amend and reenact §§ 13.1-1011 and 13.1-1015 of the Code of Virginia, relating to limited liability companies; registered agents.*

[H 1183]

Approved March 31, 2004

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

**1. That §§ 13.1-1011 and 13.1-1015 of the Code of Virginia are amended and reenacted as follows:**

§ 13.1-1011. Articles of organization.

A. The articles of organization shall set forth:

1. A name for the limited liability company that satisfies the requirements of § 13.1-1012;

2. The ~~post-office~~ *post office* address, including the street and number, if any, of the limited liability company's initial registered office, the name of the city or county in which it is located, the name of its initial registered agent at that office, and that the agent is either (i) an individual who is a resident of Virginia and either a member or manager of the limited liability company, *a member or manager of a limited liability company that is a member or manager of the limited liability company*, an officer or director of a corporation that is a member or manager of the limited liability company, a general partner of a general or limited partnership that is a member or manager of the limited liability company, a trustee of a trust that is a member or manager of the limited liability company, or a member of the Virginia State Bar or (ii) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in ~~this~~ *the* Commonwealth; and

3. The ~~post-office~~ *post office* address, including the street and number, if any, of the principal office of the limited liability company, which may be the same as the registered office, but need not be within ~~this~~ *the* Commonwealth.

B. The articles of organization may set forth any other matter that under this chapter is permitted to be set forth in an operating agreement of a limited liability company.

C. The articles of organization need not set forth any of the powers enumerated in this chapter.

§ 13.1-1015. Registered office and registered agent.

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

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

2. A registered agent who shall be either:

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

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

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