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HOUSE BILL NO. 819

Offered January 13, 2010

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A BILL to amend and reenact §§ 13.1-603, 13.1-803, 13.1-1002, and 13.1-1201 of the Code of Virginia, relating to service of process on business entities.

Patron—Surovell

Referred to Committee for Courts of Justice

Be it enacted by the General Assembly of Virginia:

1. That §§ 13.1-603, 13.1-803, 13.1-1002, and 13.1-1201 of the Code of Virginia are amended and reenacted as follows:

§ 13.1-603. Definitions.

In this chapter:

"Articles of incorporation" means all documents constituting, at any particular time, the charter of a corporation. It includes the original charter issued by the General Assembly, a court or the Commission and all amendments including certificates of consolidation, serial designation, reduction, correction, and merger, except for a certificate of merger with a subsidiary pursuant to § 13.1-719 that does not include an amendment to the survivor's articles of incorporation. It excludes articles of share exchange filed by an acquiring corporation. When the articles of incorporation have been restated pursuant to any articles of restatement, amendment, domestication, or merger, it includes only the restated articles of incorporation, including any articles of serial designation, without the accompanying articles of restatement, amendment, domestication, or merger.

"Authorized shares" means the shares of all classes a domestic or foreign corporation is authorized to issue.

"Certificate," when relating to articles filed with the Commission, means the order of the Commission that makes the articles effective, together with the articles.

"Commission" means the State Corporation Commission of Virginia.

"Conspicuous" means so written that a reasonable person against whom the writing is to operate should have noticed it. For example, printing in italics or boldface or contrasting color, or typing in capitals or underlined, is conspicuous.

"Corporation" or "domestic corporation" means a corporation authorized by law to issue shares, irrespective of the nature of the business to be transacted, organized under this chapter or existing pursuant to the laws of the Commonwealth on January 1, 1986, or which, by virtue of articles of incorporation, amendment, or merger, has become a domestic corporation of the Commonwealth, even though also being a corporation organized under laws other than the laws of the Commonwealth, or which has become a domestic corporation of the Commonwealth pursuant to Article 12.1 (§ 13.1-722.2 et seq.) or Article 12.2 (§ 13.1-722.8 et seq.) of this chapter.

"Deliver" or "delivery" means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission.

"Derivative proceeding" means a civil suit in the right of a domestic corporation or, to the extent provided in Article 8.1 (§ 13.1-672.1 et seq.) of Chapter 9 of this title, a foreign corporation.

"Disinterested director" means, except with respect to Article 14 (§ 13.1-725 et seq.) of this chapter, a director who, at the time action is to be taken under § 13.1-672.4, 13.1-691, 13.1-699 or 13.1-701, does not have (i) a financial interest in a matter that is the subject of such action or (ii) a familial, financial, professional, employment or other relationship with a person who has a financial interest in the matter, either of which would reasonably be expected to affect adversely the objectivity of the director when participating in the action, and if the action is to be taken under § 13.1-699 or 13.1-701, is also not a party to the proceeding. The presence of one or more of the following circumstances shall not by itself prevent a person from being a disinterested director: (i) nomination or election of the director to the current board by any person, acting alone or participating with others, who is so interested in the matter; (ii) service as a director of another corporation of which an interested person is also a director; or (iii) at the time action is to be taken under § 13.1-672.4, status as a named defendant, as a director against whom action is demanded, or as a director who approved the act being challenged.

"Distribution" means a direct or indirect transfer of money or other property, except its own shares, or incurrence of indebtedness by a corporation to or for the benefit of its shareholders in respect of any of its shares. A distribution may be in the form of a declaration or payment of a dividend; a purchase, redemption, or other acquisition of shares; a distribution of indebtedness of the corporation; or

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59 otherwise. Distribution does not include acquisition by a corporation of its shares from the estate or
60 personal representative of a deceased shareholder, or any other shareholder, but only to the extent the
61 acquisition is effected using the proceeds of insurance on the life of such deceased shareholder and the
62 board of directors approved the policy and the terms of the redemption prior to the shareholder's death.

63 "Domestic business trust" has the same meaning as specified in § 13.1-1201.

64 "Domestic limited liability company" has the same meaning as specified in § 13.1-1002.

65 "Domestic limited partnership" has the same meaning as specified in § 50-73.1.

66 "Domestic nonstock corporation" has the same meaning as "domestic corporation" as specified in
67 § 13.1-803.

68 "Domestic partnership" means an association of two or more persons to carry on as co-owners a
69 business for profit formed under § 50-73.88, or predecessor law of the Commonwealth, and includes, for
70 all purposes of the laws of the Commonwealth, a registered limited liability partnership.

71 "Effective date of notice" is defined in § 13.1-610.

72 "Electronic transmission" means any form of communication, not directly involving the physical
73 transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient
74 thereof, and that may be directly reproduced in paper form by such a recipient through an automated
75 process. Any term used in this definition that is defined in § 59.1-480 shall have the meaning set forth
76 in such section.

77 "Eligible entity" means a domestic or foreign unincorporated entity or a domestic or foreign nonstock
78 corporation.

79 "Eligible interests" means interests or memberships.

80 "Employee" includes, unless otherwise provided in the bylaws, an officer but not a director. A
81 director may accept duties that make him also an employee.

82 "Entity" includes any domestic or foreign corporation; any domestic or foreign nonstock corporation;
83 any domestic or foreign unincorporated entity; any estate or trust; and any state, the United States and
84 any foreign government.

85 "Foreign business trust" has the same meaning as specified in § 13.1-1201.

86 "Foreign corporation" means a corporation authorized by law to issue shares, organized under laws
87 other than the laws of the Commonwealth.

88 "Foreign limited liability company" has the same meaning as specified in § 13.1-1002.

89 "Foreign limited partnership" has the same meaning as specified in § 50-73.1.

90 "Foreign nonstock corporation" has the same meaning as "foreign corporation" as specified in
91 § 13.1-803.

92 "Foreign partnership" means an association of two or more persons to carry on as co-owners of a
93 business for profit formed under the laws of any state or jurisdiction other than the Commonwealth, and
94 includes, for all purposes of the laws of the Commonwealth, a foreign registered limited liability
95 partnership.

96 "Foreign registered limited liability partnership" has the same meaning as specified in § 50-73.79.

97 "Foreign unincorporated entity" means an unincorporated entity whose internal affairs are governed
98 by an organic law of a jurisdiction other than the Commonwealth.

99 "Government subdivision" includes authority, county, district, and municipality.

100 "Includes" denotes a partial definition.

101 "Individual" means a natural person.

102 "Interest" means either or both of the following rights under the organic law of an unincorporated
103 entity:

104 1. The right to receive distributions from the entity either in the ordinary course or upon liquidation;
105 or

106 2. The right to receive notice or vote on issues involving its internal affairs, other than as an agent,
107 assignee, proxy or person responsible for managing its business and affairs.

108 "Means" denotes an exhaustive definition.

109 "Membership" means the rights of a member in a domestic or foreign nonstock corporation or
110 limited liability company.

111 "Notice" is defined in § 13.1-610.

112 "Organic document" means the document, if any, that is filed of public record to create an
113 unincorporated entity. Where an organic document has been amended or restated, the term means the
114 organic document as last amended or restated.

115 "Organic law" means the statute governing the internal affairs of a domestic or foreign corporation or
116 eligible entity.

117 "Person" includes an individual and an entity.

118 "Principal office" means the office, in or out of the Commonwealth, where the principal executive
119 offices of a domestic or foreign corporation are located, or, if there are no such offices, the office, in or
120 out of the Commonwealth, so designated by the board of directors. The designation of the principal

office in the most recent annual report filed pursuant to § 13.1-775 shall be conclusive for purposes of this chapter.

"Proceeding" includes civil suit and criminal, administrative, and investigatory action conducted by a governmental agency.

"Process," in the context of service thereof upon a registered agent, includes any subpoena ad testificandum, subpoena duces tecum, summons, order, or other notice requiring the appearance of a witness or production of documents that is issued in any civil or criminal proceeding.

"Public corporation" means a corporation that has shares listed on a national securities exchange or regularly traded in a market maintained by one or more members of a national or affiliated securities association.

"Record date" means the date established under Article 7 (§ 13.1-638 et seq.) or Article 8 (§ 13.1-654 et seq.) of this chapter on which a corporation determines the identity of its shareholders and their shareholdings for purposes of this chapter. The determination shall be made as of the close of business at the principal office of the corporation on the record date unless another time for doing so is specified when the record date is fixed.

"Shareholder" means the person in whose name shares are registered in the records of the corporation, the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with a corporation, or the beneficial owner of shares held in a voting trust.

"Shares" means the units into which the proprietary interests in a corporation are divided.

"State" when referring to a part of the United States, includes a state and commonwealth, and their agencies and governmental subdivisions; and a territory and insular possession, and their agencies and governmental subdivisions, of the United States.

"Subscriber" means a person who subscribes for shares in a corporation, whether before or after incorporation.

"Subsidiary" means, as to any corporation, any other corporation of which it owns, directly or indirectly, voting shares entitled to cast a majority of the votes entitled to be cast generally in an election of directors of such other corporation.

"Unincorporated entity" or "domestic unincorporated entity" means a domestic partnership, limited liability company, limited partnership or business trust.

"United States" includes district, authority, bureau, commission, department, and any other agency of the United States.

"Voting group" means all shares of one or more classes or series that under the articles of incorporation or this chapter are entitled to vote and be counted together collectively on a matter at a meeting of shareholders. All shares entitled by the articles of incorporation or this chapter to vote generally on the matter are for that purpose a single voting group.

"Voting power" means the current power to vote in the election of directors.

§ 13.1-803. Definitions.

As used in this Act:

"Articles of incorporation" means all documents constituting, at any particular time, the charter of a corporation. It includes the original charter issued by the General Assembly, a court or the Commission and all amendments including certificates of merger, consolidation or correction. When the articles of incorporation have been restated pursuant to any articles of restatement, amendment, domestication, or merger, it includes only the restated articles of incorporation without the accompanying articles of restatement, amendment, domestication, or merger.

"Board of directors" means the group of persons vested with the management of the business of the corporation irrespective of the name by which such group is designated, and "director" means a member of the board of directors.

"Certificate," when relating to articles filed with the Commission, means the order of the Commission that makes the articles effective, together with the articles.

"Commission" means the State Corporation Commission of Virginia.

"Conspicuous" means written so that a reasonable person against whom the writing is to operate should have noticed it. For example, printing in italics or boldface or contrasting color or typing in capitals or underlined is conspicuous.

"Corporation" or "domestic corporation" means a corporation not authorized by law to issue shares, irrespective of the nature of the business to be transacted, organized under this Act or existing pursuant to the laws of the Commonwealth on January 1, 1986, or that, by virtue of articles of incorporation, amendment, or merger, has become a domestic corporation of the Commonwealth, even though also being a corporation organized under laws other than the laws of the Commonwealth or that has become a domestic corporation of the Commonwealth pursuant to Article 11.1 (§ 13.1-898.2 et seq.) of this Act.

"Deliver" or "delivery" means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and electronic transmission.

182 "Disinterested director" means a director who, at the time action is to be taken under § 13.1-871,
183 13.1-878, or 13.1-880, does not have (i) a financial interest in a matter that is the subject of such action
184 or (ii) a familial, financial, professional, employment, or other relationship with a person who has a
185 financial interest in the matter, either of which would reasonably be expected to affect adversely the
186 objectivity of the director when participating in the action, and if the action is to be taken under
187 § 13.1-878 or 13.1-880, is also not a party to the proceeding. The presence of one or more of the
188 following circumstances shall not by itself prevent a person from being a disinterested director: (a)
189 nomination or election of the director to the current board by any person, acting alone or participating
190 with others, who is so interested in the matter or (b) service as a director of another corporation of
191 which an interested person is also a director.

192 "Domestic business trust" has the same meaning as specified in § 13.1-1201.

193 "Domestic limited liability company" has the same meaning as specified in § 13.1-1002.

194 "Domestic limited partnership" has the same meaning as specified in § 50-73.1.

195 "Domestic partnership" means an association of two or more persons to carry on as co-owners of a
196 business for profit formed under § 50-73.88 or predecessor law of the Commonwealth and includes, for
197 all purposes of the laws of the Commonwealth, a registered limited liability partnership.

198 "Domestic stock corporation" has the same meaning as "domestic corporation" as specified in
199 § 13.1-603.

200 "Effective date of notice" is defined in § 13.1-810.

201 "Electronic transmission" means any form of communication, not directly involving the physical
202 transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient
203 thereof, and that may be directly reproduced in paper form by such a recipient through an automated
204 process. Any term used in this definition that is defined in § 59.1-480 shall have the meaning set forth
205 in such section.

206 "Eligible entity" means a domestic or foreign unincorporated entity or a domestic or foreign stock
207 corporation.

208 "Eligible interests" means interests or shares.

209 "Employee" includes, unless otherwise provided in the bylaws, an officer but not a director. A
210 director may accept duties that make him also an employee.

211 "Entity" includes any domestic or foreign corporation; any domestic or foreign stock corporation; any
212 domestic or foreign unincorporated entity; any estate or trust; and any state, the United States, and any
213 foreign government.

214 "Foreign business trust" has the same meaning as specified in § 13.1-1201.

215 "Foreign corporation" means a corporation not authorized by law to issue shares, organized under
216 laws other than the laws of the Commonwealth.

217 "Foreign limited liability company" has the same meaning as specified in § 13.1-1002.

218 "Foreign limited partnership" has the same meaning as specified in § 50-73.1.

219 "Foreign partnership" means an association of two or more persons to carry on as co-owners of a
220 business for profit formed under the laws of any state or jurisdiction other than the Commonwealth, and
221 includes, for all purposes of the laws of the Commonwealth, a foreign registered limited liability
222 partnership.

223 "Foreign registered limited liability partnership" has the same meaning as specified in § 50-73.79.

224 "Foreign stock corporation" has the same meaning as "foreign corporation" as specified in
225 § 13.1-603.

226 "Foreign unincorporated entity" means an unincorporated entity whose internal affairs are governed
227 by an organic law of a jurisdiction other than the Commonwealth.

228 "Government subdivision" includes authority, county, district, and municipality.

229 "Includes" denotes a partial definition.

230 "Individual" means a natural person.

231 "Interest" means either or both of the following rights under the organic law of a foreign or domestic
232 unincorporated entity:

233 1. The right to receive distributions from the entity either in the ordinary course or upon liquidation;
234 or

235 2. The right to receive notice or vote on issues involving its internal affairs, other than as an agent,
236 assignee, proxy, or person responsible for managing its business and affairs.

237 "Means" denotes an exhaustive definition.

238 "Member" means one having a membership interest in a corporation in accordance with the
239 provisions of its articles of incorporation or bylaws.

240 "Membership interest" means the interest of a member in a domestic or foreign corporation,
241 including voting and all other rights associated with membership.

242 "Organic document" means the document, if any, that is filed of public record to create an
243 unincorporated entity. Where an organic document has been amended or restated, the term means the

organic document as last amended or restated.

"Organic law" means the statute governing the internal affairs of a domestic or foreign corporation or eligible entity.

"Person" includes an individual and an entity.

"Principal office" means the office, in or out of the Commonwealth, where the principal executive offices of a domestic or foreign corporation are located, or, if there are no such offices, the office, in or out of the Commonwealth, so designated by the board of directors. The designation of the principal office in the most recent annual report filed pursuant to § 13.1-936 shall be conclusive for purposes of this Act.

"Proceeding" includes civil suit and criminal, administrative and investigatory action conducted by a governmental agency.

"Process," in the context of service thereof upon a registered agent, includes any subpoena ad testificandum, subpoena duces tecum, summons, order, or other notice requiring the appearance of a witness or production of documents that is issued in any civil or criminal proceeding.

"Record date" means the date established under Article 7 (§ 13.1-837 et seq.) of this Act on which a corporation determines the identity of its members and their membership interests for purposes of this Act. The determination shall be made as of the close of business at the principal office of the corporation on the record date unless another time for doing so is specified when the record date is fixed.

"Shares" has the same meaning as specified in § 13.1-603.

"State" when referring to a part of the United States, includes any state or commonwealth, any territory or insular possession of the United States, and any of their agencies and governmental subdivisions.

"Transact business" includes the conduct of affairs by any corporation that is not organized for profit.

"Unincorporated entity" or "domestic unincorporated entity" means a domestic partnership, limited liability company, limited partnership, or business trust.

"United States" includes any district, authority, bureau, commission, department, or any other agency of the United States.

"Voting group" means all members of one or more classes that under the articles of incorporation or this Act are entitled to vote and be counted together collectively on a matter at a meeting of members. All members entitled by the articles of incorporation or this Act to vote generally on the matter are for that purpose a single voting group.

"Voting power" means the current power to vote in the election of directors.

§ 13.1-1002. Definitions.

As used in this chapter:

"Articles of organization" means all documents constituting, at any particular time, the articles of organization of a limited liability company. It includes the original articles of organization, the original certificate of organization issued by the Commission, and all amendments to the articles of organization. When the articles of organization have been restated pursuant to any articles of amendment, it includes only the restated articles of organization and any subsequent amendments to the restated articles of organization, but does not include the articles of amendment accompanying the restated articles of organization.

"Bankruptcy" means, with respect to any person, being the subject of an order for relief under Title 11 of the United States Code.

"Commission" means the State Corporation Commission of Virginia.

"Contribution" means any cash, property or services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services, which a member contributes to a limited liability company in his capacity as a member.

"Distribution" means a direct or indirect transfer of money or other property, or incurrence of indebtedness by a limited liability company, to or for the benefit of its members in respect of their interests.

"Domestic business trust" has the same meaning as specified in § 13.1-1201.

"Domestic corporation" has the same meaning as specified in § 13.1-603.

"Domestic limited partnership" has the same meaning as specified in § 50-73.1.

"Domestic partnership" means an association of two or more persons to carry on as co-owners a business for profit formed under § 50-73.88, or predecessor law of the Commonwealth, and includes, for all purposes of the laws of the Commonwealth, a registered limited liability partnership.

"Electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. Any term used in this definition that is defined in § 59.1-480 of the Uniform Electronic

305 Transactions Act shall have the meaning set forth in such section.

306 "Foreign business trust" has the same meaning as specified in § 13.1-1201.

307 "Foreign corporation" has the same meaning as specified in § 13.1-603.

308 "Foreign limited liability company" means an entity, excluding a foreign business trust, that is an
309 unincorporated organization that is organized under laws other than the laws of this Commonwealth, and
310 that affords to each of its members, pursuant to the laws under which it is organized, limited liability
311 with respect to the liabilities of the entity.

312 "Foreign limited partnership" has the same meaning as specified in § 50-73.1.

313 "Foreign partnership" means an association of two or more persons to carry on as co-owners a
314 business for profit formed under the laws of any state or jurisdiction other than the Commonwealth, and
315 includes, for all purposes of the laws of the Commonwealth, a foreign registered limited liability
316 partnership.

317 "Foreign registered limited liability partnership" has the same meanings as specified in §§ 50-2 and
318 50-73.79.

319 "Limited liability company" or "domestic limited liability company" means an entity that is an
320 unincorporated organization that is organized and existing under this chapter, or that has become a
321 domestic limited liability company of the Commonwealth pursuant to § 13.1-1010.3, even though also
322 being a non-United States entity organized under laws other than the laws of the Commonwealth, or that
323 has become a domestic limited liability company of the Commonwealth pursuant to § 56-1, even though
324 also being a limited liability company organized under laws other than the laws of the Commonwealth,
325 or that has become a domestic limited liability company of the Commonwealth pursuant to
326 § 13.1-1010.1, Article 12.2 (§ 13.1-722.8 et seq.) of Chapter 9 of this title, or, effective on and after
327 November 1, 2006, Article 14 (§ 13.1-1074 et seq.) of Chapter 12 of this title. A limited liability
328 company's status for federal tax purposes shall not affect its status as a distinct entity organized and
329 existing under this chapter.

330 "Manager" or "managers" means a person or persons designated by the members of a limited liability
331 company to manage the limited liability company as provided in the articles of organization or an
332 operating agreement.

333 "Manager-managed limited liability company" means a limited liability company that is managed by
334 a manager or managers as provided for in its articles of organization or an operating agreement.

335 "Member" means a person that has been admitted to membership in a limited liability company as
336 provided in § 13.1-1038.1 and that has not ceased to be a member.

337 "Member-managed limited liability company" means a limited liability company that is not a
338 manager-managed limited liability company.

339 "Membership interest" or "interest" means a member's share of the profits and the losses of the
340 limited liability company and the right to receive distributions of the limited liability company's assets.

341 "Non-United States entity" means a foreign limited liability company (other than one formed under
342 the laws of a state), or a corporation, business trust or association, real estate investment trust,
343 common-law trust, or any other unincorporated business, including a partnership, formed, incorporated,
344 organized, created or that otherwise came into being under the laws of any foreign country or other
345 foreign jurisdiction (other than any state).

346 "Operating agreement" means an agreement of the members as to the affairs of a limited liability
347 company and the conduct of its business, or a writing or agreement of a limited liability company with
348 one member that satisfies the requirements of subdivision A 2 of § 13.1-1023.

349 "Person" has the same meaning as specified in § 13.1-603.

350 "Principal office" means the office, in or out of the Commonwealth, where the principal executive
351 offices of a domestic or foreign limited liability company are located or, if there are no such offices, the
352 office, in or out of the Commonwealth, so designated by the limited liability company. The designation
353 of the principal office in the most recent statement of change filed pursuant to § 13.1-1018.1 shall be
354 conclusive for the purpose of this chapter.

355 "*Process*," in the context of service thereof upon a registered agent, includes any subpoena ad
356 testificandum, subpoena duces tecum, summons, order, or other notice requiring the appearance of a
357 witness or production of documents that is issued in any civil or criminal proceeding.

358 "State," when referring to a part of the United States, includes a state, commonwealth and the
359 District of Columbia, and their agencies and governmental subdivisions; and a territory or insular
360 possession, and their agencies and governmental subdivisions, of the United States.

361 "United States" includes a district, authority, bureau, commission, department and any other agency
362 of the United States.

363 § 13.1-1201. Definitions.

364 As used in this chapter:

365 "Articles of trust" means all documents constituting, at any particular time, the articles of trust of a
366 business trust. Articles of trust includes the original articles of trust, the original certificate of trust

issued by the Commission, and all amendments to the articles of trust. When the articles of trust have been restated pursuant to any articles of amendment, the articles of trust includes only the restated articles of trust and any subsequent amendments to the restated articles of trust, but does not include the articles of amendment accompanying the restated articles of trust.

"Beneficial owner" means any owner of a beneficial interest in a business trust, the fact of ownership to be determined and evidenced, whether by means of registration, the issuance of certificates or otherwise, in conformity to the applicable provisions of the governing instrument of the business trust.

"Business trust" or "domestic business trust" means an unincorporated business, trust, or association that:

A. Is governed by a governing instrument under which:

1. Property is or will be held, managed, administered, controlled, invested, reinvested, or operated by a trustee for the benefit of persons as are or may become entitled to a beneficial interest in the trust property; or

2. Business or professional activities for profit are carried on or will be carried on by one or more trustees for the benefit of persons as are or may become entitled to a beneficial interest in the trust property; and

B. Files articles of trust under § 13.1-1212.

C. "Business trust" includes, without limitation, any of the following entities that conform with subsections A and B of this definition:

1. A trust of the type known at common law as a "business trust" or "Massachusetts trust;"

2. A trust qualifying as a real estate mortgage investment conduit under § 860 D of the United States Internal Revenue Code of 1986, as amended, or under any successor provision;

3. A trust qualifying as a real estate investment trust under §§ 856 through 859 of the United States Internal Revenue Code of 1986, as amended, or under any successor provision; or

4. A "real estate investment trust" or "trust" created under former Chapter 9 (§ 6-577 et seq.) of Title 6 or former Chapter 9 (§ 6.1-343 et seq.) of Title 6.1.

"Commission" means the State Corporation Commission of Virginia.

"Foreign business trust" means a business trust formed under the laws of any jurisdiction other than this Commonwealth and denominated as such under the laws of such state or foreign country or other foreign jurisdiction.

"Foreign limited liability company" has the same meaning as specified in § 13.1-1002.

"Foreign limited partnership" has the same meaning as specified in § 50-73.1.

"Governing instrument" means a trust instrument that creates a business trust and provides for the governance of the affairs of the business trust and the conduct of its business, including, without limitation, a declaration of trust.

"Other business entity" means a corporation, a professional corporation, a general or limited partnership, a registered limited liability partnership, common law trust, a limited liability company, a professional limited liability company, or any other unincorporated business. "Other business entity" shall not include a business trust.

"Person" has the same meaning as specified in § 13.1-603.

"Process," in the context of service thereof upon a registered agent, includes any subpoena ad testificandum, subpoena duces tecum, summons, order, or other notice requiring the appearance of a witness or production of documents that is issued in any civil or criminal proceeding.

"State," when referring to a part of the United States, includes a state and commonwealth, and their agencies and governmental subdivisions; and a territory and insular possession, and their agencies and governmental subdivisions, of the United States.

"Trustee" means a person appointed as a trustee in accordance with the governing instrument of a business trust. "Trustee" may include a beneficial owner of a business trust.

"United States" includes any district, authority, bureau, commission, department, or other agency of the United States.