

1 VIRGINIA ACTS OF ASSEMBLY — CHAPTER

2 *An Act to amend and reenact §§ 13.1-604, 13.1-614, 13.1-615, 13.1-615.1, 13.1-618, 13.1-706, 13.1-710,*  
 3 *13.1-722.5, 13.1-722.7, 13.1-722.12, 13.1-722.13, 13.1-722.14, 13.1-754, 13.1-759, 13.1-760,*  
 4 *13.1-762, 13.1-766.1, 13.1-767, 13.1-769, 13.1-769.1, 13.1-804, 13.1-810.1, 13.1-813, 13.1-815,*  
 5 *13.1-818, 13.1-885, 13.1-898.5, 13.1-898.7, 13.1-916, 13.1-921, 13.1-922, 13.1-928.1, 13.1-929,*  
 6 *13.1-931, 13.1-931.1, 13.1-941.01 through 13.1-944, 13.1-944.5, 13.1-944.6, and 13.1-944.7 of the*  
 7 *Code of Virginia, relating to the Virginia Stock and Nonstock Corporation Acts.*

8 [H 2176]

9 Approved

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

11 **1. That §§ 13.1-604, 13.1-614, 13.1-615, 13.1-615.1, 13.1-618, 13.1-706, 13.1-710, 13.1-722.5,**  
 12 **13.1-722.7, 13.1-722.12, 13.1-722.13, 13.1-722.14, 13.1-754, 13.1-759, 13.1-760, 13.1-762, 13.1-766.1,**  
 13 **13.1-767, 13.1-769, 13.1-769.1, 13.1-804, 13.1-810.1, 13.1-813, 13.1-815, 13.1-818, 13.1-885,**  
 14 **13.1-898.5, 13.1-898.7, 13.1-916, 13.1-921, 13.1-922, 13.1-928.1, 13.1-929, 13.1-931, 13.1-931.1,**  
 15 **13.1-941.01 through 13.1-944, 13.1-944.5, 13.1-944.6, and 13.1-944.7 of the Code of Virginia are**  
 16 **amended and reenacted as follows:**

17 **§ 13.1-604. Filing requirements.**

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

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

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

23 D. The document shall be typewritten or printed or, if electronically transmitted, shall be in a format  
 24 that can be retrieved or reproduced in typewritten or printed form. The typewritten or printed portion  
 25 shall be in black. Photocopies, or other reproduced copies, of typewritten or printed documents may be  
 26 filed. In every case, information in the document shall be legible and the document shall be capable of  
 27 being reformatted and reproduced in copies of archival quality.

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

33 F. The document shall be signed in the name of the domestic or foreign corporation:

34 1. By the chairman or any vice-chairman of the board of directors, the president, or any other of its  
 35 officers authorized to act on behalf of the corporation;

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

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

39 G. Any annual report required to be filed by § 13.1-775 shall be signed in the name of the  
 40 corporation by an officer or director listed in the report *or, if the corporation is in the hands of a*  
 41 *receiver, trustee, or other court-appointed fiduciary, by that fiduciary.*

42 H. The person signing the document shall state beneath or opposite his signature his name and the  
 43 capacity in which he signs. Any signature may be a facsimile. The document may but need not contain  
 44 a corporate seal, attestation, acknowledgment, or verification.

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

47 J. The document shall be delivered to the Commission for filing and shall be accompanied by the  
 48 required filing fee, and any franchise tax, charter or entrance fee or registration fee required by this  
 49 chapter.

50 K. The Commission may accept the electronic filing of any information required or permitted to be  
 51 filed by this chapter and may prescribe the methods of execution, recording, reproduction and  
 52 certification of electronically filed information pursuant to § 59.1-496.

53 L. Whenever a provision of this chapter permits any of the terms of a plan or a filed document to be  
 54 dependent on facts objectively ascertainable outside the plan or filed document, the following provisions  
 55 apply:

56 1. The plan or filed document shall specify the nationally recognized news or information medium in

57 which the facts can be found or otherwise state the manner in which the facts can be objectively  
58 ascertained. The manner in which the facts will operate upon the terms of the plan or filed document  
59 shall be set forth in the plan or filed document.

60 2. The facts may include:

61 a. Any of the following that are available in a nationally recognized news or information medium  
62 either in print or electronically: statistical or market indices, market prices of any security or group of  
63 securities, interest rates, currency exchange rates or similar economic or financial data;

64 b. A determination or action by any person or body, including the corporation or any other party to a  
65 plan or filed document; or

66 c. The terms of, or actions taken under, an agreement to which the corporation is a party, or any  
67 other agreement or document.

68 3. As used in this subsection:

69 a. "Filed document" means a document filed with the Commission under § 13.1-619 or Article 11  
70 (§ 13.1-705 et seq.) or 12 (§ 13.1-715.1 et seq.) of this chapter; and

71 b. "Plan" means a plan of merger or share exchange.

72 4. The following terms of a plan or filed document may not be made dependent on facts outside the  
73 plan or filed document:

74 a. The name and address of any person required in a filed document;

75 b. The registered office of any entity required in a filed document;

76 c. The registered agent of any entity required in a filed document;

77 d. The number of authorized shares and designation of each class or series of shares;

78 e. The effective date of a filed document; and

79 f. Any required statement in a filed document of the date on which the underlying transaction was  
80 approved or the manner in which that approval was given.

81 5. If a term of a filed document is made dependent on a fact objectively ascertainable outside of the  
82 filed document, and that fact is not objectively ascertainable by reference to a source described in  
83 subdivision 2 a of this subsection or a document that is a matter of public record, or the affected  
84 shareholders have not received notice of the fact from the corporation, then the corporation shall file  
85 with the Commission articles of amendment setting forth the fact promptly after the time when the fact  
86 referred to is first objectively ascertainable or thereafter changes. Articles of amendment under this  
87 subdivision are deemed to be authorized by the authorization of the original filed document or plan to  
88 which they relate and may be filed by the corporation without further action by the board of directors or  
89 the shareholders.

90 6. The provisions of subdivisions 1, 2, and 5 of this subsection shall not be considered by the  
91 Commission in deciding whether the terms of a plan or filed document comply with the requirements of  
92 law.

93 **§ 13.1-614. Hearing and finality of Commission action; injunctions.**

94 A. The Commission shall have no power to grant a hearing with respect to any certificate issued by  
95 the Commission with respect to any articles filed with the Commission except on a petition by a  
96 shareholder filed with the Commission and the corporation within 30 days after the effective date of the  
97 certificate, in which the shareholder asserts that the certification of corporate action contained in the  
98 articles contains a misstatement of a material fact as to compliance with statutory requirements,  
99 specifying the particulars thereof. After hearing, on notice in writing to the corporation and the  
100 shareholder, the Commission shall determine the issues and revoke or refuse to revoke its order  
101 accordingly.

102 B. No court within or without the Commonwealth shall have jurisdiction to enjoin or delay the  
103 holding of any meeting of directors or shareholders for the purpose of authorizing or consummating any  
104 amendment, merger, share exchange, domestication, conversion or termination of corporate existence or  
105 the execution or filing with the Commission of any articles or other documents for such purpose, except  
106 pursuant to subsection D of § 13.1-661 or for fraud. No court within or without the Commonwealth,  
107 except the Supreme Court by way of appeal as authorized by law, shall have jurisdiction to review,  
108 reverse, correct or annul any action of the Commission, within the scope of its authority, with regard to  
109 any articles, certificate, order, objection or petition, or to suspend or delay the execution or operation  
110 thereof, or to enjoin, restrain or interfere with the Commission in the performance of its official duties.

111 C. Notwithstanding any provision of subsection A to the contrary, the Commission shall have the  
112 power to act upon a petition filed by a corporation at any time to correct Commission records so as to  
113 eliminate the effects of clerical errors and of filings made by a person or persons without authority to  
114 act for the corporation, *or of its own motion to correct Commission records so as to eliminate the effects*  
115 *of clerical errors committed by its staff.*

116 **§ 13.1-615. Fees to be collected by Commission; application of payment; payment of fees**  
117 **prerequisite to Commission action; exceptions.**

118 A. The Commission shall assess the registration fees and shall charge and collect the filing fees,  
 119 charter fees, and entrance fees imposed by law. The Commission shall have authority to certify to the  
 120 Comptroller directing refund of any overpayment of a fee, or of any fee collected for a document that is  
 121 not accepted for filing, at any time within one year from the date of its payment. When the Commission  
 122 receives payment of an annual registration fee assessed against a domestic or foreign corporation, such  
 123 payment shall be applied against any unpaid annual registration fees previously assessed against such  
 124 corporation, including any penalties incurred thereon, beginning with the assessment or penalty that has  
 125 remained unpaid for the longest period of time.

126 B. The Commission shall not file or issue with respect to any domestic or foreign corporation any  
 127 document or certificate specified in this chapter, except the *annual* report required by § 13.1-775, a  
 128 statement of change pursuant to § 13.1-635 or 13.1-764, and a statement of resignation pursuant to  
 129 § 13.1-636 or 13.1-765, until all fees, fines, penalties, and interest assessed, imposed, charged, or to be  
 130 collected by the Commission pursuant to this chapter or Title 12.1 have been paid by or on behalf of  
 131 such corporation. Notwithstanding the foregoing, the Commission may file or issue any document or  
 132 certificate with respect to a domestic or foreign corporation that has been assessed an annual registration  
 133 fee if the document or certificate is filed or issued with an effective date that is on or before the due  
 134 date of the corporation's annual registration fee payment in any year, provided that the Commission shall  
 135 not issue a certificate of domestication with respect to a foreign corporation until the annual registration  
 136 fee has been paid by or on behalf of that corporation.

137 C. ~~Any A domestic or foreign corporation that has ceased to exist in the Commonwealth because of  
 138 the issuance of a certificate of termination of corporate existence, certificate of incorporation surrender  
 139 or certificate of entity conversion or any foreign corporation that has obtained a certificate of  
 140 withdrawal, effective on or before its annual report due date pursuant to subsection C of § 13.1-775 in  
 141 any year, shall not be required to pay the registration fee for that year. Any domestic or foreign  
 142 corporation that has merged, effective on or before its annual report due date pursuant to subsection C  
 143 of § 13.1-775 in any year, into a surviving domestic corporation or into a surviving foreign corporation  
 144 that files with the Commission an authenticated copy of the instrument of merger on or before such  
 145 date, shall not be required to pay the registration fee for that year. Any foreign corporation that has  
 146 converted, effective on or before its annual report due date pursuant to subsection C of § 13.1-775 in  
 147 any year, to a different entity type that files with the Commission an authenticated copy of the  
 148 instrument of entity conversion on or before such date, shall not be required to pay the annual  
 149 registration fee for that assessed against it pursuant to subsection B of § 13.1-775.1 in any year if (i) the  
 150 Commission issues or files any of the following types of certificate or instrument and (ii) the certificate  
 151 or instrument is effective on or before the annual registration fee due date:~~

- 152 1. ~~A certificate of termination of corporate existence, a certificate of incorporation surrender, or a~~  
 153 ~~certificate of entity conversion for a domestic corporation;~~
- 154 2. ~~A certificate of withdrawal for a foreign corporation;~~
- 155 3. ~~A certificate of merger or an authenticated copy of an instrument of merger for a domestic or~~  
 156 ~~foreign corporation that has merged into a surviving domestic corporation or eligible entity or into a~~  
 157 ~~surviving foreign corporation or eligible entity; or~~
- 158 4. ~~An authenticated copy of an instrument of entity conversion for a foreign corporation that has~~  
 159 ~~converted to a different entity type.~~

160 The Commission shall cancel the *annual* registration fee assessments specified in this subsection that  
 161 remain unpaid.

162 D. ~~Any A~~ foreign corporation that has amended its articles of incorporation to reduce the number of  
 163 shares it is authorized to issue, effective prior to its annual *registration fee* assessment date pursuant to  
 164 subsection B of § 13.1-775.1 of a given year, and has timely filed an authenticated copy of the  
 165 amendment with the Commission pursuant to § 13.1-760 after its annual *registration fee* assessment date  
 166 pursuant to subsection B of § 13.1-775.1, shall have its *annual* registration fee reassessed to reflect the  
 167 new number of authorized shares.

168 E. ~~Registration~~ Annual registration fee assessments that have been paid shall not be refunded.

169 **§ 13.1-615.1. Charter and entrance fees for corporations.**

170 A. Every domestic corporation, upon the granting of its charter or upon domestication, shall pay a  
 171 charter fee into the state treasury, and every foreign corporation, when it obtains from the State  
 172 Corporation Commission a certificate of authority to transact business in the Commonwealth, shall pay  
 173 an entrance fee into the state treasury. The fee in each case is to be ascertained and fixed as follows:

174 For any domestic or foreign corporation whose number of authorized shares is 1,000,000 or fewer  
 175 shares - \$50 for each 25,000 shares or fraction thereof;

176 For any domestic or foreign corporation whose number of authorized shares is more than 1,000,000  
 177 shares - \$2,500.

178 B. For any foreign corporation that files articles of domestication and that had authority to transact

179 business in the Commonwealth at the time of such filing, the charter fee to be charged upon  
 180 domestication shall be an amount equal to the difference between the amount that would be required by  
 181 this section and the amount already paid as an entrance fee by such corporation.

182 C. For any foreign corporation that files an application for a certificate of authority to transact  
 183 business in the Commonwealth and that had previously surrendered its articles of incorporation as a  
 184 domestic corporation, the entrance fee to be charged upon obtaining a certificate of authority to transact  
 185 business in the Commonwealth shall be an amount equal to the difference between the amount that  
 186 would be required by this section and the amount already paid as a charter fee by such corporation.

187 D. Whenever by articles of amendment or articles of merger, the number of authorized shares of any  
 188 domestic or foreign corporation or of the surviving corporation is increased, the charter or entrance fee  
 189 to be charged shall be an amount equal to the difference between the amount already paid as a charter  
 190 or entrance fee by such corporation and the amount that would be required by this section to be paid if  
 191 the increased number of authorized shares were being stated at that time in the original articles of  
 192 incorporation.

193 E. For any domestic limited liability company that files articles of entity conversion to become a  
 194 domestic corporation and that had previously converted from a domestic corporation, the charter fee to  
 195 be charged upon entity conversion shall be an amount equal to the difference between the amount that  
 196 would be required by this section and the amount already paid as a charter fee by the domestic limited  
 197 liability company when it was a domestic corporation.

198 F. If no charter or entrance fee has been heretofore paid to the Commonwealth, the amount to be  
 199 paid shall be the same as would have to be paid on original incorporation or application for authority to  
 200 transact business.

201 **§ 13.1-618. Incorporators.**

202 One or more persons may act as *the incorporator* or incorporators of a corporation by signing and  
 203 ~~filing~~ delivering articles of incorporation ~~with~~ to the Commission for filing.

204 **§ 13.1-706. Amendment of articles of incorporation by directors.**

205 Unless the articles of incorporation provide otherwise, a corporation's board of directors may adopt  
 206 one or more amendments to the corporation's articles of incorporation without shareholder action:

207 1. To delete the names and addresses of the initial directors;

208 2. To delete the name ~~and address~~ of the initial registered agent or *the address of the initial*  
 209 registered office, if a statement of change *described in § 13.1-635* is on file with the Commission;

210 3. If the corporation has only one class of shares outstanding:

211 a. To change each issued and unissued authorized share of the class into a greater number of whole  
 212 shares of that class; or

213 b. To increase the number of authorized shares of the class to the extent necessary to permit the  
 214 issuance of shares as a share dividend;

215 4. To eliminate or change the par value of the shares of any class or series;

216 5. To change the corporate name by substituting the word "corporation," "incorporated," "company,"  
 217 or "limited," or the abbreviation "corp.," "inc.," "co." or "ltd.," or a similar word or abbreviation in the  
 218 name, or by adding, deleting, or changing a geographic attribution for the name;

219 6. ~~To make any other~~ *If the corporation has or will become a holding company under § 13.1-719.1,*  
 220 *to change expressly permitted by this chapter to be made without shareholder action the corporate name*  
 221 *to the former name of the constituent corporation; or*

222 7. If the corporation is registered as an open-end management investment company under the  
 223 Investment Company Act of 1940, to increase or decrease the aggregate number of shares or ~~classes~~ *the*  
 224 *number of shares of any class* or series ~~of shares~~ within any class that the corporation is authorized to  
 225 issue; or

226 8. *To make any other change expressly permitted by this chapter to be made without shareholder*  
 227 *action.*

228 **§ 13.1-710. Articles of amendment.**

229 A. A corporation amending its articles of incorporation shall file with the Commission articles of  
 230 amendment setting forth:

231 1. The name of the corporation;

232 2. The text of each amendment adopted or the information required by subdivision L 5 of  
 233 § 13.1-604;

234 3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,  
 235 provisions for implementing the amendment if not contained in the amendment itself, which may be  
 236 made dependent upon facts objectively ascertainable outside the articles of amendment in accordance  
 237 with subsection L of § 13.1-604;

238 4. The date of each amendment's adoption;

239 5. If an amendment was adopted by ~~the incorporators~~ or the board of directors *or the incorporators*

240 without shareholder approval, a statement that the amendment was duly approved by the incorporators or  
 241 by the board of directors *or by a majority of the incorporators*, as the case may be, including the reason  
 242 shareholder *and, if applicable, director* approval was not required; *and*

243 6. If an amendment was approved by the shareholders, either:

244 a. A statement that the amendment was adopted by unanimous consent of the shareholders, or

245 b. A statement that the amendment was proposed by the board of directors and submitted to the  
 246 shareholders in accordance with this chapter and a statement of:

247 (1) The designation, number of outstanding shares, and number of votes entitled to be cast by each  
 248 voting group entitled to vote separately on the amendment;

249 (2) Either the total number of votes cast for and against the amendment by each voting group  
 250 entitled to vote separately on the amendment or the total number of undisputed votes cast for the  
 251 amendment by each voting group and a statement that the number cast for the amendment by each  
 252 voting group was sufficient for approval by that voting group.

253 B. If the Commission finds that the articles of amendment comply with the requirements of law and  
 254 that all required fees have been paid, it shall issue a certificate of amendment.

255 **§ 13.1-722.5. Surrender of articles of incorporation upon domestication.**

256 A. Whenever a domestic corporation has adopted and approved, in the manner required by this  
 257 article, a plan of domestication providing for the corporation to be domesticated under the laws of  
 258 another jurisdiction, the corporation shall file with the Commission articles of incorporation surrender  
 259 setting forth:

260 1. The name of the corporation;

261 2. The corporation's new jurisdiction of incorporation *in which the corporation is to be domesticated*  
 262 *and the name of the corporation upon its domestication under the laws of that jurisdiction;*

263 3. The plan of domestication;

264 4. A statement that the articles of incorporation surrender are being filed in connection with the  
 265 domestication of the corporation as a foreign corporation to be incorporated under the laws of another  
 266 jurisdiction and that the corporation is surrendering its charter under the laws of this Commonwealth;

267 5. A statement:

268 a. That the plan was adopted by the unanimous consent of the shareholders; or

269 b. That the plan was submitted to the shareholders by the board of directors in accordance with this  
 270 chapter, and a statement of:

271 (1) The designation, number of outstanding shares and number of votes entitled to be cast by each  
 272 voting group entitled to vote separately on the plan; and

273 (2) Either the total number of votes cast for and against the plan by each voting group entitled to  
 274 vote separately on the plan or the total number of undisputed votes cast for the plan separately by each  
 275 voting group and a statement that the number cast for the plan by each voting group was sufficient for  
 276 approval by that voting group;

277 6. A statement that the domestic corporation revokes the authority of its registered agent to accept  
 278 service on its behalf and appoints the clerk of the Commission as its agent for service of process in any  
 279 proceeding based on a cause of action arising during the time it was incorporated in ~~this~~ *the*  
 280 Commonwealth;

281 7. A mailing address to which the clerk may mail a copy of any process served on ~~him~~ *the clerk*  
 282 under subdivision 6; and

283 8. A commitment *by the corporation* to notify the clerk of the Commission in the future of any  
 284 change in the mailing address of the corporation.

285 B. If the Commission finds that the articles of incorporation surrender comply with the requirements  
 286 of law and that all required fees have been paid, it shall issue a certificate of incorporation surrender.

287 C. The corporation shall automatically cease to be a domestic corporation when the certificate of  
 288 incorporation surrender becomes effective.

289 D. If the former domestic corporation intends to continue to transact business in the Commonwealth,  
 290 then, within ~~thirty~~ 30 days after the effective date of the certificate of incorporation surrender, it shall  
 291 deliver to the Commission an application for a certificate of authority to transact business in the  
 292 Commonwealth pursuant to § 13.1-759 together with a copy of its instrument of domestication and  
 293 articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or  
 294 other official having custody of corporate records in the state or country under whose laws it is  
 295 incorporated or domesticated.

296 E. *Service of process on the clerk of the Commission is service of process on a former domestic*  
 297 *corporation that has surrendered its charter pursuant to this section. Service on the clerk shall be made*  
 298 *in accordance with § 12.1-19.1 and service on the former domestic corporation may be made in any*  
 299 *other manner permitted by law.*

300 **§ 13.1-722.7. Abandonment of domestication.**

301 A. Unless *otherwise provided in a plan of domestication of a domestic corporation prohibits*  
 302 ~~abandonment of the domestication without shareholder approval to become a foreign corporation~~, after  
 303 the domestication plan has been ~~authorized~~ *approved and adopted as required by this article*, and at any  
 304 time before the certificate of domestication filed in the other jurisdiction incorporation surrender has  
 305 become effective, the domestication may be abandoned ~~by the domestic corporation~~ without further  
 306 ~~shareholder action by the shareholders~~ in accordance with ~~the procedure~~ *any procedures* set forth in the  
 307 plan of domestication or, if ~~none~~ *is no such procedures* are set forth in the plan of domestication, in the  
 308 manner determined by the board of directors.

309 B. If a domestication is abandoned under subsection A after articles of incorporation surrender have  
 310 been filed with the Commission but before the certificate of incorporation surrender has become  
 311 effective, written notice that the domestication has been abandoned in accordance with this section shall  
 312 be filed with the Commission prior to the effective *time and* date of the certificate of incorporation  
 313 surrender. The notice shall take effect upon filing and the domestication shall be deemed abandoned and  
 314 shall not become effective.

315 C. If the domestication of a foreign corporation into ~~this the~~ Commonwealth is abandoned in  
 316 accordance with the laws of the ~~foreign~~ jurisdiction *in which the foreign corporation is incorporated*  
 317 after articles of domestication have been filed with the Commission but before the certificate of  
 318 domestication has become effective ~~in this Commonwealth~~, written notice that the domestication has  
 319 been abandoned shall be filed with the Commission prior to the effective *time and* date of the certificate  
 320 of domestication. The notice shall take effect upon filing and the domestication shall be deemed  
 321 abandoned and shall not become effective.

322 **§ 13.1-722.12. Articles of entity conversion.**

323 A. After the conversion of a corporation into a limited liability company has been adopted and  
 324 approved as required by this article, the converting entity shall file with the Commission articles of  
 325 entity conversion setting forth:

326 1. The name of the corporation immediately prior to the filing of the articles of entity conversion and  
 327 the name to which the name of the corporation is to be changed, which name shall satisfy the  
 328 requirements of the laws of this Commonwealth;

329 2. The plan of entity conversion, including the full text of the articles of organization of the  
 330 surviving entity that comply with the requirements of Chapter 12 (§ 13.1-1000 et seq.) ~~of this title~~, as  
 331 they will be in effect immediately after consummation of the conversion;

332 3. ~~A statement~~ *If the plan of entity conversion was adopted by the board of directors or the*  
 333 *incorporators without shareholder approval, a statement that the plan was duly approved by the board*  
 334 *of directors or by a majority of the incorporators, as the case may be, including the reason shareholder*  
 335 *and, if applicable, director approval was not required; and*

336 4. *If the plan of entity conversion was approved by the shareholders, either:*

337 a. ~~That~~ *A statement that the plan was adopted by the unanimous consent of the shareholders; or*

338 b. ~~That~~ *A statement that the plan was submitted to the shareholders by the board of directors in*  
 339 *accordance with this chapter, and a statement of:*

340 (1) The designation, number of outstanding shares, and number of votes entitled to be cast by each  
 341 voting group entitled to vote separately on the plan; and

342 (2) Either the total number of votes cast for and against the plan by each voting group entitled to  
 343 vote separately on the plan or the total number of undisputed votes cast for the plan separately by each  
 344 voting group and a statement that the number cast for the plan by each voting group was sufficient for  
 345 approval by that voting group.

346 B. After the conversion of a limited liability company into a corporation has been adopted and  
 347 approved as required by this article, the converting entity shall file with the Commission articles of  
 348 entity conversion setting forth:

349 1. The name of the limited liability company immediately prior to the filing of the articles of entity  
 350 conversion and the name to which the name of the limited liability company is to be changed, which  
 351 name shall satisfy the requirements of § 13.1-630;

352 2. The plan of entity conversion, including the full text of the articles of incorporation of the  
 353 surviving entity that comply with the requirements of this chapter, as they will be in effect immediately  
 354 after the consummation of the conversion; and

355 3. A statement that the plan was adopted by the members of the limited liability company in the  
 356 manner provided in the limited liability company's operating agreement or articles of organization for  
 357 amendments, or, if no such provision is made in an operating agreement or articles of organization, by  
 358 the unanimous vote of the members of the limited liability company.

359 C. If the Commission finds that the articles of entity conversion comply with the requirements of law  
 360 and that all required fees have been paid, it shall issue a certificate of entity conversion.

361 **§ 13.1-722.13. Effect of entity conversion.**

- 362 A. When an entity conversion under this article becomes effective, with respect to that entity:  
 363 1. The title to all real estate and other property remains in the surviving entity without reversion or  
 364 impairment;  
 365 2. The liabilities remain the liabilities of the surviving entity;  
 366 3. A ~~proceeding~~ pending *proceeding* may be continued by or against the surviving entity as if the  
 367 conversion did not occur;  
 368 4. The articles of incorporation or articles of organization attached to the articles of conversion  
 369 constitute the articles of incorporation or articles of organization of the surviving entity;  
 370 5. The shares or interests of the converting entity are reclassified into shares or interests in  
 371 accordance with the plan of entity conversion; and the shareholders or members of the converting entity  
 372 are entitled only to the rights provided in the plan of entity conversion or, in the case of a converting  
 373 entity that is a corporation, to the rights, if any, they may have under subdivision A 5 of § 13.1-730;  
 374 ~~and~~  
 375 6. The surviving entity is deemed to:  
 376 a. Be a corporation or limited liability company for all purposes;  
 377 b. Be the same corporation or limited liability company without interruption as the converting entity  
 378 that existed prior to the conversion; ~~and~~  
 379 c. Have been incorporated or otherwise organized on the date that the converting entity was  
 380 originally incorporated or organized; and  
 381 7. The converting entity shall cease to be a corporation or a limited liability company, as the case  
 382 may be, when the certificate of entity conversion becomes effective.  
 383 B. *Any shareholder or member of a converting entity who, prior to the entity conversion, was liable*  
 384 *for the liabilities or obligations of the converting entity is not released from those liabilities or*  
 385 *obligations by reason of the entity conversion.*  
 386 **§ 13.1-722.14. Abandonment of entity conversion.**  
 387 A. Unless *otherwise provided in a plan of entity conversion of a corporation prohibits abandonment*  
 388 *of the conversion without shareholder approval to become a limited liability company, after the*  
 389 *conversion plan has been authorized approved and adopted as required by this article, and at any time*  
 390 *before the certificate of entity conversion has become effective, the conversion may be abandoned by the*  
 391 *corporation without further shareholder action by the shareholders in accordance with the procedure any*  
 392 *procedures set forth in the plan of entity conversion or, if none is no such procedures are set forth in*  
 393 *the plan of entity conversion, in the manner determined by the board of directors.*  
 394 B. Unless ~~the limited liability company's articles of organization, operating agreement or otherwise~~  
 395 *provided in a plan of entity conversion prohibits abandonment of the conversion of a limited liability*  
 396 *company to become a corporation, after the conversion plan has been authorized approved and adopted*  
 397 *as required by this article, and at any time before the certificate of entity conversion has become*  
 398 *effective, the conversion may be abandoned in the manner set forth in the plan of entity conversion or,*  
 399 *if none is no such procedures are set forth in the plan of entity conversion, by majority a vote of the*  
 400 *members, managers, or organizers of the limited liability company that is equal to or greater than the*  
 401 *vote cast for entity conversion pursuant to subsection B of § 13.1-722.11.*  
 402 C. If an entity conversion is abandoned under subsection A or B after articles of entity conversion  
 403 have been filed with the Commission but before the certificate of entity conversion has become  
 404 effective, written notice that the entity conversion has been abandoned in accordance with this section  
 405 shall be filed with the Commission prior to the effective *time and* date of the certificate of entity  
 406 conversion. The notice shall take effect upon filing and the entity conversion shall be deemed abandoned  
 407 and shall not become effective.  
 408 **§ 13.1-754. Reinstatement of a corporation that has ceased to exist.**  
 409 A. A corporation that has ceased to exist *pursuant to this article* may apply to the Commission for  
 410 reinstatement within five years thereafter unless the corporate existence was terminated by order of the  
 411 Commission (i) upon a finding that the corporation has continued to exceed or abuse the authority  
 412 conferred upon it by law or (ii) entered pursuant to § 13.1-749 and the circuit court's decree directing  
 413 dissolution contains no provision for reinstatement of corporate existence. ~~The Commission shall enter~~  
 414 ~~an order reinstating the~~  
 415 B. *To have its corporate existence upon receiving an annual report together with payment of a*  
 416 *reinstated, the corporation shall provide the Commission with the following:*  
 417 1. *An application for reinstatement, which shall include the identification number issued by the*  
 418 *Commission to the corporation, and which may be in the form of a letter signed by an officer or*  
 419 *director of the corporation, or which may be by affidavit signed by an agent of any shareholder's*  
 420 *interests stating that after diligent search by such agent, no officer or director can be found;*  
 421 2. A reinstatement fee of \$100 ~~plus all~~;  
 422 3. *All annual registration fees and penalties that were due before the corporation ceased to exist and*

423 that would have become due thereafter ~~been assessed or imposed to the date of reinstatement if the~~  
 424 ~~corporation~~ corporation's existence had not ceased to exist ~~been terminated~~;

425 4. An annual report need not be submitted if such a report previously was filed during for the  
 426 calendar year in which reinstatement is sought. The application for reinstatement may be by letter signed  
 427 by an officer or director of the corporation, or may be by affidavit signed by an agent of any  
 428 shareholder's interests stating that after diligent search by such agent no officer or director can be found.  
 429 The Commission shall assess the amounts that would have become due that corresponds to the calendar  
 430 year of the latest annual registration fee that was assessed or that would have been assessed to the date  
 431 of reinstatement;

432 5. If the name of the corporation does not comply with the provisions of § 13.1-630 at the time of  
 433 reinstatement, articles of amendment to the articles of incorporation to change the corporation's name to  
 434 a name that satisfies the provisions of § 13.1-630, with the fee required by this chapter for the filing of  
 435 articles of amendment; and

436 6. If the corporation's registered agent has filed a statement of resignation and a new registered  
 437 agent has not been appointed, a statement of change pursuant to § 13.1-635.

438 C. If the corporation complies with the provisions of this section, the Commission shall enter an  
 439 order of reinstatement of corporate existence. Upon the entry by the Commission of an the order of  
 440 reinstatement, the corporate existence shall be deemed to have continued from the date of termination of  
 441 corporate existence as if the termination had never occurred, and any liability incurred by the  
 442 corporation or a director, officer, or other agent after the termination of corporate existence and before  
 443 the reinstatement shall be is determined as if the termination of corporate the corporation's existence had  
 444 never occurred. If the name of a corporation that has ceased to exist is not distinguishable upon the  
 445 records of the Commission, the reinstated corporation shall not engage in business until it has amended  
 446 its articles of incorporation to change its name to a name that is distinguishable upon the records of the  
 447 Commission.

448 **§ 13.1-759. Application for certificate of authority.**

449 A. A foreign corporation may apply to the Commission for a certificate of authority to transact  
 450 business in the Commonwealth. The application shall be made on forms prescribed and furnished by the  
 451 Commission. The application shall set forth:

452 1. The name of the corporation, and if the corporation is prevented by § 13.1-762 from using its own  
 453 name in the Commonwealth, a designated name that satisfies the requirements of subsection B of  
 454 § 13.1-762;

455 2. The name of the state or other jurisdiction under whose law it is incorporated, and if the  
 456 corporation was previously authorized or registered to transact business in the Commonwealth as a  
 457 foreign corporation, limited liability company, business trust, limited partnership, or registered limited  
 458 liability partnership, with respect to every such prior authorization or registration, (i) the name of the  
 459 entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization, or formation;  
 460 and (iv) the entity identification number issued to it by the Commission;

461 3. The date of incorporation and period of duration;

462 4. The street address of the foreign corporation's principal office;

463 5. The address of the proposed registered office of the foreign corporation in the Commonwealth  
 464 (including both (i) the post office address with street and number, if any, and (ii) the name of the  
 465 county or city in which it is located) and the name of its proposed registered agent in the  
 466 Commonwealth at such address and that the registered agent is either (a) an individual who is a resident  
 467 of Virginia and either an officer or director of the corporation or a member of the Virginia State Bar or  
 468 (b) a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited  
 469 liability partnership authorized to transact business in the Commonwealth, the business office of which is  
 470 identical with the registered office;

471 6. The names and usual business addresses of the current directors and *principal* officers of the  
 472 foreign corporation; and

473 7. The number of shares the corporation is authorized to issue, itemized by classes and series, if any,  
 474 within a class.

475 B. The foreign corporation shall deliver with the completed application a copy of its articles of  
 476 incorporation and all amendments thereto duly authenticated by the Secretary of State or other official  
 477 having custody of corporate records in the state or other jurisdiction under whose law it is incorporated.

478 C. If the Commission finds that the application complies with the requirements of law and that all  
 479 required fees have been paid, it shall issue a certificate of authority to transact business in the  
 480 Commonwealth.

481 **§ 13.1-760. Amended certificate of authority.**

482 A. A foreign corporation authorized to transact business in this Commonwealth shall obtain an  
 483 amended certificate of authority from the Commission if:

484 1. If it changes its corporate name or the state or ~~country~~ other jurisdiction of its incorporation; or  
 485 2. To abandon or change the designated name adopted by the corporation for use in the  
 486 Commonwealth pursuant to subsection B of § 13.1-762.

487 B. The requirements of § 13.1-759 for obtaining an original certificate of authority apply to obtaining  
 488 an amended certificate under this section.

489 C. Whenever the articles of incorporation of a foreign corporation that is authorized to ~~do~~ *transact*  
 490 business in ~~Virginia~~ *the Commonwealth* are amended, within ~~thirty~~ 30 days after the amendment  
 491 becomes effective, the foreign corporation shall file with the Commission a copy of such amendment  
 492 duly authenticated by the Secretary of State or other official having custody of corporate records in the  
 493 state or ~~country~~ other jurisdiction under whose law it is incorporated.

494 **§ 13.1-762. Corporate name of foreign corporation.**

495 A. No certificate of authority shall be issued to a foreign corporation unless the corporate name of  
 496 such foreign corporation satisfies the requirements of § 13.1-630.

497 B. If the corporate name of a foreign corporation does not satisfy the requirements of § 13.1-630, to  
 498 obtain or maintain a certificate of authority to transact business in the Commonwealth:

499 1. The foreign corporation may ~~add~~ *use a designated name that adds* the word "corporation,"  
 500 "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," to its  
 501 corporate name ~~for use in the Commonwealth~~ *or, if it is a professional corporation, the words*  
 502 *"professional corporation" or "a professional corporation" or the initials "P.C." or "PC" at the end of*  
 503 *its corporate name, if it informs the Commission of the designated name; or*

504 2. If its real name is unavailable, the foreign corporation may use a designated name that is  
 505 available, and that satisfies the requirements of § 13.1-630, if it informs the Commission of the  
 506 designated name.

507 **§ 13.1-766.1. Merger of foreign corporation authorized to transact business in Commonwealth.**

508 A. Whenever a foreign corporation authorized to transact business in the Commonwealth is a party to  
 509 a merger permitted by the laws of the state or other jurisdiction under whose laws it is incorporated, and  
 510 such corporation is the surviving entity of the merger, it shall, within 30 days after such merger  
 511 becomes effective, file with the Commission a copy of the instrument of merger duly authenticated by  
 512 the Secretary of State or other official having custody of corporate records in the state or other  
 513 jurisdiction under whose ~~laws such merger was effected~~ *law it is incorporated*; however, the filing shall  
 514 not be required when a foreign corporation merges with a domestic corporation or eligible entity, the  
 515 foreign corporation's articles of incorporation are not amended by said merger, and the articles or  
 516 statement of merger filed on behalf of the domestic corporation or eligible entity pursuant to § 13.1-720,  
 517 13.1-1072, 13.1-1261, 50-73.48:3, or 50-73.131 contains a statement that the merger is permitted under  
 518 the laws of the state or other jurisdiction in which the foreign corporation is incorporated and that the  
 519 foreign corporation has complied with that law in effecting the merger.

520 B. Whenever a foreign corporation authorized to transact business in the Commonwealth is a party to  
 521 a merger permitted by the laws of the state or other jurisdiction under the laws of which it is  
 522 incorporated, and such corporation is not the surviving entity of the merger or, whenever such a foreign  
 523 corporation is a party to a consolidation so permitted, the surviving or resulting domestic or foreign  
 524 corporation, limited liability company, business trust, partnership or limited partnership shall, if not  
 525 continuing to transact business in the Commonwealth, within 30 days after such merger or consolidation  
 526 becomes effective, deliver to the Commission a copy of the instrument of merger or consolidation duly  
 527 authenticated by the Secretary of State or other official having custody of corporate records in the state  
 528 or other jurisdiction under whose ~~laws such merger or consolidation was effected~~ *law it was*  
 529 *incorporated*, and comply in behalf of the predecessor corporation with the provisions of § 13.1-767. If  
 530 a surviving or resulting corporation or limited liability company, business trust, registered limited  
 531 liability partnership or limited partnership is to continue to transact business in the Commonwealth and  
 532 has not received a certificate of authority to transact business in the Commonwealth or registered as a  
 533 foreign limited liability company under § 13.1-1052, as a foreign business trust under § 13.1-1242, as a  
 534 foreign registered limited liability partnership under § 50-73.138, or as a foreign limited partnership  
 535 under § 50-73.54, then, within such 30 days, it shall deliver to the Commission an application, if a  
 536 foreign corporation, for a certificate of authority to transact business in the Commonwealth, if a foreign  
 537 limited liability company, for registration as a foreign limited liability company, if a foreign business  
 538 trust, for registration as a foreign business trust, if a foreign registered limited liability partnership, for  
 539 registration as a foreign registered limited liability partnership, or, if a foreign limited partnership, for  
 540 registration as a foreign limited partnership, together with a duly authenticated copy of the instrument of  
 541 merger or consolidation and also, in case of a merger, a copy of its articles of incorporation, certificate  
 542 of limited partnership, partnership certificate, statement of registered limited liability partnership, articles  
 543 of trust, or articles of organization and all amendments thereto, duly authenticated by the Secretary of  
 544 State or other official having custody of corporate, limited partnership, registered limited liability

545 partnership, business trust, or limited liability company records in the state or other jurisdiction under  
 546 whose laws it is incorporated, formed, registered, or organized.

547 C. Upon the merger or consolidation of a foreign corporation with one or more foreign corporations,  
 548 partnerships, limited partnerships, business trusts, or limited liability companies, all property in the  
 549 Commonwealth owned by any of the foreign corporations, partnerships, limited partnerships, business  
 550 trusts, or limited liability companies shall pass to the surviving or resulting foreign corporation, limited  
 551 liability company, business trust, or limited partnership except as otherwise provided by the laws of the  
 552 state or other jurisdiction by which it is governed, but only from and after the time when a duly  
 553 authenticated copy of the instrument of merger or consolidation is filed with the Commission.

554 **§ 13.1-767. Withdrawal of foreign corporation.**

555 A. A foreign corporation authorized to transact business in the Commonwealth may not withdraw  
 556 from the Commonwealth until it obtains a certificate of withdrawal from the Commission.

557 B. A foreign corporation authorized to transact business in the Commonwealth may apply to the  
 558 Commission for a certificate of withdrawal. The application shall be on a form prescribed and furnished  
 559 by the Commission, which shall set forth:

560 1. The name of the foreign corporation and the name of the state or ~~country~~ *other jurisdiction* under  
 561 whose law it is incorporated;

562 2. ~~That~~ *If applicable, a statement that the foreign corporation is in existence and has not been*  
 563 *merged into or consolidated with another entity or converted into another type of entity or, if the foreign*  
 564 *corporation has been merged into or consolidated with another entity or converted into another type of*  
 565 *entity, that the application is signed on behalf of the foreign corporation by the surviving or resulting*  
 566 *entity was a party to a merger permitted by the laws of the state or other jurisdiction under whose law*  
 567 *it was incorporated and that it was not the surviving entity of the merger, has consolidated with another*  
 568 *entity, or has converted to another type of entity under the laws of the state or other jurisdiction under*  
 569 *whose law it was incorporated;*

570 3. That the foreign corporation is not transacting business in the Commonwealth and that it  
 571 surrenders its authority to transact business in the Commonwealth;

572 4. That the foreign corporation revokes the authority of its registered agent to accept service on its  
 573 behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding  
 574 based on a cause of action arising during the time it was authorized to transact business in the  
 575 Commonwealth;

576 5. A mailing address to which the clerk of the Commission may mail a copy of any process served  
 577 on the clerk under subdivision 4; and

578 6. A commitment to notify the clerk of the Commission in the future of any change in the mailing  
 579 address of the corporation.

580 C. The Commission shall not allow any foreign corporation to withdraw from the Commonwealth  
 581 unless such corporation files with the Commission a statement certifying that the corporation has filed  
 582 returns and has paid all state taxes to the time of the certificate *or a statement that no such returns are*  
 583 *required to be filed or taxes are required to be paid.* In such case the corporation may file returns and  
 584 pay taxes before they would otherwise be due. If the Commission finds that the application complies  
 585 with the requirements of law and that all required fees have been paid, it shall issue a certificate of  
 586 withdrawal.

587 D. Before any foreign corporation authorized to transact business in the Commonwealth terminates  
 588 its corporate existence, it shall file with the Commission an application for withdrawal. Whether or not  
 589 such application is filed, the termination of the corporate existence of such foreign corporation shall not  
 590 take away or impair any remedy available against such corporation for any right or claim existing or any  
 591 liability incurred prior to such termination. Any such action or proceeding against such foreign  
 592 corporation may be defended by such corporation in its corporate name. The shareholders, directors and  
 593 officers shall have power to take such corporate or other action as shall be appropriate to protect such  
 594 remedy, right or claim. The right of a foreign corporation that has terminated its corporate existence to  
 595 institute and maintain in its corporate name actions, suits or proceedings in the courts of the  
 596 Commonwealth shall be governed by the law of the state of its incorporation.

597 E. Service of process on the clerk of the Commission is service of process on a foreign corporation  
 598 that has withdrawn pursuant to this section. Service upon the clerk shall be made in accordance with  
 599 § 12.1-19.1 and service upon the foreign corporation may be made in any other manner permitted by  
 600 law.

601 **§ 13.1-769. Involuntary revocation of certificate of authority.**

602 A. The certificate of authority to do business in the Commonwealth of any foreign corporation may  
 603 be revoked by order of the Commission when it finds that the corporation:

604 1. Has continued to exceed the authority conferred upon it by law;

605 2. Has failed to maintain a registered office or a registered agent in the Commonwealth as required

606 by law;

607 3. Has failed to file any document required by this chapter to be filed with the Commission;

608 4. No longer exists under the laws of the state or country of its incorporation; or

609 5. Has been convicted for a violation of 8 U.S.C. § 1324a(f), as amended, for actions of its officers  
610 and directors constituting a pattern or practice of employing unauthorized aliens in the Commonwealth.

611 A certificate revoked pursuant to subdivision A 5 shall not be eligible for ~~reentry~~ *reinstatement* for a  
612 period of not less than one year.

613 B. Any foreign corporation convicted of the offense listed in subdivision A 5 shall immediately  
614 report such conviction to the Commission and file with the Commission an authenticated copy of the  
615 judgment or record of conviction.

616 C. Before entering any such order the Commission shall issue a rule against the corporation giving it  
617 an opportunity to be heard and show cause why such an order should not be entered. The Commission  
618 may issue the rule on its own motion or on motion of the Attorney General.

619 D. The authority of a foreign corporation to transact business in the Commonwealth ceases on the  
620 date shown on the order revoking its certificate of authority.

621 E. The Commission's revocation of a foreign corporation's certificate of authority appoints the clerk  
622 of the Commission the foreign corporation's agent for service of process in any proceeding based on a  
623 cause of action arising during the time the foreign corporation was authorized to transact business in the  
624 Commonwealth. Service of process on the clerk of the Commission under this subsection is service on  
625 the foreign corporation and shall be made on the clerk in accordance with § 12.1-19.1.

626 F. Revocation of a foreign corporation's certificate of authority does not terminate the authority of  
627 the registered agent of the corporation.

628 **§ 13.1-769.1. Reinstatement of a foreign corporation whose certificate of authority has been**  
629 **withdrawn or revoked.**

630 A. A foreign corporation whose certificate of authority issued by the Commission to transact  
631 business in the Commonwealth has been ~~surrendered~~ *withdrawn* or revoked may ~~apply to be relieved of~~  
632 *the withdrawal or revocation and have its certificate of authority reinstated* by the Commission ~~for~~  
633 *reentry* within five years ~~thereafter~~ *after the date of withdrawal or revocation* unless the certificate of  
634 authority was revoked by order of the Commission upon a finding that the corporation has continued to  
635 exceed or abuse the authority conferred upon it by law pursuant to subdivision A 1 of § 13.1-769. The

636 B. *To have its certificate of authority reinstated, a foreign corporation shall provide the Commission*  
637 *shall enter an order reentering the certificate of authority upon receiving an annual report, together with*  
638 *payment of a reentry with the following:*

639 1. *An application for reinstatement, which shall include the identification number issued by the*  
640 *Commission to the corporation, and which may be in the form of a letter signed by an officer or*  
641 *director of the corporation, or which may be by affidavit signed by an agent of any shareholder's*  
642 *interests stating that after diligent search by such agent, no officer or director can be found;*

643 2. *A reinstatement fee of \$100 plus all;*

644 3. *All annual registration fees and penalties that were due before the certificate of withdrawal was*  
645 *issued or the certificate of authority was surrendered or revoked and that would have become due*  
646 *thereafter been assessed or imposed to the date of reinstatement* if the corporation had not *withdrawn or*  
647 *had its certificate of authority surrendered or revoked. The application for reentry may be by letter*  
648 *signed by an officer or director of the corporation. A corporation need not refile a copy of its charter or*  
649 *any amendment thereof that is then on file in the office of the clerk of the Commission. After the*  
650 *authority of a foreign corporation to transact business in the Commonwealth has been surrendered or*  
651 *revoked, the clerk shall retain in the files of the clerk's office the charter and amendments thereto filed*  
652 *by the corporation and its original application for authority to transact business for a period of five*  
653 *years.;*

654 4. *An annual report for the calendar year that corresponds to the calendar year of the latest annual*  
655 *registration fee that was assessed or that would have been assessed to the date of reinstatement;*

656 5. *A duly authenticated copy of any amendments or corrections made to the articles of incorporation*  
657 *by a or other constituent documents of the foreign corporation and any mergers entered into by a the*  
658 *foreign corporation from the date of surrender withdrawal or revocation of its certificate of authority to*  
659 *the date of its application for reentry shall be filed with the application for reentry. reinstatement, along*  
660 *with an application for an amended certificate of authority if required as a result of an amendment or a*  
661 *correction, and all fees required by this chapter for the filing of such instruments;*

662 6. *If the name of a the foreign corporation; whose certificate of authority issued by the Commission*  
663 *has been surrendered or revoked, is not distinguishable upon the records of the Commission does not*  
664 *comply with the provisions of § 13.1-762 at the time application is made for reentry of reinstatement,*  
665 *such foreign corporation shall an application for an amended certificate of authority to adopt a*  
666 *designated name for use in the Commonwealth that is distinguishable upon the records of the*

667 ~~Commission. Upon compliance~~ satisfies the requirements of § 13.1-762, with the fee required by this  
 668 chapter for the filing of an application for an amended certificate of authority; and

669 7. If the foreign corporation's registered agent has filed a statement of resignation and a new  
 670 registered agent has not been appointed, a statement of change pursuant to § 13.1-764.

671 C. If the foreign corporation complies with the provisions of this section, the Commission shall enter  
 672 an order ~~reentering~~ of reinstatement, reinstating the foreign corporation's certificate of authority to ~~do~~  
 673 transact business in the Commonwealth.

674 **§ 13.1-804. Filing requirements.**

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

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

678 C. The document shall contain the information required by this Act. It may contain other information  
 679 as well.

680 D. The document shall be typewritten or printed or, if electronically transmitted, shall be in a format  
 681 that can be retrieved or reproduced in typewritten or printed form. The typewritten or printed portion  
 682 shall be in black. Photocopies, or other reproduced copies, of typewritten or printed documents may be  
 683 filed. In every case, information in the document shall be legible and the document shall be capable of  
 684 being reformatted and reproduced in copies of archival quality.

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

690 F. The document shall be signed in the name of the domestic or foreign corporation:

691 1. By the chairman or any vice-chairman of the board of directors, the president, or any other of its  
 692 officers authorized to act on behalf of the corporation;

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

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

696 G. Any annual report required to be filed by § 13.1-936 shall be signed in the name of the  
 697 corporation by an officer or director listed in the report *or, if the corporation is in the hands of a*  
 698 *receiver, trustee, or other court-appointed fiduciary, by that fiduciary.*

699 H. The person signing the document shall state beneath or opposite his signature his name and the  
 700 capacity in which he signs. Any signature may be a facsimile. The document may but need not contain  
 701 a corporate seal, attestation, acknowledgment, or verification.

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

704 J. The document shall be delivered to the Commission for filing and shall be accompanied by the  
 705 required filing fee, and any charter or entrance fee or registration fee required by this Act.

706 K. The Commission may accept the electronic filing of any information required or permitted to be  
 707 filed by this Act and may prescribe the methods of execution, recording, reproduction and certification  
 708 of electronically filed information pursuant to § 59.1-496.

709 L. Whenever a provision of this Act permits any of the terms of a plan or a filed document to be  
 710 dependent on facts objectively ascertainable outside the plan or filed document, the following provisions  
 711 apply:

712 1. The plan or filed document shall specify the nationally recognized news or information medium in  
 713 which the facts may be found or otherwise state the manner in which the facts can be objectively  
 714 ascertained. The manner in which the facts will operate upon the terms of the plan or filed document  
 715 shall be set forth in the plan or filed document.

716 2. The facts may include:

717 a. Any of the following that are available in a nationally recognized news or information medium  
 718 either in print or electronically: statistical or market indices, market prices of any security or group of  
 719 securities, interest rates, currency exchange rates, or similar economic or financial data;

720 b. A determination or action by any person or body, including the corporation or any other party to a  
 721 plan or filed document; or

722 c. The terms of or actions taken under an agreement to which the corporation is a party, or any other  
 723 agreement or document.

724 3. As used in this subsection:

725 a. "Filed document" means a document filed with the Commission under § 13.1-819 or Article 10  
 726 (§ 13.1-884 et seq.) or 11 (§ 13.1-894 et seq.) of this Act; and

727 b. "Plan" means a plan of merger.

728 4. The following terms of a plan or filed document may not be made dependent on facts outside the  
729 plan or filed document:

- 730 a. The name and address of any person required in a filed document;
- 731 b. The registered office of any entity required in a filed document;
- 732 c. The registered agent of any entity required in a filed document;
- 733 d. The number of members and designation of each class of members;
- 734 e. The effective date of a filed document; and
- 735 f. Any required statement in a filed document of the date on which the underlying transaction was  
736 approved or the manner in which that approval was given.

737 5. If a term of a filed document is made dependent on a fact objectively ascertainable outside of the  
738 filed document and that fact is not objectively ascertainable by reference to a source described in  
739 subdivision 2a or to a document that is a matter of public record, or if the affected members have not  
740 received notice of the fact from the corporation, then the corporation shall file with the Commission  
741 articles of amendment setting forth the fact promptly after the time when the fact referred to is first  
742 objectively ascertainable or thereafter changes. Articles of amendment under this subdivision are deemed  
743 to be authorized by the authorization of the original filed document or plan to which they relate and  
744 may be filed by the corporation without further action by the board of directors or the members.

745 6. The provisions of subdivisions 1, 2, and 5 of this subsection shall not be considered by the  
746 Commission in deciding whether the terms of a plan or filed document comply with the requirements of  
747 law.

748 **§ 13.1-810.1. Number of members.**

749 A. For purposes of this Act, the following identified as a member in a corporation's current record of  
750 members constitutes one member:

751 1. Two or more ~~co-owners~~ *persons who together have a single membership interest in the*  
752 *corporation;*

753 2. A corporation, limited liability company, partnership, limited partnership, business trust, trust,  
754 estate, or other entity; or

755 3. The trustees, guardians, custodians, or other fiduciaries of a single trust, estate, or account.

756 B. For purposes of this Act, membership interests registered in substantially similar names constitute  
757 one member if it is reasonable to believe that the names represent the same person.

758 **§ 13.1-813. Hearing and finality of Commission action; injunctions.**

759 A. The Commission shall have no power to grant a hearing with respect to any certificate issued by  
760 the Commission with respect to any articles filed with the Commission except on a petition by a  
761 member or director, filed with the Commission and the corporation within 30 days after the effective  
762 date of the certificate, in which the member or director asserts that the certification of corporate action  
763 contained in the articles contains a misstatement of a material fact as to compliance with statutory  
764 requirements, specifying the particulars thereof. After hearing, on notice in writing to the corporation  
765 and the member or director, the Commission shall determine the issues and revoke or refuse to revoke  
766 its order accordingly.

767 B. No court within or without the Commonwealth shall have jurisdiction to enjoin or delay the  
768 holding of any meeting of directors or members for the purpose of authorizing or consummating any  
769 amendment, merger, domestication, or termination of corporate existence, or the execution or filing with  
770 the Commission of any articles or other documents for such purpose, except pursuant to subsection D of  
771 § 13.1-845 or for fraud. No court within or without the Commonwealth, except the Supreme Court by  
772 way of appeal as authorized by law, shall have jurisdiction to review, reverse, correct or annul any  
773 action of the Commission, within the scope of its authority, with regard to any articles, certificate, order,  
774 objection or petition, or to suspend or delay the execution or operation thereof, or to enjoin, restrain or  
775 interfere with the Commission in the performance of its official duties.

776 C. Notwithstanding any provision of subsection A to the contrary, the Commission shall have the  
777 power to act upon a petition filed by a corporation at any time to correct Commission records so as to  
778 eliminate the effects of clerical errors and of filings made by a person or persons without authority to  
779 act for the corporation, *or of its own motion to correct Commission records so as to eliminate the effects*  
780 *of clerical errors committed by its staff.*

781 **§ 13.1-815. Fees to be collected by Commission; payment of fees prerequisite to Commission**  
782 **action; exceptions.**

783 A. The Commission shall assess the registration fees and shall charge and collect the filing fees,  
784 charter fees and entrance fees imposed by law. The Commission shall have authority to certify to the  
785 Comptroller directing refund of any overpayment of a fee, or of any fee collected for a document that is  
786 not accepted for filing, at any time within one year from the date of its payment. When the Commission  
787 receives payment of an annual registration fee assessed against a domestic or foreign corporation, such  
788 payment shall be applied against any unpaid annual registration fees previously assessed against such

789 corporation, including any penalties incurred thereon, beginning with the assessment or penalty that has  
790 remained unpaid for the longest period of time.

791 B. The Commission shall not file or issue with respect to any domestic or foreign corporation any  
792 document or certificate specified in this Act, except the *annual* report required by § 13.1-936, a  
793 statement of change pursuant to § 13.1-834 or 13.1-926, and a statement of resignation pursuant to  
794 § 13.1-835 or 13.1-927, until all fees, charges, fines, penalties, and interest assessed, imposed, charged,  
795 or to be collected by the Commission pursuant to this Act or Title 12.1 have been paid by or on behalf  
796 of such corporation. Notwithstanding the foregoing, the Commission may file or issue any document or  
797 certificate with respect to a domestic or foreign corporation that has been assessed an annual registration  
798 fee if the document or certificate is filed or issued with an effective date that is on or before the due  
799 date of the corporation's annual registration payment in any year, provided that the Commission shall not  
800 issue a certificate of domestication with respect to a foreign corporation until the annual registration fee  
801 has been paid by or on behalf of that corporation.

802 C. ~~Any A domestic or foreign corporation that has ceased to exist in the Commonwealth because of  
803 the issuance of a certificate of termination of corporate existence or certificate of incorporation surrender  
804 or any foreign corporation that has obtained a certificate of withdrawal, effective on or before its annual  
805 report due date pursuant to subsection C of § 13.1-936 in any year, shall not be required to pay the  
806 registration fee for that year. Any domestic or foreign corporation that has merged, effective on or  
807 before its annual report due date pursuant to subsection C of § 13.1-936 in any year, into a surviving  
808 domestic corporation or into a surviving foreign corporation that files with the Commission an  
809 authenticated copy of the instrument of merger on or before such date, shall not be required to pay the  
810 annual registration fee for that assessed against it pursuant to subsection B of § 13.1-936.1 in any year  
811 if (i) the Commission issues or files any of the following types of certificate or instrument and (ii) the  
812 certificate or instrument is effective on or before the annual registration fee due date:~~

813 1. ~~A certificate of termination of corporate existence, a certificate of incorporation surrender, or a  
814 certificate of entity conversion for a domestic corporation;~~

815 2. ~~A certificate of withdrawal for a foreign corporation;~~

816 3. ~~A certificate of merger or an authenticated copy of an instrument of merger for a domestic or  
817 foreign corporation that has merged into a surviving domestic corporation or eligible entity, or into a  
818 surviving foreign corporation or eligible entity; or~~

819 4. ~~An authenticated copy of an instrument of entity conversion for a foreign corporation that has  
820 converted to a different entity type.~~

821 The Commission shall cancel the *annual* registration fee assessments specified in this subsection that  
822 remain unpaid.

823 D. ~~Registration~~ Annual registration fee assessments that have been paid shall not be refunded.

824 **§ 13.1-818. Incorporators.**

825 One or more persons may act as *the incorporator* or incorporators of a corporation by signing and  
826 ~~filing~~ delivering articles of incorporation ~~with~~ to the Commission *for filing*.

827 **§ 13.1-885. Amendment of articles of incorporation by directors.**

828 A. Where there are no members, or no members having voting rights, an amendment shall be  
829 adopted at a meeting of the board of directors upon receiving the vote of at least two-thirds of the  
830 directors in office. The board may adopt one or more amendments at any one meeting.

831 B. Unless the articles of incorporation provide otherwise, a corporation's board of directors may  
832 adopt one or more amendments to the corporation's articles of incorporation without member action:

833 1. To delete the names and addresses of the initial directors;

834 2. To delete the name ~~and address~~ of the initial registered agent or *the address of the initial*  
835 registered office, if a statement of change *described in § 13.1-834* is on file with the Commission;

836 3. To add, delete, or change a geographic attribution for the name; or

837 4. To make any other change expressly permitted by this Act to be made without member action.

838 **§ 13.1-898.5. Surrender of articles of incorporation upon domestication.**

839 A. Whenever a domestic corporation has adopted and approved, in the manner required by this  
840 article, a plan of domestication providing for the corporation to be domesticated under the laws of  
841 another jurisdiction, the corporation shall file with the Commission articles of incorporation surrender  
842 setting forth:

843 1. The name of the corporation;

844 2. ~~The corporation's new jurisdiction of incorporation~~ *in which the corporation is to be domesticated*  
845 *and the name of the corporation upon its domestication under the laws of that jurisdiction;*

846 3. The plan of domestication;

847 4. A statement that the articles of incorporation surrender are being filed in connection with the  
848 domestication of the corporation as a foreign corporation to be incorporated under the laws of another  
849 jurisdiction and that the corporation is surrendering its charter under the laws of the Commonwealth;

- 850 5. Where the members of the corporation have voting rights, a statement:
- 851 a. That the plan was adopted by the unanimous consent of the members; or
- 852 b. That the plan was submitted to the members by the board of directors in accordance with this Act,
- 853 and a statement of:
- 854 (1) The existence of a quorum of each voting group entitled to vote separately on the plan; and
- 855 (2) Either the total number of votes cast for and against the plan by each voting group entitled to
- 856 vote separately on the plan or the total number of undisputed votes cast for the plan separately by each
- 857 voting group and a statement that the number cast for the plan by each voting group was sufficient for
- 858 approval by that voting group;
- 859 6. Where the corporation has no members, or no members having voting rights, then a statement of
- 860 that fact, the date of the meeting of the board of directors at which the plan was adopted and a
- 861 statement of the fact that such plan received the vote of a majority of the directors in office;
- 862 7. A statement that the ~~domestic~~ corporation revokes the authority of its registered agent to accept
- 863 service on its behalf and appoints the clerk of the Commission as its agent for service of process in any
- 864 proceeding based on a cause of action arising during the time it was incorporated in the Commonwealth;
- 865 8. A mailing address to which the clerk may mail a copy of any process served on ~~him~~ *the clerk*
- 866 under subdivision 7; and
- 867 9. A commitment *by the corporation* to notify the clerk of the Commission in the future of any
- 868 change in the mailing address of the corporation.
- 869 B. If the Commission finds that the articles of incorporation surrender comply with the requirements
- 870 of law and that all required fees have been paid, it shall issue a certificate of incorporation surrender.
- 871 C. The corporation shall automatically cease to be a domestic corporation when the certificate of
- 872 incorporation surrender becomes effective.
- 873 D. If the former domestic corporation intends to continue to transact business in the Commonwealth,
- 874 then, within 30 days after the effective date of the certificate of incorporation surrender, it shall deliver
- 875 to the Commission an application for a certificate of authority to transact business in the Commonwealth
- 876 pursuant to § 13.1-921 together with a copy of its instrument of domestication and articles of
- 877 incorporation and all amendments thereto, duly authenticated by the Secretary of State or other official
- 878 having custody of corporate records in the state or country under whose laws it is incorporated or
- 879 domesticated.
- 880 *E. Service of process on the clerk of the Commission is service of process on a former domestic*
- 881 *corporation that has surrendered its charter pursuant to this section. Service on the clerk shall be made*
- 882 *in accordance with § 12.1-19.1 and service on the former domestic corporation may be made in any*
- 883 *other manner permitted by law.*
- 884 **§ 13.1-898.7. Abandonment of domestication.**
- 885 A. Unless *otherwise provided in* a plan of domestication of a domestic corporation ~~prohibits~~
- 886 ~~abandonment of the domestication without member approval to become a foreign corporation~~, after the
- 887 ~~domestication plan~~ has been ~~authorized approved and adopted as required by this article~~, and at any
- 888 time before the certificate of ~~domestication filed in the other jurisdiction~~ incorporation surrender has
- 889 become effective, the domestication may be abandoned *by the domestic corporation* without ~~further~~
- 890 ~~member action by its members~~ in accordance with ~~the procedure any procedures~~ set forth in the plan of
- 891 *domestication* or, if ~~none~~ *is no such procedures* are set forth in the plan of domestication, in the manner
- 892 determined by the board of directors.
- 893 B. If a domestication is abandoned as provided under subsection A after articles of incorporation
- 894 surrender have been filed with the Commission but before the certificate of incorporation surrender has
- 895 become effective, written notice that the domestication has been abandoned in accordance with this
- 896 section shall be filed with the Commission prior to the effective date of the certificate of incorporation
- 897 surrender. The notice shall take effect upon filing and the domestication shall be deemed abandoned and
- 898 shall not become effective.
- 899 C. If the domestication of a foreign corporation into the Commonwealth is abandoned in accordance
- 900 with the laws of the ~~foreign~~ jurisdiction *in which the foreign corporation is incorporated* after articles of
- 901 domestication have been filed with the Commission but before the certificate of domestication has
- 902 become effective ~~in the Commonwealth~~, written notice that the domestication has been abandoned shall
- 903 be filed with the Commission prior to the effective *time and* date of the certificate of domestication. The
- 904 notice shall take effect upon filing and the domestication shall be deemed abandoned and shall not
- 905 become effective.
- 906 **§ 13.1-916. Reinstatement of a corporation that has ceased to exist.**
- 907 A. A corporation that has ceased to exist *pursuant to this article* may apply to the Commission for
- 908 reinstatement within five years thereafter unless the corporate existence was terminated by order of the
- 909 Commission (i) upon a finding that the corporation has continued to exceed or abuse the authority
- 910 conferred upon it by law or (ii) entered pursuant to § 13.1-911 and the circuit court's decree directing

911 dissolution contains no provision of reinstatement of corporate existence. The Commission shall enter an  
 912 order reinstating the

913 *B. To have its corporate existence upon receiving an annual report together with payment of a*  
 914 *reinstated, the corporation shall provide the Commission with the following:*

915 *1. An application for reinstatement, which shall include the identification number issued by the*  
 916 *Commission to the corporation, and which may be in the form of a letter signed by an officer or*  
 917 *director of the corporation, or which may be by affidavit signed by an agent of any member's interests*  
 918 *stating that after diligent search by such agent, no officer or director can be found;*

919 *2. A reinstatement fee of \$10 plus att;*

920 *3. All annual registration fees and penalties that were due before the corporation ceased to exist and*  
 921 *that would have become due thereafter been assessed or imposed to the date of reinstatement if the*  
 922 *corporation's existence had not ceased to exist been terminated;*

923 *4. An annual report need not be submitted if such a report previously was filed during for the*  
 924 *calendar year in which reinstatement is sought. The application for reinstatement may be by letter signed*  
 925 *by an officer or director of the corporation or may be by affidavit signed by any member stating that*  
 926 *after diligent search by such member no officer or director could be found. The Commission shall assess*  
 927 *the amounts that would have become due. that corresponds to the calendar year of the latest annual*  
 928 *registration fee that was assessed or that would have been assessed to the date of reinstatement;*

929 *5. If the name of the corporation does not comply with the provisions of § 13.1-829 at the time of*  
 930 *reinstatement, articles of amendment to the articles of incorporation to change the corporation's name to*  
 931 *a name that satisfies the provisions of § 13.1-829, with the fee required by this chapter for the filing of*  
 932 *articles of amendment; and*

933 *6. If the corporation's registered agent has filed a statement of resignation and a new registered*  
 934 *agent has not been appointed, a statement of change pursuant to § 13.1-834.*

935 *C. If the corporation complies with the provisions of this section, the Commission shall enter an*  
 936 *order of reinstatement of corporate existence. Upon the entry by the Commission of an the order of*  
 937 *reinstatement, the corporate existence shall be deemed to have continued from the date of termination of*  
 938 *corporate existence as if termination had never occurred, and any liability incurred by the corporation or*  
 939 *a director, officer, or other agent after the termination of corporate existence and before the*  
 940 *reinstatement shall be is determined as if the termination of corporate the corporation's existence had*  
 941 *never occurred. If the name of a corporation that has ceased to exist is not distinguishable upon the*  
 942 *records of the Commission, the reinstated corporation shall not engage in business until it has amended*  
 943 *its articles of incorporation to change its name to a name that is distinguishable upon the records of the*  
 944 *Commission.*

945 **§ 13.1-921. Application for certificate of authority.**

946 *A. A foreign corporation may apply to the Commission for a certificate of authority to transact*  
 947 *business in the Commonwealth. The application shall be made on forms prescribed and furnished by the*  
 948 *Commission. The application shall set forth:*

949 *1. The name of the corporation, and if the corporation is prevented by § 13.1-924 from using its own*  
 950 *name in the Commonwealth, a designated name that satisfies the requirements of subsection B of*  
 951 *§ 13.1-924;*

952 *2. The name of the state or other jurisdiction under whose laws it is incorporated, and if the*  
 953 *corporation was previously authorized or registered to transact business in the Commonwealth as a*  
 954 *foreign corporation, limited liability company, business trust, limited partnership, or registered limited*  
 955 *liability partnership, with respect to every such prior authorization or registration, (i) the name of the*  
 956 *entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization, or formation;*  
 957 *and (iv) the entity identification number issued to it by the Commission;*

958 *3. The date of incorporation and period of duration;*

959 *4. The street address of the foreign corporation's principal office;*

960 *5. The address of the proposed registered office of the foreign corporation in the Commonwealth,*  
 961 *including both (i) the post office address with street and number, if any, and (ii) the name of the county*  
 962 *or city in which it is located, and the name of its proposed registered agent in the Commonwealth at*  
 963 *such address and that the registered agent is either (a) an individual who is a resident of Virginia and*  
 964 *either an officer or director of the corporation or a member of the Virginia State Bar or (b) a domestic*  
 965 *or foreign stock or nonstock corporation, limited liability company, or registered limited liability*  
 966 *partnership authorized to transact business in the Commonwealth, the business office of which is*  
 967 *identical with the registered office; and*

968 *6. The names and usual business addresses of the current directors and principal officers of the*  
 969 *foreign corporation.*

970 *B. The foreign corporation shall deliver with the completed application a copy of its articles of*  
 971 *incorporation and all amendments thereto, duly authenticated by the Secretary of State or other official*

972 having custody of corporate records in the state or other jurisdiction under whose laws it is incorporated.  
973 C. If the Commission finds that the application complies with the requirements of law, and that all  
974 required fees have been paid, it shall issue a certificate of authority to transact business in the  
975 Commonwealth.

976 **§ 13.1-922. Amended certificate of authority.**

977 A. A foreign corporation authorized to transact business in the Commonwealth shall obtain an  
978 amended certificate of authority from the Commission if:

- 979 1. If it changes its corporate name or the state or ~~country~~ *other jurisdiction* of its incorporation; or
- 980 2. To abandon or change the designated name adopted by the corporation for use in the  
981 Commonwealth pursuant to subsection B of § 13.1-924.

982 B. The requirements of § 13.1-921 for obtaining an original certificate of authority apply to obtaining  
983 an amended certificate under this section.

984 C. Whenever the articles of incorporation of a foreign corporation that is authorized to transact  
985 business in ~~Virginia~~ *the Commonwealth* are amended, within 30 days after the amendment becomes  
986 effective, the foreign corporation shall file with the Commission a copy of such amendment duly  
987 authenticated by the Secretary of State or other official having custody of corporate records in the state  
988 or ~~country~~ *other jurisdiction* under whose law it is incorporated.

989 **§ 13.1-928.1. Merger of foreign corporation authorized to transact business in Commonwealth.**

990 A. Whenever a foreign corporation authorized to transact business in the Commonwealth is a party to  
991 a merger permitted by the laws of the state or other jurisdiction under whose laws it is incorporated, and  
992 such corporation is the surviving entity of the merger, it shall, within 30 days after such merger  
993 becomes effective, file with the Commission a copy of the instrument of merger duly authenticated by  
994 the Secretary of State or other official having custody of corporate records in the state or other  
995 jurisdiction under whose ~~laws such merger was effected~~ *law it is incorporated*; however, the filing shall  
996 not be required when a foreign corporation merges with a domestic corporation, the foreign corporation's  
997 articles of incorporation are not amended by said merger, and the articles of merger filed on behalf of  
998 the domestic corporation pursuant to § 13.1-896 contain a statement that the merger is permitted under  
999 the laws of the state or other jurisdiction in which the foreign corporation is incorporated and that the  
1000 foreign corporation has complied with that law in effecting the merger.

1001 B. Whenever a foreign corporation authorized to transact business in the Commonwealth is a party to  
1002 a merger permitted by the laws of the state or other jurisdiction under the laws of which it is  
1003 incorporated, and such corporation is not the surviving entity of the merger or, whenever such a foreign  
1004 corporation is a party to a consolidation so permitted, the surviving or resulting domestic or foreign  
1005 corporation, limited liability company, business trust, partnership, or limited partnership shall, if not  
1006 continuing to transact business in the Commonwealth, within 30 days after such merger or consolidation  
1007 becomes effective, deliver to the Commission a copy of the instrument of merger or consolidation duly  
1008 authenticated by the Secretary of State or other official having custody of corporate records in the state  
1009 or other jurisdiction under whose ~~laws such merger or consolidation was effected~~ *law it was*  
1010 *incorporated* and comply in behalf of the predecessor corporation with the provisions of § 13.1-929. If a  
1011 surviving or resulting corporation or limited liability company, business trust, partnership, or limited  
1012 partnership is to continue to transact business in the Commonwealth and has not received a certificate of  
1013 authority to transact business in the Commonwealth, within such 30 days, deliver to the Commission an  
1014 application for a certificate of authority to transact business in the Commonwealth, together with a duly  
1015 authenticated copy of the instrument of merger or consolidation and also, in case of a merger, a copy of  
1016 its articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or  
1017 other official having custody of corporate records in the state or country under whose laws it is  
1018 incorporated.

1019 C. Upon the merger or consolidation of two or more foreign corporations any one of which owns  
1020 property in the Commonwealth, all such property shall pass to the surviving or resulting corporation  
1021 except as otherwise provided by the laws of the state by which it is governed, but only from the time  
1022 when a duly authenticated copy of the instrument of merger or consolidation is filed with the  
1023 Commission.

1024 **§ 13.1-929. Withdrawal of foreign corporation.**

1025 A. A foreign corporation authorized to transact business in the Commonwealth may not withdraw  
1026 from the Commonwealth until it obtains a certificate of withdrawal from the Commission.

1027 B. A foreign corporation authorized to transact business in the Commonwealth may apply to the  
1028 Commission for a certificate of withdrawal. The application shall be on a form prescribed and furnished  
1029 by the Commission and shall set forth:

- 1030 1. The name of the foreign corporation and the name of the state or ~~country~~ *other jurisdiction* under  
1031 whose laws it is incorporated;
- 1032 2. ~~That if applicable, a statement that the foreign corporation is in existence and has not been~~

1033 merged into or consolidated with another entity or converted into another type of entity or, if the foreign  
 1034 corporation has been merged into or consolidated with another entity or converted into another type of  
 1035 entity, that the application is signed on behalf of the foreign corporation by the surviving or resulting  
 1036 entity was a party to a merger permitted by the laws of the state or other jurisdiction under whose law  
 1037 it was incorporated and that it was not the surviving entity of the merger, has consolidated with another  
 1038 entity, or has converted to another type of entity under the laws of the state or other jurisdiction under  
 1039 whose law it was incorporated;

1040 3. That the foreign corporation is not transacting business in the Commonwealth and that it  
 1041 surrenders its authority to transact business in the Commonwealth;

1042 4. That the foreign corporation revokes the authority of its registered agent to accept service on its  
 1043 behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding  
 1044 based on a cause of action arising during the time it was authorized to transact business in the  
 1045 Commonwealth;

1046 5. A mailing address to which the clerk of the Commission may mail a copy of any process served  
 1047 on him under subdivision 4; and

1048 6. A commitment to notify the clerk of the Commission in the future of any change in the mailing  
 1049 address of the corporation.

1050 C. The Commission shall not allow any foreign corporation to withdraw from the Commonwealth  
 1051 unless such corporation files with the Commission a statement certifying that the corporation has filed  
 1052 returns and has paid all state taxes to the time of the certificate or a statement that no such returns are  
 1053 required to be filed or taxes are required to be paid. In such case the corporation may file returns and  
 1054 pay taxes before they would otherwise be due. If the Commission finds that the application complies  
 1055 with the requirements of law and that all required fees have been paid, it shall issue a certificate of  
 1056 withdrawal.

1057 D. Before any foreign corporation authorized to transact business in the Commonwealth terminates  
 1058 its corporate existence, it shall file with the Commission an application for withdrawal. Whether or not  
 1059 such application is filed, the termination of the corporate existence of such foreign corporation shall not  
 1060 take away or impair any remedy available against such corporation for any right or claim existing or any  
 1061 liability incurred prior to such termination. Any such action or proceeding against such foreign  
 1062 corporation may be defended by such corporation in its corporate name. The members, directors and  
 1063 officers shall have power to take such corporate or other action as shall be appropriate to protect such  
 1064 remedy, right or claim. The right of a foreign corporation that has terminated its corporate existence to  
 1065 institute and maintain in its corporate name actions, suits or proceedings in the courts of the  
 1066 Commonwealth shall be governed by the law of the state of its incorporation.

1067 E. Service of process on the clerk of the Commission is service of process on a foreign corporation  
 1068 that has withdrawn pursuant to this section. Service upon the clerk shall be made in accordance with  
 1069 § 12.1-19.1, and service upon the foreign corporation may be made in any other manner permitted by  
 1070 law.

1071 **§ 13.1-931. Involuntary revocation of certificate of authority.**

1072 A. The certificate of authority to transact business in the Commonwealth of any foreign corporation  
 1073 may be revoked by order of the Commission when it finds that the corporation:

1074 1. Has continued to exceed the authority conferred upon it by law;

1075 2. Has failed to maintain a registered office or a registered agent in the Commonwealth as required  
 1076 by law;

1077 3. Has failed to file any document required by this Act to be filed with the Commission;

1078 4. No longer exists under the laws of the state or country of its incorporation; or

1079 5. Has been convicted for a violation of 8 U.S.C. § 1324a(f), as amended, for actions of its officers  
 1080 and directors constituting a pattern or practice of employing unauthorized aliens in the Commonwealth.

1081 A certificate revoked pursuant to subdivision A 5 shall not be eligible for ~~reentry~~ reinstatement for a  
 1082 period of not less than one year.

1083 B. Any foreign corporation convicted of the offense listed in subdivision A 5 shall immediately  
 1084 report such conviction to the Commission and file with the Commission an authenticated copy of the  
 1085 judgment or record of conviction.

1086 C. Before entering any such order the Commission shall issue a rule against the corporation giving it  
 1087 an opportunity to be heard and show cause why such an order should not be entered. The Commission  
 1088 may issue the rule on its own motion or on motion of the Attorney General.

1089 D. The authority of a foreign corporation to transact business in the Commonwealth ceases on the  
 1090 date shown on the order revoking its certificate of authority.

1091 E. The Commission's revocation of a foreign corporation's certificate of authority appoints the clerk  
 1092 of the Commission the foreign corporation's agent for service of process in any proceeding based on a  
 1093 cause of action arising during the time the foreign corporation was authorized to transact business in the

1094 Commonwealth. Service of process on the clerk of the Commission under this subsection is service on  
 1095 the foreign corporation and shall be made on the clerk in accordance with § 12.1-19.1.

1096 F. Revocation of a foreign corporation's certificate of authority does not terminate the authority of  
 1097 the registered agent of the corporation.

1098 **§ 13.1-931.1. Reinstatement of foreign corporation whose certificate of authority has been**  
 1099 **withdrawn or revoked.**

1100 A. A foreign corporation whose certificate of authority issued by the Commission to transact  
 1101 business in the Commonwealth has been surrendered withdrawn or revoked may apply to be relieved of  
 1102 the withdrawal or revocation and have its certificate of authority reinstated by the Commission for  
 1103 reentry within five years thereafter after the date of withdrawal or revocation unless the certificate of  
 1104 authority was revoked by order of the Commission upon a finding that the corporation has continued to  
 1105 exceed or abuse the authority conferred upon it by law pursuant to subdivision A 1 of § 13.1-931.

1106 The B. To have its certificate of authority reinstated, a foreign corporation shall provide the  
 1107 Commission shall enter an order reentering the certificate of authority upon receiving an annual report,  
 1108 together with payment of a reentry with the following:

1109 1. An application for reinstatement, which shall include the identification number issued by the  
 1110 Commission to the corporation, and which may be in the form of a letter signed by an officer or  
 1111 director of the corporation, or which may be by affidavit signed by an agent of any member's interests  
 1112 stating that after diligent search by such agent, no officer or director can be found;

1113 2. A reinstatement fee of \$10 plus all;

1114 3. All annual registration fees and penalties that were due before the certificate of withdrawal was  
 1115 issued or the certificate of authority was surrendered or revoked and that would have become due  
 1116 thereafter been assessed or imposed to the date of reinstatement if the corporation had not withdrawn or  
 1117 had its certificate of authority surrendered or revoked. The application for reentry may be by letter  
 1118 signed by an officer or director of the corporation. A corporation need not refile a copy of its charter or  
 1119 any amendment thereof that is then on file in the office of the clerk of the Commission. After the  
 1120 authority of a foreign corporation to transact business in the Commonwealth has been surrendered or  
 1121 revoked, the clerk shall retain in the files of his office the charter and amendments thereto filed by the  
 1122 corporation and its original application for authority to transact business for a period of five years.;

1123 4. An annual report for the calendar year that corresponds to the calendar year of the latest annual  
 1124 registration fee that was assessed or that would have been assessed to the date of reinstatement;

1125 5. A duly authenticated copy of any amendments or corrections made to the articles of incorporation  
 1126 by a or other constituent documents of the foreign corporation and any mergers entered into by a the  
 1127 foreign corporation from the date of surrender withdrawal or revocation of its certificate of authority to  
 1128 the date of its application for reentry shall be filed with the application for reentry, reinstatement, along  
 1129 with an application for an amended certificate of authority if required as a result of an amendment or a  
 1130 correction, and all fees required by this chapter for the filing of such instruments;

1131 6. If the name of a the foreign corporation, whose certificate of authority issued by the Commission  
 1132 has been surrendered or revoked, is not distinguishable upon the records of the Commission does not  
 1133 comply with the provisions of § 13.1-924 at the time application is made for reentry, such foreign  
 1134 corporation shall of reinstatement, an application for an amended certificate of authority to adopt a  
 1135 designated name for use in the Commonwealth that is distinguishable upon the records of the  
 1136 Commission satisfies the requirements of § 13.1-924, with the fee required by this chapter for the filing  
 1137 of an application for an amended certificate of authority; and

1138 7. If the foreign corporation's registered agent has filed a statement of resignation and a new  
 1139 registered agent has not been appointed, a statement of change pursuant to § 13.1-926.

1140 Upon compliance C. If the foreign corporation complies with the provisions of this section, the  
 1141 Commission shall enter an order reentering of reinstatement, reinstating the foreign corporation's  
 1142 certificate of authority to do transact business in the Commonwealth.

1143 **§ 13.1-941.01. Conversion to a domestic stock corporation.**

1144 A domestic nonstock corporation may convert to a domestic stock corporation by filing with the  
 1145 Commission articles of amendment to its articles of incorporation, approved organized under Chapter 9  
 1146 (§ 13.1-601 et seq.) in accordance with § 13.1-885 or § 13.1-886 the provisions of this article.

1147 **§ 13.1-942. Articles of restatement.**

1148 A. A corporation converting to a domestic stock corporation shall file with the Commission articles  
 1149 of amendment restatement in accordance with § 13.1-888 13.1-889.

1150 B. The In addition to the information required by subsection D of § 13.1-889, if the corporation has  
 1151 one or more classes of members, the articles of amendment restatement shall set forth:

1152 1. The name of the corporation, which satisfies the requirements of § 13.1-630;

1153 2. The number of shares the corporation will be authorized to issue;

1154 3. If more than one class of shares is to be authorized, the number of authorized shares of each class

1155 and a distinguishing designation for each class;

1156 4. A provision or provisions, if any, defining or denying the preemptive right of shareholders to  
1157 acquire unissued shares of the corporation;

1158 5. A provision substituting the word "shareholders" or other appropriate language for "members"  
1159 wherever "members" appears in the articles of incorporation;

1160 6. Provisions not inconsistent with law which may be necessary to bring the corporation into  
1161 compliance with (i) the manner and basis of converting the membership interests of each class of  
1162 members of the corporation into shares or other securities, obligations, rights to acquire shares, or  
1163 other securities, cash, other property, or any combination of the foregoing or (ii) a statement that the  
1164 membership interests of the members will be canceled without consideration as a result of the  
1165 corporation's conversion to a domestic stock corporation.

1166 C. The articles of restatement shall set forth the text of the amended and restated articles of  
1167 incorporation that comply with the requirements of Chapter 9 (§ 13.1-601 et seq.) of this title or which  
1168 may be required for the regulation and governance of the corporation as a stock corporation; and

1169 7. Such provisions, if any, which are permitted by § 13.1-619 to be included in articles of  
1170 incorporation of a Virginia stock corporation as they will be in effect immediately upon the  
1171 consummation of the conversion.

1172 ~~C.~~ D. If the Commission finds that the articles of ~~amendment~~ restatement comply with the  
1173 requirements of law and bring the articles of incorporation into compliance with the requirements for a  
1174 Virginia stock corporation, and that all required fees have been paid, it shall issue a certificate of  
1175 ~~amendment~~ restatement in accordance with § 13.1-889.

1176 **§ 13.1-943. Fees.**

1177 Upon the filing of the articles of ~~amendment~~ restatement to convert to a domestic stock corporation,  
1178 in addition to the fees required by § 13.1-816 for filing articles of ~~amendment~~ restatement, a corporation  
1179 shall also pay a fee equal to that required for a newly chartered stock corporation authorized to issue the  
1180 same number of shares, as set forth in subsection A of § 13.1-615.1.

1181 **§ 13.1-944. Effect of conversion.**

1182 A. Upon the effective date of the certificate of amendment, the ~~When a conversion under this article~~  
1183 ~~becomes effective:~~

1184 1. The corporation shall be converted to continues its existence as a domestic stock corporation, and  
1185 thereafter be subject to the provisions of Chapter 9 (§ 13.1-601 et seq.) of this title.;

1186 B. 2. The directors of the corporation at the time of conversion shall continue in office until their  
1187 terms expire and new directors are elected by the shareholders.;

1188 3. The title to all real estate and other property remains in the domestic stock corporation without  
1189 reversion or impairment;

1190 4. The liabilities remain the liabilities of the domestic stock corporation;

1191 5. A pending proceeding may be continued by or against the domestic stock corporation as if the  
1192 conversion did not occur;

1193 6. The amended and restated articles of incorporation set forth in the articles of restatement shall  
1194 constitute the articles of incorporation of the domestic stock corporation;

1195 7. The membership interests, if any, of the corporation are reclassified into shares or other property,  
1196 or canceled, in accordance with the articles of restatement, and the members of the corporation are  
1197 entitled only to the rights provided in the articles of restatement;

1198 8. The domestic stock corporation is deemed to:

1199 a. Be a domestic stock corporation for all purposes;

1200 b. Be the same corporation without interruption as the converting corporation that existed prior to  
1201 the conversion; and

1202 c. Have been incorporated on the date that the converting corporation was originally incorporated;  
1203 and

1204 9. The corporation shall cease to be a corporation organized under the provisions of this chapter.

1205 B. Any member of a corporation that converts to a domestic stock corporation who, prior to the  
1206 conversion, was liable for the liabilities or obligations of the corporation is not released from those  
1207 liabilities or obligations by reason of the conversion.

1208 **§ 13.1-944.5. Articles of entity conversion.**

1209 A. After the conversion of a corporation into a limited liability company has been adopted and  
1210 approved as required by this article, the converting entity shall file with the Commission articles of  
1211 entity conversion setting forth:

1212 1. The name of the corporation immediately prior to the filing of the articles of entity conversion and  
1213 the name to which the name of the converting entity is to be changed, which name shall satisfy the  
1214 requirements of the laws of the Commonwealth;

1215 2. The plan of entity conversion, including the full text of the articles of organization of the resulting

1216 entity that comply with the requirements of Chapter 12 (§ 13.1-1000 et seq.), as they will be in effect  
 1217 immediately after consummation of the conversion;

1218 3. A statement:

1219 a. That the plan was adopted by the vote of at least two-thirds of the directors *in office*, including the  
 1220 reason member approval was not required;

1221 b. That the plan was adopted by the unanimous consent of the members having voting rights; or

1222 c. That the plan was proposed by the board of directors and submitted to the members in accordance  
 1223 with this chapter, and a statement of:

1224 (1) The existence of a quorum of each voting group entitled to vote separately on the plan; and

1225 (2) Either the total number of votes cast for and against the plan by each voting group entitled to  
 1226 vote separately on the plan or the total number of undisputed votes cast for the plan separately by each  
 1227 voting group and a statement that the number cast for the plan by each voting group was sufficient for  
 1228 approval by that voting group.

1229 B. If the Commission finds that the articles of entity conversion comply with the requirements of law  
 1230 and that all required fees have been paid, it shall issue a certificate of entity conversion.

1231 **§ 13.1-944.6. Effect of entity conversion.**

1232 A. When an entity conversion under this article becomes effective, with respect to that entity:

1233 1. The title to all real estate and other property remains in the resulting entity without reversion or  
 1234 impairment;

1235 2. The liabilities remain the liabilities of the resulting entity;

1236 3. A ~~proceeding~~ pending *proceeding* may be continued by or against the resulting entity as if the  
 1237 conversion did not occur;

1238 4. The articles of organization attached to the articles of entity conversion constitute the articles of  
 1239 organization of the resulting entity;

1240 5. The membership interests, if any, of the corporation are reclassified into LLC membership  
 1241 interests in accordance with the plan of entity conversion, and the members of the corporation are  
 1242 entitled only to the rights provided in the plan of entity conversion;

1243 6. The resulting entity is deemed to:

1244 a. Be a limited liability company for all purposes;

1245 b. Be the same entity without interruption as the converting entity that existed prior to the  
 1246 conversion; and

1247 c. Have been organized on the date that the converting entity was originally incorporated; and

1248 7. The corporation shall cease to be a corporation when the certificate of entity conversion becomes  
 1249 effective.

1250 B. *Any member of a corporation that converts to a limited liability company who, prior to the*  
 1251 *conversion, was liable for the liabilities or obligations of the limited liability company is not released*  
 1252 *from those liabilities or obligations by reason of the entity conversion.*

1253 **§ 13.1-944.7. Abandonment of entity conversion.**

1254 A. Unless *otherwise provided in a plan of entity conversion of a domestic corporation prohibits*  
 1255 *abandonment of the conversion without member approval to become a limited liability company*, after  
 1256 *the conversion plan has been authorized approved and adopted as required by this article*, and at any  
 1257 time before the certificate of entity conversion has become effective, the conversion may be abandoned  
 1258 *by the corporation without further member action by the members in accordance with the procedure any*  
 1259 *procedures set forth in the plan of entity conversion or, if none is no such procedures are set forth in*  
 1260 *the plan of entity conversion*, in the manner determined by the board of directors.

1261 B. If an entity conversion is abandoned under subsection A after articles of entity conversion have  
 1262 been filed with the Commission but before the certificate of entity conversion has become effective,  
 1263 written notice that the entity conversion has been abandoned in accordance with this section shall be  
 1264 filed with the Commission prior to the effective *time and* date of the certificate of entity conversion.  
 1265 The notice shall take effect upon filing and the entity conversion shall be deemed abandoned and shall  
 1266 not become effective.